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CORPORATE INFORMATION

BOARD OF DIRECTORS	CHIEF FINANCIAL OFFICER
Shri Debasis Jana → Chairman & Managing Director [from 17.08.2017] Director (Planning) [from 01.08.2015 to 16.08.2017]	Shri R.C. Sen
Shri Sunil Munshi → Chairman & Managing Director (Addl. Charge) [from 01.04.2016 to 16.08.2017] Director (Personnel) [from 01.07.2012]	COMPANY SECRETARY
Shri R.C. Sen → Director (Finance) [from 19.03.2015]	Smt. Sucharita Das
Shri Bhaskar Jyoti Mahanta → Nominee Director, Govt. of India [from 21.03.2016]	STATUTORY AUDITOR
Smt. Sanyukta Samaddar → Nominee Director, Govt. of India [from 27.05.2015]	V. Singhi & Associates Chartered Accountants, 4, Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001.
Dr. Dhanpat Ram Agarwal → Independent Director [from 04.07.2016]	SECRETARIAL AUDITOR
Shri Sudhir Jhunjunwala → Independent Director [from 04.07.2016]	Vinod Kothari & Company Practising Company Secretaries, 1006-1009, Krishna Building, 224, A.J.C. Bose Road, Kolkata-700 017.
Smt. Sipra Goon → Independent Director [from 02.02.2017]	COST AUDITOR
AUDIT COMMITTEE	DGM & Associates Cost Accountants, 64, B.B. Ganguli Street (2nd Floor), Kolkata-700 012.
Dr. Dhanpat Ram Agarwal, Chairman Shri Sudhir Jhunjunwala Shri R.C. Sen Smt. Sipra Goon	BANKERS
NOMINATION & REMUNERATION COMMITTEE	Allahabad Bank Bank of Baroda Union Bank of India United Bank of India
Shri Sudhir Jhunjunwala, Chairman Dr. Dhanpat Ram Agarwal Smt. Sanyukta Samaddar Smt. Sipra Goon	REGISTERED OFFICE
STAKEHOLDERS RELATIONSHIP COMMITTEE	"Yule House", 8, Dr. Rajendra Prasad Sarani, Kolkata-700 001. CIN – L63090WB1919GOI003229 Telephone Nos. (033)2242 8210/8550 Fax : (033) 2242 9770 Website : www.andrewyule.com E-mail ID : com.sec@andrewyule.com
Dr. Dhanpat Ram Agarwal, Chairman Shri Sunil Munshi Shri R.C. Sen Smt. Sipra Goon	NORTHERN REGIONAL OFFICE
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	404, Guru Angad Bhavan, 71, Nehru Place, New Delhi-110 019.
Shri Sudhir Jhunjunwala, Chairman Shri Debasis Jana Shri Sunil Munshi Shri R.C. Sen Smt. Sipra Goon	REGISTRAR & SHARE TRANSFER AGENT
RISK MANAGEMENT COMMITTEE	MCS Share Transfer Agent Ltd. 12/1/5, Manoharpukur Road, Ground Floor, Kolkata-700 026. Phone Nos.(033) 4072 4051/4052/4053 Fax: (033) 4072 4050 Email : mcssta@rediffmail.com
Shri Sunil Munshi, Chairman Shri Debasis Jana Shri R.C. Sen	
COMMITTEE OF THE BOARD	
Shri Sunil Munshi, Chairman Shri Debasis Jana Shri R.C. Sen	



ANDREW YULE & COMPANY LIMITED

(A Government of India Enterprise)

CIN : L63090WB1919GOI003229

Registered Office: "YULE HOUSE", 8, Dr. Rajendra Prasad Sarani, Kolkata-700 001

Tel.: (033) 2242-8210/8550; Fax: (033) 2242-9770

E-mail: com.sec@andrewyule.com; Website: www.andrewyule.com

NOTICE TO MEMBERS

NOTICE is hereby given that the 69th Annual General Meeting of the members of Andrew Yule & Company Limited will be held at the Williamson Magor Hall of the Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, Kolkata - 700001 on Monday, the 18th day of September, 2017 at 11.00 a.m. to transact the following business :

ORDINARY BUSINESS :

- [01] To receive, consider and adopt 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 (CAG) thereon.
- [02] To declare dividend for the year ended 31st March, 2017.
- [03] To appoint a Director in place of Shri Bhaskar Jyoti Mahanta (DIN: 07487571), who retires by rotation at this Annual General Meeting under Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- [04] To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :
- "RESOLVED THAT** pursuant to the provisions of Section 142 of the Companies Act, 2013, Messrs U. S. Saha & Co. (CA0963), Chartered Accountants, the Statutory Auditors of the Company, appointed by the Comptroller and Auditor General of India for the Financial Year 2017-18 as per the provisions of Section 139(5) of the Companies Act, 2013, be paid a remuneration plus applicable tax, out of pocket expenses etc. as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS :

To consider and, if thought fit, to pass with or without modification the following resolutions :

- [05] **As an Ordinary Resolution :**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, including any amendment, modification or variation thereof, the Company hereby ratifies the remuneration of ₹1,45,000/- (Rupees one lakh forty-five thousand only) per annum plus out of pocket expenses at actuals and applicable taxes, if any, payable to Messrs DGM & Associates, Cost Accountants (Firm Registration No: 000038) who have been appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

- [06] **As an Ordinary Resolution :**

"RESOLVED THAT subject to the terms and conditions as determined by the Government of India, Smt. Sipra Goon (DIN: 07743157) was appointed as a Part-time Non-Official Independent Director on the Board of Directors of the Company by the Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Government

[Contd.]



of India vide order no.10(33)/2010-PE-I dated 2nd February, 2017 and subsequently pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Sipra Goon (DIN: 07743157) was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 2nd February, 2017 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, signifying his intention to propose Smt. Sipra Goon as a candidate for the office of the Director of the Company, be and is hereby appointed as a Part-time Non-Official Independent Director of the Company w.e.f. 2nd February 2017, whose term shall not be subject to retirement by rotation, to hold office for a period of 3 (three) consecutive years from the date of notification of appointment or until further order by the Government of India, whichever is earlier.”

The Register of the Members and the Share Transfer Registers of the Company will remain closed from 12th September, 2017 (Tuesday) to 18th September, 2017 (Monday), both days inclusive.

Registered Office :

“Yule House”,

8, Dr. Rajendra Prasad Sarani,

Kolkata - 700 001

Date : 21st August, 2017

By Order of the Board

Sucharita Das

Company Secretary

NOTES :

- [01] An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting, is annexed to this Notice.
- [02] A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and a proxy need not be a member. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company. A member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- [03] If the dividend as recommended by the Board of Directors is declared at the Meeting, the same will be paid within 30 days from the date of its declaration to those members whose names appear on the Company's Register of Members or who are notified as beneficiaries by the Depositories, viz., National Securities Depository Ltd. and Central Depository Services (India) Ltd. at the close of business on 11th September, 2017.
- [04] Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
- [05] Messrs. MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata – 700 026 has been appointed as Registrar and Share Transfer Agent (RTA) of the Company.
- [06] Members are encouraged to claim payment of dividend through Electronic Clearing Service (ECS). Members holding shares in dematerialized form should approach the Depository Participant with whom they are maintaining account for change in address, bank mandate and nomination, if any. Other members who have not furnished the



details and/or whose details have since changed are requested to forward the following details to the Registrar or Registered Office of the Company latest by 18th September, 2017 under the signature of the named shareholder :

- | | | |
|-------------------------------------|---|---|
| Folio No. | → | No. of shares |
| Bank Account No. | → | Nature of Bank Account |
| Bank name & address (with pin code) | → | Nine digit code no. of the Bank & Branch as appearing in the cheque book (with photocopy of a cheque) |

- [07] Dividend for the financial year ended 31st March, 2015, which remained unpaid or unclaimed will be due to be transferred to the Investor Education and Protection Fund of the Central Government on 8th September, 2022. Shareholders who have not encashed the dividend warrants so far for the financial year ended 31st March, 2015 are requested to make their claim to the Registered Office of the Company. It may be noted that once the unclaimed dividend is transferred to the Central Government, as above, no claim shall lie in respect thereof.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 23rd September, 2016 (date of last Annual General Meeting) on the website of the Company (www.andrewyule.com), as also on the website of the Ministry of Corporate Affairs.

- [08] Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or to the Registrar of the Company, the details of such folios for consolidating their holding in one folio.
- [09] Members desirous of making a nomination in respect of their shareholding in physical form, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed form SH-13 and SH-14, as per Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, to the Share Department of the Company or to the office of the Registrar and Share Transfer Agent.
- [10] Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank Details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or to Company's Registrar and Share Transfer Agent.

In case the mailing address mentioned on the Attendance Slip is without the PINCODE, Members are requested to kindly inform the PINCODE immediately.

- [11] The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Share Department of the Company or to Company's Registrar and Share Transfer Agent. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN Card to the Company for registration of transfer of securities.
- [12] In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- [13] Electronic copy of the Notice of the 69th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is also being sent to all the members whose email IDs are registered with the Company/Company's Registrar and Share Transfer Agent/Depository Participants for communication purposes. For Members who have not registered their email addresses, physical

[Contd.]



copies of the Notice of the 69th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.

- [14] Electronic copy of the Annual Report for Financial Year 2016-17 is being sent to all Members whose email IDs are registered with the Company/Company's Registrar and Share Transfer Agent/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for Financial Year 2016-17 are being sent in the permitted mode.
- [15] Members may also note that the Notice of the 69th Annual General Meeting, Attendance Slip and Proxy Form will be available on the Company's website at www.andrewyule.com and also on the website of NSDL at <https://www.evoting.nsdl.com/> for their download. The Annual Report for Financial Year 2016-17 will be available on the Company's website www.andrewyule.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id : ay_share@rediffmail.com.
- [16] To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- [17] Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- [18] Kindly note that as per the notifications of SEBI, the Company's equity shares have been under compulsory demat trading mode for all the investors. You are, therefore, requested to demat your shareholding to avoid inconvenience in future.
- [19] The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- [20] Non-Resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, immediately of:
- [a] Change in their residential status on return to India for permanent settlement.
 - [b] Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- [21] In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 69th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The instructions for remote e-voting are as under :

- [A] In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company) :
- [i] Open the e-mail and also open PDF file namely "AYCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user / login ID and password for e-voting. Please note that the password is an initial password.



- [ii] Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - [iii] Click on Shareholder - Login.
 - [iv] If you are already registered with NSDL for e-voting then you can use your existing user / login ID and password.
 - [v] If you are logging in for the first time, please enter the user / login ID and password provided in the PDF file attached.
 - [vi] The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - [vii] Once the e-voting home page opens, click on e-voting > Active Voting Cycles.
 - [viii] Select "EVEN" (E-Voting Event Number) of Andrew Yule & Company Limited. Now you are ready for e-voting as Cast Vote page opens.
 - [ix] Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - [x] Upon confirmation, the message "Vote cast successfully" will be displayed.
 - [xi] Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - [xii] Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to aklabh@aklabh.com / aklabhcs@gmail.com, with a copy marked to evoting@nsdl.co.in.
 - [xiii] In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting User Manual - Shareholder, available at the 'downloads' section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
 - [xiv] You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - [xv] Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on 11th September, 2017 may obtain user/login ID and password by sending a request at evoting@nsdl.co.in or mcssta@rediffmail.com.

However, if you are already registered with NSDL for e-voting then you can use your existing user/login ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.
- [B] In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose email addresses are not registered with the Company) :
- [i] Initial password is provided in the enclosed form: EVEN (E-Voting Event Number), user / login ID and password.
 - [ii] Please follow all steps from Sl. No. (i) to Sl. No. (xv) above, to cast vote.
- [C] Other Instructions :
- [i] The remote e-voting period commences on Friday, 15th September, 2017 (9.00 a.m.) and ends on Sunday, 17th September, 2017 (5.00 p.m.). During this period, members of the Company holding shares, as on 11th September, 2017, may cast their vote electronically. The remote e-voting module



- shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.
- [ii] The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 11th September, 2017.
- [iii] Shri Atul Kumar Labh, Practising Company Secretary (Membership No.FCS4848), Proprietor of M/s. A. K. Labh & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- [iv] Facility for voting through polling paper shall be made available at the 69th Annual General Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the concerned meeting.
- [v] The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make, not later than 3 (three) days of the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- [vi] Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- [vii] Members of the company holding shares as on 11th September, 2017 may opt for remote e-voting or voting at the AGM through polling paper.
- [viii] The results declared along with the Scrutinizer's Report shall be placed on the Company's Website www.andrewyule.com and on the Website of NSDL www.evoting.nsdl.com immediately on declaration of result by the Chairman and communicated to BSE Limited (BSE), where the shares of the Company are listed.
- [22] All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09.30 am to 6.00 pm) on all working days up to and including the date of Annual General Meeting of the Company.
- [23] The Route Map showing directions to reach the venue of the 69th AGM is annexed hereto.
- [24] Members are requested to –
- Note that copies of Annual Report will not be distributed at the Annual General Meeting.
 - Bring copies of Notice, Annual Report and Attendance Slip duly completed and signed at the meeting.
 - Deliver duly completed and signed Attendance Slip at the entrance of the meeting venue.
 - Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
 - Quote the Folio/Client ID & DP ID Nos. in all correspondence.
 - Note that no gifts will be distributed at the Annual General Meeting.

Registered Office:
"Yule House"
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700 001
Date : 21st August, 2017

By Order of the Board
Sucharita Das
Company Secretary



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5 The Company is required under Section 148 of the Companies Act, 2013 (Act) read with the Companies (Cost Records and Audit) Amendment Rules, 2016 to have the audit of its cost records conducted by a Cost Accountant in practice. The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of Messrs. DGM & Associates, Cost Accountants to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Amendment Rules, 2016 for the financial year ending on 31st March, 2018, at a remuneration of Rs.1,45,000/- (Rupees one lakh forty-five thousand only) per annum plus out of pocket expenses at actuals and applicable taxes, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out under Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the aforesaid Resolution.

The Board of Directors of your company considers that the proposed Ordinary Resolution is in the interest of the Company and recommends the same for your approval.

Item No. 6 Smt. Sipra Goon (DIN: 07743157) was appointed as a Part-time Non-Official Independent Director on the Board of Directors of the Company by the Government of India vide order no. 10(33)/2010-PE-I dated 2nd February, 2017, issued by the Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises and was accordingly appointed as an Additional Director of the Company w.e.f. 2nd February, 2017 in terms of the provisions of Section 161 of the Companies Act, 2013 to hold office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a member pursuant to Section 160 of the Companies Act 2013 signifying his intention to propose Smt. Sipra Goon as a candidate for the office of the Director of the Company to hold office for 3 (three) consecutive years.

The brief profile of Smt. Goon is included in the Notice. Based on her wider knowledge, the Board considers her appointment to be in the interest of the Company and recommends the resolution considered in Item No.6 of the accompanying notice for approval of the members as an Ordinary Resolution.

Smt. Goon has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act.

None of the Directors, Key Managerial Personnel (KMPs) or the relatives of Directors or KMPs, except Smt. Sipra Goon are in any way, concerned or interested, financial or otherwise, in the said resolution.

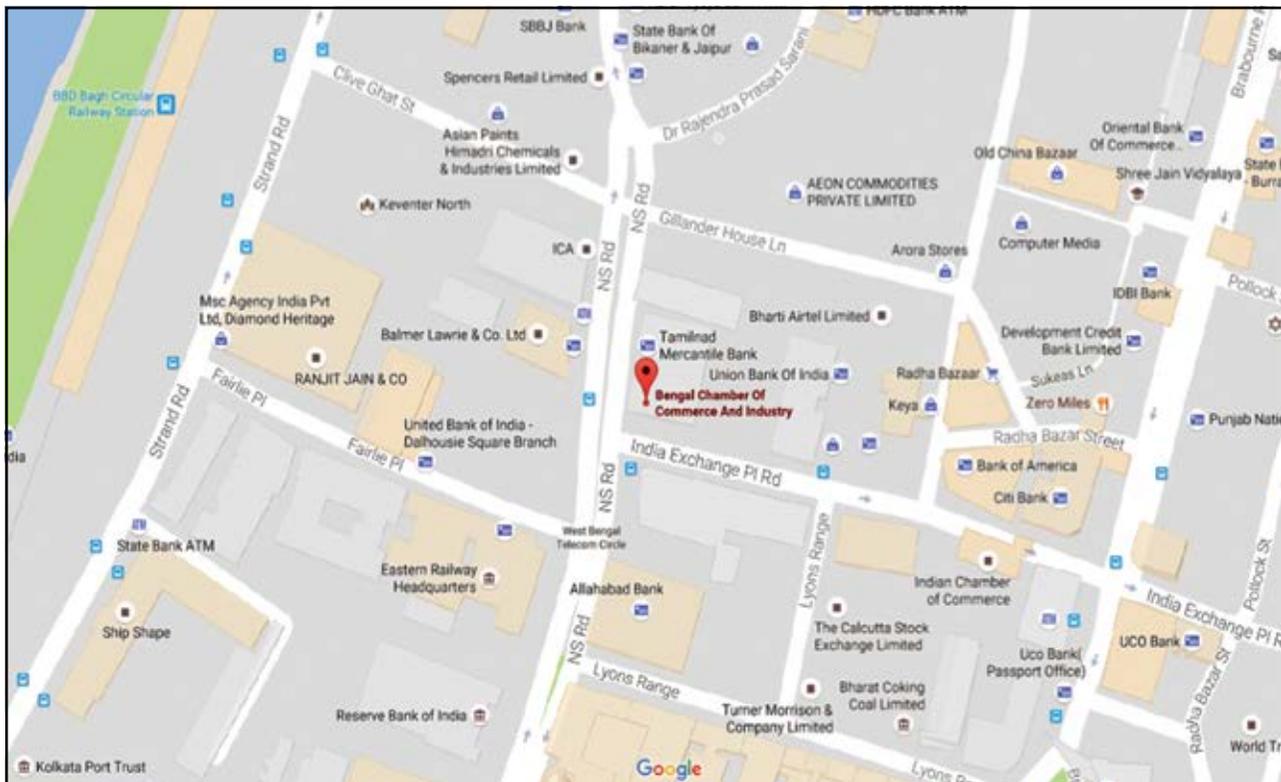
Registered Office :
"Yule House"
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700 001
Date: 21st August, 2017

By Order of the Board
Sucharita Das
Company Secretary



Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting are provided as under :

Name of Director	Shri Bhaskar Jyoti Mahanta	Smt. Sipra Goon
Date of Birth	24.01.1963	01.01.1970
Date of Appointment	21.03.2016	02.02.2017
Expertise	Expertise in Administration	Expertise in Administration
Qualification	IPS Officer (1988 batch), M.A. (Social Work) from Delhi University	B.A., Dip. In Journalism
Shareholding in the Company	NIL	NIL
List of other Listed entities in which Directorship held	Tide Water Oil Co. (I) Ltd. (TWOL) Bharat Heavy Electricals Ltd. (BHEL)	NIL
Chairman / Member of the Committees of the Board across all other Listed entities in which he/she is a Director	Member - Audit Committee (BHEL); Member - Stakeholders Relationship Committee (BHEL); Member - Nomination and Remuneration Committee (BHEL)	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	NIL	Member - Audit Committee; Stakeholders Relationship Committee; Nomination and Remuneration Committee; Corporate Social Responsibility Committee
Disclosure of relationships between Directors inter-se	No relationship shared between Directors inter-se	No relationship shared between Directors inter-se



**BOARD'S REPORT**

Dear Shareholders,

Your Directors take pleasure in presenting the 69th Annual Report on the operations of the Company together with the Auditor's Report and Audited Financial Statements for the year ended 31st March, 2017 :

[01] FINANCIAL RESULTS

The financial results of the Company for the year 2016-17 in comparison with the previous financial year 2015-16 are highlighted hereinbelow :

[₹ in lakh]

	Year ended 31st March, 2017	Year ended 31st March, 2016
Revenue from Operations and other Operational Income	40761.48	36800.16
Other Income	4173.61	2197.57
Total Revenue	44935.09	38997.73
Profit before Tax	3391.68	927.36
Less: Provision for Tax		
– Income Tax	168.66	114.87
– MAT Credit Entitlement	(-) 43.38	--
– Wealth Tax for Earlier Years	(-) 6.30	--
– Deferred Tax	534.13	653.11
Profit after Tax	2738.57	835.29
Balance brought forward from previous year	1621.86	786.57
Transfer from Bond Redemption Reserve	666.67	--
Proposed Dividend	488.95	--
Dividend Distribution Tax	95.10	--
Balance carried forward to Balance Sheet	5027.10	1621.86

[02] FINANCIAL PERFORMANCE

Your Company's results during the year under review have improved as compared to the previous year. Your Company has recorded revenue from operations and other income of ₹449.35 crore during the financial year 2016-17 as compared to ₹389.98 crore as recorded in the previous year.

Profit before Tax (PBT) during the financial year 2016-17 stood at ₹33.92 crore as compared to ₹9.27 crore for the previous financial year, registering an increase by 265.91%. Profit after Tax (PAT) for the

financial year 2016-17 had been ₹27.39 crore as compared to ₹8.35 crore during the previous financial year, registering an increase by 228.02%.

[03] DIVIDEND

In view of improved financial position of the Company, your Directors have the pleasure in recommending a dividend @ 5% on the Paid-up value of Equity Shares of ₹2/- each for the financial year 2016-17.

[04] PROSPECTS / OPERATIONS**4.1. Tea Division**

- North Indian Batting Order (Ranking): Being a prime "Quality" parameter, 4 (Four) AYCL gardens featured in Top10, 4 (Four) gardens between Top11 to Top20 and rest i.e. 3 (Three) gardens/manufacturing units between Top21 to Top29. Thus, all Assam & Dooars Gardens are now within Top 29 during the fiscal year 2016-17 which emphasises marked improvement in the batting order/ranking.
- The Tea Division continues to grow from strength to strength through its special emphasis on quality of its produce and is now recognised as one of the "Top Quality Tea Producer" in the industry.
- At a sale average of ₹185.00 / Kg. (own crop) and North Indian sale average of ₹141.15 / Kg.; the overall increase compared to the District Sale Average is ₹43.85 / Kg. this year.
- Own Crop increased from 100.72 lakh kgs last year to 102.34 lakh kgs this year, maintaining the increasing trend; primarily due to extensive uprooting and replanting programme undertaken each year for its long term sustainability / viability.
- Maximising existing manufacturing resources, margin from Bought Leaf operations this year is ₹2.08 crore compared to ₹2.03 crore last year.
- All gardens of the group are now

[Contd.]



having FSSAI License to operate and manufacture tea. All the Assam & Dooars gardens are Trustea certified. All Assam gardens are also Rainforest Alliance certified. The lone Darjeeling garden "Mim" is Rainforest Alliance & UTZ certified. While all Assam group gardens & Mim are ISO 9001, ISO 22000 & HACCP certified, Dooars group gardens are ISO 22000 certified.

- [g] Tea exports this year was 0.82 lakh kgs with FOB ₹1.78 crore catering to markets primarily in Georgia, USA, Germany, Australia & Canada.
- [h] Manufactured specialty teas for both export & domestic markets. The specialty & various types of flavored teas are also offered as boutique collection of tea at "Yule Tea Lounge" at Eco Park, Kolkata.
- [i] The one acre plot of Tea Garden at Eco Park, Kolkata, has been raised very successfully and is now a model setup, done for the first time in Kolkata.
- [j] The Yule Tea packets have been successfully sold through various e-commerce outlets like www.amazon.in, www.bigbasket.com & www.madeinbengal.in.
- [k] Other Packet Tea outlets are - TRIFED outlets in Gangtok, Bhopal, Delhi & Bengaluru; BISWA BANGLA outlets in Kolkata, Delhi, Darjeeling & Bagdogra; Aeroart Emporium at Kolkata; Cottage Industry outlets in Delhi, Mumbai, Chennai, Kolkata & Bengaluru; Yule Tea Lounge at Eco Park, Kolkata, and Yule Tea Kiosks at Eco Park & Sukhiapokhri.
- [l] With better field practices and major emphasis on Crop & Quality, the Division will continue maintaining its profitability in the near future.

4.2 Electrical Division (Kolkata Operation)

- [a] Highest turnover of ₹90 crore in the history of the Division achieved due to various initiatives taken by the Management of the Company.

- [b] 50% growth in Net Sales [₹90 crore compared to ₹61 crore in 2015-16].
- [c] Complete turnaround in operations achieved at PBDIT Level after several Decades.
- [d] Highest in-house production of DTs achieved after re-orientation of the Factory infrastructure.
- [e] Opened a new Business vertical for execution of 132KV Substation Turnkey Projects.
- [f] Highest collection of Payments (₹91 crore) in a single financial year.
- [g] 1st Billing of 100 KVA DTs using Amorphous Core after successful completion of CPRI testing.
- [h] 63% growth in sale of Distribution Transformer from ₹42 crore (2015-16) to ₹68 crore (2016-17).

Electrical Division (Chennai Operation)

- [a] Bagged first 220kV Order from TSGENCO (supply of 1No 12.5MVA, 220/33kV Power Transformer for Pulichintala Hydro Power Station).
- [b] Achieved Highest Turnover of ₹66.90 crore during the year 2016-17 compared to last year's Turnover of ₹56.43 crore.
- [c] Achieved Highest Order Booking for 2016-17 ₹83.55 crore compared to last year 2015-16 Order booking of ₹70.73 crore.
- [d] Achieved Highest payment collection of ₹86.59 crore for 2016-17 compared to last year's payment collection of ₹76.22 crore.
- [e] New Product development (Received first Cast Resin Transformer order 63KVA, 33/0.433KV for Karwar site, MES).
- [f] Commencement of Testing Bay Expansion.
- [g] Outsourcing of part manufacturing activities in shop floor.



4.3 Engineering Division

- [a] Order Booking was ₹32.48 crore (+6% YOY).
- [b] Net Sales was ₹30.80 crore (+28% YOY).
- [c] Division recorded All Time High Steel consumption of 917 MT (+6% YOY) for Industrial Fan & 310 MT for Bridge Girder.
- [d] Capacity utilization also reached all Time High, as number of Impellers, produced in-house stands at 309 (+1.3% YOY).
- [e] Productivity increased with process improvement like introduction of non-bolted composite liner, use of plasma cutting for refurbishment job.
- [f] First billing of newly developed Axial Fan done during the year.
- [g] Opened 2 new Business verticals in Air Pollution Control (APC) and Water Pollution Control (WPC).
- [h] Booked and executed 1st order worth ₹4.40 crore in APC and 1st order in WPC is under process and will be received in May, 2017.

[05] MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion & Analysis Report for the year under review, as stipulated under the SEBI (LODR) Regulations, 2015 is presented in a separate section forming part of the Board's Report as **Annexure I**.

[06] CORPORATE GOVERNANCE

The report on Corporate Governance as stipulated under the SEBI (LODR) Regulations, 2015, together with a certificate from a Practicing Company Secretary confirming compliance, is annexed and forms part of the Annual Report.

[07] SUBSIDIARY COMPANIES

The Company has three wholly owned subsidiaries as on 31st March, 2017.

In accordance with the provisions of Section 129(3) of the Companies Act, 2013, the Company has prepared a Consolidated Financial Statement of the Company and all the subsidiaries viz. Hooghly

Printing Co. Ltd., Yule Engineering Ltd. and Yule Electrical Ltd., in compliance with the applicable accounting standards and the SEBI (LODR) Regulations, 2015.

[08] PERFORMANCE OF SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURE COMPANIES AS REQUIRED UNDER RULE 8(1) OF THE COMPANIES (ACCOUNTS) RULES, 2014

A statement containing salient features of the financial statements of the subsidiaries and associates in Form AOC - 1 is attached to the financial statements of the Company.

[09] CONSOLIDATED FINANCIAL STATEMENTS

The Audited Consolidated Financial Statements of your Company as on 31st March, 2017 have been prepared in accordance with the relevant Accounting Standards issued by the Institute of Chartered Accountants of India and Regulation 33 of the SEBI (LODR) Regulations, 2015 and also in accordance with the applicable provisions of the Companies Act, 2013 and form part of this Annual Report. The Financial Statements as stated above are also available on the website of the Company and can be accessed at <http://www.andrewyule.com>.

[10] CHANGES IN SHARE CAPITAL

During the year under review, the Company has allotted 1,24,62,500 and 14,28,50,000 Equity Shares of ₹2/- each to Bank of Baroda and the Govt. of India, respectively, on preferential basis, as per directions given by the Cabinet Committee on Economic Affairs (CCEA) and BIFR, respectively.

Consequently, the Paid-up Equity Share Capital of your Company as on 31st March, 2017, stands increased to ₹97,79,01,956/- divided into 48,89,50,978 Ordinary Shares of ₹2/- each, fully paid-up. During the year the Company has not issued any shares with differential voting rights neither granted stock options nor sweat equity.

The Ordinary Shares issued during the year rank pari passu with the existing Ordinary Shares of your Company.

[11] EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT- 9 as required under Section 92 of the Companies Act, 2013 is marked as **Annexure II** which is annexed hereto and forms part of the Board's Report.



[12] NUMBER OF MEETINGS OF BOARD OF DIRECTORS

There were 7 (Seven) meetings of the Board of Directors of the Company held during the year 2016-17 on 12th May, 2016, 30th May, 2016, 18th June, 2016, 12th August, 2016, 10th November, 2016 and 9th February, 2017 (2 meetings were held). The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

[13] DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that :

- [i] in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards had been followed along with the proper explanation relating to material departures, if any;
- [ii] the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- [iii] the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- [iv] the Directors had prepared the annual accounts on a going concern basis;
- [v] the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively; and
- [vi] the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

[14] PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Pursuant to Section 186 of the Companies Act,

2013, the details of the loans given, guarantees or securities provided and investments made by the Company during the year under review, have been disclosed in the financial statements.

[15] MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material change(s) and commitment(s) affecting the financial position of the Company, occurring between the end of the financial year to which these financial statements relate and the date of the report.

[16] DIRECTORS

Shri Sunil Munshi, Director (Personnel) was holding the Additional Charge for the post of Chairman & Managing Director of the Company for the period from 1st April, 2016 to 16th August, 2017.

The Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Govt. of India vide letter F. No. 10(8)/2014-PE.I dated 16th August, 2017 has appointed Shri Debasis Jana, Director (Planning) as the Chairman & Managing Director of the Company for a period of 5 (five) years from the date of his assumption of charge of the post i.e. 17th August, 2017, or till the date of his superannuation or until further orders, whichever is the earliest.

Shri Sudhir Jhunjhunwala and Dr. Dhanpat Ram Agarwal have been appointed as Part-time Non-official Independent Directors for a period of 3 (three) consecutive years with effect from 4th July, 2016.

In terms of the provisions of the Companies Act, 2013 and other applicable provisions, if any, Smt. Sipra Goon has been appointed as Part-time Non-Official Independent Director designated as Additional Director for a period of 3 (three) consecutive years with effect from 2nd February, 2017. However, being Additional Director, she will hold office upto the date of the ensuing Annual General Meeting and is eligible for appointment for specified period(s), on approval of the shareholders. The Company has received notice in writing under Section 160 of the Companies Act, 2013 proposing her name for appointment as Director.

In accordance with the provisions of Section 152(6)(c) of the Companies Act, 2013 and your Company's Articles of Association, Shri Bhaskar Jyoti Mahanta, Director of the Company, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

Appropriate resolutions seeking appointment of Shri Bhaskar Jyoti Mahanta and Smt. Sipra Goon as Directors are appearing in the Notice convening the 69th Annual General Meeting of the Company.

The brief resume / details relating to Shri Bhaskar Jyoti Mahanta and Smt. Sipra Goon are furnished in the notes annexed to the Notice of the ensuing Annual General Meeting of the Company.



Pursuant to the provisions of the SEBI (LODR) Regulations, 2015, it is disclosed that no Director shares any relationship inter se.

[17] KEY MANAGERIAL PERSONNEL

The following Key Managerial Personnel of the Company were appointed / resigned during the year 2016-17 in compliance with the provisions of Section 203 of the Companies Act, 2013 :

[a] Shri Ayan Dutta ceased to be the Company Secretary as well as KMP of the Company w.e.f. 10th August, 2016 and re-designated as Assistant Company Secretary.

[b] Smt. Sucharita Das has been appointed as Company Secretary and designated as a KMP of the Company w.e.f. 12th August, 2016.

[18] DECLARATION BY INDEPENDENT DIRECTORS

The Company has received the necessary declaration from all the Independent Directors of the Company in accordance with Section 149(7) of the Companies Act, 2013, that they meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

[19] APPOINTMENT AND REMUNERATION POLICY

Being a Central Public Sector Enterprise, the appointment, tenure, performance evaluation, remuneration, etc. of the Directors are made/fixed by the Govt. of India. The remuneration of officers is decided as per Government guidelines on Pay Revision and remunerations of other employees of the company are decided as per Wage Settlement Agreement entered with their Union every five years. The appointments/promotions etc. of the employees are made as per Recruitment and Promotion Policy approved by the Board.

[20] CORPORATE SOCIAL RESPONSIBILITY

In accordance with Section 135 of the Companies Act, 2013 and the rules made thereunder, the Company has formulated a Corporate Social Responsibility Policy, a brief outline of which along with the required disclosures is given in **Annexure III** which is annexed hereto and forms a part of the Boards' Report.

The detail of the CSR and Sustainability Policy is also posted on the website of the Company and may be accessed at the link - http://www.andrewyule.com/pdf/policies/CSR_and_Sustainability_Policy.pdf.

[21] RISK MANAGEMENT

As part of our governance philosophy, the Board has formed a Risk Management Committee to ensure a robust risk management system in line with the applicable laws. The details of Committee and its terms of reference are set out in the Corporate Governance Report, which is part of the Board's Report and is available as a separate section in this Annual Report. Our risk-management framework is designed to be simple, consistent and clear for managing and reporting risks from the Group's businesses to the Board. Our management systems, organisational structures, processes, standards and code of conduct together form the system of internal controls that govern how we conduct business and manage associated risks.

[22] COMMITTEES OF BOARD

Details of various committees constituted by the Board of Directors as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are given in the Corporate Governance Report and forms part of this report.

[23] RELATED PARTY TRANSACTIONS

The Company does not have a material unlisted Subsidiary as defined under Regulation 16(1)(c) of the SEBI (LODR) Regulations, 2015. During the year under review, your company did not have any related party transactions which required prior approval of the shareholders. There has been no material significant Related Party Transactions during the year under review, having potential conflict with the interest of the Company. Necessary disclosures required under the Accounting Standard (AS-18) have been made in the Notes to Financial Statements. Hence no disclosure is made in form AOC-2 as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014.

The Related Party Transaction Policy for determining materiality of related party transaction and also on dealing with related parties is uploaded on the Company's website at the link -http://www.andrewyule.com/pdf/policies/Policy_Related_Party_Transactions.pdf.

[24] DISCLOSURES UNDER RULE 8(5) OF THE COMPANIES (ACCOUNTS) RULES, 2014

[i] Financial summary or highlights : As detailed under the heading 'Financial Performance'.

[ii] Change in the nature of business, if any : None



[iii] Details of Directors or Key Managerial Personnel (KMP), who were appointed or resigned during the year :

[a] Director(s) appointed	→ Dr. Dhanpat Ram Agarwal Shri Sudhir Jhunjhunwala Smt. Sipra Goon
[b] Director(s) resigned	→ ...
[c] KMP(s) appointed	→ Smt. Sucharita Das as Company Secretary
[d] KMP(s) resigned	→ Shri Ayan Dutta (re- designated as Asst. Company Secretary)

[iv] Names of Companies which have become or ceased to be Subsidiaries, Joint Venture Companies or Associate Companies during the year: There were no such Companies in terms of the provisions of the Companies Act, 2013.

[v] Details relating to deposits: There were no fixed deposits of the Company from the public, outstanding at the end of the financial year. No fixed deposit has been accepted during the year and as such, there is no default in repayment of the said deposits.

[vi] There has not been any deposit, which is not in compliance with the requirements of Chapter V of the Companies Act, 2013.

[vii] No significant and material orders have been passed by any Regulator(s) or Court(s) or Tribunal(s) impacting the going concern status and Company's operations in future.

[25] INTERNAL CONTROL SYSTEMS

The Board has devised systems, policies and procedures / frameworks, which are currently operational within the Company for ensuring the orderly and efficient conduct of its business. This includes adherence to the Company's policy, safeguarding assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. In line with best practices, the Audit Committee and the Board reviews these internal control systems to ensure they remain effective and are achieving their intended purpose. Where weaknesses, if any, are identified as a result of the reviews, new procedures are put in place to strengthen controls. These controls are in turn reviewed at regular intervals.

[26] REPORTABLE FRAUD

No fraud has been reported by the Auditors under

Section 143(12) of the Companies Act, 2013, during the year under review.

[27] DISCLOSURE AS PER RULE 5(1) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The Company, being a Central Public Sector Enterprise, is exempted to make disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence, no information is required to be appended to this report in this regard.

[28] PARTICULARS OF EMPLOYEES – RULE 5(2) & 5(3) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Your Company has not paid any remuneration attracting the provisions of Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence, no information is required to be appended to this report, in this regard.

[29] MANPOWER

Manpower of the Company as on 31st March, 2017:

Category	Executives	Non-executives	Total
Male	219	7846	8065
Female	05	6715	6720
Total	224	14561	14785

[30] WELFARE OF WEAKER SECTIONS OF THE SOCIETY

Statutory welfare facilities as incorporated in the Factories Act, 1948 and The Plantation Labour Act, 1951 are administered by the Company for its employees. Apart from the statutory welfare facilities, the Company extends scholarships to the off spring of the employees to encourage academic excellence for the ultimate betterment. In addition, financial accommodation is extended to the employees for their welfare to address eventuality and contingency. To promote sports talent in far flung areas of North Eastern India, Soccer tournaments are organized at our Tea Gardens annually.

Percentage of employees in total strength of the Company belongs to SC / ST / OBC is as follows: SC – 17.18%, ST – 29.65% and OBC – 50.39%.

[31] EMPOWERMENT OF WOMEN

Development of society is closely linked with

[Contd.]



development of women, which is why, empowering and encouraging women lies at the core of all our CSR programmes. We do it through embedding a gender perspective in most of our programmes, but we also do it through direct interventions with women. The women’s Self Help Groups (SHG) has successfully and systematically empowered marginalised women through awareness raising, capacity building, economic empowerment and solidarity. All necessary measures/ statutory provisions for safeguarding the interests of women employees in issues like payment of wages, hours of work, health, safety, welfare aspects and maternity benefits etc. are being followed by the Company.

Total number of women employees as on 31st March, 2017 were as follows:

Executive	→ 05 (five)
Non-unionised Supervisor	→ 03 (three)
Staff	→ 44 (forty-four)
Subordinate Staff	→ 55 (fifty-five)
Plantation Worker	→ 6613 (six thousand six hundred thirteen)
Total number of Women employees	→ 6720 (six thousand seven hundred twenty)

[32] PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

In accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Internal Complaints Committee has been constituted and the same holds meetings at regular interval. No complaint or allegation of sexual harassment has yet been received.

[33] GRIEVANCE REDRESSAL MECHANISM

The Company expeditiously disposes of the public grievance and copy of the reply is sent to the controlling Ministry in case the public grievance is forwarded by them.

[34] INDUSTRIAL RELATIONS

During the year under review, Industrial Relations at the Company’s units continued to remain cordial and peaceful.

[35] SIGNING OF MEMORANDUM OF UNDERSTANDING (MOU) FOR THE YEAR 2017-18

Your Company has signed Memorandum of Understanding (MoU) with the Ministry of Heavy Industries and Public Enterprises for the year 2017-18. The MoU sets forth various targets and parameters

of performance which are assessed against actual achievements after close of financial year. The rating for 2016-17 has not been issued so far.

[36] IMPLEMENTATION OF THE RIGHT TO INFORMATION ACT, 2005

The Company abides by the provisions of the Right to Information Act, 2005 (RTI Act) and information seekers are furnished with relevant information by the Public Information Officers. Every endeavour is there on the part of the Company to dispose of the applications expeditiously.

During the year ended on 31st March, 2017, the number of applications received / accepted / rejected / disposed of under RTI Act is as follows :

Applications received	→ 30 (thirty)
Applications accepted	→ 30 (thirty)
Applications rejected	→ NIL
Applications disposed of	→ 30 (thirty)

[37] VIGILANCE

The functioning of vigilance department includes preventive as well as punitive vigilance and the main thrust is on the systems improvements in the organisation. Various activities of vigilance department during the year 2016-17 are as under :

- [i] The Company has already implemented e-procurement policy (₹2 lakhs & above) as per the guidelines of the Ministry across all the divisions.
- [ii] The disposal of scrap materials is also being done through e-tendering by MSTC for all the divisions.
- [iii] As per the instructions of Central Vigilance Commission (CVC) and Ministry, quarterly structured meetings of vigilance department with the management are being conducted regularly. During 2016-17, 4 (four) meetings were conducted. Issues related to e-governance, leveraging of technology, updation of DOP, etc. have been discussed.
- [iv] Tea division, Engineering Division and Electrical Division have commenced e-procurement & e-payment.
- [v] Updation of manuals is undertaken by respective functional heads / departments; and in case the draft manual is forwarded to Vigilance Department before putting up to the Board, the same is examined.

[Contd.]



- [vi] Training programme : Periodical training programmes, workshops, interactive sessions, presentation etc. are organized by Vigilance Study Circle, Kolkata Chapter. Being a corporate member, the programmes are attended by Officers from different departments of AYCL as per the nomination of the Management.
- [vii] Annual Property Returns : Annual Property Returns of executives and non-unionized supervisors are being scrutinized regularly as per the guidelines of CVC.
- [viii] Vigilance awareness week : Vigilance awareness week was observed from 31st October, 2016 to 5th November, 2016 at all the locations/offices of AYCL. Various competitions, workshops and seminars are conducted during the week for the employees of the Company. Online Integrity Pledge had been taken by the employees of the Company and individual certificates downloaded. Whistle Blower Mechanism and PIDPI guidelines of CVC were deliberated upon as well as affixed on the notice board of the Registered Office of the Company for perusal of the employees. Workshop/Sensitization programme on Purchase Procedure and Conduct, Discipline & Appeal Rules of the Company was conducted at the Registered Office of the Company.
- [ix] Customer redressal camp had been organized at the Yule Tea Lounge at Eco Park, New Town, Kolkata.

[38] PROGRESSIVE USE OF HINDI

In AYCL, the Unicode system has been implanted in majority of the computers of the Company. The Company has provided Hindi Language software in computers and imparting training to its employees, so that AYCL's employees can use the same in their day-to-day workings. For propagating and implementation of the provisions of Official Language Act, 1963, the company is continuously organizing Hindi competitions like slogan writing, Kabya Path Competition, etc., and the same are published in the in-house magazine "Yule Observer". Employees are being given re-training under the "Hindi Education Scheme" which is a continuous process in the Company. Employees of the company are encouraged to participate in various competitions in Hindi conducted by other institutions.

[39] CORPORATE WEBSITE OF THE COMPANY

The Company maintains a website www.andrewyule.com where detailed information of the Company is provided.

[40] RESEARCH & DEVELOPMENT (R & D) FACILITIES OF THE COMPANY

The main focus of in house R & D facilities in the Company is to provide continuous up-gradation to the existing products to match the demand of the domestic market as well as to grab the opportunity in export market. Some of the R & D activities carried out by the company's different Divisions were as follows:

- [a] For Tea research & development, we are members of Tea Research Association, under Tea Board, Ministry of Commerce. Latest developments/recommendations are adopted by the Company for improving land productivity and quality of our tea produce.
- [b] Engineering Division has developed Metal Die casting to cater to almost 80% of the full range of newly developed Axial Fan. The new design for development for Jet fans has already been commenced.
- [c] Electrical Division has developed Level II type transformers upto 100 KVA and it has been initiated in a phased manner to cater to the needs of the ongoing DDUJY & IPDS Projects.
- [d] Electrical Division has taken initiative for development of infrastructural facility for dry type transformer upto 3MVA and Power Transformer upto 12.5 MVA 33kV class has already been initiated to include a mix in the product basket.

[41] CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, as required to be disclosed under provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are furnished in **Annexure IV** and forms part of this report.

[42] PROCUREMENT FROM MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006

As per requirement of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 and notifications issued by Central Government in this regard, PSUs are required to purchase minimum



20% of total annual purchase of specified products produced and services rendered by MSEs. It further requires that 4% out of 20% shall be earmarked for procurement from MSEs owned by Scheduled Castes or Scheduled Tribes entrepreneurs. It also requires the PSUs to report goals set with respect to aforesaid procurement and achievements made thereto in its Annual Report.

In this regard, it is to mention that the total procurement of goods during 2016-17 amounts to ₹169.71 crores out of which total value of goods procured from MSEs (including MSEs owned by Scheduled Castes or Scheduled Tribes entrepreneurs) is ₹95.21 crores which amount to 56.10% of total annual procurement of products produced by MSEs.

Thus, the Company is complying with requirement of MSMED Act, 2006.

[43] TRAINING PROGRAMME

During the year 2016-17, total 22 training programmes (internal and external) were conducted. Out of 156 participants who were imparted training during the year in various programmes, 52 were executives and unionized supervisors and 104 workers. Total 156 man days of training was completed on various topics during the year under review.

AYCL has been encouraging its workmen to show their inherent skills and has been providing various platforms to exhibit their skill.

[44] STATUTORY AUDITORS AND AUDIT REPORT

In terms of Section 143 (5) of the Companies Act, 2013, M/s V. Singhi & Associates, Chartered Accountants have been appointed by the Comptroller & Auditor General of India as auditors of your Company for the financial year 2016-17. The Statutory Auditors' Report is attached, which is self explanatory.

In respect of the comments made by the Statutory Auditors in their report, your Directors have stated that:

Type of Audit Qualification	Management Explanation
Standalone Audit Qualification	
[1] No provision has been made in respect of diminution in the value of investments in WEBFIL Ltd., Fort Gloster Industries Ltd., Katras Jherriah Coal Co. Ltd., The New Beerbhoom Coal Co. Ltd. amounting to ₹33.84 lakh.	Diminution in the value of long term equity investment as stated point no. 1 is in the opinion of the management not of a permanent nature and accordingly no provision has been made in the Accounts. A suitable disclosure in this regard has been made in the Note No.10.08.

[2] No provision for diminution in the value of investments in 6% Cumulative Redeemable Preference Shares amounting to ₹204.40 lakh and Zero Rate Unsecured Redeemable Bond amounting to ₹305.00 lakh of WEBFIL Ltd.	The Company has decided to increase the moratorium period in respect of 6% Cumulative Redeemable Preference Shares-WEBFIL of ₹204.40 lakh and WEBFIL Ltd. Zero Rate Unsecured Redeemable Bond of ₹305.00 lakh for a period of 7 (seven) years commencing from 1st April, 2014 and 20th December, 2014, respectively. Hence, Management feel no provision is required and suitable disclosure in this regard has been made in the Note No.10.22.
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Consolidated Audit Qualification

[3] No provision has been made in the Financial Statements for diminution in the value of non-current investments amounting to ₹543.24 lakh (Refer Note No.10.10).	Diminution in the value of long term equity investment as stated in point no. 3, it is in the opinion of the management not of a permanent nature and accordingly no provision has been made in the Accounts. A suitable disclosure in this regard has been made in the Note No.10.10. The Company has decided to increase the moratorium period in respect of 6% Cumulative Redeemable Preference Shares-WEBFIL of ₹204.40 lakh and WEBFIL Ltd. Zero Rate Unsecured Redeemable Bond of ₹305.00 lakh for a period of 7 (seven) years commencing from 1st April, 2014 and 20th December, 2014, respectively. Hence Management feel no provision is required and suitable disclosure in this regard has been made in the Note No.10.27.
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[4] In the financial statements of The Hooghly Printing & Co.Ltd: The difference in value as per books of account and audited financial statements as on 31st March, 2016 in respect of Plant & Machinery for ₹0.10 lakh being short as per books of account and in respect of Furniture for ₹0.07 lakh being excess as per books of account have been adjusted during the year crediting the Statement of Profit and Loss for the year by ₹0.03 lakh (net). We are unable to comment on the reason for such opening difference and the basis of adjustment.	The matter will be reviewed in next financial year.
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[5] In the financial statements of The New Beerbhoom Coal Co. Ltd. :	<table border="1"> <tr> <td data-bbox="310 538 578 993">[a] No provision has been made in the financial statements for diminution in the value of long term Investments in Yule Financing and Leasing Co. Ltd., Yule Agro Industries Ltd. & WEB-FIL Ltd. amounting to ₹8.67 lakh. Group share in Consolidated Financial Statements is ₹2.86 lakh (Refer Note No. 10.11[ii]).</td> <td data-bbox="578 538 860 993">Diminution in the value of long term equity investment as stated in point No. 5(a) it is in the opinion of the management not of a permanent nature and accordingly no provision has been made in the Accounts.</td> </tr> <tr> <td data-bbox="310 993 578 1359">[b] No provision has been made against non realisability of the principal on maturity amounting to ₹4.50 lakh due from a body corporate. Group Share in Consolidated Financial Statements is ₹1.48 lakh. (Refer Note No. 10.11[iv]).</td> <td data-bbox="578 993 860 1359">Regarding the matter stated in point No. 5(b) Management is of the view that the amount is realisable.</td> </tr> </table>	[a] No provision has been made in the financial statements for diminution in the value of long term Investments in Yule Financing and Leasing Co. Ltd., Yule Agro Industries Ltd. & WEB-FIL Ltd. amounting to ₹8.67 lakh. Group share in Consolidated Financial Statements is ₹2.86 lakh (Refer Note No. 10.11[ii]).	Diminution in the value of long term equity investment as stated in point No. 5(a) it is in the opinion of the management not of a permanent nature and accordingly no provision has been made in the Accounts.	[b] No provision has been made against non realisability of the principal on maturity amounting to ₹4.50 lakh due from a body corporate. Group Share in Consolidated Financial Statements is ₹1.48 lakh. (Refer Note No. 10.11[iv]).	Regarding the matter stated in point No. 5(b) Management is of the view that the amount is realisable.	<table border="1"> <tr> <td data-bbox="971 467 1240 847">[b] From the available records and information it has not been possible to ascertain the extent to which amount receivable ₹1.79 lakh may eventually be realized. Group Share in Consolidated Financial Statements is ₹0.57 lakh [Refer Note No. 10.11(v)].</td> <td data-bbox="1240 467 1522 847">The amount stated in point no. 6(b) is realisable as per the opinion of the Management.</td> </tr> </table>	[b] From the available records and information it has not been possible to ascertain the extent to which amount receivable ₹1.79 lakh may eventually be realized. Group Share in Consolidated Financial Statements is ₹0.57 lakh [Refer Note No. 10.11(v)].	The amount stated in point no. 6(b) is realisable as per the opinion of the Management.
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[6] In the financial statements of Katras Jherriah Coal Co. Ltd. :	<table border="1"> <tr> <td data-bbox="310 1395 578 2058">[a] Only those claims in relation to coking/non coking coal mines have been admitted by the respective commissioners of payments or are subject to appeal filed by the claimants and still pending with the Appellate Courts have been included in other long term liabilities. Accordingly, the extent of adjustments as may be required in respect of claims under appeals still pending with the Appellate Court is not ascertainable. Refer Note 10.15(a).</td> <td data-bbox="578 1395 860 2058">Financial impact is not ascertainable and the matter is sub-judiced.</td> </tr> </table>	[a] Only those claims in relation to coking/non coking coal mines have been admitted by the respective commissioners of payments or are subject to appeal filed by the claimants and still pending with the Appellate Courts have been included in other long term liabilities. Accordingly, the extent of adjustments as may be required in respect of claims under appeals still pending with the Appellate Court is not ascertainable. Refer Note 10.15(a).	Financial impact is not ascertainable and the matter is sub-judiced.	<table border="1"> <tr> <td data-bbox="971 847 1240 1227">[c] No provision has been made against diminution in value of investments in Yule Agro Industries Ltd. and The New Beerbhoom Coal Co. Ltd. amounting to ₹4.73 lakh. Group Share in Consolidated Financial Statements is ₹1.50 lakh (Refer Note No. 10.11[iii]).</td> <td data-bbox="1240 847 1522 1227">Diminution in the value of long term equity investment as stated in point no. 6(c) it is in the opinion of the management not of a permanent nature and accordingly no provision has been made in the Accounts.</td> </tr> <tr> <td data-bbox="971 1227 1240 1571">[d] No provision has been made against non realisability of the principal on maturity amounting to ₹2.00 lakh due from a body corporate. Group share in the Consolidated Financial Statements is ₹0.63 lakh (Refer Note No. 10.11[vi]).</td> <td data-bbox="1240 1227 1522 1571">The amount stated in point no. 6(d) is realisable as per the opinion of the Management.</td> </tr> </table>	[c] No provision has been made against diminution in value of investments in Yule Agro Industries Ltd. and The New Beerbhoom Coal Co. Ltd. amounting to ₹4.73 lakh. Group Share in Consolidated Financial Statements is ₹1.50 lakh (Refer Note No. 10.11[iii]).	Diminution in the value of long term equity investment as stated in point no. 6(c) it is in the opinion of the management not of a permanent nature and accordingly no provision has been made in the Accounts.	[d] No provision has been made against non realisability of the principal on maturity amounting to ₹2.00 lakh due from a body corporate. Group share in the Consolidated Financial Statements is ₹0.63 lakh (Refer Note No. 10.11[vi]).	The amount stated in point no. 6(d) is realisable as per the opinion of the Management.
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		<table border="1"> <tr> <td data-bbox="971 1571 1240 2058">[7] In the financial statements of Yule Electrical Ltd. & Yule Engineering Ltd. : The financial statements of Yule Electrical Ltd. and Yule Engineering Ltd. indicate that the companies are not going concern as defined in Accounting Standard 1 on Disclosure of Accounting Policies issued by the Institute of Chartered Accountants of India since there are no operating activities in the current year as well as in recent past.</td> <td data-bbox="1240 1571 1522 2058">Noted.</td> </tr> </table>	[7] In the financial statements of Yule Electrical Ltd. & Yule Engineering Ltd. : The financial statements of Yule Electrical Ltd. and Yule Engineering Ltd. indicate that the companies are not going concern as defined in Accounting Standard 1 on Disclosure of Accounting Policies issued by the Institute of Chartered Accountants of India since there are no operating activities in the current year as well as in recent past.	Noted.				
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[45] SECRETARIAL AUDITOR AND AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s. Vinod Kothari & Company, Practising Company Secretaries to conduct Secretarial Audit of the Company for the financial year ended 31st March, 2017. Accordingly, they have conducted Secretarial Audit for the year 2016-17 and submitted Secretarial Audit Report in Form No. MR-3 which is attached hereto as **Annexure V** and forms part of the Board's Report.

The observations of the Secretarial Auditor alongwith Management Explanation are tabulated as under :

Matter of Emphasis	Management Explanation
<p>[1] As on 31st March, 2017, the Board was comprised of 8 (Eight) directors, viz.,</p> <p>[a] 3 (Three) were Whole Time Directors, viz. Director (Personnel) and Chairman & Managing Director (Addl. Charge), Director (Finance) and Director (Planning),</p> <p>[b] 2 (Two) were Part-time Non-executive Government Nominee Directors from Department of Heavy Industries; and</p> <p>[c] 3 (Three) were Non-executive Independent Directors.</p> <p>Pursuant to section 152(6) of the Act, 2/3rds of the total directors (except Independent Directors) of a company shall be rotational directors. Thus, while the Company needed 3 (Three) rotational directors, it had only 2 (Two) rotational directors on its Board.</p>	<p>Functional Directors of PSUs are appointed by GOI as per the recommendations of PESB. Govt. Nominee and Independent Directors are appointed by Administrative Ministry. Hence, the Company could not comply with the said provision.</p>

<p>[2] In terms of sec 149 (4) of the Act, Regulation 17(1)(b) of the Listing Regulations, 2015, where Chairman of the Board is an executive director, atleast half of the Board shall comprise of Independent Directors. In view of the total number of non-independent directors on board, viz., 5 (Five) directors, the Company has only 3 (Three) Independent Directors on its Board. Thus, the Board of directors of the Company is not duly constituted in terms of the Act, Listing Regulations, 2015 and the Corporate Governance Guidelines issued by Department of Public Enterprises.</p>	<p>Functional Directors of PSUs are appointed by GOI as per the recommendations of PESB. Govt. Nominee and Independent Directors are appointed by Administrative Ministry. Hence, the Company could not comply with the said provision.</p>
<p>[3] Since there were no Independent Directors on the Board of Directors from 1st April, 2016 till 11th August, 2016, the provisions of the Act and the Listing Regulations, 2015 relating to the composition of the Committees, viz., Audit Committee, Nomination and Remuneration Committee, CSR Committee, were not complied with by the Company during that period.</p>	<p>Functional Directors of PSUs are appointed by GOI as per the recommendations of PESB. Govt. Nominee and Independent Directors are appointed by Administrative Ministry. Since there were no Independent Directors on the Board of Directors of the Company during the period 1st April, 2016 till 11th August, 2016, Audit Committee, Nomination and Remuneration Committee and CSR Committee could not be constituted at that time.</p>
<p>[4] The Company has constituted Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee at its board meeting held on 12th August, 2016. However, the Company was unable to hold the requisite number of Audit Committee meetings during the Financial Year 2016-17 as required under regulation 18 of the Listing Regulations, 2015.</p>	<p>Functional Directors of PSUs are appointed by GOI as per the recommendations of PESB. Govt. Nominee and Independent Directors are appointed by Administrative Ministry. Since, Independent Directors were appointed on 12th August, 2016, the Company could not convene requisite number of Audit Committee meetings during the Financial Year 2016-17 as required under regulation 18 of the Listing Regulations, 2015.</p>



<p>[5] As reflected from the financial statement of the Company for the Financial Year 2016-17, the Company has granted loan to its wholly owned subsidiaries and has provided guarantee to its Associate Companies. However, the same was not approved by the Audit Committee, in terms of section 177(4)(iv) and (v) of the Act, since the Audit Committee did not exist on the relevant date. The said transactions were placed before the Board and the Committee of the Board for review and approval.</p>	<p>Functional Directors of PSUs are appointed by GOI as per the recommendations of PESB. Govt. Nominee and Independent Directors are appointed by Administrative Ministry. Since there were no Independent Directors on the Board of Directors of the Company, Audit Committee could not be constituted at that time and the Company could not comply with the said provisions.</p>
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[46] COST AUDITORS AND COST AUDIT REPORT

The Company has appointed M/s. DGM & Associates, Cost Accountants (Firm Registration No: 000038) as Cost Auditors of the Company for the year 2017-18 at the remuneration as set out in Item No.5 of the Explanatory Statement attached to the Notice, which is subject to the ratification of the members in the ensuing Annual General Meeting.

The Company submits its Cost Audit Report with the Ministry of Corporate Affairs within the stipulated time period.

[47] COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA ON THE ACCOUNTS

The Comptroller and Auditor General of India (CAG) had conducted Supplementary Audit under Section 143(6)(a) of the Companies Act, 2013 of the financial statements of Andrew Yule & Co. Ltd. for the year ended 31st March, 2017. The comments of Comptroller & Auditor General of India under Section 143(6)(b) of the Companies Act, 2013 on the Accounts of the Company for the year 2016-17 forms part of this report.

[48] GREEN INITIATIVES

As in the previous years, this year also, the electronic copies of the Notice have been sent to all the Members whose email IDs are registered with the Company/Company's Registrar and Share Transfer Agent/ Depository Participant(s) for communication

purposes. The electronic copies of the Annual Report for the year 2016-17 are being sent to all Members whose email addresses are registered with the Company/Company's Registrar and Share Transfer Agent/ Depository Participant(s). For members who have not registered their email addresses, physical copies of Annual Report are being sent in the permitted mode.

[49] CAUTIONARY STATEMENT

Statements in the report, describing the Company's objectives, expectations and/or anticipations may be forward looking within the meaning of applicable Securities Law and Regulations. Actual results may differ materially from those stated in the statement. Important factors that could influence the Company's operations includes global and domestic supply and demand conditions affecting selling prices of finished goods, availability of inputs and their prices, changes in the Government policies, regulations, tax laws, economic developments within the country and outside and other factor such as litigation and industrial relations.

The Company assumes no responsibility in respect of the forward-looking statements, which may undergo changes in future on the basis of subsequent developments, information or events.

[50] ACKNOWLEDGEMENT

Your Directors place on record their appreciation of the endeavour of the employees at all levels and the services rendered by them.

The Board also gratefully acknowledges the valuable guidance, support and cooperation received from Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Government of India as well as other Ministries in both Central and State Governments.

The Board is also thankful to the Company's valued shareholders, esteemed customers for their valued patronage and for the support received from the bankers, financial institutions and suppliers in India and abroad.

Kolkata,
21st August, 2017

For and on behalf of the Board
Debasis Jana
Chairman & Managing Director
DIN: 07046349



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

SOCIO-ECONOMIC ENVIRONMENT

The global economy remained on a decelerating trend in 2016 growing by 3.1% compared to 3.4% in 2015 (as per latest IMF estimates). This marks the slowest pace of expansion since the global financial crisis in 2009 and the fifth successive year that the global economy has grown at a rate lower than its long-term average of 3.6% p.a. It is anticipated that the global economy will perform better and grow by 3.5% in 2017 and improve further to 3.6% in 2018, on the back of synchronized growth momentum in Advanced as well as Emerging Economies.

The Indian economy witnessed another challenging year with Real GDP growth pegged at 7.1% representing a sharp slowdown over 2015-16 (7.9%). The Industry and Services sectors decelerated further during the year, recording the slowest growth in three years. On the positive side, India remains the fastest growing major economy in the world. During the year, there was significant improvement on the 'twin deficit' front. Fiscal Deficit is estimated to be contained within target at 3.5% of GDP in 2016-17 (against 3.9% in 2015-16) aided by buoyant tax collections and decline in oil subsidies. While growth in Wholesale Price Index (WPI) for 2016-17 stood at 1.7% compared to a decline of 3.7% in 2015-16, this was mainly attributable to the base effect of low fuel and commodity prices. Consumer Price Index (CPI) for 2016-17 declined to 4.5% against 4.9% in 2015-16 with Core CPI remaining stable at 4.7% in 2016-17 (4.6% in 2015-16). As per median estimates, based on the Survey of Professional Forecasters conducted by RBI, the Gross Value Added (GVA) of the Indian economy is likely to grow by 7.3% in 2017-18 (6.7% in 2016-17). The proposed implementation of the Goods and Services Tax (GST) with effect from 1st July, 2017 is expected to transform the indirect tax landscape in the country and accelerate economic growth in the long run by simplifying the tax structure, enhancing tax compliance. The proposed implementation of the Goods and Services Tax (GST) is expected to transform the indirect tax landscape in the country and accelerate economic growth in the long run by simplifying the tax structure, enhancing tax compliance and facilitating the ease of doing business in a unified common market.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Tea Division

The division continues to grow from strength to strength through its special emphasis on "Quality" of its produce and is now recognized as one of the "Top Quality Tea Producer" in the industry. Crop on the other hand, is also on an increasing trend with its planned uprooting, replanting & rejuvenation programme each year, projecting a long term sustainability / viability. With various certifications (viz. FSSAI, Trustea, Rainforest Alliance, UTZ, ISO 9001 & 22000, HACCP etc.), market penetration with Green, Specialty & Flavored teas (both domestic & international) and e-commerce outlets; the division constantly endeavors to enhance its brand equity as well as value addition.

Electrical Division

The rapid development of industrial infrastructure and expansion witnessed in the construction sector, primarily in the emerging markets, are fueling demand for low voltage (LV) and medium voltage (MV) switchgear. With governments proactively investing in urbanization and rural development, renewal of existing transmission and distribution networks is on the cards. This is expected to create attractive opportunities for the LV and MV switchgear market. Global LV and MV switchgear market will exhibit a CAGR of 6.8% between 2016 and 2024. The market had a valuation of US\$56.23 bn in 2015 and is expected to reach US\$98.80 bn by the end of the forecast period. Government has adopted several approaches to improve grid connectivity in remote locations. A significant portion of the budget for such improvement plans has been allocated to urbanization, thus fueling the deployment of smart grid technology. This substantially translates into greater opportunities for resale of LV and MV switchgear. Reforms in T&D sector boost prospects for the Indian distribution transformer market too. The Indian distribution transformer market has grown by leaps and bounds for over five decades and has a well-matured technology base for all types of applications using different types of construction and materials. As there is a demand upswing for reliable power in the country, the transformer market is witnessing a growth trend.



Developments in the power sector will have huge ramifications for the Indian transformer industry. Strengthening of power transmission and distribution system has created opportunities for the power and distribution transformer market.

Engineering Division

The major product of the division is Industrial Fan. The product is of the nature of capital goods and is sold to all sectors of Industry viz. Power, Steel, Cement, Refineries, etc. The Division is trying for development of other products viz. Bridge Girder, Air and Water pollution control equipment for use in similar and other industries as well. While the Industrial Fan market shrunk by nearly 40% in last two years, industry is now looking up in the capital goods sector from November, 2016 onwards. Competition has enlarged multifarious in this segment and value addition is under stress because of entry of cheap products from competitors having low overhead expenses.

OPPORTUNITIES & THREATS

[A] OPPORTUNITIES

Tea Division

- Increasing younger age profile of the tea bushes (through vigorous uprooting & replanting programme each year) leading to higher crop prospects for years to come.
- 320 hectares of fallow land to be planted, yielding guaranteed growth over the next decade.
- Orthodox tea manufacturing facilities in some Tea Estates in Assam which fetches higher prices / margins, as compared to CTC teas.
- Green Tea and Organic Tea manufacture in West Bengal, for further value addition.
- Market penetration of packaged (instant, flavored, green, specialty) and organic teas.
- Certification (viz. FSSAI, Trustea, Rainforest Alliance, UTZ, ISO 9001 & 22000, HACCP etc.) for recognition and export stipulations.
- New Export opportunities in Iran, Germany, USA, Australia & Canada and domestic e-commerce outlets.
- With better field practices and major emphasis on Crop as well as Quality, the Division will continue maintaining its profitability in the near future.

Electrical and Engineering Division

- In view of the huge investment by GOI in T+D Sector, we have already initiated steps for foray into substation project work (132kV Class and above). Apart from addition to topline growth it will also serve as an outlet for in-house equipment like Power and Distribution Transformers as well as VCBs.
- There is potential interest of market participants to develop and invest in the electricity market.
- There is potential for reasonable increase in the usage of renewable energy sources.
- There is an increase in the inflow of foreign direct investment into the domestic market.

[B] THREATS

Tea Division

- Unprecedented hike in wage, pest management, power and other input costs threatens to bring down margin of profit drastically.
- Exodus of labour resulting in shortage of workers during peak cropping months.
- Being primarily in Bulk tea business and sales through Auction, prices are market driven and not in the hands of the producer.
- Industry is dependent on weather conditions. Adverse weather conditions especially in Dooars can dramatically change the bottom line.
- Agitations/closures also effects division's profitability.



Electrical and Engineering Division

- With steel price (major raw material) hike by 30% between July, 2016 to January, 2017, the rise of value erosion increased as the user industry is not willing to absorb the price shock. This increases concern for future business and pricing model as some competitors may use inferior grade material, thereby undercut the price to increase their market share.
- Products getting outpriced due to intense price war.

SEGMENT WISE PERFORMANCE

The Company is a multi segment Company as reported in Note No.10.11 in the Accounts.

OUTLOOK

Tea Division

By building on a proud legacy of enterprise that spanned nearly two and a half centuries, India has acquired an exalted status on the global tea map. The country is the second largest tea producer in the world. The export sector of India has experienced an increase in the export of this commodity. The tea industry in India is labour intensive, meaning it depends heavily on human labour instead of machines. This industry provides employment to more than 1.1 million Indian workers and almost half the workforce constitutes of women.

Turnover of Tea division of the company was ₹205.81 crores during the year. Tea exports during the year were 0.82 lakh kgs with FOB ₹1.78 crores, catering to markets in Georgia, USA, Germany, Australia and Canada. PBT increased from ₹14.77 crores last year to ₹31.39 crores this year. Own Crop increased from 100.72 lakh kgs last year to ₹102.34 lakh kgs this year. With Company's focus on quality of the produce and continuous investments in uprooting and replanting and thereby assuring increased yield, the outlook of Tea division is encouraging.

Electrical Division

- The Government of India is encouraging investments at the transmission and distribution level to increase access to reliable and continuous power supply through schemes such as Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY) Integrated Power Development Scheme (IPDS). The schemes aim to provide power for every village and thereby provide power to everybody. This entails huge investment in the T&D sector including use of energy efficient transformers, besides renovation, modernization, restructuring and upgradation of the sub transmission and distribution infrastructure. Major infrastructures have geared up their manufacturing facilities to meet the spurt in demand due to this project initiated by GOI. The Bureau of Indian Standard, Ministry of Power & DHI are actively working to ensure that quality products are procured by the electricity boards and has accordingly stipulated mandatory level-2 rating for distribution transformers for DDUGJY scheme.
- In the last few years, the market has witnessed growth globally. However, intense price based competition between established and local players have been creating bottlenecks for the market. Besides this, the easy availability of substitutes for switchgear might also hinder sales of LV and MV switchgear. Nevertheless, in the near future government initiatives are expected to provide lucrative opportunities for the market. Furthermore, the increasing demand for renewable energy will also bolster sales of LV and MV switchgear in the forthcoming years.

Engineering Division

The Indian Engineering sector has witnessed a remarkable growth over the last few years driven by increased investments in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors, is of strategic importance to India's economy. India on its quest to become a global superpower and has made significant strides towards the development of its engineering sector.

With impending growth in capital goods sector, the outlook is turning positive.

Engineering Division recorded all time high steel consumption of 917 MT (+6% YOY) for Industrial Fan & 310 MT for Bridge Girder. Division's Capacity Utilization also reached All Time High, as number of Impellers, produced in-house stands at 309 (+1.3%YOY). Productivity increased with process improvement like introduction of non-bolted composite liner, use of plasma cutting for refurbishment job. First billing of newly developed Axial Fan was done during the year under review.



RISK AND CONCERN

In the transformer industry, hardly any technological entry barrier exists. Over the years, manufacturing capacity of other manufacturers has increased substantially. Further intensification of price war and predatory pricing is of serious concern.

FINANCIAL PERFORMANCE

The details of financial performance of the Company are appearing in the Balance Sheet and Statement of Profit & Loss for the year. Profit after Tax (PAT) for the financial year 2016-17 was recorded as ₹27.39 crore as compared to ₹8.35 crore during the previous financial year 2015-16, registering an increase of 228.02%.

INTERNAL CONTROL SYSTEMS

The company has in place, adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

The CEO and CFO certification provided in the relevant section of the Annual Report specify the adequacy of the internal control system and the procedures of the company.

HUMAN RESOURCES

During the year, employer and employee relationship remained cordial.

CAUTIONARY STATEMENT

Statements made in the Board's Report and Report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations, predictions, etc. may be "forwarding-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations affecting demand/supply and price conditions in the domestic markets in which the Company operates, changes in the Government regulations, tax laws, litigation, industrial relations and other statutes and incidental factor. Readers are cautioned to place undue conviction on the forward looking statements.

Kolkata,
21st August, 2017.

For and on behalf of the Board
Debasis Jana
Chairman & Managing Director
DIN: 07046349



**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2017**

Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS :

[i]	CIN	→ L63090WB1919GOI003229
[ii]	Registration Date	→ 26.05.1919
[iii]	Name of the Company	→ Andrew Yule & Company Limited
[iv]	Category/Sub-category of the Company	→ Public Company / Limited by Shares
[v]	Address of Registered Office and contact details	→ "Yule House", 8, Dr. Rajendra Prasad Sarani, Kolkata - 700 001 Tel. : (033) 2242 8210 / 8550; Fax : (033) 2242 9770 E-mail : com.sec@andrewyule.com; Website : www.andrewyule.com
[vi]	Whether listed company	→ Yes
[vii]	Name, Address & Contact details of the Registrar & Transfer Agent	→ M/s. MCS Share Transfer Agent Limited 12/1/5, Manoharpukur Road, Kolkata – 700 026 Tel. : (033) 4072 4051/4052/4053 Fax : (033) 4072 4050 Email : mcssta@rediffmail.com; Website : www.mcsregistrars.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

Division	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
Engineering	Industrial Fans	29199	...
	Air Pollution and Water Pollution Control equipments.	...	...
	Turn-key projects involving the above products.	...	...
Electrical	HT and LT Switchgears	27104	...
	Transformers	27102	35.20%
	Relay and Contactors	27104	...
	Turn-key projects and power distribution	2710	...
Tea	Tea growing and manufacturing	01271	51.64%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
[1]	Hooghly Printing Co. Ltd., Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata - 700001	U22219WB1922SGC004390	Wholly Owned Subsidiary Company	100.00	Section 2(87) of the Companies Act, 2013
[2]	Yule Engineering Ltd., Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata – 700001	U29299WB2007PLC118032	Wholly Owned Subsidiary Company	100.00	Section 2(87) of the Companies Act, 2013
[3]	Yule Electrical Ltd., Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata – 700001	U40101WB2007PLC118031	Wholly Owned Subsidiary Company	100.00	Section 2(87) of the Companies Act, 2013
[4]	Tide Water Oil Company (India) Limited, Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata – 700001	L23209WB1921PLC004357	Associate Company	26.23	Section 2(6) of the Companies Act, 2013
[5]	Katras Jherriah Coal Co. Ltd., Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata – 700001	U10200WB1893PLC000769	Associate Company	31.67	Section 2(6) of the Companies Act, 2013



[6]	The New Beerbhoom Coal Co. Ltd., Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata – 700001	U10200WB1873PLC000262	Associate Company	32.95	Section 2(6) of the Companies Act, 2013
[7]	The Bengal Coal Co. Ltd., Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata – 700001	U23109WB1900PLC000020	Associate Company	8.59	As per Applicable Accounting Standards
[8]	Yule Financing & Leasing Co. Ltd., Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata – 700001	L65910WB1918PLC001026	Associate Company	8.33	As per Applicable Accounting Standards
[9]	Yule Agro Industries Ltd., Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata – 700001	U01122WB1995PLC071142	Associate Company	NIL	As per Applicable Accounting Standards
[10]	WEBFIL Ltd., Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata – 700001	L36900WB1979PLC032046	Associate Company	1.70	As per Applicable Accounting Standards

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

[A] Category-wise Share Holding :

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2016)				No. of Shares held at the end of the year (As on 31.03.2017)				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
[A] Promoters										
[1] Indian										
[a] Individual / HUF	...	...	...	...	...	...	...	...	...	...
[b] Central Govt.	293524630	...	293524630	87.98	436374630	...	436374630	89.25	1.27	...
[c] State Govt.(s)	...	...	...	...	...	...	...	...	...	...
[d] Bodies Corporate	...	...	...	...	...	...	...	...	...	...
[e] Banks / FI	...	...	...	...	...	...	...	...	...	...
[f] Any other	...	...	...	...	...	...	...	...	...	...
Sub-total [A] [1]	293524630		293524630	87.98	436374630	-	436374630	89.25	1.27	
[2] Foreign										
[a] NRIs - Individuals	...	...	...	...	...	...	...	...	...	...
[b] Other - Individuals	...	...	...	...	...	...	...	...	...	...
[c] Bodies Corporate	...	...	...	...	...	...	...	...	...	...
[d] Banks / FI	...	...	...	...	...	...	...	...	...	...
[e] Any other	...	...	...	...	...	...	...	...	...	...
Sub-total [A] [2]	...	...	...	...	...	...	...	...	...	...
Total Shareholding of Promoter [A] [A] = [A] [1] + [A] [2]	293524630	...	293524630	87.98	436374630	...	436374630	89.25	1.27	
[B] Public Shareholding										
[1] Institutions										
[a] Mutual Funds	...	950	950	...	...	950	950	...	...	...
[b] Banks / FI	11009103	17652	11026755	3.31	23462603	17652	23480255	4.80	1.49	...
[c] Central Govt.	...	...	...	...	...	...	...	...	...	...
[d] State Govt.(s)	...	...	...	...	...	...	...	...	...	...
[e] Venture Capital Funds	...	...	...	...	...	...	...	...	...	...
[f] Insurance Companies	...	...	...	...	...	...	...	...	...	...
[g] FIs	...	...	...	...	...	...	...	...	...	...
[h] Foreign Venture Capital Funds	43577	500	44077	0.01	1	...	1	...	(0.01)	...
[i] Others (specify)	...	...	...	...	...	...	...	...	...	...
Sub-total [B] [1]	11052680	19102	11071782	3.32	23462604	18602	23481206	4.80	1.48	



[2]	Non Institutions									
[a]	Bodies Corp.									
[i]	Indian	3352420	17583	3370003	1.01	3077789	18083	3095872	0.63	0.38
[ii]	Overseas	...	...	...	...	...	...	...	...	...
[b]	Individuals									
[i]	Individual shareholders holding nominal share capital upto ₹1 lakh	24432028	594555	25026583	7.50	22926204	524861	23451065	4.80	(2.70)
[ii]	Individual shareholders holding nominal share capital in excess of ₹1 lakh	645480	...	645480	0.19	2485998	62207	2548205	0.52	0.33
[c]	Others (Specify)	...	...	...	...	...	...	...	...	...
	Sub-total [B] [2]	28429928	612138	29042066	8.70	28489991	605151	29095142	5.95	(2.75)
	Total Public Shareholding [B] [B] = [B] [1] + [B] [2]	39482608	631240	40113848	12.02	51952595	623753	52576348	10.75	(1.27)
[C]	Shares held by Custodian for GDRs & ADRs	...	...	...	...	...	...	...	...	...
	Grand Total [A + B + C]	333007238	631240	333638478	100.00	488327225	623753	488950978	100.00	...

[B] Shareholding of Promoter(s) :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2016)			Shareholding at the end of the year (As on 31.03.2017)			% Change in shareholding during the year
		No. of shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
[1]	President of India	293524630	87.98	...	436374630	89.25	...	1.27

[C] Change in Promoter's Shareholding (please specify, if there is no change) :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
[1]	President of India				
	[a] At the beginning of the year	293524630	87.98	...	...
	[b] Changes during the year				
	Date	Reason			
	10.11.2016	Preferential Allotment as per BIFR Order	142850000	29.22	436374630 89.25
	[c] At the end of the year	...	...	436374630	89.25

[D] Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs) :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
[1]	Neha Sanjay Vora				
	[a] At the beginning of the year	152000	0.05	...	...
	[b] Change during the year				
	Date	Reason			
	07.10.2016	Sell	25000	0.01	127000 0.03
	[c] At the end of the year	...	...	127000	0.03



[2]	Sanjay Jethalal Vora					
[a]	At the beginning of the year		271000	0.08		
[b]	Change during the year					
	Date	Reason				
	19.08.2016	Sell	97000	0.03	174000	0.05
	26.08.2016	Sell	15000	0.00	159000	0.05
	02.09.2016	Sell	20000	0.01	139000	0.04
	09.09.2016	Sell	8000	0.00	131000	0.04
	07.10.2016	Sell	6000	0.00	125000	0.04
[c]	At the end of the year				125000	0.03
[3]	Alltime Dealer Private Limited					
[a]	At the beginning of the year		...	...
[b]	Change during the year					
	Date	Reason				
	03.02.2017	Purchase	101000	0.02	101000	0.02
[c]	At the end of the year				101000	0.02
[4]	Sheetal Devi					
[a]	At the beginning of the year		120600	0.04		
[b]	Change during the year		No change during the year			
[c]	At the end of the year				120600	0.02
[5]	V Vardhani					
[a]	At the beginning of the year		...	...
[b]	Change during the year					
	Date	Reason				
	24.03.2017	Purchase	125850	0.03	125850	0.03
	31.03.2017	Purchase	80763	0.02	206613	0.04
[c]	At the end of the year				206613	0.04
[6]	Nilesh Chunilal Shah					
[a]	At the beginning of the year		101880	0.03		
[b]	Change during the year					
	Date	Reason				
	24.02.2017	Purchase	4200	0.00	106080	0.02
[c]	At the end of the year				106080	0.02
[7]	Bank of Baroda					
[a]	At the beginning of the year		...	...
[b]	Change during the year					
	Date	Reason				
	18.06.2016	Preferential Allotment	12462500	3.60	12462500	3.60
[c]	At the end of the year				12462500	2.55
[8]	Allahabad Bank					
[a]	At the beginning of the year		242500	0.07		
[b]	Change during the year					
	Date	Reason				
	10.02.2017	Sell	9000	0.00	233500	0.05
[c]	At the end of the year				233500	0.05
[9]	Special National Investment Fund					
[a]	At the beginning of the year		10765076	3.23		
[b]	Change during the year		No change during the year			
[c]	At the end of the year				10765076	2.20



[10]	Mohammed Ikramuddin					
[a]	At the beginning of the year		...	...
[b]	Change during the year					
	Date	Reason				
	18.11.2016	Purchase	75000	0.02	75000	0.02
	16.12.2016	Purchase	25000	0.01	100000	0.02
	23.12.2016	Purchase	25700	0.01	125700	0.03
	06.01.2017	Purchase	24589	0.01	150289	0.03
[c]	At the end of the year				150289	0.03

[E] Shareholding of Directors and Key Managerial Personnel : NONE

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment
[₹ in lakh]

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
Indebtedness at the beginning of the financial year					
[i]	Principal Amount	8020.88	...	161.35	8182.23
[ii]	Interest due but not paid	333.78	...	...	333.78
[iii]	Interest accrued but not due	243.18	...	...	243.18
	Total [i + ii + iii]	8597.84	...	161.35	8759.19
Change in Indebtedness during the financial year					
*	Addition	34.13	...	10.22	44.35
*	Reduction	4905.45	...	...	4905.45
	Net Change	4871.32	...	10.22	4861.10
Indebtedness at the end of the financial year					
[i]	Principal Amount	3115.43	...	171.57	3287.00
[ii]	Interest due but not paid	367.16	...	...	367.16
[iii]	Interest accrued but not due	243.93	...	...	243.93
	Total [i + ii + iii]	3726.52	...	171.57	3898.09

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

[A] Remuneration to Managing Director, Whole-time Directors and/or Manager :

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
		Sunil Munshi	R. C. Sen	Debasis Jana	
[1]	Gross Salary				
[a]	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20.09	18.58	19.63	58.30
[b]	Value of perquisites u/s.17(2) of the Income-tax Act, 1961	...	...	...	...
[c]	Profits in lieu of salary u/s.17(3) of the Income-tax Act, 1961	...	...	...	...
[2]	Stock Option	...	...	...	...
[3]	Sweat Equity	...	...	...	...
[4]	Commission	...	...	...	...
[5]	Others, please specify	4.14	2.36	2.66	9.17
	Total [A]	24.23	20.94	22.29	67.47
	Ceiling as per the Companies Act, 2013				...

[B] Remuneration to other Directors :

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Dhanpat Ram Agarwal	Sudhir Jhunjhunwala	Sipra Goon	
[1]	Independent Directors				
[a]	Fee for attending Board/Committee meetings	0.63	0.46	0.26	1.35
[b]	Commission	...	...	...	...
[c]	Others, please specify	...	...	...	...
	Total [1]	0.63	0.46	0.26	1.35

[*] Dr. Dhanpat Ram Agarwal and Shri Sudhir Jhunjhunwala joined on 4th July, 2016 and Smt. Sipra Goon joined on 2nd February, 2017.



[₹ in lakh]

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Bhaskar Jyoti Mahanta	Sanyukta Samaddar	
[2]	Other Non-Executive Directors			
[a]	Fee for attending Board / Committee meetings	...	...	...
[b]	Commission	...	...	...
[c]	Others, please specify	...	...	...
Total [2]		...	...	...
Total [B] = [1 + 2]				1.35
Total Managerial Remuneration [A + B]				1.35
Overall Ceiling as per the Companies Act, 2013				...

[*] The other non-executive Directors were the nominees of the DHI, hence no fees were paid to them.

[C] Remuneration to Key Managerial Personnel other than MD/Manager/WTD :

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Sucharita Das (Company Secretary)	Ayan Dutta (Company Secretary)	
[1]	Gross Salary			
[a]	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7.25	2.06	9.31
[b]	Value of perquisites u/s.17(2) of the Income-tax Act, 1961	...	...	...
[c]	Profits in lieu of salary u/s.17(3) of the Income-tax Act, 1961	...	...	...
[2]	Stock Option	...	...	...
[3]	Sweat Equity	...	...	...
[4]	Commission	...	...	...
[5]	Others, please specify	...	...	...
Total		7.25	2.06	9.31

[*] Shri Ayan Dutta ceased to be Company Secretary w.e.f. 10th August, 2016 and Smt. Sucharita Das appointed as the Company Secretary w.e.f. 12th August, 2016.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
[A] COMPANY					
Penalty			NONE		
Punishment					
Compounding					
[B] DIRECTORS					
Penalty			NONE		
Punishment					
Compounding					
[C] OTHER OFFICERS IN DEFAULT					
Penalty			NONE		
Punishment					
Compounding					

Kolkata,
21st August, 2017.

For and on behalf of the Board
Debasis Jana
Chairman & Managing Director
DIN: 07046349



ANNEXURE - III

CORPORATE SOCIAL RESPONSIBILITY (CSR) REPORT

[01] A brief outline of the Company's CSR and Sustainability Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR and Sustainability Policy and projects or programmes :

In accordance with the provisions of the Companies Act, 2013 and the rules made thereunder read with the Guidelines on CSR and Sustainability for Central Public Sector Enterprises (CPSEs) issued by Department of Public Enterprises (DPE), Government of India, the Company has framed its CSR and Sustainability Policy to carry out its CSR activities in accordance with Schedule VII of the Act. The Company has been promoting organizational integrity and ethical business practices through transparency in disclosure and reporting procedures; leveraging green technologies, processes and standards to produce goods and services that contribute to social and environment sustainability; contributing to inclusive growth and equitable development in society through capacity building measures, empowerment of the marginalized and under privileged sections/ communities; promoting welfare of the employees and labour (casual or contractual) by addressing their concerns of safety, security, professional enrichment and healthy working conditions, whether mandated or otherwise. The Company wishes to formalize and institutionalize its efforts made in the domain of Corporate Social Responsibility and this Policy shall serve as a guiding document to help identify, execute and monitor CSR projects in keeping with the spirit of the Policy. This Policy shall apply to all CSR initiatives and activities taken up by the Company for the benefit of different sections of the society.

The Company's CSR and Sustainability Policy is posted on its website and the web-link for the same is http://www.andrewyule.com/pdf/policies/CSR_and_Sustainability_Policy.pdf.

[02] The Composition of the CSR Committee : Shri Sudhir Jhunjunwala, Chairman
Shri Sunil Munshi, Member
Shri R. C. Sen, Member
Shri Debasis Jana, Member
Smt. Sipra Goon, Member

[03] Average net profit of the Company for last three financial years : ₹968.23 lakhs.

[04] Prescribed CSR Expenditure (two percent of the amount as in item 3 above) : ₹19.36 lakhs.

[05] Details of CSR spent during the financial year 2016-17 :-

[a] Total amount spent for the financial year : ₹27.95 lakhs.

[b] Amount unspent, if any : Not Applicable.

[c] Manner in which the amount spent during the financial year is detailed below :

[Amount in ₹]

Sl. No.	CSR Projects / Activities	Sector in which the project is covered	Locations (Local Area/ Districts / State)	Amount outlay (budget project or programme wise)	Amount spent on the projects or programme	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
[01]	School for Street Children	Education	Own initiative (Gen. Div.) at Kolkata	50,000.00	49,691.00	49,691.00	Direct
[02]	Master Motivators Diploma on Blood Donation	Education / Social Welfare	NGO : Association of Voluntary Blood Donors, Kolkata	33,500.00	33,500.00	33,500.00	Implementing Agency
[03]	Vocational Training to Children with disability	Education	NGO : Behala Bodhayan, Kolkata	1,00,000.00	1,00,000.00	1,00,000.00	Implementing Agency



[04]	Rehabilitation Program for Street Children	Social Welfare	NGO : Mukti Rehabilitation Centre, Kolkata	1,20,000.00	1,20,000.00	1,20,000.00	Implementing Agency
[05]	Eye Camps /Cataract operations	Social Welfare / Health Care	NGO : Lions Club of Banarhat, North Bengal	2,50,000.00	2,50,000.00	2,50,000.00	Implementing Agency
[06]	Village Development Program	Social Welfare / Sanitation	NGO : Niswarth at Totgaon in North Bengal	1,40,000.00	1,40,000.00	1,40,000.00	Implementing Agency
[07]	Sanitation : Toilets / Bathing enclosures / Water points	Social Welfare / Sanitation	NGO : BIRD at Majuli in Assam	7,00,000.00	7,00,000.00	7,00,000.00	Implementing Agency
[08]	Tailoring of Ladies Garments & Fabric Painting on Fashion Garments	Women Empowerment / Skill Development	NGO : Garia Sarada Home in Hingrijan TE & Bhamun TE in Assam	4,25,000.00	4,24,001.98	4,24,001.98	Implementing Agency
[09]	Mobile & Home Appliance Repairing	Skill Development Program	NGO : Lily Foundation	2,00,000.00	1,96,232.00	1,96,232.00	Implementing Agency
[10]	Computer, Driving, Beautician & Tailoring courses	Skill Development	NGO : NISWARTH At VTC Nagrakata, North Bengal	8,00,000.00	7,81,984.00	7,81,984.00	Implementing Agency
TOTAL				28,18,500.00	27,95,408.98	27,95,408.98	

[06] Reason for not spending the amount earmarked : Not Applicable.

[07] Responsibility statement of the CSR Committee :

The CSR Committee confirms that the implementation and monitoring of the CSR and Sustainability Policy is in compliance with the CSR objectives and policy of the Company.

Kolkata,
21st August, 2017.

Debasis Jana
Chairman & Managing Director
DIN: 07046349

Sudhir Jhunjunwala
Chairman of the CSR Committee
DIN: 00548176



CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

[A] CONSERVATION OF ENERGY

[i] Steps taken or impact on conservation of energy :

- [a] Our Kolkata Unit of Electrical Division has installed Automatic Power Factor Controller in February, 2016, thus getting improving power factor, savings in energy bill throughout 2016-17.
 - [b] We have maintained Power factor close to 0.99, thereby saving energy and got rebate upto ₹15000/- per month from WBSEDCL
 - [c] We have replaced conventional lamps and tubes by high energy efficient LED bulbs and tubes and thereby saving 300 Watts of power on daily basis.
 - [d] New Air fuel ratio controller has been installed for optimum usage of coal leading to minimum fuel consumption.
 - [e] Our Tea Division is now procuring only those machineries which use three star rated motors for more economic usage of power.
- [ii] Steps taken by the company for utilizing alternate sources of Energy : NIL
- [iii] Capital Investment on Energy Conservation equipments : ₹22.05 lakhs.

[B] TECHNOLOGY ABSORPTION

[i] Steps have been taken for

- [a] Our Switchgear Unit introduced energy saving 3 star rated 250 KVA distribution transformers, manufactured and supplied 79 nos 250KVA DT to BESCOM

[ii] Benefits derived like product development, cost reduction or import substitution :

- [a] Our Engineering Division has developed 80% of the range of Tube Axial Flow Fan in 2016-17. The balance product range of 20% of Tube Axial Flow Fan will be developed within 1st half of 2017-18. We have bagged order for Tube Axial Flow and Centrifugal Fan – Ventilation type in the year 2016-17 for ₹91.14 lakhs. Total dispatch made during 2016-17 is ₹20.24 lakhs. The balance order in hand value of ₹70.90 lakhs would be executed during the 1st half of 2017-18. The new order in this product line in 2017-18 is expected to be ₹215.00 lakhs.
- [b] The benefits have been observed from the process improvement like introduction of non-bolted composite liner, use of plasma cutting for refurbishment job in the form of productivity improvement and reduction of costs.

[iii] Imported Technology Details : NIL

[iv] The expenditure Incurred on Research and Development : ₹12.31 lakhs

[C] FOREIGN EXCHANGE EARNINGS AND OUTGO

Earnings : ₹192.57 lakhs

Outgo : ₹8.74 lakhs.

Kolkata,
21st August, 2017.

For and on behalf of the Board
Debasis Jana
Chairman & Managing Director
DIN: 07046349



FORM NO. MR-3

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To
The Members
Andrew Yule & Company Limited
"Yule House",
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Andrew Yule & Company Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company (as per Annexure I, hereinafter referred to as "Books and Papers") and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the period covered by our audit, that is to say, from April 01, 2016 to March 31, 2017 (hereinafter referred to as "Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the Books and Papers maintained by the Company for the Audit Period according to the provisions of :

- [01] The Companies Act, 2013 (the "Act") and the rules made thereunder;
- [02] The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- [03] The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- [04] Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- [05] The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") :-
 - [a] The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - [b] The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - [c] The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - [d] The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - [e] The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - [f] The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - [g] The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as "Listing Regulations, 2015");
 - [h] The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;



[06] Corporate Governance Guidelines issued by Department of Public Enterprises vide their OM. No. 18(8)/2005-GM dated 14th May, 2010;

[07] Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India;

We report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company :

[01] Tea Act, 1953;

[02] Plantation Labour Act, 1951 and Rules made thereunder;

[03] Tea Marketing Control Order, 2003;

[04] Food Safety and Standards Act, 2006;

During the Audit Period, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations :

Management's Responsibility

[01] Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

[02] We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

[03] We have not verified the correctness and appropriateness of financial records and Books of Account of the Company or examined any books, information or statements other than Books and Papers.

[04] We have not examined any other specific laws except as mentioned above.

[05] Wherever required, we have obtained the Management Representation about the compliance of aforesaid Laws, Rules, Regulations, Standards, Guidelines and happening of events etc.

[06] The compliance of the provisions of corporate laws and other applicable Rules, Regulations, Guidelines, Standards etc. is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

[07] The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

[A] Our Observations :

[i] As required under Regulation 17 (10) of the Listing Regulations, 2015, the annual performance evaluation of the Independent Directors was not carried out by the Board of directors. Further, in terms of Regulation 25 (4) of the Listing Regulations, 2015 and the Code for Independent Directors pursuant to Section 149 (8) of the Act read with Schedule IV, the Independent Directors were required to review the performance of non-independent directors and the Board as a whole along with the review of the performance of the Chairperson of the Company. In view of the exemptions /exceptions provided under sections 178 (2), (3) and (4) and 134 (3) (e) and (p) of the Act, and in view of a well laid procedure for evaluation of Functional Directors and CMD by the concerned Administrative Ministry, the Company has not undertaken any evaluation process as aforesaid.

[ii] The Company has not yet adopted a Board Diversity Policy as required under Part D (A) (3) of Schedule II of the Listing Regulations, 2015. The said Policy should be formulated by the Nomination and Remuneration Committee of the Board. Since the Listing Regulations, 2015 has not granted any exemption/ exception to the Government Companies from the aforesaid requirement, such Policy was required to be formulated by the Company. In this regard, the Company has submitted that, being a Government Company, the directors on the Board of the Company are appointed by the Government of India and therefore, the said Policy has not been adopted by the Company.



Subject to the aforesaid observations, the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, 2015 as well as Corporate Governance Guidelines issued by Department of Public Enterprises

[B] Recommendations as a matter of best practice :

In the course of our audit, we have made certain recommendations for good corporate practices, separately placed before the Board, for its necessary consideration and implementation by the Company. Additionally, we recommend the following :

http://www.mca.gov.in/Ministry/pdf/Exemptions_to_govt_companies_05062015.pdf

The Company has not yet prepared any Succession Plan for its directors and Senior Managerial Personnel as required under Regulation 17 (4) of the Listing Regulations, 2015, since the appointments of directors in the Company are made by the Government of India, however, succession planning is required at the senior management personnel level as well, for which the Nomination Remuneration Committee may take appropriate action.

[C] Matter of Emphasis

Under the Act and Listing Regulations, 2015

- [i] As on 31st March, 2017, the Board was comprised of 8 (Eight) directors, viz.,
 - [a] 3 (Three) were Whole Time Directors, viz. Director (Personnel) and Chairman & Managing Director (Addl. Charge), Director (Finance) and Director (Planning),
 - [b] 2 (Two) were Part-time Non-executive Government Nominee Directors from Department of Heavy Industries; and
 - [c] 3 (Three) were Non-executive Independent Directors.
- Pursuant to section 152(6) of the Act, 2/3rds of the total directors (except Independent Directors) of a company shall be rotational directors. Thus, while the Company needed 3 (Three) rotational directors, it had only 2 (Two) rotational directors on its Board.
- [ii] In terms of sec 149 (4) of the Act, Regulation 17(1)(b) of the Listing Regulations, 2015, where Chairman of the Board is an executive director, atleast half of the Board shall comprise of Independent Directors. In view of the total number of non-independent directors on board, viz., 5 (Five) Directors, the Company has only 3 (Three) Independent Directors on its Board. Thus, the Board of directors of the Company is not duly constituted in terms of the Act, Listing Regulations, 2015 and the Corporate Governance Guidelines issued by Department of Public Enterprises.
- [iii] Since there were no Independent Directors on the Board of Directors from 1st April, 2016 till 11th August, 2016, the provisions of the Act and the Listing Regulations, 2015 relating to the composition of the Committees, viz., Audit Committee, Remuneration Committee, CSR Committee, were not complied with by the Company during that period.
- [iv] The Company has constituted Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee at its board meeting held on 12th August, 2016. However, the Company was unable to hold the requisite number of Audit Committee meetings during the Financial Year 2016-17 as required under regulation 18 of the Listing Regulations, 2015.
- [v] As reflected from the financial statement of the Company for the Financial Year 2016-17, the Company has granted loan to its wholly owned subsidiaries and has provided guarantee to its Associate Companies. However, the same was not approved by the Audit Committee, in terms of section 177(4)(iv) and (v) of the Act, since the Audit Committee did not exist on the relevant date. The said transactions were placed before the Board and the Committee of the Board for review and approval.

We further report that adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decisions of the Board were taken with the requisite majority and recorded as part of the minutes.



We further report that based on the information provided by the Company during the Audit Period and also on the review of quarterly compliance reports by the Company Secretary taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanisms exist in the Company to monitor and ensure compliance with applicable general laws.

We further report that during the Audit Period, the Company has not incurred any specific event/ action that can have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the following :

- [01] Sanctioned Rehabilitation Scheme approved by Board for Industrial and Financial Reconstruction (BIFR) vide Order dated 30th October, 2007 with the cut-off date of 31st March, 2006 is under implementation and the Company has come out from BIFR as per Order of BIFR dated 8th July, 2015. Pursuant to the financial restructuring package of, loan received from the Government of India and Bank of Baroda were converted into equity. Pursuant to said conversion, 14,28,50,000 equity shares of Rs.2/- each were issued to Government of India in the name of the President of India and 1,24,62,500 shares of Rs.2/- each issued to Bank of Baroda on Conversion of Working Capital Term Loan as approved by Cabinet Committee of Economic Affairs, Government of India.

For Vinod Kothari & Company
Practicing Company Secretaries
Vinod Kumar Kothari
(Partner)
Membership No.A4718
C P No.1391

Place : Kolkata
Date : 17th July, 2017.

ANNEXURE-I

List of Documents

[1] Corporate Matters

- [1.1] Minutes books of the following meetings were provided in original
 - [1.1.1] Board Meeting;
 - [1.1.2] Audit Committee;
 - [1.1.3] Nomination and Remuneration Committee;
 - [1.1.4] Stakeholders Relationship Committee;
 - [1.1.5] Corporate Social Responsibility Committee;
 - [1.1.6] Risk Management Committee;
 - [1.1.7] General Meeting;
- [1.2] Agenda papers for Board Meeting along with Notice;
- [1.3] Annual Report for the Financial Year 2015-2016 and Audited Accounts upto March, 2017;
- [1.4] Memorandum and Articles of Association;
- [1.5] Disclosures under Act and Listing Regulations;
- [1.6] Policies framed under Act and Listing Regulations;
- [1.7] Documents pertaining to Listing Agreement/ Listing Regulations compliance;
- [1.8] Registers maintained under Act;
- [1.9] Forms and Returns filed with the ROC & RBI;
- [1.10] Documents under SEBI (Prohibition of Insider Trading) Regulations, 2015;
- [1.11] Disclosures under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



CORPORATE GOVERNANCE REPORT

[01] COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance is creation and enhancing long-term sustainable value for the stakeholders through ethically driven business process. At AYCL, it is imperative that our Company affairs are managed in a fair and transparent manner. Our Company’s management believes in continuous attainment of excellence, growth and value creation. In pursuit of that it continuously endeavors to leverage resources to transform opportunities into reality as much as possible.

[02] BOARD OF DIRECTORS

The total number of Directors of the Company as on 31st March, 2017 was 8 (eight) out of which 3 (three) were Whole-time Directors, viz. Director (Personnel) and Chairman & Managing Director (Addl. Charge), Director (Finance) and Director (Planning), 2 (two) were Part-time Non-executive Government Nominee Directors from Department of Heavy Industry and 3 (three) were Part-time Non-executive Independent Directors.

[a] The composition of the Board of Directors and the number of other Directorship and Membership/Chairmanship held by the Directors in the Committees of various Companies as on 31st March, 2017 are given below :

Name of Director	Designation	Category	No. of Directorships held in other Companies	No. of Committee Positions held in other Companies	
				As Chairman	As Member
Shri Sunil Munshi (DIN: 02749579)	Director (Personnel) and Chairman & Managing Director	Executive	7	1	1
Shri R. C. Sen (DIN: 07131320)	Director (Finance)	Executive	5	...	...
Shri Debasis Jana (DIN: 07046349)	Director (Planning)	Executive	6	...	1
Shri Bhaskar Jyoti Mahanta (DIN: 07487571)	Nominee Director, Department of Heavy Industry	Non -Executive	3	...	2
Smt. Sanyukta Samaddar (DIN: 06780179)	Nominee Director, Department of Heavy Industry	Non -Executive	5	...	...
Dr. Dhanpat Ram Agarwal (DIN: 00322861)	Independent Director	Non-Executive	3	1	1
Shri Sudhir Jhunjunwala (DIN: 00548176)	Independent Director	Non-Executive	1	...	...
Smt. Sipra Goon (DIN: 07743157)	Independent Director	Non-Executive	...	...	...

- Notes :**
- [i] Dr. Dhanpat Ram Agarwal and Shri Sudhir Jhunjunwala joined on 4th July, 2016 and Smt. Spira Goon joined on 2nd February, 2017.
 - [ii] No. of Directorships held in other Companies exclude Directorships in Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013. Memberships / Chairmanships of only the Audit Committee and Stakeholders Relationship Committee have been considered in accordance with Regulation 26 of SEBI (LODR) Regulations, 2015.
 - [iii] None of the Directors on the Board hold directorships in more than 10 (ten) Public Companies. Further, none of them is a Member of more than 10 (ten) Committees or Chairman of more than 5 (five) Committees across all the Public Companies in which he/she is a Director.
 - [iv] None of the existing Directors and Key Managerial Personnel holds any equity shares in the Company. The Company has not issued any convertible instrument during the year.
 - [v] None of the Directors are inter-se related to other Directors of the Company.

[Contd.]

**[b] Number of Board Meetings, attendance at Board Meetings and at 68th Annual General Meeting :**

During the financial year ended 31st March, 2017, 7 (seven) meetings of the Board of Directors were held on 12th May, 2016, 30th May, 2016, 18th June, 2016, 12th August, 2016, 10th November, 2016 and 9th February, 2017 (2 Board Meetings were held on 9th February, 2017 at 1.30 p.m. and 3.15 p.m., respectively). The intervening gap between two consecutive meetings was within the period prescribed under the Companies Act, 2013.

Attendance of the Directors at the Board Meetings during the year 2016-17 and at the last Annual General Meeting is as under :

Name of Director	No. of Board Meetings Attended	Attendance in the last Annual General Meeting held on 23 rd September, 2016
Executive Directors :		
Shri Sunil Munshi	7	Yes
Shri R. C. Sen	7	Yes
Shri Debasis Jana	7	Yes
Non-Executive Directors :		
Shri Bhaskar Jyoti Mahanta	6	No
Smt. Sanyukta Samaddar	3	No
Dr. Dhanpat Ram Agarwal	4	Yes
Shri Sudhir Jhunjunwala	3	Yes
Smt. Sipra Goon	1	NA

Note : Dr. Dhanpat Ram Agarwal and Shri Sudhir Jhunjunwala joined on 4th July, 2016 and Smt. Sipra Goon joined on 2nd February, 2017.

[c] Information placed before the Board of Directors :

As per Regulation 17(7) read with Part A of Schedule - II of SEBI (LODR) Regulations, 2015, all statutory and other significant and material information were placed before the Board to enable it to discharge its responsibilities of strategic supervision of the Company and as trustees of the stakeholders.

[d] Compliance :

While preparing the agenda, notes on agenda, minutes of the meeting(s), all applicable laws under the Companies Act, 2013 read with the rules framed thereunder, SEBI (LODR) Regulations, 2015, Secretarial Standard (SS-1 & 2) and other relevant laws, as applicable, has been followed.

[e] Familiarization Programme :

The Independent Directors of the Company are the individuals having experience and expertise being leaders in their respective fields. Similarly, other Non-Executive Directors also have long experience in their respective fields. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, strategy and risk involved etc. so that they are updated on the business model and also their roles and responsibilities as Directors of the Company.

The familiarization programme may be referred to at the official website of the Company at the web link http://www.andrewyule.com/pdf/policies/Familiarisation_Program_for_Independent_Directors.pdf.

Details of the familiarization programmes imparted to the Independent Directors are also available at the official website of the Company at the web link <http://www.andrewyule.com/pdf/investor-relations/Details-of-Familiarisation-Programmes.pdf>.

[03] COMMITTEES OF THE BOARD

The Board Committees focus on certain specific areas and make informed decisions with the authority delegated to them. Presently, the Company is having the following Board Committees :

[3.1] AUDIT COMMITTEE**[i] Terms of Reference :**

The terms of reference of the Audit Committee include the powers and role as referred to in Regulation

[Contd.]



18 of the SEBI (LODR) Regulations, 2015 read with Part - C of Schedule II of the said Regulation and Section 177 of the Companies Act, 2013. The Chairman of the Audit Committee was present at the 68th Annual General Meeting of the Company to answer shareholder queries.

[ii] Meetings :

There were 2 (two) meetings of the Audit Committee held during the year 2016-2017 on 10th November, 2016 and 9th February, 2017.

Note: The Audit Committee was constituted on 12th August, 2016.

[iii] Composition of the Committee and no. of meetings attended :

The composition of the Audit Committee as on 31st March, 2017 and the attendance of the members at the meeting(s) thereof during the year 2016-17 were as follows :

Name of Director	Designation	Number of Meetings attended
Dr. Dhanpat Ram Agarwal	Chairman	2
Shri Sudhir Jhunjunwala	Member	1
Shri R. C. Sen	Member	2
Smt. Sipra Goon	Member	1

Note: [a] The composition of the Audit Committee meets the criteria as specified in Regulation 18 of SEBI (LODR) Regulations, 2015.

[b] Smt. Sipra Goon joined on 9th February, 2017.

Shri Sandip Kumar Roy, Financial Controller remained present at the meetings of the Audit Committee. The Company Secretary acts as Secretary to the Audit Committee.

The Audit Committee invites, as and when it considers appropriate, the Auditors of the Company to be present at the meetings of the Committee.

[3.2] NOMINATION AND REMUNERATION COMMITTEE

[i] Terms of Reference :

The role and terms of reference of the Nomination and Remuneration Committee inter-alia include matters as may be applicable and prescribed in Part - D of Schedule II of the SEBI (LODR) Regulations, 2015, read with Section 178 of the Companies Act, 2013, DPE Guidelines and other Government Guidelines. Being a Central Public Sector Enterprise, the appointment, tenure, performance evaluation, remuneration etc. of the Directors of the Company are made / fixed by the Government of India.

[ii] Meetings :

There was 1 (one) meeting of the Nomination and Remuneration Committee held during the year 2016-2017 on 9th February, 2017.

[iii] Composition of the Committee and no. of meetings attended :

The composition of the Nomination and Remuneration Committee as on 31st March, 2017 and the attendance of the members at the meeting thereof during the year 2016-17 were as follows :

Name of Director	Designation	Number of Meetings attended
Shri Sudhir Jhunjunwala	Chairman	1
Dr. Dhanpat Ram Agarwal	Member	1
Smt. Sanyukta Samaddar	Member	...
Smt. Sipra Goon	Member	1

Note: [a] The Nomination and Remuneration Committee was constituted on 12th August, 2016.

[b] The composition of the Nomination and Remuneration Committee meets the criteria as specified in Regulation 19 of SEBI (LODR) Regulations, 2015.

[Contd.]



[c] Smt. Sipra Goon joined on 9th February, 2017.

[d] The Company Secretary acts as the Secretary to the Committee.

PERFORMANCE EVALUATION

AYCL, being a Central Public Sector Enterprise, the performance evaluation of the Non-Executive Directors, including Independent Directors, Executive Director(s), the Board as a whole and the Chairman of the Company is done by the Government of India.

Ministry of Corporate Affairs, Govt. of India has given exemption u/s 178 of the Companies Act, 2013 to Govt. Companies from the provisions related to performance evaluation of Directors.

REMUNERATION POLICY

AYCL, being a Central Public Sector Enterprise, the terms & conditions of appointment and remuneration of the Whole-time Functional Directors are being made / fixed by the Government of India through Administrative Ministry, Ministry of Heavy Industries & Public Enterprises. The Non-Executive Independent Directors are entitled to sitting fees for attending Board and Committee Meetings. The Government Directors are not paid sitting fees for attending the meeting of the Board or any Committee Meetings thereof.

The remuneration of the Key Managerial Personnel, Senior Management Personnel and other Officers are decided as per Government guidelines on Pay Revision and remuneration of other employees of the Company are decided as per Wage Settlement Agreement entered into with their Union. The appointments/promotions etc. of the employees are made as per Recruitment and Promotion Policy approved by the Board of Directors of the Company.

DETAILS OF REMUNERATION OF THE DIRECTORS

The details of remuneration paid to the Whole-time Functional Directors during the year 2016-17 are as follows :

[₹ in lakh]

Sl. No.	Name of the Director	Salary	Benefits	PF and other funds	Performance linked Incentives Stock Option	Total
1.	Shri Sunil Munshi	20.09	1.73	2.41	...	24.23
2.	Shri R. C. Sen	18.58	0.27	2.09	...	20.94
3.	Shri Debasis Jana	19.63	0.59	2.07	...	22.29

The details of remuneration paid to the Non-Executive Directors during the year 2016-17 are as follows :

Sl. No.	Name of the Director	Designation	Sitting fees paid (₹)
1.	Shri Bhaskar Jyoti Mahanta	Nominee Director, DHI	...
2.	Smt. Sanyukta Samaddar	Nominee Director, DHI	...
3.	Dr. Dhanpat Ram Agarwal	Independent Director	63,250/-
4.	Shri Sudhir Jhunjunwala	Independent Director	46,000/-
5.	Smt. Sipra Goon	Independent Director	25,875/-

Remuneration of Non-Executive Independent Directors is approved by the Board of Directors. Apart from the above, the Non-Executive Directors have no pecuniary relationship with the Company in their personal capacity. This may be deemed to be the disclosure as required under Schedule V of the SEBI (LODR) Regulations, 2015.

The terms of appointment of Independent Directors, may be referred to, at the official website of the Company at the web link http://www.andrewyule.com/pdf/policies/TC_Appointment_Independent_Directors.pdf.

[3.3] STAKEHOLDERS RELATIONSHIP COMMITTEE

[i] **Terms of Reference :**

The Company had set up Stakeholders Relationship Committee to consider and resolve the grievance

[Contd.]



of the security holders. Matters relating to transfer, transmission, duplicate issue, non-receipt of Annual Report, etc. continue to be looked after by the "Committee of Directors".

[ii] Meetings :

There were 2 (two) meetings of the Stakeholders Relationship Committee held during the year 2016-17 on 10th November, 2016 and 9th February, 2017.

[iii] Composition of the Committee and no. of meetings attended :

The composition of the Stakeholders Relationship Committee as on 31st March, 2017 and the attendance of the members at the meeting(s) thereof during the year 2016-17 were as follows :

Name of Director	Designation	Number of Meetings attended
Dr. Dhanpat Ram Agarwal	Chairman	2
Shri Sunil Munshi	Member	2
Shri R.C. Sen	Member	2
Smt. Sipra Goon	Member	1

Note: [a] The Stakeholders Relationship Committee was constituted on 12th August, 2016.

[b] The composition of the Stakeholders Relationship Committee meets the criteria as specified in Regulation 20 of SEBI (LODR) Regulations, 2015.

[c] Smt. Sipra Goon joined on 9th February, 2017.

[d] The Company Secretary acts as the Secretary to the Committee.

[iv] During the year 2016-17, the following cases of transfer/transmission/issue of duplicate shares were received and processed :

Particulars	Number of Cases	Number of Equity Shares
Transfer of Shares	18	5809
Transmission of Shares	NIL	NIL
Issue of duplicate Share Certificates	NIL	NIL

[v] Details of Dematerialization of Physical Shares and Rematerialization of Shares during the year 2016-17 :

Particulars	DEMAT		REMAT	
	No. of Cases	No. of Equity Shares	No. of Cases	No. of Equity Shares
NSDL	31	7652	1	1000
CDSL	7	835	NIL	NIL
TOTAL	38	8487	1	1000

[vi] Name and Designation of the Compliance Officer :

Smt. Sucharita Das, Company Secretary is the Compliance Officer of the Company.

[vii] Details in respect of shareholders' complaints in SEBI Complaint Redressal System (SCORES) during the year 2016-17 :

Number of complaints received during the year	→	NIL
Number of complaints redressed during the year	→	NIL
Number of complaints pending as on 31st March, 2017	→	NIL

During the financial year ended 31st March, 2017, the Company and the RTA have attended investor grievances expeditiously except for the cases constraint by disputes or legal impediment.

The e-mail ids of the Company for grievance redressal purpose are com.sec@andrewyule.com and ay_share@rediffmail.com where complaints can be lodged by the investors.



[3.4] CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

[i] Terms of Reference :

The Committee has been constituted for formation/review of Policy on Corporate Social Responsibility & Sustainable Development, monitoring the progress of the CSR and Sustainability projects sanctioned by the Company to ensure that they are carried out in terms of sanction. All the CSR and Sustainable proposals are put up to the Committee, before putting the same to the Board and if found appropriate, the Committee recommends the same to the Board.

[ii] Meetings :

There were 2 (two) meetings of the CSR Committee held during the year 2016-2017 on 10th November, 2016 and 9th February, 2017.

[iii] Composition of the Committee and no. of meetings attended :

The composition of the CSR Committee of the Company as on 31st March, 2017 and the attendance of the members at the meetings thereof during the year 2016-17 are given below :

Name of Director	Designation	Number of Meetings attended
Shri. Sudhir Jhunjhunwala	Chairman	1
Shri. Sunil Munshi	Member	2
Shri R. C. Sen	Member	2
Shri Debasis Jana	Member	2
Smt. Sipra Goon	Member	1

Note: Smt. Sipra Goon joined on 9th February, 2017.

The CSR and Sustainability Policy of the Company is disclosed on the website of the Company and may be accessed at the web link [http://www.andrewyule.com/pdf/policies/ CSR_and_Sustainability_Policy.pdf](http://www.andrewyule.com/pdf/policies/CSR_and_Sustainability_Policy.pdf).

[3.5] COMMITTEE OF THE BOARD OF DIRECTORS

[i] Terms of Reference :

The Company is having a Committee of the Board of Directors, duly constituted by the Board of Directors to supervise and ensure smooth functioning of the day-to-day operations of the Company. Meetings of such Committee are held as and when necessary. The minutes of the meetings of the Committee of the Board of Directors are placed before the Board for perusal and noting.

The Committee has been inter alia delegated the following powers by the Board of Directors :

[i]	General powers of management
[ii]	Borrow monies upto the specified limit from Banks, Financial Institution and others for working capital purposes.
[iii]	Authorize creation of securities including Equitable mortgage on the immovable properties of the Company, execution of security documents pertaining to term loan, bridge loan, working capital loan, etc.
[iv]	Issue of Indemnity Bonds and Powers of Attorney.
[v]	Opening of Accounts with Banks.
[vi]	Approve overseas tour for official purpose.
[vii]	Sale of Fixed Assets.
[viii]	Invest funds of the Company in Government Securities, long term deposit with Banks/Financial Institutions etc.
[ix]	To authorize affixation of Company's Common Seal to any documents.
[x]	Approve appointment of Consultants/Architects upto a certain limit.
[xi]	Approve transfer/transmission / re-materialization of shares, issue of duplicate share certificate etc.
[xii]	Carry out the function of Stakeholders Relationship Committee.

[ii] Meetings :

There were 16 (sixteen) meetings of the Committee held during the year 2016-17 on 26th April, 2016,



20th May, 2016, 7th June, 2016, 17th June, 2016, 18th July, 2016, 19th August, 2016, 12th September, 2016, 29th September, 2016, 3rd November, 2016, 1st December, 2016, 21st December, 2016, 28th December, 2016, 27th January, 2017, 22nd February, 2017, 14th March, 2017 and 24th March, 2017.

[iii] Composition :

The composition of Committee of the Board of Directors as on 31st March, 2017 and the attendance of the members at the meetings thereof during the year 2016-17, are given below :

Name of Director	Designation	Number of Meetings attended
Shri Sunil Munshi	Chairman	16
Shri R. C. Sen	Member	16
Shri Debasis Jana	Member	16

[3.6] RISK MANAGEMENT COMMITTEE

The Board of Directors of the Company has constituted a Risk Management Committee voluntarily. The Board has defined the roles and responsibilities of the Risk Management Committee and has delegated monitoring and reviewing of the Risk Management Plans to the Committee.

The Risk Management Committee comprises of Shri Sunil Munshi as Chairman, Shri R. C. Sen and Shri Debasis Jana as Members of the Committee.

[3.7] SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

During the year under review, the Independent Directors of the Company met on 21st March, 2017 to discuss inter alia, the quality, content and timeliness of flow of information between the Management and the Board to effectively and reasonably perform its duties. All the Independent Directors were present at the said Meeting.

[3.8] OTHER FUNCTIONAL COMMITTEES

Apart from the above, the Board constitutes from time to time, Functional Committees with specific terms of reference as it may deem fit. Meetings of such Committees are held as and when the need for discussing the matter concerning the purpose arises. Time schedule for holding the meetings of such Committees are finalized in consultation with the Committee members.

[04] CODE OF CONDUCT

The Board of Directors have laid down a Code of Conduct for all members of the Board of Directors and senior management of the Company. The same inter-alia also contains duties of Independent Directors as laid down under the Companies Act, 2013. The Code of Conduct for Board Members and Senior Management of the Company is disclosed on the website of the Company and may be accessed at the web link http://www.andrewyule.com/pdf/policies/Code_of_Conduct.pdf.

The certificate regarding compliance with the Code of Conduct is given separately.

[05] SUBSIDIARY COMPANIES

The Company has three wholly owned subsidiary companies viz. Hooghly Printing Company Limited, Yule Engineering Limited and Yule Electrical Limited.

Separate disclosure in connection with the performance of the above-mentioned subsidiaries is provided in the Board's Report.

There is no material non-listed Indian subsidiary company.

The Company has formulated a policy for determining material subsidiaries, which may be referred to at the official website of the Company at the web link http://www.andrewyule.com/pdf/policies/Policy_Material_Subsiidiaries.pdf.

[06] GENERAL BODY MEETINGS

[a] Particulars of last three Annual General Meetings of the Company are given below :

Financial Year	Date	Time	
2015-2016	23.09.2016	11.00 a.m.	Williamson Magor Hall of The Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, Kolkata - 700 001
2014-2015	28.07.2015	11.00 a.m.	
2013-2014	24.09.2014	11.00 a.m.	



- [b] All the resolutions set out in the respective notices were passed by the shareholders. The following Special Resolutions were passed in the previous 3 (Three) Annual General Meetings :

Date of AGM	Special Resolutions
23.09.2016	→ NIL
28.07.2015	→ NIL
24.09.2014	→ [i] Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage/charge of Company's assets. [ii] Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money up to ₹300 crores over and above the aggregate of paid up capital and free reserves of the Company.

- [c] Details of Extra Ordinary General Meeting held during the last three years : NIL
[d] Details of Special Resolutions passed last year through Postal Ballot : NIL
[e] No Special Resolution requiring a Postal Ballot is proposed to be conducted at the 69th Annual General Meeting of the Company.

[07] OTHER DISCLOSURES

- [i] Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large.

There were no materially significant transactions with related parties that took place during the financial year 2016-17 which were in conflict with the interest of the Company.

- [ii] **Policy on Related Party Transactions :**

The Board has approved a Related Party Transaction Policy for determining materiality of related party transactions and also on the dealings with related parties. This policy has been disclosed on the website of the Company and may be accessed at the web link http://www.andrewyule.com/pdf/policies/Policy_Related_Party_Transactions.pdf.

- [iii] **Disclosures on Compliance of Law :**

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority.

The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (LODR) Regulations, 2015 and there was no non-compliance with the requirements of the DPE Guidelines on Corporate Governance except provisions related to composition of the Board of Directors.

- [iv] **Vigil Mechanism / Whistle Blower Policy :**

The Company has a competent and Independent Vigilance Department, headed by Chief Vigilance Officer (CVO), for monitoring any unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. All the personnel are having the access to the Vigilance Department for their complaints, grievances, etc.

- [v] **Code for Prevention of Insider Trading Practices :**

In compliance with the SEBI Regulation on Prevention of Insider Trading, the Company has in place a comprehensive code of conduct for its Directors and Senior Management Officers. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with the shares of the Company. The code clearly specifies, among other matters, that Directors and specified employees of the Company can trade in the shares of the Company only during 'Trading Window Open Period'. The trading window is closed during the time of declaration of results, dividend and material events, as per the Code.

The policy relating to Code of Conduct on Insider Trading has been posted on the Company's website at the following link: http://www.andrewyule.com/pdf/policies/Code_Conduct_Regulate_Monitor_Report_Trading_Insiders.pdf.



- [vi] In preparation of the Financial Statements, the Company has followed the accounting standards issued by the Institute of Chartered Accountants of India. The significant accounting policies have been set out in the notes to accounts.
- [vii] The details of the Presidential Directives received by the Company and the compliance thereof have been provided in the Board's Report.
- [viii] There have been no public issues, right issues or other public offerings during the past five years. The Company has not granted any Stock Options to its employees during the year 2016-17.
- [ix] The Board has periodically reviewed the Compliance Reports of all applicable laws to the Company and has ensured the compliance of all the applicable laws.

[08] MEANS OF COMMUNICATION

Unaudited and Audited Financial Results of the Company were published in the following newspapers :

Name of Newspaper	Region	Language
Business Standard / Financial Express	Kolkata	English
Dainik Statesman	Kolkata	Bengali

Unaudited and Audited Financial Results were also uploaded on the Company's website www.andrewyule.com. The same were also submitted online to BSE Limited through the Listing Portal of BSE.

The website also displays official news releases as and when the same takes place. No presentation was made to institutional investors and to the analysts.

[09] GENERAL SHAREHOLDERS' INFORMATION

[i]	Annual General Meeting Date, Time and Venue	→ 69th Annual General Meeting will be held on Monday, the 18th day of September, 2017 at 11.00 a.m. at the Williamson Magor Hall of The Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, Kolkata – 700001.																																																																																		
[ii]	Date of Book Closure	→ From 12th September, 2017 to 18th September, 2017 (both days inclusive).																																																																																		
[iii]	Dividend Payment Date	→ Dividend, if declared, at the ensuing Annual General Meeting will be paid within 30 days from the date of its declaration.																																																																																		
[iv]	Listing on Stock Exchange	→ BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001/Scrp Code 526173. The Listing Fee for the Financial Year 2017-18 has been paid to BSE Ltd.																																																																																		
[v]	Market Price high and low in comparison with the BSE SENSEX alongwith the No. of Shares traded during the period April, 2016 to March, 2017 (as available on the website of BSE Limited)	<table border="1"> <thead> <tr> <th rowspan="2">Month</th> <th colspan="2">Share Price</th> <th colspan="2">BSE SENSEX</th> <th rowspan="2">No. of Shares traded</th> </tr> <tr> <th>High [₹]</th> <th>Low [₹]</th> <th>High [₹]</th> <th>Low [₹]</th> </tr> </thead> <tbody> <tr> <td>April, 2016</td> <td>25.45</td> <td>21.15</td> <td>26,100.54</td> <td>24,523.20</td> <td>44,38,475</td> </tr> <tr> <td>May, 2016</td> <td>22.50</td> <td>20.70</td> <td>26,837.20</td> <td>25,057.93</td> <td>17,78,006</td> </tr> <tr> <td>June, 2016</td> <td>24.20</td> <td>20.40</td> <td>27,105.41</td> <td>25,911.33</td> <td>39,16,143</td> </tr> <tr> <td>July, 2016</td> <td>23.90</td> <td>21.55</td> <td>28,240.20</td> <td>27,034.14</td> <td>35,39,079</td> </tr> <tr> <td>August, 2016</td> <td>22.90</td> <td>20.50</td> <td>28,532.25</td> <td>27,627.97</td> <td>27,38,218</td> </tr> <tr> <td>September, 2016</td> <td>24.15</td> <td>20.50</td> <td>29,077.28</td> <td>27,716.78</td> <td>32,59,864</td> </tr> <tr> <td>October, 2016</td> <td>24.20</td> <td>21.10</td> <td>28,477.65</td> <td>27,488.30</td> <td>46,67,353</td> </tr> <tr> <td>November, 2016</td> <td>24.75</td> <td>18.20</td> <td>28,029.80</td> <td>25,717.93</td> <td>44,51,848</td> </tr> <tr> <td>December, 2016</td> <td>25.40</td> <td>21.45</td> <td>26,803.76</td> <td>25,753.74</td> <td>48,51,844</td> </tr> <tr> <td>January, 2017</td> <td>27.35</td> <td>22.00</td> <td>27,980.39</td> <td>26,447.06</td> <td>58,95,356</td> </tr> <tr> <td>February, 2017</td> <td>28.20</td> <td>23.75</td> <td>29,065.31</td> <td>27,590.10</td> <td>42,07,097</td> </tr> <tr> <td>March, 2017</td> <td>28.00</td> <td>23.15</td> <td>29,824.62</td> <td>28,716.21</td> <td>41,40,654</td> </tr> </tbody> </table>	Month	Share Price		BSE SENSEX		No. of Shares traded	High [₹]	Low [₹]	High [₹]	Low [₹]	April, 2016	25.45	21.15	26,100.54	24,523.20	44,38,475	May, 2016	22.50	20.70	26,837.20	25,057.93	17,78,006	June, 2016	24.20	20.40	27,105.41	25,911.33	39,16,143	July, 2016	23.90	21.55	28,240.20	27,034.14	35,39,079	August, 2016	22.90	20.50	28,532.25	27,627.97	27,38,218	September, 2016	24.15	20.50	29,077.28	27,716.78	32,59,864	October, 2016	24.20	21.10	28,477.65	27,488.30	46,67,353	November, 2016	24.75	18.20	28,029.80	25,717.93	44,51,848	December, 2016	25.40	21.45	26,803.76	25,753.74	48,51,844	January, 2017	27.35	22.00	27,980.39	26,447.06	58,95,356	February, 2017	28.20	23.75	29,065.31	27,590.10	42,07,097	March, 2017	28.00	23.15	29,824.62	28,716.21	41,40,654
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[vi]	Registrar and Share Transfer Agent	→ MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Ground Floor, Kolkata-700 026. Phone: (033) 4072 - 4051/4052/4053, Fax: (033) 4072 - 4050, E-mail: mcssta@rediffmail.com																																																																																		
[vii]	Share Transfer System	→ Share transfers in physical form can be lodged at the Registered Office of the Company or with the Registrar and are normally processed within a period of 15 days from the date of receipt of such request for transfer, if technically found to be in order and complete in all respects.																																																																																		



[viii] Geographical Analysis Report as on → 31st March, 2017	State	No. of Shareholders	% of total Shareholders	No. of Shares	% of Share Capital	
	Delhi	1028	3.63	448245744	91.67	
	Haryana	223	0.79	152321	0.03	
	Punjab	197	0.70	340601	0.07	
	Chandigarh	65	0.23	25960	0.01	
	Himachal Pradesh	21	0.07	29482	0.01	
	Jammu Kashmir	21	0.07	9381	0.00	
	Uttar Pradesh	795	2.81	678121	0.14	
	Rajasthan	850	3.00	816797	0.17	
	Gujarat	4831	17.07	4181107	0.86	
	Maharashtra	9085	32.11	26990276	5.52	
	Madhya Pradesh	571	2.02	460555	0.09	
	Andhra Pradesh	725	2.56	1070929	0.22	
	Karnataka	1006	3.56	924475	0.19	
	Tamil Nadu	943	3.33	670322	0.14	
	Kerala	302	1.07	294777	0.06	
	West Bengal	6991	24.71	3437606	0.70	
	Port Blair	5	0.02	460	0.00	
	Orissa	89	0.31	69942	0.01	
	Assam	85	0.30	94907	0.02	
Meghalaya	8	0.03	4705	0.00		
Manipur	1	0.00	300	0.00		
Tripura	6	0.02	686	0.00		
Bihar	312	1.10	147725	0.03		
Others	138	0.49	303799	0.06		
Total	28298	100.00	488950978	100.00		
[ix] Depositories with whom Company has entered into agreement →	Name		ISIN CODE			
	Central Depository Services (India) Limited (CDSL)		INE 449C01025			
	National Securities Depository Limited (NSDL)		INE 449C01025			
[x] Corporate Identification Number →	Corporate Identification Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is : L63090WB1919GOI003229					
[xi] Payment of Depository Fees →	Annual Custody/Issuer fee for the year 2017-18 has been paid by the Company to NSDL and CDSL.					
[xii] No. of Shares held in dematerialized and physical mode as on 31st March, 2017 →			No. of Shares	% of Share Capital	No. of Shareholders	% of total Shareholders
	Demat Form					
	In NSDL		47,52,81,691	97.20	12,910	45.62
	In CDSL		1,30,45,534	2.67	10,135	35.82
	Physical Form		6,23,753	0.13	5,253	18.56
Total		48,89,50,978	100.00	28,298	100.00	
[xiii] Distribution of Shareholding as on → 31st March, 2017	Size of Holdings		No. of Shares	% of Share Capital	No. of Shareholders	% of total Shareholders
	From	To				
	1	500	34,90,546	0.71	20,636	72.92
	501	1000	31,02,349	0.64	3,506	12.39
	1001	2000	29,32,697	0.60	1,792	6.33
	2001	5000	49,95,839	1.02	1,446	5.11
	5001	10000	38,51,140	0.79	492	1.74
	10001	Above	47,05,78,407	96.24	426	1.51
Total		48,89,50,978	100.00	28,298	100.00	



[xiv] Shareholding Pattern as on 31st March, 2017 →	Category	No. of Shares held	Percentage (%) of Holdings		
	Central Government	43,63,74,630	89.25		
	Financial Institutions	1,07,65,476	2.20		
	Nationalised Banks	1,27,14,779	2.60		
	Mutual Funds	950	0.00		
	Domestic Companies	30,95,372	0.63		
	Non-domestic Companies	501	0.00		
	Resident Individual	2,54,01,448	5.20		
	Non Resident Individuals [Foreign National]	22,471	0.00		
	Non Resident Individuals [Indian]	5,75,351	0.12		
	Director and their Relatives	...	...
Total	48,89,50,978	100.00			
[xv] List of Top 10 Shareholders as on 31st March, 2017 →	Sl.No.	Name of Shareholders	Holding		
	[01]	President of India	43,63,74,630		
	[02]	Bank of Baroda	1,24,62,500		
	[03]	Special National Investment Fund	1,07,65,076		
	[04]	Allahabad Bank	2,33,500		
	[05]	V Vardhani	2,06,613		
	[06]	Mohammed Ikramuddin	1,50,286		
	[07]	Neha Sanjay Vora	1,27,000		
	[08]	Sanjay Jethalal Vora	1,25,000		
	[09]	Sheetal Devi	1,20,600		
	[10]	Nilesh Chunilal Shah and Anita Nilesh Saha	1,06,080		
[xvi] Financial Calendar for the year 2017-18 [without considering any extended time line allowed by SEBI] →	Quarter ending	Approval / Adoption of	On or before		
	1st Quarter – 30th June, 2017	Unaudited Financial Results	14th August, 2017		
	2nd Quarter – 30th September, 2017	Unaudited Financial Results	14th November, 2017		
	3rd Quarter – 31st December, 2017	Unaudited Financial Results	14th February, 2018		
	4th Quarter – 31st March, 2018	Audited Financial Results	30th May, 2018		
	Next Annual General Meeting		30th September, 2018		
Note : In addition to the above, meetings shall also be held as and when required.					
[xvii] Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity →	The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments during the year 2016-17.				
[xviii] Transfer of Unclaimed Dividend to the Investor Education and Protection Fund →	The unclaimed dividend for the undernoted year will be transferred by the Company to IEPF in accordance with the schedule given below. Details of such unclaimed dividend and particulars with respect to corresponding shares are available on the Company's official website under the section 'Investor Relations'.				
	Financial Year	Date of declaration of Dividend	Total Dividend [₹]	Unclaimed Dividend as on 31st March, 2017	Due for Transfer to IEPF on
				[₹] [%]	
2014-15	28th July, 2015	3,33,63,847.80	91917.60 0.28	8th September, 2022	

[Contd.]



[xix]	Remittance of Dividend through Electronic Mode	→ The Company provides the facility for remittance of dividend to Shareholders through NECS (National Electronic Clearing Service) / RTGS (Real Time Gross Settlement) / NEFT (National Electronic Funds Transfer). Shareholders, who have not opted for remittance of dividend through electronic mode and wish to avail the same are required to provide their bank details, including MICR (Magnetic Ink Character Recognition) and IFSC (Indian Financial System Code) to their respective Depository Participants (DPs) or to the Company, where shares are held in the dematerialised form and in the physical form, respectively.
[xx]	Bank Details	→ Shareholders holding shares in physical form are requested to intimate the Company of any change in their address/mandate/bank details to facilitate better servicing. Shareholders are advised that their bank details or addresses, as available with the Company, will be printed on the dividend warrants as required under the SEBI (LODR) Regulations, 2015 as a measure of protection against fraudulent encashment.
[xxi]	Plant Location	→ The Company's Plants are located at – [i] 16A & B, Block "D", Kalyani, West Bengal. [ii] 14, Mayurbhanj Road, Kolkata - 700 023. [iii] P-25, Transport Depot Road, Kolkata - 700 088, and [iv] 5/346, Old Mahabalipuram Road, Perungudi, Chennai - 600 096. The Company's Tea Gardens are located in West Bengal and in Assam.
[xxii]	Address for Correspondence (For any other matter and unresolved complaints)	→ Company Secretary Andrew Yule & Company Limited "Yule House", 8, Dr. Rajendra Prasad Sarani, Kolkata - 700 001 Phone: (033) 2242 - 8210 / 8550; Fax: (033) 2242 - 9770 E-mail: com.sec@andrewyule.com
[xxiii]	Nomination Facility	→ Shareholders who hold shares in the physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under the Companies Act, 2013, may obtain from MCS Share Transfer Agent Ltd., the prescribed Form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant (DP).

[10] INVESTOR SAFEGUARDS

In pursuit of the Company's objective to mitigate/avoid risks while dealing with shares and related matters, the following are the Company's recommendations to its Members :

[a] Open Demat Account and Dematerialize your Shares :

Members should convert their physical holdings into electronic holdings. Holding shares in electronic form helps Members to achieve immediate transfer of shares. No stamp duty is payable on transfer of shares held in electronic form and risks associated with physical certificates such as forged transfers, fake certificates and bad deliveries are avoided.

[b] Consolidate your Multiple Folios :

Members are requested to consolidate their shareholding held under multiple folios. This facilitates one-stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios.

[c] Confidentiality of Security Details :

Folio Nos./DP ID/Client ID should not be disclosed to any unknown persons. Signed blank transfer deeds, delivery instruction slips should not be given to any unknown persons.

[d] Dealing with Registered Intermediaries :

Members should transact through a registered intermediary who is subject to the regulatory discipline of SEBI, as it will be responsible for its activities, and in case the intermediary does not act professionally, Members can take up the matter with SEBI.

[Contd.]



[e] Obtain documents relating to purchase and sale of securities :

A valid Contract Note/Confirmation Memo should be obtained from the broker/sub-broker, within 24 hours of execution of the trade. It should be ensured that the Contract Note/Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.

[f] Update your Address :

To receive all communications and corporate actions promptly, please update your address with the Company or DP, as the case may be.

[g] Prevention of Frauds :

There is a possibility of fraudulent transactions relating to folios which lie dormant, where the Member is either deceased or has gone abroad. Hence, we urge you to exercise diligence and notify the Company of any change in address, stay abroad or demise of any Member, as and when required.

[h] Monitor holdings regularly :

Do not leave your demat account dormant for long period. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified.

[i] PAN Requirement for Transfer of Shares in Physical Form :

SEBI has mandated the submission of Permanent Account Number (PAN) for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form. It is, therefore, mandatory for any transferee(s) to furnish a copy of the PAN card for registration of such transfers. Members are, therefore, requested to make note of the same and submit their PAN card copy.

[j] Mode of Postage :

Share Certificates and high value dividend warrants/cheques/demand drafts should not be sent by ordinary post. It is recommended that Members should send such instruments by registered post or courier.

[11] ADOPTION OF NON-MANDATORY REQUIREMENTS

The Company has not adopted the discretionary requirements given under Schedule II Part-E of the SEBI (LODR) Regulations, 2015.

[12] CERTIFICATE FROM CEO / CFO

The certificate issued by CEO and CFO of the Company in terms of Regulation 17(8) of SEBI (LODR) Regulations, 2015 has been placed before the Board and is appended to this report.

[13] AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

A Certificate from M/s. S. Deepak & Associates, Company Secretaries (C.P. No. 9131), confirming compliance with the conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015 is annexed to this report and forms part of the Annual Report.

Kolkata,
21st August, 2017.

For and on behalf of the Board
Debasis Jana
Chairman & Managing Director
DIN: 07046349



DECLARATION REGARDING COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT UNDER REGULATION 26(3) OF THE SEBI (LODR) REGULATIONS, 2015

I, Sunil Munshi, Chairman & Managing Director of Andrew Yule & Company Limited, hereby confirm that all the Members of the Board of Directors and Senior Management Personnel have complied with the Company's Code of Conduct for Board Members and Senior Management Personnel for the year ended 31st March, 2017 in terms of the SEBI (LODR) Regulations, 2015.

Kolkata,
30th May, 2017.

Sunil Munshi
Chairman & Managing Director
DIN: 02749579

CEO AND CFO CERTIFICATION PURSUANT TO REGULATION 17(8) OF THE SEBI (LODR) REGULATIONS, 2015

We, Shri Sunil Munshi, Chairman & Managing Director and Shri R. C. Sen, Director (Finance) of the Company, certify to the Board of Directors of the Company that to the best of our knowledge & belief :-

- [A] we have reviewed the Financial Statements and the Cash Flow Statement of the Company for the year ended 31st March, 2017 and that to the best of our knowledge and belief :
- [1] these statements do not contain any false or misleading statements or figures and do not omit any material fact, which may make the statements or figures contained therein misleading;
 - [2] these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- [B] there are no transactions entered into by the Company during the year ended 31st March, 2017, which are fraudulent, illegal or violative of the Company's code of conduct.
- [C] we accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
- [D] we have indicated to the auditors –
- [1] significant changes in internal control over financial reporting during the year; and
 - [2] significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements.

Kolkata,
30th May, 2017.

R. C. Sen
Director (Finance)
DIN: 07131320

Sunil Munshi
Chairman & Managing Director
DIN: 02749579



CERTIFICATE OF COMPLIANCE WITH CORPORATE GOVERNANCE

Independent Auditors' Certificate on Compliance with the Corporate Governance requirements pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Members of
Andrew Yule & Company Limited

We have examined all the relevant records of Andrew Yule & Co Ltd. for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2017. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we report that:

- [i] The Board of Directors was not properly constituted during the financial year 2016-17.
- [ii] The Board of Directors did not have any Independent Directors from 1st April, 2016 till 11th August, 2016. Consequently, (a) Audit Committee, (b) Nomination and Remuneration Committee and (c) CSR Committee were not properly constituted.

Except as stated above we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulations 46 (2) and para C, D and E of schedule V of the Listing Regulations during the year ended March 31, 2017.

We further state that such certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Kolkata,
21st August, 2017

For S. Deepak & Associates
Company Secretaries
CS Deepak Swain
Proprietor
ACS - 25625, C. P. No. 9131



INDEPENDENT AUDITOR'S REPORT

To the Members of Andrew Yule & Company Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Andrew Yule & Company Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the Audit Report.

We conducted our audit in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of

material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Basis for Qualified Opinion

No provision has been made in the financial statements for diminution in the value of non current investments amounting to ₹543.24 lakh (Refer Note 10.08)

Had the observation been considered, Profit for the year before provision of taxes would have been ₹2848.44 lakh as against the reported profit of ₹3391.68 lakh, Reserves and Surplus would have been ₹7735.90 lakh as against the reported Reserves and Surplus of ₹8279.14 lakh and value of Non-Current Investments would have been ₹317.18 lakh as against the reported figure of ₹860.42 lakh.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the matter described in the Basis for Qualified Opinion paragraph, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year then ended.

Other Matters

- [1] Note No.10.03 regarding sanctioned rehabilitation scheme vide Board for Industrial and Financial Reconstruction (BIFR) Order dated October 30, 2007. The rehabilitation schedule of the Company, with cutoff date 31st March, 2006 is in process of implementation.
- [2] Note No.10.09 regarding Balances of Trade Receivables, Deposits and Advances to the parties, Non-Current Assets, Trade Payables, and Other Liabilities which are subject to confirmation. In absence of confirmations from the parties we are unable to verify adequacy of the provisions made for Bad & Doubtful Debts. Necessary adjustment, if required, will be made in the Standalone Financial Statements on receipt of confirmation of the parties.

[Contd.]



- [3] Note No.10.27 regarding Balances of Security Deposits and Earnest Money deposits which are under reconciliation.
- [4] Note No.10.28 regarding Balances of Related Parties which are subject to reconciliation.

Our opinion is not modified in respect of these matters.

Report on Other legal and Regulatory Requirements

- [1] As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act and on the basis of such checks of the books and records of the Company as considered appropriate and as per information and explanations given to us, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
- [2] As required by section 143(3) of the Act, we report that :
- [a] we have sought and obtained, except for the matters described in the Basis for Qualified Opinion paragraph above, the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
- [b] except for the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- [c] the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- [d] except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- [e] the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, has an adverse effect on the profit of the Company;
- [f] on the basis of the written representations received from the directors as on 31st March, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;

[g] with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure-C; and

[h] with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us :

- [i] the Company has disclosed its pending litigations on its financial position in its standalone financial statements. Refer Note No.10.02 to the Standalone Financial Statements.
- [ii] the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses,
- [iii] there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and
- [iv] the Company has provided requisite disclosure in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. However, in the absence of denomination wise records of specified bank notes, we are unable to comment whether these are in accordance with the books of account maintained by the Company.

[3] As required by section 143(5) of the Act the directions and sub-directions issued by the Comptroller & Auditor General of India, we give our comments, action taken and impact on the standalone financial statements in Annexure-B annexed herewith.

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E
(V.K.SINGHI)

Place : Kolkata
Date : 30th May, 2017

Partner
Membership No. 050051



ANNEXURE-A TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph-1 on Other Legal and Regulatory Requirements of our Report of even date to the members of Andrew Yule & Company Limited on the Standalone Financial Statements of the Company for the year ended 31st March, 2017)

- [i] [a] The Company is maintaining proper records showing full particulars including quantitative details and situation of its Fixed Assets.
- [b] As explained to us, Fixed Assets have been physically verified by the management at regular intervals and as informed to us no material discrepancies were noticed on such verification.
- [c] As per records of the Company and according to the information and explanations given to us, the Title Deeds of immovable properties are held in the name of the Company except two properties situated at Kolkata, the title deeds of which have been lost and a General Diary has been lodged by the Company with Burrabazar Police Station on 25th May, 2017.
- [ii] According to the information and explanations given to us, the inventories have been physically verified during the year at reasonable intervals by the management. The discrepancies noticed on verification between the physical inventories and book records were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.
- [iii] [a] According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured, during the year [excluding outstanding unsecured loans to its Wholly owned subsidiary Companies viz, Yule Electrical Limited (₹2.71 lakh), Hooghly Printing Company Limited (₹82.00 lakh) and Yule Engineering Limited (₹12.34 lakh) as on 31.03.2017] to companies, firms, Limited Liability Partnership or other parties covered in theregister maintained under Section 189 of the Act.
- [b] No interest is being charged on the above loan except on loan given to Hoogly Printing Company Limited. Yule Electrical Limited and Yule Engineering Limited do not have any transactions with respect to the above mentioned loans and these Companies were formed as per BIFR Order. There are no schedules as regards to repayments of Principal amount and interest thereon and therefore we are not in a position to make any comments as to whether or not the Company was regular in receipt of principal amount and interest.
- [c] In view of our comments in Para [a] and [b] above, we are not in a position to make any comments as to whether or not there were any overdue amounts and whether any reasonable steps have beentaken by the Company for recovery of the principal amount.
- [iv] According to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act, in respect of loans and investments made and guarantees given by it.
- [v] According to the information and explanations given to us, the Company has not accepted any deposits from the public during the year within the meaning of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under to the extent notified.
- [vi] We have broadly reviewed the cost records maintained by the Company relating to all products of the Company. However we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- [vii] [a] As per records of the Company and according to the information

and explanations given to us, the Company is generally regular in depositing undisputed applicable statutory dues including Provident Fund, Employees’ State Insurance, Excise Duty, Income Tax, Sales Tax, Service Tax, Custom Duty, Value Added Tax, Cess and any other statutory dues to the appropriate authorities and there are no undisputed amount payable in respect of the same which were in arrears as on 31st March, 2017 for a period of more than six months from the date the same became payable.

- [b] According to the information and explanations given to us the Company has not deposited the following dues on account of disputes with the appropriate authority :

Name of Statute	Nature of Dues	Amount [₹ lakh]	Period to which amount relates	Forum where the dispute is pending
Income Tax Act.	Income Tax	8.20	1988-89	C.I.T. (Appeal)(20)
	(Penalty)	4.65	2004-05	C.I.T. (Appeal)(20)
	Income Tax	2206.35	2010-11	ITAT – Cal
		84.23	2012-13	C.I.T. (Appeal)(2)
W.B.Sales Tax and VAT	W.B.Sales Tax & VAT	585.97	1979-80	West Bengal Commercial Tax Appellate & Revisional Board.
			1986-87	
			1988-89	
			2001-02	
			2004-05	
366.79	2005-06	West Bengal Taxation Tribunal.		
	2006-07			
	2007-08			
	2009-10			
	2011-12			
908.04	W.B.Sales Tax & VAT	908.04	1973-74	Appellate Authority, Calcutta High Court
			1987-88	
			1994-95	
			1997-98	
			1999-00	
18.53	W.B.Sales Tax & VAT	18.53	2000-01	Special Commissioner
			2003-04	
49.33	W.B.Sales Tax & VAT	49.33	1985-86	Appellate Authority, SoD
			1987-88	
			1992-93	
			1996-97	
1997-98	W.B.Sales Tax & VAT	1997-98	1999-00	Appellate Authority, SoD
			2000-01	
1984-85	W.B.Sales Tax & VAT	1984-85	2003-04	Appellate Authority, SoD
			2012-13	

[Contd.]



Name of Statute	Nature of Dues	Amount [₹ lakh]	Period to which amount relates	Forum where the dispute is pending
Assam Sales Tax and VAT	Sales Tax and Vat	152.93	1996-97 to 1998-99	Appellate Authority Revenue Board.
Orissa Sales Tax and VAT	Sales Tax	106.24	1999-2000	Appellate Authority Tribunal at High Court Cuttack.
		5.64	2001-02	2nd Appellate Authority Berhampore
Central Excise	Central Excise	331.98	1996-97 1998-99 1992-93 1993-94 1990-91	Appeal at CESTAT.
			2001 to 2003 2009-10	
		52.58	1991-92 1992-93	Appeal at Calcutta High Court
		25.81	1995 to 1997 2012-13 2013-14	Commissioner of Central Excise
Service Tax	Service Tax	13.91	2006-07 2007-08 2009-10 2010-11 2006-07 2007-08	Appeal at CESTAT.

- viii. According to the information and explanations given to us and based on our examination of the books and records of the Company, we report that the Company has not defaulted in repayment of dues to financial institutions and banks. However we cannot comment on the repayment of Sales Tax Loan from Government of West Bengal of ₹748.58 lakh (inclusive of interest ₹367.16 lakh) as the repayment schedule of the same has not been provided for our verification.
- ix. According to the information and explanations given to us and based on our examination of the books and records of the Company, we report that the term loan has been applied for the purpose for which the same was obtained.

- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us and based on our examination of the books and records of the Company, we report that the Company has paid or provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company Accordingly, clause 3 (xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the books and records of the Company, we report that transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the books and records of the Company, we report that the Company has not made any preferential allotment/private placement of shares or fully or partly convertible debentures during the year except shares allotted to the Government of India and Bank of Baroda on Conversion of their loans in the Equity Shares. Accordingly, Clause 3 (xiv) of the Order is not applicable.
- xv. According to the information and explanations given to us and based on our examination of the books and records of the Company, we report that the Company has not entered into any non-cash transactions with directors or persons connected with him during the year. Accordingly, Clause 3 (xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No. 311017E
(V. K. SINGHI)

Place : Kolkata
Date : 30th May, 2017

Partner
Membership No. 050051



Annexure - B to the Independent Auditor's Report

Directions under section 143(5) of the Companies Act, 2013 on the basis of our audit of the Standalone financial statements of Andrew Yule & Company Limited for the financial year 2016-17, we give below our answer to the questions and information asked for in the above mentioned Directions.

Directions		Our Answer
[1]	Whether the company has clear title/lease deeds for freehold and leasehold respectively? If not, please state the area of freehold and leasehold land for which title/lease deeds are not available.	Yes, the Company has clear title/lease deeds except for two properties at Kolkata the title deeds of which have been lost and a General Diary has been lodged by the Company with Burrabazar Police Station on 25th May, 2017 in this respect..
[2]	Please report whether there are any cases of waiver/write off of debts/loan/interest etc. If yes, the reason there for and the amount involved.	No debts/loan/interest have been written off in the year ended 31st March, 2017.
[3]	Whether proper records are maintained for inventories lying with third parties & assets received as gift from Government or other authorities.	On the basis of our examination of inventory records, in our opinion, proper records are maintained for inventories lying with third parties. According to the information and explanations given to us, no assets have been received as gift from Government or other authorities.

Place : Kolkata
Date : 30th May, 2017

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No.311017E
(V. K. SINGHI)
Partner
Membership No.050051



Annexure - C to the Independent Auditor's Report

(Referred to in paragraph-2(g) on Other Legal and Regulatory Requirements of our Report of even date to the members of Andrew Yule and Co. Ltd. on the Standalone Financial Statements of the Company for the year ended 31st March, 2017)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Andrew Yule and Company Ltd ("the Company") as of 31st March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No.3111017E
(V. K. SINGHI)

Place : Kolkata
Date : 30th May, 2017

Partner
Membership No.050051



**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA
UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE
FINANCIAL STATEMENTS OF ANDREW YULE & COMPANY LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2017**

The preparation of financial statements of Andrew Yule & Company Limited for the year ended 31st March, 2017 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the Company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 139(5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 30th May, 2017.

I, on the behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under section 143(6)(a) of the Act of the financial statements of Andrew Yule & Company Limited for the year ended 31st March, 2017. This supplementary audit has been carried out independently without access to the working papers of the statutory auditor and is limited primarily to inquiries of the statutory auditor and company personnel and a selective examination of some of the accounting records. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditors' Report.

Kolkata.
Date : 27th July, 2017.

For and on the behalf of the
Comptroller & Auditor General of India
(Praveer Kumar)
Principal Director of Commercial Audit
& Ex-officio Member, Audit Board-I, Kolkata.

**ANDREW YULE & COMPANY LIMITED****BALANCE SHEET AS AT 31ST MARCH, 2017**

[₹ in lakh]

Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
I. EQUITY AND LIABILITIES			
[1] Shareholders' Funds	2		
[a] Share Capital	2.1	9779.02	6672.77
[b] Reserves and Surplus	2.2	8279.14	13140.37
		18058.16	19813.14
[2] Share Application Money Pending Allotment	3	...	2857.00
[3] Non-Current Liabilities	4		
[a] Long Term Borrowings	4.1	751.84	2001.26
[b] Deferred Tax Liabilities [Refer Note No.10.10(b)]		820.17	286.04
[c] Other Long Term Liabilities	4.2	101.32	98.05
[d] Long Term Provisions	4.3	2632.02	1963.69
		4305.35	4349.04
[4] Current Liabilities	5		
[a] Short Term Borrowings	5.1	2729.64	3976.42
[b] Trade Payables	5.2	9477.83	9514.34
[c] Other Current Liabilities	5.3	5539.95	7276.75
[d] Short Term Provisions	5.4	677.27	943.26
		18424.69	21710.77
TOTAL :		40788.20	48729.95
II. ASSETS			
[1] Non-Current Assets			
[a] Property, Plant & Equipment	6		
[i] Tangible Assets	6	7800.84	18313.61
[ii] Intangible Assets	6	19.68	27.15
[iii] Capital Work-in-Progress	6	1809.44	87.79
		9629.96	18428.55
[b] Non-Current Investments	6.1	860.42	865.27
[c] Long Term Loans and Advances	6.2	1017.54	946.64
[d] Other Non-Current Assets	6.3	1068.44	900.88
		2946.40	2712.79
[2] Current Assets	7		
[a] Current Investments	7.1	0.35	0.35
[b] Inventories	7.2	4669.84	4577.23
[c] Trade Receivables	7.3	9848.73	9696.02
[d] Cash and Cash Equivalents	7.4	8076.43	8184.61
[e] Short Term Loans and Advances	7.5	4862.78	4461.18
[f] Other Current Assets	7.6	753.71	669.22
		28211.84	27588.61
TOTAL :		40,788.20	48,729.95

Significant Accounting policies

1

III THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS**For Andrew Yule & Company Limited****SUCHARITA DAS**
Company Secretary.**SANDIP ROY**
Financial Controller.**R. C. SEN**
Director (Finance).**SUNIL MUNSHI**
Chairman & Managing Director.

As per our Report of even date.

For **V. SINGHI & ASSOCIATES**

Chartered Accountants

Firm Registration No.311017E

(V. K. SINGHI)

Partner.

Membership No.050051

Date : 30th May, 2017.

Place : Kolkata.



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

[₹ in lakh]

Particulars	Note No.	For the year ended 31st March, 2017	For the year ended 31st March, 2016
I. REVENUE	8		
Revenue from Operations	8.1		
Sale of Products		41293.50	36900.89
Less: Trade and Other Discount		111.52	132.21
Less: Excise Duty		2112.61	1597.26
		39069.37	35171.42
Sale of Services		784.75	588.44
		39854.12	35759.86
Other Operational Income		907.36	1040.30
Revenue from Operations		40761.48	36800.16
Other Income	8.2	4173.61	2197.57
Total Revenue [A]		44935.09	38997.73
II. EXPENSES	9		
Cost of Materials Consumed	9.1	15550.95	12826.67
Changes in Inventories of Finished Goods and Work-in-Progress	9.2	128.47	(-) 441.32
Employee Benefits Expense	9.3	16248.08	15529.51
Finance Costs	9.4	862.04	955.83
Depreciation and Amortisation Expenses	9.5	680.68	667.18
Other Expenses	9.6	7784.27	8513.11
Item relating to previous year [Refer Note No.10.17 of Other Notes to Financial Statements]		288.92	19.39
Total Expenses [B]		41543.41	38070.37
Profit before Tax		3391.68	927.36
Tax Expenses :			
Income Tax :			
For current year		43.38	114.87
For earlier years		125.28	...
MAT Credit entitlement		(-) 43.38	...
Wealth Tax for earlier years		(-) 6.30	...
Deferred Tax [Refer Note No.10.10(b)]		534.13	(-) 22.80
Total Tax Expenses		653.11	92.07
Profit for the year		2738.57	835.29
Earnings per share (₹)(Note No.10.15)			
Basic		0.63	0.25
Diluted		0.63	0.18

Significant Accounting policies

1

III. THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

For Andrew Yule & Company Limited

SUCHARITA DAS
Company Secretary.SANDIP ROY
Financial Controller.R. C. SEN
Director (Finance).SUNIL MUNSHI
Chairman & Managing Director.

As per our Report of even date.

For V. SINGHI & ASSOCIATES

Chartered Accountants

Firm Registration No.311017E

(V. K. SINGHI)

Partner.

Membership No.050051

Date : 30th May, 2017.

Place : Kolkata.



STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2017

[₹ in lakh]

	Year ended 31st March, 2017	Year ended 31st March, 2016
[A] CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before Tax and extraordinary items	3391.68	927.36
Adjustments for :		
Depreciation/Impairment of Assets	680.68	667.18
Interest expense	627.40	748.09
(Profit)/Loss on Sale of Fixed Assets	(7.25)	...
(Profit)/Loss on Sale of Investments	(15.45)	(5.86)
Deferred Income on Capital Subsidy	(14.13)	(12.42)
Subsidy Received	5.10	...
Interest Income	(434.48)	(566.85)
Dividend Income	(1267.02)	(922.41)
Provision no longer required written back	(81.04)	(187.89)
Liabilities no longer required written back	(416.16)	(394.49)
Gain on Acquisition of Land by Government	(1838.86)	(76.93)
Excess provision for YASF written back	(50.57)	(94.87)
Bad Debts written off	65.47	...
Fixed Asset written off	...	0.40
Diminution in the value of non trade investments	10.00	...
Provision for Doubtful Debts	88.54	202.45
Provision for Doubtful Loans, Advances and Deposits	29.24	63.38
Provision for Stock/Stores Obsolence	5.09	12.19
	<u>(2613.43)</u>	<u>(568.03)</u>
Operating profit before changes in amount of Current Liabilities and Current Assets	778.24	359.34
Adjustment for		
Trade and other receivables	95.40	810.55
Inventories	(92.61)	(397.66)
Trade and other payables	1505.83	403.98
	<u>1508.61</u>	<u>816.86</u>
Cash Generated from Operations	2286.85	1176.19
Tax paid	(197.19)	(92.50)
NET CASH FROM OPERATING ACTIVITIES (A)	2089.66	1083.70
[B] CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(2228.21)	(611.10)
Sale of Fixed Assets	1852.48	98.75
Purchase of Investments	(1332.75)	(17.49)
Sale Proceeds of Investments	1355.45	11.13
Dividend Received	1261.87	913.25
Interest Received	335.76	495.18
NET CASH FROM INVESTING ACTIVITIES (B)	1244.60	889.73

[Contd.]

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2017 – [Contd.]**

[₹ in lakh]

	Year ended 31st March, 2017	Year ended 31st March, 2016
[C] CASH FLOW FROM FINANCING ACTIVITIES :		
Dividend Paid	...	(333.64)
Dividend Tax Paid	...	(66.71)
Interest Paid	(593.27)	(766.35)
Short Term Borrowings (Repaid)/Taken	(1913.53)	(32.08)
Long Term Borrowings (Repaid)/Taken	(0.92)	(1056.39)
NET CASH USED IN FINANCING ACTIVITIES [C]	(2507.72)	(2255.16)
Net Increase/(Decrease) in Cash and Cash Equivalents [A+B+C]	826.54	(281.73)
CASH AND CASH EQUIVALENTS (Opening Balance)	3141.56	3423.29
CASH AND CASH EQUIVALENTS (Closing Balance)	3968.10	3141.56

Notes:

[1] The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statement notified by the Companies (Accounting Standard) Rules, 2006

[2] Cash and Cash Equivalents include :

Balance with Banks (Refer Note below)
Cheques in Hand
Cash in Hand
Postage and Stamps in hand
Remittance in Transit
Deposit with Bank maturing within 3 months
Margin Money with Bank maturing within 3 months

As at 31st March, 2017	As at 31st March, 2016
1623.71	1271.92
0.53	...
62.08	47.15
...	0.02
...	0.90
1293.60	1655.40
988.18	166.17
3968.10	3141.56

[a] includes ₹16.84 lakhs attached by Provident Fund Authority

[b] includes ₹4.78 lakhs for which confirmations are not available

[3] Previous year's figures have been regrouped/rearranged wherever necessary.

For Andrew Yule & Company Limited

SUCHARITA DAS
Company Secretary.

SANDIP ROY
Financial Controller.

R. C. SEN
Director (Finance).

SUNIL MUNSHI
Chairman & Managing Director.

As per our Report of even date.

For **V. SINGHI & ASSOCIATES**

Chartered Accountants

Firm Registration No.311017E

(**V. K. SINGHI**)

Partner.

Membership No.050051

Date : 30th May, 2017.

Place : Kolkata.



NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

Note 1 – Significant Accounting Policies

The Financial Statements have been prepared under the historical cost convention on accrual basis in compliance with all material aspects of applicable Accounting Standards in India and in accordance with the Company's (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 2013.

1.01 Reserves :

- [a] Central and State Subsidies received by the Company are retained in Special Reserve until the conditions stipulated in the respective schemes are complied with, and the same are credited to the Statement of Profit and Loss or Capital Reserve after the expiry of the specified period depending upon the nature of the subsidy.
- [b] Sales value of fixed assets and investments to the extent it exceeds the original cost of the relevant asset is credited to the Statement of Profit and Loss. Provided, however, loss/diminution in value of assets acquired through amalgamation/merger are adjusted against the Capital Reserve created out of the same.

1.02 Property, Plant and Equipments :

- [a] The Physical verification of fixed assets is carried out in a phased manner so as to cover each item of the fixed assets over a period of 3 years.
- [b] Machinery manufactured by one Unit/Division for use in another Unit/Division are accounted for at Works/Factory cost of the Transferor Unit.
- [c] The gross fixed assets are valued at actual cost and other related expenses incurred to bring them to their present condition. The gross amount of interest on loans utilised for various expansion/diversification schemes is capitalised till the commissioning of the projects. Further, no interest for inter-unit transfer of funds on Capital Account is considered for the above purpose.
- [d] Depreciation is provided on the Assets on Straight Line Method as per Schedule- II of the Companies Act, 2013.
- [e] No amortisation of cost of long-term leasehold land is done. However, fee payable for renewal of lease of land is charged as expenditure in the Statement of Profit and Loss as and when the payment is due.
- [f] Grant/Subsidy in respect of capital expenditure is accounted for as per applicable Accounting Standard and recognised in Statement of Profit and Loss over the period of the useful life of the assets.
- [g] Expenditure incurred/capitalised in respect of projects abandoned/to be abandoned are accounted for in compliance of relevant Accounting Standard.
- [h] The carrying amount of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is recognised in the Statement of Profit and Loss where the carrying amount of an asset exceeds its recoverable amount. The impairment loss recognised in prior

accounting periods is reversed if there has been a change in the estimate of recoverable amount.

- [i] Liquidated damages recovered by the Company for delayed construction and delayed supply of equipment are set-off against the capital expenditure to which it relates.
- [j] The average life of bearer plant has been considered as 70 (seventy) years for Assam and Dooars Gardens and 100 (one hundred) years for Mim Tea Estate situated at Darjeeling. This is in terms of the Assets expected utility to the Company as per para 59 of Accounting Standard-10 regarding useful life of Assets.

1.03 Intangible Assets :

Intangible Assets expected to provide future enduring economic benefits are stated at cost less amortisation. Cost comprises purchase price and directly attributable expenditure on making the assets ready for its intended use.

1.04 Inventories :

- [a] Stocks of stores, spares, raw materials etc., are valued at cost. However, materials and other items held for use in production of inventories are not written down below cost if the finished products in which those will be incorporated are expected to be sold at or above cost. Cost is determined on weighted average cost basis.
- [b] Provisions for slow and non-moving stores lying for more than three years but less than five years are made at 15% of Book Value, for such stores remaining more than 5 years, provision @ 36.25% of Book Value are made. Provision for obsolete stores are made at 100% of Book Value.
- [c] Work-in-Progress is valued at Works Cost. Works cost includes direct materials, labour and manufacturing overhead. All losses on Work-in-progress incurred upto the end of the year and losses estimated for further Works Cost to be incurred on such jobs are taken into account and duly provided for.
While valuing the contract jobs in progress at the close of the year, future estimated losses are considered only in respect of jobs valued at ₹25.00 lakh or more and/or physical progress whereof as per technical estimate, is minimum 50%.
- [d] Royalty liabilities calculated with reference to Sales as per the collaboration agreements are considered as selling expenses and thus, have not been considered for the purpose of valuation of stocks of Work-in-Progress and finished goods.
- [e] Inter-Unit transfers of own manufactured stores, spares, raw materials etc., if lying in stock at the close of the year, are valued at estimated Works/Factory cost of the Transferor Unit.
- [f] Excise Duty, Insurance and Freight Outward in connection with transfer of finished goods from factories to branches have been considered for valuation of branch stock at the close of the year.
- [g] Stocks of finished goods including Finished goods-in-transit are valued at estimated total cost or net realisable value,

[Contd.]



whichever is lower. Estimated total cost covers all costs excluding administration overheads, selling and distribution overheads and interest. However, for Finished Goods-in-Transit, the estimated total cost includes expenses on Freight and Insurance incurred for delivery of such Finished goods.

- [h] Imported materials lying in bonded warehouse and at Port are valued at cost including Customs Duty, Port Charges etc.
- [i] Stock of scrap, is valued on the basis of estimated/actual realised value as the case may be. However tea waste is not valued.
- [j] Export benefits against Advance Licences are considered at the time of actual consumption of the imported materials. Advance Licences in hand at the close of the year are not accounted for.

1.05 Investments :

Non Current Investments are stated at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than of temporary nature in the opinion of the Management.

Current Investments are carried at lower of cost or market fair value.

1.06 Subsidy :

Subsidy related to revenue are recognized in the Statement of Profit and Loss.

1.07 Sales :

- [a] [i] Sales against Ex-Works/FOR Contracts are booked on the basis of deliveries to transport carriers upto 31st March, irrespective of whether the goods have been received by the customers by 31st March or not. Sales in respect of transactions against FOR destination contracts are booked for the goods actually received by customers by 31st March.
- [ii] Despatches against FOR destination contracts not reaching the customers within the close of the year, are shown as Finished goods-in-transit.
- [b] Partial deliveries are accounted for in accordance with the billing schedule as per the terms of Sales Contract.
- [c] Tea sales against contracts are accounted for on the basis of delivery orders and on completion of sale in auction centres in accordance with the norms of tea trade.
- [d] Sales returns, if any, upto the cut-off date i.e. 30th April, are accounted for.
- [e] Except in disputed cases, escalation/de-escalation claim bills are accounted for on the basis of the terms of the relevant contracts.
- [f] Export sales are accounted for with reference to the date of Bill of Lading.
- [g] Freight and other charges recoverable under the terms of the sales contract are included in sales.

1.08 Dividend Receipts :

Dividends declared and received within the close of the accounting year are accounted for in respect of investments held by the Company.

1.09 Other Income :

- [a] [i] Insurance and other claims are accounted for on the basis of amounts admitted;
- [ii] Sales Tax, Excise Duty and Customs Duty refunds are accounted for on the basis of assessment/refund orders received;
- [iii] Central/State Subsidies from Government and Tea Board are accounted for on the receipt of intimation of grant.
- [b] Interest receivable from customers as per stipulation of the Sales Contract on account of late receipt of full/proportionate payments are accounted for to the extent such interest is ascertainable with respect to the payment so far received.
- [c] Export/Deemed Export benefits are accounted for on completion of despatches in terms of the contract.
- [d] Liquidated Damages recovered by the Company for delayed supply of equipment/spares are treated as Other Income.

1.10 Purchases :

- [a] Insurance charges incurred in relation to the incoming goods where materials are directly relatable are accounted for in respect of individual items; otherwise, such insurance premium is charged off to the Statement of Profit and Loss.
- [b] In case of goods purchased from overseas, the shipment is treated as goods-in-transit:
 - [i] in case of both CIF and C&F Contracts, from the date of intimation received from bank;
 - [ii] in case of FOB Contracts, from the date of actual shipment as per Bill of Lading.Customs Duty is charged on the basis of the date of arrival in port.

1.11 Other Revenue Expenses :

- [a] Issue of materials/components as free replacements during the guarantee period, which cannot be provided being unknown, is accounted for on actual despatches. Known free replacements upto the close of the accounting year are provided for.
- [b] The Company provides liability on account of repairs and rectifications for goods already sold to customers on the basis of past three years average expenses on the above head.
- [c] Liabilities in respect of Liquidated Damages are provided if and to the extent, not disputed by the Company. Liquidated Damages disputed by the Company are treated as contingent liability. The amount of liability/contingent liability is estimated on the basis of contracted terms and the facts of each case to the extent of revenue recognised.
- [d] Liability in respect of commission is provided in proportion to sales.
- [e] Interest on delayed payments of Income Tax/Agricultural Income-Tax is accounted for on the basis of assessment orders of the Tax Authorities, if not disputed by the Company or actual payment effected, as the case may be.
- [f] Payment of Technical Know how Fees is accounted for in compliance with the relevant Accounting Standard.

[Contd.]



- [g] Provision for unrealised profit is made in respect of partially completed composite/turnkey contracts on the basis of proportionate direct cost on the revenue recognised.
- [h] Medicine purchase for Tea Estates are all charged out as per consistent practice.
- [i] Guarantee commission is taken in the year of guarantees issued/renewed.

1.12 Taxation :

- [i] Taxation comprises of Income Tax, Agricultural Income Tax (both Assam and West Bengal), Deferred Tax and Wealth Tax. These taxes other than Deferred Taxes are measured as the amount expected to be paid to the Tax Authorities in accordance with the Income Tax Act, 1961, West Bengal Agricultural Income Tax Act, 1944, Assam Agricultural Income Tax Act, 1939 and Wealth Tax Act, 1957 respectively.
- [ii] Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred Tax assets/liabilities is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods in the Statement of Profit and Loss and the cumulative effect thereof is reflected in the Balance Sheet.
- [iii] In respect of proceedings pending before the various Income Tax/Agricultural Income Tax Authorities on account of Appeal/Rectification filed by the Company, adjustments are made on final settlement of such proceedings.

1.13 Contingent Liabilities and Contingent Assets :

Disputed liabilities and claims against the Company including claims by Tax Authorities (for example, Income-tax, Sales tax etc.) pending in appeal, are treated as contingent liabilities. Contingent assets are not accounted for.

Contingent liabilities are considered by using a substantial degree of estimates in compliance with Accounting Standard-29.

1.14 Booking/Writing Back of Liabilities :

- [a] For providing liabilities, cut-off date is 30th April but all known liabilities, if material, are booked as far as practicable (previous year cut-off date 30th April). Impact for this change is negligible.
- [b] Liabilities, which are more than 5 years old and not likely to materialise, are written back except government debts. In case of extraordinary items only, separate disclosure is given in the financial statements.

1.15 Conversion of Foreign Currencies :

- [a] Foreign currency loans to finance fixed assets including technical know-how fees are converted either at the exchange parity rate ruling at the close of the accounting year or at the fixed rate when the exchange is booked in advance, as the case may be. Necessary adjustments with regard to such exchange rate difference are made to secured loans, fixed assets and depreciation.

- [b] In respect of any import of materials both under CIF, FOB and C&F Contracts, purchases are booked at the exchange rates ruling on the date of Bill of Entry. The exchange difference, if any, arising from the difference between the above rate and the rate at which the actual payment is made or at the rate prevailing on 31st March, whichever is earlier, is accounted for in the Statement of Profit and Loss.

- [c] Exports/Overseas Sales are booked at the rates ruling on the date of bill of lading. Exchange difference, if any, relating to such bills arising either on realisation of the proceeds or on conversion thereof at the exchange rate ruling at the close of the year, whichever is earlier, is accounted for in the Statement of Profit and Loss.

- [d] Receivables and Payables in foreign currency are reported in the Balance Sheet at the parity rate ruling at the close of the financial year. The exchange difference arising on the settlement of such receivables/payable or on reporting such receivables/payables at rates different from those at which those are initially recorded during the period or reported in previous Balance Sheet is accounted for in the Statement of Profit and Loss.

- [e] Wherein contract for import or export is covered by forward exchange contract any premium or discount at inception of such contract and any other gain or loss arising out of exchange differences between the forward contract rate and the rate on the day of reporting are treated in compliance with Accounting Standard-11.

1.16 Research and Development Costs :

Expenditure in relation to Research and Development activities are expensed out in the year in which they are incurred.

1.17 Employee Benefits :

- [a] Defined Contribution Schemes (DCS) : The Company's contribution towards Provident Fund and Employees State Insurance paid/payable during the year to the Appropriate Authorities are charged to the Statement of Profit and Loss.

- [b] The Company's liabilities towards Defined Benefit Schemes for Gratuity, Superannuation and Pension, value of Plan Assets of the Trustee managed Funds maintained for meeting such liabilities, contribution to those Funds and benefits paid out of such Funds are ascertained and accounted for on the basis of independent actuarial valuation as per the requirement of Accounting Standard-15 (Revised 2005) on "Employee Benefits".

In respect of a section of employees, the Company's liability towards Defined Benefit for Provident Fund is determined and accounted for on the basis of prescribed contributions to the respective Trustee Managed Funds and shortfall, if any, in plan assets as per Audited Financial Statements of such Fund.

In respect of post retirement Defined Benefit Scheme of Leave Encashment, the Company's liability is determined and accounted for on the basis of independent actuarial valuation as required by Accounting Standard-15 (Revised 2005) though there is no funding for such liability.

- [c] Leave encashment is unfunded but benefits have been determined and accounted for in accordance with Accounting Standard-15 (Revised 2005).



NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

[₹ in lakh]

	As at 31st March, 2017	As at 31st March, 2016
Note 2.1 - Share Capital		
Authorised :		
Equity Shares		
55,00,00,000 (Previous year 55,00,00,000) of ₹2/- each	<u>11000.00</u>	<u>11000.00</u>
Issued, Subscribed and Fully Paid-up :		
Equity Shares		
48,89,50,978 (Previous year 33,36,38,478) of ₹2/- each	<u>9779.02</u>	6672.77
[Out of the above :-		
[a] 6,00,000 shares issued as Bonus Shares by Capitalisation of General Reserve,		
[b] 21,35,344 shares issued pursuant to a contract without payment being received in cash,		
[c] 11,57,600 shares issued to Government of India in the name of President of India pursuant to Transformer & Switchgear Ltd. and Brentford Electric India Ltd. against compensation money paid by them,		
[d] 14,28,50,000 shares of ₹2/- each issued to Government of India in the name of the President of India pursuant to financial restructuring package of BIFR and		
[e] 1,24,62,500 shares of ₹2/- each issued to Bank Of Baroda on Conversion of Working Capital Term Loan as approved by Cabinet Committee of Economic Affairs, Government of India.]		
	<u>9779.02</u>	<u>6672.77</u>

- [a] The shareholders have the right to approve dividend, as proposed by the Board of Directors for any financial year, to be paid to the members according to their rights and interest in the profits. However, no larger dividend shall be declared than is recommended by the Board of Directors.
- [b] In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution of all or any of the assets in specie among the shareholders would be in accordance with their rights.
- [c] The Company has only one Class of Equity Shares having a par value of ₹2/- per share. Each holder of Equity Shares is entitled to one Vote per share.
- [d] **The details of Shareholders holding more than 5% shares as at 31st March set out below :**

Name of the Shareholder	31st March, 2017		31st March, 2016	
	No. of shares	%age	No. of shares	%age
President of India	43,63,74,630	89.25%	29,35,24,630	87.98%

- [e] **The reconciliation of the number of shares outstanding**

	31st March, 2017		31st March, 2016	
	No. of Shares	Value	No. of Shares	Value
Equity Shares at the beginning of the year	33,36,38,478	6672.77	33,36,38,478	6672.77
Add: Issued during the year	15,53,12,500	3106.25	...	...
Equity Shares at the end of the year	<u>48,89,50,978</u>	<u>9779.02</u>	33,36,38,478	6672.77



NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

[₹ in lakh]

	As at 31st March, 2017	As at 31st March, 2016
Note 2.2 - Reserves and Surplus		
Capital Reserve :		
Balance as per last Financial Statement	406.36	406.36
Securities Premium Reserve	2741.75	...
Bond Redemption Reserve :		
Balance as per last Financial Statement	666.67	666.67
Less: Transferred to Surplus	666.67	...
	...	666.67
Revaluation Reserve :		
Balance as per last Financial Statement	10332.52	10332.52
Less: Reversed (Refer Note 10.24)	10332.52	...
	...	10332.52
Other Reserves :		
Special :		
Central/State Subsidy for Capital Assets :		
Balance as per last Financial Statement	2.74	2.74
Tea Board Subsidy for Capital Assets :		
Balance as per last Financial Statement	110.22	122.64
Add: Received during the year	5.10	...
	115.32	122.64
Less: Transfer to Statement of Profit and Loss	14.13	12.42
	101.19	110.22
Surplus		
Balance as per last Financial Statement	1621.86	786.57
Add: Transfer from Bond Redemption Reserve	666.67	...
Add: Profit for the current year as per Statement of Profit and Loss	2738.57	835.29
	5027.10	1621.86
	8279.14	13140.37

	No. of Shares @ ₹2/- per share	As at 31st March, 2017	No. of Shares @ ₹2/- per share	As at 31st March, 2016
Note 3 - Share Application Money Pending Allotment Government of India				
Conversion of GOI Loan into Equity	14,28,50,000	2857.00	14,28,50,000	2857.00
Less: Alloted during the year	14,28,50,000	2857.00	...	...
Total Pending Shares	...	...	14,28,50,000	2857.00



NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

[₹ in lakh]

	As at 31st March, 2017	As at 31st March, 2016
Note 4.1 - Long Term Borrowings		
Secured Loans :		
Bonds :		
9.1% Secured Redeemable Non-Convertible 10 Years Bond	...	666.67
The above Bond is secured by way of charge on Banarhat & Karballa Tea Estates of the Company together with all buildings factories structures, erections, plant & machinery, boilers, fixtures & fittings on the said Tea Estates or which might erected, built, constructed, put up, set up or installed on the same.		
Less: To be Redeemed within one year (Redeemed on 22nd August 2016)	...	666.67
Term Loan from Bank of Baroda	...	1281.88
Secured by Equitable mortgage of properties situated at 8, Rajendra Prasad Sarani, Kolkata-700001 and properties at P. S Behala, Dist.24 Pgs.(S) has been extended by way of pari passu 1st charge in favour of Allahabad Bank for its limit of ₹53.11 crore and in favour of Bank of Baroda for its limit of ₹52.41 crore granted to electrical division, transformer & switch gear unit of the company.		
Other Loans [Refer Note 10.03(a)]	381.42	381.42
(West Bengal Govt. Sales Tax loan secured by a residuary charge ranking next only to the charges in the favour of the Banks on the fixed assets of the Company situated at "Yule House", 8, Rajendra Prasad Sarani, Kolkata-700001)		
Accrued Interest	367.16	333.78
	748.58	715.20
Car Loan from Allahabad Bank	3.26	4.18
(Secured against car purchased there against) [Repayable in 59 Equal maonthly installments of ₹12,350/- each (including interest) ending on 5th September, 2020]		
	<u>751.84</u>	<u>2001.26</u>
Note 4.2 - Other Long Term Liabilities		
Security Deposits from Related Parties [Note No. 10.13(iii)]	28.80	28.80
Others (Security Deposit, Earnest Money Deposit)	72.52	69.25
	<u>101.32</u>	<u>98.05</u>
Note 4.3 - Long Term Provisions		
For Employee Benefits :		
Gratuity	1162.03	545.86
Leave	1167.96	952.16
Medical	216.59	380.23
Pension	3.76	3.76
For Contingencies	76.43	76.43
For Sales Tax (C-Form)	5.25	5.25
	<u>2632.02</u>	<u>1963.69</u>



NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

[₹ in lakh]

	As at 31st March, 2017	As at 31st March, 2016
Note 5.1 - Short Term Borrowings		
Secured :		
From Scheduled Banks :		
Union Bank	63.05	146.36
United Bank of India	263.20	340.88
Allahabad Bank	1609.74	2620.85
(The above loans are secured by whole of the Company's present and future stock of raw materials, Work in Progress, Finished goods and articles, stores, components and spares, other movable properties wherever situated, book debts and all other current assets, claims, rights to movable properties by way of first charge ranking pari-passu inter-se without any preference to one over the other and further secured by hypothecation of the whole of crops, book debts and all other movable assets both present and future and by equitable mortgage of all immovable properties of the designated Tea Estates).		
Bank of Baroda	793.66	868.33
(Secured by Equitable mortgage of properties situated at 8, Rajendra Prasad Sarani, Kolkata-700001 and properties at P.S. Behala, Dist. 24 Pgs.(s) has been extended by way of pari passu 1st charge in favour of Allahabad Bank for its limit of ₹53.11 crore and in favour of Bank of Baroda for its limit of ₹52.41 crore granted to electrical division, transformer & switch gear unit of the Company).		
	<u>2729.64</u>	<u>3976.42</u>
Note 5.2 - Trade Payables		
For Goods and Services :		
To Related Party [Refer Note No.10.13(iii)]	15.67	6.99
To Others [Refer Note No.10.06]	9462.16	9507.35
	<u>9477.83</u>	<u>9514.34</u>
Note 5.3 - Other Current Liabilities		
Current Maturity of Long Term Debt :		
9.1% Secured Non-convertible 10 Years Bond	...	666.67
From Bank of Baroda	...	1709.12
Car Loan from Allahabad Bank	1.11	1.19
	1.11	2376.98
Interest accrued and due on borrowings :		
From Scheduled Banks	243.93	236.70
Others	...	6.48
Advance received from Customers	935.44	767.23
Earnest Money/Security Deposit	70.25	63.30
Payable to Statutory Authorities	915.01	840.26
Others	3374.21	2985.80
	<u>5539.95</u>	<u>7276.75</u>
Note 5.4 - Short Term Provisions		
Others :		
For Stock Obsolescence, Contingencies and Food Stuff	450.46	451.78
For Wealth Tax [Net of Advance Tax ₹12.27 lakh (₹12.27 lakh)]	...	6.30
For Gratuity	...	264.17
For Leave Encashment	159.89	145.23
For Warranty	66.92	75.78
	<u>677.27</u>	<u>943.26</u>



NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

[₹ in lakh]

Note 6 - Property, Plant & Equipments

Description of Assets	GROSS BLOCK						DEPRECIATION						IMPAIRMENT OF ASSETS		NET BLOCK	
	Cost/Book Value as at 1st April, 2016	Add: Adjustments during the year	Less: Adjustments during the year	Additions during the year	Sales during the year	Cost/Book Value as at 31st March, 2017	Upto 31st March, 2016	Add: Adjustments during the year	Less: Adjustments during the year	For the year	Less: On Sales/ Adjustments during the year	Upto 31st March, 2017	Upto 31st March, 2016	During the year	As at 31st March, 2017	As at 31st March, 2016
Tangible Assets																
Land (including cost of development and leasehold land ₹15.10 lakh; 2015-16 ₹15.10 lakh)	175.39	...	...	...	...	175.39	...	...	...	...	...	...	...	...	175.39	175.39
Biological Assets	12480.49	18.92	10631.75	...	3.22	1864.44	263.49	...	264.67	65.16	...	63.98	...	...	1800.46	12217.00
Fencing	...	270.37	...	...	...	270.37	...	264.67	1.77	0.20	...	263.10	...	...	7.27	...
Buildings	4337.07	73.36	9.36	97.57	...	4498.64	1908.43	19.18	...	168.00	...	2095.61	5.78	...	2397.26	2422.86
Roads and Culverts	85.87	...	...	...	...	85.87	66.07	...	...	2.87	...	68.94	...	...	16.93	19.80
Plant and Machinery	6208.39	15.11	267.31	283.14	12.54	6226.79	3910.10	3.46	197.81	254.91	7.28	3963.39	62.97	...	2200.44	2235.31
Drawings, Designs and Tracings etc.	74.99	...	...	...	...	74.99	40.90	...	...	...	...	40.90	34.09	...	...	...
Electrical Installations	1140.28	0.31	4.24	23.67	...	1160.02	751.91	...	3.46	27.86	...	776.31	...	...	383.71	388.37
Water Installations	905.65	...	63.56	26.90	...	868.99	452.03	...	17.50	39.48	...	474.01	...	...	394.98	453.62
Furniture and Fixtures	351.41	12.69	155.18	6.12	...	215.04	291.76	19.69	129.15	2.93	...	185.23	0.01	...	29.80	59.64
Office Equipments	16.40	126.42	...	8.83	...	151.65	15.26	53.81	...	29.89	...	98.96	...	...	52.69	1.14
Computers	...	267.34	...	8.85	...	276.19	0.00	238.84	...	9.52	...	248.36	...	...	27.83	...
Vehicles	974.30	...	...	48.70	16.22	1006.78	633.83	...	...	69.71	10.84	692.70	...	...	314.08	340.47
TOTAL	26750.24	784.52	11131.40	503.78	31.98	16875.16	8333.78	599.65	614.35	670.55	18.12	8971.49	102.85	...	7800.84	18313.61
Previous Year	25826.96	...	...	981.34	58.05	26750.24	7714.82	...	...	654.78	35.83	8333.78	102.85	...	18313.61	...
Intangible Assets																
Computer Software	101.11	1.16	...	2.78	...	105.04	73.96	1.27	...	10.13	...	85.36	...	...	19.68	27.15
Previous Year	92.09	...	...	9.02	...	101.11	61.56	...	...	12.40	...	73.96	...	...	27.15	...
Tangible Assets																
Capital Work-in-Progress	87.79	...	...	2223.87	502.23	1809.44	...	...	...	...	...	...	...	...	1809.44	87.79
Previous Year	467.05	...	...	594.20	973.46	87.79	...	...	...	...	...	...	...	...	87.79	...
TOTAL	26939.14	...	...	2730.43	534.20	18789.64	8407.74	...	...	680.68	18.12	9056.85	102.85	...	9629.96	18428.55
PREVIOUS YEAR'S TOTAL	26386.10	...	...	1584.56	1031.51	26939.14	7776.38	...	...	667.18	35.83	8407.74	102.85	...	18428.55	...

Notes : [1] The Company is not amortising the cost of Leasehold Land over the lease period

[2] Revaluation Reserve of ₹10332.50 lakh created against revaluation of Estate has now been adjusted against creation of Biological Assets in the Current Year, as per Para 91 of the Accounting Standard-10 on property, plant and equipments revised vide Companies (Accounting Standard) Rules, 2016.



NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

[₹ in lakh]

	As at 31st March, 2017			As at 31st March, 2016		
	No. of Shares/Units	Face Value per Share/Unit	Amount	No. of Shares/Units	Face Value per Share/Unit	Amount
Note 6.1 Non-Current Investments (Other than Trade Investments - at Cost)						
1. Equity Shares in Subsidiary Companies - (Fully Paid)						
Unquoted :						
Hooghly Printing Co. Ltd.	10,27,128	10	103.20	10,27,128	10	103.20
Yule Engineering Ltd.-Ordinary Shares [Net of Provision other than temporary dimunition in carrying amount of investment - ₹5.00 lakh (₹ Nil)]	50,000	10	...	50,000	10	5.00
Yule Electrical Ltd. - Ordinary Shares [Net of Provision other than temporary dimunition in carrying amount of investment - ₹5.00 lakh (₹ Nil)]	50,000	10	...	50,000	10	5.00
2. Equity Shares in Associate Companies - (Fully Paid)						
Quoted :						
Tide Water Oil Co. (India) Ltd.	9,13,960	5	158.56	9,13,960	5	158.56
WEBFIL Ltd.	1,45,000	10	14.50	1,45,000	10	14.50
Yule Financing & Leasing Co. Ltd. [Net of Provision other than temporary dimunition in carrying amount of investment - ₹27.88 lakh (₹27.88 lakh)]	3,00,000	10	...	3,00,000	10	...
Unquoted :						
The Bengal Coal Co. Ltd. [Net of Provision other than temporary dimunition in carrying amount of investment - ₹0.51 lakh (₹0.51 lakh)]	10,305	100	...	10,305	100	...
Katras Jherriah Coal Co. Ltd.	60,260	10	6.95	60,260	10	6.95
The New Beerbhoom Coal Co. Ltd.	1,05,355	10	12.27	1,05,355	10	12.27
Preference Shares (Fully Paid) :						
Unquoted :						
6% Cumulative Redeemable Preference Shares-WEBFIL	20,44,000	10	204.40	20,44,000	10	204.40
Bonds (Fully Paid) :						
Unquoted :						
WEBFIL Ltd. Zero Rate Unsecured Redeemable Bond	305	1,00,000	305.00	305	1,00,000	305.00
3. In Other Companies - Non-Trade Investments :						
Equity Shares (Fully Paid) :						
Quoted :						
India Power Corporation Ltd. (erstwhile DPSC Ltd.)	34,500	1	0.01	34,500	1	0.01
Fort Gloster Industries Ltd.	1,040	10	0.12	1,040	10	0.12
Gloster Ltd. [Bonus Shares received during the year 832]	1,664	10	0.01	832	10	0.01
Exide Industries Ltd.	2,12,714	1	4.22	2,12,714	1	4.22
The Gillapukri Tea and Industries Ltd.	26	10	...	26	10	...
Unquoted :						
The Statesman Ltd. [Net of Provision other than temporary dimunition in carrying amount of investment - ₹4.70 lakh (₹4.70 lakh)]	9,966	100	...	9,966	100	...
ABC Tea Workers Welfare Services	750	10	0.08	750	10	0.08
Woodlands Multispeciality Hospital Ltd.	23,200	10	0.66	23,200	10	0.66
Jalpaiguri Club Co. Ltd.	1	1	...	1	1	...
4. Units (Fully Paid) :						
Quoted :						
Unit Trust of India Balanced Fund	2,21,584	10	50.44	2,03,706	10	45.29
			860.42			865.27
						Book Value
			103.20			113.20
			204.40			204.40
			192.28			192.28
			305.00			305.00
			701.68			701.68
			5.10			5.10
			50.44			45.29
			860.42			865.27
SUMMARY						
1. Subsidiary Companies - Equity Shares			103.20			113.20
2. Associate Companies :			204.40			204.40
Preference Shares			192.28			192.28
Equity Shares			305.00			305.00
Bonds			701.68			701.68
3. Other Companies (Non-Trade Investments) :			5.10			5.10
Equity Shares			50.44			45.29
4. Unit Trust of India :			50.44			45.29
Balanced Fund			860.42			865.27
						Book Value
			103.20			113.20
			204.40			204.40
			192.28			192.28
			305.00			305.00
			701.68			701.68
			5.10			5.10
			50.44			45.29
			860.42			865.27
						Market Value
			227.86			222.71
			632.56			642.56
			860.42			865.27
Aggregate Value of Investments :						
Quoted			227.86			222.71
Unquoted			632.56			642.56
			860.42			865.27



NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

[₹ in lakh]

	As at 31st March, 2017	As at 31st March, 2016
Note 6.2 - Long Term Loans and Advances		
Capital Advances - Unsecured Considered good	22.28	22.28
Advance Tax (FBT)	1.09	1.09
Advance Income Tax	911.45	882.92
(Net of Provision ₹1147.65 lakh (Previous Year ₹978.99 lakh))		
Mat Credit Entitlement	43.38	...
Loans and Advance to related parties [Refer Note 10.13(iii)]		
Unsecured Considered good	...	2.49
Doubtful	567.40	567.40
	567.40	569.89
Less: Provision for Doubtful Advance	567.40	567.40
	...	2.49
Other Loans and Advances - Unsecured Considered good	39.34	37.86
	1017.54	946.64
Note 6.3 - Other Non-Current Assets		
Long Term Trade Receivables	576.36	235.95
Security Deposits	164.00	121.03
Interest Accrued on Fixed Deposits maturing after 12 months	...	8.91
Others (Plan Assets for Superannuation Fund)	328.08	534.99
	1068.44	900.88
Note 7.1 - Current Investments		
In National Savings Certificate	0.35	0.35
	0.35	0.35
Note 7.2 - Inventories (As taken valued and certified by the management)		
Raw Materials, Components & Packing Materials (at cost)	1351.83	1019.85
Work in Progress (at lower of cost or net realisable value)	1424.60	1090.27
Finished Goods (at lower of cost or net realisable value)	586.08	1048.88
Stores and Spare Parts (at cost)	1277.33	1385.32
Loose Tools (at cost)	...	9.89
Food Stuff (at cost)	20.35	14.55
Scrap (at net realisable value)	9.65	8.47
	4669.84	4577.23
Note 7.3 - Trade Receivables		
Unsecured:		
Debts outstanding over six months from due date :		
Considered Good	2502.32	2861.29
Considered Doubtful	4422.13	4463.58
	6924.45	7324.87
Less: Provision for Doubtful Debts	4422.13	4463.58
	2502.32	2861.29
Other Debts :		
Outstanding less than six months from due date :		
Considered Good [Includes ₹118.95 lakh (₹115.58 lakh) due from Related Parties Refer Note No.10.13(iii)]	7346.41	6834.73
	9848.73	9696.02



NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

[₹ in lakh]

	As at 31st March, 2017	As at 31st March, 2016
Note 7.4 - Cash and Cash Equivalents		
Balance with Banks [Refer note below]	1623.71	1271.92
Cheques in Hand	0.53	...
Cash in Hand (certified by the management)	62.08	47.15
Postage and Stamps in hand	...	0.02
Remittance in Transit	...	0.90
Deposit with Bank maturing within 3 months	1293.60	1655.40
	2979.92	2975.39
Other Bank Balances :		
Deposit with Bank maturing after 3 months	364.92	57.31
Deposit with Bank maturing after 12 months	...	193.92
Margin Money with Bank maturing after 3 months	3743.41	4791.82
Margin Money with Bank maturing within 3 months	988.18	166.17
	5096.51	5209.22
	8076.43	8184.61
Notes : [a] includes ₹16.84 lakhs attached by Provident Fund Authority. [b] includes ₹4.78 lakhs for which confirmations are not available.		
Note 7.5 - Short Term Loans and Advances		
Loans and Advances :		
Secured Considered good :		
To Staff	1.22	1.73
Related Parties - Unsecured Considered good [Refer Note No. 10.13(iii)]	263.73	306.25
Others - Unsecured Considered good	1.91	3.28
	266.86	311.26
Balance with Government Authorities	1237.14	820.39
Deposits - Unsecured :		
Considered good	534.28	393.57
Considered doubtful	10.31	10.31
	544.59	403.88
Less: Provision for doubtful deposits	10.31	10.31
	534.28	393.57
Other Advance recoverable in cash or in kind or for value to be received :		
Considered good	2824.50	2935.96
Considered doubtful	1446.19	1428.87
	4270.69	4364.83
Less: Provision for doubtful advances	1446.19	1428.87
	2824.50	2935.96
	4862.78	4461.18
Note 7.6 - Other Current Assets		
Deposit with National Bank for Agriculture and Rural Development	559.37	332.51
Interest Accrued :		
On Fixed Deposits	170.38	62.75
On Loans and Advances :		
From Related Party (Considered Doubtful) [Refer Note No. 10.13(iii)]	56.00	56.00
Less: Provision	56.00	56.00

Other Receivables	23.96	273.96
	753.71	669.22



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

[₹ in lakh]

	For the year 31st March, 2017	For the year 31st March, 2016
REVENUE		
Note 8.1 - Revenue from Operations		
Sale of Products	41293.50	36900.89
Related Party ₹115.15 lakh (₹72.24 lakh) [Refer Note 10.13(iii)]		
Less: Trade and Other Discount	111.52	132.21
Less: Excise Duty	2112.61	1597.26
	39069.37	35171.42
Sale of Services	784.75	588.44
Related Party ₹462.54 lakh (₹450.53 lakh) [Refer Note 10.13(iii)]		
Revenue from Operations [A]	39854.12	35759.86
Other Operational Income :		
Liabilities no longer required written back (Refer Note No. 10.25)	352.36	394.49
Provision no longer required written back (Refer Note No. 10.25)	81.04	187.89
Royalty (Refer Note 10.13(iii))	216.12	221.21
Tea Board Subsidy	214.45	175.03
Other Export Incentives and sale thereof	14.05	7.26
Tea Waste Sale	14.49	12.88
Sale of Scrap	14.85	41.54
Other Operational Income [B]	907.36	1040.30
Total [A+B]	40761.48	36800.16
Note 8.2 - Other Income		
Interest Income (Gross) [Tax Deducted at Source ₹32.27 lakh (₹53.98 lakh)]	434.48	566.85
Rent (Gross) [Tax Deducted at Source ₹33.23 lakh (₹30.17 lakh)] [Related Party ₹284.31 lakh (₹254.30 lakh)] [Refer Note 10.13(iii)]	343.89	298.46
Dividend Income :		
From Associate Company [Refer Note 10.13(iii)]	1256.70	913.55
From Others	10.32	8.86
	1267.02	922.41
Profit on Sale of Investments	15.45	5.86
Profit on Sale Fixed Assets	7.25	...
Liabilities no longer required written back	63.80	...
Net Gain on Foreign Currency Transaction	0.52	4.32
Gain on Acquisition of Land by Government	1838.86	76.93
Excess provision for YASF written back	50.57	94.87
Deferred Income on Capital Subsidy	14.13	12.42
Others	137.63	215.45
	4173.61	2197.57
Note 9.1 - Cost of Material Consumed		
Raw Materials, Components, Packing Materials and Loose Tools [Refer Note No.10.18(a)(ii)]	15550.95	12826.67
	15550.95	12826.67



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

[₹ in lakh]

	For the year 31st March, 2017	For the year 31st March, 2016
Note 9.2 - Changes in Inventories of Finished Goods and Work-in-Progress		
Inventories (at close) :		
Finished Goods	586.08	1048.88
Work in Progress	1424.60	1090.27
	2010.68	2139.15
Inventories (at commencement) :		
Finished Goods	1048.88	810.48
Work in Progress	1090.27	887.35
	2139.15	1697.83
	128.47	(-) 441.32
Note 9.3 - Employee Benefits Expense		
Salaries and Wages	12671.53	12874.66
Contribution to Provident and Other Funds	2245.71	1663.13
Staff Welfare Expenses	1363.99	1333.69
	16281.23	15871.48
Less: Incurred on Capital Jobs, Repair Jobs etc.	33.15	341.97
	16248.08	15529.51
Note 9.4 - Finance Costs		
Interest Expenses		
To Banks (Refer Note below)	515.52	532.45
To Government Departments	33.37	33.70
To Bondholders	23.77	78.12
To Others	54.74	103.82
	627.40	748.09
Other Borrowing Costs	234.64	207.74
	862.04	955.83
Note :	Includes Interest of ₹201.78 lakh debited on account of Working Capital Term Loan of Bank of Baroda, out of which ₹105.86 lakh relates to earlier years.	
Note 9.5 - Depreciation and Amortisation Expenses		
Depreciation on Tangible Assets	670.55	654.78
Amortisation of Intangible Assets	10.13	12.40
	680.68	667.18
	680.68	667.18



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

[₹ in lakh]

	For the year 31st March, 2017	For the year 31st March, 2016
Note 9.6 - Other Expenses		
Consumption of Stores and Spare parts [Refer Note No.10.18(a)(ii)]	227.18	315.05
Power and Fuel	2512.82	2687.90
Tea Cultivation and Manufacturing Expenses	419.61	799.35
Rent (Net)	78.44	75.36
Repairs and Maintenance :		
Buildings	201.30	371.58
Plant and Machinery	266.92	378.84
Others	62.45	78.77
	530.67	829.19
Travelling Expenses and Upkeep of Vehicles	544.07	756.00
Research and Development Expenses	43.23	48.71
Insurance	72.53	65.89
Rates and Taxes	20.87	28.05
Excise Duty	8.53	(-) 3.75
Cess on Tea	58.97	57.58
Green Leaf Cess	104.71	100.15
Broker's Commission	258.19	264.85
Selling Expenses :		
Selling Agent's Commission	14.36	52.76
Delivery and Freight	824.98	620.89
Others	573.53	529.51
	1412.87	1203.16
Liquidated Damages and Penalty etc.	173.91	81.98
Rectification/Replacement	57.02	58.53
Bad Debt written off	65.47	...
Fixed Assets written off	...	0.40
Excess Plan Assets for Superannuation Fund written off	7.47	...
Provision for :		
Doubtful Debts	88.54	202.45
Doubtful Loans, Advances and Deposits	29.24	63.38
Diminution in the value of Investment	10.00	...
Stock/Stores Obsolescence	5.09	12.19
	132.87	278.02
Auditor's Remuneration :		
As Auditor	3.25	2.25
For Tax Audit	0.50	...
For Other Services	1.20	0.45
For Reimbursement Expenses	0.03	...
	4.98	2.70
Corporate Social Responsibility Expenses	27.95	19.02
Miscellaneous Expenses	1021.90	844.97
	<u>7784.27</u>	<u>8513.11</u>



OTHER NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

[₹ in lakh]

Note 10

10.01 Estimated amount of contracts remaining to be executed on Capital Account ₹277.61 lakh (Net of advance) (₹9.78 lakh).

10.02 Contingent liabilities not provided for in respect of :

- [a] Claims against the Company not acknowledged as debts ₹599.55 lakh (₹203.18 lakh).
- [b] Guarantees and Indemnities given by banks to various customers and Authorities in connection with Company's operations amounting to ₹2705.08 lakh (₹3295.50 lakh).
- [c] Guarantees given to Banks on behalf of other Group and/or Subsidiary Companies :
 - [i] *India Paper Pulp Co. Ltd. – ₹265.00 lakh (₹265.00 lakh).
 - [ii] Hooghly Printing Co. Ltd. – ₹976.00 lakh (₹334.70 lakh).

* In respect of item Nos.(i) above, although the notice of invocation of guarantees has been received but neither any payment nor any provision has been made as the matter is sub-judice.
- [d] Disputed Sales Tax aggregating to ₹2193.47 lakh (₹2244.11 lakh). The demand under the WBST, CST, AGST and OST Acts are according to the opinion of the Company, erroneously raised for which appeals have been preferred at higher Forums of Sales Tax Authority.
- [e] Aggregate Income Tax demands including penalty amounting to ₹2303.43 lakh (₹485.04 lakh) excluding interest not admitted, against which appeals have been preferred by the Company.
- [f] Disputed Excise/Customs Duty/Service Tax claims ₹424.28 lakh (₹429.27 lakh) excluding interest against which appeal have been preferred by the Company.
- [g] Unexpired Letter of Credit opened by the Company's Bankers – ₹3256.38 lakh (₹2307.40 lakh).

10.03 Sanctioned Rehabilitation Scheme approved by Board for Industrial and Financial Reconstruction (BIFR) vide Order dated 30th October, 2007 with the cut-off date of 31st March, 2006 is under implementation and the Company has come out from BIFR as per Order of BIFR dated 8th July, 2015.

Pursuant to Sanctioned Rehabilitation Scheme (hereinafter SRS) of BIFR stated above, the necessary effects have been given in the Financial Statement as under :-

- [a] West Bengal Sales Tax Loan amounting to ₹250.00 lakh was granted by Government of India in 1999 repayment of which was to commence from 1st April, 2001 and was payable in 5 equal annual installments. BIFR vide its Order dated 30th October, 2007 recorded the issue of the said outstanding loan and prescribed that the accrued interest as on cut-off date amounting to ₹131.42 lakh, on the above principal amount of ₹250.00 lakh will be added to the latter and will be converted into an additional soft loan and prescribed a fresh repayment schedule, wherein the said Sales Tax Loan aggregating to ₹381.42 lakh (₹381.42 lakh) was to be repaid over 8 (eight) years in 16 (sixteen) semi-annual instalments with a moratorium of three years, subject to rephasing by the Government of West Bengal. However, no rephasing of loan has been done by the Government of West Bengal as yet.

10.04 [a] Employee Benefits :

The Company's contribution to Defined Contribution Plans aggregated to ₹1338.57 lakh (₹1267.59 lakh) for the year ended 31st March, 2017 has been recognised under the line item Contribution to Provident and Other Funds included in Note No.9.3 above.

	2016-17	2015-16
Contribution to Provident Fund	1337.52	1265.64
Contribution to Employees State Insurance Fund	1.05	1.95



OTHER NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

[b] The details of amount recognised in the financial statements in respect of the following Defined Employee Benefit Schemes are disclosed in the table below :

Employee Benefits	2016-17			2015-16			2014-15		
	Gratuity	Leave encashment	Superannuation	Gratuity	Leave encashment	Superannuation	Gratuity	Leave encashment	Superannuation
Defined benefit plans/Long term compensated absences. As per actuarial valuation as on 31st March, 2017.									
[I] Change in present value of Defined Benefit Obligations during the year ended 31st March.									
[1] Present value of DBO at beginning of the year	5380.20	1097.39	323.49	4924.20	1213.62	293.64	4535.69	1027.21	406.69
[2] Current Service cost	311.78	215.06	...	264.17	179.27	...	232.71	51.60	38.89
[3] Interest cost	403.91	75.79	19.64	371.84	85.29	23.00	415.92	94.19	37.29
[4] Curtailment cost/(Credit)	...	...	...	...	...	...	...	...	...
[5] Settlement cost/(Credit)	...	...	...	...	...	...	...	...	...
[6] Plan amendments	...	...	...	...	...	...	...	...	...
[7] Acquisitions	...	...	...	...	...	...	...	...	...
[8] Actuarial (Gains)/Losses	504.84	198.60	(24.58)	360.72	(88.35)	18.35	89.33	204.87	(68.73)
[9] Benefits paid	(443.47)	(258.99)	145.36	540.73	292.43	11.50	(349.45)	(164.25)	(120.50)
[10] Present Value of DBO at the end of the year	6157.26	1327.85	173.19	5380.20	1097.39	323.49	4924.20	1213.62	293.64
[II] Change in Fair value of Assets during the year ended 31st March.									
[1] Plan assets at beginning of the year	4570.17	...	851.00	4402.89	...	726.28	4273.99	...	772.25
[2] Actuarial Gain/(Loss)	34.92	...	(5.53)	45.04	...	78.65	(35.60)	...	3.71
[3] Expected return on plan assets	359.06	...	51.16	342.97	...	57.57	391.92	...	70.82
[4] Actual Company contribution	474.55	258.99	(250.00)	320.00	292.43	...	122.03	164.25	...
[5] Benefits paid	(443.47)	(258.99)	(145.36)	540.73	(292.43)	11.50	(349.45)	(164.25)	(120.50)
[6] Plan assets at the end of the year	4995.23	...	501.27	4570.17	...	851.00	4402.89	...	726.28
[III] Net Assets/(Liability) recognised in Balance Sheet as at 31st March.									
[1] Present value of Defined Benefit Obligation	6157.26	1327.85	(173.19)	5380.20	1097.39	(323.49)	4924.20	1213.61	(293.64)
[2] Fair value of plan assets	4995.23	...	501.27	4570.17	...	851.00	4402.89	...	726.28
[3] Funded status (Surplus/(Deficit))	(1162.03)	(1327.85)	328.08	(810.03)	(1097.39)	527.51*	(521.31)	(1213.61)	432.64
[4] Unrecognised past service cost	...	...	...	...	...	...	...	...	...
[5] Net assets/(liability) recognised in Balance Sheet	(1162.03)	(1327.85)	328.08	(810.03)	(1097.39)	527.51	(521.31)	(1213.61)	432.64
[IV] Components of employer Expenses recognised in the Statement of Profit & Loss for the year ended 31st March.									
[1] Current Service Cost	311.78	215.06	...	264.17	179.27	...	232.71	51.60	38.89
[2] Interest Cost	403.91	75.79	19.64	371.84	85.29	23.00	415.92	94.19	(33.52)
[3] Expected return on plan assets	359.06	...	(51.16)	342.97	...	57.57	...	...	...
[4] Curtailment cost/(credit)	...	...	...	...	...	...	...	...	...
[5] Settlement cost/(credit)	...	...	...	...	...	...	...	...	...
[6] Past Service Cost	...	...	...	...	...	...	...	...	...
[7] Actuarial Losses/(Gains)	469.92	198.60	(19.05)	315.68	(88.35)	(60.30)	124.93	204.87	(72.45)
[8] Total expenses recognised in the Statement of Profit & Loss during the year under the head Salaries & Wages	826.55	489.45	(50.57)	608.72	176.21	(94.87)	381.64	350.66	(67.08)
[V] Actuarial Assumptions									
[1] Discount Rate	7.00	7.00	7.00	7.83%	7.83%	7.83%	7.99%	7.99%	7.99%
[2] Expected return on plan assets	7.83	NA	7.83	7.99%	NA	7.99%	7.99%	NA	7.99%
[3] Salary escalation	4.00	4.00	4.00	4.00%	4.00%	4.00%	3.00%	3.00%	3.00%
[4] Expected Average remaining working lives of employees (years)	17.88	17.87	2.52	18.05	18.05	1.67	15.00	15.00	2.56
[5] Method of valuation	Projected Unit Credit (PUC) Actuarial Method			Projected Unit Credit (PUC) Actuarial Method			Projected Unit Credit (PUC) Actuarial Method		

(*) Difference of ₹7.47 lakh in Plan Assets for Superannuation Fund as per actuarial valuation and as shown under Note No.6.3 in previous year has been written off during the year.

[Contd.]



OTHER NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

10.05 The medical benefits for the employees for domiciliary treatment is for a block of three years and shall lapse yearly thereafter if the concerned employee does not avail it. The liability towards such unavailed quantum of medical benefits has been determined on actual basis instead of actuarial valuation method since the eligible amount will remain fixed during the next block. The total amount of liability as on 31st March, 2017 is ₹216.59 lakh (₹380.23 lakh) has been taken into account.

10.06 Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006

Sl.No.	Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006	2016-17	2015-16
[I]	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year		
	[i] Principal Amount unpaid	31.96	42.27
	[ii] Interest Due	...	...
[II]	The amount of interest paid by the buyer in terms of Section 16, of the Micro Small and Medium Enterprise Development Act, 2006 alongwith the amounts of the payment made to the supplier beyond the appointed day during the year.		
	[i] Payment made beyond the Appointed Date	...	...
	[ii] Interest paid beyond the Appointed Date	...	...
[III]	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	...	...
[IV]	The amount of interest accrued and remaining unpaid at the end of the year	...	...
[V]	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006	...	...

The above disclosures are furnished by the Company based on information available with the Company in respect of the Registration status of its vendors/suppliers.

10.07 Liability for Liquidated damages amounting to ₹2695.62 lakh (₹2521.71 lakh) has been set off against Trade Receivables.

10.08 The Company has made investments of ₹543.24 lakh (₹543.24 lakh) in the following companies which have diminution in its value which is not of permanent nature and against which no provision has been made and the same has been considered recoverable in future by the management.

In Equity Shares	WEBFIL Limited	₹14.50 lakh
	Fort Gloster Industries Limited	₹0.12 lakh
	Katras Jherriah Coal Company Limited	₹6.95 lakh
	New Beerbhoom Coal Company Limited	₹12.27 lakh
In 6% Cumulative Redeemable Preference Shares of WEBFIL Limited		₹204.40 lakh
In Zero Rate Unsecured Redeemable Bond of WEBFIL Limited		₹305.00 lakh

10.09 Balances of Trade Receivables, Deposits and Advances to the parties, Trade Payables, dues to and from Govt. Undertakings and stock with third parties are subject to confirmation.

10.10 The major component of the respective balances of Deferred Tax Assets and Liabilities are disclosed in the Financial Statement. Details of Deferred Tax Liability as on 31st March, 2017 are given below :-

[a] Timing difference :

	31st March, 2017	31st March, 2016
[i] Depreciation as per Tax Laws	562.48	601.28
[ii] Depreciation as per Books	680.68	667.18
[iii] Difference	(-) 118.20	(-) 65.90
[iv] New cultivation expense kept under Capital Work-in-Progress	1661.57	...
Deferred Tax liability including Education Cess	534.13	(-) 22.80
Adjustment/Credit related to previous years	...	...
Total	534.13	(-) 22.80

[b] Major components of Deferred Tax Liabilities and Deferred Tax Assets pursuant to Accounting Standard (AS-22) "Accounting for Taxes on Income".

Particulars	Deferred tax liabilities/(assets) As at 31.03.2016	Charge/(credit) to Statement of Profit & Loss	Charge/(Credit) to Retained Earnings	Deferred Tax liabilities/(assets) As at 31.03.2017
Deferred Tax Liability :				
Difference between book and tax depreciation	286.04	(-) 40.91	...	245.12
New cultivation expense	...	575.04	...	575.04
Total	286.04	534.13	...	820.17
Previous year	308.84	(-) 22.80	...	286.04

[Contd.]



OTHER NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

[c] In computing deferred tax liability of the Company for the financial year 2016-17, business loss, as well as disallowances u/s.43B as per Income Tax Act, 1961 has not been considered as deferred tax assets.

10.11 Segment Reporting :

The Company's segment information as at and for the year ended 31st March, 2017 are as below :-

Business Segment	Electrical	Tea	Engineering	Segment Total	Elimination	Total
*1. Segment Revenue						
– External sales	15688.11 [11596.83]	20578.39 [21226.21]	2802.86 [2348.34]	39069.36 [35317.72]		
– Inter Segment sales	4.19 [2.63]	2.64 [2.69]	15.03 [19.57]	21.86 [24.89]		
– Total Revenue from product sale	15692.30 [11599.49]	20581.03 [21228.90]	2817.89 [2367.91]	39091.22 [35196.30]	21.86 [24.89]	39069.37 [35171.42]
– Total Revenue from sale of service	51.33 [69.85]	...	270.88 [68.06]	322.21 [137.91]	[...] [...]	322.21 [137.91]
– Total Revenue	15743.63 [11669.34]	20581.03 [21228.90]	3088.77 [2435.97]	39413.43 [35334.21]	21.86 [24.89]	39391.58 [35309.33]
*2. Segment Results	179.36 [(-) 257.49]	3134.09 [1297.93]	(-) 382.65 [(-) 303.92]	2930.80 [736.52]		2930.80 [736.52]
– Unallocated Corporate expenses net of unallocated income						89.66 [323.19]
– Operating Profit						2841.14 [413.93]
– Interest expenses						862.04 [955.83]
– Interest/Dividend Income						1701.50 [1489.25]
– Profit Before Tax and Items relating to previous year						3680.60 [946.75]
– Items relating to previous year						288.92 [19.39]
– Profit from ordinary activities						3391.68 [927.36]
– Net Profit						3391.68 [927.36]
3. Segment Assets	15335.52 [14526.56]	15270.44 [24481.62]	5829.32 [5053.10]	36435.28 [44061.28]		36435.28 [44061.28]
– Unallocated Corporate Assets						4352.92 [4668.66]
– Total Assets						40788.20 [48729.94]
4. Segment Liabilities	11593.14 [15422.95]	5479.79 [5656.33]	4259.78 [3683.28]	21332.71 [24762.56]		21332.71 [24762.56]
– Unallocated Corporate Liabilities						19455.49 [23967.38]
– Total Liabilities						40788.20 [48729.94]
5. Others						
– Capital Expenditure	62.42 [376.36]	2618.23 [571.74]	61.96 [27.43]	2742.61 [975.53]		
– Depreciation	78.48 [108.65]	559.03 [516.72]	31.24 [32.58]	668.75 [657.95]		
– Non-Cash expenses other than depreciation	105.85 [251.54]	7.32 [5.91]	7.14 [11.79]	120.31 [269.24]		
[*] From Sale of Products.						

[Contd.]



OTHER NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

Notes: [1] The business segments comprise of the following major product groups :-

Engineering	⇒ Industrial Fans.
	⇒ Air Pollution and Water Pollution Control Equipments.
	⇒ Turn-key projects involving the above products.
Electrical	⇒ HT and LT Switchgears.
	⇒ Transformers
	⇒ Relay and Contactors
	⇒ Turn-key projects on power distribution.
Tea	⇒ Tea growing and manufacturing.

[2] The information relating to erstwhile Belting Division has been considered as part of the corporate information for the purpose of the above reporting as the related business has been discontinued earlier.

[3] Information relating to “Project” has been reported after being clubbed with Engineering Division.

[4] Figures in bracket are pertaining to previous year.

10.12 Particulars relating to discontinued operations.

[a] Description of discontinued operations

Business Segments	Discontinued Operations
[i] Engineering Division	⇒ Air Handling Unit (AHU)
	⇒ Core Lamination Project (CLP)
	⇒ Project
[ii] Electrical Division	⇒ Port Engineering Works (PEW)
	⇒ Turnkey
	⇒ Agency

[b] Carrying amount of Fixed Assets, Current Assets and Current Liabilities in respect of discontinued operations included in the total Assets and Liabilities as shown in the Balance Sheet as on 31st March, 2017.

Sl.No.	Discontinued operations	Fixed Assets	Current Assets	Current Liabilities and Provisions
01	Project	0.09	40.00	35.32
	Total	0.09	40.00	35.32

[c] Revenue, Expenses and Pre-Tax, Profit/Loss and Cash Flow in respect of discontinued operations : Nil

10.13 Related party disclosure :

[i] Names of Related Parties with whom Company had transactions during the year :

Subsidiary Companies	⇒ Hooghly Printing Co. Ltd.
	⇒ Yule Electrical Ltd.
	⇒ Yule Engineering Ltd.
Associate Companies	⇒ Tide Water Oil Co. (I) Ltd.
	⇒ The Bengal Coal Co. Ltd.
	⇒ The New Beerbhoom Coal Co. Ltd.
	⇒ Katras Jherriah Coal Co. Ltd.
	⇒ Yule Agro Industries Ltd.
	⇒ WEBFIL Ltd.
	⇒ Yule Financing and Leasing Co. Ltd.

[ii] Key Management Personnel :

[a] Mr. Sunil Munshi	⇒ Chairman & Managing Director
[b] Mr. R. C. Sen	⇒ Whole Time Director
[c] Mr. Debasis Jana	⇒ Whole Time Director
[d] Ms. Sucharita Das	⇒ Company Secretary [w.e.f. 12th August, 2016]
[e] Mr. Ayan Dutta	⇒ Company Secretary [till 10th August, 2016]



OTHER NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

[iii] Disclosure of transactions between the Company and Associates and Subsidiaries and the status of outstanding balance as on 31st March, 2017.

Particulars	Associates		Subsidiaries	
	2016-17	2015-16	2016-17	2015-16
Purchase of Goods	13.40	18.76	15.84	13.61
Tide Water Oil Co. (I) Ltd.	13.40	18.76	...	...
Hooghly Printing Co. Ltd.	...	...	15.84	13.61
Sale of Goods	115.15	71.94	0.32	0.30
Yule Financing & Leasing Co. Ltd.	...	0.02	...	...
Tide Water Oil Co. (I) Ltd.	114.37	71.16	...	...
WEBFIL Ltd.	0.78	0.76	...	...
Hooghly Printing Co. Ltd.	...	...	0.32	0.30
Sale of Services	432.54	420.53	30.00	30.00
Tide Water Oil Co. (I) Ltd.	390.00	378.00	...	...
WEBFIL Ltd.	20.43	20.42	...	...
The Bengal Coal Co. Ltd.	12.69	12.69	...	...
The New Beerbhoom Coal Co. Ltd.	3.51	3.51	...	...
Katras Jherriah Coal Co. Ltd.	5.91	5.91	...	...
Hooghly Printing Co. Ltd.	...	...	30.00	30.00
Dividend Income	1256.70	913.55	...	...
Tide Water Oil Co. (I) Ltd.	1256.70	913.55	...	...
Interest Expenses	3.45	3.45	...	...
The Bengal Coal Co. Ltd.	3.45	3.45	...	...
Rent and Hire Charges Received	284.31	254.30	...	...
Tide Water Oil Co. (I) Ltd.	267.85	237.84	...	...
WEBFIL Ltd.	15.57	15.57	...	...
The Bengal Coal Co. Ltd.	0.69	0.69	...	...
The New Beerbhoom Coal Co. Ltd.	0.14	0.14	...	...
Katras Jherriah Coal Co. Ltd.	0.06	0.06	...	...
Royalty Received	216.12	221.21	...	...
Tide Water Oil Co. (I) Ltd.	216.12	221.21	...	...
Advance Given during the year	...	...	0.96	...
Yule Engineering Ltd.	...	...	0.50	...
Yule Electrical Ltd.	...	...	0.46	...
Advance paid during the year	...	2.03	...	0.26
Yule Financing & Leasing Co. Ltd.	...	2.03	...	...
Yule Engineering Ltd.	...	...	...	0.08
Yule Electrical Ltd.	...	...	...	0.18
Refund of Loans and Advance/Amount Received	966.68	1012.43	35.86	88.78
Tide Water Oil Co. (I) Ltd.	911.81	939.27	...	...
WEBFIL Ltd.	50.53	28.78	...	...
Coal Companies	4.24	42.47	...	...
Hooghly Printing Co. Ltd.	...	...	35.86	88.78
Yule Financing & Leasing Co. Ltd.	0.10	1.91	...	...
As at 31st March :				
Trade Receivable	53.22	45.91	65.73	69.67
Tide Water Oil Co. (I) Ltd.	52.44	45.29	...	...
Yule Financing & Leasing Co. Ltd.	...	0.03	...	...
WEBFIL Ltd.	0.78	0.59	...	...
Hooghly Printing Co. Ltd.	...	...	65.73	69.67
Trade Payable	5.05	0.90	10.62	6.09
Tide Water Oil Co. (I) Ltd.	5.05	0.90	...	...
Hooghly Printing Co. Ltd.	...	...	10.62	6.09



OTHER NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

Long Term Loans and Advances	567.40	569.89	...	...
Tide Water Oil Co. (I) Ltd.	...	2.49	...	...
Yule Financing & Leasing Co. Ltd.	447.00	447.00	...	...
Yule Agro Industries Ltd.	120.40	120.40	...	...
Hooghly Printing Co. Ltd.	...	...	...	...
Yule Engineering Ltd.	...	...	...	...
Short Term Loans and Advances	103.16	140.32	160.57	165.93
Yule Financing & Leasing Co. Ltd.	18.07	18.17	...	...
Tide Water Oil Co. (I) Ltd.	6.51	44.35	...	...
WEBFIL Ltd.	27.51	42.04	...	...
Coal Companies	51.07	35.76	...	...
Hooghly Printing Co. Ltd.	...	...	147.73	153.59
Yule Engineering Ltd.	...	...	12.84	12.34
Other Current Assets	56.00	56.00	...	...
Yule Financing & Leasing Co. Ltd.	56.00	56.00	...	...
Other Loans and Advances	...	...	3.17	2.71
Yule Electrical Ltd.	...	...	3.17	2.71
Other Long Term Liabilities (Security Deposit)	28.80	28.80	...	...
The Bengal Coal Co. Ltd.	28.80	28.80	...	...
Corporate Guarantee Given	...	...	976.00	334.70
Hooghly Printing Co. Ltd.	...	...	976.00	334.70

10.14 Disclosure of transactions between the Company and Key Management Personnel.

Key Management Personnel		2016-17	2015-16
[a] Remuneration to Directors			
Mr. Kallol Datta		...	55.88
Mr. S. Swaminathan		...	23.26
Mr. Sunil Munshi		24.23	22.49
Mr. R. C. Sen		20.95	20.66
Mr. Debasis Jana		22.29	13.94
Total		67.47	136.23
[b] Remuneration to Company Secretary			
Ms. Sucharita Das		7.25	...
Mr. Debabrata Bandyopadhyay		...	15.48
Mr. Ayan Dutta		2.06	3.40
Total		9.31	18.88
[c] Salary Advance to Director			
Mr. Sunil Munshi		1.00	...

10.15 Earning per share :

		For the year ended 31st March, 2017	For the year ended 31st March, 2016
[a] Number of Equity Share :-			
At the beginning of the year		33,36,38,478	33,36,38,478
At the end of the year		48,89,50,978	33,36,38,478
Weighted average number of Equity Shares outstanding during the year (for basic)		43,38,10,054	33,36,38,478
Weighted average number of Equity Shares outstanding during the year (for diluted)		43,38,10,054	47,64,88,478
Face value of each Equity Share		₹2.00	₹2.00
[b] Profit after Tax after extra ordinary income available for Equity Shareholders		2738.52	835.29
[c] Earnings per Share :-			
[i] Basic		₹0.63	₹0.25
[ii] Diluted		₹0.63	₹0.18

10.16 Revenue expenditure on Research and Development represent ₹26,91,264/- (₹18,75,152/-) for subscription to Tea Research Association and ₹16,31,971/- (₹19,60,698/-) for development of a new type of Industrial Fan. Moreover, ₹Nil (₹18,75,152/-) has been incurred for Development of Electrical Transformer.



OTHER NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

10.17 Details of Expenses under Item relating to previous year are as under :-

Particulars	2016-17	2015-16
Provision for Gratuity	250.00	...
Arrear Salary of Executive/Asstt./Staff	1.28	...
Repair to Plant and Machinery	1.85	7.87
Land Rent	0.69	...
Subscription	0.36	...
Freight	8.09	...
Miscellaneous Expenses	18.22	11.52
Others	8.43	...
Total	288.92	19.39

10.18 [a] Particulars of Sales and Raw Materials consumed

[i] Sales :	Class of Goods	2016-17	2015-16
	Black and Packet Tea	20581.03	21226.21
	Transformers	14027.88	9821.85
	Industrial Fans	1430.52	1298.47
	LT and HT Switchgears	411.34	191.66
	Spares	1160.36	1067.55
	Sale of Service	784.75	588.44
	Others	1453.15	1115.15
	Total [sale of products net of excise duty]	39854.12	35759.86
[ii] Raw Materials and Stores consumed :	Steel	1175.00	776.36
	Copper	1650.62	1359.88
	Green Leaf	1235.23	1275.36
	Parts of Distribution Transformer	4324.28	3145.85
	Oil, Chemical etc.	624.86	503.00
	Others	6768.14	6081.27
	Total	15778.13	13141.72

[b] Value of Imported and Indigenous Raw Materials, Components, Stores and Spare parts consumed.

	Raw Materials and Components				Stores and Spare Parts			
	2016-17	%	2015-16	%	2016-17	%	2015-16	%
Imported	54.27	0.35	10.16	0.08	...	...	...	...
Indigenous	15496.68	99.65	12816.51	99.92	227.18	100.00	315.05	100.00
Total	15550.95	100.00	12826.67	100.00	227.18	100.00	315.05	100.00

[c] Value of Imports on C.I.F. basis (excluding canalised imports) :

	2016-17	2015-16
Raw materials and Components	48.88	10.16
Total	48.88	10.16

[d] Earnings in Foreign Exchange :

	2016-17	2015-16
Export on F.O.B. basis	183.36	449.42

[e] Expenditure in Foreign Currencies (on Accrual basis) :

	2016-17	2015-16
Others (Foreign Tour Expenses)	9.01	9.35

10.19 There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

10.20 Pending transfer of Assets and Liabilities of Engineering and Electrical Divisions to two 100% subsidiaries incorporated in the name of Yule Engineering Ltd. and Yule Electrical Ltd. as per Sanctioned Rehabilitation Scheme (SRS) all transactions for the year ended 31st March, 2017 relating to aforesaid Divisions entered into by the Company in the name of Andrew Yule & Company Limited (AYCL) have been accounted for in the Books of Account.

10.21 Other receivables includes ₹23.96 lakh paid as Electricity Duty which is considered receivable vide Circular Number 233-IR/O/IM-4/2003 dated 25th February, 2014 issued by Government of West Bengal under "West Bengal Industrial Renewal Scheme, 2001" stating that the amount paid as Electricity Duty under the provisions of the Bengal Electricity Rules, 1935 shall be waived for a period of 5 (five) years with effect from 31st March, 2006.

**OTHER NOTES TO FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017 – [Contd.]**

[₹ in lakh]

Note 10 – [Contd.]

- 10.22 The Company has decided to increase the moratorium period in respect of 6% Cumulative Redeemable Preference Shares-WEBFIL of ₹204.40 lakh and Zero Rate Unsecured Redeemable Bond of ₹305.00 lakh of WEBFIL Ltd. for a period of 7 (Seven) years commenced from 1st April, 2014 and 20th December, 2014 respectively.
- 10.23 The Employees Provident Fund Organisation has raised a demand vide Order Number RRC-II/21(88)05/WB amounting to ₹566.37 lakh against which an amount of ₹83.58 lakh has been paid under protest and ₹16.84 lakh has been attached by Provident Fund Authority from Bank Account maintained with State Bank of India, Kalyani Branch. The Hon'ble BIFR vide MA No.126 of 2014 has passed an Order dated 23rd June, 2015 to waive off the said demand. Our application to EPFO in this regard is still pending.
- 10.24 Revaluation Reserve of ₹10332.50 lakh created against revaluation of Estate has now been adjusted against creation of Biological Assets in the Current Year, as per Para 91 of the Accounting Standard-10 on property, plant and equipments revised vide Companies (Accounting Standard) Rules, 2016.
- 10.25 During the year Company has written off old unlinked balances and receivables amounting to ₹72.94 lakh and written back unlinked liabilities, provisions and payables amounting to ₹497.20 lakh in the Statement of Profit and Loss. Provisions and Liabilities no longer required written back which had been provided earlier against operational expenses is now treated as operational income in the current year.
- 10.26 Disclosure of the details of Specified Bank Notes (SNB) held and transacted during the period from 8th November, 2016 to 30th December, 2016 is as follows.

Particulars	SBN	Other Denomination Notes	Total
Closing Cash in Hand as on 08.11.2016	25.46	31.45	56.91
Add: Permitted Receipts	* 6.40	1131.57	1137.97
Less: Permitted payment	6.87	863.23	870.10
Less: Amount deposited in Bank	24.99	0.49	25.48
Closing Cash in Hand as on 30.12.2016	...	299.30	299.30

[*] Represents amount received from employees/workers towards refund of advance given earlier.

- 10.27 Certain old balances of Security Deposits and Earnest Money Deposits are under reconciliation, adjustment if any necessary will be made in the Books of Account as and when the balances are reconciled.
- 10.28 Balances of Related Parties are subject to reconciliation.
- 10.29 The Board has proposed Dividend @ 5% amounting to ₹488.95 lakh (Dividend Distribution Tax thereon ₹95.10 lakh payable thereon), at its meeting held on 30th May, 2017, subject to approval of members in the forthcoming Annual General Meeting.
- 10.30 [a] Figures in brackets are of previous year.
[b] Previous year's figures have been re-arranged and/or re-grouped wherever necessary.
[c] The figures in these accounts have been rounded off to nearest lakhs of rupees and, as such, the balances in certain heads of account amounting to ₹500 or less, although maintained in the Books of Account of the Company, do not appear in these financial statements.

For Andrew Yule & Company Limited**SUCHARITA DAS**
Company Secretary.**SANDIP ROY**
Financial Controller.**R. C. SEN**
Director (Finance).**SUNIL MUNSHI**
Chairman & Managing Director.

As per our Report of even date.

For **V. SINGHI & ASSOCIATES**

Chartered Accountants

Firm Registration No.311017E

(V. K. SINGHI)

Partner.

Membership No.050051

Date : 30th May, 2017.

Place : Kolkata.

CONSOLIDATED ACCOUNTS



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ANDREW YULE & COMPANY LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of Andrew Yule & Company Limited (hereinafter referred to as "the Holding Company") and its Subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its Associate companies, comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is responsible for ensuring accuracy of records including financial information considered necessary for the preparation of the Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group and its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate entities respectively and for preventing and detecting frauds and other irregularities, the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and Rules made thereunder including the accounting standards and matters which are required to be included in the Audit Report.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial

statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph(a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified opinion on the consolidated financial statements.

Basis for Qualified Opinion

- [I] No provision has been made in the consolidated financial statements for diminution in the value of non-current investments amounting to ₹543.24 lakh [Refer Note No.10.10].
- [II] In the financial statements of Hoogly Printing Company Limited:
 - [a] The difference in value as per books of account and audited financial statements as on 31st March, 2016 in respect of Plant & Machinery for ₹0.10 lakh being short as per books of account and in respect of Furniture for ₹0.07 lakh being excess as per books of account have been adjusted during the year crediting the Statement of Profit and Loss for the year by ₹0.03 lakh (net). We are unable to comment on the reason for such opening difference and the basis of adjustment.
- [III] In the financial statements of The New Beerbhoom Coal Company Limited:
 - [a] No provision has been made in the financial statements for diminution in the value of long term Investments in Yule Financing and Leasing Company Limited, Yule Agro Industries Limited & WEBFIL Limited amounting to ₹8.67 lakh. The Group share in the consolidated financial statements is ₹2.86 lakh. [Refer Note No. 10.11(ii)].
 - [b] No provision has been made against non recoverability of the principal on maturity amounting to ₹4.50 lakh due from a body corporate. The Group share in the consolidated financial statements is ₹1.48 lakh. [Refer Note No.10.11(iv)].
- [IV] In the financial statements of Katras Jherriah Coal Company Limited:
 - [a] Only those claims in relation to coking/non-coking coal mines have been admitted by the respective commissioners of payments or are subject to appeal filed by the claimants and still pending with the Appellate Courts have been included in Other Long Term Liabilities amounting to ₹28.61 lakh. Accordingly, the extent of adjustments as may be required in respect

[Contd.]



- of claims under appeals still pending with the Appellate Court is not ascertainable. [Refer Note 10.15 (a)].
- [b] From the available records and information it has not been possible to ascertain the extent to which amount receivable ₹1.79 lakh may eventually be realized. The Group share in the consolidated financial statements is ₹0.57 lakh. [Refer Note No.10.11(v)].
- [c] No provision has been made against diminution in the value of investments in Yule Agro Industries Limited and The New Beerbhoom Coal Company Limited amounting to ₹4.73 lakh. The Group share in the consolidated financial statements is ₹1.50 lakh. [Refer Note No. 10.11(iii)].
- [d] No provision has been made against non recoverability of the principal on maturity amounting to ₹2.00 lakh due from a body corporate. The Group share in the consolidated financial statements is ₹0.63 lakh. [Refer Note 10.11(vi)].
- [V] The financial statements of Yule Electrical Limited and Yule Engineering Limited indicate that the companies are not going concern as defined in Accounting Standard 1 on Disclosure of Accounting Policies issued by the Institute of Chartered Accountants of India since there are no operating activities in the current year as well as in recent past.
- Had the observations made above were considered, Profit for the year after provision of taxes would have been ₹3410.13 lakh as against the reported figure of ₹3960.44 lakh, Reserves and Surplus would have been ₹22831.42 lakh as against the reported figure of ₹23381.73 lakh and value of Non-Current Investments would have been ₹15035.30 lakh as against the reported figure of ₹15582.90 lakh.
- Qualified Opinion**
- In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required, except for the effects of the matters described in the Basis for Qualified Opinion paragraph above, give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group and its Associates as at 31st March, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.
- Other Matters**
- [a] We did not audit the financial statements/financial information of three subsidiaries namely Hoogly Printing Company Limited, Yule Engineering Limited and Yule Electrical Limited, whose financial statements/financial information reflect Total Assets of ₹2241.17 lakh as at 31st March, 2017, Total Revenues of ₹1718.37 lakh and Net Cash Flows amounting to ₹8.30 lakh for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements/financial information also include the group share of net loss of ₹1.09 lakh, for the year ended 31st March, 2017 as considered in the consolidated financial statements in respect of two associate companies namely The New Beerbhoom Company Limited and Katras Jheriah Coal Company Limited whose financial statements have been audited by other auditors whose reports have been furnished to us by the Management
- and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of the other auditors.
- [b] We did not audit the financial statements/financial information of one associate company namely Tide Water Oil (India) Limited. The consolidated financial statements/financial information also include the group share of net profit of ₹1231.68 lakh, for the year ended 31st March, 2017 as considered in the consolidated financial statements in respect of the said associate company whose financial statement for the year ended 31st March, 2017 has been prepared as per the Indian Accounting Standards (Ind AS) notified under Section 133 of the Act, and audited by other auditor whose report alongwith profit after tax calculated as per the Generally Accepted Accounting Policies in India, the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) read with Rule 7 of the Companies (Accounts) Rule, 2014 and other relevant provisions of the Act have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate company, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid associate company, is based solely on the report of the other auditor and the profit after tax as certified by the management.
- [c] The subsidiary company Hoogly Printing Company Limited has changed the method of depreciation from Written Down Value to Straight Line due to which an amount of ₹100.33 lakh has been credited to the Consolidated Statement of Profit and Loss for the year under the head Other Income. The retrospective change in the method of depreciation is a deviation from Para 63 of the Accounting Standard 10 on Property, Plant and Equipment revised vide Companies (Accounting Standard) Amendment Rules, 2016. Consequent to the change in the method of depreciation from Written Down Value to Straight Line, the depreciation for the year ended 31st March, 2017 is higher by ₹3.21 lakh and the profit before tax is lower by the same amount. [Refer Note 10.11(i)].
- [d] Note No.10.05 regarding sanctioned rehabilitation scheme vide Board for Industrial and Financial Reconstruction (BIFR) Order dated October 30, 2007. The rehabilitation schedule of the Company, with cut off date 31st March, 2006 is in process of implementation.
- [e] Note No.10.12 regarding Balances of Trade Receivables, Deposits and Advances to the parties and Non-Current Assets, Trade Payables, Other Liabilities and dues to and from Government Undertakings and stock with third parties are subject to confirmation. In absence of confirmations from the parties we are unable to verify adequacy of the provision made for Bad & Doubtful Debts. Necessary adjustments, if required, will be made in the Consolidated Financial Statements on receipt of confirmation from the parties
- [f] Note No.10.32 regarding Balances of Security Deposits and Earnest Money deposits which are under reconciliation and subject to confirmation.
- [g] Note No.10.33 regarding Balances of Related Parties which are subject to reconciliation.

[Contd.]



Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

[1] As required by section 143(3) of the Act, we report, to the extent applicable, that :

- [a] we have sought and obtained, except for the matters described in the Basis for Qualified Opinion paragraph, all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit of the aforesaid consolidated financial statements,
- [b] except for the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law maintained by the Holding Company, its Subsidiaries included in the Group and Associate Companies incorporated in India including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors,
- [c] the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, its Subsidiaries included in the group and Associate Companies incorporated in India including relevant records relating to the preparation of the consolidated financial statements,
- [d] except for the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- [e] the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, has an adverse effect on the profit of the Company.
- [f] on the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 and taken on record by the Board of Directors of the Holding Company and the Reports of the Statutory Auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;

[g] with respect to the adequacy of the internal financial controls over financial reporting of the Holding Company its subsidiary companies and associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure-A", and

[h] with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :

- [i] the consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group and its associates in Note 10.04 to the consolidated financial statements;
- [ii] the Group and its associates did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
- [iii] there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and associate Companies incorporated in India.
- [iv] in the consolidated financial statements, holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 by the Holding Company, its subsidiary Companies and associate Companies incorporated in India has been requisitely disclosed, on the basis of information available with the Company. However, in the absence of denomination wise records of specified bank notes, we are unable to comment whether the same are in accordance with the books of account maintained by the Holding Company, its subsidiary Companies and associate Companies incorporated in India.

[2] As required by section 143(5) of the Act the directions and sub-directions issued by the Comptroller & Auditor General of India we give our comments, action taken and impact on the consolidated financial statements in "Annexure-B" annexed herewith.

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No.311017E
(V. K. SINGHI)

Place : Kolkata.
Date : 30th May, 2017

Partner.
Membership No.050051



ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph-1(g) on Other Legal and Regulatory Requirements of our Report of even date to the members of Andrew Yule & Company Limited on the Consolidated Financial Statements for the year ended 31st March, 2017]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended 31st March 2017, we have audited the internal financial controls over financial reporting of Andrew Yule & Company Limited (hereinafter referred to as "the Holding Company"), its subsidiary companies and its associate companies, which are companies incorporated in India as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies and associate companies, which are companies incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes

in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies and its associate companies which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI, except for one subsidiary company namely Hoogly Printing Company Limited whose auditor have given an Adverse Opinion on the system of internal financial controls over financial reporting and two associate companies namely The New Beerbhoom Company Limited and Katras Jheriah Coal Company Limited whose respective auditors have given a Disclaimer of Opinion on the system of internal financial controls over financial reporting hence in respect of the above subsidiary company and associate companies, we are unable to comment on the adequacy of the internal financial controls over financial reporting.

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to two subsidiary companies and one associate company which are companies incorporated in India, is based on the corresponding reports of the Auditors of such companies. Our Opinion is not qualified in respect of this matter.

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No.311017E
(V. K. SINGHI)

Partner.

Place : Kolkata.
Date : 30th May, 2017

Membership No.050051



ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT

Directions under section 143(5) of the Companies Act, 2013 on the basis of our audit of the Consolidated financial statements of Andrew Yule & Company Limited for the financial year 2016-17, we give below our answer to the questions and information asked for in the above mentioned Directions.

Directions	Our Answer
[1] Whether the company has clear title/lease deeds for freehold and leasehold respectively? If not, please state the area of freehold and leasehold land for which title/lease deeds are not available.	[a] The Holding company has clear title/lease deeds except for two properties owned at Kolkata the title deeds of which have been lost and a General Diary has been lodged by the Company with Burrabazar Police Station on 25th May, 2017 in this respect. [b] As reported by the Auditor of a subsidiary company Hooghly Printing Company Limited, the title deeds of immovable properties including leasehold land are in its name except in case of Building 2nd Class, having gross block ₹0.79 lakh and net block Nil.
[2] Please report whether there are any cases of waiver/write off of debts/loan/interest etc. If yes, the reason there for and the amount involved.	No debts/loan/interest have been written off in the year ended on 31st March,2017.
[3] Whether proper records are maintained for inventories lying with third parties & assets received as gift from Government or other authorities.	On the basis of our examination of inventory records, in our opinion, proper records are maintained for inventories lying with third parties. According to the information and explanations given to us, no assets have been received as gift from Government or other authorities.

For V. SINGHI & ASSOCIATES

Chartered Accountants

Firm Registration No.311017E

(V. K. SINGHI)

Partner.

Membership No.050051

Place : Kolkata.

Date : 30th May, 2017



**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF
INDIA UNDER SECTION 143(6)(b) READ WITH SECTION 129(4) OF
THE COMPANIES ACT, 2013 ON THE CONSOLIDATED FINANCIAL
STATEMENTS OF ANDREW YULE & COMPANY LIMITED, KOLKATA
FOR THE YEAR ENDED 31ST MARCH, 2017**

The preparation of consolidated financial statements of Andrew Yule & Company Limited for the year ended 31st March, 2017 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the Company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 139(5) read with section 129(4) of the Act is responsible for expressing opinion on the financial statements under section 143 read with section 129(4) of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 30th May, 2017.

I, on the behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under section 143(6)(a) read with section 129(4) of the Act of the consolidated financial statements of Andrew Yule & Company Limited for the year ended 31st March, 2017. We conducted a supplementary audit of the financial statements of Andrew Yule & Company Limited and its subsidiary companies, viz. Hooghly Printing Company Limited, Yule Electrical Limited and Yule Engineering Limited for the year ended on that date. Further, section 139(5) and 143(6)(a) of the Act are not applicable to its associate companies Tide Water Oil Company (India) Limited, The New Beerbhoom Coal Company Limited and Katras Jherriah Coal Company Limited being private entities for appointment of their Statutory Auditor nor for conduct of supplementary audit. Accordingly, C&AG has neither appointed the Statutory Auditors nor conducted the supplementary audit of these companies. This supplementary audit has been carried out independently without access to the working papers of the statutory auditor and is limited primarily to inquiries of the statutory auditor and company personnel and a selective examination of some of the accounting records.

On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditors' Report.

Kolkata.
Date : 4th August, 2017.

For and on the behalf of the
Comptroller & Auditor General of India
(Praveer Kumar)
Principal Director of Commercial Audit
& Ex-officio Member, Audit Board-I, Kolkata

**ANDREW YULE & COMPANY LIMITED****CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017**

[₹ in lakh]

<u>Particulars</u>	<u>Note No.</u>	<u>As at 31st March, 2017</u>	<u>As at 31st March, 2016</u>
I. EQUITY AND LIABILITIES			
[1] Shareholders' Funds	2		
[a] Share Capital	2.1	9779.02	6672.77
[b] Reserves and Surplus	2.2	23381.73	27018.95
		33160.75	33691.72
[2] Share Application Money Pending Allotment	3	...	2857.00
[3] Non-Current Liabilities	4		
[a] Long Term Borrowings	4.1	751.84	2007.29
[b] Deferred Tax Liabilities [Refer Note No.10.13(c)]		838.58	286.04
[c] Other Long Term Liabilities	4.2	101.32	98.38
[d] Long Term Provisions	4.3	2652.31	1988.29
		4344.05	4380.00
[4] Current Liabilities	5		
[a] Short Term Borrowings	5.1	3267.53	4436.28
[b] Trade Payables	5.2	10086.34	10043.05
[c] Other Current Liabilities	5.3	6006.67	7750.84
[d] Short Term Provisions	5.4	701.13	943.26
		20061.67	23173.43
TOTAL :		57566.47	64102.15
II. ASSETS			
[1] Non-Current Assets			
[a] Goodwill on consolidation		0.49	0.49
[b] Property, Plant & Equipment	6		
[i] Tangible Assets	6	8116.67	18554.32
[ii] Intangible Assets	6	20.87	27.35
[iii] Capital Work-in-Progress	6	1814.26	92.14
		9951.79	18673.81
[c] Non-Current Investments	6.1	15582.90	14345.03
[d] Long Term Loans and Advances	6.2	1321.83	1273.75
[e] Other Non-Current Assets	6.3	1084.05	911.16
		17988.78	16529.94
[2] Current Assets	7		
[a] Current Investments	7.1	0.35	0.35
[b] Inventories	7.2	4792.19	4708.44
[c] Trade Receivables	7.3	11186.56	10898.06
[d] Cash and Cash Equivalents	7.4	8121.75	8221.63
[e] Short Term Loans and Advances	7.5	4770.81	4374.82
[f] Other Current Assets	7.6	753.75	694.61
		29625.41	28897.91
TOTAL :		57566.47	64102.15
Significant Accounting policies	1		
III THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS			

For Andrew Yule & Company Limited

SUCHARITA DAS
Company Secretary.SANDIP ROY
Financial Controller.R. C. SEN
Director (Finance).SUNIL MUNSHI
Chairman & Managing Director.

As per our Report of even date.

For **V. SINGHI & ASSOCIATES**

Chartered Accountants

Firm Registration No.311017E

(V. K. SINGHI)

Partner.

Membership No.050051

Date : 30th May, 2017.

Place : Kolkata.



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

[₹ in lakh]

Particulars	Note No.	For the year ended 31st March, 2017	For the year ended 31st March, 2016
I. REVENUE	8		
Revenue from Operations	8.1		
Sale of Products		42884.21	38592.64
Less: Trade and Other Discount		111.52	132.21
Less: Excise Duty		2112.61	1597.26
		40660.08	36863.17
Sale of Services		754.75	558.44
		41414.83	37421.61
Other Operational Income		914.54	1044.00
Revenue from Operations		42329.37	38465.61
Other Income	8.2	4277.92	2227.40
Total Revenue [A]		46607.29	40693.01
II. EXPENSES	9		
Cost of Materials Consumed	9.1	16327.51	13466.52
Changes in Inventories of Finished Goods and Work-in-Progress	9.2	146.24	(-) 427.57
Employee Benefits Expense	9.3	16565.37	15820.90
Finance Costs	9.4	942.12	991.93
Depreciation and Amortisation Expenses	9.5	706.31	693.56
Other Expenses	9.6	8204.37	9122.40
Item relating to previous year [Refer Note No.10.22]		306.10	19.53
Total Expenses [B]		43198.02	39687.27
Profit before Tax and Exceptional Items [A-B]		3409.27	1005.74
Exceptional & Extraordinary Items		...	49.24
Profit before Tax		3409.27	956.50
Tax Expenses			
Income Tax :			
For current year		49.00	136.31
For earlier years		127.56	...
MAT Credit entitlement		(-) 43.38	...
Wealth Tax for earlier years		(-) 6.30	...
Deferred Tax [Refer Note No.10.13(c)]		552.54	(-) 27.56
Total Tax Expenses		679.42	108.75
Profit for the year		2729.85	847.75
Add: Group Share of profit from Associates		1230.59	1267.40
Profit for the year		3960.44	2115.15
Earnings per share (₹) [Note No.10.20]			
Basic		0.91	0.63
Diluted		0.91	0.44
Significant Accounting policies	1		
III. THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS			

For Andrew Yule & Company Limited

SUCHARITA DAS
Company Secretary.SANDIP ROY
Financial Controller.R. C. SEN
Director (Finance).SUNIL MUNSHI
Chairman & Managing Director.

As per our Report of even date.

For V. SINGHI & ASSOCIATES

Chartered Accountants

Firm Registration No.311017E

(V. K. SINGHI)

Partner.

Membership No.050051

Date : 30th May, 2017.

Place : Kolkata.



CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2017

[₹ in lakh]

	Year ended 31st March, 2017	Year ended 31st March, 2016
[A] CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before Tax and extraordinary items	3409.27	1005.74
Adjustments for :		
Depreciation/Impairment of Assets	706.31	693.56
Interest expense	707.48	784.19
Profit on sale of Fixed Assets	(7.50)	...
(Profit)/Loss on Sale of Investments	(15.45)	(5.86)
Subsidy Credited to Profit and Loss Account	(14.13)	(12.42)
Subsidy Received	5.10	...
Interest Income	(437.12)	(569.82)
Dividend Income	(1267.02)	(922.41)
Provision no longer required written back	(81.04)	(188.33)
Liabilities no longer required written back	(416.16)	(397.75)
Gain on Acquisition of Land by Government	(1838.86)	(76.93)
Excess provision for YASF written back	(50.57)	(94.87)
Adjustment of Depreciation	(100.33)	
Bad Debts written off	65.47	...
Fixed Asset written off	...	0.40
Diminution in the value of non trade investments	10.00	...
Provision for Doubtful Debts	97.35	204.77
Provision for Doubtful Loans, Advances and Deposits	31.61	68.49
Provision for Stock/Stores Obsolence	5.09	12.19
	<u>(2599.76)</u>	<u>(504.79)</u>
Operating profit before changes in amount of Current Liabilities and Current Assets	809.51	500.95
Adjustment for :		
Trade and other receivables	(48.70)	241.57
Inventories	(83.75)	(425.66)
Trade and other payables	1604.24	801.64
	<u>1471.78</u>	<u>617.55</u>
Cash Generated from Operations	2281.29	1118.50
Tax paid	(168.15)	(130.76)
Cash Flow before extra ordinary items	2113.14	987.74
Extra ordinary and exceptional items	...	49.24
NET CASH FROM OPERATING ACTIVITIES [A]	2113.14	938.50
[B] CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(2231.86)	(611.42)
Sale of Fixed Assets	1861.75	98.76
Purchase of Investments	(1340.00)	(17.49)
Sale Proceeds of Investments	1355.45	11.13
Dividend Received	1261.87	913.25
Interest Received	328.75	497.76
NET CASH FROM INVESTING ACTIVITIES [B]	1245.96	892.00



CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

	Year ended 31st March, 2017	Year ended 31st March, 2016
[C] CASH FLOW FROM FINANCING ACTIVITIES :		
Dividend Paid	...	(333.64)
Dividend Tax Paid	...	(66.71)
Interest Paid	(666.26)	(801.87)
Short Term Borrowings (Repaid)/Taken	(1865.36)	168.64
Long Term Borrowings (Repaid)/Taken	(0.92)	(1080.27)
NET CASH USED IN FINANCING ACTIVITIES [C]	(2532.54)	(2113.84)
Net Increase/(Decrease) in Cash and Cash Equivalents [A+B+C]	826.56	(283.34)
Cash and Cash Equivalents (Opening Balance)	3153.04	3436.38
Cash and Cash Equivalents (Closing Balance)	3979.58	3153.04

Notes: [1] The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statement notified by the Companies (Accounting Standard) Rules, 2006

	As at 31st March, 2017	As at 31st March, 2016
[2] Cash and Cash Equivalents include:		
Balance with Banks (Refer Note below)	1635.17	1283.38
Cheques in Hand	0.53	...
Cash in Hand	62.11	47.17
Postage and Stamps in hand	...	0.02
Remittance in Transit	...	0.90
Deposit with Bank maturing within 3 months	1293.60	1655.40
Margin Money with Bank maturing within 3 months	988.18	166.17
	3979.59	3153.05

[a] includes ₹16.84 lakhs attached by Provident Fund Authority.

[b] includes ₹4.78 lakhs for which confirmations are not available.

[3] Previous year's figures have been regrouped/rearranged wherever necessary.

This is the Cash Flow Statement referred to in our Report of even date.

For Andrew Yule & Company Limited

SUCHARITA DAS
Company Secretary.

SANDIP ROY
Financial Controller.

R. C. SEN
Director (Finance).

SUNIL MUNSHI
Chairman & Managing Director.

As per our Report of even date.

For V. SINGHI & ASSOCIATES

Chartered Accountants

Firm Registration No.311017E

(V. K. SINGHI)

Partner.

Membership No.050051

Date : 30th May, 2017.

Place : Kolkata.



Note – 1 Statement of Significant Accounting Policies forming part of the Consolidated Financial Statements for the year ended 31st March, 2017.

The Financial Statements have been prepared under the historical cost convention on accrual basis in compliance with all material aspects of applicable Accounting Standards in India and in accordance with the Company's (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 2013.

1.01 Reserves :

- [a] Central and State Subsidies received by the Company are retained in Special Reserve until the conditions stipulated in the respective schemes are complied with, and the same are credited to the Statement of Profit and Loss or Capital Reserve after the expiry of the specified period depending upon the nature of the subsidy.
- [b] Sales value of fixed assets and investments to the extent it exceeds the original cost of the relevant asset is credited to the Statement of Profit and Loss. Provided, however, loss/diminution in value of assets acquired through amalgamation/merger are adjusted against the Capital Reserve created out of the same.

1.02 Property, Plant and Equipments :

- [a] The Physical verification of fixed assets is carried out in a phased manner so as to cover each item of the fixed assets over a period of 3 years.
- [b] Machinery manufactured by one Unit/Division for use in another Unit/Division are accounted for at Works/Factory cost of the Transferor Unit.
- [c] The gross fixed assets are valued at actual cost and other related expenses incurred to bring them to their present condition. The gross amount of interest on loans utilised for various expansion/diversification schemes is capitalised till the commissioning of the projects. Further, no interest for inter-unit transfer of funds on Capital Account is considered for the above purpose.
- [d] Depreciation is provided on the Assets on Straight Line Method as per Schedule-II of the Companies Act, 2013. In case of a Subsidiary Company, Hooghly Printing Company Limited, the method of depreciation has been changed from Written Down Value to Straight Line Method in the current financial year.
- [e] No amortisation of cost of long-term leasehold land is done. However, fee payable for renewal of lease of land is charged as expenditure in the Statement of Profit and Loss as and when the payment is due.
- [f] Grant/Subsidy in respect of capital expenditure is accounted for as per applicable Accounting Standard and recognised in Statement of Profit and Loss over the period of the useful life of the assets.
- [g] Expenditure incurred/capitalised in respect of projects abandoned/to be abandoned are accounted for in compliance of relevant Accounting Standard.
- [h] The carrying amount of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment

loss is recognised in the Statement of Profit and Loss where the carrying amount of an asset exceeds its recoverable amount. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

- [i] Liquidated damages recovered by the Company for delayed construction and delayed supply of equipment are set-off against the capital expenditure to which it relates.
- [j] The average life of bearer plant has been considered as 70 (seventy) years for Assam and Dooars Gardens and 100 (one hundred) years for Mim Tea Estate situated at Darjeeling. This is in terms of the Assets expected utility to the Company as per para 59 of Accounting Standard-10 regarding useful life of Assets.

1.03 Intangible Assets :

Intangible Assets expected to provide future enduring economic benefits are stated at cost less amortisation. Cost comprises purchase price and directly attributable expenditure on making the assets ready for its intended use.

1.04 Inventories :

- [a] Stocks of stores, spares, raw materials etc., are valued at cost. However, materials and other items held for use in production of inventories are not written down below cost if the finished products in which those will be incorporated are expected to be sold at or above cost. Cost is determined on weighted average cost basis.
- [b] Provisions for slow and non-moving stores lying for more than three years but less than five years are made at 15% of Book Value, for such stores remaining more than 5 years, provision @ 36.25% of Book Value are made. Provision for obsolete stores are made at 100% of Book Value.
- [c] Work-in-Progress is valued at Works Cost. Works cost includes direct materials, labour and manufacturing overhead. All losses on Work-in-progress incurred upto the end of the year and losses estimated for further Works Cost to be incurred on such jobs are taken into account and duly provided for.

While valuing the contract jobs in progress at the close of the year, future estimated losses are considered only in respect of jobs valued at ₹25.00 lakh or more and/or physical progress whereof as per technical estimate, is minimum 50%.
- [d] Royalty liabilities calculated with reference to Sales as per the collaboration agreements are considered as selling expenses and thus, have not been considered for the purpose of valuation of stocks of Work-in-Progress and finished goods.
- [e] Inter-Unit transfers of own manufactured stores, spares, raw materials etc., if lying in stock at the close of the year, are valued at estimated Works/Factory cost of the Transferor Unit.
- [f] Excise Duty, Insurance and Freight Outward in connection with transfer of finished goods from factories to branches have been considered for valuation of branch stock at the close of the year.

[Contd.]



- [g] Stocks of finished goods including Finished goods-in-transit are valued at estimated total cost or net realisable value, whichever is lower. Estimated total cost covers all costs excluding administration overheads, selling and distribution overheads and interest. However, for Finished Goods-in-Transit, the estimated total cost includes expenses on Freight and Insurance incurred for delivery of such Finished goods.
- [h] Imported materials lying in bonded warehouse and at Port are valued at cost including Customs Duty, Port Charges etc.
- [i] Stock of scrap, is valued on the basis of estimated/actual realised value as the case may be. However tea waste is not valued.
- [j] Export benefits against Advance Licences are considered at the time of actual consumption of the imported materials. Advance Licences in hand at the close of the year are not accounted for.

1.05 Investments :

Non Current Investments are stated at cost. Provision for diminution in the value of Long Term Investments is made only if such a decline is other than of temporary nature in the opinion of the Management.

Current Investments are carried at lower of cost or market fair value.

1.06 Subsidy :

Subsidy related to revenue are recognized in the Statement of Profit and Loss.

1.07 Sales :

- [a] [i] Sales against Ex-Works/FOR Contracts are booked on the basis of deliveries to transport carriers upto 31st March, irrespective of whether the goods have been received by the customers by 31st March or not. Sales in respect of transactions against FOR destination contracts are booked for the goods actually received by customers by 31st March.
- [ii] Despatches against FOR destination contracts not reaching the customers within the close of the year, are shown as Finished goods-in-transit.
- [b] Partial deliveries are accounted for in accordance with the billing schedule as per the terms of Sales Contract.
- [c] Tea sales against contracts are accounted for on the basis of delivery orders and on completion of sale in auction centres in accordance with the norms of tea trade.
- [d] Sales returns, if any, upto the cut-off date i.e. 30th April, are accounted for.
- [e] Except in disputed cases, escalation/de-escalation claim bills are accounted for on the basis of the terms of the relevant contracts.
- [f] Export sales are accounted for with reference to the date of Bill of Lading.
- [g] Freight and other charges recoverable under the terms of the sales contract are included in sales.

1.08 Dividend Receipts :

Dividends declared and received within the close of the accounting year are accounted for in respect of investments held by the Company.

1.09 Other Income :

- [a] [i] Insurance and other claims are accounted for on the basis of amounts admitted;
- [ii] Sales Tax, Excise Duty and Customs Duty refunds are accounted for on the basis of assessment/refund orders received;
- [iii] Central/State Subsidies from Government and Tea Board are accounted for on the receipt of intimation of grant.
- [b] Interest receivable from customers as per stipulation of the Sales Contract on account of late receipt of full/proportionate payments are accounted for to the extent such interest is ascertainable with respect to the payment so far received.
- [c] Export/Deemed Export benefits are accounted for on completion of despatches in terms of the contract.
- [d] Liquidated Damages recovered by the Company for delayed supply of equipment/spares are treated as Other Income.

1.10 Purchases :

- [a] Insurance charges incurred in relation to the incoming goods where materials are directly relatable are accounted for in respect of individual items; otherwise, such insurance premium is charged off to the Statement of Profit and Loss.
- [b] In case of goods purchased from overseas, the shipment is treated as goods-in-transit :
 - [i] in case of both CIF and C&F Contracts, from the date of intimation received from bank;
 - [ii] in case of FOB Contracts, from the date of actual shipment as per Bill of Lading.

Customs Duty is charged on the basis of the date of arrival in port.

1.11 Other Revenue Expenses :

- [a] Issue of materials/components as free replacements during the guarantee period, which cannot be provided being unknown, is accounted for on actual despatches. Known free replacements upto the close of the accounting year are provided for.
- [b] The Company provides liability on account of repairs and rectifications for goods already sold to customers on the basis of past three years average expenses on the above head.
- [c] Liabilities in respect of Liquidated Damages are provided if and to the extent, not disputed by the Company. Liquidated Damages disputed by the Company are treated as contingent liability. The amount of liability/contingent liability is estimated on the basis of contracted terms and the facts of each case to the extent of revenue recognised.
- [d] Liability in respect of commission is provided in proportion to sales.
- [e] Interest on delayed payments of Income Tax/Agricultural Income-Tax is accounted for on the basis of assessment orders of the Tax Authorities, if not disputed by the Company or actual payment effected, as the case may be.
- [f] Payment of Technical Know how Fees is accounted for in compliance with the relevant Accounting Standard.

[Contd.]



- [g] Provision for unrealised profit is made in respect of partially completed composite/turnkey contracts on the basis of proportionate direct cost on the revenue recognised.
- [h] Medicine purchase for Tea Estates are all charged out as per consistent practice.
- [i] Guarantee commission is taken in the year of guarantees issued/renewed.

1.12 Taxation :

- [i] Taxation comprises of Income Tax, Agricultural Income Tax (both Assam and West Bengal), Deferred Tax and Wealth Tax. These taxes other than Deferred Taxes are measured as the amount expected to be paid to the Tax Authorities in accordance with the Income Tax Act, 1961, West Bengal Agricultural Income Tax Act, 1944, Assam Agricultural Income Tax Act, 1939 and Wealth Tax Act, 1957 respectively.
- [ii] Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred Tax assets/liabilities is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods in the Statement of Profit and Loss and the cumulative effect thereof is reflected in the Balance Sheet.
- [iii] In respect of proceedings pending before the various Income Tax/Agricultural Income Tax Authorities on account of Appeal/Rectification filed by the Company, adjustments are made on final settlement of such proceedings.

1.13 Contingent Liabilities and Contingent Assets :

Disputed liabilities and claims against the Company including claims by Tax Authorities (for example, Income-tax, Sales tax etc.) pending in appeal, are treated as contingent liabilities. Contingent assets are not accounted for.

Contingent liabilities are considered by using a substantial degree of estimates in compliance with Accounting Standard-29.

1.14 Booking/Writing Back of Liabilities :

- [a] For providing liabilities, cut-off date is 30th April but all known liabilities, if material, are booked as far as practicable (previous year cut-off date 30th April). Impact for this change is negligible.
- [b] Liabilities, which are more than 5 years old and not likely to materialise, are written back except government debts. In case of extraordinary items only, separate disclosure is given in the financial statements.

1.15 Conversion of Foreign Currencies :

- [a] Foreign currency loans to finance fixed assets including technical know-how fees are converted either at the exchange parity rate ruling at the close of the accounting year or at the fixed rate when the exchange is booked in advance, as the case may be. Necessary adjustments with regard to such exchange rate difference are made to secured loans, fixed assets and depreciation.

- [b] In respect of any import of materials both under CIF, FOB and C&F Contracts, purchases are booked at the exchange rates ruling on the date of Bill of Entry. The exchange difference, if any, arising from the difference between the above rate and the rate at which the actual payment is made or at the rate prevailing on 31st March, whichever is earlier, is accounted for in the Statement of Profit and Loss.
- [c] Exports/Overseas Sales are booked at the rates ruling on the date of bill of lading. Exchange difference, if any, relating to such bills arising either on realisation of the proceeds or on conversion thereof at the exchange rate ruling at the close of the year, whichever is earlier, is accounted for in the Statement of Profit and Loss.
- [d] Receivables and Payables in foreign currency are reported in the Balance Sheet at the parity rate ruling at the close of the financial year. The exchange difference arising on the settlement of such receivables/payable or on reporting such receivables/payables at rates different from those at which those are initially recorded during the period or reported in previous Balance Sheet is accounted for in the Statement of Profit and Loss.
- [e] Wherein contract for import or export is covered by forward exchange contract any premium or discount at inception of such contract and any other gain or loss arising out of exchange differences between the forward contract rate and the rate on the day of reporting are treated in compliance with Accounting Standard-11.

1.16 Research and Development Costs :

Expenditure in relation to Research and Development activities are expensed out in the year in which they are incurred.

1.17 Employee Benefits :

- [a] Defined Contribution Schemes (DCS) : The Company's contribution towards Provident Fund and Employees State Insurance paid/payable during the year to the Appropriate Authorities are charged to the Statement of Profit and Loss.
- [b] The Company's liabilities towards Defined Benefit Schemes for Gratuity, Superannuation and Pension, value of Plan Assets of the Trustee managed Funds maintained for meeting such liabilities, contribution to those Funds and benefits paid out of such Funds are ascertained and accounted for on the basis of independent actuarial valuation as per the requirement of Accounting Standard-15 (Revised 2005) on "Employee Benefits".

In respect of a section of employees, the Company's liability towards Defined Benefit for Provident Fund is determined and accounted for on the basis of prescribed contributions to the respective Trustee Managed Funds and shortfall, if any, in plan assets as per Audited Financial Statements of such Fund.

In respect of post retirement Defined Benefit Scheme of Leave Encashment, the Company's liability is determined and accounted for on the basis of independent actuarial valuation as required by Accounting Standard-15 (Revised 2005) though there is no funding for such liability.

- [c] Leave encashment is unfunded but benefits have been determined and accounted for in accordance with Accounting Standard-15 (Revised 2005).



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

[₹ in lakh]

	As at 31st March, 2017	As at 31st March, 2016
Note 2.1 - Share Capital		
Authorised :		
Equity Shares		
55,00,00,000 (Previous year 55,00,00,000) of ₹2/- each	<u>11000.00</u>	<u>11000.00</u>
Issued, Subscribed and Fully Paid-up :		
Equity Shares		
48,89,50,978 (Previous year 33,36,38,478) of ₹2/- each	9779.02	6672.77
[Out of the above –		
[a] 6,00,000 shares issued as Bonus Shares by Capitalisation of General Reserve,		
[b] 21,35,344 shares issued pursuant to a contract without payment being received in cash,		
[c] 11,57,600 shares issued to Government of India in the name of President of India pursuant to Transformer & Switchgear Ltd. and Brentford Electric India Ltd. against compensation money paid by them,		
[d] 14,28,50,000 shares of ₹2/- each issued to Government of India in the name of the President of India pursuant to financial restructuring package of BIFR and		
[e] 1,24,62,500 shares of ₹2/- each issued to Bank Of Baroda on Conversion of Working Capital Term Loan as approved by Cabinet Committee of Economic Affairs, Government of India.]		
	<u>9779.02</u>	<u>6672.77</u>

- [a] The shareholders have the right to approve dividend, as proposed by the Board of Directors for any financial year, to be paid to the members according to their rights and interest in the profits. However, no larger dividend shall be declared than is recommended by the Board of Directors.
- [b] In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution of all or any of the assets in specie among the shareholders would be in accordance with their rights.
- [c] The Company has only one Class of Equity Shares having a par value of ₹2/- per share. Each holder of Equity Shares is entitled to one Vote per share.
- [d] The details of Shareholders holding more than 5% shares as at 31st March set out below :

Name of the Shareholder	As at 31st March, 2017		As at 31st March, 2016	
	No. of shares	%age	No. of shares	%age
President of India	43,63,74,630	89.25%	29,35,24,630	87.98%

- [e] The reconciliation of the number of shares outstanding

	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares	Value	No. of Shares	Value
Equity Shares at the beginning of the year	33,36,38,478	6672.77	33,36,38,478	6672.77
Add: Issued during the year	15,53,12,500	3106.25	...	...
Equity Shares at the end of the year	48,89,50,978	9779.02	33,36,38,478	6672.77



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

[₹ in lakh]

	As at 31st March, 2017	As at 31st March, 2016
Note 2.2 - Reserves and Surplus		
Capital Reserve :		
Balance as per last Financial Statement	406.76	406.76
Securities Premium Reserve :		
Created on allotment of Shares	2741.75	...
Bond Redemption Reserve :		
Balance as per last Financial Statement	666.67	666.67
Less: Transferred to Surplus	666.67	...
	...	666.67
Revaluation Reserve :		
Balance as per last Financial Statement	10332.52	10332.52
Less: Reversed (Refer Note 10.29)	10332.52	...
	...	10332.52
Other Reserves :		
Special :		
Central/State Subsidy for Capital Assets :		
Balance as per last Financial Statement	2.74	2.74
Tea Board Subsidy for Capital Assets :		
Balance as per last Financial Statement	110.22	122.64
Add: Received during the year	5.10	...
	115.32	122.64
Less: Transfer to Statement of Profit and Loss	14.13	12.42
	101.19	110.22
Surplus :		
Balance as per last Financial Statement	15500.05	13384.90
Add: Transfer from Bond Redemption Reserve	666.67	...
Add: Losses exceeding the carrying value of investment adjusted with surplus [Refer Note No.10.37]	2.13	...
Add: Profit for the current year as per Statement of Profit and Loss	3960.44	2115.15
	20129.29	15500.05
	23381.73	27018.95

	No. of Shares @ Rs.2/- per share	As at 31st March, 2017	No. of Shares @ Rs.2/- per share	As at 31st March, 2016
Note 3 - Share Application Money Pending Allotment Government of India				
Conversion of GOI Loan into Equity	14,28,50,000	2857.00	14,28,50,000	2857.00
Less: Alloted during the year	14,28,50,000	2857.00	...	...
Total Pending Shares	...	...	14,28,50,000	2857.00



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

[₹ in lakh]

	As at 31st March, 2017	As at 31st March, 2016
Note 4.1 - Long Term Borrowings		
Secured Loans :		
Bonds :		
9.1% Secured Redeemable Non-Convertible 10 Years Bond	...	666.67
The above Bond is secured by way of charge on Banarhat & Karballa Tea Estates of the Company together with all buildings factories structures, erections, plant & machinery, boilers, fixtures & fittings on the said Tea Estates or which might erected, built, constructed, put up, set up or installed on the same.		
Less: To be Redeemed within one year (Redeemed on 22nd August 2016)	...	666.67
Term Loan from Bank of Baroda	...	1281.88
Secured by Equitable mortgage of properties situated at 8, Rajendra Prasad Sarani, Kolkata-700001 and properties at P. S Behala, Dist. 24 Pgs.(s) has been extended by way of pari passu 1st charge in favour of Allahabad Bank for its limit of ₹53.11 crore and in favour of Bank of Baroda for its limit of ₹52.41 crore granted to electrical division, transformer & switch gear unit of the company.		
Term Loan from United Bank of India	...	6.03
(Secured by Hypothecation of Plant and Machinery and other Fixed Assets both present and future)		
Terms of Repayment :		
Repayable in 30 quarterly installments of ₹5.97 lakh each and one installments of ₹6.03 lakh commencing from 2009-10 at interest rate of base rate plus 5.50%		
Other Loans [Refer Note 10.05(a)]	381.42	381.42
(West Bengal Govt. Sales Tax loan secured by a residuary charge ranking next only to the charges in the favour of the Banks on the fixed assets of the Company situated at "Yule House", 8, Rajendra Prasad Sarani, Kolkata-700001.)		
Add: Accrued Interest	367.16	333.78
	748.58	715.20
Car Loan from Allahabad Bank	3.26	4.18
(Secured against car purchased there against) [Repayable in 59 equal monthly installments of ₹12,350/- each (including interest) ending on 5th September, 2020]		
	<u>751.84</u>	<u>2007.29</u>
Note 4.2 - Other Long Term Liabilities		
Security Deposits from Related Parties [Note No.10.18(iii)]	28.80	28.80
Others (Security Deposit, Earnest Money Deposit)	72.52	69.58
	<u>101.32</u>	<u>98.38</u>
Note 4.3 - Long Term Provisions		
For Employee Benefits		
Gratuity	1162.03	555.50
Leave	1167.96	952.16
Medical	224.51	395.19
Pension	3.76	3.76
For Contingencies	76.43	76.43
For Sales Tax (C-Form)	5.25	5.25
Against asset of Subsidiary Company	12.37	...
(Long Term Provision against assets of Subsidiary Companies represent provision for diminution in value of investment of ₹10.00 lakh made by the Holding Company on Investments of two Subsidiary Companies namely Yule Engineering Limited and Yule Electrical Limited and also Provision for Doubtful Advance of ₹2.37 lakh by a Subsidiary Company Yule Engineering Limited on advances to another Subsidiary Company Yule Electrical Limited)		
	<u>2652.31</u>	<u>1988.29</u>



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

[₹ in lakh]

	As at 31st March, 2017	As at 31st March, 2016
Note 5.1 - Short Term Borrowings		
Secured		
From Scheduled Banks		
Union Bank	63.05	146.36
United Bank of India	801.08	800.74
Allahabad Bank	1609.74	2620.85
(The above loans are secured by whole of the Company's present and future stock of raw materials, Work in Progress, Finished goods and articles, stores, components and spares, other movable properties wherever situated, book debts and all other current assets, claims, rights to movable properties by way of first charge ranking pari-passu inter-se without any preference to one over the other and further secured by hypothecation of the whole of crops, book debts and all other movable assets both present and future and by equitable mortgage of all immovable properties of the designated Tea Estates).		
Bank of Baroda	793.66	868.33
(Secured by Equitable mortgage of properties situated at 8, Rajendra Prasad Sarani, Kolkata-700001 and properties at P. S Behala, Dist. 24 Pgs.(s) has been extended by way of pari passu 1st charge in favour of Allahabad Bank for its limit of ₹53.11 crore and in favour of Bank of Baroda for its limit of ₹52.41 crore granted to electrical division, transformer & switch gear unit of the Company).		
	<u>3267.53</u>	<u>4436.28</u>
Note 5.2 - Trade Payables		
For Goods and Services		
To Related Party [Refer Note No.10.18(iii)]	5.05	0.90
To Others [Refer Note No.10.08]	10081.29	10042.15
	<u>10086.34</u>	<u>10043.05</u>
Note 5.3 - Other Current Liabilities		
Current Maturity of Long Term Debt :		
9.1% Secured Non-convertible 10 Years Bond	...	666.67
From Bank of Baroda	...	1709.12
From United Bank of India	6.03	29.85
Car Loan from Allahabad Bank	1.11	1.19
	7.14	2406.83
Interest accrued and due on borrowings :		
From Scheduled Banks	252.34	238.02
Others	...	6.48
Advance received from Customers	1002.71	772.86
Earnest Money/Security Deposit	70.25	63.30
Payable to Statutory Authorities	915.01	840.26
Others	3759.22	3429.83
	<u>6006.67</u>	<u>7757.58</u>
Note 5.4 - Short Term Provisions		
Others :		
For Stock Obsolescence, Contingencies and Food Stuff	450.46	451.78
For Wealth Tax [Net of Advance Tax ₹12.27 lakh (₹12.27 lakh)]	...	6.30
For Gratuity	8.79	264.17
For Leave Encashment	174.96	145.23
For Warranty	66.92	75.78
	<u>701.13</u>	<u>943.26</u>



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

[₹ in lakh]

Note 6 - Property, Plant & Equipments

Description of Assets	GROSS BLOCK					DEPRECIATION							IMPAIRED OF ASSETS		NET BLOCK	
	Cost/Book Value as at 1st April, 2016	Add: Adjustments during the year	Less: Adjustments during the year	Additions during the year	Sales during the year	Cost/Book Value as at 31st March, 2017	Upto 31st March, 2016	Add: Adjustments during the year	Less: Adjustments during the year	For the year	Less: On Sales/ Adjustments during the year	Upto 31st March, 2017	Upto 31st March, 2016	During the year	As at 31st March, 2017	As at 31st March, 2016
Tangible Assets																
Land (including cost of development and leasehold land ₹15.10 lakh; 2015-16 ₹15.10 lakh)	323.38	...	...	...	...	323.38	8.22	...	...	1.50	...	9.72	...	...	313.66	315.16
Biological Assets	12480.49	18.92	10631.75	...	3.22	1864.44	263.49	...	264.67	65.16	...	63.98	...	...	1800.46	12217.00
Fencing	...	270.37	...	...	...	270.37	...	264.67	1.77	0.20	...	263.10	...	...	7.27	...
Buildings	4337.86	73.36	9.36	97.57	...	4499.43	1909.22	19.18	...	168.00	...	2096.40	5.78	...	2397.25	2422.86
Roads and Culverts	85.87	...	...	...	...	85.87	66.07	...	...	2.87	...	68.94	...	...	16.93	19.80
Plant and Machinery	6675.45	15.20	267.31	283.14	25.17	6681.31	4279.74	3.46	308.94	277.08	7.28	4244.06	62.97	...	2374.29	2332.73
Drawings, Designs and Tracings etc.	74.99	...	...	...	...	74.99	40.90	...	...	...	...	40.90	34.09	...	...	...
Electrical Installations	1145.12	0.31	5.21	23.67	...	1163.89	755.04	0.57	3.46	27.86	...	780.01	...	...	383.88	390.08
Water Installations	905.65	...	63.56	26.90	...	868.99	452.03	...	17.50	39.48	...	474.01	...	...	394.98	453.62
Furniture and Fixtures	363.05	12.69	161.42	6.12	...	220.44	302.19	19.69	134.79	3.09	...	190.18	0.01	...	30.26	60.85
Office Equipments	16.40	127.94	...	8.83	...	153.17	15.26	55.17	...	29.91	...	100.34	...	...	52.83	1.14
Computers	...	271.02	...	10.73	...	281.75	...	242.24	...	10.02	...	252.26	...	...	29.49	...
Vehicles	980.49	...	...	48.70	16.22	1012.97	639.42	...	1.66	70.69	10.84	697.61	...	...	315.36	341.07
TOTAL	27388.75	789.81	11138.60	505.66	44.62	17501.00	8731.58	604.98	732.79	695.86	18.12	9281.51	102.85	...	8116.67	18554.32
Previous Year	26465.14	...	...	981.66	58.05	27388.75	8086.29	...	...	681.11	35.82	8731.58	102.85	...	18554.32	...
Intangible Assets																
Computer Software	102.07	1.16	...	4.08	...	107.31	74.72	1.27	...	10.45	...	86.44	...	...	20.87	27.35
Previous Year	93.05	...	...	9.02	...	102.07	62.27	...	...	12.45	...	74.72	...	...	27.35	...
Tangible Assets																
Capital Work-in-Progress	92.14	...	...	2224.34	502.23	1814.25	...	...	...	...	...	...	...	...	1814.25	92.14
Previous Year	471.40	...	...	594.20	973.46	92.14	...	...	...	...	...	...	...	...	92.14	...
TOTAL	27582.96	790.96	11138.60	2734.09	546.85	19422.56	8806.30	606.25	732.79	706.31	18.12	9367.95	102.85	...	9951.79	18673.81
PREVIOUS YEAR'S TOTAL	27029.59	...	...	1584.88	1031.51	27582.96	8148.56	...	...	693.56	35.82	8806.30	102.85	...	18673.81	...

Notes: [1] The Company is not amortising the cost of Leasehold Land over the lease period.
[2] Revaluation Reserve of ₹10332.50 lakh created against revaluation of Estate has now been adjusted against creation of Biological Assets in the Current Year, as per Para 91 of the Accounting Standard-10 on property, plant and equipment revised vide Companies (Accounting Standard) Rules, 2016.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

[₹ in lakh]

	As at 31st March, 2017	As at 31st March, 2016
Note 6.2 - Long Term Loans and Advances		
Capital Advances - Unsecured Considered good	22.28	22.28
Advance Tax (FBT)	1.09	1.09
Advance Income Tax (Net of Provision ₹1159.11 lakh (₹1013.93 lakh)	924.89	933.30
Mat Credit Entitlement	43.38	...
Loans and Advance to related parties [Refer Note 10.18(iii)]		
Unsecured Considered good	...	2.49
Doubtful	567.40	567.40
	567.40	569.89
Less: Provision for Doubtful Advance	567.40	567.40
	...	2.49
Other Loans and Advances - Unsecured Considered good	330.19	314.59
Considered Doubtful	5.11	5.83
	335.30	320.42
Less: Provision for Doubtful Loans and advance	5.11	5.83
	330.19	314.59
	<u>1321.83</u>	<u>1273.75</u>
Note 6.3 - Other Non-Current Assets		
Long Term Trade Receivables	576.36	235.95
Security Deposits	179.61	131.31
Interest Accrued on Fixed Deposits maturing after 12 months	...	8.91
Others (Plan Assets for Superannuation Fund)	328.08	534.99
	<u>1084.05</u>	<u>911.16</u>
Note 7.1 - Current Investments		
In National Savings Certificate	0.35	0.35
	<u>0.35</u>	<u>0.35</u>
Note 7.2 - Inventories (As taken valued and certified by the management)		
Raw Materials, Components & Packing Materials (at cost)	1472.39	1131.99
Work in Progress (at lower of cost or net realisable value)	1424.60	1107.39
Finished Goods (at lower of cost or net realisable value)	586.08	1049.53
Stores and Spare Parts (at cost)	1279.12	1386.62
Loose Tools (at cost)	...	9.89
Food Stuff (at cost)	20.35	14.55
Scrap (at net realisable value)	9.65	8.47
	<u>4792.19</u>	<u>4708.44</u>
Note 7.3 - Trade Receivables		
Unsecured:		
Debts outstanding over six months from due date:		
Considered Good	3840.15	2891.19
Considered Doubtful	4433.26	4465.90
	8273.41	7357.09
Less: Provision for Doubtful Debts	4433.26	4465.90
	3840.15	2891.19
Other Debts:		
Outstanding less than six months from due date:		
Considered Good [Includes ₹56.57 lakh (₹45.91 lakh) due from Related Parties Refer Note No.10.18(iii)]	7346.41	8006.87
	<u>11186.56</u>	<u>10898.06</u>



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

[₹ in lakh]

	As at 31st March, 2017	As at 31st March, 2016
Note 7.4 - Cash and Cash Equivalents		
Balance with Banks (Refer note below)	1,635.17	1283.38
Cheques in Hand	0.53	...
Cash in Hand (certified by the management)	62.11	47.17
Postage and Stamps in hand	...	0.02
Remittance in Transit	...	0.90
Deposit with Bank maturing within 3 months	1,293.60	1655.40
	2991.41	2986.87
Other Bank Balances :		
Deposit with Bank maturing after 3 months	364.92	82.85
Deposit with Bank maturing after 12 months	...	193.92
Margin Money with Bank maturing after 3 months	3,777.24	4791.82
Margin Money with Bank maturing within 3 months	988.18	166.17
	5130.34	5234.76
	8121.75	8221.63
Notes :		
[a] includes ₹16.84 lakh attached by Provident Fund Authority		
[b] includes ₹4.78 lakh for which confirmations are not available		
Note 7.5 - Short Term Loans and Advances		
Loans and Advances :		
Secured Considered good		
To Staff	1.22	1.73
Related Parties - Unsecured Considered good [Refer Note No. 10.18(iii)]	103.16	140.32
Others - Unsecured Considered good	1.91	3.28
	106.29	145.33
Balance with Government Authorities	1237.14	820.39
Deposits - Unsecured		
Considered good	534.28	393.57
Considered doubtful	10.31	10.31
	544.59	403.88
Less: Provision for doubtful deposits	10.31	10.31
	534.28	393.57
Other Advance recoverable in cash or in kind or for value to be received		
Considered good	2,893.10	3015.53
Considered doubtful	1,446.19	1428.87
	4,339.29	4444.40
Less: Provision for doubtful advances	1,446.19	1428.87
	2893.10	3015.53
	4770.81	4374.82
Note 7.6 - Other Current Assets		
Deposit with National Bank for Agriculture and Rural Development	559.37	332.51
Interest Accrued :		
on Fixed Deposits	170.42	63.14
on Loans and Advances :		
From Related Party (Considered Doubtful) [Refer Note No. 10.18(iii)]	56.00	56.00
Less: Provision	56.00	56.00

Other Receivables	23.96	298.96
	753.75	694.61



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

[₹ in lakh]

	For the year 31st March, 2017	For the year 31st March, 2016
REVENUE		
Note 8.1 - Revenue from Operations		
Sale of Products	42884.21	38592.64
Related Party ₹143.99 lakh (₹91.77 lakh) [Refer Note 10.18(iii)]		
Less: Trade and Other Discount	111.52	132.21
Less: Excise Duty	2112.61	1597.26
	40660.08	36863.17
Sale of Services	754.75	558.44
Related Party ₹432.54 lakh (₹420.54 lakh) [Refer Note 10.18(iii)]		
Revenue from Operations [A]	41414.83	37421.61
Other Operational Income		
Liabilities no longer required written back (Refer Note No.10.30)	352.36	397.75
Provision no longer required written back (Refer Note No.10.30)	81.04	188.33
Royalty [Refer Note 10.18(iii)]	216.12	221.21
Tea Board Subsidy	214.45	175.03
Other Export Incentives and sale thereof	14.05	7.26
Tea Waste Sale	14.49	12.88
Sale of Scrap	22.03	41.54
Other Operational Income [B]	914.54	1044.00
Total (A+B)	42329.37	38465.61
Note 8.2 - Other Income		
Interest Income (Gross) [Tax Deducted at Source ₹32.27 lakh (₹53.98 lakh)]	437.12	569.82
Rent (Gross) [Tax Deducted at Source ₹33.23 lakh (₹30.17 lakh)] [Related Party ₹284.31 lakh (₹254.30 lakh)] [Refer Note 10.18(iii)]	343.89	298.46
Dividend Income		
From Associate Company (Refer Note 10.18(iii))	1256.70	913.55
From Others	10.32	8.86
	1267.02	922.41
Profit on sale of Fixed Assets	7.50	
Profit on Sale of Investments	15.45	5.86
Liabilities no longer required written back	63.80	...
Net Gain on Foreign Currency Transaction	0.52	4.32
Gain on Acquisition of Land by Government	1838.86	76.93
Excess provision for YASF written back	50.57	94.87
Deferred Income on Capital Subsidy	14.13	12.42
Others	239.05	242.31
	4277.92	2227.40
Note 9.1 - Cost of Material Consumed		
Raw Materials, Components, Packing Materials and Loose Tools [Refer Note No.10.23(a)]	16327.51	13466.52
	16327.51	13466.52



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

[₹ in lakh]

	For the year 31st March, 2017	For the year 31st March, 2016
Note 9.2 - Changes in Inventories of Finished Goods and Work-in-Progress		
Inventories (at close) :		
Finished Goods	586.08	1049.53
Work in Progress	1424.60	1107.39
	2010.68	2156.92
Inventories (at commencement) :		
Finished Goods	1049.53	831.84
Work in Progress	1107.39	897.51
	2156.92	1729.35
	146.24	(-) 427.57
Note 9.3 - Employee Benefits Expense		
Salaries and Wages	12921.48	13115.06
Contribution to Provident and Other Funds	2297.41	1699.66
Staff Welfare Expenses	1379.63	1348.15
	16598.52	16162.87
Less: Incurred on Capital Jobs, Repair Jobs etc.	33.15	341.97
	16565.37	15820.90
Note 9.4 - Finance Costs		
Interest Expenses		
To Banks (Refer note below)	584.26	568.18
To Government Departments	33.37	33.70
To Bondholders	23.77	78.12
To Others	66.08	104.19
	707.48	784.19
Other Borrowing Costs	234.64	207.74
	942.12	991.93
Note : Includes Interest of ₹201.78 lakh debited on account of Working Capital Term Loan of Bank of Baroda, out of which ₹105.86 lakh relates to earlier years.		
Note 9.5 - Depreciation and Amortisation Expenses		
Depreciation on Tangible Assets	696.18	681.16
Amortisation of Intangible Assets	10.13	12.40
	706.31	693.56
	706.31	693.56



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

[₹ in lakh]

	For the year 31st March, 2017	For the year 31st March, 2016
Note 9.6 - Other Expenses		
Consumption of Stores and Spare parts [Refer Note No.10.23(a)]	269.78	358.86
Power and Fuel	2521.27	2713.02
Outsourced Processed	197.94	369.49
Tea Cultivation and Manufacturing Expenses	419.61	799.35
Rent (Net)	78.44	85.05
Repairs and Maintenance :		
Buildings	201.52	374.95
Plant and Machinery	276.59	385.46
Others	64.78	80.80
	542.89	841.21
Travelling Expenses and Upkeep of Vehicles	551.20	766.65
Research and Development Expenses	43.23	48.71
Insurance	74.64	67.72
Rates and Taxes	35.05	34.52
Excise Duty	8.53	(-) 3.75
Cess on Tea	58.97	57.58
Green Leaf Cess	104.71	100.15
Broker's Commission	258.19	264.85
Selling Expenses :		
Selling Agent's Commission	14.36	52.76
Delivery and Freight	877.81	702.73
Others	580.22	529.51
Item Relating to Previous Year	1472.39	1285.00
Liquidated Damages and Penalty etc.	173.91	81.98
Rectification/Replacement	57.02	58.53
Bad Debt written off	65.47	...
Fixed Assets written off	...	0.40
Excess Plan Assets for Superannuation Fund written off	7.47	...
Provision for :		
Doubtful Debts	97.35	204.77
Doubtful Loans, Advances and Deposits	31.61	68.49
Diminution in the value of Investment	10.00	...
Stock/Stores Obsolescence	5.09	12.19
	144.05	285.45
Auditor's Remuneration :		
As Auditor	3.77	2.76
For Tax Audit	0.60	0.08
For Other Services	1.31	0.56
For Reimbursement Expenses	0.05	...
	5.73	3.40
Corporate Social Responsibility Expenses	27.95	19.02
Miscellaneous Expenses	1085.92	885.21
	8204.37	9122.40



OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH, 2017

[₹ in lakh]

Note 10

10.01 Principles of Consolidation :

The Consolidated Financial Statements (CFS) relate to Andrew Yule & Co. Ltd. (the Company), its Subsidiary Companies and its Associates. The Consolidated Financial Statements have been prepared on the following basis :

- [i] The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses in accordance with Accounting Standard (AS-21) – “Consolidated Financial Statements” issued by the Institute of Chartered Accountants of India.
- [ii] In case of Associates where the Company holds 20% or more of equity, investments in Associates are accounted for using equity method in accordance with Accounting Standard (AS-23) – “Accounting for Investments in Associates in Consolidated Financial Statements” issued by the Institute of Chartered Accountants of India.

10.02 Ownership Interest in Subsidiaries and Associates :

- [i] The Subsidiaries [which alongwith “Andrew Yule & Co. Ltd., (AY) the parent, constitute the Group] considered in the preparation of these Consolidated Financial Statements are :

Name	Country of Incorporation	Percent of voting power as at 31st March, 2017
Hooghly Printing Co. Ltd.	India	100
Yule Engineering Ltd.	India	100
Yule Electrical Ltd.	India	100

The financial statements of the Subsidiaries are drawn upto 31st March every year.

- [ii] Ownership interest of the Group in the Associates considered in the CFS are as follows.

Name of the Company	Country of Incorporation	Ownership Interest as At 31st March, 2017	Ownership interest as at 31st March, 2016
Tide Water Oil Co. (India) Ltd.	India	26.23%	26.23%
The New Beerbhoom Coal Co. Ltd.	India	32.95%	32.95%
Katras]herriah Coal Co. Ltd.	India	31.88%	31.88%

These investments have been accounted for using the equity method whereby the investments are initially recorded at cost and adjusted thereafter for the post acquisition change in the Group’s share of net assets. During the year, the Group has received dividend aggregating ₹1256.70 lakh (₹913.55 lakh) in respect of the investments in Associates.

Financial Statements of all the Associates are drawn upto 31st March. The Group’s investment in Associates were reported as long term investments as on 31st March, 2017 (Note No.6.1) as per AS-23.

- 10.03 [a] Estimated amount of contract remaining to be executed on Capital Account ₹278.64 lakh (net of advance)(₹9.78 lakh).
- [b] In case of Tide Water Oil Co. (I) Ltd. estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advance) amounting to ₹266.00 lakh (₹440.00 lakh) where Group Companies Share is ₹69.77 lakh (₹115.41 lakh).

10.04 Contingent liabilities not provided for in respect of :

- [a] Claims against the Group not acknowledged as debts ₹599.55 lakh (₹203.18 lakh).
- [b] Guarantees and Indemnities given by banks to various customers and Authorities in connection with Company’s operations amounting to ₹2705.08 lakh (₹3299.00 lakh).

**OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH, 2017 – [Contd.]**

[₹ in lakh]

Note 10 – [Contd.]

- [c] Guarantees given to Banks on behalf of other Group and/or Associate Companies :
- [i] *India Paper Pulp Co. Ltd. – ₹265.00 lakh (₹265.00 lakh).
- [ii] Other Companies – ₹976.00 lakh (₹334.70 lakh) on behalf of Hooghly Printing Co. Ltd., a Subsidiary of the Company.
- *Although the notice of invocation of guarantees has been received, neither any payment nor any provision has been made as the matter is sub-judice.
- [d] Disputed Sales Tax aggregating to ₹2201.67 lakh (₹2252.12 lakh). The demand under the WBST, CST, AGST and OST Acts are according to the opinion of the Group, erroneously raised for which appeals have been preferred at higher Forums of Sales Tax Authority.
- [e] Aggregate Income Tax demands including penalty amounting to ₹2303.43 lakh (₹485.04 lakh) excluding interest not admitted, against which appeals have been preferred by the Company.
- [f] Disputed Excise/Customs Duty/Service Tax claims ₹424.28 lakh (₹429.27 lakh) excluding interest against which appeal have been preferred by the Company.
- [g] Unexpired Letter of Credit opened by the Company's Bankers – ₹3256.38 lakh (₹2307.40 lakh).
- [h] In case of Tide Water Oil Co. (I) Ltd. contingent liability towards Income Tax and Sales Tax, Excise demand, other disputed claim and Bank Guarantees amounting to ₹4070.00 lakh (₹3404.00 lakh) Group Company's share of liability ₹1067.56 lakh (₹892.80 lakh).
- [i] In Katras Jherriah Coal Co. Ltd. claims against the Company by Income Tax Authorities not acknowledged as debts and contested in appeals ₹1.78 lakh (₹1.78 lakh). The group interest in the said amount is ₹0.56 lakh (₹0.56 lakh).
- [j] In The New Beerbhoom Coal Company Ltd., claims against the Company by Income Tax Authorities not acknowledged as debts and contested in appeals ₹0.73 lakh (₹0.73 lakh). The Group interest in the said amount is ₹0.24 lakh (₹0.24 lakh).

- 10.05 Sanctioned Rehabilitation Scheme approved by Board for Industrial and Financial Reconstruction (BIFR) vide Order dated 30th October, 2007 with the cut-off date of 31st March, 2006 was completed and the Company has come out from BIFR as per Order of BIFR dated 8th July, 2015.

Pursuant to Sanctioned Rehabilitation Scheme (hereinafter SRS) of BIFR stated above, the necessary effects have been given in the Financial Statement as under :-

West Bengal Sales Tax Loan amounting to ₹250.00 lakh was granted by Government of India in 1999 repayment of which was to commence from 1st April, 2001 and was payable in 5 equal annual installments. BIFR vide its Order dated 30th October, 2007 recorded the issue of the said outstanding loan and prescribed that the accrued interest as on cut-off date amounting to ₹131.42 lakh, on the above principal amount of ₹250.00 lakh will be added to the latter and will be converted into an additional soft loan and prescribed a fresh repayment schedule, wherein the said Sales Tax Loan aggregating to ₹381.42 lakh was to be repaid over 8 years in 16 semi-annual installments with a moratorium of three years, subject to rephasing by the Government of West Bengal. However, no rephasing of loan has been done by the Government of West Bengal as yet.

- 10.06 [a] Employee Benefits

The Group's contribution to Defined Contribution Plans aggregated to ₹1371.53 lakh (₹1281.03 lakh) for the year ended 31st March, 2016 has been recognised under the line item Contribution to Provident and Other Funds included in Note No.9.3 above.

Particulars	2016-17	2015-16
Contribution to Provident Fund	1370.17	1292.52
Contribution to Employees State Insurance Fund	1.36	1.95

[Contd.]



OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

[b] The Group has adopted Accounting Standard-15 (AS-15) (Revised 2005) on "Employee Benefits". These Consolidated Financial Statements include the obligations as per requirement of this Standard.

Particulars	2016-17				2015-16			
	Gratuity	Leave en-cashment	Superannuation	Medical	Gratuity	Leave en-cashment	Superannuation	Medical
Defined benefit plans/Long term compensated absences. As per actuarial valuation as on 31st March.								
[I] Change in present value of Defined Benefit Obligations during the year ended 31st March.								
[1] Present value of DBO at the beginning of the year.	5477.35	1123.34	323.49	7.92	5013.83	1231.81	293.64	7.92
[2] Current Service cost.	315.93	218.06	...	...	267.64	181.59	...	...
[3] Interest cost.	411.98	77.87	19.64	...	379.01	86.75	23.00	...
[4] Curtailment cost/(credit).	...	...	...	...	...	...	...	...
[5] Settlement cost/(credit).	...	...	...	...	...	...	...	...
[6] Plan amendments.	...	...	...	...	...	...	...	...
[7] Acquisitions.	3.66	...	...	...	...	...	...	...
[8] Actuarial (Gains)/Losses.	513.68	213.72	(24.58)	...	366.41	(84.14)	18.35	...
[9] Benefits paid	(447.40)	(259.24)	145.36	...	531.91	292.20	11.50	...
[10] Present Value of DBO at the end of the year.	6275.20	1373.74	173.19	7.92	5477.34	1123.34	323.49	7.92
[II] Change in Fair value of Assets during the year ended 31st March.								
[1] Plan Assets at the beginning of the year.	4661.40	21.94	851.00	...	4488.30	16.46	726.28	...
[2] Actuarial Gain/(Loss)	34.92	...	(5.53)	...	45.04	...	78.65	...
[3] Actual return on plan assets.	367.20	2.12	51.16	...	349.92	1.65	57.57	...
[4] Actual Company contribution.	488.25	266.00	(250.00)	...	327.69	296.49	...	...
[5] Benefits paid.	(447.40)	(259.24)	(145.36)	...	531.91	(292.66)	11.50	...
[6] Plan Assets at the end of the year.	5104.38	30.82	501.27	...	4661.40	21.94	851.00	...
[III] Net Assets/(Liability) recognised in Balance Sheet as at 31st March.								
[1] Present value of Defined Benefit Obligation	6275.20	1373.74	(173.19)	7.92	5477.34	1123.34	(323.49)	7.92
[2] Fair value of Plan Assets.	5104.38	30.82	501.27	...	4661.39	21.94	851.00	...
[3] Funded status [Surplus/(Deficit)]	*(1170.83)	(1342.92)	328.08	(7.92)	(815.95)	(1101.40)	*(527.51)	(7.92)
[4] Unrecognised past service cost.	...	...	...	...	...	...	...	...
[5] Net Assets/(Liability) recognised in Balance Sheet.	(1170.83)	(1342.92)	328.08	(7.92)	(815.95)	(1101.40)	(527.51)	(7.92)
[IV] Components of employer expenses recognised in Profit & Loss Account for the year ended 31st March, 2017.								
[1] Current Service Cost.	315.93	218.06	...	...	267.64	181.59	...	...
[2] Interest Cost.	411.98	77.87	19.64	...	379.01	86.75	23.00	...
[3] Expected return on plan assets	350.92	(2.12)	(51.16)	...	(336.02)	(1.65)	57.57	...
[4] Curtailment cost/(credit).	...	...	...	...	...	...	...	...
[5] Settlement cost/(credit).	...	...	...	...	...	...	...	...
[6] Past Service Cost.	...	...	...	...	...	...	...	...
[7] Actuarial Losses/(Gains).	478.76	213.72	(19.05)	...	321.37	(84.14)	(60.30)	...
[8] Total expenses recognised in the statement of Profit & Loss Account under the head Salaries & Wages.	839.46	507.52	(50.57)	...	618.10	182.55	(94.87)	...
[V] Actuarial Assumptions.								
[1] Discount Rate	7.08	7.08	7.00	...	7.83%	7.83%	7.83%	7.83%
[2] Expected return on plan assets	7.83	NA	7.83	...	7.99%	NA	7.99%	NA
[3] Salary escalation	4.00	4.05	4.00	...	4.00%	4.00%	4.00%	NA
[4] Expected Average remaining working lives of employees (years)	27.88	30.87	2.52	...	18.05	18.05	1.67	NA
[5] Method of valuation	Projected Unit Credit(PUC) Actuarial Method				Projected Unit Credit(PUC) Actuarial Method			

[*] Difference of ₹7.47 lakh in Plan Assets for Superannuation Fund as per actuarial valuation and as shown under Note No.6.3 in previous year has been written off during the year.

[c] In respect of Hooghly Printing Co. Ltd., independent Actuarial Valuation of Medical Benefit has been made as on 31st March, 2017. In respect of Gratuity and Leave Encashment, actuarial valuation was made by Life Insurance Corporation of India (LIC).

10.07 The medical benefits for the employees for domiciliary treatment is for a block of three years and shall lapse yearly thereafter if the concerned employee does not avail it. The liability towards such unavailed quantum of medical benefits has been determined on actual basis instead of actuarial valuation method since the eligible amount will remain fixed during the next block. The total amount of liability as on 31st March, 2017 is ₹216.59 lakh (₹380.23 lakh) has been taken into account.

[Contd.]



OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

10.08 Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006.

Sl.No.	Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006	2016-17	2015-16
[I]	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year		
[i]	Principal Amount unpaid	31.96	42.27
[ii]	Interest Due	...	...
[II]	The amount of interest paid by the buyer in terms of Section 16, of the Micro Small and Medium Enterprise Development Act, 2006 alongwith the amounts of the payment made to the supplier beyond the appointed day during the year		
[i]	Payment made beyond the Appointed Date	...	...
[ii]	Interest paid beyond the Appointed Date	...	...
[III]	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	...	...
[IV]	The amount of interest accrued and remaining unpaid at the end of the year	...	...
[V]	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprise Development Act, 2006	...	...

The above disclosures are furnished by the Company based on information available with the Company in respect of the Registration status of its vendors/suppliers. In respect of Hooghly Printing Co. Ltd., since the creditors did not confirm their status about registration under MSME, the dues of such parties, if any, could not be ascertained.

10.09 Liability for Liquidated damages amounting to ₹2695.62 lakh (₹2521.71 lakh) has been set off against Trade Receivables.

10.10 The Company has made investments of ₹543.24 Lakh in the following companies which have diminution in its value which is not of permanent nature and against which no provision has been made and the same has been considered recoverable in future by management.

WEBFIL Limited	➤	₹14.50 lakh
Fort Gloster Industries Limited	➤	₹0.12 lakh
Katras Jherriah Coal Company Limited	➤	₹6.95 lakh
The New Beerbhoom Coal Company Limited	➤	₹12.27 lakh
In 6% Cumulative Redeemable Preference Shares of WEBFIL Limited	➤	₹204.40 lakh
In Zero Rate Unsecured Redeemable Bond of WEBFIL Limited	➤	₹305.00 lakh

10.11 [i] In Hooghly Printing Co. Ltd. ₹100.33 lakh has been credited to the statement of Profit and Loss for the year as Miscellaneous Income due to change in the Method of Depreciation which has been considered under the head other Income in the Consolidated Statement of Profit and Loss for the year.

Also net impact in the Consolidated Profit and Loss for the ayear is decrease in Profit by ₹3.21 lakh due to increase in depreciation as a result of change in method of depreciation.

[ii] In The New Beerbhoom Coal Co. Ltd. diminution in value of long term investment amounting to ₹8.67 lakh (₹8.67 lakh) is in the opinion of the management not of a permanent nature and accordingly no provision has been made. The Group interest in the same amount is ₹2.86 lakhs (₹2.86 lakhs).

[iii] In Katras Jherriah Coal Co. Ltd. diminution in value of long term investment in Yule Agro Industries Ltd. and the New Beerbhoom Coal Co. Ltd. amounting to ₹4.73 lakh (₹4.73 lakh) is in the opinion of the management not of a permanent nature and accordingly no provision has been made. The group interest in the same amount is ₹1.50 lakh (₹1.50 lakh).

[iv] The New Beerbhoom Coal Co. Ltd., the extent of realisability of a loan given to a body corporate amounting to ₹4.50 lakh (₹4.50 lakh) is not ascertainable. Group interest in the said amount is ₹1.48 lakh (₹1.48 lakh).

[v] In Katras Jherriah Coal Co. Ltd., the extent of realisability of amount receivable ₹1.79 lakh (₹1.79 lakh) from Central Government is not ascertainable. Group interest in the said amount is ₹0.57 lakh (₹0.57 lakh).

[vi] In Katras Jherriah Coal Co. Ltd., an Associate of the Group, the extent of realisability of a loan given to a Body Corporate amounting to ₹2.00 lakh (₹2.00 lakh) is not ascertainable. Group interest in the said amount is ₹0.63 lakh (₹0.63 lakh).

10.12 Balances of Trade Receivables, Deposits and Advances to the parties, Non-current Assets, Trade Payables, Other Liabilities dues to and from Govt. Undertakings and stock with third parties are subject to confirmation.

10.13 The major component of the respective balances of Deferred Tax Assets and Liabilities are disclosed in the Accounts. Details of Deferred

[Contd.]



OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

Tax Liability as on 31st March, 2017 are given below :-

[a] Timing difference in respect of Andrew Yule & Co. Ltd.

Particulars		31st March, 2017	31st March, 2016
[i]	Depreciation as per Tax Laws	562.48	601.28
[ii]	Depreciation as per Books	680.68	667.18
[iii]	Difference	(-) 118.20	(-) 65.90
[iv]	New cultivation expense kept under Capital Work-in-Progress	1661.57	...
Deffered Tax Liability including Education Cess		534.13	(-) 22.80
Adjustment/Credit related to previous years		...	...
Total		534.13	(-) 22.80

[b] In computing deferred tax liability of Andrew Yule & Co. Ltd. for the financial year 2017-18, unabsorbed depreciation, business loss, as well as disallowances u/s.43B as per Income Tax Act, 1961 has not been recognised as deferred tax assets.

[c] Timing difference in respect of Hooghly Printing Co. Ltd.

Particulars		31st March, 2017	31st March, 2016
[i]	Difference in Opening WDV as per Tax Laws and Books	(-) 18.27	...
[ii]	Difference in Closing WDV as per Tax Laws and Books	(-) 107.33	...
[iii]	Depreciation as per Books	...	26.38
[iv]	Depreciation as per Tax Laws	...	14.78
[v]	Difference	89.06	11.60
[vi]	Difference on account of VRS Expenses (DTA)	(-) 29.47	(-) 17.80
Deffered Tax Liability/(Assets) including Education Cess		18.41	...
Total		18.41	...

[d] Major components of Deferred Tax Liabilities and Deferred Tax Assets pursuant to Accounting Standard (AS-22) "Accounting for Taxes on Income".

Particulars	Deferred Tax Liabilities/ (Assets) as at 31st March, 2016	Charge/(Credit) to Statement of Profit and Loss	Charge/(Credit) to Retained Earnings	Deferred Tax Liability/(Assets) as at 31st March, 2017
Deferred Tax Liability :				
Difference between book and tax depreciation	286.04	(-) 22.50	...	263.54
New cultivation expense	...	575.04	...	575.04
Total	286.04	552.54	...	838.58
Previous year	313.60	(-) 27.56	...	286.04

[e] In computing deferred tax liability of the Group for the financial year 2016-17, unabsorbed depreciation, business loss, as well as disallowances u/s.43B as per Income Tax Act, 1961 have not been recognised as deferred tax assets.

10.14 In terms of the sanction letter/debt covenants received by the Group from the lending Banks and Financial Institutions, repayment schedule of term loan and applicable rate of interest are as set out below.

Term Loan from United Bank of India for Hooghly Printing Co. Ltd.	Repayment of 30 quarterly instalment of ₹5.97 lakh each and one instalment of ₹6.03 lakh commencing from 2009-10.	Base rate Plus 5.5%
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10.15 [a] In case of Katras Jheriah Coal Co. Ltd., only those claims in relation to coking/non-coking coal mines which have been admitted by the respective Commissioner of Payments or are subject to appeal filed by the claimants and still pending with the Appellate Courts have been included in "Other Long Term Liabilities" amounting to ₹28.61 lakh. Accordingly, the extent of adjustments may be required in respect of claims under appeals still pending with the Appellate Courts is not ascertainable at this stage.

[b] Amounts receivable from Central Government aggregating ₹1.79 lakh (₹1.79 lakh) as shown in the Balance Sheet are after adjustments of ₹62.99 lakh (₹62.99 lakh) being payments made by the Commissioners of Payments, Dhanbad and Calcutta upto 31st March, 2017 against admitted claims of the Company's bankers and other creditors, and ₹42.96 lakh (₹42.96 lakh) received by the Company in November, 1992 and April, 1998 and December, 2002 from the Office of the Commissioner of Payments, Calcutta. Necessary communication/confirmation from appropriate authorities substantiating recoverability of otherwise of the aforesaid year end balance is awaited.

[Contd.]



OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

10.16 Consolidated Segment Reporting :

The Group's segment information as at and for the year ended 31st March, 2017 are as below :-

Particulars	External Sales		Inter Segment Sales		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
[1] Segment Revenue						
Sale of Product						
Electrical	15688.11	11596.86	4.19	2.63	15692.30	11599.49
Tea	20578.07	21226.21	2.96	2.69	20581.03	21228.90
Engineering	2802.87	2348.34	15.03	19.57	2817.90	2367.91
Printing	1591.03	1691.75	15.84	13.61	1606.87	1705.36
Segment Total	40660.08	36863.17	38.02	38.50	40698.10	36901.66
Eliminations					38.02	38.50
Total Revenue from Product Sale					40660.08	36863.16
Sale of Service						
Electrical					51.33	69.85
Engineering					270.88	68.06
Unallocated					432.54	420.53
Total Revenue from Sale of Service					754.75	558.44
Total Revenue					41414.83	37421.61
[2] Segment Results						
Electrical					179.36	(-) 257.49
Tea					3134.09	1297.93
Engineering					(-) 382.65	(-) 303.92
Printing					114.60	80.14
Yule Engineering					(-) 4.92	0.13
Yule Electrical					(-) 0.44	0.08
Segment Total					3040.04	970.72
Unallocated Corporate Expenses (Net of Unallocated Income)					392.79	85.38
Profit before Interest and Taxation					2647.25	885.34
Interest etc. paid					942.12	991.93
Interest/Dividend Income					1704.14	1063.93
Profit from ordinary activity					3409.27	1005.74
Extraordinary and exceptional items					...	49.24
Net Profit after exceptional items					3409.27	956.50
Provision for Taxation (Net of written back)					679.42	108.75
[3] Profit after taxation before share of results of Associates					2729.85	847.75
Share of Profit of Associates					1230.59	1267.40
[4] Profit after Taxation					3960.44	2115.15

Other Information	Segment Assets		Segment Liabilities	
	2016-17	2015-16	2016-17	2015-16
Electrical	15335.52	14526.56	11593.14	15422.95
Tea	15270.44	24481.62	5479.79	5656.33
Engineering	5829.32	5053.10	4259.78	3683.28
Printing	2229.71	2005.87	1832.76	1534.01
Yule Engineering	11.46	13.78	13.14	0.56
Yule Electrical	...	...	5.60	0.07
Segment Total	38676.45	46080.93	23184.00	26297.20
Unallocated Corporate Assets/Liabilities	18890.02	18081.22	1221.71	1256.23
Total	57566.47	64102.15	24405.71	27553.43

Particulars	Capital Expenditure		Depreciation including Impairment		Non-Cash Expenditure other than Depreciation	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Electrical	62.42	376.36	78.48	108.65	105.85	251.54
Tea	2618.23	571.74	559.03	516.72	7.32	5.91
Engineering	61.96	27.43	31.24	32.58	7.14	11.79
Printing	3.75	0.33	25.63	26.38	(-) 93.84	...
Yule Engineering Ltd.	...	...	...	...	4.67	...
Segment Total	2746.36	975.86	694.38	684.33	31.14	269.24

[Contd.]



OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

Notes: [1] The business segments comprise of the following major product groups :-

Engineering	<ul style="list-style-type: none"> ➤ Industrial Fans. ➤ Air Pollution and Water Pollution Control equipments. ➤ Turn-key projects involving the above products.
Electrical	<ul style="list-style-type: none"> ➤ HT and LT Switchgear ➤ Transformers ➤ Relay and Contactors ➤ Turn-key projects on power distribution.
Tea	<ul style="list-style-type: none"> ➤ Tea growing and manufacturing.
Printing	<ul style="list-style-type: none"> ➤ Printing of books, periodicals & publicity materials.

[2] The information relating to erstwhile Belting Division has been considered as part of the corporate information for the purpose of the above reporting as the related business has been discontinued earlier.

[3] Information relating to "Project" has been reported after being clubbed with Engineering Division.

[4] Figures in bracket pertaining to previous year.

10.17 Particulars relating to discontinued operations :

[a] Description of discontinued operations :-

Business Segments		Discontinued Operations
[i]	Engineering Division	<ul style="list-style-type: none"> ➤ Air Handling Unit (AHU) ➤ Core Lamination Project (CLP) Project
[ii]	Electrical Division	<ul style="list-style-type: none"> ➤ Port Engineering Works (PEW) ➤ Turnkey ➤ Agency

[b] Carrying amount of Fixed Assets, Current Assets and Current Liabilities in respect of discontinued operations included in the total Assets and liabilities as shown in the Balance Sheet as on 31st March, 2017 :-

Sl. No.	Discontinued Operations	Fixed Assets	Current Assets	Current Liabilities and Provisions
01	Project	0.09	40.00	35.32
Total		0.09	40.00	35.32
Previous Year		0.09	40.00	35.32

[c] Revenue, Expenses and Pre-Tax, Profit/Loss and Cash Flow in respect of discontinued operations : Nil

10.18 Related party disclosure :

[i] Names of Related Parties with whom Group (Andrew Yule and its Subsidiaries) had transactions during the year :-

Associate Companies	<ul style="list-style-type: none"> ➤ Tide Water Oil Co. (I) Ltd. ➤ The Bengal Coal Co. Ltd. ➤ The New Beerbhoom Coal Co. Ltd. ➤ Katras Jherriah Coal Co. Ltd. ➤ Yule Agro Industries Ltd. ➤ WEBFIL Ltd. ➤ Yule Financing and Leasing Co. Ltd.
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[ii] Key Management Personnel :-

[a] Mr Sunil Munshi	➤ Chairman & Managing Director
[b] Mr R. C. Sen	➤ Wholetime Director
[c] Mr Debasis Jana	➤ Wholetime Director
[d] Ms. Sucharita Das	➤ Company Secretary [w.e.f. 12th August, 2016]
[e] Mr Ayan Dutta	➤ Company Secretary [till 10th August, 2016]

[Contd.]



OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

- [iii] Disclosure of transactions between the Company and Associates and Subsidiaries and the status of outstanding balance as on 31st March, 2017.

Particulars	Associates	
	2016-17	2015-16
Purchase of Goods	13.40	18.76
Tide Water Oil Co. (I) Ltd.	13.40	18.76
Purchase of Services	5.74	2.50
Yule Financing & Leasing Co. Ltd.	5.74	2.50
Sale of Goods	143.99	91.77
Yule Financing & Leasing Co. Ltd.	2.48	2.29
Tide Water Oil Co. (I) Ltd.	139.07	87.06
WEBFIL Ltd.	0.78	0.76
The Bengal Coal Co. Ltd.	0.95	0.95
The New Beerbhoom Coal Co. Ltd.	0.42	0.42
Katras Jherriah Coal Co. Ltd.	0.29	0.29
Sale of Services	432.54	420.54
Tide Water Oil Co. (I) Ltd.	390.00	378.00
WEBFIL Ltd.	20.43	20.43
The Bengal Coal Co. Ltd.	12.69	12.69
The New Beerbhoom Coal Co. Ltd.	3.51	3.51
Katras Jherriah Coal Co. Ltd.	5.91	5.91
Dividend Income	1256.70	913.55
Tide Water Oil Co. (I) Ltd.	1256.70	913.55
Interest Expenses	3.45	3.45
The Bengal Coal Co. Ltd.	3.45	3.45
Rent and Hire Charges Received	284.31	254.30
Tide Water Oil Co. (I) Ltd.	267.85	237.84
WEBFIL Ltd.	15.57	15.57
The Bengal Coal Co. Ltd.	0.69	0.69
The New Beerbhoom Coal Co. Ltd.	0.14	0.14
Katras Jherriah Coal Co. Ltd.	0.06	0.06
Royalty Received	216.12	221.21
Tide Water Oil Co. (I) Ltd.	216.12	221.21
Refund of Loans and Advance/Amount Received	966.68	1012.43
Tide Water Oil Co. (I) Ltd.	911.81	939.27
WEBFIL Ltd.	50.53	28.78
Coal Companies *	4.24	42.47
Yule Financing & Leasing Co. Ltd.	0.10	1.91
Balances As on 31st March :		
Trade Receivable	56.57	45.91
Tide Water Oil Co. (I) Ltd.	52.91	45.29
Yule Financing & Leasing Co. Ltd.	...	0.03
WEBFIL Ltd.	3.66	0.59
Trade Payable	5.05	0.90
Tide Water Oil Co. (I) Ltd.	5.05	0.90
Long Term Loans and Advances	567.40	569.89
Tide Water Oil Co. (I) Ltd.	...	2.49
Yule Financing & Leasing Co. Ltd.	447.00	447.00
Yule Agro Ltd.	120.40	120.40

[Contd.]



OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

Short Term Loans and Advances	103.16	140.32
Yule Financing & Leasing Co. Ltd.	18.07	18.17
Tide Water Oil Co. (I) Ltd.	6.51	44.35
WEBFIL Ltd.	27.51	42.04
Coal Companies *	51.07	35.76
Other Current Assets	56.00	56.00
Yule Financing & Leasing Co. Ltd.	56.00	56.00
Other Current Liabilities	65.31	...
Tide Water Oil Co. (I) Ltd.	65.31	...
Other Long Term Liabilities (Security Deposit)	28.80	28.80
The Bengal Coal Co. Ltd.	28.80	28.80

10.19 Disclosure of transactions between the Company and Key Management Personnel.

Key Management Personnel	2016-17	2015-16
[a] Remuneration to Directors		
Mr. Kallol Datta	...	55.88
Mr. S. Swaminathan	...	23.26
Mr. Sunil Munshi	24.23	22.49
Mr. R. C. Sen	20.94	20.66
Mr. Debasis Jana	22.29	13.94
Total	67.46	136.23
[b] Remuneration to Company Secretary		
Ms. Sucharita Das	7.25	...
Mr. Debabrata Bandyopadhyay	...	15.48
Mr. Ayan Dutta	2.06	3.40
Total	9.31	18.88
[c] Salary Advance to Director		
Mr. Sunil Munshi	1.00	...

10.20 Earning per share :

	For the year ended 31st March 2017	For the year ended 31st March 2016
[a] Number of Equity Share :-		
At the beginning of the year	33,36,38,478	33,36,38,478
At the end of the year	48,89,50,978	33,36,38,478
Weighted average number of Equity Shares outstanding during the year for basic	43,38,10,054	33,36,38,478
Weighted average number of Equity Shares outstanding during the year for diluted	43,38,10,054	47,64,88,478
Face value of each Equity Share	₹2.00	₹2.00
[b] Profit after Tax after extra ordinary income available for Equity Shareholders	3960.44	2115.15
[c] Basic earnings per Share after extra ordinary income	₹0.91	₹0.63
[d] Diluted earnings per Share after extra ordinary income	₹0.91	₹0.44

10.21 Revenue expenditure on Research and Development represent ₹26,91,264/- (₹18,75,152/-) for subscription to Tea Research Association and ₹16,31,971/- (₹19,60,698/-) for development of a new type of Industrial Fan. Moreover, ₹Nil (₹18,75,152/-) has been incurred for Development of Electrical Transformer.

10.22 Details of Expenses under Item relating to previous year are as under :

Particulars	2016-17	2015-16
Provision for Gratuity	250.00	...
Arrear Salary of Executive/Asstt./Staff	1.28	...
Repair to Plant and Machinery	1.85	7.87
Land Rent	0.69	...
Subscription	0.36	...
Freight	8.09	...
Miscellaneous Expenses	35.40	11.66
Others	8.43	...
Total	306.10	19.53

[Contd.]



OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

- 10.23 [a] Value of Imported and Indigenous Raw Materials, Components, Stores and Spare parts consumed (excluding items consumed for Capital and Repair jobs etc.)

	Raw Material and Components				Stores and Spares Parts			
	2016-17	%	2015-16	%	2016-17	%	2015-16	%
Imported	54.27	0.33	10.16	0.08	...	...	...	...
Indigenous	16273.24	99.67	13456.36	99.92	269.78	100.00	358.86	100.00
Total	16327.51	100.00	13466.52	100.00	269.78	100.00	358.86	100.00

- [b] Value of Imports on C.I.F. basis (excluding canalised imports) :

	2016-17	2015-16
Raw materials and Components	48.88	10.16
Total	48.88	10.16

- [c] Earnings in Foreign Exchange :

Export on F.O.B. basis	183.36	449.42
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- [d] Expenditure in Foreign Currencies (on Accrual basis) :

Others (Foreign Tour Expenses)	9.01	9.35
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- 10.24 There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.
- 10.25 Pending transfer of Assets and Liabilities of Engineering and Electrical Divisions to two 100% subsidiaries incorporated in the name of Yule Engineering Ltd. and Yule Electrical Ltd. as per Sanctioned Rehabilitation Scheme (SRS) all transactions for the year ended 31st March, 2017 relating to aforesaid Divisions entered into by the Company in the name of Andrew Yule & Company Limited (AYCL) have been accounted for in the Books of Account.
- 10.26 Other receivables includes ₹23.96 lakh paid as Electricity Duty which is considered receivable vide Circular Number 233-IR/O/IM-4/2003 dated 25th February, 2014 issued by Government of West Bengal under "West Bengal Industrial Renewal Scheme, 2001" stating that the amount paid as Electricity Duty under the provisions of the Bengal Electricity Rules, 1935 shall be waived for a period of 5 (five) years with effect from 31st March, 2006.
- 10.27 The Company has decided to increase the moratorium period in respect of 6% Cumulative Redeemable Preference Shares-WEBFIL of ₹204.40 lakh and Zero Rate Unsecured Redeemable Bond of ₹305.00 lakh of WEBFIL Ltd. for a period of 7 (Seven) years commenced from 1st April, 2014 and 20th December, 2014 respectively.
- 10.28 The Employees Provident Fund Organisation has raised a demand vide Order Number RRC-II/21(88)05/WB amounting to ₹566.37 lakh against which an amount of ₹83.58 lakh has been paid under protest and ₹16.84 lakh has been attached by Provident Fund Authority from Bank Account maintained with State Bank of India, Kalyani Branch. The Hon'ble BIFR vide MA No.126 of 2014 has passed an Order dated 23rd June, 2015 to waive off the said demand. Our application to EPFO in this regard is still pending.
- 10.29 Revaluation Reserve of ₹10332.50 lakh created against revaluation of Estate has now been adjusted against creation of Biological Assets in the Current Year, as per Para 91 of the Accounting Standard-10 on property, plant and equipments revised vide Companies (Accounting Standard) Rules, 2016.
- 10.30 During the year Company has written off old unlinked balances and receivables amounting to ₹72.94 lakh and written back unlinked liabilities, provisions and payables amounting to ₹497.20 lakh in the Statement of Profit and Loss. Provisions and Liabilities no longer required written back which had been provided earlier against operational expenses is now treated as operational income in the current year.
- 10.31 Disclosure of the details of Specified Bank Notes (SNB) held and transacted during the period from 8th November, 2016 to 30th December, 2016 is as follows.

Particulars	SBN	Other Denomination Notes	Total
Closing Cash in Hand as on 08.11.2016	25.79	31.56	57.35
Add: Permitted Receipts	* 6.40	1133.59	1139.99
Less: Permitted payment	6.87	865.29	872.16
Less: Amount deposited in Bank	25.32	0.49	25.81
Closing Cash in Hand as on 30.12.2016	...	299.37	299.37

[*] Represents amount received from employees/workers towards refund of advances given earlier.

- 10.32 Certain old balances of Security Deposits and Earnest Money Deposits are under reconciliation, adjustment if any necessary will be made in the Books of Account as and when the balances are reconciled.
- 10.33 Balances of Related Parties are subject to reconciliation.
- 10.34 The Board has proposed Dividend @ 5% amounting to ₹488.95 lakh (Dividend Distribution Tax thereon ₹95.10 lakh payable thereon), at its meeting held on 30th May, 2017, subject to approval of members in the forthcoming Annual General Meeting.

[Contd.]



OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST MARCH, 2017 – [Contd.]

[₹ in lakh]

Note 10 – [Contd.]

- 10.35 The New Beerbhoom Coal Co. Ltd. has some property (let out to third parties on rental basis) which not being related to any coal mines have not vested in the Central Government as a result of nationalisation of its coal mines. In the absence of any information as regards the original cost and depreciation, if any, provided thereon, the book value of the said properties are considered to be "Nil" for the purpose of these Accounts.
- 10.36 The Group Share of profit of in respect of the Tide Water Oil Co. (India) Limited has been taken into consideration as per the profit after tax calculated as per the Generally Accepted Accounting Policies in India, the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) read with Rule 7 of the Companies (Accounts) Rule, 2014 and other relevant provisions of the Act and is as certified by the management of the company, since the company has prepared financial statements for the year ended 31st March, 2017 as per the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013.
- 10.37 Para 18 of the Accounting Standard-23 on Accounting for Investments in Associates in Consolidated Financial Statements states that if, under the equity method, an investor's share of losses of an associate equals or exceeds the carrying amount of the investment, the investor ordinarily discontinues recognising its share of further losses and the investment is reported at nil value. Additional losses are provided for to the extent that the investor has incurred obligations or made payments on behalf of the associate to satisfy obligations of the associate that the investor has guaranteed or to which the investor is otherwise committed. If the associate subsequently reports profits, the investor resumes including its share of those profits only after its share of the profits equals the share of net losses that have not been recognised. Thus, in accordance with para 18 of the Accounting Standard-23 the group share of losses of an Associate Katras Jherriah Coal Co. Ltd. for the year ended 31st March, 2017 amounting to ₹1.60 lakhs has not been recognised in the Consolidated Financial Statements. Further, the group share of losses recognised in earlier years to the extent it exceeds the carrying value of investment amounting to ₹2.13 lakhs has been adjusted with Surplus under the head Reserves and Surplus.
- 10.38 Additional information, as required under Schedule-III of the Companies Act, 2013 of Enterprises Consolidated as Subsidiaries/Associates/ Joint Ventures.

Name of the Enterprise	Net Assets i.e. Total Assets Minus Total Liabilities		Share in Profit or Loss	
	As % of Consolidated Net Assets	Amount [₹ in lakh]	As % of Consolidated Profit or Loss	Amount [₹ in lakh]
Parent				
Andrew Yule & Co. Ltd.	54.46	18058.16	69.15	2738.57
Subsidiaries				
Indian				
Hooghly Printing Co. Ltd.	0.89	294.24	(-) 0.08	(-) 3.31
Yule Engineering Ltd.	(-) 0.02	(-) 6.68	(-) 0.12	(-) 4.92
Yule Electrical Ltd.	(-) 0.01	(-) 10.59	(-) 0.01	(-) 0.44
Associates				
Indian				
Tide Water Oil Co. (I) Ltd.	44.75	14838.83	31.10	1231.68
Katras Jherriah Coal Co. Ltd.	(-) 0.02	(-) 6.95	...	...
The New Beerbhoom Coal Co. Ltd.	(-) 0.02	(-) 6.23	(-) 0.03	(-) 1.09

- 10.39 The figures in these financial statements have been rounded off to nearest lakh of rupees and, as such, the balances in certain heads of account amounting to ₹500 or less, although maintained in the books of account of the Group Company, do not appear in these financial statements.
- 10.40 Figures in brackets are of previous year.
- 10.41 Previous year's figures have been re-arranged and/or re-grouped wherever necessary.

For Andrew Yule & Company Limited

SUCHARITA DAS
Company Secretary.

SANDIP ROY
Financial Controller.

R. C. SEN
Director (Finance).

SUNIL MUNSHI
Chairman & Managing Director.

As per our Report of even date.

For **V. SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.311017E
(V. K. SINGHI)

Partner.

Membership No.050051

Date : 30th May, 2017.
Place : Kolkata.



FORM AOC - 1

[Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part - A : Subsidiaries

[₹ in lakh]

1.	Sl. No.	1	2	3
2.	Name of the Subsidiary	Hooghly Printing Co. Ltd.	Yule Engineering Ltd.	Yule Electrical Ltd.
3.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	N.A.	N.A.	N.A.
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year, in case of foreign subsidiaries	INR	INR	INR
5.	Share Capital	102.71	5.00	5.00
6.	Reserves and surplus	294.23	(6.68)	(10.59)
7.	Total Assets	2229.71	11.45	...
8.	Total Liabilities	2229.71	11.45	...
9.	Investments	0.03	...	...
10.	Turnover	1606.86	...	...
11.	Profit before Taxation	23.00	(4.92)	(0.44)
12.	Provision for Taxation	26.31	...	...
13.	Profit after Taxation	(3.31)	(4.92)	(0.44)
14.	Proposed Dividend	...	...	...
15.	Percentage (%) of Shareholding	100%	100%	100%

- Notes:**
- Names of subsidiaries which are yet to commence operations : N.A.
 - Names of subsidiaries which have been liquidated or sold during the year : N.A.

Part - B : Associates

Sl. No.	Name of Associates	Tide Water Oil Co. (I) Ltd.	The New Beerbhoom Coal Co. Ltd.	Katras Jherriah Coal Co. Ltd.
[01]	Latest Audited Balance Sheet Date	31st March, 2017	31st March, 2017	31st March, 2017
[02]	Shares of Associate held by the Company on the year end			
	i. Number	913960	105355	60260
	ii. Amount of Investment in Associate [₹ in lakh]	158.56	12.27	6.95
	iii. Extent of Holding in %	26.23	32.95	31.88
[03]	Description of how there is significant influence	Note 3	Note 3	Note 3
[04]	Reason why the Associate is not consolidated	N.A.	N.A.	N.A.
[05]	Networth attributable to shareholding as per latest audited Balance Sheet (₹ in lakh)	16777	8.00	2.78
[06]	Profit or Loss for the year			
	i. Considered in Consolidation (₹ in lakh)	1231.68	(1.09)	...
	ii. Not Considered in Consolidation	N.A.	N.A.	N.A.

- Notes:**
- Names of associates which are yet to commence operations : N.A.
 - Names of associates which have been liquidated or sold during the year : N.A.
 - There is significant influence due to percentage (%) of Shareholding.
 - The Company has no Joint Ventures, therefore Part - B relating to Joint Ventures is not applicable.

For Andrew Yule & Company Limited

Kolkata,
30th May, 2017.

Sucharita Das
Company Secretary.

Sandip Roy
Financial Controller.

R. C. Sen
Director (Finance).

Sunil Munshi
Chairman & Managing Director.