

**CORPORATE INFORMATION**

BOARD OF DIRECTORS	
Shri Debasis Jana	Chairman & Managing Director
Shri Sanjoy Bhattacharya	Director (Planning) [w.e.f. 13th April, 2018]
Shri Partha Dasgupta	Director (Finance) [w.e.f. 6th July, 2018]
Shri K. Mohan	Director (Personnel) [w.e.f. 11th March, 2019]
Shri Amit Varadan	Nominee Director, Govt. of India [w.e.f. 4th April, 2019]
Shri Arvind Kumar	Nominee Director, Govt. of India
Smt. Sipra Goon	Non-Executive Independent Director
AUDIT COMMITTEE	
Smt. Sipra Goon, Chairperson Shri Debasis Jana Shri Sanjoy Bhattacharya	
NOMINATION & REMUNERATION COMMITTEE	
Smt. Sipra Goon, Chairperson Shri Amit Varadan Shri Arvind Kumar	
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	
Shri Debasis Jana, Chairman Shri Partha Dasgupta Smt. Sipra Goon	
STAKEHOLDERS RELATIONSHIP COMMITTEE	
Smt. Sipra Goon, Chairperson Shri Debasis Jana Shri Partha Dasgupta	
RISK MANAGEMENT COMMITTEE	
Shri Debasis Jana, Chairman Shri Sanjoy Bhattacharya Shri Partha Dasgupta Shri K. Mohan	
COMMITTEE OF THE BOARD OF DIRECTORS	
Shri Debasis Jana, Chairman Shri Sanjoy Bhattacharya Shri Partha Dasgupta Shri K. Mohan	
CHIEF FINANCIAL OFFICER	
Shri Partha Dasgupta	

COMPANY SECRETARY
Smt. Sucharita Das
STATUTORY AUDITOR
M/s. S. Ghose & Co. LLP Chartered Accountants, 11, Old Post Office Street Kolkata - 700001
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. 383, Lake Gardens, 1st Floor, Kolkata - 700 045 Telephone : (033) 4072 4051/4052/4053 Fax : (033) 4072 4050 E-mail : 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 Telephone : (033) 2242 8210 / 8550 Fax : (033) 2242 9770 Website : www.andrewyule.com E-mail : com.sec@andrewyule.com CIN – L63090WB1919GOI003229
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**



BOARD OF DIRECTORS



Shri Debasis Jana
Chairman & Managing Director

FUNCTIONAL DIRECTORS



Shri Sanjoy Bhattacharya
Director (Planning)



Shri Partha Dasgupta
Director (Finance)



Shri K. Mohan
Director (Personnel)

GOVERNMENT DIRECTORS



Shri Amit Varadan
Jt. Secretary, DHI



Shri Arvind Kumar
Dy. Secretary, DHI

INDEPENDENT DIRECTOR



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



Shri 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 71st Annual General Meeting and presenting Annual Report of your Company for the financial year 2018-19.

As you know, the Indian economy started the fiscal year 2018-19 with a healthy 8.0% growth (with Base Year 2011-12) in the first quarter on the back of domestic resilience. Growth eased to around 7.0% on an average for FY 2018-19 mainly due to global headwinds, like rising trade tensions and geo-political uncertainties in some parts of the world, and downward trends in financial health of industrial and banking sectors. The Indian rupee witnessed high volatility this year, falling abruptly between April, 2018 to October, 2018 against USD, in the wake of global headwinds coupled with widening current account deficit led by higher crude oil prices. However, rupee turned around in the second half of the year, a sharp downward reversal in crude oil prices helped it recover from its record lows. Despite softer growth, the Indian economy remains one of the fastest-growing and possibly the least affected by global turmoil.

Your Company has earned total revenue of Rs.352.60 crores as against Rs.389.14 crores in 2017-18, registering a decrease of 9.39% YOY mainly due to a low market position. Profit before Tax (PBT) during the financial year 2018-19 stood at Rs.10.51 crores as compared to Rs.23.57 crores for the previous financial year. Profit after Tax (PAT) for the financial year 2018-19 stood at Rs.8.70 crores as compared to Rs.17.12 crores during the previous financial year. Total Comprehensive Income (TCI) stood at Rs.1.37 crores (Rs. 19.17 crores in 2017-18) after making necessary Income Tax provisions and other adjustment of losses under the category of other comprehensive income i.e. actuarial losses relating to employee benefits, loss on re-measurement of investments etc. The decreasing trend of profit is mainly due to lower market price of Tea throughout the year as well as the mandatory increase in wages of tea workers as were declared by respective State Government.

Due to insufficient free cash surplus position in view of increase in wages of tea workers, absorption of employees of M/s. Hooghly Printing Company Limited and its merger process with Andrew Yule & Company Limited as per Government of India Order, we are unable to recommend any dividend for the financial year 2018-19 and quite apprehensive of getting the support of all shareholders in our effort to maintain and improve the financial health of the Company.

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. The Company is complying with the Government Guidelines and listing regulations on Corporate Governance. However filing up of vacant posts of Directors on the Board, 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.

Being a good corporate citizen, your Company 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. It 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 you that various initiatives were taken for improvement of prospects of tea operation of your Company. The Company has initiated a process for appointing dealers for packet tea to create a strong PAN India Dealer Network for



Yule Tea brand. The packet tea sales counter at “Yule House” has been renovated and made more attractive. All gardens of the group are now having FSSAI License to operate and manufacture tea. With better field practices and major emphasis on increase in younger age profile of the tea bushes through vigorous uprooting & replanting programme resulting in higher crop prospects for the future years.

“Yule Tea” will focus on taking the right strategic actions and building a strong set of future-focused capabilities and platforms, to seize these opportunities. Your Company is having a strong brand, which will help us achieve our aspirations for the future. The opportunities ahead of the Company are inspiring and motivating for all of us. The Tea division of your company continued to grow from strong to stronger through its special emphasis on Quality of its produce and is now recognized as one of the “Top Quality Tea Producer” in the industry.

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, service providers, employees, 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.

Place: Kolkata
Date: 18th September, 2019

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 71st 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 18th day of September, 2019 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 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.
2. To consider continuation of the appointment of Shri Arvind Kumar (DIN: 06956955), Part-time Official Director (Govt. Nominee) as a Director liable to retire by rotation at this Annual General Meeting as per applicable provisions of the Companies Act, 2013 subject to the terms and conditions as determined by the Government of India vide their letter F. No. 10(11)2015-PE.I dated 12th December, 2017 and further order(s) in this regard, if any.
3. To authorize the Board of Directors to fix remuneration of Statutory Auditors of the Company for the financial year 2019-20 in compliance with the orders and directions of appointment by the Comptroller & Auditor General of India.

SPECIAL BUSINESS:

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

4. 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 Rs.1,50,000/- per annum plus 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, 2020."

"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 12th September, 2019 (Thursday) to 18th September, 2019 (Wednesday), both days inclusive.

Registered Office:
"Yule House",
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700 001
Date: 13th August, 2019

By Order of the Board
Sucharita Das
Company Secretary



NOTES:

1. 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.
2. 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.
3. The full Annual Report as per Ind-AS is available on Company's website www.andrewyule.com.
4. 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.
5. An authorized representative of the President of India, holding shares in a Company, may appoint a proxy under his signature to attend and vote on his/her behalf at the Meeting and such authorized representative may appoint a Proxy under his signature.
6. Messrs. MCS Share Transfer Agent Limited, 383 Lake Gardens, 1st Floor, Kolkata - 700045 has been appointed as Registrar and Share Transfer Agent (RTA) of the Company.
7. Dividends for the financial year ended 31st March, 2015, 31st March, 2017 and 31st March, 2018, 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, 25th October, 2024 and 2nd November, 2025 respectively.

In terms of Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, shares of the Company in respect of which dividend entitlements have remained unclaimed or unpaid for seven consecutive years or more, are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Government of India.

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 26th September, 2018 (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.

The Members are requested to take note that unclaimed dividends be claimed immediately for the financial year ended 31st March, 2015, 31st March, 2017 and 31st March, 2018 to avoid transfer of the shares to the IEPF Account although the shares transferred to the IEPF Account can be claimed back.

8. 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.
9. Members desirous of making a nomination in respect of their shareholding in physical form, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed form SH-13 and SH-14, as per Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, to the Share Department of the Company or to the office of the Registrar and Share Transfer Agent.
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank Details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or to Company's Registrar and Share Transfer Agent.

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

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Share Department of the Company or to Company's Registrar and Share Transfer Agent. SEBI has also mandated that for



registration of transfer of securities, the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN Card to the Company for registration of transfer of securities.

12. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. Electronic copy of the Notice of the 71st 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 71st 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 2018-19 is being sent to all Members whose email IDs are registered with the Company/Company's Registrar and 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 the Financial Year 2018-19 is being sent in the permitted mode.
15. Members may also note that the Notice of the 71st 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 2018-19 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: com.sec@andrewyule.com or ay_share@rediffmail.com.
16. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the Notice. The Director has furnished the requisite declarations for their appointment/re-appointment.
18. 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.
19. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
20. Non-Resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
21. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, 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 71st 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 :
- v. **Your password 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***

- 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.
- 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.