



CORPORATE INFORMATION

BOARD OF DIRECTORS	
Shri Debasis Jana	→ Chairman & Managing Director [w.e.f. 17th August, 2017] Director (Planning)[till 16th August 2017]
Shri Sanjoy Bhattacharya	→ Director (Planning) [w.e.f. 13th April 2018]
Shri Partha Dasgupta	→ Director (Finance)[w.e.f. 6th July 2018]
Shri Pravin L. Agrawal	→ Nominee Director, Govt. of India [w.e.f. 17th May, 2018]
Shri Arvind Kumar	→ Nominee Director, Govt. of India [w.e.f. 12th December, 2017]
Dr. Dhanpat Ram Agarwal	→ Non-Executive Independent Director
Shri Sudhir Jhunjunwala	→ Non-Executive Independent Director
Smt. Sipra Goon	→ Non-Executive Independent Director

AUDIT COMMITTEE
Dr. Dhanpat Ram Agarwal, Chairman Shri Sudhir Jhunjunwala Smt. Sipra Goon

NOMINATION & REMUNERATION COMMITTEE
Shri Sudhir Jhunjunwala, Chairman Dr. Dhanpat Ram Agarwal Shri Arvind Kumar Smt. Sipra Goon

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
Shri Sudhir Jhunjunwala, Chairman Shri Debasis Jana Shri Partha Dasgupta Shri Pravin L. Agrawal Smt. Sipra Goon

STAKEHOLDERS RELATIONSHIP COMMITTEE
Dr. Dhanpat Ram Agarwal, Chairman Shri Debasis Jana Shri Partha Dasgupta Smt. Sipra Goon

RISK MANAGEMENT COMMITTEE
Shri Debasis Jana, Chairman Shri Sanjoy Bhattacharya Shri Partha Dasgupta

COMMITTEE OF THE BOARD OF DIRECTORS
Shri Debasis Jana, Chairman Shri Sanjoy Bhattacharya Shri Partha Dasgupta

CHIEF FINANCIAL OFFICER
Shri Partha Dasgupta

COMPANY SECRETARY
Smt. Sucharita Das

STATUTORY AUDITOR
M/s. U. S. Saha & Co. Chartered Accountants, 218, Kamalalaya Center, 2nd Floor, 156A, Lenin Sarani, Kolkata-700 013.

SECRETARIAL AUDITOR
M/s. Vinod Kothari & Company Practising Company Secretaries, 1006-1009, Krishna Building, 224, A.J.C. Bose Road, Kolkata-700 017.

COST AUDITOR
M/s. DGM & Associates Cost Accountants, 64, B.B. Ganguli Street (2nd Floor), Kolkata-700 012.

REGISTRAR & SHARE TRANSFER AGENT
M/s. 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

BANKERS
Allahabad Bank Bank of Baroda Union Bank of India United Bank of India

REGISTERED OFFICE
"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

NORTHERN REGIONAL OFFICE
404, Guru Angad Bhavan, 71, Nehru Place, New Delhi-110 019.



Vision

To position “YULE” as a leading brand by providing state-of-the-art products & commodity through continuous improvement & innovation.

Mission

- ⇒ INR 500 crores turnover by the year 2020.
- ⇒ Tapping new market to promote growth.
- ⇒ To deliver quality product and services on time.



ANDREW YULE & COMPANY LIMITED

BOARD OF DIRECTORS



Shri Debasis Jana
Chairman & Managing Director

FUNCTIONAL DIRECTORS



Shri Sanjoy Bhattacharya, Director (Planning)



Shri Partha Dasgupta, Director (Finance)

GOVERNMENT DIRECTORS



Shri Pravin L Agrawal, Jt. Secretary, DHI



Shri Arvind Kumar, Dy. Secretary, DHI

INDEPENDENT DIRECTORS



Dr. Dhanpat Ram Agarwal



Shri Sudhir Jhunjunwala



Smt. Sipra Goon



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Important Communication to Members

Attention of the members is drawn to Securities and Exchange Board of India (SEBI) Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, which require shareholders holding shares in physical form and whose folio(s) do not have complete details relating to their PAN and bank account, or where there is any change in the bank account details provided earlier, to compulsorily furnish the details to RTA/ Company for registration/updation.



CHAIRMAN'S STATEMENT



Debasis Jana

Chairman & Managing Director

Dear Shareholders,

As the Chairman & Managing Director of your Company, I feel extremely privileged and delighted in interacting with you on the occasion of 70th Annual General Meeting and presenting Annual Report of your Company for the financial year 2017-18.

As you know, India's economy returned to growth path in financial year 2017-18 as the Gross Domestic Product growth was 6.7% annually with a strong 7.7% growth in the last quarter of the year. With this and the strong growth projected for the current year also, there will be growing opportunities in power generation, distribution and transmission equipment. Though the development in Steel and Power sectors remained sluggish, growth in the Petrochemical & Fertilizer sector hold hope for improving order booking for engineering business in the current year. The Tea division of your Company 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.

Your Company has earned total revenue of ₹389.13 crores as against ₹468.78 crores in 2016-17, registering a decrease of 17% YOY. Profit before Tax (PBT) during the financial year 2017-18 stood at ₹23.57 crores as compared to ₹38.50 crores for the previous financial year. But since the previous year's PBT was inclusive of one-time land acquisition compensation of ₹18.40 crores from NHAI and Tea Board subsidy of ₹2.14 crores, profit from actual business has increased in 2017-18 despite fall in sales of electrical and engineering products, tea crop loss and revenue loss due to Darjeeling Bandh. Profit after Tax (PAT) for the financial year 2017-18 stood at ₹17.12 crores as compared to ₹32.60 crores during the previous financial year.

AYCL is a dividend paying Company. I am pleased to inform that the Board of Director's of your Company has recommended a Final Dividend of Re.0.04 per Equity Share of face value of ₹2.00 each for the financial year ended 31st March, 2018.

Your Company always strives to attain highest level of Corporate Governance practices. Implementation of Integrity Pact, adoption of code of conduct and a well- defined Internal Control Framework add to the transparency of the Company's business practices. AYCL is complying with the Government Guidelines and listing regulations on Corporate Governance. However filing up of vacant posts of Director which is one of the requirements of Corporate Governance, is under process at Government level. A report on Corporate Governance compliance has been made part of the Board's Report. Your Company has been getting "Excellent" rating from Department of Public Enterprises(DPE) for complying with various norms of Corporate Governance. I am sure that the trend will continue.

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Being a good corporate citizen, AYCL has always been on the forefront in extending its assistance for upliftment of the less privileged class of the society through development and improvement of the quality of life with our limited resources. AYCL has undertaken a number of CSR initiatives in the area of health, education, sanitation, water supply facilities, providing vocational training to children with disability etc.

I am pleased to inform that in North Indian Batting Order(Ranking), being a prime “Quality” parameter, all Assam and Dooars Tea gardens of your Company are within Top 29 ranking during the financial year 2017-18 which emphasizes continuous improvement in the batting order/ ranking. All gardens of the group are now having FSSAI License to operate and manufacture tea. With better field practices and major emphasis on Crop & Quality, the Tea Division of your Company will continue maintaining its profitability in the near future.

I have no doubt, whatsoever, that we will make a whole-hearted effort to walk that extra mile to ensure that the Company continues to prosper in the years to come.

I would like to take this opportunity to gratefully acknowledge the valuable guidance, support and cooperation received from the Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Government of India, as well as from other Ministries of the Central and State Governments, our valued customers, Company’s bankers, suppliers, staff- workers etc. At the same time, I wish to acknowledge the valuable guidance given by the Board of Directors of the Company without which it would have not been possible to lead the Company in definite direction. I look forward to continued support and commitment from all stakeholders of the Company to reach new heights and enhancing stakeholders’ value.

Debasis Jana
Chairman & Managing Director



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 70th 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 Wednesday, the 26th day of September, 2018 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, 2018 including the Audited Consolidated Financial Statements for the year ended on that date together with the Reports of the Board of Directors, Auditors and Comments of the Comptroller & Auditor General of India (CAG) thereon.
- [02] To declare dividend for the financial year ended 31st March, 2018.
- [03] To appoint a Director in place of Shri Arvind Kumar (DIN: 06956955), 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 S Ghose & Co. (CA0014), Chartered Accountants, the Statutory Auditors of the Company, appointed by the Comptroller & Auditor General of India for the financial year 2018-19 as per the provisions of Section 139(5) of the Companies Act, 2013, be paid a remuneration plus applicable taxes, 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 resolution :

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any amendment, modification or variation thereof, the Company hereby ratifies the remuneration of ₹1,45,000/- per annum plus out of pocket expenses at actuals and applicable taxes, if any, payable to M/s. 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 as prescribed under the Companies (Cost Records and Audit) Rules, 2014, for the financial year ending on 31st March, 2019."

"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."

The Register of the Members and the Share Transfer Registers of the Company will remain closed from 20th September, 2018 (Thursday) to 26th September, 2018 (Wednesday), both days inclusive.

Registered Office :
"Yule House",
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700 001
Date : 13th August, 2018

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 19th September, 2018.
- [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 immediately to the Company/RTA 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] Dividends for the financial year ended 31st March, 2015 and 31st March, 2017, which remained unpaid or unclaimed will be due to be transferred to the Investor Education and Protection Fund of the Central Government on 3rd September, 2022 and 25th October, 2024, respectively. Shareholders, who have not encashed the dividend warrants so far for the financial year ended 31st March, 2015 and 31st March, 2017 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 18th September, 2017 (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

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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 70th 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 also 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 address, physical copies of the Notice of the 70th 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 2017-18 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 address, physical copies of the Annual Report for Financial Year 2017-18 is being sent in the permitted mode.
- [15] Members may also note that the Notice of the 70th 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 2017-18 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] Kindly note that pursuant to the amendment to Regulation 40 of SEBI (LODR) Regulations, 2015 vide Gazette notification dated 8th June, 2018, SEBI has mandated that transfer of securities would be carried out in dematerialized form only and accordingly, SEBI has advised all the Listed Companies and their Registrars and Transfer Agents (RTAs) that, with effect from 5th December, 2018, it should be ensured that shares which are lodged for transfer shall be in dematerialized form only. You are therefore, requested to demat your shareholding to avoid inconvenience in future.
- [18] 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.
- [19] 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.

[Contd.]



[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.

[20] 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 70th 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] **The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below :**

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below :

- [i] Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- [ii] Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- [iii] A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

[iv] Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
[a] For Members who hold shares in demat account with NSDL.	→ 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
[b] For Members who hold shares in demat account with CDSL.	→ 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
[c] For Members holding shares in Physical Form.	→ EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

[v] **Your password details are given below :**

- [a] If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- [b] If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.

[Contd.]



- [c] How to retrieve your 'initial password'?
 - [i] If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - [ii] If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- [vi] If you are unable to retrieve or have not received the "Initial password" or have forgotten your password :
 - [a] Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - [b] Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - [c] If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- [vii] After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- [viii] Now, you will have to click on "Login" button.
- [ix] After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below :

- [i] After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- [ii] After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- [iii] Select "EVEN" of company for which you wish to cast your vote.
- [iv] Now you are ready for e-Voting as the Voting page opens.
- [v] Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- [vi] Upon confirmation, the message "Vote cast successfully" will be displayed.
- [vii] You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- [viii] Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

[B] General Guidelines for shareholders :

- [i] 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aklabh@aklabh.com/aklabhcs@gmail.com, with a copy marked to evoting@nsdl.co.in.
- [ii] It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- [iii] In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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- [iv] The remote e-voting period commences on Sunday, 23rd September, 2018 (9.00 a.m.) and ends on Tuesday, 25th September, 2018 (5.00 p.m.). During this period, members of the Company, holding shares, as on 19th September, 2018, 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.
- [v] The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 19th September, 2018.
- [vi] 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.
- [vii] Facility for voting through polling paper shall be made available at the 70th 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.
- [viii] 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.
- [ix] 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.
- [x] Members of the company holding shares as on 19th September, 2018, may opt for remote e-voting or voting at the AGM through polling paper.
- [xi] 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.
- [21] 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.
- [22] The Route Map showing directions to reach the venue of the 70th AGM is annexed hereto.
- [23] 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: 13th August, 2018

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 Board of Directors of the Company has approved at their 226th Board Meeting held on 12th February, 2018, the appointment and remuneration of M/s. DGM & Associates, Cost Accountants, the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2018-19 at a 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.

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 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, 2019.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the aforesaid Resolution. The Board recommends the passing of the Resolution as set out under Item No. 5 of the Notice.

Registered Office:

“Yule House”

8, Dr. Rajendra Prasad Sarani,

Kolkata - 700 001

Date: 13th August, 2018

By Order of the Board

Sucharita Das

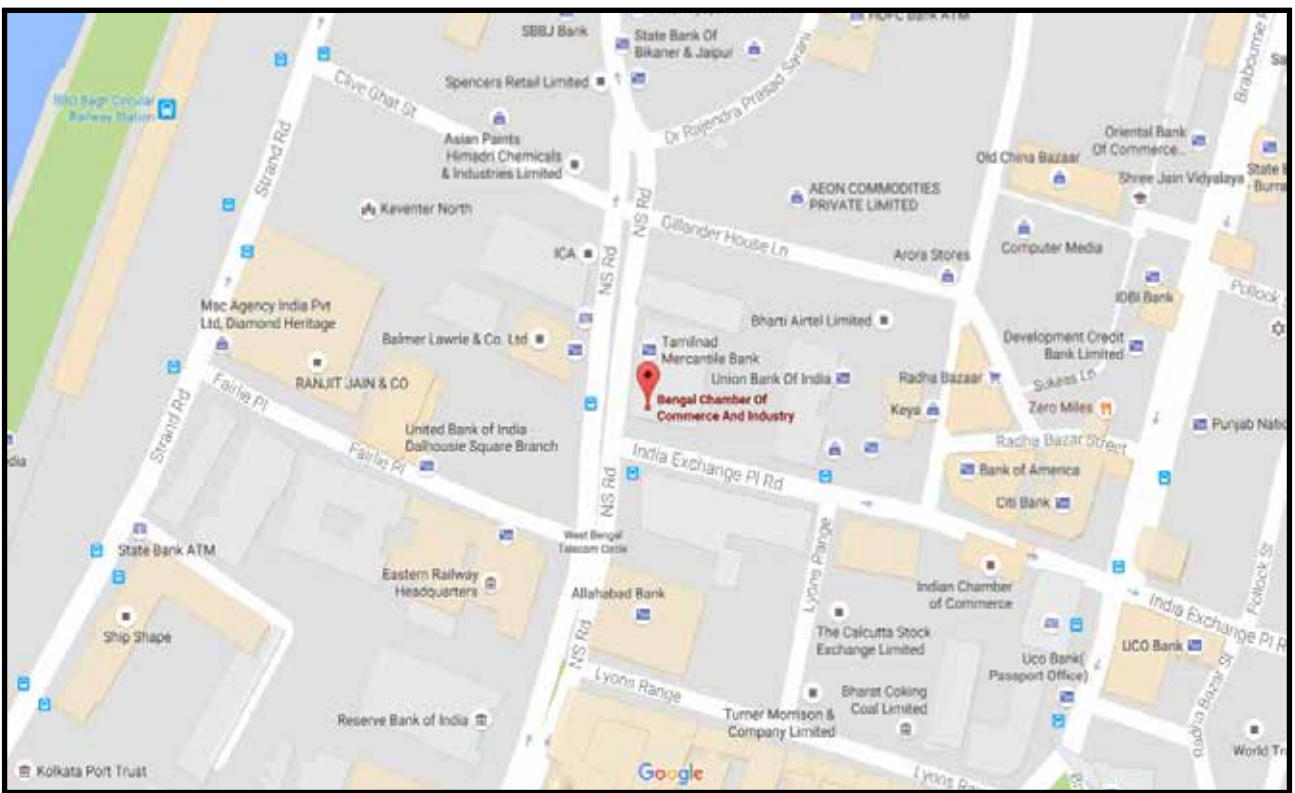
Company Secretary

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

Name of Director	→ Shri Arvind Kumar
Date of Birth	→ 15th June, 1967
Date of Appointment	→ 12th December, 2017
Expertise	→ Expertise in Administration, Economics, Law and Marketing.
Qualification	→ MA (Eco.), MBA (Marketing), LLB
Shareholding in the Company	→ NIL
List of other Listed entities in which Directorship held	→ NIL
Chairman / Member of the Committees of the Board across all other Listed entities in which he/she is a Director	→ NIL
Chairman / Member of the Committees of the Board of Directors of the Company	→ Member - Nomination and Remuneration Committee
Disclosure of relationships between Directors inter-se	→ No relationship shared between Directors inter-se



Route Map to the venue of 70th Annual General Meeting





BOARD'S REPORT

Dear Shareholders,

Your Directors take pleasure in presenting the 70th Annual Report on the operations of the Company together with the Auditor's Report and Audited Financial Statements for the year ended 31st March, 2018 :

[01] FINANCIAL HIGHLIGHTS

[₹ in lakh]

Particulars	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Revenue from Operations and other Operational Income	36150.27	42670.53	37027.85	44238.74
Other Income	2763.23	4208.23	2779.23	4212.22
Total Revenue	38913.50	46878.76	39807.08	48450.96
Total Expenses	36556.18	43028.81	37807.41	44624.59
Profit/(Loss) before Tax	2357.32	3849.95	1999.67	3826.37
Less : Tax Expenses	645.73	589.86	642.70	602.02
Profit/(Loss) after Tax	1711.59	3260.09	1356.97	3224.35
Add : Group Share of Profit/(Loss)	...	...	876.34	1318.70
Profit/(Loss) for the period	1711.59	3260.09	2233.31	4543.05
Other Comprehensive Income (after tax)	205.75	(-) 276.26	236.69	(-) 374.52
Total Comprehensive Income for the period	1917.34	2983.83	2470.01	4168.35
Profit & Loss : Balance brought forward from the previous year	4644.58	1660.75	20699.69	16531.16
Add : Profit for the period	1711.59	3260.09	2233.31	4543.05
Add : Other Comprehensive Income (net of Tax)	205.75	(-) 276.26	236.69	(-) 374.52
Profit available for Appropriation	6561.92	4644.58	23169.69	20699.69
Less : Dividend and Dividend Tax	588.48	--	588.48	--
Profit & Loss : Balance to be carried forward	5973.44	4644.58	22581.21	20699.69

The Financial Statements for the year ended 31st March, 2018 have been prepared in accordance with the Indian Accounting Standards (IND-AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014. The Financial Statements for the year ended 31st March, 2017 have been restated in accordance with IND AS for comparative information.

[02] FINANCIAL PERFORMANCE

Standalone Financial Results :

During the financial year ended 31st March, 2018 the Company earned total revenue of ₹389.13 crore (₹468.78 crore in 2016-17), registering a decrease from the previous year mainly due to the following reasons –

- [i] Total revenue of financial year 2016-17 includes 'Other Income' of one-time land acquisition compensation of ₹18.40 crore received from NHAI for acquiring land of the Company and subsidy of ₹2.14 crore from Tea Board for re-plantation, which were not there in financial year 2017-18.
- [ii] As regards decrease in Revenue from Operations, one of the State Government Undertaking being Principal client of Electrical Division of the Company had severally restricted issuing orders on nomination basis. Also in certain cases the clients did not take delivery of the products within scheduled delivery dates resulting to non-generation of sales booking in time.
- [iii] Decrease in the contribution from the Tea Segment was mainly due to market volatility and loss of production caused by local disturbances in certain areas.

Resulting to all above, Profit before Tax (PBT) during the financial year 2017-18 stood at ₹23.57 crore (₹38.50 crore in 2016-17) and Profit after Tax (PAT) stood at ₹17.12 crore (₹32.60 crore in 2016-17).

Consolidated Financial Results :

Your Company has recorded revenue from operations and other income of ₹398.07 crore during the financial year 2017-18 (₹484.51 crore in 2016-17).

Profit before Tax (PBT) during the financial year 2017-18 stood at ₹20.00 crore (₹38.26 crore in 2016-17) and Profit after Tax (PAT) stood at ₹22.33 crore (₹45.43 crore in 2016-17).

[Contd.]



[03] DIVIDEND

Your Directors are pleased to recommend a Dividend of 2% (Re.0.04 per Equity Share) on the Equity Shares of ₹2/- each for the financial year ended 31st March, 2018.

[04] PROSPECTS / OPERATIONS

[4.1] Tea Division :

- [a] North Indian Batting Order (Ranking): Being a prime "Quality" parameter, 1 (one) AYCL Garden featured in Top10, 4 (four) AYCL Gardens between Top 11 to Top 20 and rest i.e. 6 (six) AYCL Gardens between Top 21 to Top 29. Thus, all Assam & Dooars Gardens are now within Top 29 during the fiscal year 2017-18 which emphasizes improvement in the batting order / ranking.
- [b] All gardens of the group are now 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. This year the Bought Leaf source is also being Trustea certified in a phased manner. This will lead to further opportunities in export and attract other major buyers.
- [c] 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. This has lead to value addition which will continue to grow in future.
- [d] 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. The same will help in further brand building and attracting retail consumers.
- [e] Maximizing existing manufacturing resources, margin from Bought Leaf operations this year is ₹1.27 crore which added to the revenue of the Division. We anticipate further growth in Bought Leaf segment.

[f] Company's overall sales price average as against the North Indian district sales price average was higher by ₹52.63 / Kg. (₹43.85 / Kg. in 2016-17).

[g] Tea production from own crop increased from 102.34 lakh kgs. in 2016-17 to 103.08 lakh kgs in 2017-18 (even after losing 0.50 lakh kgs production in Darjeeling gardens due to 104 days strike), maintaining the increasing trend primarily due to better field practices and major emphasis on Crop & Quality. As such, the overall yield / hectare increased from 1966 Kgs. / Ha. in 2016-17 to 1979 Kgs. / Ha. in 2017-18.

[h] Tea exports this year was 1.57 lakh kgs with FOB value of ₹3.75 crore (Previous year was 0.82 lakh kgs with FOB ₹1.78 crore) catering to markets primarily in Georgia, USA, Germany, Australia & Canada.

[4.2] [A] Electrical Division (Kolkata Operation) :

- [a] Upgraded design of Distribution Transformers from BIS Level I to Level II. Type Testing of 25kVA, 63kVA & 100kVA Level II DTRs has already been completed. Since Tenders in Electricity Board will require adherence to Level II specification, it will enable a much wider participation in such tenders.
- [b] Initial Orders received for 2 new products which were introduced in the 2nd half of the current financial year :
 - [i] Dry Type Transformer – 800kVA, 11-6.6kV/0.433kV for Income Tax Building Kolkata, through CPWD.
 - [ii] LT AVR - 25, 100, 150, 630 KVA/250-500/415V A/c PHE, West Bengal.

[Contd.]



- [c] Successfully installed 20KL Oil Tanker which helped in reducing raw material cost.
- [d] Highest single order (in value) of ₹7.53 crore received from a State Government Undertaking for Distribution Transformers.

[B] Electrical Division (Chennai Operation) :

- [a] **Commissioning of Test Laboratory at Chennai Factory:** Electrical Division, Chennai Operations had constructed a High Voltage Test Lab for housing of testing equipments, spreading about 2141 sq. ft. with a view to utilize the previous area occupied for testing, for manufacturing purpose. The new test bay has the facility for high voltage testing with adequate safety devices which in turn will ensure customer satisfaction.
- [b] **MOU signed with M/s. Unipower Transformer Pvt. Ltd. as Technical Partner:** For supply of Dry Type Transformers and has the plan to set up manufacturing facility at Chennai Operations.

[4.3] Engineering Division :

Supply of Highest Ever Capacity Industrial Fan: The Engineering Division has undertaken execution of a prestigious order from M/s. Trafalgar International FZE, Dubai, for supply of two Waste Gas Fans to M/s. Bokaro Steel Plant of SAIL, at an order value of ₹4.7 crore. This Double Inlet fan of 4160 mm diameter and weighing 99.90 MT per fan is the highest ever capacity fan produced in the history of the division. The Motor capacity is 8 MW to drive this mammoth equipment.

Prestigious IOCL order: IOCL, Mathura, has placed an order with Engineering Division for supply of one ID Fan for their Hydrogen Generation Unit (HGU), at a value of ₹2.7 crore. The equipment is to be supplied with a special flame proof motor of 1.05 MW capacities with Variable Frequency Drive (VFD). This is one of

the most prestigious orders which the Division has bagged in recent times from the Refinery Sector, against steep competition from several MNCs.

[05] MAJOR JOBS/PROJECTS UNDERTAKEN BY THE COMPANY

Engineering Division :				
Sl. No.	Client	Project Site	Quantity	Job/Equipment Descriptions
1	Trafalgar	SAIL BOKARO	2 SETS	4160 DIBBS-24 WEST GAS FAN
2	Bhilai Engineering	- DO -	8 NOS	1330 BEAM COOLING, 2660 HOT AIR ID, 2170 DEDUSTING ID, 2250 COMBUSTION AIR
3	Trafalgar	SAIL BOKARO	3 NOS	2505 DIA SINTER COOLER FAN
4	IOCL	MATHURA	1 LOT	DESIGN, ENGINEERING, INSPECTION, TESTING AND SUPPLY OF HGU ID FAN
5	L&T Howden	OBRA	...	MILL SEAL AIR, PURGE AIR & SCANNER COOLING FAN
6	TLT-TURBO	JAWAHAR-PUR	7 NOS	SEAL AIR, SCANNER COOLER, PURGE AIR & PENTHOUSE FAN WITH SPARES
7	SMS INDIA	JSW DOLVI	6 NOS	BOOSTER FAN
8	TATA Steel	JAMSHED-PUR	1 LOT	REVAMPING OF POLLUTION CONTROL EQUIPMENT
9	Eastern Railway	HOWRAH	1 LOT	WATER TREATMENT PLANT PROJECT
Electrical Division (Kolkata Operations) :				
Sl. No.	Client	Job/Equipment	Quantity (Nos.)	Job/Equipment Descriptions
1	WBSEDCL	Distribution Transformer	971	63kVA 11/0.433kV DTR. Order Value - 7.53 Cr.
2	WBSEDCL	Distribution Transformer	1332	63kVA 11/0.433kV DTR. Order Value - 11 Cr. Single Highest value order from WBSEDCL.
3	HESCOM	Distribution Transformer	4000	25kVA 11/0.433kV DTR. Order Value - 18.07 Cr.
4	CPWD	Dry Type Transformer	5	800kVA 11-6.6/0.433kV - 3 Nos. | 400kVA - 2 Nos. | 250kVA - 2 Nos. First time order for Dry Type Transformers.

[Contd.]



5	PHE, West Bengal	LT AVR	6	100kVA - 2 Nos. | 150kVA - 1 No. | 25kVA - 3 Nos. | 630kVA - 1 No. First time order for LT AVRs.
6	PDD, Jammu	LT AVR	1	
7	All Utilities & Industries	Distribution Transformer	--	Upgraded design of DTR from Level I to Level II Losses. Successfully Type Tested 25kVA, 63kVA, 100kVA, 800kVA, 1600kVA Level II Distribution Transformers

Electrical Division (Chennai Operations) :

Sl. No.	Client	Job/ Equipment	Quantity (Nos.)	Job/Equipment Descriptions
1	Telangana State Power Gen. Corpn.	Power Transformer	1	12.5 MVA 230/33 KV
2	Mytrah Akash Power Pvt. Ltd	Power Transformer	1	31.5 MVA 132/33 KV
3	Karnataka Power Corporation Ltd (KPCL)	Generator Transformer	1	30 MVA 11/110 KV
4	Om Associates, Belagavi - A/c. Tungabhadra Solar-Parks P. Ltd, Chikkodi.	Power Transformer	1	25 MVA 110/11 KV
5	Karnataka Power Corporation Ltd (KPCL)	Power Transformer	1	15.75/6.9 KV UAT
6	RSP	Special Transformer	4	16 MVA 33/6.9 KV
7	BHEL EDN Bangalore	Power Transformer	1	12.5 MVA 33/132 KV
8	Mytrah Akash Power Pvt. Ltd	Power Transformer	1	31.5 MVA 132/11 KV
9	ITC LTD-ICML	Power Transformer	2	10 MVA 33/11 KV
10	Salem Steel Plant	Power Transformer	1	20 MVA 33/3.7 KV
11	TANTRANSO	Power Transformer	2	16 MVA 110/22-11 KV
12	TANTRANSO	Power Transformer	2	16 MVA 110/33-11 KV

[06] 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.

[07] 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.

[08] SUBSIDIARY COMPANIES

The Company has three wholly owned subsidiaries as on 31st March, 2018.

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.

[09] 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.

[10] CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of your Company as on 31st March, 2018 have been prepared in accordance with the principles and procedures for the preparation and presentation of Consolidated Accounts as set out in the Indian Accounting Standards (IND-AS) on Consolidated Financial Statements notified by the Companies (Indian Accounting Standards) Rules, 2015. The Audited Consolidated Financial Statements together with Auditors' Report forms part of the 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>.

[Contd.]



[11] CHANGES IN SHARE CAPITAL

The Paid-up Equity Share Capital as on 31st March, 2018 was ₹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 ordinary shares or shares with differential voting rights neither granted stock options nor sweat equity.

[12] 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.

[13] NUMBER OF MEETINGS OF BOARD OF DIRECTORS

There were 5 (Five) meetings of the Board of Directors of the Company held during the year 2017-18 on 30th May, 2017; 21st August, 2017; 11th September, 2017; 11th December, 2017 and 12th February, 2018. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

[14] 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, 2018, 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 judgments 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.

[15] 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.

[16] 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.

[17] DIRECTORS

The Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Govt. of India vide their letters has appointed:

- [i] Shri Debasis Jana, Director (Planning) of the Company 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 earliest. Shri Sunil Munshi, erstwhile Director (Personnel) of the Company was holding the Additional Charge of the post of Chairman & Managing Director of the Company till 16th August, 2017;
- [ii] Shri Arvind Kumar, Deputy Secretary, DHI as a Part-time Non-official Director (Government Nominee) of the Company with effect from 12th December, 2017 in place of Smt. Sanyukta Samaddar, erstwhile Director of the Company;

[Contd.]



- [iii] Shri Sanjoy Bhattacharya, General Manager (Personnel, Corporate Planning & Engineering) of the Company as Director (Planning) of the Company for a period of 5 (five) years from the date of his assumption of charge of the post i.e. 13th April, 2018 or till the date of his superannuation or until further orders, whichever is earliest;
- [iv] Shri Pravin L. Agrawal, Joint Secretary, DHI as a Part-time Non-official Director (Government Nominee) of the Company with effect from 17th May, 2018 in place of Shri Bhaskar Jyoti Mahanta, erstwhile Director of the Company.
- [v] Shri Partha Dasgupta, Director (Finance) of Jute Corporation of India as Director (Finance) of the Company for a period of 5 (five) years from the date of his assumption of charge of the post i.e. 6th July, 2018 or till the date of his superannuation or until further orders, whichever is earliest.

Shri Sunil Munshi and Shri R. C. Sen retired from the Services of the Company with effect from 1st September, 2017 and 1st July, 2018, respectively, on attaining the age of their superannuation and ceased to be Directors of the Company. The Board places on record its deep appreciation of the valuable services and guidance rendered by Shri Munshi and Shri Sen during their association with the Company.

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

Appropriate resolution seeking appointment of Shri Arvind Kumar as Director is appearing in the Notice convening the 70th Annual General Meeting of the Company.

The brief resume / details relating to Shri Arvind Kumar 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.

[18] KEY MANAGERIAL PERSONNEL

The following Key Managerial Personnel of the Company were appointed / resigned during the year 2017-18 in compliance with the provisions of Section 203 of the Companies Act, 2013:

- [a] Shri Debasis Jana has been appointed as the Chairman & Managing Director of the Company w.e.f. 17th August, 2017;

- [b] Shri Sunil Munshi has retired from the services of the Company w.e.f. 1st September, 2017 and ceased to be a Whole-time Director effective that date.

Notes :

- [i] Shri Sanjoy Bhattacharya has been appointed as a Whole-time Director of the Company w.e.f. 13th April, 2018;
- [ii] Shri R. C. Sen has retired from the services of the Company w.e.f. 1st July, 2018 and ceased to be a Whole-time Director effective that date;
- [iii] Shri Partha Dasgupta has been appointed as a Whole-time Director of the Company w.e.f. 6th July, 2018.
- [iv] Shri Kaustuv Roy, Chief General Manager, Tea Division of the Company, being an officer, not more than one level below the Directors who is in whole-time employment, has been nominated as KMP of the Company w.e.f. 30th May, 2018 pursuant to the provisions of the Companies (Amendment) Act, 2017.

[19] 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.

[20] 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.

[21] 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

[Contd.]



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.

[22] RISK MANAGEMENT

The Risk Management Committee of the Board of Directors periodically reviews the Risk Management framework, identifies risks with criticality and mitigation plan. The elements of risk as identified for the Company with impact and mitigation strategy are set out in the Management Discussion and Analysis Report (MDA).

[23] 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.

[24] 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.

[25] 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	→	Shri Debasis Jana [change in designation] Shri Arvind Kumar
[b] Director(s) resigned	→	Shri Sunil Munshi [retired from the services of the Company], Shri Bhaskar Jyoti Mahanta
[c] KMP(s) appointed	→	...
[d] KMP(s) resigned	→	Shri Sunil Munshi [retired from the services of the Company]

- [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.
- [viii] The Company is required to maintain the cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 and accordingly such accounts and records are made and maintained.
- [ix] The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

[Contd.]



[26] DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has internal financial controls which are adequate and were operating effectively. The controls are adequate for ensuring the orderly & efficient conduct of the business, including adherence to the Company's policies, the safe guarding of assets, the prevention & detection of frauds & errors, the accuracy & completeness of accounting records and timely preparation of reliable financial information.

[27] REPORTABLE FRAUD

No fraud has been reported by the Auditors under Section 143(12) of the Companies Act, 2013 during the year under review.

[28] DISCLOSURE AS PER RULE 5(1) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

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) Amendment Rules, 2016. Hence, no information is required to be appended to this report in this regard.

[29] PARTICULARS OF EMPLOYEES – RULE 5(2) & 5(3) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

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) Amendment Rules, 2016. Hence, no information is required to be appended to this report, in this regard.

[30] MANPOWER

Manpower of the Company as on 31st March, 2018 :

Category	Executives	Non-executives	Total
Male	295	7807	8102
Female	10	6621	6631
Total	305	14428	14733

[31] 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%.

[32] EMPOWERMENT OF WOMEN

Development of society is closely linked with 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, 2018 were as follows :

Executive	→ 07 (seven)
Non-unionised Supervisor	→ 03 (three)
Staff	→ 41 (forty-one)
Subordinate Staff	→ 55 (fifty-five)
Plantation Worker	→ 6525 (six thousand five hundred twenty five)
Total number of Women employees	→ 6631 (six thousand six hundred thirty one)

[33] PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention,

[Contd.]



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.

No case of harassment has been reported at the Company during the period under review.

[34] GRIEVANCE REDRESSAL MECHANISM

The Company expeditiously disposes of all the Public Grievances during the financial year 2017-18 and copy of the replies are sent to the controlling Ministry, in case the Public Grievance was being forwarded by them.

The status of the Public Grievances during the financial year 2017-18 is as follows :

Type of Grievance	Grievances outstanding as on 01.04.2017	No. of Grievances received during the year	No. of cases disposed off	No. of Grievances pending as on 31.03.2018
Public Grievances	Nil	5	5	Nil

[35] INDUSTRIAL RELATIONS

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

[36] SIGNING OF MEMORANDUM OF UNDERSTANDING (MOU) FOR THE YEAR 2018-19

Your Company has signed Memorandum of Understanding (MoU) with the Ministry of Heavy Industries and Public Enterprises for the year 2018-19. The MoU sets forth various targets and parameters of performance, which are assessed against actual achievements after close of financial year. The rating for 2017-18 has not been issued so far.

[37] 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, 2018, the number of applications received / accepted / rejected / disposed of under RTI Act is as follows :

Applications received	→ 20 (twenty)
Applications accepted	→ 20 (twenty)
Applications rejected	→ NIL
Applications disposed of	→ 20 (twenty)

[38] 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.

[A] The status of the various activities monitored by the Vigilance Department during the year 2017-18 are as under :

[i] E-procurements :

The Company has already implemented e-procurement policy (₹2 lakh & above) as per the guidelines of the Ministry across all the Divisions of the Company. Tea Division has 97.45% of total procurement through e-procurement. Electrical Division (Kolkata Operations) has 68.62% of total procurement through e-procurement. Electrical Division (Chennai Operations) has 65.53% of procurement of materials by value through MSTC e-procurement. Engineering Division has 34% of the total procurement through e-procurement.

[ii] E-payment :

Tea Division :

94.66% of total payment to vendors through e-payment.

Electrical Division (Chennai Operations):

88% of total payment to vendors through e-payment.

Electrical Division (Kolkata Operations):

72.50% of total payment to vendors through e-payment.

Engineering Division :

85% of total payment to vendors through e-payment.

[Contd.]



- [iii] **E-tendering / E-auction :**
Tea Division :
82.73% of total sale of Tea through e-auction.
Electrical Division (Chennai Operations):
The disposal of scrap materials is done through e-tendering by MSTC, the value of the same is ₹48 lakh.
Electrical Division (Kolkata Operations):
Total 4 nos. of e-tendering had been done i.e. 100% is done through e-tendering.
Engineering Division :
5 nos. of e-tendering had been done. Material value of scrap disposed is ₹24.75 lakh.
- [B] Status of various activities undertaken by the Vigilance Department during the year 2017-18 are as under :
- [i] 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 the financial year 2017-18, 3 (three) meetings were conducted. Issues related to e-governance, leveraging of technology, updation of DOP, etc. have been discussed.
- [ii] Updation of Manuals is undertaken by respective functional heads / departments; in case the draft manual is forwarded to Vigilance Department before putting up to the Board, the same is examined.
- [iii] 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.
- [iv] Integrity Pact has been implemented in the Company and the Subsidiary Companies with threshold value of ₹3 crore and above.
- [v] Annual Property Returns: Annual property Returns are being scrutinized regularly as per the guidelines of CVC.
- [vi] Vigilance Awareness Week: Vigilance awareness week was observed from 30th October, 2017 to 4th November, 2017 at all the locations/offices of AYCL on the theme of "MY VISSION - CORRUPTION FREE INDIA". 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. Facebook Page of "Andrew Yule Tea" was used for publicity of Vigilance Awareness Week, 2017.
- [vii] Customer redressal camp had been organized at the Yule Tea Lounge at Eco Park, New Town, Kolkata.
- [viii] Information required in regard to details related to the Vigilance Cases disposed of in the financial year 2017-18 and pending cases along with the nature of such cases :
- [a] During a CTE Type inspection it revealed that purchase order for Distribution Transformers had been wrongfully placed without properly judging the capability of the vendor during enlistment stage. Show cause had been issued to a total of 6 (six) officials associated with the particular vendor registration process and all of them were censured.
- [b] Investigation in regard to 2 (two) cases has been completed and report submitted.

[Contd.]



[39] 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 during the financial year 2017-18 on 11th September, 2017 and Kabya Path Competition was held on 7th September, 2017. Employees are being given re-training under the "Hindi Education Scheme" which is a continuous process in the Company. Hindi Seminar was conducted on 22nd March, 2018. Employees of the company are encouraged to participate in various competitions in Hindi conducted by other institutions.

[40] SWACHHTA PAKHWADA

The Company celebrated Swachhta Pakhwada between 16th December, 2017 and 31st December, 2017 with great enthusiasm and grandeur. The Swachhta Pledge had been taken by all employees of the Company and its Subsidiary. Banners were displayed before every establishments of the Company during the fortnight. Surroundings of the establishments of the Company were cleaned and senior officials took part in the programme. Workshops and meetings on Swachhta were organised which generated lot of enthusiasm amongst the participants. Every participant was requested to give two hours in a week on Swachhta activities so that the target of 100 hours in a year materialises in reality. Company officials exercised Door to door campaigning to keep the environment clean and hygienic. Pamphlets on Swachhta were distributed during the period. Local councilor and Municipal Corporation were also requested to take part in Swachhta Pakhwada.

[41] CORPORATE WEBSITE OF THE COMPANY

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

[42] 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] Tea Division :

We in the Tea Industry being member of Tea Research Association - TRA have all updated research findings which are published monthly as well as discussed in Monthly Council Meetings at different regions. TRA being the Autonomous body is highly dedicated on Research & Development of Tea Industry which has always helped us to improve upon our plantations as well as Factories.

[b] Engineering Division :

- [i] Development of Wider Series Fan (Low pressure High Flow Fan) to cater latest requirement in Cement Industry;
- [ii] Provision of Water Cooling arrangement in 100 Dia, x 120 Dia S.R. Type Bearing Housing.

[c] Electrical Division :

- [i] For higher rating Distribution Transformers, Electrical Division has successfully type tested 11 KV 1600 KVA Transformers as per IS 1180 : 2014, Level II. Further, 63 KVA, 315 KVA, 500 KVA and 800 KVA will be tested as per BIS guidelines.
- [ii] For development of VCBs and other allied switchgear products, selection and appointment of advisor has already been initiated.
- [iii] The Company has plans to develop switchgear products as a distinct major vertical.

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

The particulars relating to Conservation of Energy,

[Contd.]



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.

[44] 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 Caste or Scheduled Tribe 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 achieved during 2017-18 is 45.70% of procurement from MSE against target of 20%. Again the Company achieved 0.16% of procurement from MSE owned SC /ST during the financial year 2017-18 against target of 4%.

[45] TRAINING PROGRAMME

During the year 2017-18, total 20 training programmes (internal and external) were conducted. Out of 104 participants who were imparted training during the year in various programmes, 42 were executives and unionized supervisors and 62 were workers. Total 275 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.

[46] STATUTORY AUDITORS AND AUDIT REPORT

In terms of Section 143(5) of the Companies Act, 2013, M/s. U. S. Saha & Co, Statutory Auditor has been

appointed by the Comptroller & Auditor General of India as auditors of your Company for the financial year 2017-18. 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 considered in the financial statement in respect of investments in Katras Jherriah Coal Co. Ltd. amounting to ₹6.95 lakh and The New Beerbhoom Coal Co. Ltd. amounting to ₹12.27 lakh. Due to Non-provision of the above amount in the Accounts, they reported that profit of the Company has been overstated by ₹19.22 lakh and the value of Non-current investment has been overstated by the same amount and the provision has been understated by ₹19.22 lakh.	Diminution in the value of long term equity investments as stated in Audit Qualification is in the opinion of the management not of a permanent nature and accordingly no provision has been made in the Accounts.
Consolidated Audit Qualification	
2. No provision has been considered in the consolidated IND AS financial statement in respect of Non-current investments in Katras Jherriah Coal Co. Ltd. and The New Beerbhoom Coal Co. Ltd. amounting to ₹19.22 lakh.	Diminution in the value of long term equity investments as stated in Audit Qualification is in the opinion of the management not of a permanent nature and accordingly no provision has been made in the Accounts.
3. The financial statements of Yule Electrical Ltd. and Yule Engineering Ltd. indicated that the Companies are not going concern as defined in IND-AS 1 on disclosure in Accounting Policies issued by the ICAI since there are not operating activities in the current year as well as in recent past.	Noted

[Contd.]



4.	The Auditors of associate Companies viz. The New Beerbhoom Coal Co. Ltd., and Katras Jherriah Coal Co. Ltd. have qualified the reports of the respective Company. In case of The New Beerbhoom Coal Co. Ltd. the Auditors have given adverse comments on the valuation of investments in WEBFIL and BKNY & Co. and Company and disclaimer opinion on the realisability of advance Income Tax. In case of Yule Agro Industries Ltd. (subsidiary of The New Beerbhoom Coal Co. Ltd.) the Auditors have expressed doubt about the going concerns concepts. In case of Katras Jherriah Coal Co. Ltd., the Auditors has given adverse comments on the following matters viz :- [i] other financial assets; [ii] non-current other liabilities; [iii] investments in The New Beerbhoom Coal Co. Ltd. and BKNY & Co. [iv] advance Income Tax.	Noted
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The Comptroller & Auditor General of India vide its letter Ref. No. /CA.V/COY/CENTRAL GOVERNMENT, ANDYUL(3)/64 dated 19th July, 2018 has appointed M/s. S Ghose & Co. (CA0014), Chartered Accountants, 11, Old Post Office Street, 2nd Floor, Kolkata - 700001, as Statutory Auditors of the Company for the financial year 2018-19.

[47] 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, 2018. Accordingly, they have conducted Secretarial Audit for the year 2017-18 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
1.	As per Department of Economic Affairs (DEA), Ministry of Finance Notification dated 22nd August, 2014, amending the Securities Contracts (Regulation) Rules, 1957 ('SCRR'), minimum public shareholding of 25% to be achieved within 3 years of the Notification i.e. by 21st August, 2017 by CPSEs. Further, vide DEA Notification dated 3rd July, 2017; the timeline has been extended for another one year i.e. till 21st August, 2018. It has been seen that as on 31st March, 2018, the Government of India ("GoI") holds 89.25% shares of the Company.	The matter has been taken up with the administrative Ministry i.e. Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises and any instruction in this regard is awaited.
2.	As on 31st March, 2018, the Board was comprised of 7 (Seven) directors, viz., [a] 2 (Two) were Whole Time Directors, viz. Chairman & Managing Director and Director (Finance). [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.	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

[Contd.]



<p>As per the requirement of provision of Section 152 (6) of Act, 2013, 2/3rd of the total directors (except independent directors) of a company shall be such whose period of office will be liable to determination by retirement of directors by rotation, MCA vide exemption notification dated 5th June, 2015 has exempted a class of Government Companies from applicability of section 152 (6). Since, the Company does not fall within the ambit of exempted Government Companies; it has to comply with the requirement of minimum rotational directors. Therefore, during the Review Period, out of total 4 directors (excluding Independent director), 3 directors should be of retiring type. However, the Company has only two directors whose office is liable to determination by retirement by rotation. Thus, the provision of section 152 has not been duly complied with by the Company.</p>	
<p>3. 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., 4 (Four) 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>4. As per Section 177 of the Companies Act, 2013 and relevant Rules thereon, every listed company and the companies belonging to such class or classes shall establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances. Further, regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations inter-alia provides for a mandatory requirement for all listed companies to establish a vigil mechanism called 'Whistle Blower policy' for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.</p> <p>However, the same has not been complied with by the Company as there is no mention of Whistle Blower policy on the website of the Company and as per our understanding the Company does not have a Whistle Blower mechanism in place.</p>	<p>The Company has uploaded in its website the public notice(s) and circular(s) issued by the Central Vigilance Commission regarding GOI Resolution on Public Interest Disclosure and Protection of Informer</p>
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[48] 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 2018-19 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.

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

The Comptroller and Auditor General of India (CAG)

[Contd.]



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, 2018. 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 2017-18 forms part of this report.

[50] 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 2017-18 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.

[51] COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

[52] 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.

[53] 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 support and co-operation extended by the Comptroller & Auditor General of India, Statutory Auditors, Cost Auditors, Internal Auditors, Secretarial Auditors and Tax Auditors need special mentioned and the Directors acknowledge the same.

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,
13h August, 2018.

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



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

SOCIO-ECONOMIC ENVIRONMENT

The global economy is now growing at its fastest pace since 2010, with the upturn becoming increasingly synchronised across countries. The world economy is expected to strengthen further in 2018 and 2019, with economic growth projected to rise to about 4%, from 3.7% in 2017. Stronger investment, the rebound in global trade and higher employment are helping make the recovery increasingly broad-based. This long-awaited lift, supported by policy stimulus, is being accompanied by solid employment gains, a moderate upturn in investment and a pick-up in trade growth. The continued rise in global trade was led by pickup in import demand in developed markets. Growing protectionism impacting trading relations and geo-political tensions in parts of Asia are a key area of concern.

India's economy maintained its strong growth in FY 2017- 18 – the Gross Domestic Product growth was 6.7%, with a strong 7.7% increase in the last quarter of the year. With the 'One Nation, One Tax' GST regime being implemented, and gradually stabilising by the second half of the year, the economy witnessed upsurge in investments, consumption, as well as government spending. Industrial activity rebounded, and services indicators too showed positive trends. Thanks to a series of policy initiatives, India moved into the world's Top 100 countries in terms of ease of doing business. The country also retained its position as a favoured destination for foreign capital, with gross foreign direct investment inflows of \$64.6 bn in 2017. With improving investments, there are signs that a recovery is underway. Industrial activity has rebounded with strong industrial production growth, led by a rise in consumption, manufacturing and electricity generation. Strong vehicle sales growth and improvement in road freight transport following stabilisation of GST are further positive signs for continuing demand growth. Services indicators also show positive trends with services credit, services exports and imports clocking double digit growth.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Tea Division

The Division consists of ten gardens in Assam including three out-gardens and five in West Bengal one being in Darjeeling and has an average production capacity of 12 million kgs of quality Orthodox, CTC & Green Tea.

The retail packets of Tea of Andrew Yule are sold from Parliament sales counter and are available Online at www.andrewyuletea.com. Other Packet Tea outlets include TRIFED outlets in Gangtok, Bhopal, Delhi & Bengaluru; BISWA BANGLA outlets in Kolkata, Delhi, Darjeeling & Bagdogra; Cottage Industry outlets in Delhi, Mumbai, Chennai, Kolkata & Bengaluru; Yule Tea Lounge at Eco Park, Kolkata, and Yule Tea Kiosks at Eco Park & Sukhiapokhri, Darjeeling.

The Tea Division continues to grow from strength to strength through its special emphasis on Quality of its produce and has already been recognized as one on the "Top Quality Tea Producer" in the industry.

Electrical Division

The Indian power sector has immense opportunities in power generation, distribution, transmission and equipment. The Government's immediate goal is to generate two trillion units (kilowatt hours) of energy by 2019. This means doubling the current production capacity to provide 24x7 electricity for residential, industrial, commercial and agriculture use. The Government of India (GOI) is taking a number of steps and initiatives like 10-years tax exemption for solar energy projects, etc., in order to achieve India's ambitious renewable energy targets of adding 175 GW of renewable energy, including addition of 100 GW of solar power, by the year 2022. The Government has also sought to restart the stalled hydro power projects and increase the wind energy production target to 60 GW by 2022 from the current 20 GW. The Indian electrical equipment industry comprising of multinationals, large medium & small players is fully geared up producing, supplying and exporting a wide variety of electrical equipment including switchgear and control gear items needed by the expanding industrial and power sector. The current technology level in India is contemporary.

[Contd.]



In the present scenario, the Medium Voltage & High Voltage segments of the Company are suffering from overcapacity due to lack of orders. Inadequate demand could be due to insufficient planning by the users and delay in finalizing tenders. Unfortunately bunching of orders also creates supply delivery problems, and L1 (lowest quoted price) procurement system followed by all utilities i.e. procuring products at lowest price creates a hurdle for bringing good quality material in the system. Further insistence on repeated type testing of products in spite of inadequate type testing laboratories poses additional delays and harm to the equipment.

Engineering Division

The major products of the division are Industrial fan and its spares, Air pollution and Water Pollution equipment are basically serving to the core industries like Cement, Power, Steel, Oil & Refineries, Paper Industry, Sugar Mills, Chemical & Fertilizers and other infrastructural development activities through Railways, Govt. Authorities etc. Though the development in Steel and Power sectors were sluggish in the financial year 2017-18, but the growth is observed in the Oil & Gas and Fertilizers sector in this fiscal and it has a great potential to build up the substantial position of our order booking figure substantially.

The Company is getting orders from the JSW – Dolvi Phase-II Expansion project and IOCL, Mathura Refinery which are the largest project in India for the Steel and Oil sector Industry advancing in this financial year 2018-19.

OPPORTUNITIES & THREATS

[A] OPPORTUNITIES

Tea Division

- [a] North Indian Batting Order (Ranking): Being a prime “Quality” parameter, 1 (one) AYCL Garden featured in Top10, 4 (four) AYCL Gardens between Top11 to Top20 and rest i.e. 6 (six) AYCL Gardens between Top21 to Top29. Thus, all Assam & Dooars Gardens are now within Top29 during the fiscal year 2017-18 which emphasizes improvement in the batting order / ranking.
- [b] All gardens of the group are now 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. This year the Bought Leaf source is also being Trustea certified in a phased manner. This will lead to further opportunities in export and attract other major buyers.
- [c] 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. This has led to value addition which will continue to grow in future.
- [d] 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. The same will help in further brand building and attracting retail consumers.
- [e] Maximizing existing manufacturing resources, margin from Bought Leaf operations this year is ₹1.27 crore which added to the revenue of the Division. We anticipate further growth in Bought Leaf segment.

Electrical Division

- [a] As per the sources, various programs of the government to electricity rural areas will provides opportunity for power and distribution transformers over the next five years. The government intends to spend about ₹160bn over the XIth Five Year Plan for this scheme. This should help the order books of companies, manufacturing medium and small power and distribution transformers. With power distribution making inroads into remote villages coupled with emphasis on reducing average dependents on each transformer, we expect the thumb rule of 7MVA transformer capacity for every additional megawatt of generating capacity to change to 8MVA. This should lead to cumulative demand of about 488,396MVA transformers for both power and distribution for additional generation capacity. Moreover, India is expected to add 278 GW of generation capacity in the next five years till financial year 22 including conventional and non-conventional energy sources. A total investment of ₹13.73 lakh crore is planned for the power sector for 12th Financial Year Plan, which is likely to fuel the demand for transformers.

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- [b] High Voltage (HV) and Extra High Voltage (EHV) demand majorly derives from the utilities. The Government is focusing on increasing the penetration of Electricity in villages. Schemes like R-APDRP and RGGVY are providing an excellent opportunity for the LV and MV switchgear market with large number of villages yet to be electrified.
- [c] India's industrial sector accounts for about 30.0 percent of GDP, with most of the industrial divisions reporting growth in output in the fiscal. An increase in process automation levels observed which support push-buttons, contactors and switching relays, as well as the protection relays market, which finds application extensively for motor control. Investment in new infrastructural setup is set to increase the market for ISGs, RMUs, MCCBs, ACBs and C&Rs.
- [d] Massive investments from the private and public sector are expected to drive the growth in infra segment. This includes modernization of crucial economic and social infra, such as new hospitals, commercial complexes, IT Parks, Shopping Malls, Ports, railways, Metro, roadways and schools etc. Infra development is expected to benefit the Ring Main Units (RMUs), Intelligent Switchgear, Air insulated and Moulded Case circuit breakers market for switching, control and general protection applications.
- [e] Power Plant Modernization and Refurbishment as in other parts of the world, numerous power plants in India are nearing the end of their service plan, thus requiring overhauling and modernization. This includes replacement of existing transformers, which are on average over 30 years old and the replacement of LV, MV and HV switchgear. Power plant modernization and refurbishment is expected to additionally support growth of the switchgear market.
- [f] Alternative Energy Sources. The India Government continues to research and invest in renewable energy sources such as wind, solar-thermal and hydroelectric power. The increase in investment in alternative energy sources is also expected to support market growth, as LV and MV switchgear products are required for general protection as well as switching. The MCCB and MCB markets are expected to benefit considerably from alternative energy expansion.
- [g] 220 KV Transformer market to be addressed, where competition is comparatively less and with reputed manufacturers.
- [h] Dry type Transformer market has been addressed but market share can be increased after developing credentials.

Engineering Division

- [a] Proven Brand, Andrew Yule make Fan is supplying to Industries over 40 years.
- [b] Right time to explore the market as Cement, Oil and Fertilizer sector is growing up.
- [c] Company's name is being registered with various renowned OEMs.
- [d] Opportunity to become the no. 1 fan company in India by catering various industrial sectors.

[B] THREATS

Tea Division

- [a] Anticipated increase in wages through introduction of minimum wages in Tea industry and consequential benefits, exceedingly high cost of pest management & increase in other input costs.
- [b] Being only in bulk tea business and sales primarily through auction – prices are market driven & not in the hands of the producers.
- [c] Industry is still dependent on weather conditions. Adverse weather conditions specially in Dooars can dramatically change the bottom line.

Electrical Division

- [a] Imports remain a risk for the industry as they could face threat from imports in future if the Company is unable to cater to this upcoming demand. Increasing competition from domestic and foreign players could lead to margin contraction due to pricing pressure. Products getting outpriced due to intense price war. Since the industry is not very capital intensive, more foreign players could enter the market in future. Pre qualifications with all SEBs, established manufacturing base and the wide service network should provide a competitive edge to the domestic players against foreign players.

[Contd.]



- [b] L1 procurement system in utilities i.e. procuring products at lowest price creates a hurdle for bringing good quality material in the system.
- [c] Lack of standard specification and design parameters clubbed with increasing trend of customisation is adversely impacting the delivery schedule as well as taking away benefits of economies of scale.
- [d] Strong price competitions in existing product range i.e. upto 132 KV Class due to more number of small manufacturers.
- [e] Non upgradation of product range and existing plant set up may lead to decrease in market share in long run.

Engineering Division

- [a] Power and steel sectors are still down.
- [b] Competitors negative marketing towards our company.
- [c] New Emergent Competitors are becoming more aggressive and expanding.
- [d] Customers are becoming more aggressive in pricing and price cut due to participation of small vendors in the spare business.

SEGMENT WISE PERFORMANCE

The Company is a multi-segment Company as reported in Note No. 45 in the Accounts.

OUTLOOK

Tea Division

- Organic Tea - Mim Tea Estate has 50 Ha Organic tea area. Plans to increase it by 25% to fetch better price and export promotion.
- Export Performance FY 2018-19 YTD - INR 4.54 Cr (1.47 Lac kg) exported to Germany, Iran and Canada as on date compared to INR 3.71 Cr (1.56 Lakh kg) for FY 2017-18.
- Diversification in related areas - AYCL plans to diversifying into Black Pepper, medicinal crop like Tulsi, Allovera etc.
- Quality Improvement - By introducing only Quality clones for new Tea plantations and reducing plucking time for higher price realization and export, including normal uprooting & replanting more 100 Ha per year.
- Expansion Plan - AYCL has planned to set up a Bought leaf factory in Sivsagar district of Assam to promote small tea growers.
- Tea Tourism - Assam Tea Tourism Development Corporation Ltd (ATDC) is in active consideration for the development of Tea Bungalows in ten AYCL Tea Gardens with State & Central Govt support.

Electrical Division

Indian transformer and switchgear manufacturers witnessed improvement in financial performance in last financial year, with moderation in raw material prices and revival in order inflows. Amidst a few early signs of revival in performance and expected pick-up in demand, the outlook is expected to be stable in near to medium term. Planned investments in power sector, replacement demand, export potential and development of inter-regional capacity is likely to sustain the demand of transformers in near to medium term. With the continuous support from the government to promote the power industry through investments, tax benefits, subsidies etc. will help the industry to grow over the coming years. In the present scenario, our company has concentrated on updating its technical capabilities to develop transformers & switchgears of latest technology and design and in turn strengthen its market share and improve its profitability. However, growing Indian economy, growth in electricity consumption, growing industrial demand, expanding export market, large scale generation capacity addition, setting up of national grid, rapid expansion of urban and rural distribution infrastructure will remain key drivers of the transformer & switchgear market in India.

Engineering Division

Present Capital Market scenario has been improving since Jan'2018 and with more projects started coming up in India and abroad

[Contd.]



and we are receiving higher enquiries from our existing customers as well as new MNCs on a greater extent. We are expecting an Order Booking of ₹35 crore (40% increase YOY) in Fan and Spares, as we are having few major projects in funnel like IOCL- Haldia, Panipath, HPCL- Mumbai, BPCL refinery projects, IFFCO DAP Revamp, ZACL Revamp, JSW Dolvi Phase 2 expansion, WBPDCCL – KTPS revamp, IFFCO etc.

RISK AND CONCERN

The industry faces risk of uncertainty in tax policies, which results in meager investments in the sector of solar energy, wind energy, green energy projects and green transformers. The uncertainty in price of commodities like copper, aluminium CRGO and oil which is a big part of raw material cost of transformer. The poor installation of distribution transformers, coupled with lack of maintenance, overloading and vandalism leads to pre-mature failure of transformers.

Our Major concerns are relating to sluggishness in Power Sectors and Price undercut due to participation of small players in Spares business as major customer including PSU are not giving OEM preference in the procurement of Spares. There is also price pressure as all major big tenders are finalized through reverse auction.

FINANCIAL PERFORMANCE

The details of financial performance of the Company are appearing in the Balance Sheet and Statement of Profit & Loss for the financial year 2017-18.

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 factors. Readers are cautioned to place undue conviction on the forward looking statements.

Kolkata,
13h August, 2018.

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



**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2018**

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	26.55%
	Relay and Contactors	27104	...
	Turn-key projects and power distribution	2710	...
Tea	Tea growing and manufacturing	01271	59.13%

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
[01]	Hooghly Printing Co. Ltd., Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata - 700001	U22219WB1922SGC004390	Wholly Owned Subsidiary Company	100	Section 2(87) of the Companies Act, 2013
[02]	Yule Engineering Ltd., Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata – 700001	U29299WB2007PLC118032	Wholly Owned Subsidiary Company	100	Section 2(87) of the Companies Act, 2013
[03]	Yule Electrical Ltd., Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata – 700001	U40101WB2007PLC118031	Wholly Owned Subsidiary Company	100	Section 2(87) of the Companies Act, 2013
[04]	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
[05]	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
[06]	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

[Contd.]



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 01.04.2017)				No. of Shares held at the end of the year (As on 31.03.2018)				% 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.	436374630	...	436374630	89.25	436374630	...	436374630	89.25	0.00
[c] State Govt.(s)	...	...	...	...	...	...	...	...	...
[d] Bodies Corporate	...	...	...	...	...	...	...	...	...
[e] Banks / FI	...	...	...	...	...	...	...	...	...
[f] Any other	...	...	...	...	...	...	...	...	...
Sub-total (A)(1)	436374630	...	436374630	89.25	436374630	...	436374630	89.25	0.00
[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)	436374630	...	436374630	89.25	436374630	...	436374630	89.25	0.00
[B] Public Shareholding									
[1] Institutions									
[a] Mutual Funds	...	950	950	0.00	...	950	950	0.00	0.00
[b] Banks / FI	23462603	17652	23480255	4.8	23229103	17652	23246755	4.75	(0.05)
[c] Central Govt.	...	...	...	...	...	...	...	...	...
[d] State Govt.(s)	...	...	...	...	...	...	...	...	...
[e] Venture Capital Funds	...	...	...	...	...	...	...	...	...
[f] Insurance Companies	...	...	...	...	...	...	...	...	...
[g] FIs	...	...	...	...	...	...	...	...	...
[h] Foreign Venture Capital Funds	1	...	1	0.00	1	...	1	0.00	0.00
[i] Others (specify)	...	...	...	...	...	...	...	...	...
Sub-total (B)(1)	23462604	18602	23481206	4.80	23229104	18602	23247706	4.75	(0.05)
[2] Non Institutions									
[a] Bodies Corp.									
[i] Indian	3077789	18083	3095872	0.63	3507284	18083	3525367	0.72	0.09
[ii] Overseas	...	...	...	...	...	...	...	...	...
[b] Individuals									
[i] Individual shareholders holding nominal share capital upto Rs.1 lakh	22926204	524861	23451065	4.80	23141499	514993	23656492	4.84	0.04
[ii] Individual shareholders holding nominal share capital in excess of ₹1 lakh	2485998	62207	2548205	0.52	2084576	62207	2146783	0.44	(0.08)
[c] Others (Specify)	...	...	...	...	...	...	...	...	...
Sub-total (B)(2)	28489991	605151	29095142	5.95	28733359	595283	29328642	6.00	0.05
Total Public Shareholding (B) (B) = (B)(1) + (B)(2)	51952595	623753	52576348	10.75	51962463	613885	52576348	10.75	0.00
[C] Shares held by Custodian for GDRs & ADRs	...	...	...	...	...	...	...	...	...
Grand Total (A+B+C)	488327225	623753	488950978	100.00	488337093	613885	488950978	100.00	0.00

[Contd.]



[B] Shareholding of Promoter(s) :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2017)			Shareholding at the end of the year (As on 31.03.2018)			% 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	436374630	89.25	...	436374630	89.25	...	0.00

[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 01.04.2017)		Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	President of India	No Change During the Year			

[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 01.04.2017)		Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
[01]	Bank of Baroda				
	[a] At the beginning of the year	12462500	2.55	...	...
	[b] Change during the year	No change during the year			
	[c] At the end of the year	...	...	12462500	2.55
[02]	Special National Investment Fund				
	[a] At the beginning of the year	10765076	2.20	...	...
	[b] Change during the year	No change during the year			
	[c] At the end of the year	...	...	10765076	2.20
[03]	Sushil Financial Services Pvt. Ltd.				
	[a] At the beginning of the year	1500	0.00	...	...
	[b] Change During the year				
		Date	Reason		
		14.04.17	Sale	345	0.00
		21.04.17	Sale	700	0.00
		28.04.17	Purchase	800	0.00
		05.05.17	Purchase	1490	0.00
		12.05.17	Purchase	2342	0.00
		19.05.17	Sale	4542	0.00
		26.05.17	Purchase	2807	0.00
		02.06.17	Purchase	143	0.00
		09.06.17	Sale	332	0.00
		16.06.17	Sale	1068	0.00
		23.06.17	Purchase	1955	0.00
		30.06.17	Sale	1200	0.00
		07.07.17	Sale	490	0.00
		14.07.17	Sale	164	0.00
		21.07.17	Sale	348	0.00

[Contd.]



	28.07.17	Purchase	400	0.00	2248	0.00
	04.08.17	Purchase	1600	0.00	3848	0.00
	11.08.17	Sale	201	0.00	3647	0.00
	18.08.17	Purchase	200	0.00	3847	0.00
	25.08.17	Sale	2058	0.00	1789	0.00
	01.09.17	Sale	241	0.00	1548	0.00
	08.09.17	Purchase	500	0.00	2048	0.00
	15.09.17	Sale	823	0.00	1225	0.00
	22.09.17	Purchase	32389	0.01	33614	0.01
	30.09.17	Sale	23969	0.00	9645	0.00
	06.10.17	Sale	8370	0.00	1275	0.00
	13.10.17	Sale	1225	0.00	50	0.00
	03.11.17	Purchase	3500	0.00	3550	0.00
	10.11.17	Purchase	27650	0.00	31200	0.00
	17.11.17	Sale	29022	0.00	2178	0.00
	24.11.17	Sale	178	0.00	2000	0.00
	01.12.17	Purchase	34000	0.01	36000	0.01
	08.12.17	Sale	31651	0.01	4349	0.00
	15.12.17	Purchase	1383	0.00	5732	0.00
	22.12.17	Sale	2992	0.00	2740	0.00
	29.12.17	Sale	840	0.00	1900	0.00
	05.01.18	Purchase	465552	0.10	467452	0.10
	12.01.18	Purchase	53092	0.01	520544	0.11
	19.01.18	Sale	5433	0.00	515111	0.11
	26.01.18	Sale	13031	0.00	502080	0.10
	02.02.18	Sale	5188	0.00	496892	0.10
	09.02.18	Purchase	2796	0.00	499688	0.10
	16.02.18	Purchase	35	0.00	499723	0.10
	23.02.18	Sale	332	0.00	499391	0.10
	02.03.18	Sale	1804	0.00	497587	0.10
	09.03.18	Sale	68	0.00	497519	0.10
	16.03.18	Sale	2170	0.00	495349	0.10
	23.03.18	Sale	350	0.00	494999	0.10
	31.03.18	Sale	78533	0.01	416466	0.09
[c]	At the end of the year		...	...	416466	0.09
[04]	Padam Chand Mehta					
[a]	At the beginning of the year		...	...	...	...
[b]	Change During the year					
	Date	Reason				
	26.11.17	Purchase	200000	0.04	200000	0.04
[c]	At the end of the year		...	...	200000	0.04
[05]	V. Vardhani					
[a]	At the beginning of the year		206613	0.04	...	...
[b]	Change During the year					
	Date	Reason				
	14.04.17	Purchase	60910	0.01	267523	0.05
	21.04.17	Purchase	114990	0.03	382513	0.08
	28.04.17	Purchase	56423	0.01	438936	0.09

[Contd.]



	05.05.17	Purchase	60	0.00	438996	0.09
	12.05.17	Purchase	78814	0.02	517810	0.11
	19.05.17	Purchase	330	0.00	518140	0.11
	26.05.17	Purchase	40	0.00	518180	0.11
	02.06.17	Purchase	10980	0.00	529160	0.11
	09.06.17	Purchase	41657	0.01	570817	0.12
	16.06.17	Purchase	1085	0.00	571902	0.12
	23.06.17	Purchase	164379	0.03	736281	0.15
	30.06.17	Sale	565488	0.12	170793	0.03
	07.07.17	Sale	106845	0.02	63948	0.01
	21.07.17	Sale	17000	0.00	46948	0.01
	28.07.17	Sale	42367	0.01	4581	0.00
	11.08.17	Sale	4000	0.00	581	0.00
	22.09.17	Purchase	13324	0.00	13905	0.00
	30.09.17	Purchase	47607	0.01	61512	0.01
	13.10.17	Purchase	44349	0.01	105861	0.02
	20.10.17	Sale	31308	0.00	74553	0.02
	10.11.17	Sale	71000	0.02	3553	0.00
	01.12.17	Sale	3000	0.00	553	0.00
	02.02.18	Purchase	396	0.00	949	0.00
	23.03.18	Purchase	5034	0.00	5983	0.00
	31.03.18	Purchase	157125	0.03	163108	0.03
[c]	At the end of the year		...	...	163108	0.03
[06]	Sushil Capital Private Limited					
[a]	At the beginning of the year		...	...	...	...
[b]	Change During the year					
	Date	Reason				
	22.09.17	Purchase	10000	0.00	10000	0.00
	06.10.17	Sale	10000	0.00	0	0.00
	10.11.17	Purchase	8000	0.00	8000	0.00
	24.11.17	Purchase	37000	0.01	45000	0.01
	08.12.17	Purchase	26000	0.00	71000	0.01
	15.12.17	Sale	20000	0.00	51000	0.01
	09.02.18	Purchase	100000	0.02	151000	0.03
	23.03.18	Sale	2000	0.00	149000	0.03
[c]	At the end of the year		...	...	149000	0.03
[07]	Angel Broking Private Limited					
[a]	At the beginning of the year		157	0.00	...	...
[b]	Change During the year					
	Date	Reason				
	28.04.17	Sale	5	0.00	152	0.00
	05.05.17	Sale	98	0.00	54	0.00
	21.07.17	Purchase	97	0.00	151	0.00
	04.08.17	Purchase	177206	0.04	177357	0.04
	11.08.17	Purchase	15594	0.00	192951	0.04
	18.08.17	Purchase	1036	0.00	193987	0.04
	25.08.17	Sale	5112	0.00	188875	0.04
	01.09.17	Sale	21189	0.01	167686	0.03
	08.09.17	Sale	7437	0.00	160249	0.03

[Contd.]



	15.09.17	Sale	1147	0.00	159102	0.03
	22.09.17	Sale	26687	0.00	132415	0.03
	30.09.17	Purchase	3290	0.00	135705	0.03
	06.10.17	Sale	354	0.00	135351	0.03
	13.10.17	Purchase	412	0.00	135763	0.03
	20.10.17	Purchase	7468	0.00	143231	0.03
	27.10.17	Sale	3857	0.00	139374	0.03
	03.11.17	Purchase	35193	0.01	174567	0.04
	10.11.17	Purchase	14526	0.00	189093	0.04
	17.11.17	Sale	21515	0.01	167578	0.03
	24.11.17	Sale	8114	0.00	159464	0.03
	01.12.17	Sale	26791	0.00	132673	0.03
	08.12.17	Purchase	12365	0.00	145038	0.03
	15.12.17	Sale	1097	0.00	143941	0.03
	22.12.17	Purchase	9094	0.00	153035	0.03
	29.12.17	Sale	5475	0.00	147560	0.03
	08.01.18	Sale	15184	0.00	132376	0.03
	12.01.18	Purchase	41566	0.01	173942	0.04
	19.01.18	Purchase	8971	0.00	182913	0.04
	26.01.18	Sale	21492	0.01	161421	0.03
	02.02.18	Purchase	4243	0.00	165664	0.03
	09.02.18	Sale	25860	0.00	139804	0.03
	16.02.18	Sale	9446	0.00	130358	0.03
	23.02.18	Purchase	5059	0.00	135417	0.03
	02.03.18	Purchase	814	0.00	136231	0.03
	09.03.18	Purchase	4443	0.00	140674	0.03
	16.03.18	Sale	12531	0.00	128143	0.03
	23.03.18	Purchase	944	0.00	129087	0.03
	31.03.18	Sale	1012	0.00	128075	0.03
[c]	At the end of the year		...	...	128075	0.03
[08]	Himmat Singh					
[a]	At the beginning of the year		...	...	...	...
[b]	Change During the year					
	Date	Reason				
	30.09.17	Purchase	13000	0.00	13000	0.00
	13.10.17	Purchase	10000	0.00	23000	0.00
	20.10.17	Purchase	7500	0.00	30500	0.01
	27.10.17	Purchase	2000	0.00	32500	0.01
	03.11.17	Purchase	44640	0.01	77140	0.02
	10.11.17	Purchase	22860	0.00	100000	0.02
	24.11.17	Purchase	10000	0.00	110000	0.02
	01.12.17	Purchase	20000	0.00	130000	0.03
	08.12.17	Purchase	20000	0.00	150000	0.03
	29.12.17	Sale	5000	0.00	145000	0.03
	05.01.18	Sale	10000	0.00	135000	0.03
	12.01.18	Purchase	10000	0.00	145000	0.03
	19.01.18	Sale	30000	0.00	115000	0.02
	26.01.18	Purchase	10000	0.00	125000	0.03
	09.02.18	Purchase	2000	0.00	127000	0.03
[c]	At the end of the year		...	...	127000	0.03

[Contd.]



[09] Sheetal Devi					
[a]	At the beginning of the year	120600	0.02	...	...
[b]	Change during the year	No change during the year			
[c]	At the end of the year	...	...	120600	0.02
[10] Edelweiss Broking Ltd.					
[a]	At the beginning of the year	2589	0.00	...	...
[b]	Change During the year				
	Date	Reason			
	07.04.17	Purchase	66622	0.01	69211 0.01
	14.04.17	Sale	27789	0.00	41422 0.01
	21.04.17	Sale	1560	0.00	39862 0.01
	28.04.17	Purchase	333	0.00	40195 0.01
	05.05.17	Purchase	86062	0.02	126257 0.03
	12.05.17	Sale	58125	0.02	68132 0.01
	19.05.17	Sale	3200	0.00	64932 0.01
	26.05.17	Purchase	1342	0.00	66274 0.01
	02.06.17	Sale	28044	0.00	38230 0.01
	09.06.17	Sale	13950	0.00	24280 0.00
	16.06.17	Purchase	33250	0.01	57530 0.01
	23.06.17	Sale	43931	0.01	13599 0.00
	30.06.17	Purchase	5016	0.00	18615 0.00
	07.07.17	Sale	6399	0.00	12216 0.00
	14.07.17	Purchase	5859	0.00	18075 0.00
	21.07.17	Sale	68	0.00	18007 0.00
	28.07.17	Purchase	527	0.00	18534 0.00
	04.08.17	Sale	5423	0.00	13111 0.00
	11.08.17	Purchase	650	0.00	13761 0.00
	18.08.17	Sale	504	0.00	13257 0.00
	25.08.17	Sale	2820	0.00	10437 0.00
	01.09.17	Sale	558	0.00	9879 0.00
	08.09.17	Sale	1380	0.00	8499 0.00
	15.09.17	Purchase	4300	0.00	12799 0.00
	22.09.17	Sale	8921	0.00	3878 0.00
	30.09.17	Sale	407	0.00	3471 0.00
	06.10.17	Purchase	2032	0.00	5503 0.00
	13.10.17	Purchase	2125	0.00	7628 0.00
	20.10.17	Sale	3351	0.00	4297 0.00
	27.10.17	Sale	577	0.00	3700 0.00
	03.11.17	Purchase	25	0.00	3725 0.00
	10.11.17	Purchase	9225	0.00	12950 0.00
	17.11.17	Sale	4824	0.00	8126 0.00
	24.11.17	Sale	4101	0.00	4025 0.00
	01.12.17	Sale	3000	0.00	1025 0.00
	08.12.17	Purchase	1100	0.00	2125 0.00
	15.12.17	Purchase	200	0.00	2325 0.00
	22.12.17	Sale	1195	0.00	1130 0.00
	05.01.18	Purchase	13270	0.00	14400 0.00
	12.01.18	Sale	444	0.00	13956 0.00
	19.01.18	Purchase	28920	0.01	42876 0.01

[Contd.]



	26.01.18	Purchase	550	0.00	43426	0.01
	02.02.18	Sale	7271	0.00	36155	0.01
	09.02.18	Sale	18190	0.00	17965	0.00
	16.02.18	Purchase	1452	0.00	19417	0.00
	23.02.18	Sale	10860	0.00	8557	0.00
	02.03.18	Sale	2502	0.00	6055	0.00
	09.03.18	Purchase	3895	0.00	9950	0.00
	16.03.18	Purchase	125	0.00	10075	0.00
	23.03.18	Purchase	2110	0.00	12175	0.00
	31.03.18	Purchase	106432	0.02	118607	0.02
[c]	At the end of the year		...	...	118607	0.02

[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	3115.43	...	171.29	3286.72
[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	...	171.29	3897.81
Change in Indebtedness during the financial year					
*	Addition	...	...	...	...
*	Reduction	1142.64	...	31.94	1174.58
Net Change		1142.64	...	31.94	1174.58
Indebtedness at the end of the financial year					
[i]	Principal Amount	2583.88	...	139.35	2723.23
[ii]	Interest due but not paid	...	...	...	...
[iii]	Interest accrued but not due	...	...	...	...
Total [i + ii + iii]		2583.88	...	139.35	2723.23

[VI] REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

[A] Remuneration to Managing Director, Whole-time Directors and/or Manager : (₹ in lakh)

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
		Debasis Jana	R. C. Sen	Sunil Munshi (*)	
[1]	Gross Salary				
[a]	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	21.79	18.38	8.51	48.68
[b]	Value of perquisites u/s.17(2) of the Income-tax Act, 1961	0.5	0.82	0.56	1.88
[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	2.3	2.21	1.00	5.51
Total (A)		24.59	21.41	10.07	56.07
Ceiling as per the Companies Act, 2013					...

* Shri Sunil Munshi retired from the Services of the Company w.e.f. 1st September, 2017.

[Contd.]



[B] Remuneration to other Directors :

[₹ in lakh]

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	0.78	0.45	0.85	2.08
[b]	Commission	...	...	...	...
[c]	Others, please specify	...	...	...	...
Total (1)		0.78	0.45	0.85	2.08
Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Bhaskar Jyoti Mahanta	Arvind Kumar (*)	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)					2.08
Total Managerial Remuneration [A + B]					58.15
Overall Ceiling as per the Companies Act, 2013					...

* Shri Arvind Kumar was appointed as Director w.e.f. 12th December, 2017 in place of Smt. Sanyukta Samaddar.

** 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 :

[₹ in lakh]

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount
		Sucharita Das (Company Secretary)	
[1]	Gross Salary		
[a]	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9.09	9.09
[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		9.09	9.09

[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,
13h August, 2018.

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



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.

Your Company is committed to operate and grow its business in a socially responsible way and has a simple but clear purpose – to make sustainable living commonplace. Your Company believes this is the best long-term way for our business to grow. Your Company has been undertaking community oriented programs for inclusive development of the deprived sections of the population. Your Company’s focus areas are concentrated on increasing access to health, education and holistic development with a focus on underprivileged people living around its manufacturing units and other establishments. Your 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 Jhunjhunwala, Chairman
Shri Debasis Jana, Member
Shri Partha Dasgupta, Member
Shri Pravin L. Agrawal, Member
Smt. Sipra Goon, Member

[03] Average net profit of the Company for last three financial years : ₹940.56 lakh.

[04] Prescribed CSR Expenditure (two percent of the amount as in item 3 above) : ₹18.82 lakh.

[05] Details of CSR spent during the financial year 2017-18 :

- [a] Total amount spent for the financial year : ₹18.95 lakh.**
- [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]	Drinking Water Distribution to School Children	Social Welfare	Perungudi, Chennai	65,000	65,856	65,856	Direct
[02]	Sanitation: Toilets / Bathing enclosures / Water points	Social Welfare / Sanitation	Majuli in Assam	5,13,700	5,13,700	5,13,700	Direct

[Contd.]



[03]	Computer, Driving, Beautician & Tailoring courses	Skill Development	Nagrakata, in Dooars, West Bengal	5,82,610	5,81,160	5,81,160	Implementing Agency
[04]	Tailoring of Ladies Garments	Women Empowerment / Skill Development	Tinkong T.E., Assam	2,00,000	2,00,000	2,00,000	Implementing Agency
[05]	Residential (3 months) course on weaving, tailoring & embroidery for under privileged girls.	Women Empowerment / Skill Development	Moran, Assam	1,50,000	1,50,000	1,50,000	Implementing Agency
[06]	School for Street Children	Education	Head Office, Kolkata, West Bengal	4,390	4,390	4,390	Implementing Agency
[07]	Vocational Training to Children with disability	Education	Kolkata, West Bengal	50,000	50,000	50,000	Direct
[08]	Rehabilitation Program for Street Children	Social Welfare / Education	Kolkata, West Bengal	80,000	80,000	80,000	Implementing Agency
[09]	Eye Camps /Cataract operations	Social Welfare / Health Care	Banarhat (North Bengal), West Bengal	1,50,000	1,50,000	1,50,000	Implementing Agency
[10]	Financial Support towards Establishment of Sneh Cancer awareness, early detection & counseling centre	Social Welfare / Health Care	Bihar	1,00,000	1,00,000	1,00,000	Implementing Agency
TOTAL				18,95,700	18,95,106	18,95,106	

[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,
13th August, 2018.

Debasis Jana
Chairman & Managing Director

Sipra Goon
Chairperson of the CSR Committee



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

[A] CONSERVATION OF ENERGY

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

- [a] Engineering Division has installed soft starter for Squirrel cage motor (up to 160 KW) and thereby saving energy 15 Kwh per month.
- [b] Engineering Division has improved Power Factor close to 0.99, thereby saving energy and got rebate up to ₹15200/- per month from WBSSEDCL.
- [c] Engineering Division has replaced conventional lamps and tubes by high energy efficient LED bulbs and tubes and thereby saving energy 352Kwh per month.
- [d] Engineering Division has installed 10KW roof top solar system and thereby saving energy 1300 Kwh per month.
- [e] Tea Division has installed new fuel efficient coal heater, coal saver and energy efficient Gas burners for reduction of power and fuel consumption worth ₹18.90 lakh by replacing the old higher consumption based heater.
- [f] Tea Division has installed new energy efficient motor worth ₹3.18 lakh by replacing the old higher consumption based motor.
- [g] Chennai Operations of Electrical Division has procured 100 nos. LED bulbs and replaced the old florescent lamps with the energy saving LED bulbs.

[ii] Steps taken by the company for utilizing alternate sources of Energy :

- [a] Engineering Division has installed 10KW roof top solar system.
- [b] Chennai Operations of Electrical Division has installed 2,00,000 Kcal Thermic fluid heater – 2 nos. for heating oven/chamber for treating the transformer core and coil assembly. This is an alternate for electrical heaters. This is being used to reduce the consumption of electrical energy and thus reduced the energy cost.
- [c] Chennai Operations of Electrical Division has installed wind mill of 3 KW capacity and utilized for the light and fan for security and portion of Administrative Office.

[iii] Capital Investment on Energy Conservation equipments : ₹34.85 lakh.

[B] TECHNOLOGY ABSORPTION

[i] Efforts made towards technology abosorption :

- [a] Integrated impeller having fixed angle of axial flow fan changed to split impeller with an adjustable pitch, which results to cost reduction of fan with higher efficiency and lower noise.
- [b] Introduction of retrofit jobs.
- [c] Chennai Operations of Electrical Division has entered into MOM with M/s. Togliati Transformer Co. Ltd., Russia on 10.01.2014 for the manufacture of 220 Kv transformers. Technical support like Type test report and credentials are given by with M/s. Togliati Transformer Co. Ltd. for qualifying requirements of tender for 220 Kv class transformers.

[Contd.]



[d] Chennai Operations of Electrical Division has entered into MOM with M/s. Unipower Transformer Pvt. Ltd. (UPTPL), Kottayam, Kerala on 24.11.2016 as Technical Partner for Dry type transformer up to 2 MVA 11 KV class. The Company will generate and attend to enquiries for Dry type transformer with technical and manufacturing support of UPTPL.

[e] Switchgear Unit introduced energy saving Level 2, 500 KVA Distribution Transformers.

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

[a] Engineering Division has got an order of ₹62.50 lakh from M/s Stirling & Wilson by change of integrated impeller having fixed angle of axial flow fan changed to split impeller with an adjustable pitch.

[b] Engineering Division has got an order of ₹63.00 lakh from M/s Dalmia Cement by retrofit of complete fan assembly on existing foundation.

[c] Engineering Division has got an order of ₹21.47 lakh from M/s Bajaj Energy by retrofit of only impeller and suction eye.

[d] Chennai Operations of Electrical Division has supplied 1 no. 12.5 MVA 220/33KV class transformer order from TSGNCO with credential of M/s. Togliati Transformer Co Ltd.

[e] Chennai Operations of Electrical Division has executed initial orders for Dry Type Transformer of rating 63 KVA 33/0.433 KV and 2MVA, 11/0.433 KV.

[f] Kolkata Operations of Electrical Division has installed 20 Kilo-Litre Oil Tanker which will reduce Transformer Oil cost by ₹4/- per litre.

[g] Kolkata Operations of Electrical Division has introduced two new products – Dry Type Transformer and LT Automatic Voltage Regulator for which initial orders have been received

[iii] Imported Technology Details : NIL

[iv] The expenditure Incurred on Research and Development : ₹17.39 lakh.

[C] FOREIGN EXCHANGE EARNINGS AND OUTGO

Earnings : ₹374.10 lakh

Outgo : ₹11.99 lakh

Kolkata,
13th August, 2018.

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



Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018
[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, 2017 to March 31, 2018 (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 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 :

- [i] The Companies Act, 2013 (the "Act") and the rules made thereunder;
- [ii] The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- [iii] The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- [iv] 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, as may be applicable;
- [v] 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 (not applicable);
 - [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 (not applicable).
- [vi] Corporate Governance Guidelines issued by Department of Public Enterprises vide their OM. No. 18(8)/2005-GM dated 14th May, 2010;
- [vii] 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 :

- [i] Tea Act, 1953;
- [ii] Plantation Labour Act, 1951 and Rules made thereunder;

[Contd.]



- [iii] Tea Marketing Control Order, 2003;
- [iv] Food Safety and Standards Act, 2006;

Management's Responsibility

- [1] 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.
- [2] 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.
- [3] 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.
- [4] We have not examined any other specific laws except as mentioned above.
- [5] Wherever required, we have obtained the Management Representation about the compliance of aforesaid Laws, Rules, Regulations, Standards, Guidelines and happening of events etc.
- [6] 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.
- [7] 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.

The observations, if any, mentioned in this report are in addition to the observations and qualifications, if any, made by the statutory auditors of the Company or any other professional and the same has not been reproduced herein for the sake of repetition.

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 :

[A] Matter of Emphasis

[i] Compliance with Minimum Public Shareholding

As per the Notification issued by Department of Economic Affairs (DEA), Ministry of Finance dated 22nd August, 2014, amending the Securities Contracts (Regulation) Rules, 1957 ('SCRR'), minimum public shareholding of 25% to be achieved within 3 years of the Notification i.e. by 21st August, 2017 by CPSEs. Further, vide DEA Notification dated 3rd July, 2017; the timeline has been extended for another one year i.e. till 21st August, 2018. It has been seen that as on 31st March, 2018, the Government of India ("Gov") holds 89.25% shares of the Company.

Accordingly, necessary steps should be taken to comply with the above notification.

[ii] Minimum number of rotational directors

As on 31st March, 2018, the Board comprised of 7 (Seven) directors, viz.,

- [a] 2 (Two) Whole Time Directors, viz. Director (Finance) and Chairman & Managing Director,
- [b] 2 (Two) Part-time Non-executive Government Nominee Directors from Department of Heavy Industries; and
- [c] 3 (Three) Non-executive Independent Directors.

As per the requirement of provision of section 152 (6) of Act, 2013, 2/3rd of the total directors (except independent directors) of a company shall be such whose period of office will be liable to determination by retirement of directors by rotation, MCA vide exemption notification dated 5th June, 2015 has exempted certain classes of Government Companies from applicability of section 152 (6). Since, the Company does not fall within the ambit of exempted class of Government Companies; it has to comply with the requirement of minimum rotational directors. Therefore, as on 31st March, 2018, out of total 4 directors (excluding Independent director), 3 directors should be of retiring type. However, the Company has only two directors whose office is liable to determination by retirement by rotation. Thus, the provision of section 152 has not been duly complied with by the Company.

[iii] Minimum number of Independent Directors

In terms of section 149 (4) of the Act and Regulation 17(1)(b) of the Listing Regulations, 2015, where Chairman of the Board is an executive director, at least half of the Board shall comprise of Independent Directors. In view of the total number of non-independent directors on board, viz., 4(Four) directors, the Company has only 3 (Three) Independent

[Contd.]



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.

[iv] Establishment of Vigil Mechanism

As per Section 177 of the Companies Act, 2013 and relevant Rules thereon, every listed company and the companies belonging to such class or classes shall establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances. Further, regulation 18 of the Listing Regulations, 2015, inter-alia, provides for a mandatory requirement for all listed companies to establish a vigil mechanism by way of formulating a 'Whistle Blower policy' for the company to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

We have observed that the same has not been complied with by the Company.

[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.

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.

For Vinod Kothari & Company
Practising Company Secretaries
Pammy Jaiswal
Partner
Membership No.: A48046
C P No.: 18059

Place: Kolkata
Date: August 02, 2018

ANNEXURE—I

Books and Papers

[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 2016-17;
- [1.4] Disclosures under Act and Listing Regulations;
- [1.5] Policies framed under Act and Listing Regulations;
- [1.6] Documents pertaining to Listing Agreement/ Listing Regulations compliance;
- [1.7] Registers maintained under Act;
- [1.8] Forms and Returns filed with the ROC;
- [1.9] Documents under SEBI (Prohibition of Insider Trading) Regulations, 2015;
- [1.10] Disclosures under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**REPORT ON CORPORATE GOVERNANCE****[01] COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

"Corporate Governance" is the term used to refer to the policies and processes by which the affairs of the Company are managed in a fair and transparent manner and also it is the way through which the power and accountability flow between Shareholders, Board of Directors, CEOs, and senior managers, customers, suppliers, creditors, Government of India, State Governments, Governmental agencies/departments and the society at large. AYCL, being a Central Public Sector Enterprise, believes in financial prudence, customer satisfaction, transparency, accountability and commitment to values.

[02] BOARD OF DIRECTORS

The total number of Directors of the Company as on 31st March, 2018 was 7 (seven) out of which 2 (two) were Whole-time Directors, viz. Chairman & Managing Director and Director (Finance), 2 (two) were Part-time Non-executive Government Nominee Directors 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, 2018 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 Debasis Jana (DIN: 07046349)	Chairman & Managing Director	Executive	8	1	1
Shri R. C. Sen (DIN: 07131320)	Director (Finance)	Executive	6	...	1
Shri Bhaskar Jyoti Mahanta (DIN: 07487571)	Nominee Director, Department of Heavy Industry	Non-Executive	3	...	2
Shri Arvind Kumar (DIN: 06956955)	Nominee Director, Department of Heavy Industry	Non-Executive	6	...	...
Dr. Dhanpat Ram Agarwal (DIN: 00322861)	Independent Director	Non-Executive	3	1	1
Shri Sudhir Jhunjhunwala (DIN: 00548176)	Independent Director	Non-Executive	1	...	...
Smt. Sipra Goon (DIN: 07743157)	Independent Director	Non-Executive	...	...	...

Notes :

- [i] Shri Debasis Jana was appointed as the Chairman & Managing Director w.e.f. 17th August, 2017. Shri Arvind Kumar was appointed as Director w.e.f. 12th December, 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 69th Annual General Meeting :**

During the financial year ended 31st March, 2018, 5 (five) meetings of the Board of Directors were held on 30th May, 2017; 21st August, 2017; 11th September, 2017; 11th December, 2017 and 12th February, 2018. 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 financial year 2017-18 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 18th September, 2017
Executive Directors :		
Shri Debasis Jana	5	Yes
Shri R. C. Sen	5	Yes
Shri Sunil Munshi	2	No
Non-Executive Directors :		
Shri Bhaskar Jyoti Mahanta	4	No
Smt. Sanyukta Samaddar	3	No
Shri Arvind Kumar	1	NA
Dr. Dhanpat Ram Agarwal	5	Yes
Shri Sudhir Jhunjhunwala	4	No
Smt. Sipra Goon	5	No

Notes :

- [i] Shri Arvind Kumar was appointed as Director w.e.f. 12th December, 2017.
- [ii] Shri Sunil Munshi retired from the services of the Company w.e.f. 1st September, 2017.
- [iii] Smt. Sanyukta Samaddar resigned from the Board w.e.f. 12th December, 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 weblink 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 weblink <http://www.andrewyule.com/pdf/investor-relations/Details-of-Familiarisation-Programmes.pdf>.

[Contd.]



[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 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 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 69th Annual General Meeting of the Company to answer shareholder queries.

[ii] **Meetings :**

There were 5 (five) meetings of the Audit Committee held during the year 2017-2018 on 30th May, 2017; 21st August, 2017; 11th September, 2017; 11th December, 2017 and 12th February, 2018.

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

The composition of the Audit Committee as on 31st March, 2018 and the attendance of the members at the meeting(s) thereof during the year 2017-18 were as follows :

Name of Director	Designation	Number of Meetings attended
Dr. Dhanpat Ram Agarwal	Chairman	5
Shri Sudhir Jhunjunwala	Member	1
Shri R.C. Sen	Member	5
Smt. Sipra Goon	Member	5

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

Shri Sandip Kumar Roy, General Manager (F&A) 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 Undertaking, 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 2017-2018 on 11th December, 2017.

[Contd.]



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

The composition of the Nomination and Remuneration Committee as on 31st March, 2018 and the attendance of the members at the meeting thereof during the year 2017-18 were as follows :

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

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

[b] Smt. Sanyukta Samaddar resigned from the Board w.e.f. 12th December, 2017 and consequently ceased to be a member of the Committee effective same date.

[c] 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 2017-18 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 Debasis Jana	21.79	0.50	2.30	...	24.59
2.	Shri R. C. Sen	18.38	0.82	2.21	...	21.41
3.	Shri Sunil Munshi	8.51	0.56	1.00	...	10.07

[Contd.]



The details of remuneration paid to the Non-Executive Directors during the year 2017-18 are as follows :

Sl. No.	Name of the Director	Designation	Sitting fees paid [₹]
1.	Shri Bhaskar Jyoti Mahanta	Nominee Director, DHI	...
2.	Shri Arvind Kumar	Nominee Director, DHI	...
3.	Smt. Sanyukta Samaddar	Nominee Director, DHI	...
4.	Dr. Dhanpat Ram Agarwal	Independent Director	77,500/-
5.	Shri Sudhir Jhunjhunwala	Independent Director	45,000/-
6.	Smt. Sipra Goon	Independent Director	85,000/-

- Note :** [a] Shri Debasis Jana was appointed as the Chairman & Managing Director w.e.f. 17th August, 2017.
- [b] Shri Sunil Munshi retired from the services of the Company w.e.f. 1st September, 2017.
- [c] Shri Bhaskar Jyoti Mahanta, Shri Arvind Kumar and Smt. Sanyukta Samaddar were the nominees appointed by the Department of Heavy Industry. Hence, no sittings fees were paid to them.
- [d] Sitting fees of the Non-Executive Independent Directors are approved by the Board of Directors.
- [e] 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 weblink 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 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 4 (four) meetings of the Stakeholders Relationship Committee held during the year 2017-2018 on 30th May, 2017; 21st August, 2017; 11th December, 2017 and 12th February, 2018.

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

The composition of the Stakeholders Relationship Committee as on 31st March, 2018 and the attendance of the members at the meeting(s) thereof during the year 2017-18 were as follows :

Name of Director	Designation	Number of Meetings attended
Dr. Dhanpat Ram Agarwal	Chairman	4
Shri Debasis Jana	Member	2
Shri Sunil Munshi	Member	2
Shri R.C. Sen	Member	4
Smt. Sipra Goon	Member	4

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

[Contd.]



[b] Shri Debasis Jana was appointed as a member of the Committee w.e.f. 11th September, 2017. Shri Sunil Munshi retired from the services of the Company w.e.f. 1st September, 2017 and consequently ceased to be a member of the Committee effective same date.

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

[iv] **During the year 2017-18 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	39	5867
Transmission of Shares	2	200
Issue of duplicate Share Certificates	4	2525

[v] **Details of Dematerialization of Physical Shares and Rematerialization of Shares during the year 2017-18 :**

Particulars	DEMAT		REMAT	
	No. of Cases	No. of Equity Shares	No. of Cases	No. of Equity Shares
NSDL	36	7215	NIL	NIL
CDSL	12	2653	NIL	NIL
TOTAL	48	9868	NIL	NIL

[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 2017-18 :**

Number of complaints received during the year	→	NIL
Number of complaints redressed during the year	→	NIL
Number of complaints pending as on 31st March, 2018	→	NIL

During the financial year ended 31st March, 2018, 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 3 (three) meetings of the Committee held during the year 2017-2018 on 30th May, 2017; 11th September, 2017 and 12th February, 2018.

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

The composition of the CSR Committee of the Company as on 31st March, 2018 and the attendance of the

[Contd.]



members at the meetings thereof during the year 2017-18 are given below :

Name of Director	Designation	Number of Meetings attended
Shri. Sudhir Jhunjhunwala	Chairman	...
Shri. Sunil Munshi	Member	1
Shri R. C. Sen	Member	3
Shri Debasis Jana	Member	3
Smt. Sipra Goon	Member	3

- Note :** [a] Shri Sunil Munshi retired from the services of the Company w.e.f. 1st September, 2017 and consequently ceased to be a member of the Committee effective same date.
- [b] Smt. Sipra Goon chaired the meetings dated 30th May, 2017; 11th September, 2017 and 12th February, 2018.

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.

[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] Carryout the function of Stakeholders Relationship Committee.

[ii] Meetings :

There were 15 (fifteen) meetings of the Committee held during the year 2017-18 on 21st April, 2017; 17th

[Contd.]



May, 2017; 31st May, 2017; 23rd June, 2017; 21st July, 2017; 24th August, 2017; 14th September, 2017; 31st October, 2017; 21st November, 2017; 19th December, 2017; 8th January, 2018; 11th January, 2018; 15th February, 2018; 23rd February, 2018 and 13th March, 2018.

[iii] Composition :

The composition of Committee of the Board of Directors as on 31st March, 2018 and the attendance of the members at the meetings thereof during the year 2017-18, are given below :

Name of Director	Designation	Number of Meetings attended
Shri Debasis Jana	Chairman	15
Shri R. C. Sen	Member	15
Shri Sunil Munshi	Member	6

Note : Shri Sunil Munshi retired from the services of the Company w.e.f. 1st September, 2017 and consequently ceased to be a member of the Committee effective same date.

[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 Debasis Jana as Chairman and Shri R. C. Sen as Member of the Committee as on 31st March, 2018.

[3.7] SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

During the year under review, the Independent Directors of the Company met on 12th February, 2018 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 weblink 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

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of the Company at the weblink http://www.andrewyule.com/pdf/policies/Policy_Material_Subsidiaries.pdf.

[06] GENERAL BODY MEETINGS

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

Financial Year	Date	Time	Location
2016-2017	18.09.2017	11.00 a.m.	Williamson Magor Hall of The Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, Kolkata - 700 001
2015-2016	23.09.2016	11.00 a.m.	
2014-2015	28.07.2015	11.00 a.m.	

- [b] All the resolutions set out in the respective notices were passed by the shareholders.
- [c] Special Resolutions were passed in the previous 3 (Three) Annual General Meetings: NIL
- [d] Details of Extra Ordinary General Meeting held during the last three years : NIL
- [e] Details of Special Resolutions passed last year through Postal Ballot: NIL
- [f] No Special Resolution requiring a Postal Ballot is proposed to be conducted at the 70th 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 took place during the financial year 2017-18 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.

[Contd.]



The policy relating to Code of Conduct on Insider Trading has been posted on the Company’s website at the following weblink: 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 2017-18.
- [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 / Dainik Jugasankha / Aajkal	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	→ 70th Annual General Meeting will be held on Wednesday, the 26th day of September, 2018 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] Financial Year	→ 1st April, 2017 to 31st March, 2018.
[iii] Date of Book Closure	→ From 20th September, 2018 to 26th September, 2018 (both days inclusive).
[iv] Dividend Payment Date	→ Dividend, if declared, at the ensuing Annual General Meeting will be paid within 30 days from the date of its declaration.
[v] Listing on Stock Exchange	→ BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 526173. The Listing Fee for the Financial Year 2018-19 has been paid to BSE Ltd. on 24th April, 2018.

[vi] Market Price high and low in comparison with the BSE Sensex along with the no. of shares traded during the period April, 2017 to March, 2018 (as available on the website of BSE Limited)	Month	Share Price		BSE Sensex		No. of Shares traded
		High (₹)	Low (₹)	High (₹)	Low (₹)	
	Apr, 2017	33.90	27.65	26100.54	24523.20	1,21,39,712
	May, 2017	40.90	31.05	26837.20	25057.93	1,21,77,122
	June, 2017	34.80	28.25	27105.41	25911.33	3492341
	July, 2017	32.45	28.80	28240.20	27034.14	4656545
	Aug, 2017	29.90	23.55	28532.25	27627.97	1908370
	Sep, 2017	36.80	26.30	29077.28	27716.78	13475609
	Oct, 2017	33.00	29.35	28477.65	27488.30	3827625
	Nov, 2017	36.85	30.40	28029.80	25717.93	15566245
	Dec, 2017	40.40	31.00	26803.76	25753.74	11174910
	Jan, 2018	46.85	32.25	27980.39	26447.06	17715963
	Feb, 2018	35.40	26.20	29065.31	27590.10	3911114
Mar, 2018	32.80	27.25	29824.62	28716.21	3984182	

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[vii]	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: mcsta@rediffmail.com
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[viii]	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. Note: SEBI, vide Gazette notification dated 8th June, 2018, has mandated that transfer of securities would be carried out in dematerialized form only with effect from 5th December, 2018.
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[ix]	Geographical Analysis Report as on 31st March, 2018	→					
			State	No. of Share-holders	% to total holders	No. of Shares	% to Share Capital
			Delhi	862	2.93	448261475	91.68
			Haryana	221	0.75	281120	0.06
			Punjab	253	0.86	318084	0.07
			Chandigarh	20	0.07	24907	0.01
			Himachal Pradesh	19	0.06	7793	0.00
			Jammu Kashmir	14	0.05	6060	0.00
			Uttar Pradesh	715	2.43	686262	0.14
			Rajasthan	953	3.24	1165819	0.24
			Gujarat	4840	16.48	4535778	0.93
			Maharashtra	8967	30.53	26531123	5.42
			Madhya Pradesh	465	1.58	445976	0.09
			Andhra Pradesh	1291	4.39	1425571	0.29
			Karnataka	1017	3.46	903574	0.18
			Tamil Nadu	817	2.78	588256	0.12
			Kerala	276	0.94	235308	0.05
			West Bengal	8087	27.53	2977364	0.61
			Port Blair	4	0.01	360	0.00
			Orissa	86	0.29	43806	0.00
			Assam	77	0.26	67849	0.01
			Meghalaya	3	0.01	2508	0.00
			Manipur	1	0.00	300	0.00
			Tripura	4	0.01	400	0.00
			Bihar	259	0.88	140486	0.03
			Others	135	0.46	300799	0.07
			Total	29386	100.00	488950978	100.00

[x]	Depositories with whom Company has entered into agreement	→	Name	ISIN CODE
			Central Depository Services (India) Limited (CDSL)	INE449001025
			National Securities Depository Limited (NSDL)	INE449001025

[xi]	Corporate Identification Number	→ Corporate Identification Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is: L63090WB1919GOI003229.
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[xii]	Payment of Depository Fees	→ Annual Custody/ Issuer fee for the year 2018-19 has been paid by the Company to NSDL and CDSL.
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[xiii]	No. of Shares held in dematerialized and physical mode as on 31st March, 2018	→		No. of Shares	% to Share Capital	No. of Share-holders	% to total holders
			Demat Form				
			In NSDL	473918892	96.93	12851	43.73
			In CDSL	14418201	2.95	11350	38.62
			Physical Form	613885	0.13	5185	17.65
			Total	488950978	100.00	29386	100.00

[Contd.]



[xiv] Distribution of Shareholding as on 31st March, 2018 →	Size of Holdings		No. of Shares	% to Share Capital	No. of Shareholders	(%) to total holders
	From	To				
	1	500	3676943	0.75	21695	73.82
	501	1000	3132573	0.64	3546	12.07
	1001	2000	2996981	0.61	1855	6.31
	2001	5000	4791374	0.98	1389	4.73
	5001	10000	3954099	0.81	504	1.72
	10001	above	470399008	96.21	397	1.35
	Total		488950978	100.00	29386	100.00
[xv] Shareholding Pattern as on 31st March, 2018 →	Category		No. of Shares held	Percentage (%) of Holdings		
	Central Government		436374630	89.25		
	Financial Institutions		10765476	2.20		
	Nationalized Banks		12481279	2.55		
	Mutual Funds		950	0.00		
	Domestic Companies		3525367	0.72		
	Non-domestic Companies		1	0.00		
	Resident Individual		25391154	5.20		
	Non Resident Individuals (Foreign National)		22471	0.00		
	Non-Resident Individuals (Indian)		389650	0.08		
	Director and their Relatives			
Total		488950978	100.00			
[xvi] List of Top 10 Shareholders as on 31st March, 2018 →	Sl. No.	Name of Shareholders	Holding			
	1.	President of India	436374630			
	2.	Bank of Baroda	12462500			
	3.	Special National Investment Fund	10765076			
	4.	Sushil Financial Services Pvt Ltd	416466			
	5.	Padam Chand Mehta	200000			
	6.	V Vardhani	163108			
	7.	Sushil Capital Private Limited	149000			
	8.	Angel Broking Private Limited	128075			
	9.	Himmat Singh	127000			
10.	Sheetal Devi	120600				
[xvii] Financial Calendar for the year 2018-19 (Tentative) →	Quarter ending	Approval / Adoption of	On or before			
	1st quarter - June 30, 2018	Unaudited Financial Results	14th August, 2018			
	2nd quarter - September 30, 2018	Unaudited Financial Results	14th November, 2018			
	3rd quarter - December 31, 2018	Unaudited Financial Results	14th February, 2019			
	4th quarter - March 31, 2019	Audited Financial Results	30th May, 2019			
	Next Annual General Meeting		30th September, 2019			
Note : In addition to the above, meetings shall also be held as and when required.						
[xviii] 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 2017-18.					

[Contd.]



[xix] 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'.																				
	<table border="1"> <thead> <tr> <th rowspan="2">Financial Year</th> <th rowspan="2">Date of Declaration of Dividend</th> <th rowspan="2">Total Dividend (₹)</th> <th colspan="2">Unclaimed Dividend as on 31.03.2018</th> <th rowspan="2">Due Date for Transfer to IEPF on</th> </tr> <tr> <th>₹</th> <th>(%)</th> </tr> </thead> <tbody> <tr> <td>2014-15</td> <td>28th July, 2015</td> <td>3,33,63,847.80</td> <td>91,916.00</td> <td>0.28</td> <td>3rd September, 2022</td> </tr> <tr> <td>2016-17</td> <td>18th September, 2017</td> <td>4,88,95,097.80</td> <td>1,29,276.00</td> <td>0.27</td> <td>25th October, 2024</td> </tr> </tbody> </table>	Financial Year	Date of Declaration of Dividend	Total Dividend (₹)	Unclaimed Dividend as on 31.03.2018		Due Date for Transfer to IEPF on	₹	(%)	2014-15	28th July, 2015	3,33,63,847.80	91,916.00	0.28	3rd September, 2022	2016-17	18th September, 2017	4,88,95,097.80	1,29,276.00	0.27	25th October, 2024
Financial Year	Date of Declaration of Dividend				Total Dividend (₹)	Unclaimed Dividend as on 31.03.2018		Due Date for Transfer to IEPF on													
		₹	(%)																		
2014-15	28th July, 2015	3,33,63,847.80	91,916.00	0.28	3rd September, 2022																
2016-17	18th September, 2017	4,88,95,097.80	1,29,276.00	0.27	25th October, 2024																
[xx] 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.																				
[xxi] 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.																				
[xxii] Plant Location	→ The Company's plants are located at – <table border="1"> <tr> <td data-bbox="791 1176 1018 1211">[i]</td> <td data-bbox="1024 1176 1442 1211">16A & B, Block "D", Kalyani, West Bengal,</td> </tr> <tr> <td data-bbox="791 1214 1018 1249">[ii]</td> <td data-bbox="1024 1214 1442 1249">14, Mayurbhanj Road, Kolkata - 700 023,</td> </tr> <tr> <td data-bbox="791 1252 1018 1288">[iii]</td> <td data-bbox="1024 1252 1442 1288">P-25, Transport Depot Road, Kolkata - 700 088, and</td> </tr> <tr> <td data-bbox="791 1290 1018 1326">[iv]</td> <td data-bbox="1024 1290 1442 1326">5/346, Old Mahabalipuram Road, Perungudi, Chennai - 600 096.</td> </tr> </table> The Company's Tea Gardens are located in West Bengal and in Assam.	[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.												
[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.																				
[xxiii] 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																				
[xxiv] 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.

[Contd.]



[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.

[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. 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.

Place: Kolkata
Date: 13th August, 2018

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



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

I, Debasis Jana, 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, 2018 in terms of the SEBI (LODR) Regulations, 2015.

Place: Kolkata
Date: 30th May, 2018

Debasis Jana
Chairman & Managing Director

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

We, Shri Debasis Jana, 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, 2018 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, 2018, 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, 2018

R.C. Sen
Director (Finance)

Debasis Jana
Chairman & Managing Director



CERTIFICATE OF COMPLIANCE WITH CORPORATE GOVERNANCE

As per requirements under 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, 2018. 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 2017-18 due to absence of requisite no of independent director In terms of Section 149 (4) of the Companies Act 2013, Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year ended March 31, 2018.

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,
13th August, 2018.

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 31 March 2018, the statement of profit and loss (including other comprehensive income) and the statement of cash flows and the statement of changes in equity for the year ended and a summary of the 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 of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder. 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 standalone Ind AS 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 Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the 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 standalone Ind AS 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 considered in the financial statement in respect of investments in Katras Jherriah Coal Company Limited amounting to ₹6.95 lakh and New Beerbhoom Coal Company Limited amounting to ₹12.27 lakh.

Due to non-provision of the above amount in the accounts, the reported profit of the Company has been overstated by ₹19.22 lakh and the value of non-current investment has been overstated by the same amount and the provision has been understated by ₹19.22 lakh.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except the matter described in the Basis for qualified opinion paragraph, the aforesaid standalone Ind AS 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 including the Ind AS, of the financial position of the Company as at 31 March, 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Other Matters

Principal outstanding amount of West Bengal Sales Tax Loan of ₹250 Lakhs has been repaid during the year towards full and final settlement. Interest amounting to ₹530.44 Lakhs been written

[Contd.]



back in the books pending confirmation from West Bengal Sales Tax Department.

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 section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 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 matter 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;

[b] except for the matter described in the Basis for Qualified Opinion Paragraph 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, the statement of cash flows and the statement of changes in equity 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 ,in our opinion ,the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued there under;

[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] Section 164[2] of the Companies Act,2013 regarding disqualification of the Director is not

applicable to the Company being a government company vide notification no.G.S.R463[E] dated 05th June 2015.

[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 information and according to the explanations given to us:

[i] the Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 36 to the standalone Ind AS 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

[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 the impact on the Standalone Financial Statement.

For **U. S. Saha & Co.**
Chartered Accountants
Firm Registration No.309037E
(U. S. SAHA, FCA)
Partner
Membership No.015491

Place : Kolkata
Date : 30th May, 2018



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 ,2018)

- [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 operation 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 loans, during the year.
- [b] However the outstanding amount due from Yule Electrical Limited arising out of making statutory payment by parent company amounting to ₹3.29 lakh.
- [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 since cost audit for the year 2018-19 is yet to be completed.
- [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, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, 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 arrear as on 31st

March, 2018 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.

Nature of statute	Nature of Dues	Amount [₹ lakh]	Period to which amount relates	Forum Where the dispute is pending
Income Tax Act	Income Tax (Penalty)	4.65	2004-05	C.I.T.(Appeal) (20)
	Income Tax	2013.76	2010-11 – Rs.1873.94 lac 2012-13 – Rs. 84.23 lac 2013-14 – Rs. 23.07 lac 2014-15 – Rs. 32.52 lac	C.I.T.(Appeal)(20) ITAT-Calcutta Bench C.I.T.(Appeal)(2)
W. B. Sales Tax & VAT	W. B. Sales Tax & VAT	586.80	1979-80 – Rs. 65.24 lac 1986-87 – Rs.74.77 lac 1988-89 – Rs.69.52 lac 2001-02 – Rs.37.66 lac 2004-05 – Rs.72.65 lac 2005-06 – Rs.0.22 lac 2006-07 – Rs.142.08 lac 2011-12 – Rs.82.14 lac 2012-13 – Rs.18.53 lac 2014-15 – Rs.23.99 lac	West Bengal Commercial Tax Appellate & Revisional Board.
		366.79	1973-74 – Rs.0.24 lac 1987-88 – Rs.5.56 lac 1994-95 – Rs.216.36 lac 1997-98 – Rs.72.37 lac 1999-00 – Rs.45.97 lac 2000-01 – Rs.16.19 lac 2003-04 – Rs.10.10 lac	West Bengal Taxation Tribunal.
		908.04	1985-86 – Rs.53.16 lac 1987-88 – Rs.236.57 lac 1992-93 – Rs.309.90 lac 1996-97 – Rs.44.68 lac 1997-98 – Rs.71.07 lac 1999-00 – Rs.69.31 lac 2000-01 – Rs.88.34 lac 2003-04 – Rs.35.01 lac	Appellate Authority Calcutta High Court
		49.34	1980-81 – Rs.0.04 lac 1982-83 – Rs.4.55 lac 1983-84 – Rs.23.99 lac 1984-85 – Rs.20.75 lac	Appellate Authority, SoD
Assam Sales Tax and VAT	Sales Tax And VAT	152.93	1996-97 to 1998-99	Appellate Authority Revenue Board.

[Contd.]



Orissa Sales Tax and VAT	Sales Tax	106.24	1999-2000	Appellate Authority Tribunal at High Court Cuttack	
		5.64	2001-2002		
Karnataka Sales Tax and VAT	Karnataka Sales Tax	17.69	2017-18	Appellate Authority Karnataka Appellate Tribunal	
Central Excise	Central Excise	331.98	1996-97, 1998-99, 1992-93, 1993-94, 1990-91, 2001 to 2003 2009-10	Appeal at CESTAT	
			52.58	1991-92, 1992-93	Appeal at Calcutta High Court
			2.70	2012-13, 2013-14	Commissioner of Central Excise
Service Tax	Service Tax	30.64	2006-07, 2007-08, 2009-10, 2010-11	Appeal at Commissioner of Central Excise Appeals	
			1.45	2006-07 & 2007-08	Commissioner of Central Excise

- [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.
- [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 statement 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 **U. S. Saha & Co.**
Chartered Accountants
Firm Registration No.309037E
(U. S. SAHA, FCA)

Place : Kolkata
Date : 30th May, 2018

Partner
Membership No.015491



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 2017-18 we give below our answer to the question 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 excepts for two properties at Kolkata the title deeds of which have been lost and the 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/loans/interest etc. If yes, the reason there for and the amount involved.	No debts/loan/interest have been written off in year ended on 31st March, 2018.
[3]	Whether proper records are not 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 explanation given to us, no assets have been received as gift from Government and other authorities.

Place : Kolkata
Date : 30th May, 2018

For **U. S. Saha & Co.**
Chartered Accountants
Firm Registration No.309037E
(U. S. SAHA, FCA)
Partner
Membership No.015491



Annexure-C to the Independent Auditors' 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 ,2018)

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 & Company Limited ("the Company") as of March 31, 2018 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 Respective Board of Directors of the Holding Company and its subsidiary 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 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 Companies Act, 2013.

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 ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 judgment, including the assessment of the risks of material misstatement of the Ind AS 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 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 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 31 March 2018, 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.

For **U. S. Saha & Co.**
Chartered Accountants
Firm Registration No.309037E
(U. S. SAHA, FCA)
Partner
Membership No.015491

Place : Kolkata
Date : 30th May, 2018



**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, 2018.**

The preparation of Financial Statements of Andrew Yule & Company Limited for the year ended 31st March, 2018 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 these 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, 2018.

I, on 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, 2018. 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.

For and on behalf of the
Comptroller & Auditor General of India
(Suparna Deb)

Director General of Commercial Audit
& Ex-officio Member, Audit Board-I, Kolkata

Place : Kolkata.

Date : 2nd August, 2018



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Note 1 – Corporate Information

Andrew Yule & Company Limited (AYCL) was incorporated in 26.05.1919 as a Private Sector Company with an objective to work as managing agency. With the abolition of managing agency system, the Company lost its traditional business and Government of India acquired the Company in 1979. AYCL is a Schedule-“B” CPSE in Medium and Light Engineering Sector together with Tea producing and manufacturing business under the administrative control of Ministry of Heavy Industries and Public Enterprises, Department of Heavy Industry with 89.25% shareholding by the Government. Its Registered Office is situated 8, Dr. Rajendra Prasad Sarani, Kolkata-700001, West Bengal.

AYCL is a nationalized enterprises in the business of both manufacturing and sale of Black Tea, Transformers, Regulators/Rectifiers, Circuit Breakers, Switches, Industrial Fans, Tea Machinery, Turnkey jobs etc. It has five (5) Operating Units in West Bengal at Kalyani (1 Unit), Kolkata (3 Units) and in Chennai, Tamilnadu (1 Unit) and 15 Tea Gardens across Assam and West Bengal. The Company is functioning in three main sectors namely Engineering, Electrical and Tea. AYCL has three 100% Subsidiaries namely Hooghly Printing Co. Ltd., Yule Engineering Ltd., and Yule Electrical Ltd. The enterprise has an employee strength of 14785 as on 31.03.2018. Its shares are listed at BSE.

The Financial Statements were approved for issue in accordance with the resolution of the Board of Directors on 30th May, 2018

Note 2 – Summary of Significant Accounting Policies

[2.1] Basis of preparation

[2.1.1] Compliance with Indian Accounting Standards (Ind AS)

The Financial Statements are prepared on accrual basis of accounting and comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (The Act) [Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016] and other relevant provisions of the Act.

The Financial Statements upto year ended 31st March, 2017 were prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India, the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Act.

These Financial Statements are the first Financial Statements of the Company under Ind AS and Ind AS 101 “First Time Adoption of Indian Accounting Standards” has been applied. Refer Note 55 for an explanation of how the transition from previous GAAP to Ind AS has affected the Company’s Financial Position, Financial Performance and Cash Flows.

All Assets and Liabilities have been classified as Current or Non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

Deferred Tax Assets and Liabilities are classified as Non-current Assets and Liabilities.

[2.1.2] Basis of Measurement

The Financial Statements have been prepared on accrual basis of accounting and historical cost conventions, except for the Financial Assets which are measured at fair value :

- [i] certain Financial Assets that is measured at fair value;
- [ii] defined benefit plans – plan assets measured at fair value.

The methods used to measure fair values are discussed in Note 2.27.

[Contd.]

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]**

[₹ in lakh]

[2.1.3] Functional and Presentation Currency

These Financial Statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest lakh (upto two decimals) for the Company.

[2.1.4] Use of Estimates and Management Judgements**[a] Useful life of Property, Plant and Equipment**

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, completion and other economic factors in accordance of Schedule II of Companies Act 2013.

[b] Recoverable amount of Property, Plant and Equipment and Capital Work-in-Progress

The recoverable amount of property, plant and equipment and capital work in progress is based on estimates and assumptions. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount resulting in impairment.

[c] Post-retirement Benefit Plans

Employee benefit obligations except medical benefits are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increase, the inflation rate and expected rate of return on plan assets. The Company considers that the assumptions used to measure its obligation are appropriate and documented. However, any changes in the assumptions may have any impact on the resulting calculations. Medical Benefits measured on actual basis.

[d] Provisions and Contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, "Provisions, Contingent Liabilities and Contingent Assets". The evaluation of the likelihood of the contingent events has been made on the basis of best judgement by management regarding probable outflow of economic resources. Such estimation can change due to unforeseeable developments.

[e] Investment in Subsidiaries and Associates

Investment is carried at cost and provision is made for any impairment of such investment.

[2.2] Segment Reporting

Operating Segments are reported in a manner consistent with the definition provided by IND AS 108.

[2.3] Foreign Currency Transactions

Foreign currency transactions are translated into Indian Rupee (INR) which is the functional currency by applying the exchange rates between the INR and foreign currency at the dates of the transactions. Foreign Exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in Profit and Loss.

[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 prevailing on the date of Bill of Entry. The exchange difference, if any, arising from the

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

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 prevailing 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.

[2.4] Revenue Recognition and Other Income

Revenue is recognized when significant risks and rewards of ownership have been transferred to the buyers and to the extent it is probable that the economic benefits will flow to the Company and the revenue can be measurably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks

Based on the Educational Material on Ind AS 18 on "Revenue" issued by the ICAI, the Company has assumed that recovery of excise duty flows to the Company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

However, Sales Tax/Value Added Tax (VAT)/GST is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognized.

[2.4.1] Sale of Goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Revenue from sales is based on price specified in the Sales Contracts, net of discounts and schemes which are assessed based on published circulars and expected achievement threshold. No element of financing is deemed present as the sales are made generally with a credit term, which is consistent with market practice.

Despatches against FOR destination contracts not reaching the customers within the close of the year, are shown as Finished goods-in-transit.

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

[2.4.2] Rental Income

Rental Income arising from letting out of the property to Associate Company is accounted for on monthly basis as per terms of the agreement and is included in other income in the statement of profit and loss.

[2.4.3] Interest Income

Interest Income is recognized using the effective interest rate method. The effective interest rate is the rate that

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

exactly discounts estimated future cash receipts through the expected life of the Financial Asset to the gross carrying amount of a Financial Asset. When calculating the effective interest rate the Company estimates the expected Cash Flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

[2.4.4] Dividend Income

Dividends are recognized in profit and loss under the head 'Other Income' only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

[2.4.5] Other Income

The following incomes are treated as Other Income:

- [a] Insurance and other claims are accounted for on the basis of amounts admitted.
- [b] Sales Tax, Excise Duty and Customs Duty refunds are accounted for on the basis of assessment/refund orders received;

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.

Export/Deemed Export benefits are accounted for on completion of despatches in terms of the contract.

Liquidated Damages recovered by the Company for delayed supply of raw materials, equipment/spares are treated as Other Income.

[2.5] Income Taxes

The Income Tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax change is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates position taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. Additional income taxes that arise from the distribution of dividends are recognized at the same time the liability to pay the related dividend is recognized and rectification has not been considered.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit/ Loss nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[2.6] **Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the leases as per the terms and conditions specified in IND AS 17. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

As a Lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially taken all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at maximum of the fair value of the leased property or, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the profit and loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a Lessor

Lease income from operating leases where the Company is a lessor is recognized in income on a straight line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

[2.7] **Impairment of Non-financial Assets other than Inventories**

[a] The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired, if any, indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets of the Company. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The resulting impairment loss is recognized in the Statement of Profit and Loss.

[b] In assessing value in use, the estimated future cash flows are discounted to their present value using a pre tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

[2.8] **Statement of Cash Flows**

[a] **Cash and Cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown under borrowings in current liabilities in the Balance Sheet.

[b] Statement of Cash Flows is prepared in accordance with the indirect method prescribed in Ind AS-7 "Statement of Cash Flow"

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[2.9] Trade Receivables

Trade receivables are recognized initially at transaction price and subsequently measured at amortized cost less provision

[2.10] Inventories

[a] Raw Material (including Packing Materials), Work-in-Progress, traded and Finished Goods are stated at lower of cost and net realizable value. Cost of raw material & traded goods comprises of cost of purchases. Cost of work-in-progress & Finished Goods comprise direct material, direct labour and appropriate portion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Cost are assigned to individual items of inventory on the basis of weighted average method. Cost of purchased inventories are determined after deducting rebates & discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

[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. 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.

[c] 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] 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.

[e] Stock of scrap, is valued on the basis of estimated/actual realised value as the case may be. However tea waste is not valued.

[f] 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.

[2.11] Financial Assets other than Investments in Subsidiaries, Associates and Joint Venture

[2.11.1] Classification

The Company classifies its financial assets in the following measurement categories :

- * those to be measured subsequently at fair value (either through other comprehensive income or through profit and loss), and
- * those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt instruments when and only when its business model for managing those assets changes.

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[2.11.2] Measurement

Equity instruments

The Company measures all equity investments except in subsidiary & Associates at fair value. Investment in subsidiary & Associates are measured at historical cost.

[2.11.3] Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 2.28 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach of recognizing the expected losses from initial recognition of the receivables on case to case basis as provision for impairment.

[2.11.4] Derecognition of Financial Assets

A financial asset is derecognized only when

- * The Company has transferred the rights to receive cash flows from the financial asset or
- * Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

[2.12] 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.

[2.13] 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.

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

- [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.
- [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.

[2.14] Booking /Writing Back of Liabilities

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.

[2.15] Offsetting Financial Instruments

Financial Assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

[2.16] Property, Plant and Equipment

- [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] 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.
- [c] Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.
- [d] Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.
- [e] Machinery manufactured by one Unit/Division for use in another Unit/Division are accounted for at Works/Factory cost of the Transferor Unit.
- [f] 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 recognized in the Statement of Profit and Loss where the carrying amount of an asset exceeds its recoverable amount. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[g] 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.

[2.17] Applicability of IND AS-41 (Biological Assets)

AYCL Tea Division plucks tea leaves for manufacturing in 7 days round. On 31st March each year it plucks the matured tea and manufactures the same. In all sections of each garden tea leaves on the bushes stands immature.

Para 10 of Ind AS 41 states to recognize a Biological Asset when and only when, the fair value or the cost of the asset can be measured reliably. It is well known fact that no market exists for Green tea leaves which remains on the tea bushes and not ready for harvesting (not yet harvested). As long as the green tea leaves exist on the Tea bushes and has not reached the harvesting stage, it has no utility and can not be used in any manner for processing of tea.

As emphasized in para 8 of Ind AS 41, it would be impossible to ascertain the Fair Value of green tea leaves standing on the tea bushes. Similarly it would be impractical to ascertain the cost of such green tea leaves as any cost model for computation of cost thereof would be based on estimation and assumption, which can not be reliably measured.

In view of the above AYCL does not recognize the Biological Assets (Green tea leaves not harvested and in a growing stage, not matured) as on the reporting date in Financial Statements.

Transition to Ind AS

Property, Plant and Equipment upto 31st March, 2016 were carried in the Balance Sheet in accordance with Indian GAAP. The Company has elected to avail the exemption granted by Ind AS 101 "First Time adoption of Ind AS" to regard those amounts as "Deemed cost" at the date of transition to Ind AS (i.e. as on 1st April, 2016).

Stand-by equipments and servicing equipments which meet the recognition criteria of property, plant and equipment are capitalized.

Spare parts (procured along with Plant & Machinery) or subsequently which meet the recognition criteria are capitalized. Other spare parts are treated as "Stores & Spares" forming part of inventory.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013, which are also supported by technical evaluation. The residual values are not more than 5% of the original cost of assets.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit and loss within other gains/(losses).

[2.18] Capital Work-in-Progress

Capital Work-in-Progress upto 31st March, 2016 were carried in the Balance Sheet in accordance with Indian GAAP. The Company has elected to avail the exemption granted by Ind AS 101 "First time adoption of Ind AS" to regard those amounts as deemed cost at the date of the transition to Ind AS.

Expenditure incurred on assets under construction is carried at cost under Capital Work-in-Progress. Such costs comprise purchase price of assets, including duties and non-refundable taxes and other costs that are directly attributable to bringing the asset to the location and conditions necessary for it to be capable of operation in the manner intended by management.

[Contd.]

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]**

[₹ in lakh]

[2.19] Intangible Assets

Costs associated with maintaining software programs are recognized as an expense as incurred. Cost of purchased software are recorded as intangible assets and amortized from the point at which the asset is available for use. Intangible assets are amortized over their best estimated useful life ranging upto three years on straight line method. Costs associated with maintaining software programs are recognized as an expense as incurred.

Intangible assets upto 31st March, 2016 were carried in the Balance Sheet in accordance with Indian GAAP. The Company has elected to avail the exemption granted by Ind AS 101 "First time adoption of Ind AS" to regard those amounts as deemed cost at the date of transition to Ind AS.

[2.20] Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per payment terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value/transaction value and subsequently measured at amortized cost using the effective interest method.

[2.21] Borrowings Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Any difference between the proceeds (net of transactions cost) and the redemption amount is recognized in the statement of Profit & Loss.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Borrowing costs are removed from the Balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the Financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash asset transferred on liability assumed is recognized in the statement of Profit & Loss Account as other gains/(losses).

Other borrowing costs are expensed in the period in which they are incurred.

[2.22] Provisions, Contingent Liabilities and Contingent Assets

Provisions for legal claims, discounts, schemes and returns are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

In respect of provisions and contingent liabilities relating to Income Tax, Agricultural Income Tax, Sales Tax, VAT/GST adjustments are made on final settlement of Appeals/Rectification pending before various Forums.

Contingent liabilities are possible obligations that arise from past events and whose existence will be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Such obligation is disclosed as contingent liability.

Contingent Assets are possible assets that arise from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are disclosed in financial statements when in flow of economic benefits is probable on the basis of judgement of management.

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[2.23] **Employee Benefits**

[2.23.1] **Short Term Obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' service upto the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Balance Sheet.

[2.23.2] **Other Long Term Employee Benefit Obligations**

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. The liability or asset recognized in the balance sheet in respect of defined benefits as leave encashment, pension and gratuity plans is the present value of defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated by actuaries using the projected unit credit method. The present value of defined benefit obligations is determined by discounting the same using the market yields at the end of the reporting period on Government Bonds, that have terms approximating to the terms of the related obligation.

Net interest cost is calculated by applying the discount rate to the net balance of defined benefit obligation and fair value of plan assets and the same is included in employee benefit expenses in the statement of profit and loss.

Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

The obligations are presented as current liabilities in the Balance Sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Unavailed medical benefits are measured at actual cost during a block of 3 years.

[2.23.3] **Post Employment Obligations**

The Company operates the following post-employment schemes :

- [a] Defined benefit plan which is Gratuity.
- [b] Defined contribution plan which is Provident Fund only. The Organization pay provident fund to publicly administered provident fund as per local regulations and apart from the contribution the Company has no further payment obligation and the contribution are recognized as employee benefit expense when they are due.
- [c] One time medical benefits are measured at actual cost.

[2.24] **Dividends**

Dividends and interim dividends payable to the Company's shareholders are recognized as change in equity in the period in which they are approved by the Company's shareholders and the Board of Directors respectively.

[2.25] **Earnings per Share**

[2.25.1] **Basic Earnings per share**

Basic earnings per share is calculated by dividing :

- The profit/loss attributable to owners of the Company.
- By the weighted average number of equity shares outstanding during the financial year.

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[2.25.2] Diluted Earnings per Share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account :

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

[2.26] Financial Liabilities

Financial liabilities of the Company are contractual obligation to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Company.

The Company's financial liabilities include loans and borrowings, trade and other payables.

[a] Classification, initial recognition and measurement

Financial liabilities are recognized initially at fair value minus transactions costs that are directly attributable and subsequently measured at amortized cost. Financial liabilities are classified as subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognized in the Statement of Profit and Loss or in the carrying amount of an asset if another standard permits such inclusion, over the period of the borrowings using the effective rate of interest.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

[b] Subsequent measurement

After initial recognition, financial liabilities are subsequently measured at amortized cost using the EIR (Effective Interest Rate) method. Gains and losses are recognized in the Statement of Profit and Loss or in the carrying amount of an asset if another standard permits such inclusion, when the liabilities are derecognized as well through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

[c] Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

[2.27] Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Normally at initial recognition, the transaction price is the best evidence of fair value.

However, when the Company determines that transaction price does not represent the fair value, it uses inter-alia valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

[Contd.]

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]**

[₹ in lakh]

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. This categorization is based on the lowest level input that is significant to the fair value measurement as a whole :

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For financial assets and financial liabilities that are recognized at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

[2.28] Financial Risk Management

The entity's activities expose it to market risk, liquidity risk and credit risk. In order to minimize effects of the above, various arrangements are entered into by the entity. The following table explains the sources of risk and how the entity manages the risk in its financial statements.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, financial assets measured at amortized cost	Ageing analysis, Credit analysis	Credit limits and letters of credit
Liquidity Risk	Borrowings and other liabilities	Cash Flow forecasts	Credit facilities
Market Risk – foreign exchange	Recognized financial assets and liabilities not denominated in INR	Cash Flow forecasts	Monitoring of currency movement.
Market Risk – interest rate	Long Term Borrowings/ Liabilities	...	Monitoring of interest rate movements
Market Risk – security prices	Investment in Securities	...	Portfolio Management

[A] Credit Risk

Credit risk arises from cash and cash equivalents, investment carried at amortized cost, deposit with banks and financing institutions as well as credit exposure to customer and other parties.

For banks and financial institutions, only high rated banks/institutions are accepted. For other financial assets, the entity assesses and manages credit risk based on internal credit evaluation. It monitors party-wise exposure and based on evaluation credit rating is allotted for each party. Thereafter a credit limit is assigned to each party depending on the solvency of the said party.

The entity considers the probability of default on ongoing basis and at each reporting period.

Micro-economic information is incorporated as part of internal rating model.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 60 days past due.

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

Reconciliation of provisions for doubtful assets has been provided as under :

Particulars	Amount
Provision for Doubtful Debts on 01.04.2016	4463.58
Charges during 2016-17	(41.45)
Provision for Doubtful Debts on 31.03.2017	4422.13
Charges during 2017-18	281.90
Provision for Doubtful Debts on 31.03.2018	4704.03

[B] Liquidity Risk

Prudent risk liquidity management implies maintaining sufficient cash and cash equivalents and the availability of committed credit facilities to meet obligations when due.

Management monitors rolling forecasts of the group's liquidity position on the basis of expected cash flow. The entity has access to the following undrawn borrowing facilities at the end of the reporting period :

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 01.04.2016
Bank Overdraft	2886.53	2092.40	499.39
Letter of Credit	1280.54	552.47	...

Bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.

The following table gives the contractual discounted cash flows falling due within the next 12 (twelve) months.

Maturity of financial liabilities :

Contractual maturities	Upto 1 year	Below 2 & 3 year	Above 3 year	Total
Obligation under financial lease	...	...	...	...
Trade payables	6530.23	...	...	6530.23
Other financial liabilities	4995.35	...	...	4995.35

[C] Market Risk

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Financial Assets			
Trade Receivable (in foreign currency), if any
Financial Liabilities			
Trade Payables (in foreign currency), if any

In addition to the above, the entity has given a Corporate Guarantee to Bank on behalf of other Group and Associated Companies :

Name of the Group Company	As on 31st March, 2018	As on 31st March, 2017	As on 01.04.2016
Hooghly Printing Co. Ltd	976.00	976.00	334.70

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[2.29] Capital Management

[A] Risk Management

The entity's objectives when managing capital are to:

- [a] Safeguard their ability to continue as a going concern.
- [b] Maintain an optimal capital structure so as to reduce the cost of capital.

[B] Dividends

[1] Dividends recognized for the year end review :

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Final Dividend	191.73	488.95
Interim Dividend	Nil	Nil

[2] Dividends not recognized at the end of the reporting period in line with Ind AS.

[2.30] Assets pledged as Security

The carrying amounts of assets pledged as security for borrowings are :

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Current Assets :			
Financial Assets :			
Trade receivables	7489.16	10569.80	10117.47
Non-financial Assets :			
Inventories	5075.71	4669.84	4577.23



BALANCE SHEET AS AT 31ST MARCH, 2018

[₹ in lakh]

Note No.	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
ASSETS			
Non-Current Assets :			
[a] Property, Plant and Equipment	3 8213.43	7800.84	7981.08
[b] Capital work-in-progress	3 3668.08	1809.44	87.79
[c] Intangible Assets	3 13.50	19.68	27.15
[d] Financial Assets :			
[i] Investment	4 1178.75	1153.07	930.64
[ii] Trade Receivables	5 42.52	38.41	34.70
[iii] Other Financial Assets	6 ...	...	202.83
[e] Income Tax Assets (net)	7 1001.70	955.92	884.01
[f] Other non-current assets	8 349.40	328.08	284.99
Total Non-Current Assets	14467.38	12105.44	10433.19
Current Assets :			
[a] Inventories	9 5075.71	4669.84	4577.23
[b] Financial Assets :			
[i] Current Investments	10 0.35	0.35	0.35
[ii] Trade Receivables	11 7446.64	10531.39	10082.77
[iii] Cash and Cash Equivalents	12 8070.78	8076.43	7990.69
[iv] Loans	13 0.44	82.44	...
[v] Other Financial Assets	14 2273.28	2665.17	1730.25
[c] Other Current Assets	15 1919.98	2921.62	3366.72
Total Current Assets	24787.17	28947.25	27748.01
Total Assets	39254.55	41052.69	38181.20
EQUITY AND LIABILITIES			
Equity :			
[a] Equity Share Capital	16 9779.02	9779.02	6672.77
[b] Other Equity	17 9121.56	7792.69	2067.14
Total Equity	18900.58	17571.71	8739.91
Liabilities :			
Non-Current Liabilities :			
[a] Financial Liabilities :			
[i] Borrowings	18 2.18	751.84	2001.26
[ii] Other Financial Liabilities	19 28.80	28.80	28.80
[b] Provisions	20 2073.19	2415.44	1583.46
[c] Other Non-Current Liabilities	21 341.56	304.74	2967.22
[d] Deferred Tax Liability	1784.73	1134.98	661.37
Total Non-Current Liabilities	4230.45	4635.79	7242.11
Current Liabilities :			
[a] Financial Liabilities :			
[i] Borrowings	22 2579.53	2729.64	3976.42
[ii] Trade and Other Payables	23 6530.23	9571.17	9514.34
[iii] Other Financial Liabilities	24 4995.35	4715.08	6617.69
[b] Other Current Liabilities	25 959.60	935.44	767.23
[c] Short Term Provisions	26 1058.80	893.86	1323.49
Total Current Liabilities	16123.52	18845.19	22199.17
Total Liabilities	20353.97	23480.98	29441.28
Total Equity and Liabilities	39254.55	41052.69	38181.20

For Andrew Yule & Company Limited

SUCHARITA DAS
Company Secretary

SANDIP ROY
General Manager (F&A)

R. C. SEN
Director (Finance)

DEBASIS JANA
Chairman & Managing Director

As per our Report of even date.

For U. S. Saha & Co.
Chartered Accountants

Firm Registration No.309037E
(U. S. SAHA, FCA)

Partner

Membership No.015491

Date : 30th May, 2018
Place : Kolkata.



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

<u>Particulars</u>	Note No.	Year ended 31st March, 2018	Year ended 31st March, 2017
[I] INCOME			
Revenue from Operations	27	36150.27	42670.53
Other Income	28	2763.23	4208.23
Total Income		38913.50	46878.76
[II] EXPENSES			
Cost of Materials Consumed	29	11907.68	15623.18
Changes in Inventories of Finished Goods, Work-in-Progress	30	(-) 420.35	128.47
Employee Benefit Expense	31	16059.82	15778.16
Depreciation and Amortisation Expense	32	655.83	680.66
Finance Costs	33	595.54	862.06
Other Expenses	34	7757.66	9956.28
Total Expenses		36556.18	43028.81
[III] Profit Before Tax [I - II]		2357.32	3849.95
[IV] Tax Expenses			
Current Tax		58.21	125.28
Wealth Tax		...	(-) 6.30
Deferred Tax		587.52	470.88
Total Tax Expenses		645.73	589.86
[V] Profit for the period [III - IV]		1711.59	3260.09
[VI] Other Comprehensive Income			
Re-measurement of Investments		(-) 8.72	196.38
Adjustment of Actuarial Gains/Losses		276.70	(-) 469.92
Less: Deferred Tax		62.23	2.72
Total Other Comprehensive Income for the period		205.75	(-) 276.26
[VII] Total Comprehensive Income for the period [V + VI]		1917.34	2983.83
[VIII] Earnings per Equity Share [Face Value of ₹2/- each]			
Basic		0.35	0.66
Diluted		0.35	0.66

For Andrew Yule & Company Limited

SUCHARITA DAS
Company Secretary

SANDIP ROY
General Manager (F&A)

R. C. SEN
Director (Finance)

DEBASIS JANA
Chairman & Managing Director

As per our Report of even date.

For **U. S. Saha & Co.**

Chartered Accountants

Firm Registration No.309037E

(**U. S. SAHA, FCA**)

Partner

Membership No.015491

Date : 30th May, 2018

Place : Kolkata.



STATEMENT OF CHANGES IN OTHER EQUITY

[₹ in lakh]

Particulars	Profit and Loss (Net of Tax)				Other Comprehensive Income (net of Tax)		Total
	Capital Reserve	Bond Redemption Reserve	Securities Premium Reserve	Retained Earnings	Equity Instruments through other comprehensive income	Other items of Other Comprehensive Income	
Balance at 1 April 2017	406.36	...	2741.75	4733.77	383.45	(-) 472.64	7792.69
Additions during the year	...	...	...	...	...	...	...
Transfers (Dividend and Dividend Dist. Tax)	...	...	...	(-) 588.48	...	...	(-) 588.48
Profit for the year	...	...	...	1711.60	...	...	1711.60
Other comprehensive income (net of Taxes)	...	...	...	...	214.45	(-) 8.70	205.75
Total comprehensive income for the year	...	...	...	1711.60	214.45	(-) 8.70	1917.35
Balance at 31 March 2018	406.36	...	2741.75	5856.89	597.90	(-) 481.34	9121.56

Particulars	Profit and Loss (Net of Tax)				Other Comprehensive Income (net of Tax)		Total
	Capital Reserve	Bond Redemption Reserve	Securities Premium Reserve	Retained Earnings	Equity Instruments through other comprehensive income	Other items of Other Comprehensive Income	
Balance at 1 April 2016	406.36	666.67	...	807.04	187.07	...	2067.14
Additions during the year	...	...	2741.75	...	...	...	2741.75
Transfers (Bond)	...	(-) 666.67	...	666.67	...	...	...
Profit for the year	...	...	...	3260.06	...	...	3260.06
Other comprehensive income (net of Taxes)	...	...	...	...	196.38	(-) 472.64	(-) 276.26
Total comprehensive income for the year	...	...	...	3260.10	196.38	(-) 472.64	2983.80
Balance at 31 March 2017	406.36	...	2741.75	4733.77	383.45	(-) 472.64	7792.69



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

	Year ended 31st March, 2018	Year ended 31st March, 2017
[A] CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before Tax and extraordinary items	2357.33	3849.95
Adjustments for :		
Depreciation/Impairment of Assets	655.83	680.66
Interest expense	267.99	627.40
(Profit)/Loss on Sale of Fixed Assets	(3.36)	(7.25)
(Profit)/Loss on Sale of Investments	...	(15.45)
Deferred Income on Capital Subsidy	(7.77)	(14.13)
Interest Income	(459.23)	(434.48)
Dividend Income	(2201.69)	(1267.02)
Provision no longer Required Written back	(625.50)	(81.04)
Liabilities no longer required written back	(236.51)	(416.16)
Gain on Acquisition of Land by Government	...	(1838.86)
Gain on Remeasurement of Long Term Trade Receivables	(4.11)	(3.71)
Gain on Remeasurement of Investments	(30.88)	(30.90)
Excess provision for YASF written back	(22.97)	(50.57)
Bad Debts written off	...	65.47
Diminution in the value of non trade investments	...	10.00
Provision for Doubtful Debts	268.41	88.54
Provision for Doubtful Loans, Advances and Deposits	0.37	29.24
Provision for Stock/Stores Obsolence	27.36	5.09
	(2372.05)	(2653.18)
Operating profit before changes in amount of Current Liabilities and Current Assets	(14.72)	1196.77
Adjustment for :		
Trade and other receivables	4352.37	(982.49)
Inventories	(405.86)	(92.61)
Trade and other payables	(2583.62)	628.41
	1362.89	(446.69)
Cash Generated from Operations	1348.16	750.08
Tax paid	...	(197.19)
NET CASH FROM OPERATING ACTIVITIES [A]	1348.16	552.89
[B] CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(2917.52)	(2228.21)
Sale of Fixed Assets	...	1852.48
Purchase of Investments	...	(1332.75)
Sale Proceeds of Investments	5.20	1355.45
Dividend Received	1613.20	1267.02
Increase in Loans and Advances	82.00	...
Interest Received	439.84	335.76
NET CASH FROM INVESTING ACTIVITIES [B]	(777.28)	1249.75

[Contd.]

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]**

[₹ in lakh]

[C] CASH FLOW FROM FINANCING ACTIVITIES :

Interest Paid	280.27	(627.40)
Short Term Borrowings (Repaid)/Taken	(150.11)	(1246.78)
Long Term Borrowings (Repaid)/Taken	(749.66)	32.46
NET CASH USED IN FINANCING ACTIVITIES [C]	(619.50)	(1841.72)
Net Increase/(Decrease) in Cash and Cash Equivalents [A+B+C]	(48.62)	(39.07)
CASH AND CASH EQUIVALENTS (Opening Balance)	2936.32	2975.39
CASH AND CASH EQUIVALENTS (Closing Balance)	2887.70	2936.32

280.27	(627.40)
(150.11)	(1246.78)
(749.66)	32.46
(619.50)	(1841.72)
(48.62)	(39.07)
2936.32	2975.39
2887.70	2936.32

[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)	2068.31	1623.71
Cash in Hand	19.39	62.08
Postage and Stamps in hand	...	0.53
Deposit with Bank maturing within 3 months	800.00	1250.00
	2887.70	2936.32

As at 31st March, 2018	As at 31st March, 2017
2068.31	1623.71
19.39	62.08
...	0.53
800.00	1250.00
2887.70	2936.32

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

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

For Andrew Yule & Company Limited

SUCHARITA DAS
Company Secretary

SANDIP ROY
General Manager (F&A)

R. C. SEN
Director (Finance)

DEBASIS JANA
Chairman & Managing Director

As per our Report of even date.

For **U. S. Saha & Co.**
Chartered Accountants
Firm Registration No.309037E
(U. S. SAHA, FCA)

Partner.

Membership No.015491

Date : 30th May, 2018

Place : Kolkata.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Note 3 – Property, Plant and Equipments

Particulars	Land (including Leasehold Land) (refer note 1)	Bearer Plants (refer note 2)	Buildings	Roads and Culverts	Plant and Machinery	Drawings, Designs and Tracings	Electrical Installations	Water Installation	Furniture and Fixtures	Office Equipment	Vehicles	Fencing	Computers	Total	Capital work-in-progress (refer note 3)	Intangible Assets
Gross carrying amount	175.39	1864.44	4498.65	85.87	6226.76	74.99	1160.03	868.97	215.04	151.66	1006.77	270.37	276.20	16875.14	1810.69	105.04
Deemed cost as at 1st April 2017	175.39	1864.44	4498.65	85.87	6226.76	74.99	1160.03	868.97	215.04	151.66	1006.77	270.37	276.20	16875.14	1810.69	105.04
Additions	...	280.12	264.96	...	375.38	...	46.80	35.19	7.34	11.40	25.19	...	16.63	1063.01	2908.05	1.80
Disposals	...	(8.07)	(0.25)	...	(8.96)	...	...	(0.69)	(0.62)	(1.79)	(10.45)	...	...	(30.83)	(1049.41)	...
Closing gross carrying amount as on 31.03.2018	175.39	2136.49	4763.36	85.87	6593.18	74.99	1206.83	903.47	221.76	161.27	1021.51	270.37	292.83	17907.32	3669.33	106.84
Opening accumulated depreciation	...	63.98	2101.41	68.94	4026.34	74.99	776.31	474.00	185.22	98.96	692.70	263.10	248.36	9074.31	1.25	85.36
Depreciation charge during the year	...	69.16	152.89	2.87	256.76	...	32.68	34.70	2.97	18.96	67.26	...	9.58	647.84	...	7.98
Disposals	...	(8.07)	(0.16)	...	(8.51)	...	...	...	(0.20)	(0.74)	(10.58)	...	...	(28.27)	...	...
Closing accumulated depreciation & impairment	...	125.08	2254.14	71.81	4274.59	74.99	808.99	508.70	187.99	117.18	749.38	263.10	257.94	9693.89	1.25	93.34
Net carrying amount as at 31st March 2018	175.39	2011.41	2509.22	14.06	2318.59	...	397.84	394.77	33.77	44.09	272.13	7.27	34.89	8213.43	3668.08	13.50
Net carrying amount as at 31st March 2017	175.39	1800.46	2397.25	16.93	2200.44	...	383.71	394.97	29.83	52.68	314.08	7.27	27.83	7800.84	1809.44	19.68
Net carrying amount as at 1st April 2016	175.39	1884.48	2422.86	19.80	2235.32	...	388.37	453.61	59.65	1.13	340.47	...	...	7981.08	87.79	27.15



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

	As at 31st March, 2018			As at 31st March, 2017			As at 1st April, 2016		
	No. of Shares/Units	Face Value per Share/Unit	Amount	No. of Shares/Units	Face Value per Share/Unit	Amount	No. of Shares/Units	Face Value per Share/Unit	Amount
Note 4 – Investments									
[a] Investment in Group Companies :									
Equity Investment in Subsidiaries :									
Un-Quoted :									
Hooghly Printing Co. Ltd	1027128	10	103.20	1027128	10	103.20	1027128	10	103.20
Yule Engineering Ltd.- Ordinary Share	50000	10	5.00	50000	10	5.00	50000	10	5.00
Yule Electricals Ltd.- Ordinary Share	50000	10	5.00	50000	10	5.00	50000	10	5.00
Equity Shares in Associate Company									
Quoted :									
Tide Water Oil Co. (India) Ltd.	913960	5	158.56	913960	5	158.56	913960	5	158.56
Yule Financing & Leasing Co. Ltd (fully impaired)	300000	10	27.88	300000	10	27.88	300000	10	27.88
Unquoted :									
The Bengal Coal Co. Ltd (fully impaired)	10305	100	0.52	10305	100	0.52	10305	100	0.52
Katras Jherriah Coal Co. Ltd	60260	10	6.95	60260	10	6.95	60260	10	6.95
The New Beerbhoom Coal Co. Ltd	105355	10	12.27	105355	10	12.27	105355	10	12.27
Preference Shares :									
Unquoted :									
6% Cumulative Redeemable Preference Shares – WEBFIL Ltd.	2044000	10	150.68	2044000	10	136.11	2044000	10	122.97
Bonds :									
Unquoted :									
WEBFIL Ltd Zero Rated Unsecured Redeemable Bond	305	100000	194.79	305	100000	183.47	305	100000	165.73
[b] Investments carried at Fair value through OCI :									
Equity Investment :									
Quoted :									
WEBFIL (At latest available NAV)	145000	10	0.70	145000	10	0.70	145000	10	0.05
India Power Corporation Ltd	34500	1	9.37	34500	1	15.37	34500	1	6.02
Gloster Ltd	1000	10	11.14	1000	10	8.75	1000	10	2.54
Exide Industries Ltd.	212714	1	472.12	212714	1	477.22	212714	1	297.06
Un-Quoted :									
The Statesman Ltd (fully impaired)	9966	100	4.70	9966	100	4.70	9966	100	4.70
Units :									
Quoted :									
Unit Trust of India	221584	10	58.96	221584	10	50.44	221584	10	45.29
Less : Provision			43.09			43.09			33.10
			1178.75			1153.07			930.64

Notes : [1] Investment in Subsidiary and Associate has been measured at previous GAAP carrying amount as its Deemed Cost.

[2] Equity Investment in Other Companies has been fair valued through OCI (FVTOCI).

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**

[₹ in lakh]

Note 5 – Trade Receivables
Unsecured, considered good :

Long Term Trade Receivables

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
42.52	38.41	34.70
42.52	38.41	34.70

Note 6 – Other Financial Assets

Interest accrued on fixed deposit maturing after 12 months

Other Receivables

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
...	...	8.91
...	...	193.92
...	...	202.83

Note 7 – Income Tax Assets (Net)**Current Taxes :**

Advance Tax

Advance Income Tax (Includes MAT Credit Entitlement ₹43.38 Lakh)

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
1.09	1.09	1.09
1000.61	954.83	882.92
1001.70	955.92	884.01

Note 8 – Other Non-Current Assets

Plan Assets for Super Annuation Fund

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
349.40	328.08	284.99
349.40	328.08	284.99



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Note 9 – Inventories

Raw Material
Work in progress
Finished Goods
Stores and Spares
Loose Tools
Food Stuff
Scrap
Semi-Finished Goods
Material In Transit

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
1201.89	1348.18	1019.85
1399.85	1139.51	1090.27
761.57	586.08	1048.88
1411.56	1277.33	1385.32
...	...	9.89
...	20.35	14.55
27.58	9.65	8.47
269.61	285.09	...
3.65	3.65	...
5075.71	4669.84	4577.23

Note 10 – Investments

Investments carried at Fair value through OCI :
In National Savings Certificates

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
0.35	0.35	0.35
0.35	0.35	0.35

Note: Assumed NSC is at fair value.

Note 11 – Trade Receivables

Trade receivables
Less: Allowance for doubtful debts

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
12150.67	14953.52	14546.35
4704.03	4422.13	4463.58
7446.64	10531.39	10082.77

Break up of security details :

Trade receivables :

[a] Unsecured, considered good
[b] Doubtful
Less: Allowance for doubtful debts

7446.64	10531.39	10082.77
4704.03	4422.13	4463.58
4704.03	4422.13	4463.58
7446.64	10531.39	10082.77

Note 12 – Cash and Cash Equivalents

[a] **Balances with banks :**
Unrestricted Balance with banks :
[i] In Current Account
[ii] In Deposit Account less than 3 MONTHS
[iii] In Deposit Account more than 3 months
[iv] In Deposit Account-Margin
[b] Postage and Stamps in hand
[c] Remittance in Transit
[d] Cash in hand

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
2068.32	1623.71	1271.92
800.00	1250.00	1712.71
87.18	408.52	...
5095.89	4731.59	4957.99
...	0.53	0.02
...	...	0.90
19.39	62.08	47.15
8070.78	8076.43	7990.69



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Note 13 – Loans

Loans and advances :

Unsecured, considered Good :

Loans and advances to related parties
Doubtful
Less : Provision

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
0.44	82.44	...
567.41	567.41	...
567.41	567.41	...
0.44	82.44	...

Note 14 – Other Financial Assets

Balance with Government Authorities

Deposits :

Considered Good
Considered Doubtful

Less : Provision for doubtful deposits

Deposits with NABARD

Interest Accrued :

On Fixed Deposit

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
1385.49	1237.14	820.39
613.99	698.28	514.60
10.31	10.31	10.31
624.30	708.59	524.91
10.31	10.31	10.31
613.99	698.28	514.60
74.98	559.37	332.51
198.82	170.38	62.75
2273.28	2665.17	1730.25

Note 15 – Other Current Assets

Advance to Staff

Others Advances-Unsecured considered good

Other Advances recoverable in cash or kind :

Considered Good
Considered Doubtful

Less : Provision for doubtful deposits

Other Receivables

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
0.82	1.22	1.73
11.65	...	44.14
1883.55	2896.44	3046.89
1497.75	1497.37	1428.87
3381.30	4393.81	4475.76
1497.75	1497.37	1428.87
1883.55	2896.44	3046.89
23.96	23.96	273.96
1919.98	2921.62	3366.72

Note 16 – Equity Share Capital

Authorised :

Equity Shares 55,00,00,000 of ₹2/- each

Issued, Subscribed and Fully Paid-up :

Equity Shares 48,89,50,978 of ₹2/- each

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
11000.00	11000.00	11000.00
9779.02	9779.02	6672.77
9779.02	9779.02	6672.77



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Note 17 – Other Equity

Capital Reserve	406.36	406.36	406.36
Bond Redemption Reserve	...	666.67	666.67
Less : Transfer	...	666.67	...
Securities Premium	2741.75	2741.75	...
Retained Earnings	4733.77	807.05	786.57
Add : Profit during the year	1711.60	3260.05	835.29
Add : Bond Redemption	...	666.67	...
Less : Payment of Dividend [including Dividend Tax]	588.48	...	...
Less : Prior Period Adjustments	...	...	288.92
Less : Deferred Tax	...	...	276.33
Less : Fair Valuation Long Term Trade Receivable	...	...	9.83
Less : Fair Valuation of Investment in Bond	...	...	139.27
Add : Central/State Subsidy for Capital Assets	...	...	2.74
Less : Fair Valuation of Investment in Preference Shares	...	...	81.43
Less : Capital Advances	...	...	21.78
Closing Retained Earnings	5856.89	4733.77	807.04
Other Comprehensive Income	(-) 89.19	187.07	...
Add : Other Comprehensive Income	205.75	(-) 276.26	187.07
Other Comprehensive Income at the year end	116.56	(-) 89.19	187.07
	9121.56	7792.69	2067.14

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Capital Reserve	406.36	406.36	406.36
Bond Redemption Reserve	...	666.67	666.67
Less : Transfer	...	666.67	...
Securities Premium	2741.75	2741.75	...
Retained Earnings	4733.77	807.05	786.57
Add : Profit during the year	1711.60	3260.05	835.29
Add : Bond Redemption	...	666.67	...
Less : Payment of Dividend [including Dividend Tax]	588.48	...	...
Less : Prior Period Adjustments	...	...	288.92
Less : Deferred Tax	...	...	276.33
Less : Fair Valuation Long Term Trade Receivable	...	...	9.83
Less : Fair Valuation of Investment in Bond	...	...	139.27
Add : Central/State Subsidy for Capital Assets	...	...	2.74
Less : Fair Valuation of Investment in Preference Shares	...	...	81.43
Less : Capital Advances	...	...	21.78
Closing Retained Earnings	5856.89	4733.77	807.04
Other Comprehensive Income	(-) 89.19	187.07	...
Add : Other Comprehensive Income	205.75	(-) 276.26	187.07
Other Comprehensive Income at the year end	116.56	(-) 89.19	187.07
	9121.56	7792.69	2067.14

Note 18 – Borrowings

Secured - at amortised cost :

Term Loans from Bank of Baroda	...	...	1281.88
WB Sales Tax Loan	...	748.58	715.20
Car Loan from Allahabad Bank	2.18	3.26	4.18
	2.18	751.84	2001.26

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Term Loans from Bank of Baroda	...	...	1281.88
WB Sales Tax Loan	...	748.58	715.20
Car Loan from Allahabad Bank	2.18	3.26	4.18
	2.18	751.84	2001.26

Note 19 – Other Financial Liabilities

Non-Current :

Security Deposits from related parties	28.80	28.80	28.80
	28.80	28.80	28.80

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Security Deposits from related parties	28.80	28.80	28.80
	28.80	28.80	28.80



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

**Note 20 – Provisions
For Employee Benefits :**

Gratuity	886.12
Leave	1098.90
For Superannuation and pension	3.76
For Contingencies	76.43
For Sales Tax (C-Form)	5.25
For Others	2.73

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
	1162.03	545.86
	1167.97	952.16
	3.76	3.76
	76.43	76.43
	5.25	5.25

2073.19	2415.44	1583.46

**Note 21 – Other Non-Current Liabilities
Non-Current :**

Share Application Money pending allotment	...
Deferred revenue arising from Tea Board subsidy	341.56
Deferred Revenue arising from Tea Board	...
Subsidy for capital assets	...

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
	...	2857.00
	304.74	...
	...	110.22
341.56	304.74	2967.22

**Note 22 – Borrowings
Secured :**

From Scheduled Banks :	
Union Bank	57.32
United Bank of India	184.04
Allahabad Bank	1265.12
Bank of Baroda	1073.05

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
	63.05	146.36
	263.20	340.88
	1609.74	2620.85
	793.66	868.33
2579.53	2729.64	3976.42

**Note 23 – Trade and Other Payables
For Goods and Services :**

To Related Parties	...
To Others	6530.23

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
	15.67	6.99
	9555.50	9507.35
6530.23	9571.17	9514.34

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**

[₹ in lakh]

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 24 – Other Financial Liabilities			
Current Maturity of Long Term Debt :			
9.1% Secured Non Convertible 10 year bond	...	...	666.67
Secured Term Loan :			
From Bank of Baroda	...	...	1709.12
Car Loan from Allahabad Bank	1.09	1.11	1.19
Interest accrued and due on borrowings :			
From Scheduled Banks	...	...	236.70
From Others	...	243.93	6.48
Others	...	...	69.25
Earnest Money/Security Deposit	110.55	142.49	63.30
Payable to Statutory Authorities	1121.87	915.01	840.26
Others	3761.84	3412.54	3024.72
	4995.35	4715.08	6617.69

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 25 – Other Current Liabilities			
Advance Received from Customers	959.60	935.44	767.23
	959.60	935.44	767.23

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 26 – Provisions			
For Stock obsolescence, contingencies and food stuff	469.76	446.63	451.78
For Wealth Tax	...	...	6.30
For Gratuity	...	...	264.17
For Leave Encashment	202.28	159.88	145.23
For Warranty	82.15	66.92	75.78
For Medical	299.54	216.59	380.23
For Others	5.07	3.84	...
	1058.80	893.86	1323.49



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Note 27 – Revenue from Operations

Sale of products

Sale of Services

Other Operational Income :

Other Export Incentives and sale thereof

Tea Board Subsidy

Tea Waste Sale

Provision no longer required

Liability no longer required

Sale of scrap

Royalty

	For the year 31st March, 2018	For the year 31st March, 2017
Sale of products	34375.21	41181.97
Sale of Services	632.97	784.75
Other Operational Income :		
Other Export Incentives and sale thereof	1.14	14.05
Tea Board Subsidy	6.63	10.90
Tea Waste Sale	40.84	14.49
Provision no longer required	575.50	81.04
Liability no longer required	229.58	352.36
Sale of scrap	78.40	14.85
Royalty	210.00	216.12
	36150.27	42670.53

Note 28 – Other Income

Interest Income (Gross)

Gain on Remeasurement of Long Term Trade Receivables

Gain on Remeasurement of Investments

Rent (Gross)

Dividend Income :

From Associate Company

From Others

Profit on sale of Investments

Profit on Sale of Fixed Assets

Liability no longer required written back

Sale of Scrap

Liabilities no longer required written back

Net Gain on Foreign Currency Transaction

Gain on Acquisition of Land by Government

Profit on Exchange

Excess provision of YASF written back

Deferred income on capital subsidy

Others

	For the year 31st March, 2018	For the year 31st March, 2017
Interest Income (Gross)	459.22	434.48
Gain on Remeasurement of Long Term Trade Receivables	4.11	3.73
Gain on Remeasurement of Investments	30.88	30.90
Rent (Gross)	338.54	343.89
Dividend Income :		
From Associate Company	1607.56	1263.61
From Others	5.64	3.41
Profit on sale of Investments	48.19	15.45
Profit on Sale of Fixed Assets	3.36	7.25
Liability no longer required written back	50.00	...
Sale of Scrap	0.50	...
Liabilities no longer required written back	6.93	63.80
Net Gain on Foreign Currency Transaction	...	0.52
Gain on Acquisition of Land by Government	...	1838.86
Profit on Exchange	2.07	...
Excess provision of YASF written back	22.97	50.57
Deferred income on capital subsidy	...	14.13
Others	183.26	137.63
	2763.23	4208.23

Note 29 – Cost of Raw Materials & Component Consumed

Materials, Components, Packing Materials and Loose Tools

	For the year 31st March, 2018	For the year 31st March, 2017
Materials, Components, Packing Materials and Loose Tools	11907.68	15623.18
	11907.68	15623.18



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Note 30 – Changes in Inventories of Finished Goods and Work-in-Progress**Inventories (at close) :**Finished Goods
Work in Progress

For the year 31st March, 2018	For the year 31st March, 2017
761.57	586.08
1669.46	1424.60
2431.03	2010.68
586.08	1048.88
1424.60	1090.27
2010.68	2139.15
(–) 420.35	128.47

Inventories (at commencement) :Finished Goods
Work in Progress**Note 31 – Employee Benefits Expense**Salaries and Wages
Contributions to Provident and Other Funds
Staff Welfare Expenses
Less : Incurred on Capital Jobs, Repair Jobs etc.

For the year 31st March, 2018	For the year 31st March, 2017
12486.35	12534.31
2169.20	1908.82
1438.75	1368.28
34.48	33.25
16059.82	15778.16

Note 32 – Depreciation and Amortisation ExpensesDepreciation on Tangible Assets
Amortisation of Intangible Assets

For the year 31st March, 2018	For the year 31st March, 2017
655.83	670.53
...	10.13
655.83	680.66

Note 33 – Finance Cost**Interest Expense :**To Banks
To Government Departments
To Others
Other Borrowing Costs

For the year 31st March, 2018	For the year 31st March, 2017
246.92	375.32
22.85	24.02
157.19	462.71
168.58	...
595.54	862.05



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

	For the year 31st March, 2018	For the year 31st March, 2017
Note 34 – Other Expenses		
Consumption of Stores and Spare parts	180.74	227.18
Power and Fuel	2495.66	2512.82
Tea Cultivation and Manufacturing Expenses	334.26	419.61
Rent(Net)	82.68	78.44
Repairs and Maintenance :		
Buildings	261.36	201.30
Plant and Machinery	358.39	266.92
Others	69.94	62.45
Travelling Expenses and Upkeep of Vehicles	534.37	544.07
Research and Development Expenses	150.81	43.23
Insurance	82.64	72.53
Rates and Taxes	268.37	20.87
Excise Duty	296.43	2121.45
Cess on Tea	10.09	58.97
Green Leaf Cess	103.25	104.71
Broker's Commission	204.24	257.88
Selling Expenses :		
Selling Agent's Commission	41.69	14.36
Delivery and Freight	384.23	824.98
Others	552.50	573.53
Liquidated Damages and Penalty etc.	266.23	173.91
Rectification/Replacement	29.00	57.02
Bad Debt Written off	...	65.47
Excess Plan Assets for Superannuation Fund written off	...	7.47
Provision for :		
Doubtful Debts	268.41	88.54
Doubtful Loans, Advances and Deposits	0.37	29.24
Diminution in the value of Investment	...	10.00
Stock/Stores Obsolescence	27.36	5.09
Auditor's Remuneration :		
As Auditor	3.00	3.25
For Tax Audit	...	0.50
For Other Services	2.99	1.20
For Reimbursement Expenses	...	0.03
For Taxation matter	0.06	...
Corporate Social Responsibility Expenses	18.95	27.95
Miscellaneous Expenses	729.64	1081.31
	7757.66	9956.28



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Note 35 – Contingent Liabilities and Commitments

Particulars	As on 31st March, 2018	As on 31st March, 2017
[a] Contingent Liabilities :		
Claims against the Company not acknowledged as Debt	363.27	599.95
Disputed Excise/Custom Duty	387.26	410.37
Disputed Service Tax	32.09	13.91
Disputed Sales Tax/VAT	2193.47	2193.47
Aggregate Income Tax demands	2018.41	2303.43
[b] Guarantee :		
Bank Guarantee	4764.07	2705.08
Other Guarantees given to bank against financial facilities availed by subsidiaries	976	1241.00
Unexpired letter of credit	1767.01	3256.38
[c] Commitments :		
Estimated amount of contracts remaining to be executed on capital account	87.93	277.61

Note 36 – Earning Per Share

Particulars	For the year ending 31st March, 2018	For the year ending 31st March, 2017
Earning per Equity Share :		
[A] Basic :		
[i] Number of Equity Shares at the beginning of the year	48,89,50,978	33,36,38,478
[ii] Number of Equity shares at the end of the year	48,89,50,978	48,89,50,978
[iii] Weighted average number of shares	48,89,50,978	43,38,10,054
[iv] Face value of each equity share	₹2.00	₹2.00
[v] Profit after tax available for equity shareholders	1917.34	2983.83
[vi] Basic earning per equity share	0.35	0.66
[B] Diluted :		
[i] Dilutive potential equity share	Nil	Nil
[ii] Diluted Earning per Equity share	0.35	0.66

Note 37 – Employee Benefits

[37.1] [a] Leave Obligation :

The Company provides for encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leaves subject to certain limits for future encashment. The liability is provided on the basis of number of days of accumulated leave at each Balance sheet on actuarial valuation. The scheme is unfunded. The amount of provision for leave encashment is ₹1301.18 lakh (₹1327.85 lakh) is presented as current and non-current as per actuarial valuation basis.

[b] Medical Benefits :

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 unveiled 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, 2018 is ₹299.54 lakh (₹216.59 lakh) has been taken into accounts.

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[37.2] **Post Employment Obligation – Defined Benefits Plans :**

[a] **Gratuity :**

The Company has an obligation towards Gratuity payable to eligible employees as per the Payment of Gratuity Act, 1972. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimation of expected Gratuity payment. The plan is being managed by a separate trust created for the purpose and obligation of the Company is to make contribution to the trust based on actuarial valuation. The scheme is funded.

[b] **Post retirement Medical Scheme :**

Under the scheme employee gets one time benefits subject to certain limit of amount. The liability for this is determined on actual cost. The scheme is unfunded.

[c] **Pension fund :**

The Company has a defined benefit pension fund for certain eligible employees. The scheme is managed by a separate trust created for the purpose.

Particulars	As at 31.03.2018			As at 31.03.2017			As at 01.04.2016		
	Gratuity	Leave En-cashment	Superannuation	Gratuity	Leave En-cashment	Superannuation	Gratuity	Leave En-cashment	Superannuation
[a] Reconciliation of Opening and Closing balances of Present Value of Defined Benefit Obligation									
Present Value of obligations at the beginning of the year	6157.26	1327.85	173.18	5380.2	1097.39	323.49	4924.2	1213.62	293.64
Current service cost	320.99	206.12	...	311.78	215.06	...	264.17	179.27	...
Interest expense	413.02	84.39	12.12	403.91	75.79	19.64	371.84	85.28	23.00
Remeasurement (gains)/losses	...	...	...	...	...	...	...	...	...
Actuarial (gains)/losses arising from changes in demographic assumptions	...	...	...	...	...	...	...	...	...
Actuarial (gains)/losses arising from changes in financial assumptions	240.34	34.34	6.16	375.53	59.69	3.47	455.14	67.34	5.36
Actuarial (gains)/losses arising from changes in experience assumptions	43.72	38.40	0.69	129.31	138.91	28.06	94.42	155.69	12.99
Past service cost	482.47	...	...	...	...	...	...	...	...
Benefits paid	514.02	244.44	...	443.47	258.99	145.36	540.73	292.43	11.50
Present Value of obligations at the end of the year	6575.66	1301.18	192.15	6157.26	1327.85	173.18	5380.20	1097.39	323.49

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[b] Reconciliation of Opening and Closing balances of the Fair Value of Plan Assets									
Fair value of the Plan Assets at the beginning of the year	4995.23	...	501.27	4570.17	...	851.00	4402.89	...	726.28
Interest Income	361.51	...	35.09	359.06	...	51.16	342.97	...	57.57
Remeasurement (gains)/losses	...	...	...	...	...	...	...	...	...
Return on plan assets, (excluding amount included in net interest Income)	5.72	...	5.19	34.92	...	5.53	45.04	...	78.65
Acturial (gains)/ losses arising from changes in financial assumptions	...	...	...	...	...	...	...	...	...
Contributions	852.54	244.44	...	474.55	258.99	250.00	320.00	292.43	...
Benefits paid	514.02	244.44	...	443.47	258.99	145.36	540.73	292.43	11.50
Fair value Plan Assets at the end of the year	5689.54	...	541.55	4995.23	...	501.27	4570.17	...	851.00
[c] Reconciliation of the Present Value of the Defined Benefit Obligation and the Fair Value of Plan Asset									
Present Value of obligations at the end of the year	6575.66	1301.18	192.15	6157.26	1327.85	173.18	5380.20	1097.39	323.49
Fair value Plan Assets at the end of the year	5689.54	...	541.55	4995.23	...	501.27	4570.17	...	851.00
(Liabilities) recognised in the Balance Sheet	(886.12)	(1301.18)	349.40	(1162.03)	(1327.85)	328.09	(810.03)	(1097.39)	527.51
[d] Expense recognised in the Other Comprehensive Income									
Remeasurements (gains)/losses	278.34	72.74	1.66	469.92	198.60	19.06	315.68	88.35	60.30

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[e] Expense recognised in the statement of Profit and Loss:										
Current Service Cost	320.99	206.12	...	311.78	215.06	...	264.17	179.27	...	
Past Service Cost	482.47	...	...	...	...	...	...	...	...
Net Interest Cost/(Income)	51.51	84.39	22.97	44.85	75.79	31.52	28.87	85.28	34.57	
Total Expenses recognised	854.97	290.51	22.97	356.63	290.85	31.52	293.04	264.55	34.57	
[f] The significant actuarial assumptions are as follows										
Discount Rate	7%	7.49%	6.53%	7%	7%	7%	8%	8%	8%	
Expected return on Plan Assets	...	...	...	8%	NA	8%	8%	NA	8%
Salary Escalation	4%	4%	4%	4%	4%	4%	4%	4%	4%	
Expected Average remaining working lives of employees	...	...	...	...	...	...	...	...	...
[g] Sensitivity Analysis		Impact on Defined Benefit Obligation (DBO) with Discount Rate				Impact on Defined Benefit Obligation (DBO) with Cost				
		Change in Assumption		As at 31st March, 2018	As at 31st March, 2017	Change in Assumption		As at 31st March, 2018	As at 31st March, 2017	
Gratuity	Increase by 0.25%	Decrease by ₹	6459.20	6039.49	Increase by 0.50%	Increase by Rs.	6817.73	6392.63		
	Decrease by 0.25%	Increase by ₹	6696.22	6279.33	Decrease by 0.50%	Decrease by Rs.	6346.64	5935.97		
Leave Encashment	Increase by 0.25%	Decrease by ₹	1284.39	1309.27	Increase by 0.50%	Increase by Rs.	1337.27	1367.62		
	Decrease by 0.25%	Increase by ₹	1318.45	1346.97	Decrease by 0.50%	Decrease by Rs.	1266.82	1290.02		
Superannuation	Increase by 0.25%	Decrease by ₹	191.41	172.13	Increase by 0.50%	Increase by Rs.	192.78	174.57		
	Decrease by 0.25%	Increase by ₹	192.90	174.25	Decrease by 0.50%	Decrease by Rs.	191.53	171.82		
Particulars	As on 31st March, 2018					As on 31st March, 2017				
	Less than 1 Year	Between 1-2 Years	Between 2-5 Years	Over 5 Years	Total	Less than 1 Year	Between 1-2 Years	Between 2-5 Years	Over 5 Years	Total
Gratuity	797.49	745.86	2033.39	2766.60	6343.34	604.96	953.81	1727.32	2617.02	5603.11
Leave Encashment	209.73	202.21	366.63	525.45	1304.02	165.39	202.62	360.30	564.56	1292.87
Superannuation	59.69	52.90	100.98	...	213.57	1.35	58.09	147.76	...	207.20
Total	1066.91	1000.97	2501.00	3292.05	7860.93	771.70	914.52	2235.38	3181.58	7103.18

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[37.3] Post Employment Obligation :

Defined Contribution plan :

The Company has defined contribution plan viz PF and ESI. The expenses recognized during the period towards Defined contribution plan is as follows :

Particulars	31st March, 2018	31st March, 2017
Contribution to PF	1365.05	1337.52
Contribution to Employees State Insurance Fund	2.36	1.05

Note 38 – Related Party Disclosure

[A] List of Related Parties

Subsidiary	Hooghly Printing Co. Ltd
	Yule Electrical Ltd.
	Yule Engineering Ltd.
Associates	Tide Water Oil Co. (I) Ltd.
	The New Beerbhoom Coal Co. Ltd.
	Katrasjherriah Coal Co. Ltd.
Other Related Parties	The Bengal Coal Co. Ltd.
	Yule Financing & leasing Co. Ltd

Key Managerial Personnel	Mr. Debasis Jana	→	Chairman & Managing Director w.e.f 17.08.2017
	Mr. Sunil Munshi	→	Director (Personnel) Additional charge Chairman & Managing Director upto 16.08.2017
	Mr. R. C. Sen	→	Director (Finance)
	Mrs. Sucharita Das	→	Company Secretary

[B] Transactions with related parties

Sl.No.	Nature of Transaction	Year Ended on 31st March, 2018				Year Ended on 31st March, 2017		
		Subsidiaries	Associates	Other related Parties	Total	Subsidiaries	Associates	Total
[01]	Purchase of goods	10.27	19.60	...	29.87	15.84	13.40	29.24
[02]	Sale of Goods	0.27	60.18	...	60.46	0.32	115.15	115.47
[03]	Sale of Services	31.00	416.85	13.26	461.11	30.00	432.54	462.54
[04]	Dividend Income	...	1599.43	...	1599.43	...	1256.70	1256.70
[05]	Interest Expenses	...	...	3.45	3.45	...	3.45	3.45
[06]	Rent and hire charges received	...	264.20	0.69	264.89	...	284.31	284.31
[07]	Royalty received	...	210.00	...	210.00	...	216.12	216.12
[08]	Advance given during the year	...	...	...	...	0.96	...	0.96
[09]	Repayment of loans and advance /Amount received	8.98	...	...	8.98	35.86	966.68	1002.54
[10]	Long Term loans and advances	...	...	567.40	567.40	...	567.40	567.40
[11]	Short term loan and advances	160.57	...	18.07	178.64	160.57	103.16	263.73
[12]	Other current assets	...	...	56.00	56.00	...	56.00	56.00
[13]	Other loans and advances	3.17	...	...	3.17	3.17	...	3.17
[14]	Other long-term liabilities (Security Deposit)	...	...	28.80	28.80	...	28.80	28.80
[15]	Corporate Guarantee	976.00	...	...	976.00	976.00	...	976.00
[16]	Amount due from as on 31st March	73.82	0.23	...	74.05	65.73	53.22	118.95
[17]	Amount due to as on 31st March	...	...	...	...	10.62	5.05	15.67

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[38.1] Disclosure related to transactions between the Company and Key Managerial Personnel

Key Managerial Personnel		2017-18	2016-17
[a]	Remuneration to Directors		
	Mr. Sunil Munshi	10.07	24.23
	Mr. Debasis Jana	24.59	22.29
	Mr. R.C. Sen	21.41	20.95
[b]	Remuneration to Company Secretary		
	Ms Sucharita Das	9.09	7.25
[c]	Salary Advance to Director		
	Mr. Sunil Munshi	...	1.00

[38.2] Disclosure related to Director's Fee

Director	2017-18	2016-17
Dhanpat Ram Agarwal	0.78	0.63
Sipra Goon	0.85	0.26
Sudhir Jhunjunwala	0.45	0.46

Note 39 – Corporate Social Responsibility

Corporate Social Responsibility					
Expenditure related to Corporate Social Responsibility as per Section 135 of Companies Act 2013					
Details of CSR spent during the Financial Year 2017-18					
[a]	Total amount spent for the Financial Year : ₹18.95				
[b]	Amount un spent, if any				
[c]	Manner in which the amount spent is detailed below :				
Sl.No.	CSR Project/Activities	Sector in which the project is covered	Location	Amount	
				As on 31st March, 2018	As on 31st March, 2017
[01]	Sneh cancer awareness, early detection and concealing centre	Social Service	Bihar	1.00	...
[02]	School for street children	Education	Kolkata	0.04	0.49
[03]	Master motivators on blood donation	Education/Social service	Kolkata		0.34
[04]	Vocational Training to children with disability	Education	Kolkata	0.50	1.00
[05]	Rehabilitation programme for street children	Social Welfare	Kolkata	0.80	1.20
[06]	Eye camps/Cataract operation	Social Welfare/Health care	Banarhat, North Bengal	1.50	2.50
[07]	Village Development program	Social Welfare/Sanitation	Totgaon, North Bengal		1.40
[08]	Sanitation: Toilets/Bathing Enclosures/Water points	Social Welfare/Sanitation	Chennai, Assam	5.80	7.00
[09]	Tailoring of Ladies garments & Fabric painting on fashion garments	Women empowerment/skill development	Assam	2.00	4.24
[10]	Mobile & Home Appliance repairing	Skill development Program		...	1.96
[11]	Computer, Driving, Beautician & tailoring courses	Skill development Program	North Bengal	7.31	7.82
Total				18.95	27.95

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

Note 40 – The disclosure under the Micro, Small & Medium Enterprise Development Act, 2006

Sl.No.	Particulars	As on 31st March, 2018	As on 31st March, 2017
[01]	Outstanding principle amount and interest as on		
	[i] Principal amount	143.71	31.96
	[ii] Interest sue thereon	...	...
[02]	Amount of interest paid along with the amounts of payment made beyond the appointed day	...	...
[03]	Amount of interest due and payable (where the principal has already been paid but interest has not been paid)	...	...
[04]	The amount of interest accrued and remaining unpaid at the end of each Accounting Year	...	...
[05]	Amount of further interest remaining due and payable even in succeeding years, untill such date when the interest dues as above are actually paid for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act.	...	...

Note 41

The Company has incurred revenue expenditure of ₹150.81 lakh (Previous year ₹43.23 lakh) on account of Research & Development expense the break-up of which is as follows:

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Salaries & Wages	17.39	...
Testing Fee	101.92	...
Subscription to TRA	31.50	26.91
Others	...	16.32
Total	150.81	43.23

Note 42 – Income Tax Expense

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
INCOME TAX EXPENSES :		
Current Tax :		
Current Tax on Profit for the year	58.21	...
Adjustments for current tax of prior periods	...	125.28
Total Current Tax Expense	58.21	125.28
Deferred Tax :		
Decrease/(Increase) in Deferred Tax Assets	(-) 136.16	(-) 78.04
(Decrease)/Increase in Deferred Tax Liabilities	723.68	548.93
Total Deferred Tax	587.52	470.88
Total Tax Expense	645.73	596.16

[42.1] Reconciliation of the tax expense and the accounting profit multiplied by India's domestic tax rate for 31st March 2018 and 31st March 2017.

Particulars	2017-18	2016-17
Accounting profit before income tax	2357.33	3849.96
At India's statutory income tax rate of 34.608%	482.93	750.78
At agricultural income tax rate of respective states	288.57	504.18

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

(Assam 30% & West Bengal 50%)		
Effects of :		
Deferred Tax movement	587.52	470.88
Weighted deductions allowable	(-) 8.18	(-) 6.99
Disallowed expenses	3154.45	3165.30
Exempted dividend	(-) 1613.19	(-) 1267.02
Others	(-) 2246.37	(-) 3020.97
Income Tax expense reported in P/L Account	645.73	596.16
At the effective rate of income tax	27.39	15.48
Income tax expenses reported in the statement of profit and loss	645.73	596.17

Note 43 – Deferred Tax Expense

Deferred Tax Liabilities (Net)

Particulars	2017-18					2016-17				
	Opening Balance	Recognised in Profit & Loss	Recognised in/Reclassified from OCI	Recognised directly to Equity	Closing Balance	Opening Balance	Recognised in Profit & Loss	Recognised in/Reclassified from OCI	Recognised directly to Equity	Closing Balance
Deferred Tax Liabilities :										
Depreciation on PPE, Intangible Assets and Investment Property	1818.52	713.37	...	...	2531.89	1281.57	536.95	...	...	1818.52
Financial assets at Fair Value through Profit & Loss	(-) 75.33	10.37	...	...	(-) 64.96	(-) 87.32	11.99	...	...	(-) 75.33
Financial assets at Fair Value through Other Comprehensive Income	166.97		(-) 3.02	...	163.95	99.03	...	67.94	...	166.97
Total Deferred Tax Liabilities	1910.15	723.74	(-) 3.02	...	2630.87	1293.28	548.94	67.94	...	1910.16
Deferred Tax Assets :										
Compensated Absences and Retirement Benefits	145.22	(-) 25.17	(-) 65.25	...	54.80	...	79.97	65.25	...	145.22
Others	629.96	161.33			791.29	631.88	(-) 1.92	...	...	629.96
Total Deferred Tax Assets	775.18	136.22	(-) 65.25	...	846.09	631.88	78.05	65.25	...	775.18
Net Deferred Tax Liabilities	1134.98	587.52	62.23	...	1784.73	661.40	470.88	2.72	...	1134.98

- [43.1] The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities related to income taxes levied by the same tax authority.
- [43.2] During the year ended 31st March, 2017, the Company has paid dividend to the shareholders. This has resulted in payment of DDT to the taxation authorities. The Company believes that DDT represents additional payment to taxation authority on behalf of the shareholders. Hence DDT paid is charged to equity.
- [43.3] During the year ended 31st March 2018 the current income tax expense of ₹58.21 lakh relates to Assam and West Bengal agricultural income tax after adjustment of unabsorbed carry forward loss and eligible mat credit. There is no liability on account of Central Income Tax Act 1961.

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

Note 44 – Sales and Raw Material consumed

[a]	Particulars of Sales and Raw Materials Consumed :				
[i]	Sales				
	Class of Goods	Year ended 31st March, 2018	Year ended 31st March, 2017		
	Black & Packet Tea	20700.12	20581.03		
	Transformers	9295.04	15826.07		
	Industrial Fans	2130.07	1692.25		
	LT and HT Switchgears	409.50	464.02		
	Spares	316.30	1160.36		
	Sale of Service	632.97	784.75		
	Others	1524.18	1458.24		
	Total	35008.18	41966.72		
[ii]	Raw Material consumed and stores consumed :				
	Items	Year ended 31st March, 2018	Year ended 31st March, 2017		
	Steel	783.22	1247.22		
	Copper	1634.02	1650.62		
	Green Leaf	997.82	1235.23		
	Parts of Distribution Transformer	2996.07	4324.28		
	Oil, Chemical etc	657.18	624.86		
	Others	5020.02	6768.15		
	Total	12088.42	15850.36		
[b]	Value of Imported and Indigenous Raw Materials and Stores Consumed :	Year ended 31st March, 2018	Year ended 31st March, 2017		
[i]	Raw Materials :	Value	%	Value	%
	Imported	5.65	0.05	54.27	0.35
	Indigenous	11654.94	99.95	15568.91	99.65
	Total	11660.59	100.00	15623.18	100.00
[ii]	Stores :				
	Imported
	Indigenous	427.82	100.00	227.18	100.00
	Total	427.82	100.00	227.18	100.00
[c]	Value of imports on CIF Basis :	Year ended 31st March, 2018	Year ended 31st March, 2017		
	Raw Materials and Components	5.65	48.88		
[d]	Expenditure in Foreign currency :				
	Foreign tour expenses	14.16	9.01		
[e]	Earnings in Foreign exchange :				
	Value of export on FOB basis	362.75	183.36		

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

Note 45 – Segment Reporting

	Electrical	Tea	Engineering	Segment Total	Elimination	Total
[1] Segment Revenue						
– External Sales	11538.49 [17538.99]	20697.49 [20578.39]	2139.24 [3064.59]	34375.22 [41181.97]		
– Inter Segment Sales	9.28 [4.19]	2.63 [2.64]	21.30 [15.03]	33.22 [21.86]		
– Total Revenue From Product Sale	11547.77 [17543.18]	20700.12 [20581.03]	2160.54 [3079.62]	34408.44 [41203.83]	33.22 [21.86]	34375.22 [41181.97]
– Total Revenue From Sale Of Service	62.72 [51.33]	... [...]	88.63 [270.88]	151.35 [322.21]		151.35 [322.21]
[2] Segment Results	(-) 676.26 [514.04]	1902.51 [3281.48]	(-) 329.00 [(-)310.22]	897.24 [3485.29]		897.24 [3485.29]
– Unallocated Corporate Expenses Net of Unallocated Income						(-)16.80 [(-)474.79]
– Operating Profit						880.43 [3010.50]
– Interest Expenses						595.54 [862.05]
– Interest and Dividend Income						2072.43 [1701.50]
– PBT						2357.32 [3849.95]
[3] Segment Assets	12375.06 [15306.51]	15892.33 [14488.98]	4592.42 [5568.96]	32859.80 [35364.45]		32859.80 [35364.45]
Unallocated Corporate Assets						6394.75 [5688.52]
Total Assets						39254.55 [41052.69]
[4] Segment Liabilities & Equities	(-)32328.26 [(-)28418.64]	5851.51 [3239.61]	(-)2076.30 [(-)540.84]	(-)28553.06 [(-)25719.87]		(-)28553.06 [(-)25719.87]
Unallocated Corporate Liabilities						67807.61 [66772.56]
Total Liabilities						39254.55 [41052.69]
[5] Others :						
Capital Expenditure	113.68 [62.42]	2753.80 [2618.23]	40.57 [61.96]	2908.04 [2742.61]		2908.04 [2742.61]
Depreciation including Impairment	65.10 [78.48]	549.94 [559.03]	29.67 [31.24]	644.71 [668.75]		644.71 [668.75]
Non-Cash expenses other than Depreciation	... [105.85]	... [7.32]	... [7.14]	... [120.31]		... [120.31]

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

Note 46 – Reconciliation between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

[46.1] **Reconciliation of Equity as at date of transition (1st April 2016) and as at 31st March 2017**

Particulars	Reconciliation of Equity	
	As on 31st March, 2017	As on 31st March, 2016
Total Equity as per IGAAP	18058.16	19813.14
Effect of Deferred Tax	(-) 314.79	(-) 375.33
Effect of Tea Board Subsidy	(-) 203.55	...
Effect of Investments	292.60	65.37
Effect of Trade Receivables	(-) 6.11	(-) 9.82
Effect of Capital Advances	(-) 21.78	(-) 21.78
Effect of Prior Period adjustments	(-) 131.63	(-) 288.92
Effect of re-classification of Tea Board Subsidy for capital assets	(-) 101.19	(-) 110.22
Adj. : Revaluation of Bearer Plants	...	(-) 10332.52
Total Equity as per Ind-AS	17571.71	8739.92

[46.2] **Reconciliation of Total Comprehensive Income for the year ended on 31st March 2017**

Particulars	Year ended 31st March, 2017
Profit After Tax as per IGAAP	2738.57
Adjustments :	
Effect of Tea Board Subsidy	(-) 203.55
Effect of Prior Period adjustments – Prior to 2016-17	288.92
Effect of Prior Period adjustments – found in 2017-18	(-) 131.63
Impact of adjustment on amortised cost of Trade	3.72
Impact of adjustment on amortised cost of Investments	30.90
Re-statement of Fair Value of Investments	196.38
Effect of Deferred Tax	60.52
Total Comprehensive Income as per Ind-AS	2983.83

[46.3] **Impact of Ind AS adoption on the Statement of Cash Flows for the year ended as at 31st March 2017.**

Particulars	Previous GAAP	Adjustments	Ind-AS
Net Cash Flow from Operating Activities	2089.66	(-) 1536.77	552.89
Net Cash Flow from Investing Activities	1244.60	5.15	1249.75
Net Cash Flow from Financing Activities	(-) 2507.72	666.00	(-) 1841.72
Net Increase/Decrease (-) in Cash and Cash equivalent	826.54	(-) 787.47	39.07
Cash and Cash equivalents as at 1st April, 2016	3141.56	(-) 166.17	2975.39
Cash and Cash equivalents as at 31st March, 2017	3968.10	(-) 1031.78	2936.32

[46.4] **Impact of Ind AS on Balance sheet**

[₹ in Lakh]

Particulars	As at 31st March, 2017			As at 31st March, 2016		
	IGAAP	Adjustments	Ind AS	IGAAP	Adjustments	Ind AS
Non-current assets :						
[a] Property, Plant and Equipment	7800.84	...	7800.84	18313.61	(-) 10332.53	7981.08
[b] Capital work-in-progress	1809.44	...	1809.44	87.79	...	87.79
[c] Intangible Assets	19.68	...	19.68	27.15	...	27.15
Total of Property, Plant and Equipment	9629.96	...	9629.96	18428.55	(-) 10332.53	8096.02
[d] [i] Investment	860.42	292.65	1153.07	865.27	65.37	930.64
[ii] Trade Receivables	...	38.41	38.41	...	34.70	34.70
[iii] Loans	22.28	(-) 21.78	0.50	22.28	(-) 21.78	0.50
[iv] Other financial assets	...	...	...	202.83	...	202.83

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[e]	Income Tax Assets (net)	955.92	...	955.92	884.01	...	884.01
[f]	Other non-current assets	328.08	...	328.08	534.99	(-) 250.00	284.99
Total Non-Current Assets		2166.70	309.28	2475.98	2509.38	(-) 171.71	2337.67
Current assets :							
[a]	Inventories	4669.84	...	4669.84	4577.23	...	4577.23
[b]	Financial Assets :						
	[i] Investment	0.35	...	0.35	0.35	...	0.35
	[ii] Trade Receivables	10576.17	(-) 44.78	10531.39	10127.29	(-) 44.52	10082.77
	[iii] Cash and cash equivalents	8076.43	...	8076.43	7990.69	...	7990.69
	[iv] Loans	82.44	...	82.44	...	...	...
	[iv] Other financial assets	2154.85	510.33	2665.18	1610.64	119.61	1730.25
[c]	Other current assets	3431.46	(-) 510.33	2921.13	3485.82	(-) 119.60	3366.22
Total Current Assets		28991.56	(-) 44.78	28946.78	27792.02	(-) 44.51	27747.51
TOTAL		40788.20	264.50	41052.69	48729.95	(-) 10548.75	38181.20
Equity and Liabilities :							
Equity :							
[a]	Equity Share capital	9779.02	...	9779.02	6672.77	...	6672.77
[b]	Other Equity	8279.14	(-) 486.45	7792.69	13140.37	(-) 11073.22	2067.15
Total Equity		18058.16	(-) 486.45	17571.71	19813.14	(-) 11073.22	8739.92
Non-Current Liabilities :							
[a]	Financial Liabilities :						
	[i] Borrowings	751.84	...	751.84	2001.26	...	2001.26
	[iii] Other financial liabilities	28.8	...	28.80	28.80	...	28.80
[b]	Provisions	2415.44	...	2415.44	1583.46	...	1583.45
[c]	Other non-current liabilities	...	304.74	304.74	2857	110.22	2967.22
[d]	Deferred Tax Liability	820.17	314.81	1134.98	286.04	375.33	661.37
Total Non-Current Liabilities		4016.25	619.55	4635.79	6756.56	485.55	7242.10
Current Liabilities :							
[a]	Financial Liabilities :						
	[i] Borrowings	2729.64	...	2729.64	3976.42	...	3976.42
	[ii] Trade and other payables	9477.83	93.34	9571.17	9514.34	...	9514.34
	[iii] Other financial liabilities	4677.03	38.05	4715.08	6578.77	38.92	6617.69
[b]	Other current liabilities	935.44	...	935.44	767.23	...	767.23
[c]	Provisions	893.86	...	893.86	1323.49	...	1323.49
Total Current Liabilities		18713.80	131.67	18845.19	22160.25	38.92	22199.17
TOTAL		40788.20	264.50	41052.69	48729.95	(-) 10548.75	38181.20

Note 47

Disclosures related to the Subsidiaries of the Company

Sl.No.	Name of the Subsidiary	% of shareholding as at 31st March 2018	% of shareholding as at 31st March 2017
[01]	Hooghly Printing Co. Ltd	100%	100%
[02]	Yule Engineering Ltd.	100%	100%
[03]	Yule Electrical Ltd.	100%	100%

Note 48

Pending transfer of Assets and Liabilities of Engineering and Electrical Division to two 100% subsidiaries incorporate 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 2018 related to aforesaid divisions entered into by the Company in the Name of Andrew Yule & Company Ltd. (AYCL) have been accounted for in the Books of Accounts.

[Contd.]

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]**

[₹ in lakh]

Note 49

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 Govt of West Bengal under "West Bengal Industrial Renewal Scheme, 2001" stated that the amount paid as electricity duty under the Provisions of Bengal Electricity Rules, 1935 shall be waived for period of five years with effect from 31st March, 2006.

Note 50

Sanctioned Rehabilitation Scheme approved by Board for Industrial and Financial Reconstruction (BIFR) vide Order dated 30th Oct., 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 Statements 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 instalments. BIFR vide its Order dated 30th October, 2007 recorded the issue of the said outstanding loan and prescribed that the accrued interest as on 31.03.2016 amounting to ₹131.42 lakh, on the above principal amount of ₹250.00 lakh will be added to the later and will be converted into an additional soft loan and prescribed a fresh repayment schedule, wherein the said Sales Tax Loan amounting to ₹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 Govt. of West Bengal as yet. As per present discussion with the respective Dept. of Govt. of West Bengal and as advised by them vide their letter dated 05.12.2017, Andrew Yule on 09.03.2018 deposited the Principal outstanding loan of ₹250.00 lakh as full & final payment against the abovesaid due. Accordingly, the entire balance amount of ₹530.44 lakh standing in the books as on 31.03.2018 has been written back.

Note 51

The Company has decided to increase the moratorium period in respect of 6% Cumulative Redeemable Preference Shares- WEBFIL of ₹150.68 lakh (Discounted as per IND AS) (previous year ₹136.11 lakh) (Original value Rs 204.40 lakh) and zero rated unsecured Redeemable Bond of ₹194.79 lakh (Discounted as per IND AS) (Previous year ₹183.47 lakh) (Original value ₹305.00 lakh) of WEBFIL for a period of 7 (Seven) years commenced from 1st April, 2014 and 20th December, 2014 respectively.

However, due to improvement in the financial position, WEBFIL has paid ₹5.00 lakh to AYCL against their due for Unsecured Redeemable Bond.

Note 52

The Employees Provident Fund Organization has raised a demand Vide Order No. 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 at 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.

Note 53

- [a] Figures in Bracket are of previous year.
[b] The fig in these accounts have been rounded off to nearest lakh of Rupees.
[c] Previous year figures have been rearranged and re-grouped wherever necessary as per the Indian Accounting Standards format.

Note 54 – First time adoption of IND AS

- [54.1] Exemptions and Exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

- [54.1.1] **Ind AS Optional Exemptions**

- [54.1.1.1] **Deemed Cost**

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

all of its property, plant and equipment, measured as per the previous GAAP and use that as its deemed cost at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38.

Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value.

[54.1.1.2] **Designation of previously recognized Financial Instruments**

Ind AS 101 allows an entity to designate investments in equity instruments at Fair Value through Other Comprehensive Income (FVOCI) on the basis of facts and circumstances at the date of transition to Ind AS except investment in Associate and Subsidiary Company.

The entity has elected to apply this exemption for its investments.

[54.1.1.3] **Leases**

Ind AS requires an entity to assess whether a contract or arrangement contains a lease. This assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS.

[54.1.2] **Ind AS mandatory exceptions**

[54.1.2.1] **Estimates**

An entity's estimates in accordance with Ind AS at the date of transition with a view that Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP.

Ind AS estimates at 1st April, 2016 are consistent with the estimates as at the same date made with conformity with previous GAAP.

[54.1.2.2] **De-recognition of Financial Assets and Liabilities**

Ind AS 101 requires a first time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first time adopter to apply the de-recognition retrospectively from a date of entity's choosing.

The entity has elected to apply the de-recognition provisions prospectively from the date of transition.

[54.1.2.3] **Classification and Measurement of Financial Assets**

Ind AS 101 requires an entity to assess classification and measurement of assets on the basis of facts and circumstances that exist at the date of transition to Ind AS.

The entity has applied this exception.

[54.1.2.4] **Fair Valuation of Investments**

Under the previous GAAP, investments were classified as long term investments or current investments based on the intended holding period and realizability. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognized in retained earnings as at the date of transition.

[54.1.2.5] **Deferred Tax**

The disclosure relating to deferred tax is given in Note 43.

[Contd.]



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[54.1.2.6] **Trade Receivables**

The Company applies the simplified approach of recognizing the expected losses from initial recognition of the receivables on case to case basis as provision for impairment.

[54.1.2.7] **Bank Overdrafts**

Under Ind AS, bank overdrafts repayable on demand are included in cash and cash equivalents for the purpose of presentation of statement of cash flows. Under previous GAAP, bank overdrafts were considered as part of borrowings.

[54.1.2.8] **Proposed Dividend**

Under the previous GAAP, dividends proposed by the Board of Directors after the Balance Sheet date, before the approval of the financial statements were considered as adjusting events. Under Ind AS, such dividends are recognized when the same is approved by shareholders in the general meeting.

The Board has proposed dividend @ 1.96% amounting to ₹191.73 lakh (Dividend Distribution Tax thereon ₹39.03 lakh) at its meeting held on 30th May, 2018, subject to approval of members in the Annual General Meeting.

[54.1.2.9] **Excise Duty**

Under the previous GAAP, revenue from sale of products was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. The excise duty paid is presented as part of expenses.

[54.1.2.10] **Recognition of Assets for WIP of Bearer Plants**

As per Standard Accounting practice being followed in Tea Industry, all tea plants planted are treated as matured tea after its nurturing for three consecutive years & cost thereof for those sections which have attained maturity are shown as addition to block on the fourth year of its maintenance from Capital WIP.

[54.1.2.11] **Remeasurements of Post-employment Benefit Obligations**

Under the Ind AS, actuarial gains and losses and the return on plant assets, are recognized in other comprehensive income. Under the previous GAAP, they were forming part of the profit and loss for the year.

For Andrew Yule & Company Limited

SUCHARITA DAS
Company Secretary

SANDIP ROY
General Manager (F&A)

R. C. SEN
Director (Finance)

DEBASIS JANA
Chairman & Managing Director

As per our Report of even date.

For **U. S. Saha & Co.**
Chartered Accountants
Firm Registration No.309037E
(**U. S. SAHA, FCA**)
Partner.
Membership No.015491

Date : 30th May, 2018
Place : Kolkata.

CONSOLIDATED ACCOUNTS



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

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying Consolidated Ind AS 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 March 31, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information prepared based on the relevant records.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind As 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 including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act. 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 associates 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 consolidated Ind As 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 Ind As financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. In conducting on our audit, we have taken into account the provisions of the Act and Rules made thereunder including the accounting and auditing 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 the disclosures in the consolidated Ind As financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS 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 Ind AS 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 Ind AS 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 Ind AS financial statements.

Basis for Qualified Opinion

- [I] No provision has been considered in the consolidated Ind AS financial statement in respect of non-current investment in Katras Jherriah Coal Company limited and New Beerbhoom Coal Company limited amounting to Rs.19.22 lakhs.
- [II] The financial statements of Yule Electrical Limited and Yule Engineering limited indicate that the companies are not going concern as defined in Ind AS1 on Disclosure of Accounting policies issued by the ICAI since there are no operating activities in the current year as well as in recent past.
- [III] Auditors of Associates Companies namely The New Beerbhoom Coal Company limited and Katras Jherriah Coal Company limited have qualified the reports of the respective companies. In case of The New Beerbhoom Coal Company Limited, the auditors have given adverse

[Contd.]



comments on the valuation of investment in WEBFIL and BKNY & Company and disclaimer opinion on the realisability of advance income tax. In case of Yule Agro Industries Limited (Subsidiary Company subsidiary of New Beerbhoom Company Ltd), the auditors have expressed doubts about the going concern concepts. In case of Katras Jherriah Coal Company limited, the auditor have given adverse comments on the following matters namely

- other financial assets,
- non-current other liabilities,
- investment in The New Beerbhoom Coal Company limited and BKNY & Company,
- advance income tax.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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 Ind AS and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its Associates as at March 31, 2018, and their consolidated profit, consolidated total comprehensive income, consolidated statement of changes in equity and their consolidated cash flows for the year ended on that date.

Other Matters

- [a] Note No.51 Principal outstanding of West Bengal Sales Tax Loan of Rs.250 lakh has been repaid during the year towards full and final settlement. Interest amounting to Rs.530.44 lakh has been written back in the books pending confirmation from West Bengal Sales Tax Department.
- [b] We did not audit the financial statement/financial information of Hooghly Printing Company Limited .Their auditors have reported the decision of the Board Of Director as follows “The Board of Directors’ of Hooghly Printing Co. Ltd. (HPCL) at their meeting held on 22nd February, 2018 has decided to close down HPCL’s business operations and merge HPCL with its Holding Co. i.e. Andrew Yule & Co. Ltd., subject to approval of the Cabinet Committee of Government of India considering the fact that the future prospect of the company is not viable”.
- [c] We did not audit the financial statement/financial information of three subsidiaries namely Hooghly Printing Company Limited, Yule Engineering Limited and Yule Electrical Limited, whose financial statement/financial information reflect total assets of Rs.1164.89 lakh as at 31st March, 2018, Total Revenues of the Rs. 934.85 lakh for the year ended on that date, as considered in the consolidated

Ind AS financial statement. The consolidated Ind AS financial statement/financial information also include the net loss of Rs.368.26 lakh, of the subsidiary companies for the year ended 31st March, 2018. The consolidated financial statement/financial information also include the group share of net loss of Rs.0.77 lakh for the year ended 31st March, 2018 as considered in the consolidated financial statement in respect of two associate companies namely, The New Beerbhoom Co. Ltd. & Katras jherriah coal Co. Ltd whose financial statement have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statement, in so far as it relates to the amounts and disclosures included in respect of these associates and our report in terms of subsections(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.

- [d] We did not audit the financial statement/financial information of one associate company namely Tide Water Oil (India) Limited. The consolidated Ind AS financial statement/financial information also include the group share of net profit of Rs.921.70 lakh, for the year ended 31st March, 2018 as considered in the consolidated Ind AS financial statements in respect of the said associate company whose financial statements for the year ended 31st March, 2018 has been prepared as per the Indian Accounting Standards (Ind AS) notified under section 133 of the Act, and audited by other auditor whose along with profit after tax calculated as per 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 the other relevant provisions of the Act have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosure 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.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit, we report that :

- [a] we have sought and obtained, except for the effects of 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 Ind AS financial statements.

[Contd.]



- [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 associates Companies incorporated in India including relevant records relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and reports of the other auditors.
- [c] the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows 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 for the purpose of 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 Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- [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] Section 164 (2) of the Companies Act, 2013 regarding disqualification of the Director is not applicable to the Company being a Government Company vide Notification No.G.S.R 463(E) dated 5th June, 2015.
- [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, as amended, in our opinion and to the best of our information and according to the explanations given to us :
- [i] The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates.
- [ii] the Group and its associates didn't 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 and 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 impacts on the consolidated Ind AS financial statements in "Annexure-B" annexed herewith.

For **U. S.SAHA & CO.**
Chartered Accountants
Firm Registration No.309037E
(U. S. SAHA)
Partner.
Membership No.015491

Place : Kolkata
Date : 30th May, 2018



ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph-1(g) on Other Legal and Regulatory Requirements of even date to the members of Andrew Yule & Company Limited on the Consolidated Financial Statements for the year ended 31st March, 2018]

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 Ind AS financial statements of the Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of ANDREW YULE & COMPANY LIMITED (hereinafter referred to as "the Holding Company"), and 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 and 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 Companies 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 ("the 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company and its subsidiary companies and associated companies, which are companies incorporated in India, 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 Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, 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 is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies and associates companies, which are companies incorporated in India.

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 and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies and associates companies, which are companies 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 March 31, 2018, 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).

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 **U. S.SAHA & CO.**
Chartered Accountants
Firm Registration No.309037E
(U. S. SAHA)

Place : Kolkata
Date : 30th May, 2018

Partner.
Membership No.015491



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 2017-18 we give below our answer to the question 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/loans/interest etc. If yes, the reason there for and the amount involved.		No debts/loan/interest have been written off in year ended on 31st March, 2018.
[3]	Whether proper records are not 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 explanation given to us, no assets have been received as gift from Government and other authorities.

For **U. S. Saha & Co.**
Chartered Accountants
Firm Registration No.309037E
(U. S. SAHA, FCA)
Partner
Membership No.015491

Place : Kolkata
Date : 30th May, 2018



**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 & CO.
LIMITED FOR THE YEAR ENDED 31ST MARCH, 2018.**

The preparation of consolidated financial statements of Andrew Yule & Co. Limited for the year ended 31 March 2018 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 auditors appointed by the Comptroller and Auditor General of India under section 139(7) read with section 129(4) of the Act are 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 30 May 2018.

I, on the behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the consolidated financial statements of Andrew Yule & Co. Limited for the year ended 31 March 2018 under section 143(6)(a) read with section 129(4) of the Act. We conducted a supplementary audit of the financial statements of Andrew Yule & Co. Limited, Yule Engineering Limited, Yule Electrical Limited and Hooghly Printing & Co. Limited but did not conduct supplementary audit of the financial statements of its associate companies Tide Water Oil India 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 company Tide Water Oil India Limited being private entity for appointment of their Statutory Auditor nor for conduct of supplementary audit. Accordingly, Comptroller & Auditor General of India has neither appointed the Statutory Auditors nor conducted the supplementary audit of this company.** This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records.

On the basis of my supplementary audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditors' report under section 143(6)(b) of the Act.

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

Place : Kolkata
Date : 17th August 2018

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**

[₹ in lakh]

Note 1 – Corporate Information

Andrew Yule & Company Limited (AYCL) was incorporated in 26.05.1919 as a Private Sector Company with an objective to work as managing agency. With the abolition of managing agency system, the Company lost its traditional business and Government of India acquired the Company in 1979. AYCL is a Schedule-“B” CPSE in Medium and Light Engineering sector together with Tea producing and manufacturing business under the administrative control of M/o. Heavy Industries and Public Enterprises, D/o Heavy Industry with 89.25% shareholding by the Government. Its Registered Office is situated 8, Dr. Rajendra Prasad Sarani, Kolkata-700001, West Bengal.

AYCL is a nationalized enterprises in the business of both manufacturing and sale of Black Tea, Transformers, Regulators/Rectifiers, Circuit Breakers, Switches, Industrial Fans, Tea Machinery, Turnkey jobs etc. It has five (5) Operating Units in West Bengal at Kalyani (1 Unit), Kolkata (3 Units) and in Chennai, Tamilnadu (1 Unit) and 15 Tea Gardens accross Assam and West Bengal.. The Company is functioning in three main sectors namely Engineering, Electrical and Tea. AYCL has three 100% Subsidiaries namely Hooghly Printing Co. Ltd., Yule Engineering Ltd., and Yule Electrical Ltd. The enterprise has an employee strength of 14785 as on 31.03.2017. Its shares are listed at BSE.

The Financial Statements were approved for issue in accordance with the resolution of the Board of Directors on 30th May, 2018.

Note 2 – Summary of Significant Accounting Policies**[2.1] Basis of preparation****[2.1.1] Compliance with Indian Accounting Standards (Ind AS)**

The Financial Statements are prepared on accrual basis of accounting and comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (The Act) [Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016] and other relevant provisions of the Act.

The Financial Statements upto year ended 31st March, 2017 were prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India, the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Act.

These Financial Statements are the first Financial Statements of the Company under Ind AS and Ind AS 101 “First Time Adoption of Indian Accounting Standards” has been applied. Refer Note 55 for an explanation of how the transition from previous GAAP to Ind AS has affected the Company’s Financial Position, Financial Performance and Cash Flows.

All Assets and Liabilities have been classified as Current or Non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/ non-current classification of assets and liabilities.

Deferred Tax Assets and Liabilities are classified as Non-current Assets and Liabilities.

[2.1.2] Basis of Measurement

The Financial Statements have been prepared on accrual basis of accounting and historical cost conventions, except for the Financial Assets which are measured at fair value :

- [i] certain Financial Assets that is measured at fair value;
- [ii] defined benefit plans – plan assets measured at fair value.

The methods used to measure fair values are discussed in Note 2.28.

[Contd.]



CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[2.1.3] **Functional and Presentation Currency**

These Financial Statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest lakh (upto two decimals) for the Company.

[2.1.4] **Use of Estimates and Management Judgements**

[a] Useful life of Property, Plant and Equipment

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, completion and other economic factors in accordance of Schedule II of Companies Act 2013.

[b] Recoverable amount of Property, Plant and Equipment and Capital Work-in-Progress

The recoverable amount of property, plant and equipment and capital work in progress is based on estimates and assumptions. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount resulting in impairment.

[c] Post-retirement Benefit Plans

Employee benefit obligations except medical benefits are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increase, the inflation rate and expected rate of return on plan assets. The Company considers that the assumptions used to measure its obligation are appropriate and documented. However, any changes in the assumptions may have any impact on the resulting calculations. Medical Benefits measured on actual basis.

[d] Provisions and Contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, "Provisions, Contingent Liabilities and Contingent Assets". The evaluation of the likelihood of the contingent events has been made on the basis of best judgment by management regarding probable outflow of economic resources. Such estimation can change due to unforeseeable developments.

[e] Investment in Subsidiaries and Associates

Investment is carried at cost and provision is made for any impairment of such investment.

[2.2] **Segment Reporting**

Operating Segments are reported in a manner consistent with the definition provided by IND AS 108.

[2.3] **Foreign Currency Transactions**

Foreign currency transactions are translated into Indian Rupee (INR) which is the functional currency by applying the exchange rates between the INR and foreign currency at the dates of the transactions. Foreign Exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in Profit and Loss.

- [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.

[Contd.]



CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

- [b] In respect of any import of materials both under CIF, FOB and C&F Contracts, purchases are booked at the exchange rates prevailing 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 prevailing 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.

[2.4] Revenue Recognition and Other Income

Revenue is recognized when significant risks and rewards of ownership have been transferred to the buyers and to the extent it is probable that the economic benefits will flow to the Company and the revenue can be measurably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on the Educational Material on Ind AS 18 on "Revenue" issued by the ICAI, the Company has assumed that recovery of excise duty flows to the Company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

However, Sales Tax/Value Added Tax (VAT)/GST is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognized.

[2.4.1] Sale of Goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Revenue from sales is based on price specified in the Sales Contracts, net of discounts and schemes which are assessed based on published circulars and expected achievement threshold. No element of financing is deemed present as the sales are made generally with a credit term, which is consistent with market practice.

Despatches against FOR destination contracts not reaching the customers within the close of the year, are shown as Finished goods-in-transit.

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.

[2.4.2] Rental Income

Rental Income arising from letting out of the property to Associate Company is accounted for on monthly basis as per terms of the agreement and is included in other income in the statement of profit and loss.

[Contd.]



[2.4.3] **Interest Income**

Interest Income is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the Financial Asset to the gross carrying amount of a Financial Asset. When calculating the effective interest rate the Company estimates the expected Cash Flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

[2.4.4] **Dividend Income**

Dividends are recognized in profit and loss under the head 'Other Income' only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

[2.4.5] **Other Income**

The following incomes are treated as Other Income :

- [a] Insurance and other claims are accounted for on the basis of amounts admitted.
- [b] Sales Tax, Excise Duty and Customs Duty refunds are accounted for on the basis of assessment/refund orders received;

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.

Export/Deemed Export benefits are accounted for on completion of despatches in terms of the contract.

Liquidated Damages recovered by the Company for delayed supply of raw materials, equipment/spares are treated as Other Income.

[2.5] **Income Taxes**

The Income Tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax change is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates position taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. Additional income taxes that arise from the distribution of dividends are recognized at the same time the liability to pay the related dividend is recognized and rectification has not been considered.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit/ Loss nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

[Contd.]

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]**

[₹ in lakh]

Current and deferred tax is recognized in profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

[2.6] Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the leases as per the terms and conditions specified in IND AS 17. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

As a Lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially taken all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at maximum of the fair value of the leased property or, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the profit and loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a Lessor

Lease income from operating leases where the Company is a lessor is recognized in income on a straight line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature

[2.7] Impairment of Non-financial Assets other than Inventories

[a] The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired, if any, indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets of the Company. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The resulting impairment loss is recognized in the Statement of Profit and Loss.

[b] In assessing value in use, the estimated future cash flows are discounted to their present value using a pre tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

[2.8] Statement of Cash Flows**[a] Cash and Cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown under borrowings in current liabilities in the Balance Sheet.

[Contd.]



CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

- [b] Statement of Cash Flows is prepared in accordance with the indirect method prescribed in Ind AS-7 "Statement of Cash Flow".

[2.9] Trade Receivables

Trade receivables are recognized initially at transaction price and subsequently measured at amortized cost less provision.

[2.10] Inventories

- [a] Raw Material (including Packing Materials), Work-in-Progress, traded and Finished Goods are stated at lower of cost and net realizable value. Cost of raw material & traded goods comprises of cost of purchases. Cost of work-in-progress & Finished Goods comprise direct material, direct labour and appropriate portion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Cost are assigned to individual items of inventory on the basis of weighted average method. Cost of purchased inventories are determined after deducting rebates & discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

- [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. 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.

- [c] 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 Rs. 25.00 lakhs or more and/or physical progress whereof as per technical estimate, is minimum 50%.

- [d] 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.

- [e] Stock of scrap, is valued on the basis of estimated/actual realised value as the case may be. However tea waste is not valued.

- [f] 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.

[2.11] Financial Assets other than Investments in Subsidiaries, Associates and Joint Venture

[2.11.1] Classification

The Company classifies its financial assets in the following measurement categories :

- * those to be measured subsequently at fair value (either through other comprehensive income or through profit and loss), and
- * those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

[Contd.]

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]**

[₹ in lakh]

The Company reclassifies debt instruments when and only when its business model for managing those assets changes.

[2.11.2] Measurement**Equity instruments**

The Company measures all equity investments except in subsidiary & Associates at fair value. Investment in subsidiary & Associates are measured at historical cost.

[2.11.3] Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 2.28 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach of recognizing the expected losses from initial recognition of the receivables on case to case basis as provision for impairment.

[2.11.4] Derecognition of Financial Assets

A financial asset is derecognized only when

- * The Company has transferred the rights to receive cash flows from the financial asset or
- * Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

[2.12] 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.

[2.13] 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.

[Contd.]



CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

- [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.
- [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.

[2.14] Booking /Writing Back of Liabilities

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.

[2.15] Offsetting Financial Instruments

Financial Assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

[2.16] Property, Plant and Equipment

- [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] 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.
- [c] Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.
- [d] Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.
- [e] Machinery manufactured by one Unit/Division for use in another Unit/Division are accounted for at Works/Factory cost of the Transferor Unit.
- [f] 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 recognized in the Statement of Profit and Loss where the carrying amount of an asset exceeds its recoverable amount. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

[Contd.]



CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[g] 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.

[2.17] Applicability of IND AS-41 (Biological Assets)

AYCL Tea Division plucks tea leaves for manufacturing in 7 days round. On 31st March each year it plucks the matured tea and manufactures the same. In all sections of each garden tea leaves on the bushes stands immature.

Para 10 of Ind AS 41 states to recognize a Biological Asset when and only when, the fair value or the cost of the asset can be measured reliably. It is well known fact that no market exists for Green tea leaves which remains on the tea bushes and not ready for harvesting (not yet harvested). As long as the green tea leaves exist on the Tea bushes and has not reached the harvesting stage, it has no utility and can not be used in any manner for processing of tea.

As emphasized in para 8 of Ind AS 41, it would be impossible to ascertain the Fair Value of green tea leaves standing on the tea bushes. Similarly it would be impractical to ascertain the cost of such green tea leaves as any cost model for computation of cost thereof would be based on estimation and assumption, which can not be reliably measured.

In view of the above AYCL does not recognize the Biological Assets (Green tea leaves not harvested and in a growing stage, not matured) as on the reporting date in Financial Statements.

Transition to Ind AS

Property, Plant and Equipment upto 31st March, 2016 were carried in the Balance Sheet in accordance with Indian GAAP. The Company has elected to avail the exemption granted by Ind AS 101 "First Time adoption of Ind AS" to regard those amounts as "Deemed cost" at the date of transition to Ind AS (i.e. as on 1st April, 2016).

Stand-by equipments and servicing equipments which meet the recognition criteria of property, plant and equipment are capitalized.

Spare parts (procured along with Plant & Machinery) or subsequently which meet the recognition criteria are capitalized. Other spare parts are treated as "Stores & Spares" forming part of inventory.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013, which are also supported by technical evaluation. The residual values are not more than 5% of the original cost of assets.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit and loss within other gains/(losses).

[2.18] Capital Work-in-Progress

Capital Work-in-Progress upto 31st March, 2016 were carried in the Balance Sheet in accordance with Indian GAAP. The Company has elected to avail the exemption granted by Ind AS 101 "First time adoption of Ind AS" to regard those amounts as deemed cost at the date of the transition to Ind AS.

Expenditure incurred on assets under construction is carried at cost under Capital Work-in-Progress. Such costs comprise purchase price of assets, including duties and non-refundable taxes and other costs that are directly attributable to bringing the asset to the location and conditions necessary for it to be capable of operation in the manner indented by management.

[Contd.]



CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[2.19] Intangible Assets

Costs associated with maintaining software programs are recognized as an expense as incurred. Cost of purchased software are recorded as intangible assets and amortized from the point at which the asset is available for use. Intangible assets are amortized over their best estimated useful life ranging upto three years on straight line method. Costs associated with maintaining software programs are recognized as an expense as incurred.

Intangible assets upto 31st March, 2016 were carried in the Balance Sheet in accordance with Indian GAAP. The Company has elected to avail the exemption granted by Ind AS 101 "First time adoption of Ind AS" to regard those amounts as deemed cost at the date of transition to Ind AS.

[2.20] Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per payment terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value/transaction value and subsequently measured at amortized cost using the effective interest method.

[2.21] Borrowings Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Any difference between the proceeds (net of transactions cost) and the redemption amount is recognized in the statement of Profit & Loss.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Borrowing costs are removed from the Balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the Financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash asset transferred on liability assumed is recognized in the statement of Profit & Loss Account as other gains/(losses).

Other borrowing costs are expensed in the period in which they are incurred.

[2.22] Provisions, Contingent Liabilities and Contingent Assets

Provisions for legal claims, discounts, schemes and returns are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

In respect of provisions and contingent liabilities relating to Income Tax, Agricultural Income Tax, Sales Tax, VAT/GST adjustments are made on final settlement of Appeals/Rectification pending before various Forums.

Contingent liabilities are possible obligations that arise from past events and whose existence will be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company, such obligation is disclosed as contingent liability.

[Contd.]

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]**

[₹ in lakh]

Contingent Assets are possible assets that arise from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are disclosed in financial statements when in flow of economic benefits is probable on the basis of judgement of management.

[2.23] Employee Benefits**[2.23.1] Short Term Obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' service upto the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Balance Sheet.

[2.23.2] Other Long Term Employee Benefit Obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. The liability or asset recognized in the balance sheet in respect of defined benefits as leave encashment, pension and gratuity plans is the present value of defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated by actuaries using the projected unit credit method. The present value of defined benefit obligations is determined by discounting the same using the market yields at the end of the reporting period on Government Bonds, that have terms approximating to the terms of the related obligation.

Net interest cost is calculated by applying the discount rate to the net balance of defined benefit obligation and fair value of plan assets and the same is included in employee benefit expenses in the statement of profit and loss.

Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

The obligations are presented as current liabilities in the Balance Sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Unveiled medical benefits are measured at actual cost during a block of 3 years.

[2.23.3] Post Employment Obligations

The Company operates the following post-employment schemes :

- [a] Defined benefit plan which is Gratuity.
- [b] Defined contribution plan which is Provident Fund only. The Organization pay provident fund to publicly administered provident fund as per local regulations and apart from the contribution the Company has no further payment obligation and the contribution are recognized as employee benefit expense when they are due.
- [c] One time medical benefits are measured at actual cost.

[2.24] Dividends

Dividends and interim dividends payable to the Company's shareholders are recognized as change in equity in the period in which they are approved by the Company's shareholders and the Board of Directors respectively.

[2.25] Earnings per Share**[2.25.1] Basic Earnings per share**

Basic earnings per share is calculated by dividing :

- * The profit/loss attributable to owners of the Company.
- * By the weighted average number of equity shares outstanding during the financial year.

[Contd.]



[2.25.2] **Diluted Earnings per Share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account :

- * The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- * The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

[2.26] **Financial Liabilities**

Financial liabilities of the Company are contractual obligation to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Company.

The Company's financial liabilities include loans and borrowings, trade and other payables.

[a] **Classification, initial recognition and measurement**

Financial liabilities are recognized initially at fair value minus transactions costs that are directly attributable and subsequently measured at amortized cost. Financial liabilities are classified as subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognized in the Statement of Profit and Loss or in the carrying amount of an asset if another standard permits such inclusion, over the period of the borrowings using the effective rate of interest.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

[b] **Subsequent measurement**

After initial recognition, financial liabilities are subsequently measured at amortized cost using the EIR (Effective Interest Rate) method. Gains and losses are recognized in the Statement of Profit and Loss or in the carrying amount of an asset if another standard permits such inclusion, when the liabilities are derecognized as well through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

[c] **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

[2.27] **Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Normally at initial recognition, the transaction price is the best evidence of fair value.

However, when the Company determines that transaction price does not represent the fair value, it uses inter-alia valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. This categorization is based on the lowest level input that is significant to the

[Contd.]



CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

fair value measurement as a whole :

- * Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- * Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- * Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For financial assets and financial liabilities that are recognized at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

[2.28] Financial Risk Management

The entity's activities expose it to market risk, liquidity risk and credit risk. In order to minimize effects of the above, various arrangements are entered into by the entity. The following table explains the sources of risk and how the entity manages the risk in its financial statements.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, financial assets measured at amortized cost	Ageing analysis, Credit analysis	Credit limits and letters of credit
Liquidity Risk	Borrowings and other liabilities	Cash Flow forecasts	Credit facilities
Market Risk – foreign exchange	Recognized financial assets and liabilities not denominated in INR	Cash Flow forecasts	Monitoring of currency movement.
Market Risk – Interest Rate	Long Term Borrowings/Liabilities	...	Monitoring of interest rate movements
Market Risk – Security Prices	Investment in Securities	...	Portfolio Management

[A] Credit Risk

Credit risk arises from cash and cash equivalents, investment carried at amortized cost, deposit with banks and financing institutions as well as credit exposure to customer and other parties.

For banks and financial institutions, only high rated banks/institutions are accepted. For other financial assets, the entity assesses and manages credit risk based on internal credit evaluation. It monitors party-wise exposure and based on evaluation credit rating is allotted for each party. Thereafter a credit limit is assigned to each party depending on the solvency of the said party.

The entity considers the probability of default on ongoing basis and at each reporting period.

Micro-economic information is incorporated as part of internal rating model.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 60 days past due.

Reconciliation of provisions for doubtful assets has been provided as under :

Particulars	Amount
Provision for Doubtful Debts on 01.04.2016	4465.90
Charges during 2016-17	(34.96)
Provision for Doubtful Debts on 31.03.2017	4430.94
Charges during 2017-18	304.75
Provision for Doubtful Debts on 31.03.2018	4735.69

[B] Liquidity Risk

Prudent risk liquidity management implies maintaining sufficient cash and cash equivalents and the availability of committed credit facilities to meet obligations when due.

Management monitors rolling forecasts of the group's liquidity position on the basis of expected cash flow.

[Contd.]



CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

The entity has access to the following undrawn borrowing facilities at the end of the reporting period :

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Bank Overdraft	2886.53	2092.40	499.39
Letter of Credit	1280.54	552.47	0.00

Bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.

The following table gives the contractual discounted cash flows falling due within the next 12 (twelve) months.

Maturity of financial liabilities.				
Contractual maturities	Upto 1 year	Below 2 & 3 year	Above 3 year	Total
Obligation under financial lease				
Trade payables	6919.93	...	...	6919.93
Other financial liabilities	5400.39	...	...	5400.39

[C] **Market Risk**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Financial Assets			
Trade Receivable (in foreign currency), if any
Financial Liabilities			
Trade Payables (in foreign currency), if any

In addition to the above, the entity has given a Corporate Guarantee to Bank on behalf of other Group and Associated Companies :

Name of the Group Company	As on 31st March, 2018	As on 31st March, 2017	As on 1st April, 2016
Hooghly Printing Co. Ltd	976.00	976.00	334.70

[2.29] **Capital Management**

[A] **Risk Management**

The entity's objectives when managing capital are to :

- [a] Safeguard their ability to continue as a going concern.
- [b] Maintain an optimal capital structure so as to reduce the cost of capital.

[B] **Dividends**

- [1] Dividends recognized for the year end review :

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Final Dividend	191.73	488.95
Interim Dividend	Nil	Nil

- [2] Dividends not recognized at the end of the reporting period in line with Ind AS.

[2.30] **Assets pledged as Security**

The carrying amounts of assets pledged as security for borrowings are :

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Current Assets :			
Financial Assets :			
Trade receivables	7997.76	11918.25	11253.61
Non-financial Assets :			
Inventories	5103.46	4792.19	4708.44



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018

[₹ in lakh]

Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016	
ASSETS				
Non-current assets :				
[a] Property, Plant and Equipment	3	8438.49	8029.61	8220.08
[b] Capital work-in-progress	3	3668.08	1814.25	92.14
[c] Intangible Assets	3	14.39	20.89	27.35
Financial Assets :				
[i] Investment	4	17877.24	16930.63	15464.00
[ii] Trade Receivables	5	42.52	38.41	34.70
[iii] Loans	6	1.06	11.79	10.37
[iv] Other financial assets	7	...	...	202.83
[e] Income Tax Assets (net)	8	1050.09	969.36	934.39
[f] Other non-current assets	9	591.55	549.91	474.64
Total Non-Current Assets		31683.42	28364.85	25460.50
Current assets :				
[a] Inventories	10	5103.46	4792.19	4708.44
Financial Assets :				
[i] Investment	11	0.35	0.35	0.35
[ii] Trade Receivables	12	7955.24	11879.85	11218.91
[iii] Cash and cash equivalents	13	8076.39	8121.75	8027.71
[iv] Loans	14	0.44	82.44	...
[v] Other financial assets	15	2308.38	2744.10	1827.65
[d] Other current assets	16	1915.15	2905.63	3366.72
Total Current Assets		25359.41	30526.31	29149.78
Total Assets		57042.83	58891.16	54610.28
EQUITY AND LIABILITIES				
Equity :				
[a] Equity Share capital	17	9779.02	9779.02	6672.77
[b] Other Equity	18	25729.24	23847.80	16937.52
Total equity		35508.26	33626.82	23610.29
Liabilities				
Non-current liabilities :				
Financial Liabilities :				
[i] Borrowings	19	2.18	751.84	2007.29
[ii] Other financial liabilities	20	28.80	28.80	28.80
[b] Provisions	21	2073.19	2415.44	1583.46
[c] Other non-current liabilities	22	402.59	361.77	3025.03
[d] Deferred Tax Liability		1825.10	1178.38	700.51
Total non-current liabilities		4331.86	4736.23	7345.09
Current liabilities :				
Financial Liabilities :				
[i] Borrowings	23	2806.26	3351.90	4535.70
[ii] Trade and other payables	24	6919.93	10124.57	9979.47
[iii] Other financial liabilities	25	5400.39	5188.06	7025.53
[b] Other current liabilities	26	961.72	937.46	772.86
[c] Provisions	27	1114.41	926.12	1341.34
Total Current Liabilities		17202.71	20528.11	23654.90
Total liabilities		21534.57	25264.34	30999.99
Total Equity & Liabilities		57042.83	58891.16	54610.28

For Andrew Yule & Company Limited

SUCHARITA DAS
Company Secretary

SANDIP ROY
General Manager (F&A)

R. C. SEN
Director (Finance)

DEBASIS JANA
Chairman & Managing Director

As per our Report of even date.

For **U. S. Saha & Co.**

Chartered Accountants

Firm Registration No.309037E

(**U. S. SAHA, FCA**)

Partner

Membership No.015491

Date : 30th May, 2018

Place : Kolkata.



STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Particulars	Note No.	Year ended 31st March, 2018	Year ended 31st March, 2017
INCOME			
[I] Revenue from operations	28	37027.85	44238.74
[II] Other Income	29	2779.23	4212.22
[III] Total Income (I + II)		39807.08	48450.96
EXPENSES			
Cost of Materials consumed	30	12322.67	16399.74
Changes in inventories of Finished Goods, Work In Progress	31	(-) 420.35	146.24
Employee benefit expense	32	16401.91	16071.83
Excise Duty			
Depreciation and amortisation expense	33	668.96	693.02
Finance costs	34	663.18	942.12
Other expenses	35	8171.04	10371.63
[IV] Total Expenses		37807.41	44624.59
[V] Profit before tax (III - IV)		1999.68	3826.37
[VI] Tax Expense :			
Current tax		58.21	133.18
Wealth Tax		...	(-) 6.30
Deferred tax		584.49	475.14
Total tax expense		642.70	602.02
[VII] Profit for the period (V - VI)		1356.98	3224.35
Add: Group Share of Profit		876.34	1318.70
Total Profit for the period		2233.32	4543.05
[VIII] Other Comprehensive Income :			
Remeasurement of Investments		(-) 8.72	196.38
Adjustment of actuarial gains/ losses		263.05	(-) 493.87
Less : Deferred Tax		(-) 62.23	(-) 2.72
[IX] Total Other Comprehensive Income for the period		192.10	(-) 300.21
Add: Group Share of Profit		44.59	(-) 74.49
Total Other Comprehensive Income for the period		236.69	(-) 374.70
[X] Total Comprehensive Income for the period (VII + IX)		2470.01	4168.35
[XI] Earnings per equity share (Face value Rs. 2 each) :			
Basic		0.46	0.93
Diluted		0.46	0.93

For Andrew Yule & Company Limited

SUCHARITA DAS
Company Secretary

SANDIP ROY
General Manager (F&A)

R. C. SEN
Director (Finance)

DEBASIS JANA
Chairman & Managing Director

As per our Report of even date.

For **U. S. Saha & Co.**
Chartered Accountants
Firm Registration No.309037E
(U. S. SAHA, FCA)

Partner
Membership No.015491

Date : 30th May, 2018
Place : Kolkata.



CONSOLIDATED STATEMENT OF CHANGES IN OTHER EQUITY

[₹ in lakh]

Particulars	Profit and Loss (Net of Tax)				Other Comprehensive Income (Net of Tax)		Total
	Capital Reserve	Bond Redemption Reserve	Securities Premium Reserve	Retained Earnings	Equity Instruments through other comprehensive income	Other items of Other Comprehensive Income	
Balance at 1 April 2017	406.36	...	2741.75	20887.14	383.45	(-) 570.90	23847.80
Additions during the year	...	...	...	...	...	...	...
Transfers(Dividend Dividend Dist. Tax)	...	...	...	(-) 588.57	...	...	(-) 588.57
Profit for the year	...	...	...	2233.32	...	...	2233.32
Other comprehensive income (net of Taxes)	...	...	...	...	(-) 8.72	245.41	236.69
Total Comprehensive Income	...	...	...	2233.32	(-) 8.72	245.41	2470.01
Balance at 31 March 2018	406.36	...	2741.75	22531.89	374.73	(-) 325.49	25729.24

Particulars	Reserves and Surplus				Other Comprehensive Income (Net of Tax)		Total
	Capital Reserve	Bond Redemption Reserve	Securities Premium Reserve	Retained Earnings	Equity Instruments through other comprehensive income	Other items of Other Comprehensive Income	
Balance at 1 April 2016	406.36	666.67	...	15677.42	187.07	...	16937.52
Additions during the year	...	...	2741.75	...	...	...	2741.75
Transfers (Bond)	...	(-) 666.67	...	666.67	...	...	...
Profit for the year	...	...	...	4543.05	...	...	4543.05
Other Comprehensive Income (net of Taxes)	...	...	...	...	196.38	(-) 570.90	(-) 374.52
Total Comprehensive Income	...	...	...	4543.05	196.38	(-) 570.90	4168.53
Balance at 31 March 2017	406.36	...	2741.75	20887.14	383.45	(-) 570.90	23847.80



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

	Year ended 31st March, 2018	Year ended 31st March, 2017
[A] CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before Tax and extraordinary items	1999.68	3826.37
Adjustments for :		
Depreciation/Impairment of Assets	668.96	693.02
Interest expense	335.63	707.47
(Profit)/Loss on Sale of Fixed Assets	(3.36)	(7.25)
(Profit)/Loss on Sale of Investments	(48.19)	(15.45)
Deferred Income on Capital Subsidy	(7.77)	(14.13)
Interest Income	(459.81)	(437.12)
Dividend Income	(2201.69)	(1267.02)
Provision no longer Required Written back	(625.50)	(81.76)
Liabilities no longer required written back	(251.45)	(416.16)
Gain on Acquisition of Land by Government	...	(1838.86)
Gain on Remeasurement of Long Term Trade Receivables	(4.11)	(3.71)
Gain on Remeasurement of Investments	(30.88)	(30.90)
Excess provision for YASF written back	(22.97)	(50.57)
Capital WIP written off	0.47	65.47
Diminution in the value of non trade investments	...	10.00
Provision for Doubtful Debts	291.26	95.03
Provision for Doubtful Loans, Advances and Deposits	1.50	29.24
Provision for Stock/Stores Obsolence	27.36	5.09
	(2330.55)	(2557.62)
Operating profit before changes in amount of Current Liabilities and Current Assets	(330.87)	1268.75
Adjustment for :		
Trade and other receivables	5178.63	(1179.77)
Inventories	(311.26)	(83.75)
Trade and other payables	(3193.51)	851.64
	1673.86	(411.88)
Cash Generated from Operations	1343.21	856.86
Tax paid	...	(209.35)
NET CASH FROM OPERATING ACTIVITIES [A]	1343.21	647.51
[B] CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(2926.40)	(2231.49)
Sale of Fixed Assets	5.92	1852.91
Purchase of Investments	(2901.68)	(1332.75)
Sale Proceeds of Investments	2953.27	1355.45
Dividend Received	1613.20	1267.02
Increase in Loans and Advances	82.00	...
Interest Received	440.42	338.39
NET CASH FROM INVESTING ACTIVITIES [B]	(733.27)	1249.53

[Contd.]

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]**

[₹ in lakh]

	Year ended 31st March, 2018	Year ended 31st March, 2017
[C] CASH FLOW FROM FINANCING ACTIVITIES :		
Interest Paid	212.63	(707.47)
Short Term Borrowings (Repaid)/Taken	(150.11)	(1,246.78)
Long Term Borrowings (Repaid)/Taken	(760.80)	26.43
NET CASH USED IN FINANCING ACTIVITIES [C]	(698.28)	(1,927.82)
Net Increase/(Decrease) in Cash and Cash Equivalents [A+B+C]	(88.35)	(30.77)
CASH AND CASH EQUIVALENTS (Opening Balance)	2,981.64	3,012.41
CASH AND CASH EQUIVALENTS (Closing Balance)	2,893.30	2,981.64

[1] The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Ind-AS 7 on Cash Flow Statement as notified.

[2] Cash and Cash Equivalents include :

	As at 31st March, 2018	As at 31st March, 2017
Balance with Banks (Refer Note below)	2,073.85	1,669.00
Cash in Hand	19.45	62.11
Postage and Stamps in hand	...	0.53
Deposit with Bank maturing within 3 months	...	1,250.00
Margin Money with Bank maturing within 3 months	800.00	...
	2,893.30	2,981.64

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

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

For Andrew Yule & Company Limited

SUCHARITA DAS
Company Secretary

SANDIP ROY
General Manager (F&A)

R. C. SEN
Director (Finance)

DEBASIS JANA
Chairman & Managing Director

As per our Report of even date.

For U. S. Saha & Co.

Chartered Accountants

Firm Registration No.309037E

(U. S. SAHA, FCA)

Partner

Membership No.015491

Date : 30th May, 2018

Place : Kolkata.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Note 3 – Property, Plant and Equipments

Particulars	"Land (including Leasehold Land) (refer note 1)"	Bearer Plants (refer note 2)	Buildings	Roads and Culverts	Plant and Machinery	Drawings, Designs and Tracings	Electrical Installations	Water Installation	Furniture and Fixtures	Office Equipment	Vehicles	Fencing	Computers	Total	"Capital work-in-progress (refer note 3)"	Intangible Assets
Gross carrying amount	323.38	1864.44	4499.44	85.87	6681.38	74.99	1163.90	868.97	220.45	153.18	1012.96	270.37	281.75	17501.08	1810.69	107.31
Deemed cost as at 1 April 2017	323.38	1864.44	4499.44	85.87	6681.38	74.99	1163.90	868.97	220.45	153.18	1012.96	270.37	281.75	17501.08	1810.69	107.31
Additions	...	280.12	269.31	...	378.29	...	48.56	35.19	7.34	11.40	25.19	...	16.72	1072.12	2908.05	1.80
Disposals	...	(-) 8.07	(-) 0.25	...	(-) 8.96	...	...	(-) 0.69	(-) 0.62	(-) 1.79	(-) 10.45	...	...	(-) 30.83	(-) 1049.41	...
Closing gross carrying amount as on 31.03.2018	323.38	2136.49	4768.50	85.87	7050.71	74.99	1212.46	903.47	227.17	162.79	1027.70	270.37	298.47	18542.37	3669.33	109.11
Opening Accumulated Depreciation	9.72	63.98	2102.20	68.94	4393.31	74.99	780.01	474.00	190.39	100.36	698.40	263.10	252.08	9471.48	1.25	86.43
Depreciation charge during the year	1.50	69.16	153.17	2.87	266.67	...	32.77	34.70	3.02	18.96	67.37	...	10.46	660.66	...	8.29
Disposals	...	(-) 8.07	(-) 0.16	...	(-) 8.51	...	...	...	(-) 0.20	(-) 0.74	(-) 10.58	...	...	(-) 28.26	...	...
Closing accumulated depreciation & impairment	11.22	125.08	2255.21	71.81	4651.47	74.99	812.78	508.70	193.21	118.58	755.19	263.10	262.54	10103.88	1.25	94.72
Net carrying amount as at 31st March 2018	312.16	2011.41	2513.29	14.06	2399.24	...	399.68	394.77	33.96	44.21	272.51	7.27	35.93	8438.49	3668.08	14.39
Net carrying amount as at 31 March 2017	313.66	1800.46	2397.25	16.93	2288.09	...	383.88	394.97	30.07	52.80	314.57	7.27	29.66	8029.61	1814.25	20.89
Net carrying amount as at 1 April 2016	315.16	1884.48	2422.86	19.80	2331.87	...	389.61	453.61	60.49	1.13	341.07	...	...	8220.08	92.14	27.35



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

As at 31st March, 2018			As at 31st March, 2017			As at 1st April, 2016			
No. of Shares/Units	Face Value per Share/Unit	Amount	No. of Shares/Units	Face Value per Share/Unit	Amount	No. of Shares/Units	Face Value per Share/Unit	Amount	
Note 4 – Investments									
[a] Investment in Group Companies :									
Equity Shares in Associate Company :									
Quoted :									
Tide Water Oil Co. (India) Ltd.	913960	5	158.56	913960	5	158.56	913960	5	158.56
Add: Group Share of Profit			16830.91			15909.23			14663.44
			16989.47			16067.79			14822.00
Yule Financing & Leasing Co. Ltd (fully impaired)	300000	10	27.88	300000	10	27.88	300000	10	27.88
Unquoted :									
The Bengal Coal Co. Ltd (fully impaired)	10305	100	0.52	10305	100	0.52	10305	100	0.52
Katras Jherriah Coal Co. Ltd	60260	10	6.95	60260	10	6.95	60260	10	6.95
Add: Group Share of Profit			(6.95)			(6.18)			(4.61)
			...			0.77			2.34
The New Beerbhoom Coal Co. Ltd	105355	10	12.27	105355	10	12.27	105355	10	12.27
Add: Group Share of Profit			(12.27)			(12.27)			(12.27)
		
Preference Shares :									
Unquoted :									
6% Cumulative Redeemable Preference Shares--WEBFIL Ltd.	2044000	10	150.68	2044000	10	136.11	2044000	10	122.97
Bonds (Unquoted) :									
WEBFIL Ltd Zero Rated Unsecured Redeemable Bond	305	100000	194.79	305	100000	183.47	305	100000	165.73
[b] Investments carried at Fair value through OCI :									
Equity Investment :									
Quoted :									
WEBFIL (at latest available NAV)	145000	10	0.70	145000	10	0.70	145000	10	0.05
India Power Corporation Ltd	34500	1	9.37	34500	1	15.37	34500	1	6.02
Gloster Ltd	1000	10	11.14	1000	10	8.75	1000	10	2.54
Exide Industries Ltd.	212714	1	472.12	212714	1	477.22	212714	1	297.06
Equity Investment :									
Unquoted :									
The Statesman Ltd. (fully impaired)	9966	100	4.70	9966	100	4.70	9966	100	4.70
Units :									
Quoted :									
Unit Trust of India	221584	10	58.96	221584	10	50.44	221584	10	45.29
Less : Provision			43.09			43.09			33.10
			17877.24			16930.63			15464.00

- Notes : [1] Investment in Subsidiary and Associate has been measured at previous GAAP carrying amount as its Deemed Cost.
 [2] Equity Investment in Other Companies has been fair valued through OCI (FVTOCI).
 [3] Unit Trust of India is already at fair value as per information provided by management. Subsequently it will be fair valued through OCI.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Note 5 – Trade Receivable

Unsecured, considered good
Long Term Trade Receivables

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
42.52	38.41	34.70
42.52	38.41	34.70

Note 6 – Loans

Unsecured, considered good

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
1.06	11.79	10.37
1.06	11.79	10.37

Note 7 – Other Financial Assets

Interest accrued on fixed deposit maturing after 12 months
Other Receivables

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
...	...	8.91
...	...	193.92
...	...	202.83

Note 8 – Income Tax Assets (net)

Current Taxes
Advance Tax
Advance Income Tax (Includes MAT Credit Entitlement ₹43.38 lakh)

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
1.09	1.09	1.09
1049.00	968.27	933.30
1050.09	969.36	934.39

Note 9 – Other non-current assets

Plan Assets for Super Annuation Fund

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
591.55	549.91	474.64
591.55	549.91	474.64

Note 10 – Inventories (At lower of cost or Net Realisable value)

Raw Material
Work in progress
Finished Goods
Stores and Spares
Loose Tools
Food Stuff
Scrap
Semi- Finished Goods
Material In Transit

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
1228.55	1468.74	1131.99
1399.85	1139.51	1107.39
761.57	586.08	1049.53
1412.65	1279.12	1386.62
...	...	9.89
...	20.35	14.55
27.58	9.65	8.47
269.61	285.09	...
3.65	3.65	...
5103.46	4792.19	4708.44



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Note 11 – Current Investment

Investments carried at Fair value through OCI
In National Savings Certificates

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
0.35	0.35	0.35
0.35	0.35	0.35

Note 1: Assumed NSC is at fair value

Note 12 – Trade receivables

Trade receivables
Other Debts
Less : Allowance for doubtful debts

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
12217.06	15133.03	14512.67
473.87	1177.76	1172.14
4735.69	4430.94	4465.90
7955.24	11879.85	11218.91

Break up of security details :

Trade receivables
 Unsecured, considered good
 Doubtful
Less: Allowance for doubtful debts

7955.24	11879.84	11218.91
4735.69	4430.94	4465.90
4735.69	4430.94	4465.90
7955.24	11879.84	11218.91

Note 13 – Cash and Cash Equivalents

[a] Balances with banks
Unrestricted Balance with banks :
 [i] In Current Account
 [ii] In Deposit Account less than 3 months
 [iii] In Deposit Account more than 3 months
 [iv] In Deposit Account-Margin
[b] Postage and Stamps in hand
[c] Remittance in Transit
[d] Cash in hand

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
2073.85	1669.00	1283.38
800.00	1250.00	1712.71
92.72	442.35	25.54
5090.37	4697.76	4957.99
...	0.53	0.02
...	...	0.90
19.45	62.11	47.17
8076.39	8121.75	8027.71

Note 14 – Loans

Loans and Advances
Unsecured, considered Good
Loans and advances to related parties
Doubtful
Less : Provision

As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
0.44	82.44	...
567.41	567.41	567.41
567.41	567.41	567.41
0.44	82.44	...



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 15 – Other Financial Assets			
Balance with Government Authorities	1385.49	1237.14	820.39
Deposits :			
Considered Good	615.51	703.29	514.89
Considered Doubtful	15.74	11.35	11.35
	631.25	714.64	526.24
Less : Provision for doubtful deposits	15.74	11.35	11.35
Net	615.51	703.29	514.89
Other Advances recoverable in cash	...	5.89	...
Deposits with NABARD	74.98	559.37	332.51
Interest Accrued on Fixed Deposit	198.81	170.42	62.75
Other Receivables	33.59	67.99	97.11
	2308.38	2744.10	1827.65

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 16 – Other Current Assets			
Advance to Staff	0.82	1.22	1.73
Others Advances-Unsecured considered good	11.64	0.00	69.79
Other Advances recoverable in cash or kind			
Considered Good	1878.73	2880.45	3021.24
Considered Doubtful	1497.75	1497.37	1428.87
	3376.48	4377.82	4450.11
Less: Provision for doubtful deposits	1497.75	1497.37	1428.87
	1878.73	2880.45	3021.24
Other Receivables	23.96	23.96	273.96
	1915.15	2905.63	3366.72

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 17 – Equity Share Capital			
Authorised :			
Equity Shares 55,00,00,000 of Rs.2/- each	11000.00	11000.00	11000.00
Issued, Subscribed and Fully Paid-up :			
Equity Shares 48,89,50,978 of Rs.2/- each	9779.02	9779.02	6672.77
	9779.02	9779.02	6672.77



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 18 – Other Equity			
Capital Reserve	406.36	406.36	406.36
Bond Redemption Reserve	...	666.67	666.67
Less : Transfer	...	666.67	...
Bond Redemption Reserve	...	...	666.67
Securities Premium	2741.75	2741.75	...
Retained Earnings	20887.14	15677.42	13384.90
Add : Profit	1356.98	3224.35	847.75
Adjustments :			
Prior Period	...	...	(-) 288.92
Deferred Tax	...	...	(-) 332.65
Fair Valuation of Long Term Receivable	...	...	(-) 9.82
Fair Valuation in Investments in Bonds	...	...	(-) 139.27
Fair Valuation in Investments in Preference Share	...	...	(-) 81.43
Central/State Subsidy for Capital Assets	...	...	2.74
Capital Advance	...	...	(-) 21.78
Add : Group Share of Profit	876.34	1318.70	2315.90
Add : Adjustments	(-) 588.57	666.67	...
Closing Retained Earnings	22531.89	20887.14	15677.42
Other Comprehensive Income :			
Opening Balance	(-) 187.45	187.07	...
Add: Addition during the year (including Group Share of Profit	236.69	(-) 374.52	...
Other Comprehensive Income at the year end	49.24	(-) 187.45	187.07
	25729.24	23847.80	16937.52

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 19 – Borrowings			
Secured - at amortised cost			
Term Loans from Bank of Baroda			1281.88
WB Sales Tax Loan	...	748.58	715.20
Car Loan from Allahabad Bank	2.18	3.26	4.18
Others	0.00	...	6.03
	2.18	751.84	2007.29

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 20 – Other Financial Liabilities			
Non-Current			
Security Deposits from related parties	28.80	28.80	28.80
	28.80	28.80	28.80

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**

[₹ in lakh]

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 21 – Provisions			
For Employee Benefits :			
Gratuity	886.12	1162.03	545.86
Leave	1098.90	1167.97	952.16
For Superannuation and pension	3.76	3.76	3.76
For Contingencies	76.43	76.43	76.43
For Sales Tax (C-Form)	5.25	5.25	5.25
For Others	2.73	...	...
	2073.19	2415.44	1583.46

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 22 – Other Non Current Liabilities			
Share Application Money pending allotment			2857.00
Deferred revenue arising from Tea Board subsidy	341.56	304.74	110.22
Others	61.03	57.03	57.81
	402.59	361.77	3025.03

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 23 – Borrowings			
Secured			
From Scheduled Banks			
Union Bank	57.32	63.05	146.36
United Bank of India	408.34	801.08	800.74
Allahabad Bank	1265.12	1609.74	2620.85
Bank of Baroda	1073.05	793.66	868.33
Others	2.43	84.37	99.42
	2806.26	3351.90	4535.70

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 24 – Trade & Other Payables			
For Goods and Services			
To related parties	...	15.67	6.99
To Others	6919.93	10108.90	9972.48
	6919.93	10124.57	9979.47



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 25 – Other Financial Liabilities			
Current Maturity of Long Term Debt :			
9.1% Secured Non Convertible 10 year bond	...	...	666.67
Secured Term Loan :			
From Bank of Baroda	...	...	1709.12
Car Loan from Allahabad Bank	1.09	1.11	1.19
Interest accrued and due on borrowings :			
From Scheduled Banks	...	...	236.70
From Others	...	243.93	6.48
Others	...	...	69.25
Earnest Money/Security Deposit	110.55	142.49	63.30
Payable to Statutory Authorities	1121.87	915.01	840.26
Others	4166.88	3885.52	3432.56
	5400.39	5188.06	7025.53

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 26 – Other Current Liabilities			
Advance Received from Customers	959.60	935.44	767.23
Others	2.12	2.02	5.63
	961.72	937.46	772.86

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Note 27 – Short Term Provisions			
For Stock Obsolescence, contingencies and food stuff	469.76	454.55	459.70
For Wealth Tax	...	...	6.30
For Gratuity	44.75	9.26	270.09
For Leave Encashment	213.14	174.97	149.24
For Warranty	82.15	66.92	75.78
For Medical	299.53	216.59	380.23
For Others	5.08	3.83	
	1114.41	926.12	1341.34



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Note 28 – Revenue from Operations

Sale of products	35279.07	42773.01
Sale of Services	601.97	754.75
Other Operational Income		
Other Export Incentives and sale thereof	1.14	14.05
Tea Board Subsidy	6.63	10.90
Tea Waste Sale	40.84	14.49
Prov no longer required	575.50	81.04
Liability no longer required	229.58	352.36
Sale of scrap	83.12	22.02
Royalty	210.00	216.12
	37027.85	44238.74

	For the year 31st March, 2018	For the year 31st March, 2017
	35279.07	42773.01
	601.97	754.75
	1.14	14.05
	6.63	10.90
	40.84	14.49
	575.50	81.04
	229.58	352.36
	83.12	22.02
	210.00	216.12
	37027.85	44238.74

Note 29 – Other Income

Interest Income(Gross)	459.81	437.12
Gain on Remeasurement of Long Term Trade Receivables	4.11	3.71
Gain on Remeasurement of Investments	30.88	30.90
Rent(Gross)	338.54	343.89
Dividend Income :		
From Associate Company	1607.56	1263.61
From others	5.64	3.41
Profit on sale of Investments	48.19	15.45
Profit on Sale of Fixed Assets	3.36	7.50
Liability no longer required written back	50.00	...
Sale of Scrap	0.50	...
Liabilities no longer required written back	21.87	63.80
Net Gain on Foreign Currency Transaction	...	0.52
Gain on Acquisition of Land by Government	...	1838.86
Profit on Exchange	2.07	...
Excess provision of YASF written back	22.97	50.57
Deffered income on capital subsidy	...	14.13
Others	183.73	138.75
	2779.23	4212.22

	For the year 31st March, 2018	For the year 31st March, 2017
	459.81	437.12
	4.11	3.71
	30.88	30.90
	338.54	343.89
	1607.56	1263.61
	5.64	3.41
	48.19	15.45
	3.36	7.50
	50.00	...
	0.50	...
	21.87	63.80
	...	0.52
	...	1838.86
	2.07	...
	22.97	50.57
	...	14.13
	183.73	138.75
	2779.23	4212.22

Note 30 – Cost of Raw Materials & Component Consumed

Materials, Components, Packing Materials and Loose Tools

	For the year 31st March, 2018	For the year 31st March, 2017
	12322.67	16399.74
	12322.67	16399.74



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Note 31 – Changes in Inventories of Finished Goods and Work-in-Progress**Inventories (at close) :**Finished Goods
Work in Progress**Inventories (at commencement) :**Finished Goods
Work in Progress

For the year 31st March, 2018	For the year 31st March, 2017
761.57	586.08
1669.46	1424.60
2431.03	2010.68
586.08	1049.53
1424.60	1107.39
2010.68	2156.92
(420.35)	146.24

Note 32 – Employee Benefits ExpenseSalaries and Wages
Contributions to Provident and Other Funds
Staff Welfare Expenses
Less : Incurred on Capital Jobs, Repair Jobs etc.

For the year 31st March, 2018	For the year 31st March, 2017
12726.41	12784.26
2244.59	1936.58
1465.39	1384.24
34.48	33.25
16401.91	16071.83

Note 33 – Depreciation and Amortisation ExpensesDepreciation on Tangible Assets
Amortisation of Intangible Assets

For the year 31st March, 2018	For the year 31st March, 2017
667.46	681.39
1.50	11.63
668.96	693.02

Note 34 – Finance CostInterest Expense
To Banks
To Government Departments
To Others
Other Borrowing Costs

For the year 31st March, 2018	For the year 31st March, 2017
310.32	444.06
22.85	24.02
161.43	239.40
168.58	234.64
663.18	942.12

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**

[₹ in lakh]

	For the year 31st March, 2018	For the year 31st March, 2017
Note 35 – Other Expenses		
Consumption of Stores and Spare parts	186.39	269.78
Power and Fuel	2504.27	2521.27
Tea Cultivation and Manufacturing Expenses	334.26	419.61
Rent (Net)	104.20	92.58
Repairs and Maintenance :		
Buildings	261.36	201.52
Plant and Machinery	359.21	276.59
Others	71.10	64.78
Travelling Expenses and Upkeep of Vehicles	549.57	551.80
Research and Development Expenses	150.81	43.23
Insurance	85.63	74.64
Rates and Taxes	268.37	20.87
Excise Duty	296.43	2121.45
Cess on Tea	10.09	58.97
Green Leaf Cess	103.25	104.71
Brokers' Commission	204.24	257.88
Selling Expenses :		
Selling Agents' Commission	41.69	14.36
Delivery and Freight	384.23	824.98
Others	552.50	573.53
Liquidated Damages and Penalty etc.	266.23	173.91
Rectification/Replacement	29.00	57.02
Bad Debt written off	...	65.47
Excess Plan Assets for Superannuation Fund written off	...	7.47
Provision for :		
Doubtful Debts	292.39	95.03
Doubtful Loans, Advances and Deposits	0.37	29.24
Diminution in the value of Investment	...	10.00
Stock/Stores Obsolescence	27.36	5.09
Auditor's Remuneration :		
As Auditor	3.85	3.79
For Tax Audit	0.09	0.60
For Other Services	2.99	1.31
For Reimbursement Expenses	...	0.03
For Taxation matter	0.18	...
For Internal Auditor	0.12	0.12
For Others	0.04	...
GD – Common expenses	1.12	4.50
Corporate Social Responsibility Expenses	18.95	27.95
Miscellaneous Expenses	1060.84	1397.56
	8171.13	10371.64



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

[₹ in lakh]

Note 36 – Contingent Liabilities and commitments

Particulars	As on 31st March, 2018	As on 31st March, 2017
[a] Contingent Liabilities		
Claims against the Company not acknowledged as Debt	363.27	599.95
Disputed Excise/Custom Duty	387.26	410.37
Disputed Service Tax	32.09	13.91
Disputed Sales Tax/VAT	2201.48	2201.58
Aggregate Income Tax demands	2018.41	2303.43
[b] Guarantee		
Bank Guarantee	4764.07	2705.08
Other Guarantees given to bank against financial facilities availed by subsidiaries	976.00	1241.00
Unexpired letter of credit	1767.01	3256.38
[c] Commitments		
Estimated amount of contracts remaining to be executed on capital account	87.93	277.61

Note 37 – Earning Per Share

Particulars	For the year ending 31st March, 2018	For the year ending 31st March, 2017
Earning per Equity share		
[A] Basic :		
(i) Number of Equity Shares at the beginning of the year	48,89,50,978	33,36,38,478
(ii) Number of Equity shares at the end of the year	48,89,50,978	48,89,50,978
(iii) Weighted average number of shares	48,89,50,978	43,38,10,054
(iv) Face value of each equity share	₹2.00	₹2.00
(v) Profit after tax available for equity shareholders	2233.32	4543.05
(vi) Basic earning per equity share	0.46	0.93
[B] Diluted :		
(i) Dilutive potential equity share	...	...
(ii) Diluted Earning per Equity share	0.46	0.93

Note 38 – Employee Benefits[38.1] [a] **Leave Obligation :**

The Company provides for encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leaves subject to certain limits for future encashment. The liability is provided on the basis of number of days of accumulated leave at each Balance sheet on actuarial valuation. The scheme is unfunded. The amount of provision for leave encashment is ₹1098.90 lakh (₹1167.97 lakh) is presented as current and non-current as per actuarial valuation basis.

[b] **Medical Benefits :**

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 unveiled 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, 2018 is ₹299.54 lakh (₹216.59 lakh) has been taken into accounts.

[Contd.]



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[38.2] **Post Employment Obligation – Defined Benefits Plans :**

[a] **Gratuity :**

The Company has an obligation towards Gratuity payable to eligible employees as per the Payment of Gratuity Act, 1972. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimation of expected Gratuity payment. The plan is being managed by a separate trust created for the purpose and obligation of the Company is to make contribution to the trust based on actuarial valuation. The scheme is funded.

[b] **Post retirement Medical Scheme :**

Under the scheme employee gets one time benefits subject to certain limit of amount. The liability for this is determined on actual cost. The scheme is unfunded.

[c] **Pension fund :**

The Company has a defined benefit pension fund for certain eligible employees. The scheme is managed by a separate trust created for the purpose.

Particulars	As at 31.03.2018			As at 31.03.2017			As at 01.04.2016		
	Gratuity	Leave En-cashment	Superannuation	Gratuity	Leave En-cashment	Superannuation	Gratuity	Leave En-cashment	Superannuation
[a] Reconciliation of Opening and Closing balances of Present Value of Defined Benefit Obligation									
Present Value of obligations at the beginning of the year	6275.22	1373.75	173.18	5481.02	1123.34	323.49	4924.20	1213.62	293.64
Current service cost	327.32	216.52	...	315.93	218.06	...	264.17	179.27	...
Interest expense	421.54	87.71	12.12	411.98	77.87	19.64	371.84	85.28	23.00
Remeasurement (gains)/losses	...	...	...	...	...	...	...	...	...
Actuarial (gains)/losses arising from changes in demographic assumptions	...	...	...	...	...	...	...	...	...
Actuarial (gains)/losses arising from changes in financial assumptions	243.65	33.06	6.16	384.37	74.81	3.47	455.14	67.34	5.36
Actuarial (gains)/losses arising from changes in experience assumptions	24.73	41.72	0.69	129.31	138.91	28.06	94.42	155.69	12.99
Past service cost	507.11	...	...	...	...	...	...	...	...
Benefits paid	536.92	253.25	...	447.39	259.24	145.36	540.73	292.43	11.50
Present Value of obligations at the end of the year	6725.89	1349.95	192.15	6275.22	1373.75	173.18	5380.20	1097.39	323.49

[Contd.]



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[b] Reconciliation of Opening and Closing balances of the Fair Value of Plan Assets									
Fair value of the Plan Assets at the beginning of the year	5104.37	30.82	501.27	4661.39	21.94	851.00	4402.89	...	726.28
Interest Income	369.90	2.86	35.09	367.20	2.12	51.16	342.97	...	57.57
Remeasurement (gains)/losses	...	...	...	...	...	...	...	...	...
Return on plan assets, (excluding amount included in net interest Income)	5.72	...	5.19	34.92	...	5.53	45.04	...	78.65
Acturial (gains)/ losses arising from changes in financial assumptions	...	...	...	...	...	...	...	...	...
Contributions	866.81	263.20	...	488.25	266.00	250.00	320.00	292.43	...
Benefits paid	536.92	253.25	...	447.39	259.24	145.36	540.73	292.43	11.50
Fair value Plan Assets at the end of the year	5798.44	44.63	541.55	5104.37	30.82	501.27	4570.17	...	851.00
[c] Reconciliation of the Present Value of the Defined Benefit Obligation and the Fair Value of Plan Asset									
Present Value of obligations at the end of the year	6725.89	1349.95	192.15	6275.22	1373.75	173.18	5380.20	1097.39	323.49
Fair value Plan Assets at the end of the year	5798.44	43.63	541.55	5104.37	30.82	501.27	4570.17	...	851.00
(Liabilities) recognised in the Balance Sheet	927.45	1306.32	349.40	1170.85	1342.93	328.09	810.03	1097.39	527.51
[d] Expense recognised in the Other Comprehensive Income									
Remeasurements (gains)/losses	262.66	74.78	1.66	478.76	213.72	19.06	315.68	88.35	60.30

[Contd.]



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[e] Expense recognised in the statement of Profit and Loss:										
Current Service Cost	327.32	216.52	...	315.93	218.06	...	264.17	179.27	...	
Past Service Cost	507.11	...	...	...	...	...	...	...	...
Net Interest Cost/(Income)	51.64	84.85	22.97	44.78	75.75	31.52	28.87	85.28	34.57	
Total Expenses recognised	886.07	301.37	22.97	360.71	293.81	31.52	293.04	264.55	34.57	
[f] The significant actuarial assumptions are as follows										
Discount Rate	7%	7.49%	6.53%	7%	7%	7%	8%	8%	8%	
Expected return on Plan Assets	...	...	...	8%	NA	8%	8%	NA	8%
Salary Escalation	4%	4%	4%	4%	4%	4%	4%	4%	4%	
Expected Average remaining working lives of employees	...	...	...	...	...	...	...	...	...
[g] Sensitivity Analysis		Impact on Defined Benefit Obligation (DBO) with Discount Rate				Impact on Defined Benefit Obligation (DBO) with Cost				
		Change in Assumption		As at 31st March, 2018	As at 31st March, 2017	Change in Assumption		As at 31st March, 2018	As at 31st March, 2017	
Gratuity		Increase by 0.25%	Decrease by Rs.	6459.20	6039.49	Increase by 0.50%	Increase by Rs.	6817.73	6392.63	
		Decrease by 0.25%	Increase by Rs.	6696.22	6279.33	Decrease by 0.50%	Decrease by Rs.	6346.64	5935.97	
Leave Encashment		Increase by 0.25%	Decrease by Rs.	1284.39	1309.27	Increase by 0.50%	Increase by Rs.	1337.27	1367.62	
		Decrease by 0.25%	Increase by Rs.	1318.45	1346.97	Decrease by 0.50%	Decrease by Rs.	1266.82	1290.02	
Superannuation		Increase by 0.25%	Decrease by Rs.	191.41	172.13	Increase by 0.50%	Increase by Rs.	192.78	174.57	
		Decrease by 0.25%	Increase by Rs.	192.90	174.25	Decrease by 0.50%	Decrease by Rs.	191.53	171.82	
		As on 31st March, 2018				As on 31st March, 2017				
Particulars	Less than 1 Year	Between 1-2 Years	Between 2-5 Years	Over 5 Years	Total	Less than 1 Year	Between 1-2 Years	Between 2-5 Years	Over 5 Years	Total
Gratuity	797.49	745.86	2033.39	2766.60	6343.34	604.96	653.81	1727.32	2617.02	5603.11
Leave Encashment	209.73	202.21	366.63	525.45	1304.02	165.39	202.62	360.30	564.56	1292.87
Superannuation	59.69	52.90	100.98	...	213.57	1.35	58.09	147.76	...	207.20
Total	1066.91	1000.97	2501.00	3292.05	7860.93	771.70	914.52	2235.38	3181.58	7103.18

[38.3] Post Employment Obligation :

Defined Contribution plan :

The Company has defined contribution plan viz PF and ESI. The expenses recognized during the period

[Contd.]


NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

towards Defined contribution plan is as follows :

Particulars	31st March, 2018	31st March, 2017
Contribution to PF	1381.42	1352.63
Contribution to Employees State Insurance Fund	2.98	1.36

Note 39 – Related Party Disclosure
[A] List of Related Parties

Subsidiary	Hooghly Printing Co. Ltd
	Yule Electrical Ltd.
	Yule Engineering Ltd.
Associates	Tide Water Oil Co. (I) Ltd.
	The New Beerbhoom Coal Co. Ltd.
	Katrasjherriah Coal Co. Ltd.
Other Related Parties	The Bengal Coal Co. Ltd.
	Yule Financing & leasing Co. Ltd

Key Managerial Personnel	Mr. Debasis Jana	:	Chairman & Managing Director w.e.f 17.08.2017
	Mr. Sunil Munshi	:	Director (Personnel) Additional charge Chairman & Managing Director upto 16.08.2017
	Mr.R.C.Sen	:	Director(Finance)
	Mrs Sucharita Das	:	Company Secretary

[B] Transactions with related parties

Sl. No.	Nature of Transaction	Year Ended on 31st March, 2018					Year Ended on 31st March, 2017				
		Subsidiaries	Associates	Other related Parties	Holding	Total	Subsidiaries	Associates	Other related Parties	Holding	Total
[01]	Purchase of goods	10.27	19.60	7.61	...	37.48	15.84	13.40	5.74	...	34.98
[02]	Sale of Goods	0.27	85.71	3.62	41.58	131.19	0.32	140.56	3.43	15.84	160.15
[03]	Sale of Services	31.00	416.85	13.26	...	461.11	30.00	432.54	...	...	462.54
[04]	Dividend Income	...	1599.43	...	...	1599.43	...	1256.70	...	...	1256.70
[05]	Interest Expenses	...	...	3.45	...	3.45	...	3.45	...	...	3.45
[06]	Payment of common expenses	...	...	...	32.12	32.12	...	...	...	34.50	34.50
[07]	Rent and hire charges received	...	264.20	0.69	...	264.89	...	284.31	...	...	284.31
[08]	Royalty received	...	210.00	...	...	210.00	...	216.12	...	...	216.12
[09]	Advance given during the year	...	...	...	...	...	0.96	...	...	...	0.96
[10]	Repayment of loans and advance /Amount received	8.98	...	...	...	8.98	35.86	966.68	...	...	1002.54
[11]	Long Term loans and advances	...	...	567.40	...	567.40	...	567.40	...	...	567.40
[12]	Short term loan and advances	160.57	...	18.07	...	178.64	160.57	103.16	...	...	263.73
[13]	Other current assets	...	...	56.00	...	56.00	...	56.00	...	...	56.00
[14]	Other loans and advances	3.17	61.03	...	...	64.20	3.17	65.31	...	...	68.48
[15]	Other long-term liabilities (Security Deposit)	...	...	28.80	...	28.80	...	28.80	...	...	28.80
[16]	Corporate Guarantee	976.00	...	...	...	976.00	976.00	...	...	...	976.00
[17]	Amount due from as on 31st March	73.82	0.91	2.88	11.37	88.98	65.73	53.69	2.88	10.63	132.93
[18]	Amount due to as on 31st March	...	...	...	69.62	69.62	10.62	5.05	...	65.73	81.40
[19]	Miscellaneous	...	...	0.15	6.80	6.95	...	...	...	...	...

[Contd.]



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[39.1] Disclosure related to transactions between the Company and Key Managerial Personnel

Key Managerial Personnel		2017-18	2016-17
[a]	Remuneration to Directors		
	Mr. Sunil Munshi	10.07	24.23
	Mr. Debasis Jana	24.59	22.29
	Mr. R.C. Sen	21.41	20.95
[b]	Remuneration to Company Secretary		
	Ms Sucharita Das	9.09	7.25
[c]	Salary Advance to Director		
	Mr. Sunil Munshi	...	1.00

[39.2] Disclosure related to Director's Fee

Director	2017-18	2016-17
Dhanpat Ram Agarwal	0.78	0.63
Sipra Goon	0.85	0.26
Sudhir Jhunjunwala	0.45	0.46

Note 40 – Corporate Social Responsibility

Corporate Social Responsibility	
Expenditure related to Corporate Social Responsibility as per Section 135 of Companies Act 2013	
Details of CSR spent during the Financial Year 2017-18	
[a]	Total amount spent for the Financial Year : Rs.18.95
[b]	Amount un spent, if any
[c]	Manner in which the amount spent is detailed below :

Sl.No.	CSR Project/Activities	Sector in which the project is covered	Location	Amount	
				As on 31st March, 2018	As on 31st March, 2017
1	Sneh cancer awareness, early detection and concealing centre	Social Service	Bihar	1.00	...
2	School for street children	Education	Kolkata	0.04	0.49
3	Master motivators on blood donation	Education/Social service	Kolkata	...	0.34
4	Vocational Training to children with disability	Education	Kolkata	0.50	1.00
5	Rehabilitation programme for street children	Social Welfare	Kolkata	0.80	1.20
6	Eye camps/Cataract operation	Social Welfare/Health care	Banarhat, North Bengal	1.50	2.50
7	Village Development program	Social Welfare/Sanitation	Totgaon, North Bengal	...	1.40
8	Sanitation: Toilets/Bathing Enclosures/Water points	Social Welfare/Sanitation	Chennai, Assam	5.80	7.00
9	Tailoring of Ladies garments & Fabric painting on fashion garments	Women empowerment/skill development	Assam	2.00	4.24
10	Mobile & Home Appliance repairing	Skill development Program		...	1.96
11	Computer, Driving, Beautician & tailoring courses	Skill development Program	North Bengal	7.31	7.82
Total				18.95	27.95

[Contd.]



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

Note 41 – The disclosure under the Micro, Small & Medium Enterprise Development Act, 2006

Sl.No.	Particulars	As on 31st March, 2018	As on 31st March, 2017
[1]	Outstanding principle amount and interest as on		
	[i] Principal amount	143.71	31.96
	[ii] Interest sue thereon	...	...
[2]	Amount of interest paid along with the amounts of payment made beyond the appointed day	...	...
[3]	Amount of interest due and payable (where the principal has already been paid but interest has not been paid)	...	...
[4]	The amount of interest accrued and remaining unpaid at the end of each Accounting Year	...	...
[5]	Amount of further interest reming due and payable even in succeeding years, untill such date when the interest dues as above are actually paid for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act.	...	...

Note 42

The Company has incurred revenue expenditure of ₹150.81 lakh (Previous year ₹43.23 lakh) on account of Research & Development expense the break-up of which is as follows:

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Salaries & Wages	17.39	...
Testing Fee	101.92	...
Subscription to TRA	31.50	26.91
Others	...	16.32
Total	150.81	43.23

Note 43 – Income Tax Expense

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
INCOME TAX EXPENSES		
Current Tax :		
Current Tax on profit for the year	58.21	...
Adjustments for current tax of prior periods	...	133.18
Total Current Tax Expense	58.21	133.18
Deferred Tax :		
Decrease/(Increase) in Deferred tax assets	(–) 132.08	(–) 74.15
(Decrease)/Increase in Deferred tax assets	76.58	549.30
Total Deferred Tax	584.49	475.14
Total Tax expense	642.70	608.32

[43.1] Reconciliation of the tax expense and the accounting profit multiplied by India's domestic tax rate for 31st March 2018 and 31st March 2017.

Particulars	2017-18	2016-17
Accounting profit before income tax	1999.68	3826.37
At India's statutory income tax rate of 34.608%	359.15	742.62
At agricultural income tax rate of respective states	288.57	504.18

[Contd.]



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

(Assam 30% & West Bengal 50%)		
Effects of :		
Deferred Tax movement	584.49	475.14
Weighted deductions allowable	(-) 8.18	(-) 6.99
Disallowed expenses	3191.56	3184.15
Exempted dividend	(-) 1613.19	(-) 1267.02
Others	(-) 2159.70	(-) 3023.75
Income Tax expense reported in Profit and Loss Account	642.70	608.32
At the effective rate of income tax	32.14	15.90
Income tax expenses reported in the statement of profit and loss	642.70	596.17

Note 44 – Deferred Tax expense

Deferred Tax Liabilities (Net)

Particulars	2017-18					2016-17				
	Opening Balance	Recognised in Profit & Loss	Recognised in/Reclassified from OCI	Recognised directly to Equity	Closing Balance	Opening Balance	Recognised in Profit & Loss	Recognised in/Reclassified from OCI	Recognised directly to Equity	Closing Balance
Deferred Tax Liabilities :										
Depreciation on PPE, Intangible Assets and Investment Property	1867.14	706.27	...	...	2573.41	1329.82	537.32	...	...	1867.14
Financial assets at Fair Value through Profit & Loss	(-) 75.33	10.37	...	...	(-) 64.96	(-) 87.32	11.99	...	...	(-) 75.33
Financial assets at Fair Value through Other Comprehensive Income	166.97	...	(-) 3.02	...	163.95	99.03	...	67.94	...	166.97
Total Deferred Tax Liabilities	1958.78	716.64	(-) 3.02	...	2672.40	1341.53	549.31	67.94	...	1958.78
Deferred Tax Assets :										
Compensated Absences and Retirement Benefits	145.22	(-) 25.17	(-) 65.25	...	54.80	...	79.97	65.25	...	145.22
Others	635.18	157.25	...	...	792.43	640.99	(-) 5.81	...	...	635.18
Total Deferred Tax Assets	780.40	132.14	(-) 65.25	...	847.23	640.99	74.16	65.25	...	780.40
Net Deferred Tax Liabilities	1178.38	584.08	62.23	...	1825.17	700.54	475.14	2.69	...	1178.38

- [44.1] The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities related to income taxes levied by the same tax authority.
- [44.2] During the year ended 31st March, 2017, the Company has paid dividend to the shareholders. This has resulted in payment of DDT to the taxation authorities. The Company believes that DDT represents additional payment to taxation authority on behalf of the shareholders. Hence DDT paid is charged to equity.
- [44.3] During the year ended 31st March 2018 the current income tax expense of ₹58.21 lakh relates to Assam and West Bengal agricultural income tax after adjustment of unabsorbed carry forward loss and eligible mat credit. There is no liability on account of Central Income Tax Act 1961.

[Contd.]



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

Note 45 – Sales and Raw Material consumed

[a] Particulars of Sales and Raw Materials Consumed					
[i] Sales	Class of Goods	Year ended 31st March, 2018		Year ended 31st March, 2017	
	Black & Packet Tea	20700.12		20581.03	
	Transformers	9295.04		15826.07	
	Industrial Fans	2130.07		1692.25	
	LT and HT Switchgears	409.50		464.02	
	Spares	316.30		1160.36	
	Sale of Service	632.97		784.75	
	Printing	914.12		1606.87	
	Others	1482.82		1412.41	
	Total	35881.04		43527.76	
	[ii] Raw Material consumed and stores consumed	Items	Year ended 31st March, 2018		Year ended 31st March, 2017
Steel		783.22		1247.22	
Copper		1634.02		1650.62	
Green Leaf		997.82		1235.23	
Parts of Distribution Transformer		2996.07		4324.28	
Oil, Chemical etc		657.18		624.86	
Printing		414.99		776.56	
Others		5035.76		6810.75	
Total		12509.06		16669.52	
[b] Value of Imported and Indigenous Raw Materials and Stores Consumed :		Year ended 31st March, 2018		Year ended 31st March, 2017	
[i] Raw Materials	Value	%	Value	%	
	Imported	5.65	0.05	54.27	0.33
	Indigenous	12317.02	99.95	16345.46	99.67
	Total	12322.67	100.00	16399.73	100.00
[ii] Stores	Imported
	Indigenous	186.39	100.00	269.78	100.00
	Total	186.39	100.00	269.78	100.00
[c] Value of imports on CIF Basis :	Year ended 31st March, 2018		Year ended 31st March, 2017		
Raw Materials and Components	5.65		48.88		
[d] Expenditure in Foreign currency :	Year ended 31st March, 2018		Year ended 31st March, 2017		
Foreign tour expenses	14.16		9.01		
[e] Earnings in Foreign exchange :	Year ended 31st March, 2018		Year ended 31st March, 2017		
Value of export on FOB basis	362.75		183.36		

[Contd.]



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

Note 46 – Segment Reporting

	Electrical	Tea	Engineering	Printing	Segment Total	Elimination	Total
[01] Segment Revenue							
External Sales	11538.49 [17538.99]	20697.49 [20578.39]	2139.24 [3064.59]	903.85 [1591.03]	35279.07 [42773.00]		
Inter Segment Sales	9.28 [4.19]	2.63 [2.64]	21.30 [15.03]	10.27 [15.84]	43.48 [37.70]		
Total Revenue From Product Sale	11547.77 [17543.18]	20700.12 [20581.03]	2160.54 [3079.62]	914.12 [1606.87]	35322.55 [42810.70]	43.48 [37.70]	35279.07 [42773.00]
Total Revenue From Sale Of Service	62.72 [(-) 51.33]	...	88.63 [270.88]	...	151.35 [219.55]		151.35 [219.55]
[02] Segment Results	(-) 676.26 [514.04]	1902.51 [3281.48]	(-) 329.00 [(-)310.22]	(-) 290.60 [54.50]	606.65 [3539.80]		606.65 [3539.80]
[03] Unallocated Corporate Expenses Net of unallocated Income							(-)16.80 [(-)474.79]
[04] Operating Profit							589.85 [3065.01]
[05] Interest Expenses							663.18 [942.12]
[06] Interest and Dividend Income							2073.01 [1703.48]
[07] PBT							1999.68 [3826.37]
[08] Segment Assets	12375.06 [15306.51]	15892.33 [14488.98]	4592.42 [5568.96]	1164.13 [2131.17]	34023.94 [37495.62]		34023.94 [37495.62]
Unallocated Corporate Assets							23018.89 [21395.54]
Total Assets							57042.83 [58891.16]
[09] Segment Liabilities & Equities	(-)32328.26 [(-)28418.64]	5851.51 [3239.61]	(-)2076.30 [(-)540.84]	1164.13 [2131.17]	(-) 27388.92 [(-)23588.70]		(-) 27388.92 [(-)23588.70]
Unallocated Corporate Liabilities							84431.75 [82479.86]
Total Liabilities							57042.83 [58891.16]
[10] Others							
Capital Expenditure	113.68 [62.42]	2753.80 [2618.23]	40.57 [61.96]	4.29 [3.75]	2912.34 [2746.36]		2912.34 [2746.36]
Depreciation including Impairment	65.10 [78.48]	549.94 [559.03]	29.67 [31.24]	13.13 [(-) 2.03]	657.84 [666.72]		657.84 [666.72]
Non-Cash expenses other than Depreciation	...	...	...		...		...
	[105.85]	[7.32]	[7.14]		[120.31]		[120.31]

[Contd.]


NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

Note 47 – Reconciliation between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

[47.1] Reconciliation of Equity as at date of transition (1st April 2016) and as at 31st March 2017

Particulars	Reconciliation of Equity	
	As on 31st March, 2017	As on 31st March, 2016
Total Equity as per IGAAP	33160.75	33691.72
Effect of Deferred Tax	(-) 339.78	(-) 332.65
Effect of Tea Board Subsidy	(-) 203.55	...
Effect of Investments	292.62	(-) 221.10
Effect of Trade Receivables	(-) 8.43	(-) 9.82
Effect of Capital Advances	(-) 21.78	(-) 21.78
Effect of Prior Period adjustments	(-) 131.65	(-) 288.92
Effect of re-classification of Tea Board Subsidy for capital assets	(-) 101.19	(-) 110.22
Impact of Excess Depreciation	13.27	...
Impact of Changes in Group Share of Profit due to Ind-AS	1079.15	1235.57
Impact of Group Share of Profit	(-) 12.27	...
Impact of Changes in Estimation	(-) 100.33	...
Adj. : Revaluation of Bearer Plants	...	(-) 10332.52
Total Equity as per Ind-AS	33626.82	23610.29

[47.2] Reconciliation of Total Comprehensive Income for the year ended on 31st March 2017

Particulars	Year ended 31st March, 2017
Profit After Tax as per IGAAP	3960.44
Adjustments :	
Effect of Tea Board Subsidy	(-) 203.55
Effect of Prior Period adjustments – Prior to 2016-17	304.43
Effect of Prior Period adjustments – found in 2017-18	(-) 131.61
Impact of adjustment on amortised cost of Trade Receivables	6.04
Impact of adjustment on amortised cost of Investments	30.90
Re-statement of Fair Value of Investments	196.38
Effect of Deferred Tax	74.67
Impact of Prior Period Depreciation	1.70
Impact of Change in Estimation	(-) 100.32
Impact of Excess Depreciation	13.27
Impact of Fair Valuation of Long Term Trade Receivables	2.37
Impact of Ind-AS adjustments	13.63
Total Comprehensive Income as per Ind-AS	4168.35

[47.3] Impact of Ind AS adoption on the statement of Cash Flow for the year ended as at 31st March 2017.

Particulars	Previous GAAP	Adjustments	Ind-AS
Net Cash Flow from Operating Activities	2113.14	(-) 769.93	1343.21
Net Cash Flow from Investing Activities	1245.96	(-) 1979.23	(-) 733.27
Net Cash Flow from Financing Activities	(-) 2532.54	3230.28	698.28
Net Increase/Decrease (-) in Cash and Cash equivalent	826.56	(-) 914.91	(-) 88.35
Cash and Cash equivalents as at 1st April, 2016	3153.04	(-) 171.40	2981.64
Cash and Cash equivalents as at 31st March, 2017	3979.58	(-) 1086.29	2893.29

[Contd.]

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]**

[₹ in lakh]

Note 48**Disclosures related to the Subsidiaries of the Company**

Sl.No.	Name of the Subsidiary	% of shareholding as at 31st March 2018	% of shareholding as at 31st March 2017
[01]	Hooghly Printing Co. Ltd	100%	100%
[02]	Yule Engineering Ltd.	100%	100%
[03]	Yule Electrical Ltd.	100%	100%

Note 49

- [a] The Board of Directors of Hooghly Printing Co. Ltd. (HPCL) has decided to close down its business operation and merge with its Holding Company i.e. Andrew Yule & Co. Ltd. subject to approval of Central Government.
- [b] Pending transfer of Assets and Liabilities of Engineering and Electrical Division to two 100% subsidiaries incorporate 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 2018 related to aforesaid divisions entered into by the Company in the Name of Andrew Yule & Company Ltd. (AYCL) have been accounted for in the Books of Accounts.

Note 50

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 Govt of West Bengal under "West Bengal Industrial Renewal Scheme, 2001" stated that the amount paid as electricity duty under the Provisions of Bengal Electricity Rules, 1935 shall be waived for period of five years with effect from 31st March, 2006.

Note 51

Sanctioned Rehabilitation Scheme approved by Board for Industrial and Financial Reconstruction (BIFR) vide Order dated 30th Oct., 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 Statements 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 instalments. BIFR vide its Order dated 30th October, 2007 recorded the issue of the said outstanding loan and prescribed that the accrued interest as on 31.03.2016 amounting to ₹131.42 lakh, on the above principal amount of ₹250.00 lakh will be added to the later and will be converted into an additional soft loan and prescribed a fresh repayment schedule, wherein the said Sales Tax Loan amounting to ₹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 Govt. of West Bengal as yet. As per present discussion with the respective Dept. of Govt. of West Bengal and as advised by them vide their letter dated 05.12.2017, Andrew Yule on 09.03.2018 deposited the Principal outstanding loan of ₹250.00 lakh as full & final payment against the abovesaid due. Accordingly, the entire balance amount of ₹530.44 lakh standing in the books as on 31.03.2018 has been written back.

Note 52

The Company has decided to increase the moratorium period in respect of 6% Cumulative Redeemable Preference Shares- WEBFIL of ₹150.69 lakh (Discounted as per IND AS) (previous year ₹136.11 lakh) (Original value ₹204.40 lakh) and zero rated unsecured Redeemable Bond of ₹194.79 lakh (Discounted as per IND AS) (Previous year ₹183.47 lakh) (Original value ₹305.00 lakh) of WEBFIL for a period of 7 (Seven) years commenced from 1st April, 2014 and 20th Dec, 2014 respectively.

However, due to improvement in the financial position, WEBFIL has paid ₹5.00 lakh to AYCL against their due for Unsecured Redeemable Bond.

[Contd.]

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]**

[₹ in lakh]

Note 53

The Employees Provident Fund Organization has raised a demand Vide Order no. 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 Rs.16.84 lakh has been attached by Provident Fund Authority from Bank account maintained at 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.

Note 54

- [a] Figures in Bracket are of previous year.
- [b] The fig in these accounts have been rounded off to nearest lakh of Rupees.
- [c] Previous year figures have been rearranged and re-grouped wherever necessary as per the Indian Accounting Standards format.

Note 55 – First time adoption of IND AS

- [55.1] Exemptions and Exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

[55.1.1] **Ind AS Optional Exemptions**

[55.1.1.1] **Deemed Cost**

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all of its property, plant and equipment, measured as per the previous GAAP and use that as its deemed cost at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38.

Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value.

[55.1.1.2] **Designation of previously recognized Financial Instruments**

Ind AS 101 allows an entity to designate investments in equity instruments at Fair Value through Other Comprehensive Income (FVOCI) on the basis of facts and circumstances at the date of transition to Ind AS except investment in Associate and Subsidiary Company.

The entity has elected to apply this exemption for its investments.

[55.1.1.3] **Leases**

Ind AS requires an entity to assess whether a contract or arrangement contains a lease. This assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS.

[Contd.]



[55.1.2] **Ind AS mandatory exceptions**

[55.1.2.1] **Estimates**

An entity's estimates in accordance with Ind AS at the date of transition with a view that Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP.

Ind AS estimates at 1st April, 2016 are consistent with the estimates as at the same date made with conformity with previous GAAP.

[55.1.2.2] **De-recognition of Financial Assets and Liabilities**

Ind AS 101 requires a first time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first time adopter to apply the de-recognition retrospectively from a date of entity's choosing.

The entity has elected to apply the de-recognition provisions prospectively from the date of transition.

[55.1.2.3] **Classification and Measurement of Financial Assets**

Ind AS 101 requires an entity to assess classification and measurement of assets on the basis of facts and circumstances that exist at the date of transition to Ind AS.

The entity has applied this exception.

[55.1.2.4] **Fair Valuation of Investments**

Under the previous GAAP, investments were classified as long term investments or current investments based on the intended holding period and realizability. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognized in retained earnings as at the date of transition.

[55.1.2.5] **Deferred Tax**

The Disclosure relating to Deferred Tax is given in Note 44.

[55.1.2.6] **Trade Receivables**

The Company applies the simplified approach of recognizing the expected losses from initial recognition of the receivables on case to case basis as provision for impairment.

[55.1.2.7] **Bank Overdrafts**

Under Ind AS, bank overdrafts repayable on demand are included in cash and cash equivalents for the purpose of presentation of statement of cash flows. Under previous GAAP, bank overdrafts were considered as part of borrowings.

[Contd.]



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 - [Contd.]

[₹ in lakh]

[55.1.2.8] **Proposed Dividend**

Under the previous GAAP, dividends proposed by the Board of Directors after the Balance Sheet date, before the approval of the financial statements were considered as adjusting events. Under Ind AS, such dividends are recognized when the same is approved by shareholders in the general meeting.

The Board has proposed dividend @ 1.96% amounting to ₹191.73 lakh (Dividend Distribution Tax thereon ₹39.03 lakh) at its meeting held on 30th May, 2018, subject to approval of members in the Annual General Meeting.

[55.1.2.9] **Excise Duty**

Under the previous GAAP, revenue from sale of products was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. The excise duty paid is presented as part of expenses.

[55.1.2.10] **Recognition of Assets for WIP of Bearer Plants**

As per Standard Accounting practice being followed in Tea Industry, all tea plants planted are treated as matured tea after its nurturing for three consecutive years & cost thereof for those sections which have attained maturity are shown as addition to block on the fourth year of its maintenance from Capital WIP.

[55.1.2.11] **Remeasurements of Post-employment Benefit Obligations**

Under the Ind AS, actuarial gains and losses and the return on plant assets, are recognized in other comprehensive income. Under the previous GAAP, they were forming part of the profit and loss for the year.

For Andrew Yule & Company Limited

SUCHARITA DAS
Company Secretary

SANDIP ROY
General Manager (F&A)

R. C. SEN
Director (Finance)

DEBASIS JANA
Chairman & Managing Director

As per our Report of even date.

For **U. S. Saha & Co.**
Chartered Accountants
Firm Registration No.309037E
(**U. S. SAHA, FCA**)

Partner

Membership No.015491

Date : 30th May, 2018

Place : Kolkata.



Additional information as required under Schedule-III to 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 of Profit or Loss	
	As % of Total Net Assets	Amount (₹ in Lakhs)	As % of Consolidated Profit or Loss	Amount (₹ in Lakhs)
Parent				
Andrew Yule & Co. Ltd	53.23	18900.58	77.62	1917..34
Subsidiaries (Indian) :				
Hooghly Printing Co. Ltd.	(-) 0.23	(-) 82.90	(-) 14.89	(-) 367.78
Yule Electrical Ltd.	(-) 0.02	(-) 5.81	(-) 0.01	(-) 0.22
Yule Engineering Ltd.	(-) 0.01	(-) 1.95	(-) 0.01	(-) 0.27
Associate (Indian) :				
Tide Water Oil Co. (I) Ltd.	47.40	16830.91	37.31	921.70



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

1.	Sl. No.	1	2	3
2.	Name of the Subsidiary	Hooghly Printing Co. Ltd.	Yule Engineering Limited	Yule Electrical Limited
3.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Not Applicable	Not Applicable	Not Applicable
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	(185.61)	(6.95)	(10.81)
7.	Total Assets	1164.13	0.06	...
8.	Total Liabilities	1164.13	0.06	...
9.	Investments	...	...	...
10.	Turnover	914.12	...	...
11.	Profit before Taxation	(370.81)	(0.27)	(0.22)
12.	Provision for Taxation	3.03	...	...
13.	Profit after Taxation	(367.78)	(0.27)	(0.22)
14.	Proposed Dividend	...	...	...
15.	Percentage (%) of Shareholding	100%	100%	100%

- Notes:** 1. Names of subsidiaries which are yet to commence operations: N.A.
2. 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 Beerhoom Coal Co. Ltd.	Katras Jherriah Coal Co. Ltd.
[01]	Latest Audited Balance Sheet Date	31st March, 2018	31st March, 2018	31st March, 2018
[02]	Shares of Associate held by the Company on the year end			
	i. Number	913960	105355	60260
	ii. Amount of Investment in Associate.	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	Not Applicable	Not Applicable	Not Applicable
[05]	Net Worth attributable to shareholding as per latest audited Balance Sheet.	65033	(113.33)	(1.81)
[06]	Profit or Loss for the year			
	i. Considered in Consolidation	2846.74		(0.77)
	ii. Not Considered in Consolidation	Not Applicable	Not Applicable	Not Applicable

- Notes:** 1. Names of associates which are yet to commence operations: N.A.
2. Names of associates which have been liquidated or sold during the year: N.A..
3. There is significant influence due to percentage (%) of Shareholding.
4. The Company has no Joint Ventures, therefore Part - B relating to Joint Ventures is not applicable.

For Andrew Yule & Company Limited

Kolkata
30th May, 2018

SUCHARITA DAS
Company Secretary

SANDIP ROY
General Manager (F&A)

R. C. SEN
Director (Finance)

DEBASIS JANA
Chairman & Managing Director

**Performance at a Glance**

[₹ in lakh]

Particulars	Financial Years									
	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18
Revenue from Operations	18056.91	18646.40	23211.70	29069.19	31115.22	36681.36	35514.83	35759.86	41966.72	35008.18
Total Income	24998.26	29617.97	28661.95	30241.96	32174.07	37738.87	40213.71	38997.73	46878.76	38913.50
Profit Before Taxes	3175.89	7549.22	4139.66	1199.69	1400.20	2542.65	1389.16	927.36	3849.95	2357.32
Taxes	239.71	11.22	7.35	15.06	265.20	313.39	93.10	92.07	589.86	645.73
Profit After Taxes	2936.18	7538.00	4132.31	1184.63	1135.00	2229.26	1296.06	835.29	3260.09	1711.59
Other Comprehensive Income	...	...	...	...	...	...	...	...	(276.26)	205.75
Total Comprehensive Income	...	...	...	...	...	...	...	...	2983.83	1917.34
Net Worth (*)	16800.58	16872.57	17309.51	13467.53	14620.73	18133.35	18990.27	19813.14	17571.71	18900.58

* Networth does not include the Share Application Money pending allotment.

** The details of the Financial Year 2016-17 and 2017-18 is considered as per the recasted accounts as per the Indian Accounting Standards applicable from the Financial Year 2017-18 to Andrew Yule & Co. Ltd.