



## ANDREW YULE & COMPANY LIMITED



### Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars, stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants and in respect of physical holdings with the Share Department.

### Table of Contents

### Page

Corporate Information .....	03
Notice to Members .....	04
Boards' Report.....	12
Report on Corporate Governance .....	34

### STANDALONE FINANCIAL STATEMENTS

Auditors' Report.....	46
Comments of the Comptroller & Auditor General of India.....	52
Balance Sheet .....	53
Statement of Profit and Loss .....	54
Cash Flow Statement .....	55
Significant Accounting Policies.....	57
Notes to Financial Statements .....	61

### CONSOLIDATED FINANCIAL STATEMENTS

Auditors' Report.....	82
Comments of the Comptroller & Auditor General of India.....	86
Balance Sheet .....	87
Statement of Profit and Loss .....	88
Cash Flow Statement .....	89
Significant Accounting Policies.....	91
Notes to Consolidated Financial Statements .....	94
Statement u/s.129(3) of the Companies Act, 2013 in form AOC-1 relating to Subsidiary and Associate Companies .....	117



## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Shri Sunil Munshi	– Director (Personnel) and Chairman & Managing Director
Shri R.C. Sen	– Director (Finance)
Shri Debasis Jana	– Director (Planning)
Shri Bhaskar Jyoti Mahanta	– Govt. of India Nominee Director
Ms. Sanyukta Samaddar	– Govt. of India Nominee Director
Shri Sudhir Jhunjunwala	– Non-Executive Independent Director
Dr. Dhanpat Ram Agarwal	– Non-Executive Independent Director

### **AUDIT COMMITTEE**

Dr. Dhanpat Ram Agarwal, Chairman  
Shri Sudhir Jhunjunwala  
Shri R.C. Sen

### **NOMINATION & REMUNERATION COMMITTEE**

Shri Sudhir Jhunjunwala, Chairman  
Dr. Dhanpat Ram Agarwal  
Ms. Sanyukta Samaddar

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Dr. Dhanpat Ram Agarwal, Chairman  
Shri Sunil Munshi  
Shri R.C. Sen.

### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Shri Sudhir Jhunjunwala, Chairman  
Shri Sunil Munshi  
Shri R.C. Sen  
Shri Debasis Jana

### **RISK MANAGEMENT COMMITTEE**

Shri Sunil Munshi, Chairman  
Shri R.C. Sen  
Shri Debasis Jana

### **CFO**

Shri R.C. Sen

### **COMPANY SECRETARY**

Smt. Sucharita Das

### **STATUTORY AUDITOR**

V. Singhi & Associates,  
Chartered Accountants,  
4, Mangoe Lane, Surendra Mohan Ghosh Sarani,  
Kolkata-700 001.

### **SECRETARIAL AUDITOR**

S. Rath & Company,  
Company Secretaries,  
31/1, Chatawala Lane, 2nd Floor, Room No.209,  
Kolkata-700 012.

### **COST AUDITOR**

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

### **BANKERS**

Allahabad Bank, IFB Branch, 17, R.N. Mukherjee Road,  
Kolkata-700 001.  
Bank of Baroda, India Exchange Place Branch, 4, India Exchange  
Place, Kolkata-700001.  
Union Bank of India, India Exchange Place Branch, 15, India  
Exchange Place, Kolkata-700001.  
United Bank of India, Kolkata Branch, 4, N.C. Dutta Sarani,  
Kolkata-700 001.

### **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](http://www.andrewyule.com)  
E-mail ID : [com.sec@andrewyule.com](mailto:com.sec@andrewyule.com)

### **NORTHERN REGIONAL OFFICE**

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

### **REGISTRAR & TRANSFER AGENT**

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](mailto:mcssta@rediffmail.com) / [mcskol@rediffmail.com](mailto:mcskol@rediffmail.com)



## ANDREW YULE & COMPANY LIMITED

### ANDREW YULE & COMPANY LIMITED

(A Government of India Enterprise)

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

CIN No. L63090WB1919GOI003229

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 68th 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 Friday, the 23rd day of September, 2016 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, 2016 including the Consolidated Audited Financial Statements for the year ended on that date together with the Reports of the Board of Directors, Auditors and Comments of the Comptroller & Auditor General of India (CAG) thereon.
- [02] To appoint a Director in place of Ms. Sanyukta Samaddar (DIN:06780179), who retires by rotation at this Annual General Meeting under Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
- [03] To authorise the Board of Directors to fix the remuneration of the Statutory Auditors of the Company for the Financial Year 2016-17 in compliance with the orders and directions of appointment by the Comptroller and Auditor General of India.

#### SPECIAL BUSINESS :

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

##### [04] As an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 148(3) and 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 Rs.1,45,000/- per annum (exclusive of service tax, travelling expenses, etc.) 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, 2017."

"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."

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

"RESOLVED THAT subject to the terms and conditions as determined by the Government of India, Shri Bhaskar Jyoti Mahanta (DIN: 07487571) was appointed as a Part-time Official Director on the Board of Directors of the Company by the Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Government of India vide letter no.10(9)/2012-PE.I dated 21st March, 2016 and subsequently pursuant to the provisions of Section 161 and any other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Bhaskar Jyoti Mahanta (DIN : 07487571) was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 21st March, 2016 to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, signifying his intention to propose Shri Bhaskar Jyoti Mahanta as a candidate for the office of the Director of the Company, be and is hereby appointed as a part-time Official Director of the company whose term of office shall be liable to retirement by rotation."



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

**“RESOLVED THAT** subject to the terms and conditions as determined by the Government of India, Shri Sudhir Jhunjhunwala (DIN: 00548176) was appointed as a Part-time Non-Official Independent Director on the Board of Directors of the Company by the Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Government of India vide order no.10(33)/2010-PE.I (i) dated 4th July, 2016 and subsequently pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Sudhir Jhunjhunwala (DIN: 00548176) was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 4th July, 2016 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, signifying his intention to propose Shri Sudhir Jhunjhunwala as a candidate for the office of the Director of the Company, be and is hereby appointed as a Part-time Non-Official Independent Director of the Company w.e.f. 4th July, 2016, whose term shall not be subject to retirement by rotation, to hold office for a period of 3 (three) consecutive years or until further order by the Government of India, whichever is earlier.”

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

**“RESOLVED THAT** subject to the terms and conditions as determined by the Government of India, Dr. Dhanpat Ram Agarwal (DIN: 00322861) was appointed as a Part-time Non-Official Independent Director on the Board of Directors of the Company by the Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Government of India vide order no.10(33)/2010-PE.I (ii) dated 4th July, 2016 and subsequently pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Dhanpat Ram Agarwal (DIN: 00322861) was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 4th July, 2016 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, signifying his intention to propose Dr. Dhanpat Ram Agarwal as a candidate for the office of the Director of the Company, be and is hereby appointed as a Part-time Non-Official Independent Director of the Company w.e.f. 4th July, 2016, whose term shall not be subject to retirement by rotation, to hold office for a period of 3 (three) consecutive years or until further order by the Government of India, whichever is earlier.”

Registered Office :

“Yule House”,

8, Dr. Rajendra Prasad Sarani,

Kolkata - 700 001

Date : 12th August, 2016

By Order of the Board

Sucharita Das

Company Secretary

**NOTES :**

- [01] An Explanatory Statement pursuant to Section 102 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] 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.
- [04] The Register of the Members and the Share Transfer Registers of the Company will remain closed from 17th September, 2016 (Saturday) to 23rd September, 2016 (Friday), both days inclusive.





- [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 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.
- [07] 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.
- [08] Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank Details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or to Company's Registrar and Share Transfer Agent.
- In case the mailing address mentioned on the Attendance Slip is without the PINCODE, Members are requested to kindly inform the PINCODE immediately.
- [09] 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.
- [10] 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.
- [11] Electronic copy of the Notice of the 68th 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 68th 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.
- [12] Electronic copy of the Annual Report for Financial Year 2015-2016 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 2015-2016 is being sent in the permitted mode.
- [13] Members may also note that the Notice of the 68th Annual General Meeting, Attendance Slip and Proxy Form will be available on the Company's website at [www.andrewyule.com](http://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 2015-2016 will be available on the Company's website [www.andrewyule.com](http://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](mailto:ay_share@rediffmail.com).
- [14] 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.
- [15] The Route Map showing directions to reach the venue of the 68th AGM is annexed hereto.
- [16] Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- [17] Kindly note that as per the notifications of SEBI, the Company's equity shares have been under compulsory demat trading mode for all the investors. You are therefore, requested to demat your shareholding to avoid inconvenience in future.



- [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.
  - [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 and 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 68th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The instructions for remote e-voting are as under:

- [A] In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company) :
- [i] Open the e-mail and also open PDF file namely "AndrewYule e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user / login ID and password for e-voting. Please note that the password is an initial password.
  - [ii] Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
  - [iii] Click on Shareholder - Login.
  - [iv] If you are already registered with NSDL for e-voting then you can use your existing user / login ID and password.
  - [v] If you are logging in for the first time, please enter the user / login ID and password provided in the PDF file attached.
  - [vi] The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - [vii] Once the e-voting home page opens, click on e-voting > Active Voting Cycles.
  - [viii] Select "EVEN" (E-Voting Event Number) of Andrew Yule & Company Limited. Now you are ready for e-voting as Cast Vote page opens.
  - [ix] Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - [x] Upon confirmation, the message "Vote cast successfully" will be displayed.
  - [xi] Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - [xii] Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [psarawagi@vsnl.com](mailto:psarawagi@vsnl.com) and / or [pawan@sarawagi.in](mailto:pawan@sarawagi.in), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - [xiii] In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting User Manual - Shareholder, available at the 'downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990.
  - [xiv] You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - [xv] Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on 16th September, 2016 may obtain user/login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).
- However, if you are already registered with NSDL for e-voting then you can use your existing user/login ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-222-990.



## ANDREW YULE & COMPANY LIMITED

- [B] In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose email addresses are not registered with the Company):
- [i] Initial password is provided in the enclosed form: EVEN (E-Voting Event Number), user / login ID and password.
  - [ii] Please follow all steps from Sl. No. (i) to Sl. No. (xv) above, to cast vote.
- [C] Other Instructions:
- [i] The remote e-voting period commences on Tuesday, 20th September, 2016 (9.00 a.m.) and ends on Thursday, 22nd September, 2016 (5.00 p.m.). During this period, members of the Company, holding shares, as on 16th September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.
  - [ii] The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 16th September, 2016.
  - [iii] Shri P. K. Sarawagi, Practicing Company Secretary (Membership No. FCS 3381), Proprietor of M/s. P. Sarawagi & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
  - [iv] Facility for voting through polling paper shall be made available at the 68th Annual General Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the concerned meeting.
  - [v] The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make, not later than 3 (three) days of the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - [vi] Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - [vii] Members of the company holding shares as on 16th September, 2016, may opt for remote e-voting or voting at the AGM through polling paper.
  - [viii] The results declared along with the Scrutinizer's Report shall be placed on the Company's Website [www.andrewyule.com](http://www.andrewyule.com) and on the Website of NSDL [www.evoting.nsdl.com](http://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] 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 : 12th August, 2016

By Order of the Board  
Sucharita Das  
Company Secretary



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

- Item No.4** The Board of Directors of the Company has approved at their Meeting held on 18th June, 2016, 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 2016-17 at a remuneration of ₹1,45,000/- (Rupees one lakh forty-five thousand only) per annum (exclusive of service tax, travelling expenses, etc.).
- 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.
- 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.4 of the Notice.
- Item No.5** Shri Bhaskar Jyoti Mahanta (DIN: 07487571), Joint Secretary, Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises was appointed as a Part-time Official Director on the Board of Directors of the Company by the Government of India vide letter no.10(9)/2012-PE.I dated 21st March, 2016 issued by the Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises and was accordingly appointed as an Additional Director of the Company w.e.f. 21st March, 2016 in terms of the provisions of Section 161 of the Companies Act, 2013 to hold office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Bhaskar Jyoti Mahanta as a candidate for the office of the Director of the Company.
- The brief profile of Shri Bhaskar Jyoti Mahanta is included in the Notice.
- None of the Directors, Key Managerial Personnel (KMPs) or the relatives of Directors or KMPs, except Shri Bhaskar Jyoti Mahanta, are in any way, concerned or interested, financial or otherwise, in the said resolution.
- Item No.6** Shri Sudhir Jhunjhunwala (DIN: 00548176) was appointed as a Part-time Non-Official Independent Director on the Board of Directors of the Company by the Government of India vide order no.10(33)/2010-PE.I (i) dated 4th July, 2016 issued by the Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises and was accordingly appointed as an Additional Director of the Company w.e.f. 4th July, 2016 in terms of the provisions of Section 161 of the Companies Act, 2013 to hold office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Sudhir Jhunjhunwala as a candidate for the office of the Director of the Company to hold office for 3 (three) consecutive years.
- The brief profile of Shri Sudhir Jhunjhunwala is included in the Notice. Based on his vast experience in the corporate world and wider knowledge, the Board considers his appointment to be in the interest of the Company and recommends the resolution considered in Item No.6 of the accompanying notice for approval of the members as an Ordinary Resolution.
- Shri Jhunjhunwala has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.
- None of the Directors, Key Managerial Personnel (KMPs) or the relatives of Directors or KMPs, except Shri Sudhir Jhunjhunwala, are in any way, concerned or interested, financial or otherwise, in the said resolution.
- Item No.7** Dr. Dhanpat Ram Agarwal (DIN: 00322861) was appointed as a Part-time Non-Official Independent Director on the Board of Directors of the Company by the Government of India vide order no.10(33)/2010-PE.I (ii) dated 4th July, 2016 issued by the Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises and was accordingly appointed as an Additional Director of the Company w.e.f. 4th July, 2016 in terms of the provisions of Section 161 of the Companies Act, 2013 to hold office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 signifying his intention to propose Dr. Dhanpat Ram Agarwal as a candidate for the office of the Director of the Company to hold office for 3 (three) consecutive years.
- The brief profile of Dr. Dhanpat Ram Agarwal is included in the Notice. Based on his vast experience in the corporate world and wider knowledge, the Board considers his appointment to be in the interest of the Company and recommends the resolution considered in Item No.7 of the accompanying notice for approval of the members as an Ordinary Resolution.
- Dr. Agarwal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.
- None of the Directors, Key Managerial Personnel (KMPs) or the relatives of Directors or KMPs, except Dr. Dhanpat Ram Agarwal, are in any way, concerned or interested, financial or otherwise, in the said resolution.

Registered Office :  
"Yule House",  
8, Dr. Rajendra Prasad Sarani,  
Kolkata - 700 001  
Date : 12th August, 2016

By Order of the Board  
Sucharita Das  
Company Secretary



## ANDREW YULE & COMPANY LIMITED

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

Name of Director	Ms. Sanyukta Samaddar	Shri Bhaskar Jyoti Mahanta	Shri Sudhir Jhunjhunwala	Dr. Dhanpat Ram Agarwal
Date of Birth	28th August, 1975	24th January, 1963	6th June, 1967	13th January, 1959
Date of Appointment	27th May, 2015	21st March, 2016	4th July, 2016	4th July, 2016
Expertise	Expertise in Administration, Finance and Vigilance	Expertise in Administration	Expertise in Finance	Expertise in World Trade Organization and International Trade Studies, Intellectual Property Rights – Legal and Technical Rights, Finance and Taxation
Qualification	M.A. (Pol. Sc.) from Jawahar Lal Nehru University, New Delhi; M.A. (Public Admin.) from Syracuse University, New York, USA	IPS Officer (1988 batch), M.A. (Social Work) from Delhi University	MBA from London Business School	PhD (Econ.) from North Bengal University, FCA, LLB from University of Calcutta
Shareholding in the Company	NIL	NIL	NIL	NIL
List of other Listed entities in which Directorship held	NIL	Tide Water Oil Co. (I) Ltd.	NIL	1. TCI Finance Ltd. 2. Barak Valley Cements Ltd.
Chairman / Member of the Committees of the Board across all other Listed entities in which he/she is a Director	NIL	NIL	NIL	1. Member of Stakeholders Relationship Committee – TCI Finance Ltd. 2. Member of Corporate Social Responsibility Committee – TCI Finance Ltd. 3. Member of Nomination & Remuneration Committee – Barak Valley Cements Ltd.
Chairman/Member of the Committees of the Board of Directors of the Company	Member - Nomination and Remuneration Committee	NIL	Chairman - Nomination and Remuneration Committee; Chairman - Corporate Social Responsibility Committee; Member - Audit Committee	Chairman - Audit Committee; Chairman - Stakeholders Relationship Committee; Member - Nomination and Remuneration Committee
Disclosure of relationships between Directors inter-se	No relationship shared between Directors inter-se	No relationship shared between Directors inter-se	No relationship shared between Directors inter-se	No relationship shared between Directors inter-se

### REQUEST TO MEMBERS

Members desirous of getting Information/Clarification on the Accounts and Operations of the Company or intending to raise any query are requested to forward the same at least 7 days in advance of the meeting to the Company Secretary at the office address so as the same may be attended appropriately.

### KIND ATTENTION OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

The Shares held by you in physical form can be easily dematerialized i.e. converted into electronic form. The various benefits derived out of dematerialization of shares are:

- [01] Immediate transfer of securities.
- [02] No stamp duty on transfer of securities.
- [03] Elimination of risk associated with physical certificates such as bad delivery, fake securities etc.



- [04] Reduction in paperwork involved in transfer of securities.
- [05] Reduction in transaction cost.
- [06] Nomination facility.
- [07] Changes in address recorded with DP get registered electronically with all Companies in which investor holds securities in demat form, eliminating the need to correspond with each of them separately.
- [08] Transmission of securities is done by DP eliminating correspondence with Companies.
- [09] Convenient method of consolidation of folios/accounts.
- [10] Automatic credit into demat account of shares arising out of split/consolidation/merger. You are therefore, requested to:
  - [a] Approach any Depository Participant (DP) of your choice for opening a Demat Account.
  - [b] Fill in a Demat Request Form (DRF) and handover the relative physical share certificate(s) to your DP for Dematerialization of your shares.

Shares will get converted into electronic form and automatically credited to your Demat Account.

