



एण्ड्रू यूल् एण्ड  
कम्पनी लिमिटेड  
(भारत सरकार का उद्यम)

# ANDREW YULE & COMPANY LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)

'YULE HOUSE', 8, DR. RAJENDRA PRASAD SARANI, KOLKATA-700 001  
POST BOX : 150, TELEPHONE : 2242-8210, 2242-8550, FAX : 91-033-2242-9770  
Website : [www.andrewyule.com](http://www.andrewyule.com) E-mail : [com.sec@andrewyule.com](mailto:com.sec@andrewyule.com)  
CIN No. L63090WB1919GOI003229

आण्ड्रू इडुल आण्ड  
कॉम्पनी लिमिटेड  
(भारत सरकार के एक टि संस्था)

Ref.: AYCL/Sectl/AGM 20-21

6<sup>th</sup> September, 2021

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

Dear Sir/Madam,

**Sub.: Submission of Annual Report of the Company for the financial year 2020-21**

Pursuant to the provisions of Regulation 34 read with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are enclosing herewith the Annual Report of the Company for the financial year 2020-21 which includes the Notice convening the 73<sup>rd</sup> Annual General Meeting of the members of the Company and the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021. This will also be placed on the website of the Company at [www.andrewyule.com](http://www.andrewyule.com).

This is for your information and records.

Thanking you,

Yours faithfully,  
For Andrew Yule & Company Limited

(Sucharita Das)  
Company Secretary

Encl.: As above

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Azadi Ka  
Amrit Mahotsav



# **ANNUAL REPORT**

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## **2020-2021**

**Andrew Yule & Co. Ltd.**  
(A Government of India Enterprise)



## **CORPORATE INFORMATION**

### **Board of Directors**

Shri Sanjoy Bhattacharya [DIN:07674268]	– Chairman & Managing Director [holding additional charge of the post of Director (Planning)]
Shri K. Mohan [DIN: 08385809]	– Director (Personnel) [holding additional charge of the post of Director (Finance)]
Shri Jeetendra Singh [DIN:09207792]	– Nominee Director, Govt. of India
Shri Aditya Kumar Ghosh [DIN:09222808]	– Nominee Director, Govt. of India
Shri Vishwanath Giriraj [DIN:01182899]	– Non-Executive Independent Director
Shri Anil Kumar Goyal [DIN:07791721]	– Non-Executive Independent Director
Rear Admiral Anil Kumar Verma [DIN:05177972]	– Non-Executive Independent Director

### **Audit Committee**

Shri Vishwanath Giriraj, Chairman  
Shri Anil Kumar Goyal  
Rear Admiral Anil Kumar Verma

### **Nomination & Remuneration Committee**

Shri Anil Kumar Goyal, Chairman  
Shri Vishwanath Giriraj  
Rear Admiral Anil Kumar Verma  
Shri Aditya Kumar Ghosh

### **Stakeholders Relationship Committee**

Rear Admiral Anil Kumar Verma, Chairman  
Shri Anil Kumar Goyal  
Shri Sanjoy Bhattacharya  
Shri K. Mohan

### **CSR Committee**

Shri Sanjoy Bhattacharya, Chairman  
Shri K. Mohan  
Rear Admiral Anil Kumar Verma  
Shri Vishwanath Giriraj  
Shri Anil Kumar Goyal

### **Risk Management Committee**

Shri Sanjoy Bhattacharya, Chairman  
Shri K. Mohan  
Shri Vishwanath Giriraj

### **Committee of the Board of Directors**

Shri Sanjoy Bhattacharya, Chairman  
Shri K. Mohan

### **Chief Financial Officer**

Shri K. Mohan

### **Company Secretary**

Smt. Sucharita Das

### **Statutory Auditor**

M/s. S. K. Basu & Co.  
Chartered Accountants,  
20/5/2/2, Bisweswar Banerjee Lane,  
Howrah – 711101

### **Secretarial Auditor**

M/s. A. K. Labh & Co.  
Company Secretaries,  
40, Weston Street, 3rd Floor,  
Kolkata – 700013

### **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**

Indian Bank (Formerly Allahabad Bank)  
Bank of Baroda  
Union Bank of India  
Punjab National Bank (Formerly 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

**Note: Name(s) of any Director specified anywhere in this Report shall be read along with the Director Identification Number (DIN) stated against his name.**



## **VISION**

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

## **MISSION**

- To make AYCL INR 500 crore Company by FY 2024.
- Tapping new market to promote growth and profitability.
- To deliver quality product and services on time.



**BOARD OF DIRECTORS**

**FUNCTIONAL DIRECTORS**



Shri Sanjoy Bhattacharya  
Chairman & Managing Director



Shri K. Mohan  
Director (Personnel)

**GOVERNMENT NOMINEE DIRECTORS**



Shri Jeetendra Singh  
Jt. Secretary, DHI



Shri Aditya Kumar Ghosh  
Dy. Secretary, DHI

**INDEPENDENT DIRECTORS**



Shri Vishwanath Giriraj



Shri Anil Kumar Goyal



Rear Admiral Anil Kumar Verma



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## CHAIRMAN'S STATEMENT



**Shri Sanjoy Bhattacharya**  
Chairman & Managing Director

Dear Shareholders,

I am privileged to present the 73<sup>rd</sup> Annual Report of your Company for FY 2020-21 and sincerely hope that all of you are safe and in good health. The outbreak of Covid-19 has been an immense threat to human life and has also adversely affected the global economy. But India has coped up well and is showing signs of recovery.

It is an honour and give me immense satisfaction to appraise you about the financial performance and achievements of your Company during the FY 2020-21 and its future outlook. Despite the initial contraction, our business had a V-shaped recovery and recorded expected growth in FY 2020-21.

### Highlights and achievements of the Company

You will be happy to know that your Company has performed consistently and improved its fundamentals despite growing complexities in the industry and the continued uncertainty surrounding global economies. Profit before Tax (PBT) during the financial year 2020-21 stood at Rs.14.70 crore [Rs.(-)21.25 crore in 2019-20] and Total Comprehensive Income (TCI) stood at Rs. 21.86 crore [Rs.(-)15.68 crore in 2019-20] after making necessary Income Tax provisions and other adjustment of losses under the category of other comprehensive income.

Your Company puts its focus on the present, but always has its eyes on the future.

Despite the challenging times, the market capitalization of the Company has grown from Rs.376.98 crore as on 31<sup>st</sup> March, 2020 to Rs.965.68 crore as on 31<sup>st</sup> March, 2021 reflecting steady investor confidence in your Company.

However, there was a negative impact on the cash position of the Company due to increase in capital expenditure and wage hike of tea workers along with the additional liability of your Company towards payment of salary and wages of employees absorbed from Hooghly Printing Co. Ltd. (HPCL) as also the liability for payment of unsecured creditors of HPCL pursuant to NCLT's approval for merger of HPCL with your Company consequent upon Government order.

Due to insufficient free cash surplus position, the Board was unable to recommend any dividend for the financial year 2020-21.

### Corporate Governance:

Your company always strives to attain the 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. A report on Corporate Governance compliance forms a 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 this trend will continue.

### Outlook

#### Tea Division:

The tea division of AYCL puts emphasis on "Quality" and is recognized as one of the top-quality tea producers in the Tea Industry. Production and manufacture of crop is also showing an uptrend with its planned uprooting, re-planting and rejuvenation programme, projecting a long-term sustainability and viability.

With various certifications, reputation in bulk tea business, niche positioning in green and speciality teas (both domestic and international), enhanced retail and e-commerce efforts, outlook for the division is very positive.



**Electrical – Chennai Operations:**

Despite decline in last year, Transformer industry is anticipated to grow at a Compounded Annual Growth Rate (CAGR) of over 6.89% in the next six years.

AYCL- Chennai Operation's market share with respect to its existing product range (i.e Transformer of 8 MVA to 63 MVA, 132 kV Class) is 2% (approx).

Outlook for the business is positive considering sector growth stated above. This unit's product has a good range, brand image and decent infrastructure. It's turn-around looks feasible next year from the present minor loss-making scenario.

**Engineering Division**

The unit has high efficiency product range as per industry requirement and competes well in the market. Production processes and infrastructure match the best in the industry. Labour and other operations cost will come down in terms of percentage of revenue with increasing sale and market share in near future.

Considering these factors, the outlook for the business is positive in spite of the losses being incurred by the unit. This unit's business has a good brand image, product range, decent infrastructure and a turn-around is possible by FY23.

**Forward Looking Statement**

In Tea, your company will embark on modernization and modification of existing plant and machinery with a CAPEX spread of INR 3.70 crore (approx.) in four Dual (CTC + Orthodox) gardens over the next 2 years. This along with better capacity utilisation in other factories is expected to add one million kg capacity. Acquisition of Tea gardens is also being considered to add one million kg capacity in next 2 years' time. Tea business of the Company is thereby expected to grow with a CAGR of 9.1 % and reach a top line of INR 300 crore by FY24. Profit is also expected to grow accordingly, provided that the wage and other costs remain stable along with market price of tea. Uprooting and replanting, in-filling of vacant patches, improvement in Fine Leaf Count (FLC), use of bio-fertilizer and bio-insecticides will be pursued vigorously to improve tea bush health and tea quality to command better price.

Engineering and Electrical-Chennai Operations are now expected to do much better as their order book position is very good in the current year.

All these will make it possible for Andrew Yule to grow with a CAGR of 11.6% to become INR 500 crore Company by FY24.

Before I conclude, on behalf of the Board of Directors, I wish to convey our sincere regards and deep gratitude to our valued stakeholders for their continued support and trust. You always have been the motivational force that has facilitated us to move ahead. I also put my heartfelt appreciation for all AYCL employees who took on a courageous responsibility to achieve the goals even during the worst COVID-19 situation.

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 with energy and enthusiasm. 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: 29<sup>th</sup> September, 2021

**Sanjoy Bhattacharya**  
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 73rd Annual General Meeting of the members of Andrew Yule & Company Limited will be held on Wednesday, the 29th day of September, 2021 at 3.30 p.m. to transact the following business through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 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 and in this regard, to consider and if thought fit, to pass, the following resolution as Ordinary Resolution:

**"RESOLVED THAT** the Audited Financial Statements of the Company including Audited Consolidated Financial Statements for the year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon and Comments of the Comptroller & Auditor General of India be and are hereby received, considered and adopted."

2. To consider continuation of the appointment of Shri Jeetendra Singh (DIN: 09207792), 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 Order F.No. 10-10/9/2018-PE.I dated 16th June, 2021 and further order(s) in this regard, if any and in this regard, to consider and if thought fit, to pass, the following resolution as Ordinary Resolution:

**"RESOLVED THAT** approval be and is hereby accorded for continuation of the appointment of Shri Shri Jeetendra Singh (DIN: 09207792), 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 Order F.No. 10-10/9/2018-PE.I dated 16th June, 2021 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 2021-22 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 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, 2022."

**"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."

Registered Office:

"Yule House",

8, Dr. Rajendra Prasad Sarani,

Kolkata - 700 001

Date: 13th August, 2021

By Order of the Board

**Sucharita Das**

Company Secretary

Membership No. FCS5159



**NOTES:**

1. In view of the continuing Covid-19 pandemic, physical distancing being a norm to be followed and in compliance with the General Circular No. 14/2020 dated April 08, 2020; General Circular No.17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 05, 2020; General Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued by the Ministry of Corporate Affairs (MCA Circulars) from time to time, the AGM of the Company will be held through Video Conferencing/Other Audio Visual Means (VC/OAVM).
2. Pursuant to the General Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs and the Circular No. SEBI/ HO/ CFD /CMD1/ CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR /P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI), the physical attendance of the Members at the AGM has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. 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.
4. The Register of the Members and the Share Transfer Registers of the Company will remain closed from 23rd September, 2021 (Thursday) to 29th September, 2021 (Wednesday), both days inclusive.
5. 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 to vote through e-voting, by email through its registered email address to [com.sec@andrewyule.com](mailto:com.sec@andrewyule.com).
6. An authorised representative of the President of India, holding shares in the Company, may appoint authorised representative of the President of India to attend the AGM through VC/OAVM and cast their votes through e-voting.
7. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
9. M/s. 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.
10. 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 25th November, 2020 (date of last Annual General Meeting) on the website of the Company ([www.andrewyule.com](http://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.

11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice calling the 73rd AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the said Notice and Annual Report 2020-21 will also be available on the Company's website [www.andrewyule.com](http://www.andrewyule.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL (agency for providing e-voting facility) <https://www.evoting.nsdl.com>.
12. 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.
13. 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 office of the Registrar and Share Transfer Agent.
14. 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.
15. 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.
16. 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.
17. 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.
18. 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 his appointment/re-appointment.
19. Kindly note that pursuant to the amendment to regulation 40 of SEBI (LODR) Regulations, 2015, as amended, SEBI has mandated that transfer of securities of listed companies would be carried out in dematerialized form only with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, MCS Share Transfer Agent Ltd. (MCS), for assistance in this regard.
20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
21. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [com.sec@andrewyule.com](mailto:com.sec@andrewyule.com).



22. 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.
23. Since the AGM will be held through VC / OAVM, the route map is not annexed to this Notice.
24. In compliance with the 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, Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 73rd 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 will be provided by National Securities Depository Limited (NSDL).

**The instructions for remote e-voting are as under:**

The remote e-voting period commences on Sunday, 26th September, 2021 (9.00 a.m.) and ends on Tuesday, 28th September, 2021 (5.00 p.m.). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, 22nd September, 2021.

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-voting system**

**A) Login method for e-voting for individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43



**B) Login Method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

4. 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***

5. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.



2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**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](mailto:aklabh@aklabh.com) / [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
- iii. In case of any query / grievance with respect to remote e-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available under the 'Downloads' section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or may contact Mr. Amit Vishal, AVP / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 at toll free no. 1800 1020 990/1800 22 44 30 or at e-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- iv. M/s. A. K. Labh & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting at the 73rd AGM and remote e-voting process in a fair and transparent manner.
- v. Facility for e-voting shall also be made available at the 73rd AGM 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.
- vi. 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.
- vii. Members who have cast their vote by remote e-voting prior to the meeting may also attend/participate in the AGM through VC / OAVM facility but shall not be entitled to cast their vote again.
- viii. Members of the company holding shares as on 22nd September, 2021, may opt for remote e-voting or voting at the 73rd AGM.
- ix. 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.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [com.sec@andrewyule.com](mailto:com.sec@andrewyule.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [com.sec@andrewyule.com](mailto:com.sec@andrewyule.com).
3. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
4. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions as a speaker at the meeting may pre-register themselves by sending a request and may also send their questions in advance from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at com.sec@andrewyule.com within 20th September, 2021 (5:00 p.m. IST). The same will be replied by the Company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Registered Office:  
"Yule House"  
8, Dr. Rajendra Prasad Sarani,  
Kolkata - 700 001  
Date: 13th August, 2021

By Order of the Board

Sucharita Das  
Company Secretary





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

**Item No. 4**

The Board of Directors of the Company at their 244th meeting held on 23rd June, 2021 has approved the appointment of M/s. DGM & Associates, Cost Accountants as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2021-22 at a remuneration of Rs.1,50,000/- (Rupees one lakh fifty thousand only) per annum plus applicable taxes.

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, 2022.

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

The Board of Directors recommends the resolution set out for this item in the Notice for approval by the shareholders.

Registered Office:  
"Yule House"  
8, Dr. Rajendra Prasad Sarani,  
Kolkata - 700 001  
Date: 13th August, 2021

By Order of the Board

Sucharita Das  
Company Secretary



Details of Director seeking appointment/re-appointment at the 73rd Annual General Meeting pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards - II on General Meetings:

<b>Name of Director</b>	<b>Shri Jeetendra Singh</b>
Date of Birth	08.09.1970
Director Identification Number (DIN)	09207792
Date of first Appointment	18.06.2021
Qualification	BE (Electrical), PGDM
Expertise in specific functional area	Infrastructure Development, PPP, Strategy formulation, Long Term Planning, Operations Management, Project Management, Contracting, Leadership, Team Building, Motivating Employees.
Shareholding in the Company including shareholding as a beneficial owner	Nil
List of other listed entities in which Directorship held	Bharat Heavy Electricals Ltd. (BHEL) HMT Ltd.
Chairman / Member of the Committees of the Board across all other Listed entities in which he is a Director	Chairman – Project Review Committee, BHEL Member – Nomination and Remuneration Committee, BHEL
Chairman / Member of the Committees of the Board of Directors of the Company	Nil
Disclosure of relationships between Directors inter-se and other Key Management Personnel	No relationship shared between Directors inter-se and with any Key Management Personnel of the Company.

**BOARD'S REPORT**

Dear Shareholders,

Your Directors take pleasure in presenting the 73rd Annual Report on the operations of the Company together with the Auditor's Report and Audited Financial Statements for the year ended 31st March, 2021:

**1. FINANCIAL HIGHLIGHTS:**

Key highlights of standalone and consolidated financial performance of the Company for the financial year ended 31st March, 2021 are summarized as under:

(Rs. in lakh)

Particulars	Standalone		Consolidated	
	2020-21	2019-20	2020-21	2019-20
Revenue from Operations and other Operational Income	33050.78	29913.63	33050.78	29913.63
Other Income	3055.86	3082.59	3055.86	3082.59
Total Revenue	36106.64	32996.22	36106.64	32996.22
Total Expenses	34636.30	35121.61	34637.35	35122.33
Profit/(Loss) before Tax	1470.35	(2125.38)	1396.34	(2274.31)
Less: Tax Expenses	(649.39)	(73.37)	(649.39)	(105.81)
Profit/(Loss) after Tax	2119.74	(2052.01)	2045.73	(2168.50)
Add: Group Share of Profit/(Loss)	-	-	1467.57	-
Profit/(Loss) for the period	2119.74	(2052.01)	3513.30	(2168.50)
Other Comprehensive Income (after tax)	66.51	484.34	66.51	484.34
Total Comprehensive Income for the period	2186.25	(1567.67)	3579.81	(1684.16)
Profit & Loss: Balance brought forward from the previous year	4307.39	5875.06	20502.82	22186.98
Add: Profit for the period	2119.74	(2052.01)	3513.30	(2168.50)
Add: Other Comprehensive Income (net of Tax)	66.51	484.34	66.51	484.34
Profit available for Appropriation	6493.64	4307.39	24082.63	20502.82
Less: Dividend and Dividend Tax & Other adjustments	-	-	-	-
Profit & Loss: Balance to be carried forward	6493.64	4307.39	24082.63	20502.82

The financial statements for the year ended 31st March, 2021 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.

**2. FINANCIAL PERFORMANCE:****Standalone Financial Results:**

During the financial year ended 31st March, 2021, your Company earned total revenue of Rs.361.07 crore as against Rs.329.96 crore in 2019-20, an increase of 9.432% from the previous year mainly due to the following reasons -

- i) Net sales of Tea Division were increased from Rs. 204.77 crore from the FY ended 31.03.2020 to Rs.236.15 crore during the current financial year thereby increased by Rs.31.38 crore due to quantity variance negative by Rs. 29.62 crore and rate variance positive by Rs.61.02 crore.
- ii) Net sales of Engineering Division were slightly decreased from Rs. 36.63 crore to Rs. 33.15 crore thereby reducing by Rs. 3.48 crore due to lower pick up of deliveries by clients owing to lockdown upto 1st quarter of 2020-21 and lower execution than last year.



- iii) Net sales of Electrical - Chennai Operations increased to Rs. 35.49 crore during the current financial year in comparison to Rs. 32.74 crore during the corresponding periods in the previous financial year and thereby increased to Rs. 2.75 crore.

Resulting to all above, Profit before Tax (PBT) during the financial year 2020-21 stood at Rs.14.70 crore [Rs.(21.25) crore in 2019-20] and Total Comprehensive Income (TCI) stood at Rs. 21.86 crore [Rs.(15.68) crore in 2019-20] after making necessary Income Tax provisions and other adjustment of losses under the category of other comprehensive income for example, adjustment of actuarial gains/losses relating to employee benefits, loss on re-measurement of investments, etc.

The overall performance of the units has shown improvement in comparison to last financial year.

**Consolidated Financial Results:**

Your Company has recorded Revenue from Operations and other Operational Income of Rs.330.51 crore during the financial year 2020-21 (Rs.299.14 crore in 2019-20).

During the financial year 2020-21, Profit before Tax (PBT) stood at Rs.13.96 crore (Rs.22.74 crore negative in 2019-20) and Total Comprehensive Income (TCI) stood at Rs.35.80 crore (Rs.16.84 crore negative in 2019-20).

**3. IMPACT OF COVID-19 AND ITS EFFECT ON THE COMPANY:**

The outbreak of COVID-19 pandemic has led to an unprecedented health crisis and has disrupted economic activities and global trade, while weighing on consumer sentiments. The past eighteen months have been dramatic in a way we have not experienced before. We have collectively faced overwhelming challenges and hardships. At the same time, we have experienced advancement that we could not have imagined from scientific breakthroughs to new ways of learning, living and working.

In light of the above, the health and safety of our employees and the communities, in which we operate continue to be the foremost priority of the Company. To mitigate the risks and challenges faced by the Company during the pandemic, the Company enhanced safety and hygiene norms at offices, implemented work from home, staggered shift timings for safety of employees and leveraged digital platforms for its day-to-day operations.

The spread of the COVID-19 pandemic brought economic activity to a near-standstill in the first half of FY 2020-21. Global growth plunged 3.5% Y-o-Y in 2020, the deepest global recession since the great depression. India's (FY 2020-21) GDP is estimated to have contracted by 7.7% Y-o-Y.

During the challenging times, the Company considering all internal and external factors, has made a detailed assessment of its liquidity position including its cash flow, maintaining a judicious mix of funding instruments to fulfil its operational requirements.

Your Company's nine Tea Estate hospitals (two in West Bengal and seven in Assam) have been earmarked as Dedicated Covid Care Centre for treatment of Covid-19 patients in nearby locality.

**4. DIVIDEND DISTRIBUTION POLICY:**

In terms of regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board of Directors of the Company ('the Board') formulated and adopted the Dividend Distribution Policy ('the Policy'). As per the Policy, the Company, after considering various external factors that may have an impact on the business as well as internal factors such as the long-term growth strategy of the Company and the liquidity position including working capital requirements and debt servicing obligations, will endeavour to pay dividend from the available profit after tax of the Company, subject to the applicable rules and regulations.

The Policy is available at the website of the Company at: [http://www.andrewyule.com/pdf/policies/Dividend\\_Distribution\\_Policy.pdf](http://www.andrewyule.com/pdf/policies/Dividend_Distribution_Policy.pdf).

**5. DIVIDEND AND TRANSFER OF GENERAL RESERVE:**

Your Directors express their inability to recommend any dividend for the financial year 2020-21, 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 (HPCL) in AYCL as per scheme of the merger along with the liability of settlement of unsecured creditors dues of HPCL.

In view of the above, the aforesaid amount of Total Comprehensive Income (TCI) is proposed to be transferred to General Reserve.



**6. UNCLAIMED DIVIDENDS:**

Details of outstanding and unclaimed dividends previously declared and paid by the Company are given under the Corporate Governance Report.

**7. CAPITAL EXPENDITURE:**

During the financial year 2020-21, your Company incurred Rs.17.03 crore towards capital expenditure, a majority of which was towards new cultivation expenses at Tea gardens as per Ind AS norms.

**8. BUSINESS RESPONSIBILITY REPORT:**

In compliance with regulation 34 of SEBI (LODR) Regulations, 2015, as amended, a separate section on the Business Responsibility Report, describing the initiatives taken by the Company from environmental, social and governance perspectives during the year under review forms part of this Annual Report.

**9. CREDIT RATING:**

Acuté Ratings & Research Limited, a full-service Credit Rating Agency registered with the Securities and Exchange Board of India (SEBI) has upgraded the long-term rating to ‘ACUITE BB+’ (read as ACUITE double B plus) from ‘ACUITE BB-’ (read as ACUITE double B minus) and the short-term rating to ‘ACUITE A4+’ (read as ACUITE A four plus) from ‘ACUITE A4’ (read as ACUITE A four) to the Rs.125.00 crore bank facilities of Andrew Yule & Co Limited (AYCL). The outlook was ‘Stable’.

**10. PROSPECTS / OPERATIONS:**

**10.1. Tea Division:**

India secures second position in the production of tea after China. Tea found in India is broadly categorized into three types namely; Assam tea, Darjeeling tea and Nilgiri tea (subtle and gentle flavours). About 15% of total tea produced in India is exported. Though big estate Tea industry is reeling under repeated wage hikes and input cost increase and competition from cheap bought leaf market which has more than 50% market share as of now, the industry outlook is positive at a CAGR of 5.8% over the forecast period (2017-2030) and Indian Tea Association (ITA) taking up with the Tea Board for timely solution of various issues plaguing the industry.

Turnover of Tea Division of the Company was Rs. 236.10 crore during the FY 2020-21 compared to Rs. 204.76 crore during the previous financial year 2019-20. Tea exports during the year was 1.34 lakh Kgs. with FOB Rs.4.10 crore (catering to markets in UK, Poland, Germany and USA) compared to 1.31 lakh Kgs with FOB Rs.3.51 crore during the previous financial year. Own crop decreased from 104.19 lakh Kgs to 99.05 lakh Kgs due to Covid-19 lockdown in initial period. As such, annual yield/Ha (Made Tea/Ha) decreased from 1972.08 Kgs to 1833.46 Kgs.

**Sales: Tea Division**

Physical (in quantum)			Value		
2020-21 (Lakh Kgs)	2019-20 (Lakh Kgs)	% of Change	2020-21 (Rs. in lakh)	2019-20 (Rs. in lakh)	% of Change
94.90	110.94	(-) 14.46	23610.00	20476.75	15.30

Due to countrywide lockdown on account of COVID-19 pandemic from March, 2020 onwards (complete-two weeks in Dooars and three weeks in Assam and thereafter engagement of workforce in phased manner starting with 25% (WB) & 50% (Assam) the Division lost Crop of 52% (2.10 LKG) in March, 2020, 75% (4.80 LKG) in April, 2020 and 46% (4.10 LKG) in May, 2020 – nearly 11.00 LKG @ Rs.200/- = Rs.22.00 crore along with increase in expenses to bring back the Tea Gardens to usual cropping. Our focus on “Quality” shall continue in the fiscal 2021-22 with an aim for better price realization.

In spite of constraints stated above, Tea division has made profit in FY21 and expected to do well in the coming years considering improvement in Tea Quality, improved brand image, cost control and firming up of tea prices in Indian market.

Considering sustainability with profit and existing high employment figure of Scheduled Castes, Scheduled Tribes, other backward classes and women workers in remote areas of Darjeeling, Dooars and Assam, touching the life and economy of over 1 (one) lakh people, AYCL’s Tea business will continue to flourish with glory.



**10.2 Electrical – Chennai Operations (E-CO):**

E-CO is set to regain ground in 8 MVA, 10 MVA and 20MVA range of Transformers, demands for which are now coming back. Abnormal hike in Steel, Copper, Aluminium and Oil prices are now being factored in new orders being taken with good price to maintain execution viability with better value addition and also better risk management with price variation clause. This unit has decent production and testing infrastructure and may need further production automation, increase in productivity and economy of scale to sustain the business in spite of competition. While E-CO has good reputation for 8MVA, 10 MVA and 20 MVA segment, the market has competition from a number of players.

E-CO's operations will become viable as it has come back from brink from last three years labour unrest/go-slow/strikes etc. and customers are showing eagerness to come back with fresh orders as the unit has got back on track after great conciliatory efforts from local and top management of AYCL. Recently it has bagged order for supplying 23 numbers of 20 MVA transformer valued Rs. 56 crore from M/s KPTCL.

**E-CO: Physical performance:**

Product	Achievement		% of Change
	2020-21	2019-20	
Power Transformer MVA	446.50 MVA	364.15 MVA	22.61

**Sales:**

Product	Physical (in numbers)			Value		
	2020-21	2019-20	% of Change	2020-21	2019-20	% of Change
Power Transformer	32	33	-3.03	3548.43 lakh	3292.17 lakh	7.78

At present E-CO is incurring loss to the tune of INR 3.5 crore per year with its current business volume. The Unit will turn around with higher orders booking and sales to the tune of INR 90 crore from next FY. Prima facie, the Division's business is sustainable with strong possibility of a turnaround.

**10.3 Electrical – Kolkata Operations (E-KO):**

Product range of Kolkata Operations is outdated and the Company finds it difficult to compete with other players in the field with better technology and cheaper production. None of its product is viable as of now. E-KO is having very old and inadequate infrastructure. It lags substantially in terms of production automation, productivity and economy when compared with competition.

With competitive bidding process followed for award of contracts, the division finds hard to compete and has insignificant market share as of now. Prima facie, E-KO's business is unsustainable with practically no hope of a turnaround.

**10.4 Engineering Division:**

The Division has a full product range in its line of operation i.e. Industrial Fans – both in Axial and Centrifugal type. Capacity of these products in terms of air / gas volume flow rate, pressure rise, operating temperature, etc., along with high energy efficiency features compete well with three to four major international competitors having outfits in India. As such the product range of Engineering Division remains viable. The factory has well-built spacious and high shades with adequate material handling facility up to 45MT and several other automatic and semi-automatic production equipment. The infrastructure facility as such is one of the best in India and takes well on the competitors. While the Division has infrastructure to go up to a turnover of INR 60 – 70 crore, it is in the process of strengthening its marketing activity for increase in order booking.

At present the Division is incurring some loss to the tune of INR 2-4 crore per year with the current business volume of INR 34-37 crore approx. and is expected to make profit once it crosses the break-even figure of INR 47 crore from present level of INR 34-37 crore by FY23, which is very much feasible with improvement in orders booking. Prima facie the Division's business is sustainable in near terms as explained above with turnaround about the corner.

**11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and 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**.



**12. 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.

**13. SUBSIDIARY AND ASSOCIATE COMPANIES:**

The Company had three wholly-owned subsidiaries and three associate companies as on 31st March, 2021.

However, Hooghly Printing Co. Ltd., one of the wholly-owned subsidiary company has been merged with AYCL w.e.f. 4th June, 2021 as per the directive of the Cabinet Committee on Economic Affairs, Govt. of India followed by orders issued by Hon'ble National Company Law Tribunal, Kolkata bench.

Pursuant to provisions of section 129(3) of the Companies Act, 2013, duly Audited Consolidated Financial Statements are also placed herewith together with necessary notes, annexures and disclosures, as applicable and required.

**14. 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. The Company has no joint venture.

**15. CONSOLIDATED FINANCIAL STATEMENTS:**

As required under SEBI (LODR) Regulations, 2015, Consolidated Financial Statements of the Company prepared as on 31st March, 2021 in accordance with the Indian Accounting Standards (IND AS), duly audited by the Statutory Auditors, form a part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

**16. CHANGES IN SHARE CAPITAL:**

The Paid-up Equity Share Capital as on 31st March, 2021 was Rs.97,79,01,956/- divided into 48,89,50,978 Ordinary Shares of Rs.2/- each, fully paid-up. During the year under review, the Company has not issued any ordinary shares or shares with differential voting rights neither granted stock options nor sweat equity.

**17. ANNUAL RETURN:**

The Annual Return(s) for the financial year 2020-21 as per provisions of the Act and Rules thereto are available at the website of the Company at: [http://www.andrewyule.com/annual\\_return.php](http://www.andrewyule.com/annual_return.php).

**18. NUMBER OF MEETINGS OF BOARD OF DIRECTORS:**

The Board of Directors of the Company held five meetings during the financial year 2020-21 on 15th July, 2020; 14th September, 2020; 21st October, 2020; 13th November, 2020 and 12th February, 2021. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

**19. 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.

**20. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

The Cabinet Committee on Economic Affairs (CCEA) at their meeting held on 19th September, 2018 approved the proposal of closure of business operations of Hooghly Printing Co. Ltd. (HPCL), a wholly-owned Subsidiary Company of Andrew Yule & Co. Ltd. (AYCL) and its subsequent Merger with AYCL along with all its employees, assets and liabilities as per the provisions of the Companies Act, 2013.

The aforesaid merger has become effective from 4th June, 2021 as per the orders issued by Hon'ble NCLT, Kolkata bench and as such, as per the Scheme of Merger and the order issued by NCLT, Kolkata bench on 3rd May, 2021, the Transferor Company i.e. HPCL stands dissolved without winding up from the date of filing of the certified copy of the order upon the ROC, West Bengal, i.e. from 4th June, 2021 and with effect from the Appointed Date and on the Scheme becoming effective i.e. from 4th June, 2021, the whole Undertaking of the Transferor Company i.e. HPCL along with all its assets, liabilities, debts, duties and obligations, without any further act or deed, stood transferred to and vested in the Transferee Company i.e. AYCL.



**21. VIGIL MECHANISM WHISTLE BLOWER POLICY:**

The Company has a Vigil Mechanism Whistle Blower Policy and the same is uploaded in its website [www.andrewyule.com](http://www.andrewyule.com). 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 or ethics policy. All the personnel are having the access to the vigilance department for their complaints, grievances, etc. Vigil mechanism has been established for Directors and employees to report genuine concerns. The vigil mechanism provides for adequate safeguards against victimization of persons who use such mechanism.

**22. DIRECTORS:**

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

- i. Shri Sanjoy Bhattacharya, Director (Planning) of the Company as the Chairman & Managing Director (CMD) of the Company w.e.f 1st September, 2020 in place of Shri Debasis Jana, who had relinquished the charge of the post of CMD on reaching his superannuation on 31st August, 2020.
- ii. Shri Jeetendra Singh, Joint Secretary, DHI as a Part-time Official Director (Government Nominee) of the Company with effect from 16th June, 2021 in place of Shri Amit Mehta, Joint Secretary, DHI, who was appointed as a Part-time Official Director (Government Nominee) of the Company with effect from 2nd September, 2020 in place of Shri Amit Varadan, Joint Secretary, DHI, erstwhile Part-time Official Director (Government Nominee) of the Company.  
[although DHI has appointed Shri Jeetendra Singh w.e.f. 16th June, 2021, however, his appointment has become effective from 18th June, 2021 on obtaining his DIN on that day]
- iii. Shri Aditya Kumar Ghosh, Dy. Secretary, DHI as a Part-time Official Director (Government Nominee) of the Company with effect from 16th June, 2021 in place of Shri Rama Kant Singh, Director, DHI, who was appointed as a Part-time Official Director (Government Nominee) of the Company with effect from 6th May, 2020 in place of Shri Arvind Kumar, ex- Dy. Secretary, DHI, erstwhile Part-time Official Director (Government Nominee) of the Company.  
[although DHI has appointed Shri Aditya Kumar Ghosh w.e.f. 16th June, 2021, however, his appointment has become effective from 1st July, 2021 on obtaining his DIN on that day]

Shri Debasis Jana ceased to be the Chairman & Managing Director of the Company with effect from the close of the business on 31st August, 2020 on reaching his superannuation.

Shri Partha Dasgupta, erstwhile Director (Finance) of the Company ceased to be a Director of the Company w.e.f. 16th September, 2020 after getting approval of his proposal of resignation from the Board of Directors of the Company vide DHI Order F.No. 10(24)/2016-PE.I dated 4th September, 2020.

Shri Arvind Kumar, Shri Amit Varadan, Shri Amit Mehta and Shri Rama Kant Singh ceased to be Directors of the Company w.e.f. 6th May, 2020, 28th August, 2020, 16th June, 2021 and 16th June, 2021, respectively.

The Board places on record its deep appreciation of the valuable services and guidance rendered by Shri Debasis Jana, Shri Partha Dasgupta, Shri Arvind Kumar, Shri Amit Varadan, Shri Amit Mehta and Shri Rama Kant Singh 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 Jeetendra Singh, Director of the Company, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

Appropriate resolution seeking appointment/re-appointment of Shri Jeetendra Singh as Director is appearing in the Notice convening the 73rd Annual General Meeting of the Company.

The brief resume/details relating to Shri Jeetendra Singh 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*.





**23. KEY MANAGERIAL PERSONNEL:**

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Shri Sanjoy Bhattacharya, Chairman & Managing Director; Shri K Mohan, Director (Personnel) holding additional charge of Director (Finance) and Smt. Sucharita Das, Company Secretary are the Key Managerial Personnel of the Company.

Shri Debasis Jana ceased to be the Chairman & Managing Director of the Company with effect from the close of the business on 31st August, 2020 on reaching his superannuation and accordingly, Shri Jana ceased to be a KMP effective that date.

Shri Partha Dasgupta, erstwhile Director (Finance) of the Company ceased to be a Director of the Company w.e.f. 16th September, 2020 and accordingly, Shri Dasgupta ceased to be a KMP effective that date.

**24. 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 and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective of independent judgement and without any external influence as prescribed under Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Further, declaration on compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended by Ministry of Corporate Affairs ("MCA") Notification dated October 22, 2019, regarding the requirement relating to enrolment in the Data Bank created by MCA for Independent Directors, had been received from all Independent Directors.

**25. APPOINTMENT, PERFORMANCE EVALUATION AND REMUNERATION POLICY:**

Being a Central Public Sector Enterprise, the appointment, tenure, performance evaluation, remuneration, etc., of Directors are made/fixed by the Government of India.

Ministry of Corporate Affairs has exempted Government companies from applicability of some of provisions/sections of the Companies Act, 2013 vide notification dated June 5, 2015. As per the notification, the Nomination and Remuneration Committee is not required to formulate the criteria for appointment of Directors, their remuneration policy and carrying out their performance evaluation. In AYCL, being a Government Company, the appointment of Directors and their performance evaluation are undertaken by administrative ministry i.e., Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Government of India, as such performance evaluation by the Board of its own performance, that of its Committees and individual Directors, are not applicable/required.

The remuneration of officers (executives) is decided as per Government guidelines on pay revision and remunerations of the non-executives are decided as per Wage Settlement Agreement entered into periodically with their Union. Appointments/promotions etc., of the employees are made as per Recruitment and Promotion Policy approved by the Board.

**26. CORPORATE SOCIAL RESPONSIBILITY:**

In accordance with Section 135 of the Companies Act, 2013 and the rules made thereunder, your Company constituted a Corporate Social Responsibility (CSR) Committee. The Board of Directors of the Company laid down the CSR Policy, covering the Objectives, Focus Areas, Governance Structure and Monitoring and Reporting Framework among others.

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](http://www.andrewyule.com/pdf/policies/CSR_and_Sustainability_Policy.pdf).

The CSR budget allocation of the Company for the financial year 2020-21 stood as "nil" as per calculations made pursuant to the provisions of the Companies Act, 2013 read with the rules made thereunder.

**27. RISK MANAGEMENT:**

The Risk Management Committee of the Board of Directors periodically reviews the Risk Management framework, identifies risks with criticality and ensured that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company. The Audit Committee has an oversight in the area of financial risk and controls. 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).



**28. 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.

**29. 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\\_Transaction\\_110219.pdf](http://www.andrewyule.com/pdf/policies/Policy_Related_Party_Transaction_110219.pdf).

**30. 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/resigned/retired during the year:

- a. Director(s) appointed : Shri Amit Mehta  
: Shri Rama Kant Singh
- b. Director(s) resigned : Shri Amit Varadan  
: Shri Arvind Kumar  
: Shri Partha Dasgupta  
Director(s) retired : Shri Debasis Jana
- c. KMP(s) appointed : --
- d. KMP(s) resigned : Shri Partha Dasgupta  
KMP(s) retired : Shri Debasis Jana

- iv. Names of Companies which have become or ceased to be Subsidiaries, Joint Venture Companies or Associate Companies during the year: During the financial year 2020-21, there were no such Companies in terms of the provisions of the Companies Act, 2013.

However, Hooghly Printing Co. Ltd., one of the wholly-owned Subsidiary Company of AYCL has been merged with AYCL w.e.f. 4th June, 2021 pursuant to the directives of the Cabinet Committee on Economic Affairs (CCEA) dated 19th September, 2018 followed by the orders issued by the Hon'ble National Company Law Tribunal, Kolkata bench on 3rd May, 2021 and 12th May, 2021.

- 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.



**31. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, safe guarding of its assets, prevention and detection of frauds, error reporting mechanisms, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

The Company has an independent external Internal Audit Firm for the purpose of internal audit of all its divisions. The Independent Auditors (Statutory Auditors) have also examined and issued a Report on Internal Financial Control of the Company, which forms a part of this Annual Report. The Audit Committee also deliberates with the members of the management, considers the systems as laid down and meets the Statutory Auditors to ascertain their views on the internal financial control systems. Refer to “Internal Control Systems and their adequacy” in Management’s discussion and analysis in this Annual Report.

**32. REPORTABLE FRAUD:**

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

**33. DISCLOSURE AS PER RULE 5(1) OF COMPANIES (APPOINTMENT AND 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.

**34. PARTICULARS OF EMPLOYEES – RULE 5(2) AND 5(3) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016:**

Your Company has not paid any remuneration attracting the provisions of rules 5(2) and 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.

**35. MANPOWER:**

Manpower of the Company as on 31st March, 2021:

Category	Executives/NUS	Non-executives	Total
Male	243	7434	7677
Female	08	6862	6870
<b>Total</b>	<b>251</b>	<b>14296</b>	<b>14547</b>

**36. 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.

Percentage of employees in total strength of the Company as on 31st March, 2021 belongs to SC/ST/ OBC is as follows: SC: 7.86 %, ST: 27.93% and OBC: 53.98%.

**37. 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 programmes. We do it through embedding a gender perspective in most of our programmes, but we also do it through direct interventions with women. 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, 2021 were as follows:

Executives - 05 (five)

Non-unionised Supervisors - 03 (three)

Non-Executives (including Tea Workers) - 6862 (six thousand eight hundred sixty-two)

Total number of Women employees - 6870 (six thousand eight hundred seventy)



**38. ENVIRONMENT, HEALTH AND SAFETY:**

The Company has implemented various Environment, Health and Safety measures in the Company including at its Factory Units such as:

- all the workmen of the Electrical – Chennai Operations and Engineering Division are being provided with helmets and safety shoes.
- all the welders are provided with goggles,
- all workmen outside the coverage of ESI are provided with the facility of Medical Insurance Policy.
- the employees are being trained related to safety matters on regular basis. There has been no fatal accident amongst the employees in the last financial year. All occupational health and safety standards are adhered to as per the Factories Act, 1948.
- Environmental Management System in Engineering Division is in accordance with ISO 14001:2015.
- In the financial year 2019-20, Engineering division has implemented the “New Occupational Health and Safety Management System” (OHSMS) as per ISO 45001:2018”.
- The division also installed Solar Power System (10KW generation) at the roof of Administrative Building in line with the Government’s aim for use of renewable energy as much as possible and Division is proud to say that this generation is being used by the Division for their work.

Environmental, health and safety measures have been implemented to the fuller extent possible.

**39. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Internal Complaints Committee has been constituted. No complaint or allegation of sexual harassment has been received at the Company during the period under review.

**40. GRIEVANCE REDRESSAL MECHANISM:**

The Company expeditiously disposes of all the Public Grievances during the financial year 2020-21 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 2020-21 is as follows:

Type of Grievance	Grievances outstanding as on 01.04.2020	No. of Grievances received during the year	No. of Grievances disposed off	No. of Grievances pending as on 31.03.2021
Public Grievances	Nil	4 (four)	4 (four)	Nil

**41. INDUSTRIAL RELATIONS:**

During the year under review, Industrial Relations at the Company continued to remain cordial and peaceful in all the Units/ Divisions. In Electrical-Chennai Operations, some of the internal issues are being closely monitored by management and amicably resolved the same.

**42. SIGNING OF MEMORANDUM OF UNDERSTANDING (MOU) FOR THE YEAR 2021-22:**

Due to outbreak of second wave of COVID-19 followed by the nationwide lockdown, the signing of the Memorandum of Understanding (MoU) with the Ministry of Heavy Industries & Public Enterprises for the year 2021-22 is underway. The MoU sets forth various targets and parameters of performance, which are assessed against actual achievements after close of financial year. The rating for 2020-21 is not yet finalised.

**43. 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 31st March, 2021, the number of applications received/accepted/rejected/disposed of under RTI Act is as follows:

- Applications received : 34 (thirty-four)
- Applications accepted : 34 (thirty-four)
- Applications rejected : NIL
- Applications disposed of : 34 (thirty-four)



**44. VIGILANCE:**

A. The status of the various activities monitored by the Vigilance Department during the year 2020-21 are as under:

**E-governance:** The Company has already implemented e-procurement policy (Rs.2 lakh and above) e-payment and e-tendering / e-auction as per the guidelines of the Ministry across all the Divisions of the Company. E-office system has already been implemented in the General Division of the Company and in other units/divisions, it will be implemented shortly.

B. Status of various activities undertaken by the Vigilance Department during the year 2020-21 are as under:

i. **Training programme:** Online vigilance course for new vigilance officers conducted by CBI Academy Ghaziabad from 04.11.2020 to 06.11.2020 was attended by Officers from different departments of AYCL as per the nominations made by the Management.

ii. **System Improvements:** Some of the suggestions from Vigilance Department for system improvement are:

- a) In line with DPE Guidelines vide office memorandum dated 5th November, 2018 and 20th May, 2019, the provisions and clauses formulated for Public Procurement (Preference to Make in India) Order, 2017 and Gem (Government E-Market Place) suggested for incorporated in the AYCL's Purchase Procedure.
- b) In the event of non-availability of technical specification, EOI, Two Stage Bidding to be opted.
- c) Administrative approval and expenditure sanction to be taken before initiation of any work.

iii. **Annual Property Returns:** Annual property Returns are being scrutinized regularly as per the guidelines of CVC.

iv. **Vigilance Awareness Week:** "Vigilance Awareness Week- 2020" was observed in Andrew Yule & Co. Ltd. on the theme of 'Integrity-A way of life' in a befitting manner from 27.10.2020 to 02.11.2020, as per the instructions of the Central Vigilance Commission.

The following activities as directed by the commission were organized during the "Vigilance Awareness Week-2020":

- Integrity Pledge had been administered by the Chairman & Managing Director of the Company at the Board Room on 27.10.2020 at 11 a.m. Oath had also been taken across the divisions / units / tea gardens on the same day.
- Integrity Pledge had been also administered to all employees of Registered Office on 27.10.2020.
- Interactive Session on company CDA Rules, Purchase Procedure and Tour & Daily Expenses Rules were organized on 27.10.2020 at Registered Office, Kolkata.
- Pamphlets were distributed among vendors / common citizens during the occasion.
- PIDPI circular was distributed amongst the employees / citizens and displayed on the notice boards.
- Banners were displayed at the prominent and strategic positions at Units/Tea gardens/group companies including registered office.
- Essay writing competition was organized among employees and their families of the company.
- Drawing competition was organized in the tea gardens.
- Discussions on indicative list as per Annexure – A prescribed by CVC were carried out.

**v. Information required in regard to details related to the Vigilance Cases disposed of in the financial year 2020-21 and pending cases along with the nature of such cases:**

- (a) One (01) inspection at Engineering Division, Kalyani works resulted in vigilance case which was taken up for detail investigation. On investigation major penalty for one executive and minor penalties for three executives along with system improvements and administrative action were recommended by CVO, AYCL. Subsequently, disciplinary proceedings were initiated and recommended penalties were awarded. The said vigilance case pertains to urgency in repair of working shed roofs devastated by cyclone Amphan in May, 2020 during peak pandemic period, resulting in some procedural lacuna.
- (b) One (01) inspection at Tea Division and a formal complaint resulted in three (03) nos vigilance cases among which two investigation reports have been submitted to the Disciplinary Authority within March, 2021.

As on 31st March, 2021 disciplinary proceeding for both the cases were pending.

**45. 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 2020-21, Hindi Poem Recitation competition was held on 18th September, 2020 and Hindi Slogan Writing competition was held on 24th September, 2020. Hindi Seminars were conducted on 25th June, 2020, 24th September, 2020, 28th December, 2020 and 23rd March, 2021. Employees of the Company were encouraged to participate in various competitions in Hindi conducted by other institutions.

**46. SWACHHTA PAKHWADA:**

The Company celebrated Swachhta Pakhwada between 17th August, 2020 to 31st August, 2020 with great enthusiasm and grandeur. The Swachhta Pledge was taken by all employees of the Company and its Subsidiary. "Swachh Bharat" Banners were displayed at different locations 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 to explain the need of a clean and hygienic work environment at the Registered Office, all factories and tea gardens which generated lot of enthusiasm amongst the participants. Company officials exercised campaigning to keep the environment clean and hygienic. Pamphlets on Swachhta were distributed during the period.

**47. CORPORATE WEBSITE OF THE COMPANY:**

The Company maintains a website [www.andrewyule.com](http://www.andrewyule.com) where detailed information of the Company is provided.

**48. 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 seize the opportunities 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 an autonomous body is highly dedicated to Research & Development of Tea Industry which has always helped us to improve upon land productivity and quality of tea produced.

**b. Engineering Division:**

Your Company is carrying out retrofitting of non-yule fan, replacing by Yule-Impeller with/ without.

We are working out as per the following:

- a) Retrofitting of fan dynamics by Yule Runner as per duty requirement.
- b) Suitable substitute supply of the components for specific application.
- c) Redesigning existing arrangement, probing existing Foundation and inlet/ Outlet Ducting.
- d) We bagged a few orders to -
  - i. SAIL-RSP. with existing Chinese fan is retrofitted by our Impeller, Shaft, Bearing Plummer Block and Coupling.
  - ii. Ultratech-Dankuni—existing RITZ's fan is retrofitted by our Impeller, Shaft, Bearing Plummer Block, Coupling Casing in existing foundation.
  - iii. Ultratech-Sidhi Cement- existing Venti Oelde's fan is retrofitted by our our Impeller, Shaft, Bearing Plummer Block, Coupling and Suction Eye in existing foundation.

Your Company has planned for minimization of noise level of fan by providing acoustic insulation techno- economically. For high RPM and higher diameter fan, calculated data often do not permit industrial acceptable limit, R& D activities will be initiated on upcoming ordered fans to estimate noise by applying various insulation material and configuration. A data bank will be generated accordingly which will be simulated for various future applications.

**49. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

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



**50. 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 25% of total annual purchase of specified products produced and services rendered by MSMEs. It further requires that 4% out of 25% shall be earmarked for procurement from MSMEs owned by Scheduled Caste or Scheduled Tribe entrepreneurs. Further a minimum 3% procurement from women-owned MSME is envisaged within the abovementioned 25% reservation. 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 from MSME achieved during the financial year 2020-21 is 60.97% of procurement against target of 25%. Further, the Company achieved 0.17% procurement from SC/ST MSME, 1.91% of procurement from MSME owned by women out of the total MSME procurement during the financial year 2020-21.

**51. PROCUREMENT THROUGH GEM:**

The Government e-Marketplace (GeM) is a Government run e-commerce portal. It is a one-stop to facilitate and enable easy online procurement of Goods and Services that are needed by various Government Departments, Organizations and PSUs. AYCL's all work centers are registered on GeM Portal and procuring the Goods and Services available on the portal through GeM only.

In FY 2020-21, AYCL had made procurement of Rs.9.79 crore through GeM as compared to Rs. 0.02 crore in FY 2019-20.

During the period from April, 2021 to July, 2021, AYCL has made procurement of Rs.9.78 crore through GeM.

**52. TRAINING PROGRAMME:**

During the year 2020-21, six online external training programmes were conducted. Total 56 mandays external training programmes (internal-0 mandays and external-56 mandays) were conducted on various topics during the year under review. 56 participants were imparted training during the year in various programmes.

**53. STATUTORY AUDITORS AND AUDIT REPORT:**

In terms of Section 143(5) of the Companies Act, 2013, M/s. S. K. Basu & Co., Chartered Accountants was appointed by the Comptroller & Auditor General of India as the Statutory Auditors of your Company for the financial year 2020-21. 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:

	<b>Type of Audit Qualification</b>	<b>Management Explanation</b>
<b>Standalone Audit Qualification</b>		
1.	In the absence of Balance Confirmation Certificates, no opinion can be formed about the correctness of the balances of Sundry Debtors and Creditors. Also, recoverability of Sundry Debtors and actual obligations to Sundry Creditors are not ascertainable.	Adequately mentioned in the notes to financial statements for the financial year ended 31st March, 2021 under note no. 55 which is as under: The Company has system of seeking year ending balance confirmation certificates from debtors and creditors. However, the company has maintained the figures available in accounts for cases wherein, no response from debtors/ creditors is received.
<b>Consolidated Audit Qualification</b>		
1.	In the absence of Balance Confirmation Certificates, no opinion can be formed about the correctness of the balances of Sundry Debtors and Creditors. Also, recoverability of Sundry Debtors and actual obligations to Sundry Creditors are not ascertainable	Adequately mentioned in the notes to financial statements for the financial year ended 31st March, 2021 under note no. 55 which is as under: The Company has system of seeking year ending balance confirmation certificates from debtors and creditors. However, the company has maintained the figures available in accounts for cases wherein, no response from debtors/ creditors is received.
2.	In the Financial Statements of Yule Engineering Ltd. & Yule Electrical Ltd. (Subsidiary): The said companies are not a going concern as there were no operating activities in the concerned year and this has not been disclosed in "Notes to the Financial Statements". Also, no agreement related to terms of payment and interest payable if an, was availed for unsecured borrowings from Andrew Yule & Co. Ltd. Further confirmation of Loan taken from others were not available to the auditors of Yule Electrical Limited.	The Management clarified that Yule Engineering Ltd. and Yule Electrical Ltd. are yet to start their operating process.
3.	In the Financial Statements of The New Beerbhoom Coal Co. Ltd. (Associate Company): A material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern and on realiability of advance income tax recoverable Rs.4.09 lakh and not valuing investments in shares of Webfil Ltd. Rs.4.62 lakh (valued at intrinsic value) and BKNY & Co. Partnership Firm – Rs.1.04 lakh (valued at cost) at fair value and are unable to ascertain the extent of liabilities from pre nationalisation period amounting to Rs.11.88 lakh and other liabilities of Rs.1.04 lakh.	The investments by Andrew Yule & Co. Ltd in Associate Companies - The New Beerbhoom Coal Co. Ltd. and Katras Jheriah Coal Co. Ltd. of Rs.12.27 lakh & Rs.6.95 lakh, respectively have been fully eroded in the books of Accounts of AYCL and further loss can't be considered in the consolidated financial statements of 2020-21.
4.	In the Financial Statement of Katras Jherriah Coal Co. Ltd. (Associate Company): A material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern and on realisability / recognition of amount receivable from Central Govt. of Rs.1.78 lakh, claims payable pending in Appellate Courts amounting to Rs.28.60 lakh, claims of creditors against the company amounting to Rs.36.19 lakh, advance income tax recoverable of Rs.10.54 lakh and not valuing investments in New Beerbhoom Coal Co. Ltd. – Rs.0.46 lakh (valued at NAV) and BKNY & Co. partnership Firm – Rs.0.90 lakh (valued at cost) at fair value.	



**54. 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 had appointed M/s. AK Labh & Company, Practising Company Secretaries, to conduct Secretarial Audit of the Company for the financial year ended 31st March, 2021. Accordingly, they have conducted Secretarial Audit for the year 2020-21 and submitted Secretarial Audit Report in Form No. MR-3 which is attached hereto as **Annexure-III** and forms part of the Board's Report.

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

<b>Sl. No.</b>	<b>Matter of Emphasis</b>	<b>Management Explanation</b>
1.	The composition of the Board of Directors ("Board") is not in accordance with the criteria specified under Regulation 17 of the Listing Regulations. The Board comprised of 7 Directors (2 Executive, 2 Nominee and 3 Independent Directors ("IDs") as on 31.03.2021. The Chairman being Executive, no. of IDs required on the Board would be 50% of the Board's strength. In present composition, the Company has shortage of 1 (One) ID.	Andrew Yule & Co. Ltd. is a Central Public Sector Enterprise (CPSE) under the administrative control of the Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Govt. of India. Therefore, all the Directors on its Board viz. Executive, Nominee and Independent Directors are appointed by the Administrative Ministry. Hence, the Company, on its own, could not comply with the said provision.
2.	The Company did not have any Woman Director on the Board during the financial year 2020-21. Further, pursuant to the proviso of Reg. 17(1)(a) of the Listing Regulations, the Board of Directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020. Since the Company is within top 1000 listed entities based on the market capitalization criteria, the Company is in non-compliance of this provision.	Being a CPSE, the Administrative Ministry appoints the Directors of the Company. Hence, the Company, on its own, could not appoint Woman Director on its Board.
3.	The Company is yet to comply with the Minimum Public Shareholding norms as prescribed under Regulation 38 of the Listing Regulations and Rule 19A (1) of the Securities Contracts (Regulation) Rules, 1957. The shareholding of the Company comprises of 89.25% of Promoter holding and 10.75% of Public holding as on 31st March, 2021.	Ministry of Finance (MoF) vide its notification dated 30th July, 2021 has notified the Securities Contracts (Regulation) (Second Amendment) Rules, 2021 which shall come into force on the date of their publication in the Official Gazette. Sub-rule (6) has been inserted in Rule 19A which provides that 'Notwithstanding anything contained in sub-rules (1) to (5), the Central Government may, in the public interest, exempt any listed public sector company from any or all of the provisions of this rule'. Vide this amendment, the Central Government, has been empowered to exempt any listed public sector company from any or all of the provisions of Rule 19A sub-rules (1) to (5) of Securities Contracts (Regulation) Rules, 1957 which prescribed that a listed entity shall maintain public shareholding of at least 25%.
4.	The Company does not have the requisite number of rotational Directors on its Board pursuant to Section 152 of the Companies Act, 2013.	Being a CPSE, the Administrative Ministry appoints the Directors of the Company. Hence, the Company, on its own, could not comply with the said provision.
5.	The Company has not provided Business Responsibility Report in the Annual Report for F.Y. 2019-20 pursuant to Reg. 34(2)(f) of SEBI LODR Regulations, 2015.	Business Responsibility Report is provided in the Annual Report for the F.Y.2020-21.



**55. 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 2021-22 at the remuneration as set out in item no. 4 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.

**56. COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA ON THE ACCOUNTS:**

The Comptroller and Auditor General of India (CAG) had conducted Supplementary Audit under Section 143(6)(a) of the Companies Act, 2013 of the financial statements of Andrew Yule & Co. Ltd. for the year ended 31st March, 2021. 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 2020-21 forms part of this report.

**57. 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.

**58. INSOLVENCY AND BANKRUPTCY CODE, 2016:**

No application has been made under the Insolvency and Bankruptcy Code, hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the financial year is not applicable.

**59. 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, 2021, 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 of the Company 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.

**60. 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.

**61. 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, Tax Auditors and other stakeholders, need special mention 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.

The Directors regret the loss of life of six employees due to Covid-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

For and on behalf of the Board

Kolkata,  
13th August, 2021

Sanjoy Bhattacharya  
Chairman & Managing Director



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### SOCIO-ECONOMIC ENVIRONMENT

#### INDUSTRY STRUCTURE AND DEVELOPMENTS

The year 2020 proved to be a tumultuous one for the global economy in the wake of the COVID-19 pandemic that unleashed unprecedented disruption to human life and economic activity the world over. The global economy, which was already decelerating prior to the pandemic, suffered a massive recessionary shock and contracted by 3.3% in 2020 – the sharpest drop since the Second World War. Most major economies, barring China, witnessed contraction. Advanced economies were amongst the most affected by the pandemic, contracting by 4.7% in 2020, with the United States and European nations degrowing by 3.5% and 6.6% respectively. Emerging Markets and Developing Economies contracted for the first time in 60 years, registering a negative growth of 2.2% in 2020.

The Government of India responded swiftly by announcing a lockdown towards the end of March, 2020 to contain the spread of the virus, protect lives and gear up the healthcare infrastructure in the interim. The depressed economic conditions and lack of business and consumer sentiment prompted a series of interventions by governments across the world. This was followed up with several steps to support life and livelihoods and boost economic activity through stimulus packages largely in the form of liquidity boosting measures along with direct cash transfers and subsidies. Progressive easing of restrictions and improvement of mobility led to a pick-up in economic activity in the second half of the year; however, aggregate demand remained below pre-Covid levels and contact-intensive segments such as aviation, hospitality, and discretionary consumption continued to lag the rest of the economy. The Indian economy faced its worst crisis ever, with a negative growth of 7.3% during the year; the first quarter of the year was particularly impacted with GDP contracting by 23.9%. Overall, for the year, the Industry and Services sectors declined by 8.2% and 8.1% respectively, while Agriculture remained relatively resilient growing by 3% over the previous year. The MSME and unorganised sectors were severely impacted. Fixed Capital Formation witnessed a steep decline of 12.4% and Private consumption (PFCE) contracted by 9.0%, reflecting dampened business sentiment and consumer confidence. Contraction in economic activity and lower tax collections contributed to a large Fiscal Deficit of 9.5% of GDP for the year. While earlier estimates of India's GDP growth for 2021-22 ranged between 11.0% to 13.0%, the ferocity of the second wave in India since February, 2021 has adversely impacted economic prospects. Most States have had to reimpose mobility restrictions in a bid to contain the spread of the virus which has slackened the recovery momentum significantly. High frequency indicators point to economic activity having fallen by 25-30% from nearly pre-Covid levels in February-March 2021. This has led to sharp downward revisions to the earlier growth projections by 200 to 300 basis points.

#### Tea Division

During FY 21, most of the nations are severely impacted due to the COVID-19 pandemic, however Indian domestic Tea market has remained buoyant with 20% incremental price over last year due to short supply of tea because of lockdown. Demands are expected to return to normalcy with some drop in price in FY22.

While Indian exports constitute 16% of overall tea industry with major export destinations being Russia, Iran, UK, UAE, Pakistan, USA, China and Germany, which account for over 65% in India tea export basket, AYCL's Tea export is 2% of its produce.

Tea division of the Company produces around 11 million kilos of quality CTC, Orthodox, Green Tea and some Speciality Tea from its 15 Tea Estates spread over North Bengal and Assam. AYCL has received accreditations from Trust tea, Rainforest Alliance, UTZ, ISO 9001, ISO 22000 and HACCP.

Turnover of the Division was Rs.236.10 crore during the year compared to Rs.204.76 crore during the previous year. Tea exports during the year was 1.34 lakh Kgs with FOB value of Rs.4.10 crore (catering to markets in UK, Poland, Germany and USA) compared to 1.31 lakh Kgs with FOB value of Rs.3.51 crore during the previous year. Own crop decreased from 104.19 LKG to 99.05 LKG due to Covid-19 lockdown in initial period.

#### Electrical – Chennai Operations

India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, bio-fuel, hydro and nuclear power to viable non-conventional sources such as wind and solar. Electricity demand in the country dropped due to pandemic but has shown signs of recovery since then.

The government's roadmap for achievement of 450 GW capacity in RE by 2030 and the focus on attaining "Power for all" would fuel



the demand for power transmission and distribution equipment

Electrical – Chennai Operations (E-CO) is involved in manufacturing of Power Transformer. Major clients include Power Generation Limited (TSTRANSCO), Andhra Pradesh Power & Transmission Companies viz, Karnataka Power Transmission Corporation Limited (KPTCL), Karnataka Power Corporation Limited (KPCL), Transmission Corporation of Andhra Pradesh Limited (APTRANSCO), Transmission Corporation of Telangana Limited (TSTRANSCO), Andhra Pradesh Power Generation Corp. Limited (APGENCO), Tamil Nadu Transmission Corporation Limited (TANTRANSCO), Power Utilities (like PGCIL, NPCIL, NTPC etc.) and EPC Contractors (Like Micron Electricals, Sterling & Wilson, Bajaj Electricals, etc.).

The order booking of E-CO has declined for last 3 years as labour unrest on wage revision issue resulted in low execution and thereby lowering intake of order to avoid order build-up and incurring Liquidated damages and also due to customers' apprehensions. Moreover, Chennai Unit was under strike for more than one year (August, 2019 to August, 2020) and even after re-opening of the unit, Industrial dispute continued upto April, 2021 leading to very low productivity. At last signing of wage revision agreement by the majority Union happened on 29.04.2021 and things were expected to improve when the State Govt of Tamil Nadu imposed lockdown from 10th May to 27th June, 2021. As a consequence, Capacity Utilization of E-CO was very low. However, E-CO has started getting good order with booking of Rs. 84.05 crore order as on 31st July, 2021 which includes a single order with net value of Rs.56.38 crore towards supply of 23nos. 20MVA 110kV Power transformers to KPTCL. This is the single highest value order booking in the history of E-CO and indicative of the faith the market poses on this Unit.

#### **Electrical – Kolkata Operations**

The Switchgear unit at Kolkata, manufactures Distribution Transformers, Auto Voltage Regulators and Switchgear. It has lost its customer base against steep competition in last few years and its operations became unviable because of product obsolescence, poor order booking position, low value additions of orders booked, inadequate infrastructure, and high labour cost compared to revenue.

#### **Engineering Division**

Engineering Division is an ISO 9001,14001 and OHSAS 18001 certified manufacturing unit located at Kalyani, Nadia, West Bengal. The Division manufactures medium and heavy-duty Industrial Fans for all sectors of Industry. Its products have also been exported to 14 countries by EPC contractors based in India. The Division has good infrastructure in comparison to its major competitors and also have complete product range for Axial and Centrifugal Fans of high efficiency which can compete with products offered by even global companies operating in India.

Some of the major client of this Division includes SAIL, Tata Steel, RINL, IOC, NTPC, Tata Power, ISGEC, SMS India, Thermax, Thyssenkrupp, Indian Railways, Ultratech Cement, ACC, Aditya Birla cement etc.

#### **OPPORTUNITIES & THREATS**

##### **Tea Division**

1. Sales methodology: Majority of the tea is being sold in bulk vide auction houses by the Company. However, Company has initiated process for open market sale of bulk tea and appointing dealers for packet tea sale which is expected to further improve the brand visibility thereby improving profit margins.
2. Wage Cost: Labour cost has increased in the last 5 years. Daily labour wage rate has further increased (interim) from INR 167/- to INR 205/- in Assam and INR 176/- to INR 202/- in West Bengal w.e.f. February 2021 which will impact the overall wage cost of AYCL by INR 20 crore per year from FY22 and would affect profitability of its tea business unless the cost increase is passed on to the buyer in terms of price hike.

##### **Sustainability:**

- a) AYCL Tea business is well placed compared to its peers in the industry. In spite of repeated substantial hike in labour wages in the current and last few years, it made profit in FY 21 and expected to do well in current and next year considering improvement in the quality of Tea, improved brand image, cost control and proper marketing strategy.
- b) Its renewed venture into Retail and expected tie-up with Canteen Stores Department (CSD) besides the existing tie-up with Biswa Bangla outlets and other retailers would see growth in both the top and bottom-line of the business.
- c) With 14000+ employees (including 7.35% SC, 27.91% ST and 53.94% OBC, including 48.01% Women) and 40000 + populace in 15 Tea Gardens across West Bengal and Assam, its sustainable business model is an assurance for the well-being of over 1 lakh people and sustenance of local economy.



**Electrical – Chennai Operations**

- a) **Product Viability:** E-CO is set to regain ground in 8 MVA, 10 MVA and 20MVA range of Transformers, demand of which is picking up. E-CO has started inserting “Price Variation Clause (PVC)” in taking order to surmount difficulties in sourcing material because of recent abnormal hike in Steel, Copper, Aluminium and Oil prices. New orders are being taken with good price to maintain execution viability with better value addition and proper risk management.
- b) **Production Infrastructure:** E-CO has well equipped production and testing infrastructure and may need further production automation, increase in productivity and economy of scale to sustain in spite of competition.
- c) **Competition from other major players:** While E-CO has good reputation for 8MVA, 10 MVA and 20 MVA segment, the market has competition from a number of players. Some of the competitors are: Technical Associates, Toshiba, Atlanta, IMP, GE Prolac, Venkateswara, ECE.
- d) **Wage Cost:** percentage of wage cost on revenue of E-CO has remained high because of low production for IR issues but viability is not far away as the sales will be ramped upto INR 90 crore by next FY23 which looks quite feasible with settlement of IR issues and as full capacity production started after lifting of lockdown.
- e) **Sustainability:**
  - i. Given the present cost structure of E-CO, the Break-even sale figure for Chennai Operation is INR 88 crore, which is feasible to attain by ramping up the order booking from now onward as market confidence is regained with normalized in-house execution.
  - ii. E-CO’s operations will become viable as it has come back from brink after 3 years labour unrest / go-slow / strike etc. and customers are showing eagerness by placing orders as the Unit has got back on track after great conciliatory efforts from local and top management of AYCL.
  - iii. At present E-CO is incurring loss to the tune of INR 3.5 crore per year with its current business volume. The Unit is expected to around with higher order booking and sales to the tune of INR 90 crore from next FY.
  - iv. Prima facie, the Division’s business is sustainable with strong possibility of a turnaround.

**Electrical - Kolkata Operations**

- a) **Order Booking Position:** The order booking of E-KO has been continuously declining. As a consequence, Capacity Utilization of Kolkata Operations of the division has reached abysmal lows.
- b) **Product Viability:** Product range of Kolkata Operation is outdated and it finds difficult to compete with other players in the field with higher technology and cheaper cost of production. None of its products are viable as of now.
- c) **Production Infrastructure:** E-KO is having very old and inadequate infrastructure. Material handling capability of only 7 Ton and poor soil conditions beneath the floor that prevents enhancing the handling capacity. It lags substantially in terms of production automation, productivity and economy when compared with competition.
- d) **Competition from other major players:** While E-KO, lags severely in terms of product, infrastructure and process upgradation, the market is fraught with steep competition from a number of players with better / economic product and technology. Some of the competitors are named below:  
Voltamp, KAVIKA, P.P. Industries, Marsons, Voltamp, NGEF, Transcon, Schneider Electric.

With competitive bidding process being followed for award of contracts, the division finds it hard to compete and has an insignificant market share as of now.

- e) **Wage Cost:** %age of wage cost on revenue of E-KO has remained very high and unviable compared to industry standard.
- f) **Sustainability:**
  - i. Given the present cost structure of E-KO, the Break-even sale figure for Kolkata Operation is above INR 127 crore which with the present obsolete product range and very low market share scenario, is not feasible to attain from the current level of INR 6.36 crore order booking in year 2020-21.
  - ii. E-KO’s operations are unviable in the present scenario of product obsolescence, very low order booking position, substandard production processes, inadequate infrastructure and high labour and other operations cost.
  - iii. At present E-KO is incurring huge loss to the tune of INR 20 crore per year with its current business volume and is a major drag on the Company’s financial health. The situation is likely to deteriorate further.
  - iv. Skill-set of manpower in E-KO neither match requirement of any other unit of AYCL ruling out possibility of redeployment to reduce cost, nor the other units have any requirement of further manpower.
  - v. Prima facie, E-KO’s business is unsustainable with practically no hopes of a turnaround.

**Engineering Division**

- a) **Order Booking Position:** The order booking of Engineering Division has been in the rise from FY 2018 to FY 2020. Though in FY21 the order booking was less due to lockdown for Covid-19, the same is expected to go upto Rs 50 crore in next two



years. Capacity Utilization of the division was 81% in FY21 and would improve further in current and next year with increased target of execution.

- b) **Product Viability:** The Division has a full product range in its line of operation i.e. Industrial Fans – both in Axial and Centrifugal type. Capacity of these products in terms of air / gas volume flow rate, pressure rise, operating temperature etc. along with high energy efficiency features that compete well with three to four major international competitors having outfits in India. As such the product range of Engineering Division remains viable.
- c) **Production Infrastructure:** The Division having its factory in Kalyani, Nadia, West Bengal which is 53 km from the AYCL's Registered Office in Kolkata. The factory has well-built spacious and high sheds with adequate material handling facility up to 45MT and several other automatic and semi-automatic production equipment. The infrastructure facility as such is one of the best in India and takes well on the competitors.
- d) **Competition from other major players:** Its major competitors are Howden Solyvent (I) Pvt. Ltd., Chennai; Reitz (I) Pvt. Ltd., Hyderabad; Boldrocchi (I) Pvt. Ltd., Chennai; TLT (I) Pvt. Ltd., Hyderabad. While each of these competitors having a turnover of above INR 100 crore, AYCL Engineering Division lags in Market Share mainly due to poor market reach in spite of very good brand image among its existing buyers.

While the Division has infrastructure to go up to a turnover of INR 60 – 70 crore, it is in the process of strengthening its marketing activity for increase in order booking.

- e) **Wage Cost:** %age of wage cost on revenue of Engineering Division is high compared to Industry Standard but viability is not far away if the sales can be ramped to Rs 48 crore and above which looks quite feasible by FY23.
- f) **Sustainability:**
  - i. Given the present cost structure of AYCL Engineering Division, the Break-even sale figure is INR 47 crore – which in the present market scenario is feasible to attain with further market reach and increasing marketing activity as initiated by the Division.
  - ii. The Division currently has INR 40.10 crore worth Order-in-Hand.
  - iii. The unit has good and viable product range as per industry requirement and competes well in the market. Production processes and infrastructure match the best in the industry. Labour and other operations cost will come down in terms of percentage on sales with increasing sale and market share in near future.
  - iv. At present the Division is incurring a minimal loss to the tune of INR 2 – 4 crore per year with the current business volume of INR 34 – 37 crore approx., and is expected to make profit once it crosses the break-even figure of INR 47 crore from present level of INR 34 – 37 crore by FY23, which is very much feasible with improvement in Order booking.
  - v. Prima facie the Division's business is sustainable in near terms as explained above with turnaround about the corner.

## SEGMENT WISE PERFORMANCE

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

## OUTLOOK

### Tea Division:

The tea division of AYCL puts emphasis on "Quality" and is recognized as one of the top-quality tea producers in the Tea Industry. Production/ manufacture of crop is also showing uptrend with its planned uprooting, re-planting and rejuvenation programme, projecting a long-term sustainability/viability.

With various certification, reputation in bulk tea business, niche positioning in green and speciality teas (both domestic and international), retail and e-commerce platforms, outlook for the division is very positive.

### Electrical – Chennai Operations:

Despite decline in the last year (-2.4%), Transformer industry is anticipated to grow at a CAGR of over 6.89% in the next six years. AYCL- Chennai Operation's market share is 2% (approx.) with respect to existing product range (i.e above 5MVA and up to 63 MVA 132 kV Class).

Outlook for the business is positive considering the facts stated earlier. This unit's business be continued as it has good brand image, product range, decent infrastructure and turn-around feasibility is in sight by next year from present minor loss-making scenario.

### Engineering Division

The unit has good and viable product range as per industry requirement and competes well in the market. Production processes, infrastructure match the best in the industry. Labour and other operations cost will come down in terms of percentage on sales with increasing sale and market share in near future.



Outlook for the business is positive considering the facts stated earlier. This unit's business be continued as it has good brand image, product range, good infrastructure and turn-around feasibility in sight by FY23 from present minor -loss making scenario.

**RISK AND CONCERN**

Business risks are inevitable for any business enterprise. The Company through its Risk Management policy identifies the various risks and challenges, internally as well as externally and takes appropriate measures with timely actions to mitigate them and also recommend the Board about risk assessment and minimization procedures. The risk management procedure is reviewed by the Audit Committee and Board of Directors. The Audit Committee has additional oversight in the area of financial risks and controls. To ensure the mitigation of risk the Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

**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 2020-21.

**CHANGES IN KEY FINANCIAL RATIOS**

Particulars	FY 2020-21	FY 2019-20
Debtors Turnover	5.5	5.1
Inventory Turnover	1.6	1.7
Interest Coverage Ratio *	2.81	(-) 1.51
Current Ratio	1.12	1.00
Debt Equity Ratio	1.30	1.48
Operating Profit Margin (%) **	7%	(-) 4%
Net Profit Margin (%) ***	7%	(-) 7%
Return on Capital employed (%) ****	9.70%	(-) 6.0%

There have been no significant changes in key financial ratios during the financial year 2020-21 as compared to the immediately previous financial year 2019-20 except the followings –

\* Interest coverage ratio was increased by 286% due to better realisation of sales consequently bank/institutional borrowing during the current year is less than previous year resulting in better interest coverage ratio.

\*\* Operating Profit margin was increased by 275% mainly due to increased profit of tea division due to increased average sales price /kg of tea.

\*\*\* Net Profit margin was increased by 200% due to increase of Net Profit substantially mainly due to increase in profitability of Tea Division. Moreover, overall expenses reduced by 2% and interest expenses reduced by 4% due to better realization of sales.

\*\*\*\* Return on Capital employed was increased by 262% due to increase of profit as stated above leading to enhanced net worth, resulting in better return on capital employed.

Return on Net Worth increased by 192% in view of higher profitability. Total Comprehensive Income was increased by 239% due to increase of profit and reduction of operating expenses.

**INTERNAL CONTROL SYSTEMS**

At AYCL, the internal control procedures include internal financial controls, ensuring compliance with various policies, practices and statutes considering the organization's growth and complexity of operations. The framework constantly monitors and assesses all aspects of risks associated with current activities and corporate profile, including commercial and financial risks. In addition, the Company has management reporting and internal control systems in place, that enable it to monitor performance, strategy, operations, business environment, organisation, procedures, funding, risk and internal control. The internal auditors carry out extensive audits throughout the year across all locations and across all functional areas and submit their reports to the Audit Committee.





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 more or less cordial. The settlement of the issues on wage revision for a duration of 10 years would augur well for the unit and its industrial relation.

**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 not to place undue conviction on the forward-looking statements.

For and on behalf of the Board

Kolkata,  
13th August, 2021

Sanjoy Bhattacharya  
Chairman & Managing Director



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

**(A) CONSERVATION OF ENERGY**

**i) Steps taken or impact on conservation of energy:**

**Engineering Division:**

- a) The Division had replaced one old high power consuming Kanubhai Welding rectifier with new IGBT, Thyristorised MMAW machine in 2020-21 and thereby saving energy of 2730 kWh per month.
- b) The Division had installed a new 250KVA Cooper make generator set and connected to the all factory, by utilizing this generator set instead of old 200KVA DG set, it resulted fuel saving for own generation to the tune of 100 liters on a monthly basis for better efficiency of new DG set.
- c) As a part of the Energy Saving program by using High Efficient Led Bulbs and tubes in phases, the Division has also replaced conventional lamps, Tubes and 125W street light in 2020-21 in phases by high energy efficient LED bulbs and tubes and thereby saving energy of approx. 350 kWh per month.
- d) The Division has installed a better, highly efficient new Hypertherm make plasma power source. Earlier an old high power consuming Rectifier based power source was used. Now after utilizing the New IGBT based power source, we get better efficiency and saving at least 3000Kwh to 5000Kwh per month.
- e) Proper maintenance of Capacitor bank enhances the life & performance of Capacitor bank and also improves our power factor, now the Power factor nears to the 0.98 to 0.99, so we get at least Rs.8000 to 13,000 discounts from WBSSEDCL for maintaining good power factor at output side.

**Electrical - Chennai Operations:**

- f) This unit has saved energy to the tune of 28KW/day by replacing the conventional lighting with LED.

**Electrical - Kolkata Operations:**

- g) This unit has saved energy by replacing the conventional lighting with LED. Transparent roof sheets provided in shops to use natural lights.

**Tea Division:**

- h) This division has replaced the Capacitors in the plants to achieve desired power factors.

**ii) Steps taken by the company for utilizing alternate sources of Energy:**

**Engineering Division:**

- a) The Division had already installed 10 KW roof top solar systems in the administrative building of Kalyani factory and the same is under operation.

**Tea Division:**

- b) Due to extraordinary situation in the year 2020-21 leading to Covid-19 Pandemic, no projects for alternate sources of energy were undertaken.

**iii) Capital Investment on Energy Conservation equipment: Rs.15 lakh.**

**(B) TECHNOLOGY ABSORPTION**

**i) Efforts made towards technology absorption:**

**Engineering Division:**

The Division has carried out number of Retrofit jobs by the way of following:



- a) Replacing existing complete fan by enhanced duty Andrew Yule fan in existing Foundation  
Example: Gayatri Sugar, UTCL-Hirmi.
  - b) Replacing existing by enhanced duty Andrew Yule make Impeller and Suction Cone in existing Fan Casing.  
Example: UTCL-Nathwara, UTCL-Rawan.
  - c) Replacing by economic duty Andrew Yule Impeller in existing fanwith minor Casing modification.
  - d) Noise improvement of high-speed narrow width fan by modification of Casing throat in Example: Combustion Air fan of Blast Furnace in Bokaro Steel.
  - e) Development of Oil lubricated Bearing Plummer Block with water jacket for use in high temperature application, eliminating external Oil lubrication system.  
Example: Laxmi Cement, Digbijay Cement.
  - f) Import substitution replacing Imported Impeller by Andrew Yule Impeller: Tata Steel Long Product, IISCO-Burnpur.
- ii) **Benefits derived like product development, cost reduction or import substitution: NIL**
- iii) **Imported Technology Details: NIL**
- iv) **The expenditure incurred on Research and Development: Rs.10.92 lakh**

**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

**Earnings:** Rs.439.95 lakh

**Outgo:** 0.65 lakh

Kolkata,  
13th August, 2021

For and on behalf of the Board

Sanjoy Bhattacharya  
Chairman & Managing Director



**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31.03.2021**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 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**  
**West Bengal**

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 having its Registered Office at “Yule House”, 8, Dr. Rajendra Prasad Sarani, Kolkata – 700001, West Bengal (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 books, papers, minute books, forms and returns filed and other records maintained by the Company 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 audit period covering the financial year ended 31.03.2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

**Auditors' Responsibility**

Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on existence of adequate Board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to us during the said audit and also based on the information furnished to us by the officers' and the agents of the Company during the said audit.

We have followed the audit practices and processes as were appropriate to the best of our understanding 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.

We have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the Board and by various committees of the Company during the period under scrutiny. We have checked the Board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board, of the Board, of the members of the Company and of other authorities as per the provisions of various statutes as mentioned hereinafter.

Wherever required we have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

We have relied upon the accuracy of the documents and information as shared by the Company with us through appropriate Information Technology tools to assist us in completing the secretarial audit work during lock down period due to unprecedented situation prevailing in the Country due to COVID-19 virus pandemic and the same is subject to physical verification by us post normalization of the situation.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of compliance procedures on test basis.

Our report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.



**We report that**, we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31.03.2021 according to the provisions of (as amended):

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Secretarial Standards as issued by The Institute of Company Secretaries of India;
- (iii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) 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;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("Listing Regulations")
- (vii) Corporate Governance Guidelines issued by Department of Public Enterprises vide their OM. No. 18(8)/2005-GM dated 14th May, 2010.

**We further 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 specifically complied with the provisions of the following Act:

1. Tea Act, 1953
2. Plantation Labour Act, 1951 and the Rules made thereunder;
3. Tea (Marketing) Control Order, 2003;
4. Food Safety and Standards Act, 2006;
5. Tea Waste Control Order, 1959;
6. Tea (Distribution & Export) Control Order, 2005;
7. Indian Electricity Act, 2003 and The Indian Electricity Rules, 1956 (as amended in 2005);
8. Electrical Wires, Cables, Appliances and Protection Devices and Accessories (Quality Control) Order, 2003;
9. The Bureau of Indian Standards Act, 1986; and
10. Energy Conservation Act 2001 - Bureau of Energy Efficiency

to the extent of its applicability to the Company during the financial year ended 31.03.2021 and our examination and reporting is based on the documents, records and files as produced and shown to and the information and explanations as provided to us by the Company and its management and to the best of our judgment and understanding of the applicability of the different enactments upon the Company. Further, to the best of our knowledge and understanding there are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliances with applicable laws including general laws, labour laws, competition law, environmental laws, etc.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except:

- 1. The composition of the Board of Directors ("Board") is not in accordance with the criteria specified under Regulation 17 of the Listing Regulations. The Board comprised of 7 Directors (2 Executive, 2 Nominee and 3 Independent Directors ("IDs")) as on 31.03.2021. The Chairman being Executive, no. of IDs required on the Board would be 50% of the Board's strength. In present composition, the Company has shortage of 1 ID.**
- 2. The Company did not have any Woman Director on the Board during the Financial Year 2020-21. Further, pursuant to the proviso of Reg. 17(1)(a) of the Listing Regulations, the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020. Since the Company is within top 1000 listed entities based on the market capitalization criteria, the Company is in non-compliance of this provision.**
- 3. The Company is yet to comply with the Minimum Public Shareholding norms as prescribed under Regulation 38 of the Listing Regulations and Rule 19A (1) of the Securities Contracts (Regulation) Rules, 1957. The shareholding of the Company comprises of 89.25% of Promoter holding and 10.75% of Public holding as on 31st March, 2021.**



4. *The Company does not have the requisite number of rotational Directors on its Board pursuant to Section 152 of the Companies Act, 2013.*
5. *The Company has not provided Business Responsibility Report in the Annual Report for F.Y. 2019-20 pursuant to Reg. 34(2)(f) of SEBI LODR Regulations, 2015.*

During the period under review, provisions of the following regulations / guidelines/ standards were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (ii) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iv) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018;
- (v) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

**We further report that:**

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place, if any, during the period under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice is 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.
- (c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- (d) There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that:**

- (a) The Company is in process of implementation of Structured Digital Database pursuant to SEBI Notification dated 17th July, 2020.
- (b) The Scheme of Arrangement between Hooghly Printing Co. Ltd. (Transferor Company) and Andrew Yule & Co. Ltd. (Transferee Company) has been approved vide order dated 3rd May, 2021 issued by National Company Law Tribunal (NCLT), Kolkata Bench.
- (c) In the light of heightened concern on spread of Covid-19 across the nation during the year under report and as per the notifications issued by the Central / State Government(s), the Company had temporarily suspended its operation of certain facilities at its Plants and Offices till such time as has been specified in such notifications.

Place : Kolkata  
Dated : 13-08-2021

For A. K. LABH & Co.  
Company Secretaries  
(CS A. K. LABH)  
Practicing Company Secretary  
FCS – 4848 / CP No.- 3238  
UDIN: F004848C000781558



**BUSINESS RESPONSIBILITY REPORT  
For the financial year 2020-21**

**SECTION A: GENERAL INFORMATION ABOUT THE COMPANY**

1.	Corporate Identity Number (CIN) of the Company	L63090WB1919GOI003229
2.	Name of the Company	ANDREW YULE & CO. LTD.
3.	Registered address	'Yule House', 8 Dr. Rajendra Prasad Sarani, Kolkata – 700001, India.
4.	Website	www.andrewyule.com
5.	E-mail id	com.sec@andrewyule.com
6.	Financial year reported	1st April, 2020 – 31st March, 2021
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	<p>The Company's Engineering Division manufactures and supply Industrial Fans, Air Pollution and Water Pollution Control equipment, Tea Machinery Spares, Turn-key projects involving the above products under NIC CODE 29199.</p> <p>The Company's Electrical Division (E-CO and E-KO) manufactures and supply HT and LT Switchgears, Transformers, Relay and Contactors, Turn-key projects and power distribution under NIC Code of 27104, 27102, 27104, 2710, respectively.</p> <p>The Company's Tea Division is engaged in the business of tea growing and manufacturing under NIC Code of 01271.</p>
8.	List three key products/services that the Company manufactures / provides (as in balance sheet)	Tea, Industrial Fan, Power transformer.
9.	Total number of locations where business activity is undertaken by the Company	
	(a) Number of International Locations	No manufacturing activity is carried out on international locations by the Company directly. Selling activities of Andrew Yule & Company Limited take place in internationally in UK, Germany and USA.
	(b) Number of National Locations	<p>Manufacturing activities are undertaken in the following units:</p> <p>1) Electrical- Kolkata Operations (Kolkata, West Bengal)</p> <p>2) Electrical- Chennai Operations (Perungudi, Chennai, Tamilnadu)</p> <p>3) Engineering Division (Kalyani, West Bengal)</p> <p>4) Tea Division (West Bengal and Assam)</p> <p>Selling activities are undertaken on PAN India basis.</p>
10.	Markets served by the Company – Local / State / National / International	The manufactured products are mostly sold in national markets. However, a small portion of the products are sold in international markets, referred above.



**SECTION B: FINANCIAL DETAILS OF THE COMPANY**

1.	Paid up Capital (INR)	Rs.97.79 crore
2.	Total Turnover (INR)	Rs.330.51 crore
3.	Total profit after taxes (INR) - before Other Comprehensive Income	Rs. 21.20 crore
4.	Total spending on Corporate Social Responsibility (CSR) as percentage of Profit after Tax (%)	During the financial year 2020-21, total spending on CSR stood as “nil” as per calculations made pursuant to the provisions of the Companies Act, 2013 read with the rules made thereunder.
5.	List of activities in which expenditure in 4 above has been incurred.	NA

**SECTION C: OTHER DETAILS**

1.	Does the Company have any Subsidiary Company / Companies?	The Company had 3 (three) wholly-owned subsidiaries viz., Hooghly Printing Company Limited, Yule Electrical Limited and Yule Engineering Limited as on 31st March, 2021. However, Hooghly Printing Company Limited is now merged with Andrew Yule & Co. Ltd. w.e.f. 4th June, 2021
2.	Do the Subsidiary Company / Companies participate in the BR initiatives of the Parent Company? If yes, then indicate the number of such subsidiary company(ies)	No, since all the subsidiaries are non-functional Companies.
3.	Do any other entity / entities (e.g. suppliers, distributors, etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity / entities? [Less than 30%, 30-60%, More than 60%]	Other entities are not directly involved with the business responsibility initiatives of the Company.

**SECTION D: BR INFORMATION**

**1. Details of Director / Directors responsible for BR**

(a) Details of the Director / Directors responsible for implementation of the BR policy / policies  
 Name - Shri Sanjoy Bhattacharya  
 Designation - Chairman & Managing Director  
 DIN Number-07674268

(b) Details of the BR head as on the date of this report :

No.	Particulars	Details
1	DIN Number (if applicable)	07674268
2	Name	Shri Sanjoy Bhattacharya
3	Designation	Chairman & Managing Director
4	Telephone number	033 2242 8210
5	e-mail id	com.sec@andrewyule.com





**2.Principle-wise (as per NVGs) BR Policy/policies:**

- Principle-wise (as per NVGs) BR Policy / Policies: Principles as per the SEBI Business Responsibility Report Framework
- i. Principle 1 (P1) - Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
  - ii. Principle 2 (P2) - Businesses should provide goods and services that are safe and contribute to sustainability throughout the life cycle
  - iii. Principle 3 (P3) - Businesses should promote the wellbeing of all employees
  - iv. Principle 4 (P4) - Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
  - v. Principle 5 (P5) - Businesses should respect and promote human rights
  - vi. Principle 6 (P6) - Business should respect, protect, and make efforts to restore the environment
  - vii. Principle 7 (P7) - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
  - viii. Principle 8 (P8) - Businesses should support inclusive growth and equitable development
  - ix. Principle 9 (P9) - Businesses should engage with and provide value to their customers and consumers in a responsible manner

(a) Details of compliance (Reply in Y / N)

No.	Questions	Business Ethics	Sustainability	Employees' Well-being	Stakeholders' Welfare	Human Rights	Environment	Regulatory Pricing	Equitable Development	Customer Responsibility
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy /policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national/international standards? If yes, specify? (50 words) (Refer note below)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy being approved by the Board? If yes, has it been signed by MD / owner / CEO / appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified Committee of the Board/Director/Official to oversee the implementation of the Policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	<a href="http://www.andrewyule.com/pdf/policies/Business_Responsibility_Policy.pdf">http://www.andrewyule.com/pdf/policies/Business_Responsibility_Policy.pdf</a>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The BR policy has been communicated to all key internal stakeholders of the Company.								
8	Does the Company have in-house structure to implement the policy / policies.	The Board of Directors is responsible for implementation of the policy at macro level. At micro level, the departmental heads are responsible for its implementation. The BR Head oversees the BR initiatives.								
9	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	The Company has a Vigil Mechanism Policy and Risk Management Policy which provides redressal mechanisms for different stakeholders like employees, regulatory authorities, etc. Further, the existing BR policy also contains additional grievance redressal mechanisms.								
10	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	N	N	N	N	N	N	N	N	N



**Note:**

Elements of all above referred 9 (nine) national voluntary guideline principles are enshrined in our BR Policy. Framing or aligning of corporate policies with that of international standards are carried out to the extent statutorily mandated. BR Policy is available on-line for both internal and external stakeholders and has been approved by the Board.

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick upto 2 options)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the Principles	NA	NA	NA	NA	NA	NA	NA	NA	NA
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles.	NA	NA	NA	NA	NA	NA	NA	NA	NA
3	The Company does not have financial or manpower resources available for the task	NA	NA	NA	NA	NA	NA	NA	NA	NA
4	It is planned to be done within next 6 months	NA	NA	NA	NA	NA	NA	NA	NA	NA
5	It is planned to be done within the next 1 year	√	√	√	√	√	√	√	√	√
6	Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

**3. Governance related to BR**

**(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.**

The Business Responsibility Policy has been approved by the Board vide its Resolution dated 23rd June, 2021, there it was decided that the modification, addition, deletion or amendment of any of the provisions of this policy will be assessed by the Board of Directors annually.

**(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

This BR Report forms part of the Annual Report for 2020-21 and will continue to be a part of annual reports of ensuing years, so long statutory regulations mandate such inclusion.

Further, a copy of this BR Report is available at the official website of the Company at the weblink <http://www.andrewyule.com/general-meeting.php>.

As per statutory requirements, the BR Report will be published on annual basis.

**SECTION E: PRINCIPLE-WISE PERFORMANCE**

**Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability**

**1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs /Others?**

Clause 5.1 of the BR policy deals with the provisions relating to business ethics. The same applies to all employees of the Company and endeavor is to extend it to other business partners, to the extent feasible. The Company ensures that agreed contracts are in line with ethical business practices ensuring actions where conduct of employees, vendors and other business partners are found inconsistent. Moreover, the Company has in place a Code of Conduct which is applicable for all the Directors and employees of the Company and each year your Company engages its Senior Management in Code of Conduct Certification.

**2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

During the year no complaint was received relating to ethics, bribery and corruption from any stakeholder.



**Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout your life cycle**

- 1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

**Tea:** maintaining MRL (Min. Residue Limit) of permitted chemical content for health and safety of consumers.

**Industrial Fans:** Designed as per various Indian and International codes for safe and sustainable use.

**Transformers:** Manufactured following all safety norms applicable for such equipment.

- 2. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

Your Company sources its inputs from reputed national sources / entities, which are expected to be well versed with BR obligations. Finished product movements take place through roadways. All safety and environmental protocols are followed, in course of such transportation.

- 3. Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place or work?**

**If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

All fabrications, packaging materials are sometimes sourced locally. Proper quality checks are in place to ensure adherence with industry accepted standards. Findings, if any are reported and proper guidance / assistance are provided for improvement, whether in terms of capacity or capability.

- 4. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

Scraps generated are often segregated and re-used for smaller component manufacturing to the extent of 5-10%.

**Principle 3: Businesses should promote the well-being of all employees**

1. Please indicate the Total number of employees – 14547 (permanent), 14641 (including temporary/contractual/ casual)
2. Please indicate the Total number of employees hired on temporary / contractual / casual basis - 94
3. Please indicate the number of permanent women employees - 6990
4. Please indicate the number of permanent employees with disabilities - 36
5. Do you have an employee association that is recognized by management? Yes. There are 17 (seventeen) Registered Trade Unions in different divisions of the Company for Unionized employees.
6. What percentage of your permanent employees is members of this recognized employee association? 100% (Unionized Employees only)
7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1	Child labour / forced labour / involuntary labour	Nil	Not Applicable
2	Sexual harassment	Nil	Not Applicable
3	Discriminatory employment	Nil	Not Applicable

At each of six regions of the Company, Internal Complaints Committees have been set up in terms of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 with a view to provide protection against sexual harassment of women at workplace and for prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto.



8. What percentage of your under mentioned employees were given safety and skill upgradation training in the last year?
  - (a) Permanent Employees –100% (Safety) and 38% (Skill upgradation)
  - (b) Permanent Women Employees –100% (Safety) and 32% (Skill upgradation)
  - (c) Casual/Temporary/Contractual Employees–100% (Safety) and 57% (Skill upgradation)
  - (d) Employees with Disabilities –100% (Safety) and 7% (Skill upgradation)

**Principle 4: Business should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized**

1. **Has the Company mapped its internal and external stakeholders?Yes/No**  
Yes, the Company has mapped its internal and external stakeholders comprising of employees, customers, dealers, suppliers, shareholders, regulatory authorities and members of the society who are directly or indirectly affected by your Company's operations.
2. **Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders.**  
There has never been any discrimination in treatment and rights available to any of the stakeholders.
3. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.**  
Various social initiatives for facilitating quality of life of stakeholder so perating or residing around the factories are provided, depending upon specific requirement to this effect. Various initiatives of the Company include steps undertaken by the Company for providing skill development training to economically weaker and socially disadvantaged ladies in courses relating to in depth training on Tailoring, Embroidery/fabric painting etc. Vocational training was provided to children with disability. Financial assistance was provided to the school for street children.

**Principle 5: Business should respect and promote human rights**

1. **Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/ Suppliers/Contractors/ NGOs/Others?**  
Clause 5.5 of the BR Policy of the Company deals with provisions relating to promotion of human rights. As per the said policy your Company recognizes and respects human rights of all relevant stakeholders and groups within and beyond the workplace, including that of communities, consumers, etc.
2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**  
The Company did not receive any compliant regarding human rights violation from any quarter during the financial year under review.

**Principle 6: Business should respect, protect, and make efforts to restore the environment**

1. **Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs /Others.**  
Clause 5. 6 of the BR Policy of the Company deals with provisions relating to protection of environment, which covers only the Company.
2. **Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.**  
The Company recognized that climate change is a real threat facing not just by the Company but the entire global community, of which it is just a part. Your Company also recognized that it can play a meaningful role in trying to mitigate the problem by adopting certain strategies and initiatives in its day-to-day operations.  
  
Information in this regard is available at the official website of the Company at the weblink - [http://www.andrewyule.com/pdf/policies/Steps\\_Taken\\_Environment\\_Protection.pdf](http://www.andrewyule.com/pdf/policies/Steps_Taken_Environment_Protection.pdf).
3. **Does the Company identify and assess potential environmental risks?Y/N**  
Your Company actively tries to identify, assess and address potential environmental risks and takes pre-emptive action to minimize such risks in a structured manner.



**4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

The Company has started using clean Solar Power in its Engineering factory, use of oil furnace has been phased out, Paint booth concept introduced – all related to clean development. Compliance is reported to pollution control board and certification obtained.

**5. Has the Company undertaken any other initiatives on—clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for webpage etc.**

The Company has been progressively reducing its energy consumption. Constant efforts are in place to conserve energy and improve energy efficiency in all its plants. The 'Conservation of Energy' section of the Directors' Report for 2020-21, specifies steps taken in this regard.

**6. Are the Emissions / Waste generated by the Company within the permissible limits given by CPCB / SPCB for the financial year being reported?**

All factories of the Company comply with the prescribed emission norms of various State or Central Pollution Control Boards.

**7. Number of show cause / legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

During the year 2020-21, no show cause /legal notice has been received by the Company from CPCB / SPCB.

**Principle 7: Business, when engaged in influencing public and regulatory policy should do so in a responsible manner**

**1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

Andrew Yule & Co. Ltd is a member of The Bengal Chamber of Commerce & Industry.

**2. Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes / No: If yes, specify the broad area as (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food Security, Sustainable Business Principles, Others).**

Your Company is in touch with above association in promoting public policies and regulatory framework that serve the common good of the society. In the past the Company had contributed towards Swachh Bharat Kosh, which had been setup to attract funds from corporate sector, individuals and philanthropists in response to the call given by Hon'ble Prime Minister to achieve the objective of Clean India (Swachh Bharat). The Company has also contributed to "Prime Minister National Relief Fund" for rendering social service. Further as stated earlier, during 2020-21, the Company contributed towards promoting health care for socially and economically backward groups and differently abled and towards livelihood enhancement projects for them.

**Principle 8: Business should support inclusive growth and equitable development**

**1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof.**

The Company thrives for inclusive growth and equitable development. To this end a wide base of MSME vendors has been developed and over 45% purchase made from them. Company has also on boarded GeM for further broadening the supplier base. Vendor development programmes are also held. All above supports the stated principle.

**2. Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organization?**

Community development programmes are done through NGOs. Vendor development programmes are done by in house team/ consultants.

**3. Have you done any impact assessment of your initiative?**

Impact of CSR activities are assessed by the CSR Committee and the Board from time to time. Expansion of MSME vendor base is a testimony of the impact of such initiative.

**4. What is your Company's direct contribution to community development projects – Amount in INR and the details of the projects undertaken.**

In last 6 years, contribution to community development has been Rs.110 lakh in the following sectors in which the project is covered—social service, skill development programme, sanitation (Swachh Bharat Mission) women empowerment/skill development, education etc.



- 5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

Functioning, fund utilization and projects by NGOs are inspected/assessed by own team for success of the programmes and end result accrued to the community.

**Principle 9: Business should engage with and provide value to their customers and consumers in a responsible manner**

- 1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.**

Proper system is in place to track customer feedback. Though during the year the Company has received few minor customer complaints, however, none is pending as on 31st March, 2021. No consumer case has been lodged against the Company, during the year under review.

- 2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks (additional information)**

Product labels are reviewed and updated from time to time. Your Company endeavors to disclose not only information mandated under local laws but also those which are required under applicable statutes, in force. Besides industry benchmarks are also adhered to.

- 3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

No case has been filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behavior during the last five years.

- 4. Did your Company carry out any consumer survey/consumer satisfaction trends?**

Consumer surveys are undertaken on regular basis to understand the performance, quality, etc. of the products of the Company to assess customer satisfaction.

Kolkata,  
13th August, 2021

On behalf of the Board  
Sanjoy Bhattacharya  
Chairman & Managing Director



**REPORT ON CORPORATE GOVERNANCE**

**1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE**

Good governance practices stem from the value system and philosophy of the organization and at AYCL, we are committed to optimize shareholders returns, governance processes and an entrepreneurial, performance focused, conducive work environment. The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees and communities surrounding our plants, transparency in decision making process, fair and ethical dealings with all and accountability to all the stakeholders.

**2. BOARD OF DIRECTORS**

The total number of Directors of the Company as on 31st March, 2021 was 7 (seven) out of which 2 (two) were Whole-time Directors, viz. Chairman & Managing Director holding additional charge of Director (Planning) and Director (Personnel) holding additional charge of Director (Finance); 2 (two) were Part-time Official Directors (Government Nominee) and 3 (three) were Part-time Non-official Independent Directors.

**a) The details of composition of the Board including category of Directors, Directorship(s), Chairmanship/Membership held by the Directors in the Committees of various Companies and Directorship(s) held in other listed entities and category thereof as on 31st March, 2021 are as follows:**

Name of Director	Designation	Category	No. of Directorships held in other Companies	No. of Committee Positions held in other Companies		Name of the listed entities where directorship held	Category of directorship in the listed entities
				As Chairman	As Member		
Shri Sanjoy Bhattacharya (DIN: 07674268)	Chairman & Managing Director	Executive	4	1	--	Tide Water Oil Co. (I) Ltd.	Additional Director
Shri K. Mohan (DIN: 08385809)	Director (Personnel)	Executive	4	--	1	WEBFIL Ltd.	Non-executive Director
Shri Amit Mehta (DIN: 08859397)	Part-time Official Director (Govt. Nominee)	Non - Executive	2	--	--	Bharat Heavy Electricals Ltd.	Part-time Official Director
						Tide Water Oil Co. (I) Ltd.	Additional Director (Non-executive & Non-independent)
Shri Rama Kant Singh (DIN: 08360278)	Part-time Official Director (Govt. Nominee)	Non - Executive	6	--	--	--	--
Shri Viswanatah Giriraj (DIN: 01182899)	Part-time Non-official Independent Director	Independent Non-Executive	1	1	--	--	--
Shri Anil Kumar Goyal (DIN: 07791721)	Part-time Non-official Independent Director	Independent Non-Executive	--	--	--	--	--
Rear Admiral Anil Kumar Verma (DIN: 05177972)	Part-time Non-official Independent Directors	Independent Non-Executive	--	--	--	--	--



**Notes:**

- i. Number 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.
- ii. 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 is a Director. Further, no independent Director serves as Independent Director in more than 7 listed companies.
- iii. 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.
- iv. None of the Directors are inter-se related to other Directors of the Company.
- v. Particulars about Director retiring by rotation and being eligible, seeking re-appointment are given in the Notice of 73rd AGM.
- vi. No Independent Director has resigned before the expiry of his/her tenure during the financial year 2020-2021.

**b) Number of Board Meetings, attendance at Board Meetings and at 72nd Annual General Meeting:**

During the financial year ended 31st March, 2021, 5 (five) meetings of the Board of Directors were held on 15th July, 2020; 14th September, 2020; 21st October, 2020; 13th November, 2020 and 12th February, 2021. The intervening gap between two consecutive meetings was within the period prescribed under the Companies Act, 2013 read with MCA Circulars and SEBI Circulars in connection with the relaxations given on account of outbreak of Covid-19 pandemic. Video/ teleconferencing facilities were used as and when required to facilitate Directors at other locations to participate in the meetings.

Attendance of the Directors at the Board Meetings during the financial year 2020-21 and at the last Annual General Meeting is as under:

Name of Directors	No. of Board Meetings during the tenure of the Director		Attendance in the last Annual General Meeting held on 25th November, 2020
	Held	Attended	
<b>Executive Directors:</b>			
Shri Sanjoy Bhattacharya	5	5	Yes
Shri K. Mohan	5	5	Yes
Shri Debasis Jana	1	1	No
Shri Partha Dasgupta	2	2	No
<b>Non-Executive Directors:</b>			
Shri Amit Mehta	4	4	No
Shri Rama Kant Singh	5	4	No
Shri Amit Varadan	1	1	No
Shri Arvind Kumar	--	--	No
Shri Vishwanath Giriraj	5	5	Yes
Shri Anil Kumar Goyal	5	5	Yes
Rear Admiral Anil Kumar Verma	5	5	Yes





**Notes:**

- i. Shri Amit Mehta and Shri Rama Kant Singh were appointed as Directors w.e.f. 2nd September, 2020 and 6th May, 2020, respectively.
- ii. Shri Arvind Kumar, Shri Amit Varadan, Shri Debasis Jana and Shri Partha Dasgupta ceased to be Directors of the Company w.e.f. 6th May, 2020, 28th August, 2020, 1st September, 2020 and 16th September, 2020, respectively.

**c) Core Skills/Expertise/Competencies identified by the Board of Directors:**

The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its committees.

In view of the objectives and activities of our Business, the Company requires skills/expertise/competencies in Finance, Regulatory, Strategy, Business Leadership, Technology, Sales & Marketing, Human Resources and Risk & Governance. The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence required for it to function effectively.

**d) Information placed before the Board of Directors:**

As per Regulation 17(7) read with Part-A of Schedule-II of SEBI (LODR) Regulations, 2015, as amended, 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. Minutes of the meetings of all the Board and Committees are circulated to all the Directors.

**e) 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, as amended, Secretarial Standard (SS-1&2) and other relevant laws, as applicable, has been followed. The Company has an effective framework for monitoring compliances with applicable laws within the organization and to provide updates to the Board on a periodic basis. The Board periodically reviews the status of the compliances with the applicable laws.

**f) 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 vast experience in their respective fields. Periodic presentations were 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 Independent Directors are also provided with financial results, internal audit findings and other specific documents as sought for from time to time. The Independent Directors are also made aware of all Policies and Code of Conduct and Business Ethics adopted by the Board.

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\\_Familiarisation\\_Programmes\\_20\\_21.pdf](http://www.andrewyule.com/pdf/investor-relations/Details_Familiarisation_Programmes_20_21.pdf).

- g) The Board confirms that the Independent Directors fulfill the conditions specified in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015, as amended and are independent of the management.

**3. COMMITTEES OF THE BOARD**

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

**3.1 AUDIT COMMITTEE**

**i. Terms of Reference**

The terms of reference of the Audit Committee include the powers and role as referred to in Regulation 18 of the SEBI (LODR) Regulations, 2015, as amended read with Part - C of Schedule II of the said Regulations and section 177 of the Companies Act, 2013. The Chairman of the Committee was virtually present at the 72nd Annual General Meeting of the Company to answer shareholder queries.

**ii. Meetings**

There were 7 (seven) meetings of the Audit Committee held during the financial year 2020-21 on 15th July, 2020; 13th September, 2020; 21st October, 2020; 13th November, 2020; 27th November, 2020; 11th February, 2021 and 12th February, 2021.

**iii. Composition of the Committee and no. of meetings attended**

The total number of members on the Audit Committee as on 31st March, 2021 was 3 (three), all being Independent Directors, viz. Shri Vishwanath Giriraj as Chairman; Shri Anil Kumar Goyal and Rear Admiral Anil Kumar Verma as members.

The attendance of the members at the meeting(s) held during the year 2020-21 was as follows:

<b>Name of the Member</b>	<b>Category</b>	<b>Designation</b>	<b>Number of Meetings attended during 2020-21</b>
Shri Vishwanath Giriraj	Independent Director	Chairman	7
Shri Anil Kumar Goyal	Independent Director	Member	7
Rear Admiral Anil Kumar Verma	Independent Director	Member	7

**Notes:**

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

All the members of the Audit Committee are financially literate as defined in Regulation 18(1)(c) of SEBI (LODR) Regulations, 2015, as amended and have the relevant experience in the field of finance and accounting.

Shri K. Mohan, Director (Personnel) holding additional charge of Director (Finance) 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 Regulation 19 of the SEBI (LODR) Regulations, 2015, as amended read with Part-D of Schedule-II of the said Regulations and Section 178 of the Companies Act, 2013, DPE Guidelines and other Government Guidelines. Being a Central Public Sector Enterprise, the appointment, tenure, performance evaluation, remuneration etc. of the Directors of the Company are made/fixed by the Government of India. The Chairman of the Committee was present at the 72nd Annual General Meeting of the Company to answer shareholder queries.

**ii. Meetings**

There was 1 (one) meeting of the Nomination and Remuneration Committee held during the financial year 2020-2021 on 14th September, 2020.

**iii. Composition of the Committee and no. of meetings attended**

The total number of members on the Nomination and Remuneration Committee as on 31st March, 2021 was 4 (four), all being Non-executive Directors, viz. Shri Anil Kumar Goyal as Chairman; Shri Vishwanath Giriraj, Rear Admiral Anil Kumar Verma and Shri Rama Kant Singh as members.



The attendance of the members at the meeting(s) held during the year 2020-21 was as follows:

Name of the Member	Category	Designation	Number of Meetings attended during 2020-21
Shri Anil Kumar Goyal	Independent Director	Chairman	1
Shri Vishwanath Giriraj	Independent Director	Member	1
Rear Admiral Anil Kumar Verma	Independent Director	Member	1
Shri Rama Kant Singh	Non-executive Director	Member	1
Shri Arvind Kumar	Non-executive Director	Member	--

**Notes:**

- Shri Rama Kant Singh joined the Committee w.e.f. 15th July, 2020 and Shri Arvind Kumar ceased to be member of the Committee w.e.f. 15th July, 2020.
- The composition of the Nomination and Remuneration Committee meets the criteria as specified under regulation 19 of SEBI (LODR) Regulations, 2015, as amended.
- 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 Directors, 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 the Administrative Ministry, i.e. 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 2020-21 are as follows:

(Rs. in lakh)

Sl. No.	Name of the Director	Salary	Benefits	PF and other funds	Performance Linked Incentives Stock Option	Total
1.	Shri Sanjoy Bhattacharya	23.28	1.85	3.28	--	28.41
2.	Shri K. Mohan	27.13	1.37	4.05	--	32.55
3.	Shri Debasis Jana	33.56	2.44	1.61	--	37.61
4.	Shri Partha Dasgupta	47.88	1.39	2.46	--	51.73

**Note:** The Company has not granted Stock Option to any of its Directors.



The details of remuneration paid to the Non-executive Directors during the year 2020-21 are as follows:

(Rs. in lakh)

Sl. No.	Name of the Director	Designation	Sitting fees paid
1.	Shri Amit Mehta	Nominee Director, DHI	--
2.	Shri Rama Kant Singh	Nominee Director, DHI	--
3.	Shri Amit Varadan	Nominee Director, DHI	--
4.	Shri Arvind Kumar	Nominee Director, DHI	--
5.	Shri Vishwanath Giriraj	Independent Director	0.88
6.	Shri Anil Kumar Goyal	Independent Director	0.95
7.	Rear Admiral Anil Kumar Verma	Independent Director	0.94

**Notes:**

- Shri Amit Mehta, Shri Rama Kant Singh, Shri Amit Varadan and Shri Arvind Kumar were the nominees appointed by the Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Govt. of India. Hence, no sittings fees were paid to them.
- Sitting fees of the Non-executive Independent Directors are approved by the Board of Directors.
- Apart from the above, the Non-executive Directors have no pecuniary relationship with the Company in their personal capacity. This may be deemed to be the disclosure as required under Schedule V of the SEBI (LODR) Regulations, 2015, as amended.

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](http://www.andrewyule.com/pdf/policies/TC_Appointment_Independent_Directors.pdf).

**3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE**

**i. Terms of Reference**

The role and terms of reference of the Stakeholders Relationship Committee inter-alia include matters as may be applicable and prescribed in Rules framed thereunder read with Regulation 20 of the SEBI (LODR) Regulations, 2015, as amended and Section 178 of the Companies Act, 2013. The Chairman of the Committee was present at the 72nd Annual General Meeting of the Company to answer shareholder queries.

**ii. Meetings**

Two meetings of the Stakeholders Relationship Committee were held during the financial year 2020-21 on 30th June, 2020 and 19th January, 2021.

**iii. Composition of the Committee and number of meetings attended**

The total number of members on the Stakeholders Relationship Committee as on 31st March, 2021 was 4 (four), viz. Rear Admiral Anil Kumar Verma as Chairman; Shri Anil Kumar Goyal, Shri Sanjoy Bhattacharya and Shri K. Mohan as members.

The attendance of the members at the meeting(s) held during the year 2020-21 was as follows:

Name of the Member	Category	Designation	Number of Meetings attended during 2020-21
Rear Admiral Anil Kumar Verma	Independent Director	Chairman	2
Shri Anil Kumar Goyal	Independent Director	Member	2
Shri Sanjoy Bhattacharya	Executive Director	Member	2
Shri K. Mohan	Executive Director	Member	2

**Notes:**

- The composition of the Stakeholders Relationship Committee meets the criteria as specified in Regulation 20 of SEBI (LODR) Regulations, 2015, as amended.
- The Company Secretary acts as the Secretary to the Committee.



- iv. During the year 2020-21 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	NIL	NIL
Transmission of Shares	8	7396
Issue of duplicate Share Certificates	1	7396

- v. Details of Dematerialization of Physical Shares during the year 2020-21:

Particulars	DEMAT	
	No. of Cases	No. of Equity Shares
NSDL	9	2464
CDSL	5	360
<b>TOTAL</b>	<b>14</b>	<b>2824</b>

- vi. Details in respect of shareholders' complaints in SEBI Complaint Redressal System (SCORES) during the year 2020-21:

Number of complaints pending as on 1st April, 2020	NIL
Number of complaints received during the year	NIL
Number of complaints redressed during the year	NIL
Number of complaints pending as on 31st March, 2021	NIL

### 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 and 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 in terms of the requirements of Section 135 of the Companies Act, 2013 and Rules framed thereunder.

ii. **Meetings**

No meeting of the CSR Committee was held during the financial year 2020-21 since the Company was not eligible for the mandatory CSR spending during the financial year 2020-21 as per calculations made pursuant to the provisions of the Companies Act, 2013.

iii. **Composition of the Committee**

The total number of members on the Corporate Social Responsibility Committee as on 31st March, 2021 was 6 (six), viz. Shri Sanjoy Bhattacharya as Chairman; Shri K. Mohan, Shri Rama Kant Singh, Rear Admiral Anil Kumar Verma, Shri Anil Kumar Goyal and Shri Vishwanath Giriraj as members.

The CSR and Sustainability Policy of the Company is disclosed on the website of the Company and may be accessed at the weblink - [http://www.andrewyule.com/pdf/policies/CSR\\_and\\_Sustainability\\_Policy.pdf](http://www.andrewyule.com/pdf/policies/CSR_and_Sustainability_Policy.pdf).

### 3.5 COMMITTEE OF THE BOARD OF DIRECTORS

i. **Terms of Reference**

The Company is having a Committee of the Board of Directors, duly constituted by the Board of Directors to supervise and



ensure smooth functioning of the day-to-day operations of the Company. Meetings of such Committee are held as and when necessary. The minutes of the meetings of the Committee of the Board of Directors are placed before the Board for perusal and noting.

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

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

**ii. Meetings**

19 (nineteen) meetings of the Committee of the Board of Directors were held during the year 2020-21 on 5th June, 2020; 15th June, 2020; 10th July, 2020; 27th July, 2020; 12th August, 2020; 26th August, 2020; 18th September, 2020; 15th October, 2020; 22nd October, 2020; 3rd November, 2020; 9th November, 2020; 18th November, 2020; 27th November, 2020; 1st December, 2020; 15th December, 2020; 28th December, 2020; 28th January, 2021; 19th February, 2021 and 26th March, 2021.

**iii. Composition**

The composition of Committee of the Board of Directors as on 31st March, 2021 and the attendance of the members at the meetings thereof during the year 2020-21, are given below:

Name of Director	Category	Designation	Number of Meetings attended
Shri Sanjoy Bhattacharya	Executive Director	Chairman	19
Shri K. Mohan	Executive Director	Member	17
Shri Debasis Jana	Executive Director	Chairman	6
Shri Partha Dasgupta	Executive Director	Member	6

**Note:** Shri Debasis Jana and Shri Partha Dasgupta ceased to be members of the Committee w.e.f. 14th September, 2020 and 16th September, 2020, respectively.

**3.6. RISK MANAGEMENT COMMITTEE**

- i. 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 makes assessment of the potential risks and concern for the Company as well as suggests the best course of action to mitigate and avoid such risks.

**ii. Meetings**

One meeting of the Risk Management Committee was held during the financial year 2020-21 on 16th October, 2020.



**iii. Composition of the Committee and no. of meetings attended**

The composition of the Risk Management Committee of the Company as on 31st March, 2021 and the attendance of the members at the meetings thereof during the financial year 2020-21 are given below:

<b>Name of the Member</b>	<b>Category</b>	<b>Designation</b>	<b>Number of Meetings attended</b>
Shri Sanjoy Bhattacharya	Executive Director	Chairman	1
Shri K. Mohan	Executive Director	Member	1
Shri Debasis Jana	Executive Director	Chairman	--
Shri Partha Dasgupta	Executive Director	Member	--

**Note:**Shri Debasis Jana and Shri Partha Dasgupta ceased to be members of the Committee w.e.f. 14th September, 2020 and 16th September, 2020, respectively.

**3.7 SEPARATE MEETING OF THE INDEPENDENT DIRECTORS**

During the year under review, the Independent Directors of the Company had decided to hold the separate meetings of the Independent Directors on 20th July, 2020 and 20th January, 2021 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.

**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 is finalized in consultation with the Committee members.

**4. 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](http://www.andrewyule.com/pdf/policies/Code_of_Conduct.pdf).

In respect of financial year 2020-21, all Board members and Senior Management Personnel of the Company have affirmed compliance with the code as applicable to them and a declaration to this effect signed by the Chairman & Managing Director is published in this Annual Report.

**5. SUBSIDIARY COMPANIES**

The Company had three wholly-owned subsidiary companies viz. Hooghly Printing Company Limited, Yule Engineering Limited and Yule Electrical Limited as on 31st March, 2021. However, Hooghly Printing Company Limited has been merged with Andrew Yule & Co. Ltd. w.e.f. 4th June, 2021 pursuant to the approval of the Cabinet Committee on Economic Affairs (CCEA) followed by order issued by the Hon'ble National Company Law Tribunal, Kolkata bench.

Separate disclosure, in connection with the performance of the above-mentioned subsidiaries is provided in the Board's Report. The minutes of the Board meetings of these unlisted subsidiaries are placed at the Board meeting of the Company on quarterly basis. All significant transactions and arrangements, if any, entered into by the unlisted subsidiaries are periodically reported to the Board of Directors.

There is no material non-listed Indian subsidiary company.

The Company has formulated a policy for determining material subsidiaries, which may be referred to at the official website of the Company at the weblink - [http://www.andrewyule.com/pdf/policies/Policy\\_Material\\_Subsiidiaries.pdf](http://www.andrewyule.com/pdf/policies/Policy_Material_Subsiidiaries.pdf)



**6. GENERAL BODY MEETINGS**

a) Particulars of last three Annual General Meetings are given below:

Financial Year	Date	Time	Location
2019-20	25.11.2020	03.30 p.m.	Through Video Conferencing
2018-19	18.09.2019	10.00 a.m.	Williamson Magor Hall of The Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, Kolkata - 700 001
2017-18	26.09.2018	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: 1 (one) Extra Ordinary General Meeting of the Company was held on 14th May, 2019.
- e) Details of Resolutions passed in the financial year through Postal Ballot: No Resolution was passed during the financial year ended 31st March, 2021 through Postal Ballot under Section 110 of the Companies Act, 2013 and Rules framed thereunder.
- f) No Special Resolution requiring a Postal Ballot is proposed to be conducted at the 73rd Annual General Meeting of the Company. The Company does not propose to conduct any Special Resolution through Postal Ballot under Section 110 of the Companies Act, 2013 and Rules framed thereunder on or before the forthcoming AGM.

**7. 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 2020-21 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\\_Transaction\\_110219.pdf](http://www.andrewyule.com/pdf/policies/Policy_Related_Party_Transaction_110219.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.

During the year under review, 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, as amended, except provisions related to composition of the Board of Directors due to not having requisite no. of Independent Director on its Board and failure to appoint woman director.

**iv. Vigil Mechanism Whistle Blower Policy:**

The Company has in place a Vigil Mechanism Whistle Blower Policy, under which Directors and employees are provided an opportunity to disclose any matter of genuine concern in prescribed manner. No personnel have been denied access to the Audit Committee to lodge their grievances. The policy has been disclosed on the website of the Company and may be accessed at the web link - [http://www.andrewyule.com/pdf/policies/Vigil\\_Mechanism\\_Whistle\\_Blower\\_Policy.pdf](http://www.andrewyule.com/pdf/policies/Vigil_Mechanism_Whistle_Blower_Policy.pdf)

**v. Code for Prevention of Insider Trading Practices:**

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted Code of Conduct to Regulate Monitor & Report Trading by Insiders / Designated Persons and Code for fair disclosure of Unpublished Price Sensitive Information, of the Company. All the Directors, employees and third parties such as auditors, consultants etc who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code.





The policy relating to Code of Conduct on Insider Trading has been posted on the Company's website at the following weblink - [http://www.andrewyule.com/pdf/policies/Code\\_Conduct\\_Regulate\\_Monitor\\_Report\\_Trading\\_Insiders.pdf](http://www.andrewyule.com/pdf/policies/Code_Conduct_Regulate_Monitor_Report_Trading_Insiders.pdf)

- vi. The Financial Statements for the year ended 31st March, 2021 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 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 financial year 2020-21.
- 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.
- x. The details of foreign exchange exposures as on 31st March, 2021 are disclosed in Notes to the Financial Statements.
- xi. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) - Not Applicable.
- xii. A certificate has been obtained from Ms. Yogina Kochar, Practicing Company Secretary (C.P. No. 8682) confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority and the Certificate is appended to this report.
- xiii. There was no such instance during the financial year 2020-21 when the Board had not accepted any recommendation of any Committee of the Board.
- xiv. M/s. S. K. Basu & Co., the Statutory Auditors of the Company has not rendered any services to the Company's Subsidiaries during the financial year 2020-21. The Company and/or its Subsidiaries have not availed any services from entities in the network firm/network entity of which the Statutory Auditor is a part, if any.

The details of the fees paid/payable to the Statutory Auditors by the Company for the financial year 2020-21 are detailed in the Standalone Financial Statements of the Company.

## **8. MEANS OF COMMUNICATION**

Timely communication of consistent, relevant, reliable and updated information to the stakeholders is at the core of good Corporate Governance for the Company.

The quarterly unaudited financial results and the annual audited financial results of the Company are approved by the Board of Directors and are disseminated to the Stock Exchange (BSE Ltd.) immediately after the conclusion of the meeting of the Board of Directors in which financial results are considered and approved, in terms of the provisions of SEBI (LODR) regulations, 2015. The financial results of the Company are also published in the prescribed format in prominent English newspaper having nationwide circulation as well as vernacular newspaper (Bengali) and regularly hosted on Company's website [www.andrewyule.com](http://www.andrewyule.com).

During the financial year 2020-21, the quarterly unaudited financial results and the annual audited financial result were published in the prescribed format within 48 (forth eight) hours of the conclusion of the meeting of the Board of Directors in Financial Express (English newspaper) and Dainik Jugasankha (Bengali newspaper).

The Company's website [www.andrewyule.com](http://www.andrewyule.com) contains a separate section "Investor Relations" where information for the shareholders is available. The quarterly / annual financial results, annual reports, shareholding pattern, policies, investors' contact details, details of unclaimed dividends/shares and all other corporate communications are posted on the website of the Company in addition to the information stipulated under SEBI (LODR) Regulations, 2015 and the Companies Act, 2013. 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.



**9. GENERAL SHAREHOLDERS' INFORMATION**

**i. Annual General Meeting Date, Time and Venue:**

73rd Annual General Meeting will be held on Wednesday, 29th September, 2021 at 03.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

**ii. Financial Year:** 1st April, 2020 to 31st March, 2021.

**iii. Date of Book Closure:** From 23rd September, 2021 to 29th September, 2021 (both days inclusive).

**iv. Listing on Stock Exchange:**

BSE Limited

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

Scrip Code: 526173

The Listing Fee for the Financial Year 2021-22 has been paid to BSE Ltd.

**v. Market price data- high and low in comparison with the BSE Sensex along with the no. of shares traded during the period April, 2020 to March, 2021 (as available on the website of BSE Limited):**

Month	Share Price		BSE Sensex		No. of Shares traded
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)	
Apr, 2020	11.39	7.80	33887.25	27500.79	1296783
May, 2020	10.40	8.91	32845.48	29968.45	567247
June, 2020	13.79	9.30	35706.55	32348.1	3629268
July, 2020	15.30	11.85	38617.03	34927.2	4546416
Aug, 2020	17.25	13.11	40010.17	36911.23	4928265
Sep, 2020	14.89	12.42	39359.51	36495.98	1100054
Oct, 2020	13.45	12.02	41048.05	38410.2	790982
Nov, 2020	15.33	12.05	44825.37	39334.92	2197158
Dec, 2020	18.50	15.01	47896.97	44118.1	7122036
Jan, 2021	19.80	16.05	50184.01	46160.46	4286051
Feb, 2021	23.90	16.00	52516.76	46433.65	7900411
Mar, 2021	25.90	18.65	51821.84	48236.35	12381119

**vi. Registrar and Share Transfer Agent:**

MCS Share Transfer Agent Limited  
383, Lake Gardens, 1st Floor,  
Kolkata - 700 045  
Phone: (033) 4072 - 4051/4052/4053  
Fax: (033) 4072 - 4050  
E-mail: mcssta@rediffmail.com

**vii. Share Transfer System:**

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with SEBI Circular No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, amended Regulation 40 of SEBI (LODR) Regulations, 2015, pursuant to which w.e.f. 1st April, 2019 no transfer of securities will be processed unless the securities are held in dematerialised form with a depository.

In view of the above and to avail various benefits of dematerialisation, members holding shares in physical form are advised to dematerialise their holding at the earliest.



**viii. Geographical Analysis Report as on 31st March, 2021:**

State	No. of Shareholders	% to total holders	No. of Shares	% to Share Capital
Delhi	1220	4.16	448743339	91.78
Haryana	379	1.29	338313	0.07
Punjab	76	0.26	92367	0.02
Chandigarh	48	0.16	37478	0.01
Himachal Pradesh	34	0.12	29262	0.01
Jammu Kashmir	37	0.13	9878	0.00
Uttar Pradesh	1050	3.58	982032	0.20
Rajasthan	1230	4.19	1554138	0.32
Gujarat	4856	16.56	4339032	0.89
Maharashtra	8749	29.83	24537189	5.02
Madhya Pradesh	612	2.09	548504	0.11
Chhattisgarh	95	0.32	86325	0.02
Andhra Pradesh	1103	3.76	1509647	0.31
Karnataka	1109	3.78	1189787	0.24
Tamil Nadu	878	2.99	692034	0.14
Kerala	221	0.76	193611	0.04
West Bengal	6209	21.18	2557380	0.52
Port Blair	51	0.17	29659	0.00
Orissa	139	0.47	62654	0.01
Assam	105	0.36	721089	0.15
Meghalaya	6	0.02	885	0.00
Manipur	2	0.00	350	0.00
Tripura	7	0.02	1944	0.00
Bihar	388	1.32	183228	0.04
Others	728	2.48	510853	0.10
Total	29332	100	488950978	100

**ix. Depositories with whom Company has entered into agreement:**

Name	ISIN CODE
Central Depository Services (India) Limited (CDSL)	INE449C01025
National Securities Depository Limited (NSDL)	INE449C01025

**x. Corporate Identification Number:**

Corporate Identification Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is: L63090WB1919GOI003229.



**xi. Payment of Depository Fees:**

Annual Custody/ Issuer fee for the year 2020-21 has been paid by the Company to NSDL and CDSL.

**xii. No. of Shares held in dematerialized and physical mode as on 31st March, 2021:**

	No. of Shares	% to Share Capital	No. of Shareholders	% to total holders
Demat Form				
In NSDL	471869674	96.51	12153	41.43
In CDSL	16508464	3.38	12353	42.12
Physical Form	572840	0.11	4826	16.45
<b>Total</b>	<b>488950978</b>	<b>100</b>	<b>29332</b>	<b>100</b>

**xiii. Distribution of Shareholding as on 31st March, 2021:**

Size of Holdings		No. of Shares	Percentage (%) to Share Capital	No. of Shareholders	Percentage (%) to total holders
From	To				
1	500	3530239	0.72	21366	72.84
501	1000	3204010	0.65	3638	12.40
1001	2000	3083577	0.63	1910	6.51
2001	5000	5139620	1.05	1471	5.02
5001	10000	4036292	0.83	514	1.75
10001	Above	469957240	96.12	433	1.48
<b>Total</b>		<b>488950978</b>	<b>100.00</b>	<b>29332</b>	<b>100.00</b>

**xiv. Shareholding Pattern as on 31st March, 2021:**

Category	No. of Shares held	Percentage (%) of Holdings
Central Government	436374630	89.25
Financial Institutions	10765226	2.20
Nationalized Banks	10293459	2.10
Mutual Funds	950	0.00
Domestic Companies	1375594	0.28
Non-domestic Companies	NIL	NIL
Resident Individual	29758706	6.09
Non-resident Individuals (Foreign National)	22471	0.00
Non-Resident Individuals (Indian)	359942	0.08
Director and their Relatives	NIL	NIL
<b>Total</b>	<b>488950978</b>	<b>100</b>



**xv. List of Top 10 Shareholders as on 31st March, 2021:**

Sl. No.	Name of Shareholders	Holding
1.	President Of India	436374630
2.	Special National Investment Fund	10765076
3.	Bank of Baroda	10274492
4.	Aditya Vikram Agarwal (HUF)	500000
5.	Chetan Rasiklal Shah	404000
6.	Himmat Singh	314471
7.	Atul Patel HUF	300000
8.	Venkata Rama Mohan Raju Jampana	124509
9.	Narpat Singh	115131
10.	Philip Samuel	115000

**xvi. Financial Calendar for the year 2021-2022 (Tentative):**

Quarter ending	Approval / Adoption of	On or before
1st quarter – 30th June, 2021	Unaudited Financial Results	14th August, 2021
2nd quarter – 30th September, 2021	Unaudited Financial Results	14th November, 2021
3rd quarter – 31st December, 2021	Unaudited Financial Results	14th February, 2022
4th quarter – 31st March, 2022	Audited Financial Results	30th May, 2022
Next Annual General Meeting		30th September, 2022

**Notes:** In addition to the above, meetings shall also be held as and when required.

**xvii. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments during the financial year 2020-21.

**xviii. Transfer of Unclaimed Dividend to the Investor Education and Protection Fund:**

The unclaimed dividend for the undernoted year will be transferred by the Company to IEPF in accordance with the schedule given below. Details of such unclaimed dividend and particulars with respect to corresponding shares are available on the Company's official website under the section 'Investor Relations'.

Financial Year	Date of Declaration of Dividend	Total Dividend (Rs.)	Unclaimed Dividend as on 31.03.2021		Due Date for Transfer to IEPF on
			(Rs.)	(%)	
2014-15	28th July, 2015	3,33,63,847.80	100530.40	0.30	3rd September, 2022
2016-17	18th September, 2017	4,88,95,097.80	128402.70	0.26	25th October, 2024
2017-18	26th September, 2018	1,95,58,039.12	43850.96	0.23	2nd November, 2025

**xix. Remittance of Dividend through Electronic Mode:**

The Company provides the facility for remittance of dividend to Shareholders through NECS (National Electronic Clearing Service) / RTGS (Real Time Gross Settlement) / NEFT (National Electronic Funds Transfer). Shareholders, who have not opted for remittance of dividend through electronic mode and wish to avail the same, are required to provide their bank details, including MICR (Magnetic Ink Character Recognition) and IFSC (Indian Financial System Code) to their respective Depository Participants (DPs) or to the Company, where shares are held in the dematerialised form and in the physical form, respectively.

**xx. Plant Location:**

The Company's plants are located at –

- (i) 16A & B, Block "D", Kalyani, West Bengal,
- (ii) 14, Mayurbhanj Road, Kolkata - 700 023,
- (iii) P-25, Transport Depot Road, Kolkata - 700 088, and



(iv) 5/346, Old Mahabalipuram Road, Perungudi, Chennai - 600 096.  
The Company's Tea Gardens are located in West Bengal and in Assam.

**xxi. 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

**xxii. Nomination Facility:**

Shareholders who hold shares in the physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under the Companies Act, 2013, may obtain from MCS Share Transfer Agent Ltd., the prescribed Form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant (DP).

**10. Investor Safeguards**

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

**a) Open Demat Account and Dematerialize your Shares**

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

**b) Consolidate your Multiple Folios**

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

**c) Confidentiality of Security Details**

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

**d) Dealing with Registered Intermediaries**

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

**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) 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 Ms. Yogina Kochar, Practicing Company Secretary (C. P. No. 8682) 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.

For and on behalf of the Board

Kolkata,  
13th August, 2021

Sanjoy Bhattacharya  
Chairman & Managing Director



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

I, Sanjoy Bhattacharya, 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, 2021 in terms of the SEBI (LODR) Regulations, 2015.

Kolkata,  
13th August, 2021

Sanjoy Bhattacharya  
Chairman & Managing Director

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

We, Shri Sanjoy Bhattacharya, Chief Executive Officer and Shri K. Mohan, Chief Financial Officer of the Company, both to the best of our knowledge and belief, certify to the Board of Directors of the Company that –

- A. we have reviewed the financial statements and the cash flow statement of the Company for the year ended 31st March, 2021 and that to the best of our knowledge and belief:
  - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together along with notes thereto 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, 2021 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 and the Audit Committee -
  - (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Date: 23rd June, 2021

Sd/-  
(K. Mohan)  
Chief Financial Officer

Sd/-  
(Sanjoy Bhattacharya)  
Chief Executive Officer





**CORPORATE GOVERNANCE CERTIFICATE**

{Under Regulation 34(3) and Schedule V (E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

To,  
The Members,  
Andrew Yule & Company Limited,  
(A Government of India Enterprise)  
Kolkata - 700001

This certificate is issued in accordance with the terms of assignment given to me vide Company's letter No. AYCL/Sectl/8D dated 06th January, 2021.

I have examined compliance of the conditions of Corporate Governance by Andrew Yule & Company Limited (herein after referred as "the company"), for the year ended 31st March, 2021, as stipulated in Regulation 34 (3) read with Schedule V (E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I have obtained all the necessary information and explanations which to the best of my knowledge and belief were necessary for the purpose of this certification.

The compliance of conditions of corporate governance is the responsibility of the company's management. My examination was limited to a review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements/corporate governance compliance of the company.

On the basis of my examination of the records produced, explanations and information furnished to me, I certify that the company has complied with the conditions of the corporate governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except:-

- (i) Composition of Board of Director {Regulation 17(1)(a)}: This regulation mandates that there should be at least one woman director on the Board of the company. The company don't have any woman director on its Board for the year under review i.e. from 1st April, 2020 to 31st March, 2021.
- (ii) Composition of Board of Director {Regulation 17(1)(b)}: The requisite number of independent directors as stipulated under regulation 17(1)(b) do not form composition of Board of Directors. As the company is a Government of India enterprise, appointment of directors including independent directors can only be made by the Administrative Department, Ministry of Heavy Industries & Public Enterprises. For the year under review from 1st April, 2020 to 31st March, 2021, the company don't have requisite number of independent directors.

This 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.

Place: Kolkata  
Date: 16.07.2021

For Yogina Kochar  
Company Secretary  
Sd/-  
Proprietor  
FCS: 5796, C.P. No.: 8682  
UDIN: F005796C000646876



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
Andrew Yule & Company Limited,  
(A Government of India Enterprise)  
Kolkata - 700001

I have examined the relevant registers, records, forms, returns and disclosures received from the Andrew Yule & Company Limited having CIN L63090WB1919GOI003229 and having registered office at "Yule House", 8, Dr. Rajendra Prasad Sarani, Kolkata-700001 (hereinafter referred to as 'the Company'), produced before me by the company for the purpose of issuing this certificate, in accordance with regulation 34(3) read with schedule V para-C sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the company & its officers, I hereby certify that none of the directors on the board of the company as stated below for the financial year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI, Ministry of Corporate Affairs or any such other statutory authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Shri Sanjoy Bhattacharya	07674268	13/04/2018
2	Shri Kothenath Mohan	08385809	11/03/2019
3	Shri Amit Mehta	08859397	02/09/2020
4	Shri Viswanath Giriraj	01182899	28/01/2020
5	Shri Rama Kant Singh	08360278	06/05/2020
6	Shri Anil Kumar Goyal	07791721	28/01/2020
7	Shri Anil Kumar Verma	05177972	28/01/2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata  
Date: 19.04.2021

For Yogina Kochar  
Company Secretary  
Proprietor  
FCS: 5796, C.P. No.: 8682  
UDIN:F005796C000128589



# STANDALONE ACCOUNTS



## **INDEPENDENT AUDITORS REPORT**

### **To the Members of Andrew Yule & Company Limited**

### **Report on the Audit of Standalone IND-AS Financial Statements**

#### **(1) Qualified Opinion**

We have audited the Standalone Ind AS Financial Statements of Andrew Yule and Company Limited ("The Company") which comprise the Balance Sheet as at 31st March, 2021, and the Statement of Profit and Loss (Including other comprehensive income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, subject to the qualifications mentioned hereinafter in this report, 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, of the state of affairs of the Company as at 31st March, 2021, profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **(2) Basis for Qualified Opinion**

In the absence of Balance confirmation certificates from a considerable number of Sundry Debtors and Sundry Creditors from all divisions of the Company, no opinion can be formed about the correctness of the balances of Sundry Debtors and Sundry Creditors. Effect of the above, if any on profit and loss is not ascertainable.

We have conducted our auditing in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of The Companies Act, 2013. Our responsibilities under those standards are further described in the Auditors Responsibilities for the Audit of Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by The Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of The Companies Act, 2013 and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with the requirement of the ICAI's Code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **(3) Emphasis of Matter:**

**Without qualifying our audit report, we draw attention to the following:**

- a. In the absence of IT system audit, security of accounting/operational data, recovery of data through IT disaster management system and manual intervention at crucial levels of data transfer and at the time of consolidation result in high audit risk.
- b. The absence of exercise of adequate controls in the process of maintaining the records of the companies lease deeds and title deeds enhances the audit risk.
- c. Electrical Division has not contributed an amount of Rs. 742.70 lakhs and Tea Division has not contributed an amount of Rs. 604.11 lakhs to the Company's gratuity fund which is utilised towards payment of gratuity to employees on retirement.
- d. Provident Fund recoverable of Rs. 42.97 Lakhs (Refer note No.56 of the financial statements) pending over 10 years from PF department of Government of India has been provided for in the accounts.
- e. Lease agreement of three tea gardens namely Banarhat, Choonabhutti and Haritalguri-3(of New Dooars)and Brentford Unit of Electrical Division, Kolkata has not been renewed since long. However, lease rent is being paid by the Company. Salami asked for by the West Bengal Government amounting to Rs.177.66 lakhs (PY-Rs. 177.66 lakhs) as per Note No. 54 is shown under "Claims not acknowledged as debts". The matter should be resolved immediately as it disputes the Company's ownership of the tea gardens under its operation.
- f. All the inoperative bank accounts of the Company in its various divisions should be closed to mitigate the fraud risk. Also many bank accounts have authorized signatories who have retired/resigned from the Company. These former employees should be replaced as signatories by the officials who are currently in the employment of the Company.
- g. BSE has imposed a fine for every quarter of 2020-21 on the Company for non compliance of the requirements of the Regulation 17(1) of the SEBI ( LODR) Regulations, 2015 pertaining to the composition of the Board including failure to appoint a woman director. These fines have not been paid by the Company as appointment of Directors is done by the Companies administrative ministry. The Company has taken up the matter with its administrative ministry and BSE pursuant to which the fines for the first three quarters have been waived by BSE and the fine for the fourth quarter of the year amounting to Rs. 5,31,000/- is pending. No provision for the same has been made in the accounts.



- h. Hooghly Printing Company Limited (HPCL) , (transferor company) had declared closure of its business operations with effect from 21st January, 2019 pursuant to its merger with the Andrew Yule and Company Limited (Transferee company) under a scheme of amalgamation. The matter had been referred to NCLT under Section 232 of The Companies Act, 2013. NCLT has granted its approval vide its Order dated 3rd May, 2021. Pursuant to this order, all properties, assets , rights, powers and undertakings of the transferor company, as well as the liabilities, obligations, duties of the transferor company will be transferred to the transferee company. All suits and legal proceedings for and against the transferor company will also be valid against the transferee company from the “effective date” of transfer. As per Note No: 58 , the effective date of transfer being 04th June, 2021 , the merger of assets and liabilities of the transferor company with the transferee company will impact the standalone accounts of Andrew Yule and Company Limited when it is given effect in the financial year 2021-22.
- i. The Company has assessed the effect on its operations due to the nationwide lockdown arising out of COVID 19 and concluded that no material adjustment are required for the same in the accounts as per Note No.57 of the financial statements.
- j. The Company has made an interest payment of Rs. 45.82 Lakhs to GST department mainly due to not making timely (monthly) reconciliation of GST Input Credit among other reasons during the Financial year 2018-19 and such irregularities due to non reconciliation continue till date.
- k. There are a large number of debit balances in Trade Payables accounts which should be reconciled and adjusted with relevant heads of account.
- l. The Company held preference shares in WEBFIL amounting to Rs. 204.40 lakhs and accumulated dividend amounting to Rs. 161.68 lakhs is receivable. WEBFIL has not paid dividend since inception and has defaulted in redemption of its preference shares on due date i.e 1st April 2021. They have communicated vide letter no AY/PREF/96 dated 31.03.2021 requesting deferment of payment in four annual instalments due to stress in the company due to ongoing pandemic out of which the first instalment amounting to Rs. 91.52 lakhs has already been paid on 1.4.21.No evaluation of Expected Credit Loss (ECL) has been made by the Company and no resulting provision has been created.
- m. Unadjusted advances of tea division include Rs 6.98 crores for paying gratuity to workers remained outstanding for the last one year and has not been recovered from the Yule Group Gratuity Fund. Also an amount of Rs. 62 lakhs for electricity duty remained outstanding for more than three years which was included under Bills receivable account which has been provided for . There are old outstanding advances lying in all divisions of the Company which should be adjusted after scrutiny.
- n. The Company had a practice of charging interest on inter garden balances which has been discontinued since long. However, interest accrued and due on these amounting to Rs. 15 lakhs approx are still being carried forward. The same should be adjusted after scrutiny.
- o. The Company should implement procedures for physical verification of assets at reasonable intervals commensurate with the size and nature of its business.
- p. In tea division an amount of Rs.82.36 lakhs paid by the Company on behalf of the employees on account of electricity charges and labour line electrification are not being recovered and the same has been provided for in the accounts.
- q. In tea division, an amount of Rs.1.30 lakhs being unpaid bonus to workers pertaining to financial years 2014-15 to 2017-18 has not been deposited in Labour Welfare Fund (LWF). The amount of interest and penalty if payable on the same could not be ascertained.
- r. In some cases , the income tax deducted at source required to be made as per the Income Tax Act is overlooked or delayed. Control over TDS deductions needs to be improved upon both manually and by the system.
- s. In the 242nd meeting of the Board of Directors held on 2nd June, 2021 , the recommendation to the Board for consideration/ approval of the proposal for closure of Electrical-Kolkata operations through VRS/VSS route from own resources by September, 2021 have been approved by the Audit Committee and recommended to the Board for its approval , subject to the approval of the ministry concerned and other necessary approvals. The effect of the same on the financials is yet to be ascertained by the management.

**(4) Information other than the Standalone Ind AS Financial Statements and Auditors Report thereon:**

The Company's Board of Directors are responsible for the information .The other information comprises the information included in the Management Discussion and Analysis, Boards Report including the Annexure to Boards Report , Business Responsibility Report, Corporate Governance and Shareholders Information, but does not include the standalone financial statements and our auditors report thereon. The report is expected to be made available to us after the date of this audit report.



**(5) Key Audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon and we do not provide a separate opinion in these matters. For each matter below our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in this report.

<b>S.N.</b>	<b>KEY AUDIT MATTER</b>	<b>AUDITORS RESPONSE</b>
1.	<p><b>Revenue Recognition</b></p> <p>Revenue from the sale of goods (hereinafter referred to as revenue) is recognized when the significant risks and rewards of ownership of goods is passed to the buyer. Revenue from sale of goods is measured at the fair value of the consideration received or receivable, net of returns or allowances, trade discounts and volume rebates. The timing of revenue recognition is relevant to the reported performance of the Company. Revenue is a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred.</p>	<p>Our audit procedures included the following: Assessed the Company's Revenue Recognition policies in line with IND AS 115 (Revenue from Contracts with Customers) and tested thereof: Evaluated the integrity of the general information and technology control environment and testing the operating effectiveness of controls over recognition of revenue. Evaluated the design, implementation and operating effectiveness of Company's controls in respect of revenue recognition. Tested the effectiveness of such controls over revenue cut off at year end. On a sample basis tested supporting documents for sales transactions recorded during the period closer to the year end and subsequent to the year end. Compared revenue with historical trends where appropriate conducted further enquiries and testing.</p>
2.	<p><b>Provisions and Contingent Liabilities</b></p> <p>The Company is subject to a number of legal, regulatory and tax cases for which final outcome cannot be easily predicted and which could potentially result in significant liabilities. Management's disclosures with regards to contingent liabilities are presented in Note No.36-to the Standalone Ind AS Financial Statements. The assessment of the risks associated with the litigations is based on complex assumptions. The amounts involved and the application of accounting standards to determine the amount if any to be provided as a liability or disclosed as a contingent liability are inherently subjective. This requires use of judgment to establish the level of provisioning, increases the risk that provisions and contingent liabilities may not be appropriately provided against or adequately disclosed. Accordingly, this matter is considered to be a key audit matter.</p>	<p>Assessed disclosures in financial statements in respect of revenue as specified in IND AS 115. In order to get a sufficient understanding of litigations and contingent liabilities, we have discussed the process of identification implemented by the Management for such provisions through various discussions with Company's legal and finance departments. We read the summary of litigation matters provided by the Company's / Unit's Legal and Finance Team. We read, where applicable, external legal or regulatory advice sought by the Company. We discussed with the Company's / Unit's Legal and Finance Team certain material cases noted in the report to determine the Company's assessment of the likelihood, magnitude and accounting of any liability that may arise. In light of the above, we reviewed the amount of provisions recorded and exercised our professional judgment to assess the adequacy of disclosures in the Standalone Ind AS financial statements</p>



**3. Delegation of Powers:**

Delegation of financial authority to various cadres of Management is essential for approving day to day affairs of the Company including disbursement of funds. The existing delegation of Authority of various cadres was from the Chief Executive Grade F to Manager C2. The said delegation of powers was not exhaustive and also not followed strictly resulting in vulnerability in internal financial control. Considering the risks of violation of delegated authority we have considered the delegation of power as a Key Audit Matter.

We followed audit procedures to assess vulnerability of the internal financial control due to some instances of non adherence to delegation of financial authority and consequent risk involved. We used substantive procedures on a larger sample to mitigate the said risk. We discussed with the Management our findings regarding the risks involved. Consequently the Committee of the Board of Directors amended the schedule of authorized signatories including delegation of powers on 19th February 2021 to cover the total structure of delegation.

**(6) Responsibility of the Management and those charges with Governance for the Standalone Ind-AS 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 financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matter related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Companies financial reporting process.

**(7) Auditor's responsibilities for the Audit of the Standalone Ind As Financial statements:**

Our objectives are to obtain reasonable assurance about whether the standalone IND AS financial statements as a whole are free from material misstatements, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these IND AS financial statements.

As part of our audit, in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the IND AS financial statements whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of The Companies Act, 2013 we are also responsible for expressing an opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of the accounting policies used and the reasonableness of the accounting estimates and related disclosures made by the management.

Conclude on the appropriateness of the managements use of going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast a significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors report to the related disclosures in the IND AS financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report .However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the IND AS financial statements, including the disclosures , and whether the IND AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding , amongst other matters, the planned scope and timing of the



audit and significant audit findings ,including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonable be thought to bear on our independence, and where applicable, related safeguards.

**(8) Other Matters;**

Due to the COVID-19 pandemic, nationwide lockdown and other travel restrictions imposed by the Government/local administration, some of the audit processes were carried out by electronically by remote access. The necessary records were made available by the management through digital media and were accepted as audit evidence while reporting for the current period.

**(9) Report on Other Legal and Regulatory Requirements:**

- (1) As required by The Companies (Auditors Report) Order, 2016 (The Order) , issued by the Central Government of India, in terms of sub section 11 of section 143 of The Companies Act, 2013, we give in the Annexure “A” a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
  - (a) Read with our comments in Emphasis of matter paragraph, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) 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, and proper returns adequate for the purposes of our audit have been received from units not visited by us.
  - (c) The Balance Sheet, the Statement of Profit and Loss including The Statement of Other Comprehensive Income and Statement of Cash Flows dealt with by this Report are in agreement with the books of account ,
  - (d) In our opinion, the aforesaid standalone IND AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015.
  - (e) Section 164 (2) of the Act regarding disqualification for appointment of Director is not applicable to Government Companies vide notification no. GSR.463E dated 5th June, 2015.
  - (f) 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 report in “Annexure B”.
  - (g) With respect to the matters required to be reported upon as per directions of The Comptroller and Auditor General of India as per the provisions of Section 143(5) of The Companies Act, 2013, refer to our report in Annexure C.
  - (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 IND AS financial statements – Refer Note 36 to the IND AS financial statements;
    - (ii) The Company has not entered into any long-term contracts including derivative contracts for which there were material foreseeable losses.
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S.K.BASU & CO.**  
CHARTERED ACCOUNTANTS  
(FIRM NO: 301026E)

Place: KOLKATA

DATE: 23rd JUNE, 2021

(S. Basu)  
PARTNER  
(MN: 053225)  
(UDIN : 21053225AAAAAH2981)



**Annexure-A to the Independent Auditors Report:****Referred to in Para 9(1) of our report of even date:**

- (1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) No laid down procedures of physical verification of fixed assets at reasonable intervals were made available to us. The Company provided signed copies of the assets registers as evidence of physical verification, which in our opinion was not commensurate with the size and nature of business of the Company.
- (c) According to the information and explanations given to us and the records examined by us, the title deeds of immovable properties are held in the name of the Company. However, title deeds of three properties located in Kolkata were lost out of which certified copies of two title deeds of Minto Park property , have been obtained and one at Pearl Apartments, is still pending. Further two lease deeds in respect of two tea gardens Tinkong and Basmatia are reportedly lying with the Allahabad Bank but the bank has not issued any certificate confirming possession of those lease deeds by them.
- (2) According to the information and explanations given to us, the inventory has been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (3) According to the information and explanations given to us , the Company has not granted any loans, secured or unsecured to companies, firms , limited liability partnerships or other parties covered in the Register maintained under Section 189 of The Companies Act, 2013, except advances given to the subsidiaries of Hooghly Printing Company Limited -Rs. 281.05 lakhs, Yule Electrical Ltd. RS.4.51lakhs and Yule Engineering Ltd. Rs. 2.84 Lakhs which are interest free in nature.
- (4) According to the information and explanations given to us, the Company has not given loans, guarantees, made investments in and or purchased securities in respect of which provisions of Section 185 and 186 of The Companies Act, 2013 are applicable except advances given to subsidiaries of Hooghly Printing Company Ltd. -Rs. 281.05 lakhs, Yule Electrical Ltd. RS.4.51 lakhs and Yule Engineering Ltd. Rs. 2.84 Lakhs which are interest free in nature.
- (5) According to the information and explanations given to us , the Company has not accepted any deposits from the public within the meaning of sections 73 to 78 or any other relevant provisions of the act and rules framed thereunder.
- (6) According to the information and explanations given to us, the Cost Records are maintained by the Company for all the products as per requirements of the relevant act and rules framed thereunder.
- (7) (a) According to the information and explanations given to us and on the basis of examination of the books of accounts and records, the Company has been regular in depositing undisputed statutory dues including provident Fund, Employees State Insurance, Income Tax, Sales tax, service tax , GST , customs duty, excise duty, VAT cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, there were no undisputed amounts payable which were outstanding at the year end for a period of more than six months from the date they became payable.
- 7 (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 authorities.

<b>Name of the Statute</b>	<b>Nature of Dues</b>	<b>Amount (Rs. Lakhs)</b>	<b>Period to which the amount relates</b>	<b>Forum where the amount is pending.</b>
Income tax act	Penalty	4.65	2004-05	CIT(Appeals)
Income Tax Act	Income Tax	1929.53	2010-11 to 2014-15	NCLT and CIT(Appeals)
WB Sales Tax and VAT	West Bengal Sales Tax & VAT	1802.31	1979-80 to 2006-07- Rs.462.14 Lakhs 1973-74 to 2003-04- Rs.366.79 Lakhs 1985-86 to 2003-04- Rs.908.04 Lakhs 1980-81 to 1984-85- Rs.49.33 Lakhs 2016-17- Rs. 16.01 Lakhs	Appellate & Revision Board WB Taxation Tribunal  Calcutta High Court SOD  Sr. Joint Commissioner



Assam Sales tax and VAT	Assam Sales Tax & VAT	152.93	1996-97 to 1998-99- Rs.152.93 Lakhs	Appellate Authority Revenue Board
Orissa Sales Tax and VAT	Orissa Sales Tax & VAT	111.88	1999-2000 -Rs.106.24 Lakhs 2001-02-Rs.5.64 Lakhs	Appellate Authority Tribunal, Cuttack 2nd Appellate Authority Berhampore
Central Excise	Central Excise	513.59	2006-07 to 2009-10- Rs.331.98 Lakhs 2013-14 to 2016-17- Rs.181.61 lakhs	Appeal to CESTAT  Commissioner of Cen- tral Excise
Service tax	Service Tax	1.45	2006-07 to 2007-08-Rs.1.45 Lakhs	Appeal at CESTAT
	Total	4516.34		

- (8) According to the information and explanations given to us and based on the examination of the books and records of the company, the Company has not defaulted in the repayment of dues to banks and financial institutions.
- (9) Based on the information and explanations given by the management, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly the provisions of Clause 3 (ix) of CARO are not applicable to the company.
- (10) Based on the audit procedures performed and according to the information and explanations given by the management, no fraud on or by the Company or its officers/employees has been committed, noticed or reported during the year.
- (11) Section 197 of The Companies Act, 2013 regarding payment of managerial remuneration is not applicable to the Company being a government company vide notification no. GSR. 463€ dated 5th June, 2015.
- (12) As per information and explanations given to us, the Company is not a NIDHI Company. Therefore, the provisions of Clause 3(xii) are not applicable to the Company.
- (13) As per information and explanations given to us, the transactions with the related parties are in compliance with Section 177 and 188 of The Companies Act, 2013 and the details have been disclosed in the Note No. 39 of the Standalone Financial Statements as required by the applicable Ind-AS.
- (14) Based on the audit procedures performed and according to the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of CARO are not applicable to the Company and hence not commented upon.
- (15) Based on the audit procedures performed and according to the information and explanations given by the management, the company has not entered into any non cash transactions with directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of CARO are not applicable to the Company.
- (16) in our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45IA of the Reserve Bank of India act, 1934 and accordingly, the provisions of Clause 3 (xvi) of the order are not applicable to the Company.

For **S.K.BASU & CO.**  
CHARTERED ACCOUNTANTS  
(FIRM NO: 301026E)

Place: KOLKATA

DATE: 23rd JUNE, 2021

(S. Basu)  
PARTNER  
(MN: 053225)  
(UDIN : 21053225AAAAAH2981)



## **Annexure B to the Independent Auditors Report**

**Referred to in Para 9(2)(f) of our report of even date:**

**Report on the Internal Financial Controls under Clause(i) of Sub Section 3 of Section 143 of the Companies Act , 2013 (The Act).**

- (1) We have audited the internal financial controls over financial reporting of Andrew Yule and Company Limited (The Company) as on 31st March , 2021 in conjunction with our audit of the standalone IND AS financial statements of the Company for the year ended on that date.

**Managements Responsibility for Internal Financial controls**

- (2) The Board of Directors 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 companies 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**

- (3) 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 Guidance Note on Audit of Internal Financial Controls over Financial Reporting ( the " Guidance Note") and the Standards on Auditing issued by ICAI and the Standards on Auditing as specified under Section 143 (10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls . Those Standards and Guidance Notes 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 if such controls operated effectively in all material respects.
- (4) 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 include obtaining an understanding of internal financial controls over financial reporting, assessing a risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. The procedures selected depend on the auditors judgment , including the assessment of the risks of material misstatement of the IND AS financial statements , whether due to fraud or error.
- (5) 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 control system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

- (6.) The Company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of IND AS financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal financial controls 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 IND AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorization of management and directors of the Company , and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition , use or disposition of the Company's assets that could have a material effect on the IND AS financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

- (7) 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 fraud or error 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 controls 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**

(8) Based on our audit and the information and explanations given to us, we are of the opinion that:

- (a) The flow of financial data from divisions, units and gardens are not seamlessly integrated with Head office accounts. It involves manual interventions at various stages of accounting.
- (b) Absence of guidelines of IT general controls and segregation of duties does not give reasonable assurance regarding fair maintenance and accurate reflection of records with reasonable details for transactions and disposition of assets of the Company.
- (c) Since the inception of computerization, IT systems audit has not been carried out.
- (d) IT disaster recovery plan has not been defined.
- (e) The company has not obtained balance confirmation certificates from a considerable number of sundry debtors and creditors.
- (f) At the time of payment of medical bills , providing a doctors prescription as per Company's rule no. 6 is not followed in some cases.
- (g) Brokerage of sale of tea is charged at 1% of the sale value before taxes. The program for recording sales of tea division (Crop book) gives a misleading picture in the crop book and is ignored for the purpose of brokerage payment. This irregularity should be rectified at the earliest to give the correct picture in the crop book.
- (h) In tea division, the system of recording and creating provisions on expenses and liabilities should be improved upon.
- (i) In some cases , the income tax deducted at source required to be made as per the Income Tax Act is overlooked or delayed. Control over TDS deductions needs to be improved upon both manually and by the system.

In view of the above observations, Internal financial Controls of the company as at 31st March, 2021 is inadequate with respect to its size, diversity and complexity of operations based on internal control over financial reporting criteria as stated in the Guidance Note on audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For **S.K.BASU & CO.**  
CHARTERED ACCOUNTANTS  
(FIRM NO: 301026E)

Place: KOLKATA

DATE: 23rd JUNE, 2021

(S. Basu)  
PARTNER  
(MN: 053225)  
(UDIN : 21053225AAAAAH2981)

**Annexure C to the Independent Auditors Report**

Directions under Section 143(5) of The Companies Act, 2013 on the basis of our audit of standalone financial statements of Andrew Yule and Company Limited for the FY 2020-21.

We give below the answer to the questions and information asked for in the above mentioned directions:

<b>S.N.</b>	<b>Directions</b>	<b>Our Answer</b>
1.	Whether the Company has system in place to process all the accounting transactions through IT system.? If yes, the implications of processing the accounting transactions outside IT system on the integrity of the accounts along with the financial implications , if any, may be stated.	The Company does not presently possess an ERP accounting system or a fully integrated IT system among its units and Head Office and as such, necessary accounting integration is being done through separate data entry mode and by applying standalone IT software. The method adopted by the Company leaves a scope of absence of data integrity, thereby increasing the risk.
2.	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts/loans/interests etc.made by a lender to the Company due to the Companys inability to repay the loan? If yes, the financial impact may be stated.	There is no instance of restructuring/waiver/write offs of existing loans availed by the Company.
3.	Whether funds received/receivable for specific schemes from Central/State agencies were properly accounted for/utilized as per its terms and conditions? List the cases of deviation.	All funds received/receivable for specific schemes from Central/State agencies were properly accounted for under Note No. 20 relating to the head of "Other non current liabilities"

For **S.K.BASU & CO.**  
CHARTERED ACCOUNTANTS  
(FIRM NO: 301026E)

Place: KOLKATA

DATE: 23rd JUNE, 2021

(S. Basu)  
PARTNER  
(MN: 053225)  
(UDIN : 21053225AAAAAH2981)



## **COMPLIANCE CERTIFICATE**

We have conducted the audit of the Standalone accounts of Andrew Yule and Company Limited for the Year ended 31st March, 2021 in accordance with the directions / sub-directions issued by The Comptroller and Auditor General of India under Section 143(5) of the Companies Act, 2013 and certify that we have complied with all directions / sub-directions issued to us.

For **S. K. BASU & CO.**  
CHARTERED ACCOUNTANTS  
(FIRM NO: 301026E)

(S. Basu)  
PARTNER  
(MN: 053225)  
(UDIN : 21053225AAAAAH2981)



Place: KOLKATA

DATE: 23rd JUNE, 2021



**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 & CO. LIMITED FOR THE YEAR ENDED 31ST MARCH 2021**

The preparation of financial statements of Andrew Yule & Co. Limited for the year ended 31 March 2021 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 23 June 2021.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of Andrew Yule & Co. Limited for the year ended 31 March 2021 under section 143(6)(a) of the Act. 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 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 the behalf of the  
Comptroller & Auditor General of India

(Suparna Deb)  
Director General Audit (Mines)  
Kolkata

Place : Kolkata  
Date : 30 Aug, 2021



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021  
[AS PER IND AS]**

**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 enterprise 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 out of which four (4) are in West Bengal and one (1) in Chennai, Tamilnadu. Out of the Four (4) Units at West Bengal, Three (3) Units are in Kolkata and One (1) Unit is at Kalyani. 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 14558 as on 31.03.2021. Its shares are listed at BSE.

The Financial Statements were approved for issue in accordance with the resolution of the Board of Directors on 23rd June, 2021.

**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.

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]** Quoted Financial Assets are 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.

**[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. However, in case of Plant & Machinery, useful life has been considered from 15years up to 25 years as per the Technical Evaluation.

**[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





## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

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 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 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 the statement of 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 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 has been recognized as per IND AS 115 effective from 01.04.2018.

### **[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



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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

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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 & other Parties is accounted for on periodical 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 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. However, for Bank interest accrued at year end are considered as communicated by Banks.

**[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;

c) 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.

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

e) 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 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

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

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.

**[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 116. 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**

Vide notification of Ministry of Corporate Affairs dated 30th March, 2019, Indian Accounting Standard (Ind -AS -116) Leases has become effective for the Company from 1.4.2019. Replacing Ind AS 17 (Leases). The accounting policy on Leases has been changed as per IndAs 116. The principal change of Ind As 116, Leases is change in the accounting treatment by Lessees of Leases currently classified as operating leases. Lease agreements has given rise to the recognition of right of use assets and a lease liability for future lease payments. In case of Company standards have been applied standard to only such cases wherever executed lease agreements/or Notifications issued by the concerned Lessor Government are in hands of the Company and for the balance period of such lease as on 01.04.2019, except for cases mentioned below:

In case of lease of lands from Government of Assam for the Tea Gardens in Assam, the Company, in conjunction with Indian Tea Association, has noted that, section 9 of the Assam Land and Revenue Regulation, 1886 provides a land lease, right to use, occupancy and other relevant rights subject to payment of revenue, taxes, cases and rates from time to time as may be due in respect of the said land and thus, there is no fixed or defined period of lease. As such, Ind As 116 should not accordingly be applicable in case of Assam. However, there is no financial impact on transition to IND AS 116 as the Company has not applied this standard retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application.

**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 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



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

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 from the date of purchase 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"

**[2.9] Trade Receivables**

Trade receivables are recognized initially at transaction price and subsequently measured at 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 actual labor hours utilized in such jobs as being consistently followed. 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 stock lying for more than three years but less than five years are made at 15% of Book Value, for such stock 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.

**[g]** Cost of Inventory which are sold during the year are recognised by way accretion/decretion of inventory.

**[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 detection at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

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.

### [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.

**[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.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

[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

(a) For providing liabilities, cut-off date is 30th April but all known liabilities, if material, are booked as far as practicable (previous year cut-off date 30th April).

(b) Liabilities which are more than 5 years old and not likely to materialize, are written back except Govt. debts. In case of extraordinary items only, separate disclosure is given in the Financial statements.

### [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. Grant/subsidy are accounted for when there exists sufficient written assurance of receiving the same.

[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.

[g] Bearer Plants are transferred from Capital WIP to Fixed Assets Block of Bearer Plant after 3 years from its year of replantation. The average life of bearer plant has been considered as 70 (seventy) years for Assam and Doors Gardens and 100 (one hundred) years for Mim Tea Estate situated at Darjeeling.

[f] The assets are considered to be unusable after getting approval of the designated technical assessment committee.

### [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

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

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.

**[2.18] Capital Work-in-Progress**

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.

**[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.

**[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.

**[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.

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.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

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.

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.

**[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.





## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

### [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 and 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 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 in directly or indirectly observable.
- \* Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement in 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.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

<b>Risk</b>	<b>Exposure arising from</b>	<b>Measurement</b>	<b>Management</b>
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 :

(Rs. in lakh)

<b>Particulars</b>	<b>Amount</b>
Provision for doubtful debts as on 01.04.2019	4942.75
Charges during 2019-20	323.27
Provision for doubtful debts as on 31.03.2020	5266.02
Charges during 2020-21	94.78
Provision for doubtful debts as on 31.03.2021	5360.80

**[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 accessed the following drawn borrowing facilities at the end of the reporting period :

(Rs. in lakh)

<b>Particulars</b>	<b>As at 31.03.2021</b>	<b>As at 31.03.2020</b>
Bank Overdraft	5381.21	6856.26
Letter of Credit	1152.29	549.60
Bank Guarantee	1883.77	2138.81

The following table gives the contractual discounted cash flows falling due within the next 12 (twelve) months. Maturity of financial liabilities as at 31.03.2021



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

(Rs. in lakh)

Contractual maturities	Upto 1 year	Between 2 to 3 year	Above 3 year	Total
Trade payables	5996.54			5996.54
Other financial liabilities	5963.25			5963.25

## Maturity of financial liabilities as at 31.03.2020

(Rs. in lakh)

Contractual maturities	Upto 1 year	Below 2 & 3 year	Above 3 year	Total
Trade payables	5091.50			5091.70
Other financial liabilities	5761.00			5761.00

## [C] Market Risk

(Rs. in lakh)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Financial Assets		
Trade Receivable(in foreign currency),if any	-	-
Trade Payables(in foreign currency),if any	-	-

## [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:

(Rs. in lakh)

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Final Dividend	Nil	Nil
Interim Dividend	Nil	Nil
Trade Payables(in foreign currency),if any	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:

## Assets Pledged as Security

(Rs. in lakh)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Financial Assets	0.00	0.00
Trade receivables	6343.13	5131.44
Non-financial Assets	0.00	0.00
Inventories	4562.39	4798.74



**Standalone Balance Sheet as at 31st March 2021**

(Rs. in lakh)

	Note No.	As at March 31st 2021	As at March 31st 2020
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	3	10268.68	9,432.83
(b) Capital work-in-progress	3	7523.24	7,739.27
(c) Intangible Assets	3	6.55	7.44
(d) Financial Assets			
(i) Investment	4	1219.21	2,681.19
(ii) Others	5	74.19	16.81
(e) Income Tax Assets (net)	6	1561.16	1,232.64
(f) Other non-current assets	7	397.06	397.06
<b>Total Non - Current Assets</b>		<b>21050.09</b>	<b>21,507.25</b>
<b>Current assets</b>			
(a) Inventories	8	4562.39	4,798.74
(b) Financial Assets			
(i) Investment	9	0.35	0.35
(ii) Trade Receivables	10	6343.13	5,131.44
(iii) Cash and cash equivalents	11	6798.38	6,407.02
(iv) Loans	12	0.44	0.44
(v) Other financial assets	13	2301.17	2,028.93
<b>(d) Other current assets</b>	14	3675.98	2,852.89
<b>Total Current Assets</b>		<b>23681.84</b>	<b>21,219.81</b>
<b>Total Assets</b>		<b>44731.93</b>	<b>42,727.05</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	15	9779.02	9,779.02
(b) Other Equity	16	9641.53	7,455.50
<b>Total equity</b>		<b>19,420.55</b>	<b>17,234.52</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	17	53.81	-
(ii) Other financial liabilities	18	28.80	28.80
(b) Provisions	19	2561.65	1,828.46
(c) Other non-current liabilities	20	442.23	415.04
(d) Deferred Tax Liability		1076.24	1,894.71
<b>Total non-current liabilities</b>		<b>4,162.73</b>	<b>4,167.01</b>
<b>Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	21	6976.62	8,055.23
(ii) Trade and other payables	22	5996.54	5,091.50
(iii) Other financial liabilities	23	5963.25	5,761.00
(b) Other current liabilities	24	1250.88	1,228.27
(c) Provisions	25	961.36	1,189.53
<b>Total Current Liabilities</b>		<b>21,148.65</b>	<b>21,325.53</b>
<b>Total liabilities</b>		<b>25,311.38</b>	<b>25,492.53</b>
<b>Total Equity &amp; Liabilities</b>		<b>44,731.93</b>	<b>42,727.05</b>

For **S. K Basu & Co.**

Chartered Accountants

F. No.: 301026E

S. Basu

Partner (M. No.: 053225)

Place : Kolkata

Date : 23rd June 2021

**SUCHARITA DAS**

Company Secretary

For **Andrew Yule & Company Limited**

**SHRI K. MOHAN**

Director (Personnel)/Addl. Charge of Finance

DIN. : 08385809

**SHRI SANJOY BHATTACHARYA**

Chairman & Managing Director

DIN : 07674268



## Standalone Statement of Profit &amp; Loss for the Year Ended 31st March 2021

(Rs. in lakh)

Particulars	Note No.	Year ended	
		31st March 2021	31st March 2020
<b>I</b> Revenue from operations	26	33,050.79	29,913.63
<b>II</b> Other Income	27	3,055.86	3,082.59
<b>III Total Income (I + II)</b>		<b>36,106.65</b>	<b>32,996.23</b>
<b>IV EXPENSES</b>			
(a) Cost of Materials consumed	28	8,830.59	8,800.52
(b) Changes in inventories of Finished Goods, Work In Progress	29	247.76	(20.18)
(c) Employee benefit expense	30	18,157.27	17,648.44
(d) Depreciation and amortisation expense	31	667.21	657.56
(e) Finance costs	32	809.62	845.19
(f) Other expenses	33	5,923.85	7,190.08
<b>Total Expenses (IV)</b>		<b>34,636.30</b>	<b>35,121.62</b>
<b>V Profit before tax (III - IV)</b>		<b>1,470.35</b>	<b>(2,125.38)</b>
<b>VI Tax Expense</b>			
(1) Current tax		-	-
(2) Deferred tax		(649.39)	(73.37)
<b>Total tax expense</b>		<b>(649.39)</b>	<b>(73.37)</b>
<b>VII Profit for the period (V - VI)</b>		<b>2,119.74</b>	<b>(2,052.01)</b>
<b>VIII Other Comprehensive Income</b>			
(1) Remeasurement of Investments		(4.01)	(476.59)
(2) Adjustment of actuarial gains/ losses		(98.56)	1,107.68
Less:			
: Deferred Tax		(169.08)	146.75
<b>IX Total Other Comprehensive Income for the period</b>		<b>66.51</b>	<b>484.34</b>
<b>X "Total Comprehensive Income for the period (VII + IX)"</b>		<b>2,186.25</b>	<b>(1,567.68)</b>
<b>XI Earnings per equity share (Face value Rs. 2 each):</b>			
(1) Basic		0.43	(0.42)
(2) Diluted		0.43	(0.42)

For **S. K Basu & Co.**  
Chartered Accountants  
F. No.: 301026E  
S. Basu  
Partner (M. No.: 053225)  
Place : Kolkata  
Date : 23rd June 2021

**SUCHARITA DAS**  
Company Secretary

For **Andrew Yule & Company Limited**

**SHRI K. MOHAN**  
Director (Personnel)/Addl. Charge of Finance  
DIN. : 08385809

**SHRI SANJOY BHATTACHARYA**  
Chairman & Managing Director  
DIN : 07674268

**Standalone Statement of Changes in Equity****(Rs. in lakh)**

Particulars	Reserves and Surplus			Other Comprehensive Income (net of Tax)		Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	Equity Instruments through other comprehensive income	Other items of Other Comprehensive Income	
Balance at 1 April 2020	406.36	2741.75	4439.69	112.94	(245.24)	7455.50
Additions during the year						
Transfers			0.215			
Profit for the year			2,119.74	(4.01)	70.52	2,186.25
						0.00
Other comprehensive income (net of Taxes)						0.00
Total comprehensive income for the year			0.00	0	0	0.00
<b>Balance at 31 March 2021</b>	<b>406.36</b>	<b>2741.75</b>	<b>6559.21</b>	<b>108.93</b>	<b>(174.72)</b>	<b>9641.53</b>

For **S. K Basu & Co.**  
Chartered Accountants  
F. No.: 301026E  
S. Basu  
Partner (M. No.: 053225)  
Place : Kolkata  
Date : 23rd June 2021

**SUCHARITA DAS**  
Company Secretary

For **Andrew Yule & Company Limited**

**SHRI K. MOHAN**  
Director (Personnel)/Addl. Charge of Finance  
DIN. : 08385809

**SHRI SANJOY BHATTACHARYA**  
Chairman & Managing Director  
DIN : 07674268



## Standalone Statement of Cash Flow for the Year Ended 31st March 2021

(Rs. in lakh)

Particulars	Year ended		Year ended	
	31st March 2021	31st March 2021	31st March 2020	31st March 2020
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES :</b>				
Net Profit before Tax and extraordinary items		1,470.35		(2,125.38)
Adjustments for :				
Depreciation/Impairment of Assets	665.75		657.56	
Amortisation of Intangible Assets	1.46			
Interest expense	756.32		744.35	
(Profit)/Loss on Sale of Fixed Assets				
(Profit)/Loss on Sale of Investments			(409.50)	
Gain on Acquisition of Land by Government				
Interest Income	(325.27)		(389.28)	
Dividend Income	(2,196.66)		(1,700.71)	
Provision no longer Required Written back	(0.58)			
Liabilities no longer required written back	(101.81)		-	
Net Gain on Foreign Currency Translation			(2.88)	
Gain on Remeasurement of Long Term Trade Receivables			-	
Gain on Remeasurement of Investments	(4.01)		(89.02)	
Excess provision for YASF written back			(25.26)	
Provision for TDS Recoverable			1.02	
Provision for Doubtful Debts	103.88		320.19	
Provision for Doubtful Loans, Advances and Deposits	83.64		16.22	
Provision for Recoverable Electrical Duty	23.95			
Provision for NSC	0.35			
Provision for Stock/Stores Obsolescence	11.27		21.92	
Changes in fair value of financial assets at fair value through P&L			(476.59)	
Actuarial Gains and Losses	(98.56)		1,107.68	
Adjustment against P&L	(0.21)			
		(1,080.48)		(224.30)
Operating profit before changes in amount of Current Liabilities and Current Assets		389.87		(2,349.68)
Adjustment for				
Changes in Current Assets	(2,425.10)		920.21	
Inventories	236.35		540.29	
Changes in Current Liabilities	378.22		(1,666.81)	
		(1,810.53)		(206.31)
Cash Generated from Operations		(1,420.66)		(2,555.99)
Tax paid		-		-
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>		<b>(1,420.66)</b>		<b>(2,555.99)</b>



**Standalone Statement of Cash Flow for the Year Ended 31st March 2021**

(Rs. in lakh)

<b>(B) CASH FLOW FROM INVESTING ACTIVITIES :</b>			
Purchase of Fixed Assets		(1,501.60)	(3,156.51)
Sale of Fixed Assets		215.46	
Purchase of Investments		-	(1,478.15)
Other Financial Assets		(385.90)	
Dividend Received		2,196.66	1,700.71
Sale Proceeds of Investment		1,461.98	501.40
Interest Received		325.27	389.28
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>		<b>2,311.87</b>	<b>(2,043.27)</b>
<b>[C] CASH FLOW FROM FINANCING ACTIVITIES :</b>			
Interest Paid		(756.32)	(744.35)
Dividend Paid			
Short Term Borrowings (Repaid)/Taken and other financial liabilities			3,644.91
Long Term Borrowings (Repaid)/Taken		256.47	(0.68)
<b>NET CASH USED IN FINANCING ACTIVITIES [C]</b>		<b>(499.85)</b>	<b>2,899.88</b>
Net Increase/(Decrease) in Cash and Cash Equivalents [A+B+C]		391.36	(1,699.38)
<b>CASH AND CASH EQUIVALENTS (Opening Balance)</b>		<b>6,407.02</b>	<b>8,123.21</b>
<b>CASH AND CASH EQUIVALENTS (Closing Balance)</b>		<b>6,798.38</b>	<b>6,423.83</b>
[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 :	<b>As at 31st March, 2021</b>	<b>As at 31st March, 2020</b>	
Balance with Banks (Refer Note below)	574.87		758.85
Cheques in Hand			51.00
Cash in Hand	43.05		23.18
Postage and Stamps in hand			
Remittance in Transit			
Deposit with Bank maturing within 3 months	6,180.47		
Margin Money with Bank maturing within 3 months			
Deposit with Bank maturing after 3 months			
Deposit Account Margin			5,590.80
	<b>6,798.38</b>		<b>6,423.83</b>
[a] includes ` 16.84 lakhs attached by Provident Fund Authority			
[b] Previous year's figures have been regrouped/rearranged wherever necessary			

For **S. K Basu & Co.**  
Chartered Accountants  
F. No.: 301026E  
S. Basu  
Partner (M. No.: 053225)  
Place : Kolkata  
Date : 23rd June 2021

**SUCHARITA DAS**  
Company Secretary

For **Andrew Yule & Company Limited**

**SHRI K. MOHAN**  
Director (Personnel)/Addl. Charge of Finance  
DIN. : 08385809

**SHRI SANJOY BHATTACHARYA**  
Chairman & Managing Director  
DIN : 07674268





Notes To Financial Statement for the Year Ended 31st March 2021

(Rs. in lakh)

Note-3

Particulars	Land "	Bearer Plants (refer note 2)	Leasehold Land Indas 116	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 as at 1st April 2020	175.39	4,019.04	6.29	4,961.20	95.96	6,888.49	74.99	1,234.76	957.16	229.39	170.00	1,075.13	283.59	309.11	20,480.50	7,740.54	107.64
Deemed cost as at 1 April 2020	175.39	4,019.04	6.29	4,961.20	95.96	6,888.49	74.99	1,234.76	957.16	229.39	170.00	1,075.13	283.59	309.11	20,480.50	7,740.54	107.64
Additions	-	1,344.24	-	25.99	-	64.72	-	62.02	-	0.75	9.17	9.67	-	4.42	1,520.98	1,287.24	0.57
Disposals/Adjustment	-	-	(0.79)	(12.08)	-	(54.19)	-	(0.45)	-	(0.96)	(0.85)	(37.54)	-	(0.41)	(107.28)	1,444.01	-
Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	59.26	-
Closing gross carrying amount as on 31.03.2021	175.39	5,363.28	5.50	4,975.12	95.96	6,899.01	74.99	1,296.33	957.16	229.18	178.31	1,047.27	283.59	313.12	21,894.21	7,524.51	108.21
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at 1 April 2020	-	330.93	1.24	2,513.22	77.62	4,764.36	40.90	875.50	578.26	195.21	142.33	875.39	265.68	283.32	10,943.96	-	101.06
Impairment as at 1 April 2020	-	-	-	5.78	-	62.97	34.09	-	-	0.01	-	-	-	-	102.85	1.25	-
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Opening accumulated depreciation after impairment	-	330.93	1.24	2,519.00	77.62	4,827.33	74.99	875.50	578.91	195.12	142.43	875.39	265.68	283.32	11,046.81	1.25	101.06
Addition	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deletion	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Adjustment	-	-	-	-	-	-	-	-	-	-	-	-	-	0.84	0.84	-	0.84
Revised opening accumulated depreciation 01-04-2020	-	330.93	1.24	2,519.00	77.62	4,827.33	74.99	875.50	578.26	195.22	142.43	875.39	265.68	284.16	11,047.65	1.25	100.22
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Opening accumulated depreciation	-	330.93	1.24	2,519.00	77.62	4,827.33	74.99	875.50	578.26	195.11	142.33	875.39	265.68	284.16	11,047.64	1.25	100.22
Depreciation charge during the year	-	112.20	0.71	116.20	2.88	302.91	-	34.14	35.17	3.33	6.26	43.54	1.56	6.85	665.74	-	1.46
Disposals/Adjustment	-	-	-	1.36	-	55.42	-	0.43	-	-	-	30.68	-	-	87.89	-	-
Closing accumulated depreciation	-	443.13	1.95	2,633.83	80.50	5,074.82	74.99	909.21	613.43	198.44	148.69	888.25	267.24	291.01	11,625.49	1.25	101.68
Net carrying amount as at 31st MARCH. 2021	175.39	4,920.15	3.55	2,341.28	15.46	1,824.19	0.00	387.11	343.73	30.64	29.73	159.01	16.34	22.10	10,268.68	7,523.26	6.53
Net carrying amount as at 31st MARCH. 2020	175.39	3,688.11	5.05	2,442.20	18.34	2,061.17	-	359.26	378.90	34.18	27.67	199.74	17.91	25.80	9,433.69	7,739.27	6.57



**Notes To Financial Statement for the Year Ended 31st March 2021**

(Rs. in lakh)

**Note 4 Investment**

<b>Particulars</b>	<b>NO OF SHARES</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
a) Investment in Group Companies Equity Investment in Subsidiaries (Un-Quoted)			
Hooghly Printing Co. Ltd	1,027,128	103.20	103.20
Yule Engineering Ltd.- Ordinary Share	50,000	5.00	5.00
Yule Electricals Ltd.- Ordinary Share	50,000	5.00	5.00
Equity Shares in Associate Company			
Quoted			
Tide Water Oil Co. (India) Ltd.	914,223	164.56	164.56
Yule Financing & Leasing Co. Ltd (fully impaired) "	300,000	27.88	27.88
Unquoted			
The Bengal Coal Co. Ltd (fully impaired) "	10,305	0.52	0.52
Katras Jherriah Coal Co. Ltd	60,260	6.95	6.95
The New Beerbhoom Coal Co. Ltd	105,335	12.27	12.27
Preference Shares (Unquoted)			
6% Cumulative Redeemable Preference Shares--WEBFIL Ltd.	2,044,000	204.40	179.32
Bonds (Unquoted)			
WEBFIL Ltd Zero Rated Unsecured Redeemable Bond	305	263.41	228.80
b) Investments carried at Fair value through OCI			
Equity Investment (Quoted)			
WEBFIL(NAV as per latest available)	145,000	5.23	5.23
India Power Corporation Ltd		-	0.00
" Fort Gloster Industries Ltd (fully impaired) "	1,040		
Gloster Ltd	665	3.23	7.24
" The Gillapukri Tea and Industries Ltd. (fully impaired) "	26	0.00	0.00
Equity Investment (Un-Quoted)			
" The Statesman Ltd (fully impaired) "	9,966	4.70	4.70
" ABC Tea Workers Welfare Services (fully impaired) "			
" Woodlands Multispeciality Hospital Ltd (fully impaired) "	23,200	0.00	-
India paer Pulp			
Units (Quoted)			
Unit Trust of India – Liquid Cash Plan	11496.343	387.49	1,938.19
Unit Trust of India – Hybrid Equity Fund	300173.613	88.17	55.13
Less Provision		(62.80)	(62.80)
<b>TOTAL</b>		<b>1,219.21</b>	<b>2,681.19</b>



## Notes To Financial Statement for the Year Ended 31st March 2021

(Rs. in lakh)

**Note 5 Other Financial Assets**

Particulars	As at March 31st 2021	As at March 31st 2020
Current Account Balance with Bank Under Lien	16.81	16.81
EMD	57.38	-
<b>TOTAL</b>	<b>74.19</b>	<b>16.81</b>

**Note 6 Income Tax Assets (net)**

Particulars	As at March 31st 2021	As at March 31st 2020
Current Taxes		
Advance Income Tax	1,561.16	1,232.63
Includes MAT Credit Entitlement & Tax Provision of)		-
<b>Total</b>	<b>1,561.16</b>	<b>1,232.63</b>

**Note 7 Other non current assets)**

Particulars	As at March 31st 2021	As at March 31st 2020
Planets for Superannuation Fund	397.06	397.06
<b>Total</b>	<b>397.06</b>	<b>397.06</b>

**Note 8 Inventories (At lower of cost or Net Realisable value)**

Particulars	As at March 31st 2021	As at March 31st 2020
Raw Material	1,054.70	1,268.64
Work in progress	1,122.81	1,447.13
Finished Goods	634.20	555.78
Stores and Spares	1,460.40	1,234.79
Loose Tools	-	-
Food Stuff	14.35	16.24
Scrap	10.51	8.89
Semi- Finished Goods	261.77	263.63
Material In Transit	3.65	3.65
<b>Total Inventories</b>	<b>4,562.39</b>	<b>4,798.74</b>

Note: In case of tea inventory, only the inventory of fully processed tea as on 31.03.21 has been considered under finished goods.

**Note 9 Current Investment**

Particulars	As at March 31st 2021	As at March 31st 2020
Investments carried at Fair value through OCI		
In National Savings Certificates	0.35	0.35
<b>TOTAL</b>	<b>0.35</b>	<b>0.35</b>



**Notes To Financial Statement for the Year Ended 31st March 2021**

(Rs. in lakh)

**Note 10 Trade receivables**

Particulars	As at March 31st 2021	As at March 31st 2020
Trade receivables	11,703.94	10,397.46
Less: Allowance for doubtful debts	5,360.80	5,266.02
<b>Total receivables</b>	<b>6,343.13</b>	<b>5,131.44</b>
Break up of security details:		
Trade receivables		
(a) Secured, considered good	-	-
(b) Unsecured, considered good	6,343.13	5131.44
(c) Doubtful	5,360.80	5266.02
Less: Allowance for doubtful debts	5,360.80	5,266.02
<b>Total</b>	<b>6,343.13</b>	<b>5,131.44</b>

**Note 11 Cash and Cash Equivalents**

Particulars	As at March 31st 2021	As at March 31st 2020
(a) Balances with banks		
(1) Unrestricted Balance with banks		
(i) In Current Account	574.87	742.05
(ii) In Deposit Accountless than 3 MONTHS	-	-
(ii) In Deposit Account more than 3 months	-	-
In Deposit Account-Margin	6,180.47	5,590.80
(b) Cheques, drafts on hand	-	51.00
(c) Postage and Stamps in hand	0.00	0.00
(d) Remittance in Transit	-	-
(e) Cash in hand	43.05	23.18
<b>Cash and cash equivalents as per balance sheet</b>	<b>6,798.38</b>	<b>6,407.02</b>

**Note 12 Loans**

Particulars	As at March 31st 2021	As at March 31st 2020
Loans and advances		
Secured Considered good		-
Unsecured, considered Good		-
Loans and advances to related parties	-	
Unsecured Considered good	0.44	0.44
Doubtful	120.41	120.41
Less provision	(120.41)	(120.41)
Remittance From HO		
<b>TOTAL</b>	<b>0.44</b>	<b>0.44</b>



## Notes To Financial Statement for the Year Ended 31st March 2021

(Rs. in lakh)

## Note 13 Other financial assets

Particulars	As at March 31st 2021	As at March 31st 2020
Balance with Government Authorities	1,567.79	1,498.64
Deposits		
Considered Good	243.00	120.89
Considered Doubtful	-	-
	243.00	120.89
Less: Provision for doubtful deposits	-	-
Net	243.00	120.89
Other Advances recoverable in cash		
Considered Good	-	-
Considered Doubtful		
LOAN	150.54	
Less: Provision for doubtful advance		
Deposits with NABARD	-	-
EMD/SD		
Interest Accrued		
On Fixed Deposit	115.87	145.38
Interest accrued on Nabard Deposit	-	-
Interest accrued on Loans and Advances	-	-
Other Receivables	223.97	264.02
<b>TOTAL</b>	<b>2,301.17</b>	<b>2,028.93</b>

## Note 14 Other current assets

Particulars	As at March 31st 2021	As at March 31st 2020
Advance to Staff	135.36	52.36
Others Advances-Unsecured considered good	1,374.37	1,178.45
Other Advances recoverable in cash or kind		
Considered Good	2,166.25	1,622.08
Considered Doubtful	1,717.60	1,536.68
	3,883.85	3,158.76
Less: Provision for doubtful deposits	1,717.60	1,536.68
	2,166.25	1,622.08
<b>TOTAL</b>	<b>3,675.98</b>	<b>2,852.89</b>



**Notes To Financial Statement for the Year Ended 31st March 2021**

(Rs. in lakh)

**Note15: Equity Share Capital**

Particulars	As at March 31st 2021	As at March 31st 2020
Authorised :		-
Equity Shares	-	
55,00,00,000 of Rs. 2/- each	11,000.00	11,000.00
Issued, Subscribed and Fully Paid-up :		-
Equity Shares		-
48,89,50,978 of Rs. 2/- each	9,779.02	9,779.02
<b>Total</b>	<b>9,779.02</b>	<b>9,779.02</b>

**Note 16 Other equity**

Particulars	As at March 31st 2021	As at March 31st 2020
Capital Reserve		
(a) Capital Reserve	406.36	406.36
(b) Others Reserve	-	-
Bond Redemption Reserve	-	-
(a) Bond redemption reserve	-	-
Central/State subsidy for Capital Assets	-	-
Security Premium Reserve	2,741.75	2,741.75
Retained Earnings	-	-
Op Bal	4,439.68	6,491.69
Add profit	2,119.74	(2,052.01)
Adjustment against P/L	0.21	-
	6,559.20	4,439.68
Other Comprehensive Income		
Op Bal	(132.29)	(616.63)
ADD PROFIT	66.51	484.34
Other Comprehensive Income	(65.78)	(132.29)
<b>Total</b>	<b>9,641.53</b>	<b>7,455.50</b>

**Note 17 Borrowings**

Particulars	As at March 31st 2021	As at March 31st 2020
Secured - at amortised cost		
Term Loans		
From United Bank of India	53.81	
from Bank of Baroda		
WB Sales Tax Loan		
Car Loan from Allahabad Bank	-	-
<b>Total non-current borrowings</b>	<b>53.81</b>	<b>-</b>

**Notes To Financial Statement for the Year Ended 31st March 2021****(Rs. in lakh)****Note 18 Other financial liabilities**

<b>Particulars</b>	<b>As at March 31st 2021</b>	<b>As at March 31st 2020</b>
Non-Current		
Security Deposits from related parties	28.80	28.80
<b>Total</b>	<b>28.80</b>	<b>28.80</b>

**Note 19 Provisions**

<b>Particulars</b>	<b>As at March 31st 2021</b>	<b>As at March 31st 2020</b>
For Employee Benefits		
Gratuity	1,229.82	578.78
Leave	1,118.38	1,111.30
Medical	42.69	
For Superannuation and pension	6.49	3.76
For Contingencies	126.47	126.47
For Sales Tax (C-Form)	5.25	5.25
For Others	32.55	2.90
<b>Total</b>	<b>2,561.65</b>	<b>1,828.46</b>

**Note 20 Other Non Current Liabilities**

<b>Particulars</b>	<b>As at March 31st 2021</b>	<b>As at March 31st 2020</b>
Non-Current		
Deferred revenue arising from Tea Board subsidy (Replantation Subsidy)	442.23	415.04
Govt Subsidy for Swacha Mission	-	-
" Deferred Revenue arising from Tea Board Subsidy for capital assets"	-	-
<b>Total</b>	<b>442.23</b>	<b>415.04</b>

**Notes To Financial Statement for the Year Ended 31st March 2021****(Rs. in lakh)****Note 21 Borrowings**

<b>Particulars</b>	<b>As at March 31st 2021</b>	<b>As at March 31st 2020</b>
Secured		
From Scheduled Banks		
Union Bank	623.86	682.53
United Bank of India	2,565.64	3,093.45
Allahabad Bank	3,677.62	3,533.71
Bank of Baroda	109.51	745.54
<b>Total Borrowings</b>	<b>6,976.62</b>	<b>8,055.23</b>

**Note 22 Trade & Other Payables**

<b>Particulars</b>	<b>As at March 31st 2021</b>	<b>As at March 31st 2020</b>
For Goods and Services		
To related parties	-	
To Others	5,996.54	5,091.50
<b>Total</b>	<b>5,996.54</b>	<b>5,091.50</b>

**Note 23 Other Financial Liabilities**

<b>Particulars</b>	<b>As at March 31st 2021</b>	<b>As at March 31st 2020</b>
Current Maturity of Long Term Debt	1.13	0.69
Secured Term Loan		
From Bank of Baroda		
Car Loan from Allahabad Bank	-	0.67
Interest accrued and due on borrowings		
From Scheduled Banks		
From Others		
Deposit at Gardens	-	
Earnest Money/Security Deposit	145.49	199.17
Payable to Statutory Authorities	1,385.09	1,056.84
Others	4,431.54	4,503.63
<b>Total</b>	<b>5,963.25</b>	<b>5,761.00</b>





## Notes To Financial Statement for the Year Ended 31st March 2021

(Rs. in lakh)

## Note 24 Other Current Liabilities

Particulars	As at March 31st 2021	As at March 31st 2020
Advance Received from Customers	-	36.96
Others	1,250.88	1,191.30
<b>Total</b>	<b>1,250.88</b>	<b>1,228.27</b>

## Note 25 - Short-term Provisions

Particulars	As at March 31st 2021	As at March 31st 2020
For Stock Obsolescence, contingencies and food stuff	532.78	522.09
For Income Tax	-	-
For Arrear Salary	-	182.52
For Gratuity	-	-
For Leave Encashment	114.44	113.64
For Warranty	48.18	48.18
For Medical	195.06	276.51
For Others	2.59	2.59
For Electricity Duty Recoverable	23.96	
For NSC	0.35	
For TDS Recoverable	1.02	1.02
For Recoverable PF	42.97	42.97
<b>Total</b>	<b>961.36</b>	<b>1,189.53</b>

## Note 26- Revenue from Operations

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Sale of products	32,583.64	29,335.02
Less: Trade and Other Discount	-	-
Less: GST on Sales	-	-
Sale of products	32,583.64	29,335.02
Sale of Services	255.31	372.96
Other Operational Income	-	-
-Other Export Incentives and sale thereof	0.33	
- Tea Board Subsidy	5.32	20.88
-Tea Waste Sale	27.82	107.54
Prov no longer required	-	6.04
Liability no longer required	101.81	34.93
Sale of scrap	67.27	30.88
Royalty		-
Other Operational Income	9.30	5.37
<b>Total revenue from continuing operations</b>	<b>33,050.79</b>	<b>29,913.63</b>



**Notes To Financial Statement for the Year Ended 31st March 2021**

(Rs. in lakh)

<b>Note 27 - Other Income</b>		
<b>Particulars</b>	<b>For the year ended 31st March, 2021</b>	<b>For the year ended 31st March 2020</b>
Interest Income(Gross)	325.27	389.28
Gain on Remeasurement of Long Term Trade Receivables	-	-
Gain on Remeasurement of Investments	111.16	89.02
Rent(Gross)	338.54	342.45
Dividend Income	-	-
-From Associate Company	2,194.23	1,697.27
-From others	2.42	3.44
Profit on sale of Investments	-	409.50
Profit on Sale of Fixed Assets	-	-
Liability no longer required written back	-	-
Royalty	-	-
Sale of Scrap	13.23	0.01
Liabilities no longer required written back	-	-
Prov no longer required	0.58	-
Net Gain on Foreign Currency Transaction	-	2.88
Gain on Acquisition of Land by Government	-	-
Fees received by Directors and Employees	-	-
Profit on Exchange	-	-
Excess provision of YASF written back	-	25.26
Deffered income on capital subsidy	-	-
Others	70.43	123.49
<b>Total</b>	<b>3,055.86</b>	<b>3,082.59</b>

**Note 28 - Cost of Raw Materials & Component Consumed**

<b>Particulars</b>	<b>For the year ended 31st March 2021</b>	<b>For the year ended 31st March 2020</b>
Materials, Components, Packing Materials and Loose Tools	8,830.59	8,800.52
<b>Total</b>	<b>8,830.59</b>	<b>8,800.52</b>



## Notes To Financial Statement for the Year Ended 31st March 2021

(Rs. in lakh)

## Note 29 - Changes in Inventories of Finished Goods and Work-in-Progress

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
INVENTORY AT CLOSE		
FINISHED GOODS	634.20	496.85
WIP	1384.58	1,769.69
<b>TOTAL</b>	<b>2018.78</b>	<b>2,266.54</b>
INVENTORY AT BEGINNING OF THE YEAR		
FINISHED GOODS	496.85	822.75
WIP	1769.69	1423.60
<b>TOTAL</b>	<b>2266.54</b>	<b>2246.36</b>
<b>Change in Inventories</b>	<b>247.76</b>	<b>(20.18)</b>

## Note 30 - Employee Benefits Expense

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Salaries and Wages	14,687.18	14,470.26
Contributions to Provident and Other Funds	2,111.61	1,855.82
Staff Welfare Expenses	1,387.62	1,349.41
Less: Incurred on Capital Jobs, Repair Jobs etc.	29.13	27.05
<b>Total</b>	<b>18,157.27</b>	<b>17,648.44</b>

## Note 31 - Depreciation and Amortisation Expenses

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Depriciation on Tangible Assets	665.75	656.88
Amortisation of Intangible Assets	1.46	0.68
<b>Total</b>	<b>667.21</b>	<b>657.56</b>

## Note 32 - Finance Cost

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Interest Expense		
-To Banks	714.77	647.52
-To Government Departments	-	2.95
-To Bondholders		
-To Others	41.55	93.88
Other Borrowing Costs	53.30	100.84
<b>Total</b>	<b>809.62</b>	<b>845.19</b>

**Notes To Financial Statement for the Year Ended 31st March 2021****(Rs. in lakh)****Note 33 - Others Expenses**

<b>Particulars</b>	<b>For the year ended 31st March 2021</b>	<b>For the year ended 31st March 2020</b>
Consumption of Stores and Spare parts	-	-
Power and Fuel	2,329.67	2,729.04
Tea Cultivation and Manufacturing Expenses	402.42	531.01
Rent(Net)	77.16	89.43
Repairs and Maintenance:		
- Buildings	182.48	179.65
- Plant and Machinery	383.48	337.29
- Others	53.04	77.15
Travelling Expenses and Upkeep of Vehicles	379.37	468.84
Research and Development Expenses	22.33	75.01
Insurance	12.57	75.36
Rates and Taxes	13.46	7.90
Excise Duty	1.30	-
Cess on Tea	-	-
Green Leaf Cess	-	-
Telephone & Postage	14.63	1.98
Broker's Commission	121.31	200.21
Bank Charges	22.66	-
Selling Expenses:		
- Selling Agent's Commission	374.88	-
-Delivery and Freight	217.79	126.82
-Others	5.63	572.08
Liquidated Damages and Penalty etc.	95.02	110.12

**Notes To Financial Statement for the Year Ended 31st March 2021**

<b>Particulars</b>	<b>For the year ended 31st March 2021</b>	<b>For the year ended 31st March 2020</b>
Rectification/Replacement	-	-
Bad Debt Written off		
Excess Plan Assets for Superannuation Fund written off		
Provision for:		
-Doubtful Debts	103.88	320.19
-Doubtful Loans, Advances and Deposits	83.64	16.22
-Diminution in the value of Investment	-	-
- Recoverable account PF	-	42.97
-Stock/Stores Obsolescence	11.27	21.92
- TDS Recoverable	-	1.02
- Recoverable Elec.Duty	23.96	
- NSC	0.35	
Auditor's Remuneration:		
-As Auditor	21.85	19.19
-For Tax Audit	-	-
-For Other Services	5.28	4.02
-For Reimbursement Expenses	-	-
-For Taxation matter	-	-
GD- Common expenses	-	-
Corporate Social Responsibility Expenses	-	18.05
Loss on Sale of Fixed Assets	1.82	-
Net Loss on Foreign Currency Transaction	5.42	0.31
Miscellaneous Expenses	957.18	1,164.28
<b>Total</b>	<b>5,923.85</b>	<b>7,190.08</b>



**Notes To Financial Statement for the Year Ended as at 31st March 2021**

**Note 34 Earnings Per Share (Rs. in lakh)**

Particulars	For the year ending 31.03.2021	For the year ending 31.03.2020
<b>Earning per Equity share</b>	-	-
<b>(A) Basic</b>		
(i) Number of Equity Shares at the beginning of the year	488950978	488950978
(ii) Number of Equity shares at the end of the year	488950978	488950978
(iii) Weighted average number of shares	488950978	488950978
(iv) Face value of each equity share	2.00	2.00
(v) Profit after tax available for equity shareholders	2119.74	-2052.01
(vi) Basic earning per equity share	0.43	-0.42
<b>(B) Diluted</b>		
(i) Dilutive potential equity share	Nil	Nil
(ii) Diluted Earnings per Equity share (Rs)	0.43	-0.42

**Note 35 Employee Benefits**

**[35.1]**

- [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 date on actuarial valuation. The scheme is unfunded. The amount of provision for leave encashment as on 31st March, 2021 is Rs.1232.82 Lakhs (Rs 1224.94 Lakhs) 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, 2021 is Rs 207.75 Lakhs(Rs 276.51 Lakhs) has been taken into accounts.

**[35.2] 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 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. However since as on 31.03.21 there is no eligible members of this fund , the present value of obligation at the end of the year is Rs Nil.


**Notes To Financial Statement for the Year Ended as at 31st March 2021**

(Rs. in lakh)

Particulars	As at 31.03.2021			As at 31.03.2020		
	Gratuity	Leave Encashment	Super-annuation	Gratuity	Leave Encashment	Super-annuation
<b>(a) Reconciliation of Opening and Closing balances of Present Value of Defined Benefit Obligation</b>						
Present Value of obligations at the beginning of the year	<b>6,791.54</b>	<b>1,224.94</b>	<b>161.71</b>	<b>7,581.37</b>	<b>1,238.74</b>	<b>189.11</b>
Current service cost	406.81	146.03	0.00	366.36	195.81	0.00
Interest expense	440.23	82.54	0.00	560.60	89.77	11.29
Acturial (gains)/losses arising from changes in demographic assumptions	0.00	0.00	0.00	-3.77	0.00	0.00
Acturial (gains) / losses arising from changes in financial assumptions	-157.40	0.00	0.00	78.49	0.00	-3.95
Acturial (gains)/losses arising from changes in experience assumptions	517.38	0.00	0.00	-1,167.80	0.00	-11.56
Actuarial (Gains) / Loss	0.00	159.92	0.00	0.00	-26.58	0.00
Past service cost	0.00	0.00	0.00	0.00	0.00	0.00
Benefits paid	-497.59	-380.61	-161.71	-623.72	-272.79	-23.18
<b>Present Value of obligations at the end of the year</b>	<b>7,500.97</b>	<b>1,232.83</b>	<b>0.00</b>	<b>6,791.54</b>	<b>1,224.94</b>	<b>161.71</b>
<b>(b) Reconciliation of Opening and Closing balances of the Fair Value of Plan Assets</b>						
Fair value of the Plan Assets at the beginning of the year	<b>6,212.77</b>	<b>0.00</b>	<b>558.78</b>	<b>5,830.88</b>	<b>0.00</b>	<b>554.57</b>
Interest Income	413.15	0.00	0.00	420.99	0.00	34.86
Remeasurement (gains)/losses	0.00	0.00	0.00	0.00	0.00	0.00
Return on plan assets, (excluding amount included in net interest Income)	46.32	0.00	0.00	6.57	0.00	-7.47
Acturial (gains) / losses arising from changes in financial assumptions	0.00	0.00	0.00	0.00	0.00	0.00
Contributions	96.50	380.61	0.00	578.06	272.79	0.00
Benefits paid	-497.59	-380.61	161.71	-623.72	-272.79	-23.18
Fair value Plan Assets at the end of the year	<b>6,271.15</b>	<b>0.00</b>	<b>397.07</b>	<b>6,212.77</b>	<b>0.00</b>	<b>558.78</b>
<b>(c) Reconciliation of the Present Value of the Defined Benefit Obligation and the Fair Value of Plan Asset</b>						
Present Value of obligations at the end of the year	7,500.97	1,232.83	0.00	6,791.54	1,224.94	161.71
Fair value Plan Assets at the end of the year	6,271.15	0.00	397.07	6,212.77	0.00	558.78
(Liabilities) recognised in the Balance Sheet	<b>(1,229.82)</b>	<b>(1,232.83)</b>	<b>(397.07)</b>	<b>(578.77)</b>	<b>(1,224.94)</b>	<b>397.07</b>



**Notes To Financial Statement for the Year Ended as at 31st March 2021**

(Rs. in lakh)

Particulars	As at 31.03.2021			As at 31.03.2020		
	Gratuity	Leave Encashment	Super-annuation	Gratuity	Leave Encashment	Super-annuation
<b>(d) Expense recognised in the Other Comprehensive Income</b>						
Remeasurements (Gains) / Losses	<b>313.66</b>	<b>0.00</b>	<b>0.00</b>	<b>(1,099.64)</b>	<b>0.00</b>	<b>(8.04)</b>
<b>(e) Expense recognised in the statement of Profit and Loss:</b>						
Current Service Cost	406.81	146.03	0.00	366.36	195.81	0.00
Past Service Cost	0.00	0.00	0.00	482.47	0.00	0.00
Net Interest Cost/(Income)	27.08	82.54	0.00	139.61	89.77	(23.57)
Actuarial (Gain) / Losses		159.92			(26.58)	
<b>Total Expenses recognised</b>	<b>433.89</b>	<b>388.49</b>	<b>0.00</b>	<b>505.98</b>	<b>258.99</b>	<b>(23.57)</b>
<b>(f) The significant Actuarial assumptions are as follows</b>						
Discount Rate	6.90%	6.90%		6.65%	6.65%	
Expected return on Plan Assets	6.90%	6.90%		6.65%	6.65%	
Salary Escalation	3.00%	3.00%		3.00%	3.00%	
Expected Average remaining working lives of employees						

<b>(g) Sensitivity Analysis</b>								
Particulars	Impact on Defined Benefit Obligation (DBO) with Discount Rate				Impact on Defined Benefit Obligation (DBO) with Cost			
	Change in Assumptions		As at 31.03.2021	As at 31.03.2020	Change in Assumption		As at 31.03.2021	As at 31.03.2020
Gratuity	Increase by 0.25%	Increase by Rs	-131.08	-118.69	Increase by 0.25%	Increase by Rs	270.23	244.67
	Decrease by 0.25%	Decrease by Rs	157.40	142.51	Decrease by 0.25%	Decrease by Rs	-227.64	-206.11
Leave Encashment	Increase by 0.25%	Increase by Rs		1,221.81	Increase by 0.25%	Increase by Rs		1,275.15
	Decrease by 0.25%	Decrease by Rs		1,256.19	Decrease by 0.25%	Decrease by Rs		1,204.22
Superannuation	Increase by 0.25%	Increase by Rs		-4.08	Increase by 0.25%	Increase by Rs		0.00
	Decrease by 0.25%	Decrease by Rs		4.67	Decrease by 0.25%	Decrease by Rs		0.00





## Notes To Financial Statement for the Year Ended as at 31st March 2021

(Rs. in lakh)

	Less than 1 year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
<b>As on 31.03.2021</b>					
Gratuity	946.21	882.11	2,284.44	10,529.90	14,642.67
Superannuation	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>946.21</b>	<b>882.11</b>	<b>2,284.44</b>	<b>10,529.90</b>	<b>14,642.67</b>
<b>As on 31.03.2020</b>					
Gratuity	774.48	702.70	2,123.60	9,356.83	12,957.61
Superannuation	161.72	0.00	0.00	0.00	161.72
<b>Total</b>	<b>936.20</b>	<b>702.70</b>	<b>2,123.60</b>	<b>9,356.83</b>	<b>13,119.33</b>

**[35.3] 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:

Rs (In Lakhs)

Particulars	31.03.2021	31.03.2020
Contribution to PF	2111.61	1855.82
Contribution to Employees State Insurance Fund	0.06	0.28

**Note 36 Contingent Liabilities and commitments**

(Rs. in lakh)

Particulars	As on 31.03.2021	As on 31.03.2020
<b>(a) Contingent Liabilities</b>		
Claims against the Company not acknowledged as Debt	477.71	477.71
Disputed Excise/Custom Duty	513.59	513.59
Disputed Service Tax	1.45	23.43
Disputed Sales Tax/VAT	2067.12	2143.71
Disputed Income Tax	1934.18	1,934.18
<b>(b) Guarantee</b>		
Bank Guarantee	2433.75	2560.75
Other Guarantees given to bank against financial facilities availed by subsidiaries	-	-
Unexpired letter of credit	1254.42	549.30
<b>(c) Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account	-	68.00

**Notes To Financial Statement for the Year Ended as at 31st March 2021****Note 37 The disclosure under the Micro, Small & Medium Enterprise Development Act, 2006****(Rs. in lakh)**

Sl. No.	Particulars	Amount	
		As on 31.03.2021	As on 31.03.2020
1	Outstanding principle amount and interest as on		
	i) Principal amount within 45 days	451.09	402.98
	ii) Interest sue thereon		
2	Amount of interest paid paid alongwith 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 remaining due and payable even in succeeding years, until 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 38 Corporate Social Responsibility:- No Spent during the year 2019-20****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 Beerbohm Coal Co. Ltd.  
Katrass Jherriah Coal Co. Ltd.

**Other Related Parties**

Yule Agro Industries Ltd.

**Key Managerial Personnel**

Mr. Sanjay Bhattacharya - Chairman & Managing Director  
Mr. K. Mohan - Director (Personnel) with addl charge Director Finance  
Mrs Sucharita Das - Company Secretary  
Mr. P. P. Munshi - GM, Elec. Div., Kolkata  
Mr. S. N. Mullick - GM, Engg. Div.  
Mr. C. Bora - GM, Tea Div.  
Mr. G. Pugalendhi - Dy. GM, Elec. Div., Chennai



## Notes To Financial Statement for the Year Ended as at 31st March 2021

## B. Transactions with related parties

(Rs. in lakh)

Sl. No.	Nature of Transaction	Year Ended on 31.03.2021				Year Ended on 31.03.2020			
		Subsidiaries	Associates	Other related Parties	Total	Subsidiaries	Associates	Other Related Parties	Total
1	Purchase of goods	-	2.91	-	2.91		27.14		27.14
2	Sale of Goods	-	0.26	-	0.26		0.62		0.62
3	Sale of Services	0.96	196.86		197.82		241.31	13.26	254.57
4	Dividend Income	-	2194.14	-	2194.14		1692.11		1692.11
5	Interest Recd	-	0.22	-	0.22				
6	Rent and hire charges received	-	311.75	-	311.75		252.83		252.83
7	Royalty received	-	-	-	-				-
8	Advance REcd during the year	-	45.01	-	45.01				-
9	Repayment of loans and advance /Amount received	-	-	-	-				
10	Long Term loans and advances	0.80	-	-	0.80	0.80			0.80
11	Short term loan and advances	288.40	37.01	-	325.41	159.29	0.60	18.05	177.94
12	Other current assets	-	-	-	-			56.00	56.00
13	Other loans and advances	-	-	-	-	5.62			5.62
14	Other long term liabilities (Security Deposit)	-	-	-	-			28.80	28.80
15	Corporate Guarantee	-	-	-	-	976.00			976.00
16	Amount due from as on 31st March	288.40	37.01		325.41	274.38	41.97	42.65	153.23
17	Amount due to as on 31st March	-	1.79	-	1.79	-	6.82		6.82

## Note 39.1 Disclosure related to transactions between the Company and Key Managerial Personnel

(Rs. in lakh)

Key Managerial Personnel	2020-21	2019-20
<b>[a] Remuneration to Directors</b>		
Mr. Debasis Jana	37.64	29.65
Mr. Partha Dasgupta	51.73	35.59
Mr. Sanjay Bhattacharya	28.41	24.54
Mr. K.Mohan	32.55	33.64
<b>[b] Remuneration to Company Secretary</b>		
Ms Sucharita Das	13.25	12.83



**Notes To Financial Statement for the Year Ended as at 31st March 2021  
(As per IND AS)**

**Note 39.2 Disclosure related to Director's Fee** Rs (In Lakhs)

Independent Directors	2020-21	2019-20
Dhanpat Ram Agarwal	0.00	0.15
Sipra Goon	0.00	0.47
SudhirJhunjhunwala	0.00	0.03
Anil Kumar Goyal	0.95	0.12
Anil Kumar Verma	0.94	0.12
Vishwanath Giriraj	0.88	0.12

**Note 40 The Company has incurred revenue expenditure of Rs 62.13 Lakhs (Previous year Rs75.02 Lakhs) on account of Research & Development expense the break-up of which is as follows:**

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Testing Fee	22.33	35.67
Subscription to TRA	39.80	39.35
<b>Total</b>	<b>62.13</b>	<b>75.02</b>

**Note 41 Income Tax Expense**

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Current Tax :		
Current Tax on profit for the year	-	-
Adjustments for current tax of prior periods		
Total Current Tax Expense		
Deferred Tax :		
Decrease/(Increase) in Deferred tax assets	(924.58)	377.93
(Decrease)/Increase in Deferred tax assets	275.19	(451.29)
Net Deferred Tax Assets / Liabilities	(649.39)	(73.36)

**Note 41.1 Reconciliation of the tax expense and the accounting profit multiplied by India's domestic tax rate for 31st March 2021 and 31st March 2020**

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Accounting profit before income tax	1,470.35	(2,125.38)
At India's statutory income tax rate	94.96	
Effects of:		
Deferred Tax movement	(649.39)	(73.37)
Weighted deductions allowable	(5.17)	
Disallowed expenses	1,957.67	
Others	(2,047.46)	
Income Tax expense reported in P/L Account	(649.39)	(73.37)
At the effective rate of income tax	(44.17)	
<b>Income tax expenses reported in the statement of profit and loss</b>	<b>(649.39)</b>	<b>(73.37)</b>



## Notes To Financial Statement for the Year Ended as at 31st March 2021

## Note 42 Deferred Tax expense

## Deferred Tax Liabilities (Net)

(Rs. in lakh)

Particulars	2020-21					2019-20				
	Opening Balance	Recognised in Profit & Loss	Recognised in / Reclas-sified from OCI	Recognized directly to Equity	Closing Balance	Opening Balance	Recognised in Profit & Loss	Recognised in / Reclas-sified from OCI	Recognized directly to Equity	Closing Balance
<b>Deferred Tax Liabilities:</b>										
Depreciation on PPE, Intangible Assets and Investment Property	3,344.16	91.64			3,435.79	3,505.26	(161.10)			3,344.16
Financial assets at Fair Value through Profit & Loss	(31.99)	15.52			(16.47)	(51.39)	19.40			(31.99)
Financial assets at Fair Value through Other Income	(0.76)		(1.04)		(1.80)	162.09	(162.85)			(0.76)
Investment in Joint Ventures										
Others										
<b>Total Deferred Tax Liabilities</b>	<b>3,311.41</b>	<b>107.16</b>	<b>(1.04)</b>	<b>-</b>	<b>3,417.52</b>	<b>3,615.96</b>	<b>(141.70)</b>	<b>(162.85)</b>	<b>-</b>	<b>3,311.41</b>
<b>Deferred Tax Assets:</b>										
Compensated Absences and Retirement Benefits	(68.87)	(73.59)	168.03		25.56	245.31	(4.59)	(309.59)		(68.87)
Provision for Doubtful Debts	-				-	-				-
Others	1,485.52	830.15			2,315.67	1,549.27	(63.74)			1,485.52
<b>Total Deferred Tax Assets</b>	<b>1,416.65</b>	<b>756.55</b>	<b>168.03</b>	<b>-</b>	<b>2,341.23</b>	<b>1,794.58</b>	<b>(68.34)</b>	<b>(309.59)</b>	<b>-</b>	<b>1,416.65</b>
<b>Net Deferred Tax Liabilities</b>	<b>1,894.72</b>	<b>(649.39)</b>	<b>(169.07)</b>	<b>-</b>	<b>1,076.24</b>	<b>1,821.34</b>	<b>(73.36)</b>	<b>146.74</b>	<b>-</b>	<b>1,894.72</b>

## Note 42.1

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.

## Note 43

During the year ended 31st March 2021, there is no liability of current Income Tax expense on a/c of Central Income Tax Act, 1961 & Assam Agricultural Tax, 1939 after adjustment of eligible Tax Allowance & Deductions.

## Note 44 Sales &amp; Raw Materials Consumption

<b>(i) Sales</b>		
Class of Goods	Year ended 31.03.2021	Year ended 31.03.2020
Black & Packet Tea	23615.82	20476.77
Transformers	4707.73	4846.27
Industrial Fans	3336.20	2158.76
Sale of Service	255.31	372.96
Others	1135.72	2058.87
<b>Total (Sale of products )</b>	<b>33050.78</b>	<b>29913.63</b>



**Notes To Financial Statement for the Year Ended as at 31st March 2021**

(Rs. in lakh)

<b>(ii) Raw Material consumed and stores consumed</b>		
<b>Items</b>	<b>Year ended 31.03.2021</b>	<b>Year ended 31.03.2020</b>
Steel	428.58	291.37
Copper	640.15	174.93
Green Leaf	1491.07	772.40
Parts of Distribution Transformer	1158.00	1139.00
Oil,Chemicaletc	166.40	168.67
Others	4946.39	6254.15
<b>Total</b>	<b>8830.59</b>	<b>8800.52</b>

**(b) Value of Imported and Indigenous Raw Materials and Stores Consumed**

(Rs. in lakh)

<b>(i) Raw Materials</b>	<b>Year ended 31.03.2021</b>		<b>Year ended 31.03.2020</b>	
	<b>Value</b>	<b>%</b>	<b>Value</b>	<b>%</b>
Imported	0.00	0.00	0.00	0.00
Indigenous	8694.83	100.00	8605.40	100.00
<b>Total</b>	<b>8694.83</b>	<b>100.00</b>	<b>8605.40</b>	<b>100.00</b>
<b>(ii) Stores</b>				
Imported	0.00	0.00	0.00	0.00
Indigenous	135.76	100.00	195.12	100.00
<b>Total</b>	<b>135.76</b>	<b>100.00</b>	<b>195.12</b>	<b>100.00</b>

**(c) Value of imports on CIF Basis**

(Rs. in lakh)

<b>Raw Materials and Components</b>	<b>Year ended 31.03.2021</b>	<b>Year ended 31.03.2020</b>
(d) Expenditure in Foreign currency:		
Foreign expenses		4.64
(e) Earnings in Foreign exchange		
Value of export on FOB basis	434.81	359.80



## Notes To Financial Statement for the Year Ended as at 31st March 2021

## Note 45 Segment Reporting:

Segment-wise revenue, results, assets &amp; liabilities for the quarter and year ended 31st March, 2021

(Rs. in lakh)

Particulars		Year ended 31.03.2021	Year ended 31.03.2020
		Audited	Audited
[1]	<b>Segment Revenue [Net Sales/Income from each segment]</b>		
[a]	Tea	23,650.25	20,615.36
[b]	Electrical-Kolkata	2,220.87	2,067.91
[c]	Electrical-Chennai	3,644.28	3,273.69
[d]	Engineering	3,336.20	3,719.62
[e]	Sales of Service	199.18	263.73
	<b>Total</b>	<b>33,050.79</b>	<b>29,940.31</b>
	Less : Inter Segment Revenue	-	26.68
	<b>Net Sales/Income from Operations</b>	<b>33,050.78</b>	<b>29,913.63</b>
[2]	<b>Segment Results</b>		
	[Profit (+) / Loss (-) before tax and interest from each Segment]		
[a]	Tea	2,406.63	(221.04)
[b]	Electrical-Kolkata	(1,097.51)	(1,934.95)
[c]	Electrical-Chennai	(170.00)	(164.00)
[d]	Engineering	(271.28)	(112.16)
	<b>Total</b>	<b>867.84</b>	<b>(2,432.15)</b>
	Less :		
	[i] Interest	809.62	845.19
	[ii] Other unallocable Expenditure net off Unallocable Income	(1,412.13)	(1,151.96)
	<b>Total Profit / (Loss) before tax</b>	<b>1,470.35</b>	<b>(2,125.38)</b>
	<b>Segment Assets</b>		
	Tea	21,597.34	19,885.35
	Electrical-Kolkata	4,284.05	4,528.13
	Electrical-Chennai	6,584.39	5,745.96
	Engineering	5,299.21	4,840.02
	Unallocated Corporate	6,966.94	7,727.59

**Notes To Financial Statement for the Year Ended as at 31st March 2021**

(Rs. in lakh)

Particulars		Year ended 31.03.2021	Year ended 31.03.2020
		Audited	Audited
Total		<b>44,731.93</b>	<b>42,727.05</b>
<b>Segment Liabilities</b>			
Tea		9,765.51	10,169.40
Electrical-Kolkata		6,326.81	7,795.13
Electrical-Chennai		3,896.07	2,784.29
Engineering		3,557.69	3,194.00
Unallocated Corporate		1,765.30	1,549.71
<b>Total</b>		<b>25,311.38</b>	<b>25,492.53</b>
<b>Segment Capital Employed Segment Assets - Segment Liabilities)</b>			
Tea		11,831.83	9,715.95
Electrical-Kolkata		(2,042.76)	(3,267.00)
Electrical-Chennai		2,688.32	2,961.67
Engineering		1,741.52	1,646.02
Unallocated Corporate		5,201.64	6,177.88
<b>Total</b>		<b>19,420.55</b>	<b>17,234.52</b>

**Note 46 Disclosures related to the Subsidiaries of the Company**

Sl.No.	Name of the Subsidiary	% of shareholding as at 31st March 2021	% of shareholding as at 31st March 2020
1	Hooghly Printing Co. Ltd	100%	100%
2	Yule Engineering Ltd.	100%	100%
3	Yule Electrical Ltd.	100%	100%

**Note 47**

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 2021 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 48**

Other Receivables includes Rs 85.96 Lakhs 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. However as a matter of abundance caution the same has been provided in the Accounts.

**Note 49**

There is a moratorium period in respect of zero rated unsecured Redeemable Bond of Rs 263.41 Lakhs (Discounted as per IND





## Notes To Financial Statement for the Year Ended as at 31st March 2021

AS) (Previous year Rs228.80) (Original value Rs 305.00 Lakhs) of WEBFIL for a period of 7 (Seven) years commenced from 20th Dec, 2014 .

In respect of 6% cumulative Redeemable Preference Shares of Rs 204.40 Lakhs ( Previous Year Rs 179.32 Lakhs ( Original Value Rs 204.40 Lakhs) is due to mature on 1st April 2021. However the issuer of the 6% cumulative Redeemable Preference Shares has vide letter dated 31.03.2021 has requested on account of Covid 19 related cash crunch , the amount payable will be paid in Four annual instalments starting from 01/04/2021 payable during 1st week of April of respective Years. The said request has since been accepted.

### **Note 50**

Loans & Advances includes a sum of Rs 281.05 Lakhs (Previous year Rs 205.76 Lakhs) provided to 100% subsidiary, M/s Hooghly Printing Company Limited as an expenditure support. Said subsidiary as per order of GOI have closed their Business Operations on 21.01.2019 & is scheduled to be merged with AYCL in Financial Year 2021-22. In this regard as per the Relevant order of the Hon'ble NCLT Kolkata Bench , the appointed date of merger has been declared on and from 4th June , 2021. On completion of said merger, Assets & Liabilities in the Books of said subsidiary as on the date of merger will be incorporated in the Books of AYCL. During the year ended 31.03.2021 Hooghly printing & Co. Ltd has incurred a loss of Rs 72.96 Lakhs.

### **Note 51**

The Company follows the practice of inspection of individual current or non-current asset by a scrap committee before declaring the same as scrap and ultimately putting the same for sale.

### **Note 52**

The liability for payment of Gratuity as per the Provisions of the Act is considered for the Company as a whole and not Unit/Division wise.

### **Note 53**

Capital WIP includes nurturing & related expenses of young tea plants amounting to Rs 7438.89 Lakhs (Rs 7599.70 Lakhs in 2019-20) in compliance with IND-AS.

### **Note 54**

For renewal of land lease of three tea gardens in Dooars, Govt. of W.B. have asked for salami of Rs 177.66 Lakhs, which has been taken up by AYCL for waiver with local State Govt. authorities as well as with higher Govt. Authorities at Kolkata. AYCL is hopeful for settlement of the issue in favour of the Company which is also indicative from renewal of lease for another Garden of AYCL without payment of salami.

As the matter is related to Govt. & Quasi Govt-Authorities/ Autonomous body (as applicable) and as the applications of the Company for waiver of the demands have not so far been turned down, the included total amount of Rs177.66 Lakhs has been included in "Claims against the company not acknowledged as debt" as stated in note no. 36.

### **Note 55**

The Company has system of seeking year ending balance confirmation certificates from Debtors and Creditors. However, the company has maintained the figures available in accounts for cases wherein, no response from Debtors /creditors is received.

### **Note 56**

"Balance With statutory Authorities" under "Note Other Financial assets" (Note 13) includes a sum of Rs 42.97 Lakhs towards refund receivable from Provident Fund Authorities in pursuant with an order issued by erstwhile Board of Industrial & Financial Reconstruction ( BIFR) in F.Yr 2015-16. A claim in this regards has already been lodged with Central provident Fund (PF) authorities who in turn have taken up the same with concerned regional Provident Fund Authorities. This being a due from Government Department ,However, as a matter of abundant precaution the aforesaid amount has been provided in Accounts.

### **Note 57 Impact on Financial position of the Company due to COVID-19 Pandemic**

The impact of Government imposed Lockdown due to Covid-19 pandemic was temporary. As result of lockdown/restrictions, production could not be carried out till approvals from local government authorities was received. In light of the above, the company considering all internal & external factors, has made a detailed assessment of its liquidity position including its cash flow, business outlook and of the recoverability and carrying amounts of its assets as on 31/03/2021 and has concluded that no material adjustment are required in Standalone/Consolidated Unaudited Financial Results

**NOTE 58**

Though HPCL has declared its closure of Business within the Financial Year 2018-19, but its assets are not held for sale but are to taken over by AYCL on "as those are" basis. As such in our views in the instant case applicability of IND As is not there. Regarding merger of HPCL with AYCL the following actions have been taken:

[a] Subsequent to approval of the Board of Directors of HPCL and AYCL, Land taken from West Bengal Small scale industries Development Corp. Ltd (WBSIDCL) has been handed over to WBSIDCL, a refund of Rs 104.98 Lakhs received against the same and the amount has been deposited with HPCL'S Cash Credit Account with United Bank of India to clear Bank Overdraft in full.

[b] Consent of secured creditors, unsecured creditors of Hooghly Printing Co. Ltd for its merger with Andrew Yule & Company vide meeting date 14.05.2019

[c] Valuer has been appointed for valuation of Assets & Liabilities of HPCL as on 30.04.2019 for the purpose of HPCL with AYCL. In this regard as per the Relevant order of the Hon'ble NCLT Kolkata Bench, the appointed date of merger has been declared on and from 4th June, 2021. On completion of said merger, Assets & Liabilities in the Books of said subsidiary as on the date of merger will be incorporated in the Books of AYCL.

**Note 59**

The details of losses of HPCL from discontinued operations as under:

**(Rs. in lakh)**

Particulars	As on 31.03.2021	As on 31.03.2020
Revenue from Operation	-	-
Other Income	0.01	0.07
Total Income	0.01	0.07
Cost of Material consumed		-
Employee Cost	0.00	-
Depreciation	-	(5.67)
Finance Cost	-	-
Other Expenses	72.96	153.95
Total Expenses	72.96	148.27
Profit/ (Loss) before Tax	(72.96)	(148.20)

**Note 60**

The Company has adopted INDAS-116 effective 01/04/2019 In the following manners: (i) The standards have been applied to only such cases wherever executed lease agreements and/or Notifications issued by the concerned lessor Government are in hands of the Company and for the balance period of such lease as on 01/04/2019, except for cases mentioned in (b) below.

(b) In case of lease of lands from the Government of Assam for the Tea gardens in Assam, the Company, in conjunction with Indian Tea Association, has noted that, section 9 of the Assam Land and Revenue Regulation 1886 provides and lessee, right of use, occupancy and other relevant rights subject to payment of revenues, taxes, cesses and rates from time to time as may be due in respect of said land and thus, there is no fixed or defined period of lease. As such, INDAS 116 should not accordingly be applicable in case of Assam..

[a] Figures in Bracket are of previous year.

[b] The fig in these accounts have been rounded off to nearest Lakhs of Rupees.

[c] Previous year figures are rearranged and realigned as required.

For **S. K Basu & Co.**  
Chartered Accountants  
F. No.: 301026E  
S. Basu  
Partner (M. No.: 053225)  
Place : Kolkata  
Date : 23rd June 2021

For **Andrew Yule & Company Limited**

**SUCHARITA DAS**  
Company Secretary

**SHRI K. MOHAN**  
Director (Personnel)/Addl. Charge of Finance  
DIN. : 08385809

**SHRI SANJOY BHATTACHARYA**  
Chairman & Managing Director  
DIN : 07674268



# CONSOLIDATED ACCOUNTS



## **INDEPENDENT AUDITORS REPORT**

**To the Members of Andrew Yule & Company Limited**

**Report on the Audit of Consolidated IND-AS Financial Statements**

### **(1) Qualified Opinion**

We have audited the Consolidated Ind AS Financial Statements of Andrew Yule and Company Limited ("The Holding Company") and considered financial statements of Subsidiaries and Associates (Together referred to as "The Group") audited by other auditors which comprise the Consolidated Balance Sheet as at 31st March, 2021, and the Consolidated Statement of Profit and Loss (Including other comprehensive income), the Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, subject to the qualifications mentioned hereinafter in this report, the aforesaid Consolidated 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, of the consolidated state of affairs of the Company as at 31st March, 2021, consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended .

### **(2) Basis for Qualified Opinion**

a.) In the absence of Balance confirmation certificates from a considerable number of Sundry Debtors and Sundry Creditors, no opinion can be formed about the correctness of the balances of Sundry Debtors and Sundry Creditors. Effect of the above , if any on profit and loss is not ascertainable.

b.) Auditors of subsidiary companies, namely Yule Electrical Limited and Yule Engineering Limited have qualified their reports stating that the said companies are not a going concern as defined in AS-1 as there were no operating activities in the concerned year as well as in the recent past and the same has not been disclosed in "Notes to Financial Statements" which constituted a departure from IND AS-1 issued by ICAI. Also no agreement related to the terms of payment and interest payable if any , was available for unsecured borrowings from Andrew Yule and Company Ltd. Further, confirmation of Loan taken from others were not available to the auditors of Yule Electrical Limited.

c.) Auditors of Associate Companies namely The New Beerbhoom Coal Company Limited and Katras Jherriah Coal Company Limited have qualified their respective audit reports as follows:

(i) In the case of New Beerbhoom Coal Company Limited -" a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern and on realisability of advance income tax recoverable Rs. 4.09 lakhs and not valuing investments in shares of WEBFIL Ltd.-Rs. 4.62 lakhs (valued at intrinsic value) and BKNY & CO., Partnership firm -Rs.1.04 lakhs(valued at cost) at fair value and are unable to ascertain the extent of liabilities from pre nationalization period amounting to Rs.11.88 lakhs and other liabilities of Rs. 1.04 lakhs."

In the case of Yule Agro Industries Ltd. (subsidiary company of New Beerbhoom Coal Company Limited) , the auditors have qualified their report as follows: the company has not carried out any business for the last several years and has no property, plant and equipment to do any business and also that the Company had issued 4500, 8% Cumulative Redeemable preference Shares at face value of Rs. 100/- each on 6th December, redeemable after 6 years from the date of issue. However , as at 31st March, 2021, neither the period of redemption has been extended , nor any payment has been made for redemption till date of audit report.

(ii) In the case of Katras Jherriah Coal Company limited " a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern and on realisability /recognition of the following amounts receivable from Central Government of Rs.1.78 lakhs, claims payable pending with appellate courts amounting to Rs. 28.60 lakhs , claims of creditors against the company amounting to Rs. 36.19 lakhs, advance income tax recoverable Rs. 10.54 lakhs and not valuing investments in New Beerbhoom Coal Company Ltd.-Rs. 0.46 lakhs(valued at NAV) and BKNY & CO., Partnership firm -Rs.0.90 lakhs(valued at cost) at fair value."

We have conducted our auditing in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of The Companies Act, 2013. Our responsibilities under those standards are further described in the Auditors Responsibilities for the Audit of Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by The Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of The Companies Act, 2013 and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with the requirement of the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**(3) Emphasis of Matter:****Without qualifying our audit report, we draw attention to the following:**

- a. In the absence of IT system audit, security of accounting/operational data, recovery of data through IT disaster management system and manual intervention at crucial levels of data transfer and at the time of consolidation result in high audit risk.
- b. The absence of exercise of adequate controls in the process of maintaining the records of the companies lease deeds and title deeds enhances the audit risk.
- c. Electrical Division has not contributed an amount of Rs. 742.70 lakhs and Tea Division has not contributed an amount of Rs. 604.11 lakhs to the Company's gratuity fund which is utilised towards payment of gratuity to employees on retirement.
- d. Provident Fund recoverable of Rs. 42.97 Lakhs (Refer note No.58 of the financial statements) pending over 10 years from PF department of Government of India has been provided for in the accounts.
- e. Lease agreement of three tea gardens namely Banarhat, Choonabhutti and Haritalguri-3(of New Dooars) and Brentford Unit of Electrical Division , Kolkata has not been renewed since long. However , lease rent is being paid by the Company. Salami asked for by the West Bengal Government amounting to Rs.177.66 lakhs (PY-Rs. 177.66 lakhs) as per Note No. 56 is shown under "Claims not acknowledged as debts". The matter should be resolved immediately as it disputes the Company's ownership of the tea gardens under its operation.
- f. All the inoperative bank accounts of the Company in its various divisions should be closed to mitigate the fraud risk. Also many bank accounts have authorized signatories who have retired/resigned from the Company. These former employees should be replaced as signatories by the officials who are currently in the employment of the Company.
- g. BSE has imposed a fine for every quarter of 2020-21 on the Company for non compliance of the requirements of the Regulation 17(1) of the SEBI ( LODR) Regulations, 2015 pertaining to the composition of the Board including failure to appoint a woman director. These fines have not been paid by the Company as appointment of Directors is done by the Companies administrative ministry. The Company has taken up the matter with its administrative ministry and BSE pursuant to which the fines for the first three quarters have been waived by BSE and the fine for the fourth quarter of the year amounting to Rs. 5,31,000/- is pending . No provision for the same has been made in the accounts.
- h. Hooghly Printing Company Limited (HPCL) , (transferor company)had declared closure of its business operations with effect from 21st January, 2019 pursuant to its merger with the Andrew Yule and Company Limited (Transferee company) under a scheme of amalgamation. The matter had been referred to NCLT under Section 232 of The Companies Act, 2013.NCLT has granted its approval vide its Order dated 3rd May, 2021. Pursuant to this order, all properties, assets , rights, powers and undertakings of the transferor company, as well as the liabilities, obligations, duties of the transferor company will be transferred to the transferee company. All suits and legal proceedings for and against the transferor company will also be valid against the transferee company from the "effective date" of transfer. As per Note No: 61 , the effective date of transfer being 04th June, 2021 , the merger of assets and liabilities of the transferor company with the transferee company will impact the standalone accounts of Andrew Yule and Company Limited when it is given effect in the financial year 2021-22.
- i. The Company has assessed the effect on its operations due to the nationwide lockdown arising out of COVID 19 and concluded that no material adjustment are required for the same in the accounts as per Note No.59 of the financial statements.
- j. The Company has made an interest payment of Rs. 45.82 Lakhs to GST department mainly due to not making timely (monthly) reconciliation of GST Input Credit among other reasons during the Financial year 2018-19 and such irregularities due to non reconciliation continue till date.
- k. There are a large number of debit balances in Trade Payables accounts which should be reconciled and adjusted with relevant heads of account.
- l. The Company held preference shares in WEBFIL amounting to Rs. 204.40 lakhs and accumulated dividend amounting to Rs. 161.68 lakhs is receivable. WEBFIL has not paid dividend since inception and has defaulted in redemption of its preference shares on due date i.e 1st April 2021. They have communicated vide letter no AY/PREF/96 dated 31.03.2021 requesting deferment of payment in four annual instalments due to stress in the company due to ongoing pandemic out of which the first instalment amounting to Rs. 91.52 lakhs has already been paid on 1.4.21.No evaluation of Expected Credit Loss (ECL) has been made by the Company and no resulting provision has been created.



- m. Unadjusted advances of tea division include Rs 6.98 crores for paying gratuity to workers remained outstanding for the last one year and has not been recovered from the Yule Group Gratuity Fund . Also an amount of Rs. 62 lakhs for electricity duty remained outstanding for more than three years which was included under Bills receivable account which has been provided for . There are old outstanding advances lying in all divisions of the Company which should be adjusted after scrutiny.
- n. The Company had a practice of charging interest on inter garden balances which has been discontinued since long. However, interest accrued and due on these amounting to Rs. 15 lakhs approx are still being carried forward. The same should be adjusted after scrutiny.
- o. The Company should implement procedures for physical verification of assets at reasonable intervals commensurate with the size and nature of its business.
- p. In tea division an amount of Rs.82.36 lakhs paid by the Company on behalf of the employees on account of electricity charges and labour line electrification are not being recovered and the same has been provided for in the accounts.
- q. In tea division, an amount of Rs.1.30 lakhs being unpaid bonus to workers pertaining to financial years 2014-15 to 2017-18 has not been deposited in Labour Welfare Fund (LWF). The amount of interest and penalty if payable on the same could not be ascertained.
- r. In some cases , the income tax deducted at source required to be made as per the Income Tax Act is overlooked or delayed. Control over TDS deductions needs to be improved upon both manually and by the system.
- s. In the 242nd meeting of the Board of Directors held on 2nd June, 2021 , the recommendation to the Board for consideration/ approval of the proposal for closure of Electrical-Kolkata operations through VRS/VSS route from own resources by September, 2021 have been approved by the Audit Committee and recommended to the Board for its approval , subject to the approval of the ministry concerned and other necessary approvals. The effect of the same on the financials is yet to be ascertained by the management.

**Emphasis of matter reported by the auditors of Hooghly Printing Co. Ltd.:**

- t. Attention is drawn to the Notes on financial statements describing the effects of uncertainties relating to the Covid 19 pandemic outbreak on the Company's operation and Managements evaluation of its impact on the accompanying financial statements as at 31st March, 2021, which is dependent on future developments.
- u. The company has certain balance receivables from payables from certain parties which are subject to reconciliation and confirmation.
- v. Material uncertainty relating to going concern: Attention is drawn to the Notes on financial statements indicating that the Company has accumulated losses and its net worth has been fully/substantially eroded.

**Emphasis of matter reported by the auditors of Tide Water Oil Co. (India) Ltd.:**

- w. Attention is drawn to the Notes on financial statements which describes the accounting of franchisee fee based on the statement of franchisee fee received from the Tide Water Oil Co.(India) Ltd. and audited by an independent firm of Chartered Accountants.

**(4) Information other than the Consolidated Ind AS Financial Statements and Auditors Report thereon:**

The Company's Board of Directors are responsible for the information .The other information comprises the information included in the Management Discussion and Analysis, Boards Report including the Annexures to Boards Report , Business Responsibility Report, Corporate Governance and Shareholders Information, but does not include the Consolidated financial statements and our auditors report thereon. The report is expected to be made available to us after the date of this audit report.

**(5) Key Audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon and we do not provide a separate opinion in these matters. We have determined the matters described below to be the key audit matters to be communicated in this report. In respect of subsidiaries and associates key audit matters were reported in the audit reports of the subsidiary company-Hooghly Printing Company Limited only.



<b>S.N.</b>	<b>KEY AUDIT MATTER</b>	<b>AUDITOR'S RESPONSE</b>
1. <b>Revenue Recognition</b>	<p>Revenue from the sale of goods (hereinafter referred to as revenue) is recognized when the significant risks and rewards of ownership of goods is passed to the buyer. Revenue from sale of goods is measured at the fair value of the consideration received or receivable, net of returns or allowances, trade discounts and volume rebates. The timing of revenue recognition is relevant to the reported performance of the Company. Revenue is a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred.</p>	<p>Our audit procedures included the following: Assessed the Company's Revenue Recognition policies in line with IND AS 115 (Revenue from Contracts with Customers) and tested thereof: Evaluated the integrity of the general information and technology control environment and testing the operating effectiveness of controls over recognition of revenue. Evaluated the design, implementation and operating effectiveness of Company's controls in respect of revenue recognition. Tested the effectiveness of such controls over revenue cut off at year end. On a sample basis tested supporting documents for sales transactions recorded during the period closer to the year end and subsequent to the year end. Compared revenue with historical trends where appropriate conducted further enquiries and testing. Assessed disclosures in financial statements in respect of revenue as specified in IND AS 115.</p>
2. <b>Provisions and Contingent Liabilities</b>	<p>The Company is subject to a number of legal, regulatory and tax cases for which final outcome cannot be easily predicted and which could potentially result in significant liabilities. Management's disclosures with regards to contingent liabilities are presented in Note No.36-to the Standalone Ind AS Financial Statements. The assessment of the risks associated with the litigations is based on complex assumptions. The amounts involved and the application of accounting standards to determine the amount if any to be provided as a liability or disclosed as a contingent liability are inherently subjective. This requires use of judgment to establish the level of provisioning, increases the risk that provisions and contingent liabilities may not be appropriately provided against or adequately disclosed. Accordingly, this matter is considered to be a key audit matter.</p>	<p>In order to get a sufficient understanding of litigations and contingent liabilities, we have discussed the process of identification implemented by the Management for such provisions through various discussions with Company's legal and finance departments. We read the summary of litigation matters provided by the Company's/ Unit's Legal and Finance Team. We read, where applicable, external legal or regulatory advice sought by the Company. We discussed with the Company's/ Unit's Legal and Finance Team certain material cases noted in the report to determine the Company's assessment of the likelihood ,magnitude and accounting of any liability that may arise. In light of the above, we reviewed the amount of provisions recorded and exercised our professional judgment to assess the adequacy of disclosures in the Standalone Ind AS financial statements</p>
3. <b>Delegation of Powers:</b>	<p>Delegation of financial authority to various cadres of Management is essential for approving day to day affairs of the Company including disbursement of funds. The existing delegation of Authority of various cadres was from the Chief Executive Grade F to Manager C2. The said delegation of powers was not exhaustive and also not followed strictly resulting in vulnerability in internal financial control . Considering the risks of violation of delegated authority we have considered the delegation of power as a Key Audit Matter.</p>	<p>We followed audit procedures to assess vulnerability of the internal financial control due to some instances of non adherence to delegation of financial authority and consequent risk involved . We used substantive procedures on a larger sample to mitigate the said risk. We discussed with the Management our findings regarding the risks involved . Consequently the Committee of the Board of Directors amended the schedule of authorized signatories including delegation of powers on 19th February 2021 to cover the total structure of delegation.</p>



4. **Key Audit Matters reported by the statutory auditor of Hooghly Printing Co. Ltd.**  
The Company has current liabilities of Rs.700.74 lakhs and current assets of Rs.75.43 lakhs. The current liabilities exceed current assets at the year end. Due to Government policy on PSUs there is hardly any possibility/probability for revival of the Company. The Company is being taken over by its parent Andrew Yule & Co. Ltd. Under the scheme of amalgamation approved by NCLT.
- The audit procedures among others included the following:  
Obtained an understanding of the processes and tested the Internal Controls Process associated with the Managements Assessment of going concern provision.  
Discussed with the management and assessed the assumptions, judgments and estimates used in such assessments having regard to past performance and current status of the Company.  
Assessed the adequacy of the disclosures in the standalone financial statements.

**(6) Responsibility of the Management and those charges with Governance for the Consolidated Ind-AS financial statements:**

The Holding 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 Consolidated financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance, Consolidated changes in equity and Consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian accounting standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements of The Group, the respective Board of directors are responsible for assessing the ability of the respective Companies to continue as a going concern, disclosing, as applicable, matter related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the Companies included in the Group and of its associates are also responsible for overseeing the Companies financial reporting process and its associates.

**(7) Auditor's responsibilities for the Audit of the Consolidated Ind As Financial statements:**

Our objectives are to obtain reasonable assurance about whether the Consolidated IND AS financial statements as a whole are free from material misstatements, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of our audit, in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the IND AS financial statements whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of The Companies Act, 2013 we are also responsible for expressing an opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of the accounting policies used and the reasonableness of the accounting estimates and related disclosures made by the management.

Conclude on the appropriateness of the managements use of going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast a significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors report to the related disclosures in the IND AS financial statements or if such disclosures are





inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the IND AS financial statements, including the disclosures, and whether the IND AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, amongst other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

**(8) Other Matters**

(a) The process of merger of Hooghly Printing Company Ltd. has received the approval of NCLT vide its Order dated 03rd May, 2021 and the appointed date of merger has been declared on and from 4th June, 2021.

(b) We have considered information from the financial statements of the three subsidiaries, namely, Hooghly Printing Co. Ltd., Yule Engineering Ltd. and Yule Electrical Ltd., whose financial statements have been audited by other auditors, which reflect total assets of Rs.128.97 Lakhs as at 31st March, 2021. Total Revenues from continued operation of Rs. 0.03 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. The consolidated Ind AS financial statements also include the net loss of Rs. 73.98 lakhs of the subsidiary companies for the year ended 31st March, 2021.

(c) The consolidated financial statements of the three associate companies, namely, Tide Water Oil Co. (India) Ltd., The New Beerbhoom Coal Co. Ltd. and Katras Jherriah Coal Co. Ltd. have been audited by other auditors whose audit reports have been furnished to us by the management and our opinion on the Consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates and our report in terms of sub sections (3) and (11) of Section 143 of The Act, in so far as it relates to the aforementioned subsidiaries and associates, is based solely on the reports of the other auditors subject to non compliance of SA 705 and SA 570 by the respective auditors of two subsidiaries Yule Engineering Limited and Yule Electrical Ltd.

Our opinion on the consolidated financial statements and our report on the other legal and regulatory requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by management.

(d) Due to the COVID-19 pandemic, nationwide lockdown and other travel restrictions were imposed by the Government/ local administration. Hence, some of the audit processes were carried out by electronically by remote access. The necessary records were made available by the management through digital medium and were accepted as audit evidence while reporting for the current period.

**(9) Report on Other Legal and Regulatory Requirements:**

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

(a) Read with our comments in Emphasis of Matter paragraph, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books, and proper returns adequate for the purposes of our audit have been received from units not visited by us and the reports of the other auditors, subject to our qualifications/emphasis of matter mentioned elsewhere in this report.

(c) The Consolidated Balance Sheet, the consolidated Statement of Profit and Loss including The Statement of Other Comprehensive Income and consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account, maintained for the purpose of preparation of the consolidated financial statements, subject to our qualification/emphasis of matter elsewhere in this report.

(d) In our opinion, the aforesaid Consolidated IND AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015 subject to our qualification/emphasis of matter elsewhere in this report.

(e) Section 164 (2) of the Act regarding disqualification for appointment of Director is not applicable to Government Companies



vide notification no. GSR.463( E ) dated 5th June, 2015.

- (f) 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 report in “Annexure A”.
- (g) With respect to the matters required to be reported upon as per directions of The Comptroller and Auditor General of India as per the provisions of Section 143(5) of The Companies Act, 2013, refer to our report in “Annexure B”.
- (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 consolidated financial statements of the Company has disclosed the impact of pending litigations on the consolidated financial position of the Group in its IND AS financial statements – Refer Note 38 to the consolidated financial statements;
  - (ii) The Group and its Associates has not entered into any long-term contracts including derivative contracts for which there were material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and its subsidiaries and associate companies.

For **S.K.BASU & CO.**  
CHARTERED ACCOUNTANTS  
(FIRM NO: 301026E)

Place: KOLKATA

DATE: 23rd JUNE, 2021

(S. Basu)  
PARTNER  
(MN: 053225)  
(UDIN: 21053225AAAAAI9731)



## **Annexure A to the Independent Auditors Report**

**Referred to in Para 9(f) of our report of even date:**

**Report on the Internal Financial Controls under Clause(i) of Sub Section 3 of Section 143 of the Companies Act, 2013 (The Act).**

- (1) We have audited the internal financial controls over financial reporting of Andrew Yule and Company Limited (The Company) as on 31st March , 2021 in conjunction with our audit of the Consolidated IND AS financial statements of the Company for the year ended on that date.

### **Managements Responsibility for Internal Financial controls**

- (2) The Board of Directors 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 companies 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**

- (3) 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 Guidance Note on Audit of Internal Financial Controls over Financial Reporting ( the " Guidance Note") and the Standards on Auditing issued by ICAI and the Standards on Auditing as specified under Section 143 (10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls . Those Standards and Guidance Notes 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 if such controls operated effectively in all material respects.
- (4) 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 include obtaining an understanding of internal financial controls over financial reporting, assessing a risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. The procedures selected depend on the auditors judgment , including the assessment of the risks of material misstatement of the IND AS financial statements , whether due to fraud or error.
- (5) 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 control system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

- (6) The Company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of IND AS financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal financial controls 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 IND AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorization of management and directors of the Company , and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition , use or disposition of the Company's assets that could have a material effect on the IND AS financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

- (7) 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 fraud or error 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 controls 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**

- (8) Based on our audit and the information and explanations given to us, we are of the opinion that:
- (a) The flow of financial data from divisions, units and gardens are not seamlessly integrated with Head office accounts. It involves manual interventions at various stages of accounting.
  - (b) Absence of guidelines of IT general controls and segregation of duties does not give reasonable assurance regarding fair maintenance and accurate reflection of records with reasonable details for transactions and disposition of assets of the Company.
  - (c) Since the inception of computerization, IT systems audit has not been carried out.
  - (d) IT disaster recovery plan has not been defined.
  - (e) The company has not obtained balance confirmation certificates from a considerable number of sundry debtors and creditors.
  - (f) At the time of payment of medical bills , providing a doctors prescription as per Company's rule no. 6 is not followed in some cases.
  - (g) Brokerage of sale of tea is charged at 1% of the sale value before taxes. The program for recording sales of tea division (Crop book) gives a misleading picture in the crop book and is ignored for the purpose of brokerage payment. This irregularity should be rectified at the earliest to give the correct picture in the crop book.
  - (h) In tea division, the system of recording and creating provisions on expenses and liabilities should be improved upon.
  - (i) In some cases , the income tax deducted at source required to be made as per the Income Tax Act is overlooked or delayed. Control over TDS deductions needs to be improved upon both manually and by the system.

In view of the above observations, Internal financial Controls of the company as at 31st March, 2021 is inadequate with respect to its size, diversity and complexity of operations based on internal control over financial reporting criteria as stated in the Guidance Note on audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For **S.K.BASU & CO.**  
CHARTERED ACCOUNTANTS  
(FIRM NO: 301026E)

Place: KOLKATA

DATE: 23rd JUNE, 2021

(S. Basu)  
PARTNER  
(MN: 053225)  
(UDIN: 21053225AAAAA19731)

**Annexure B to the Independent Auditors Report**

Directions under Section 143(5) of The Companies Act, 2013 on the basis of our audit of Consolidated financial statements of Andrew Yule and Company Limited for the FY 2020-21.

We give below the answer to the questions and information asked for in the above mentioned directions:  
Andrew Yule and Company Limited:

<b>S.N.</b>	<b>Directions</b>	<b>Our Answer</b>
1.	Whether the Company has system in place to process all the accounting transactions through IT system.? If yes, the implications of processing the accounting transactions outside IT system on the integrity of the accounts along with the financial implications , if any, may be stated.	The Company does not presently possess an ERP accounting system or a fully integrated IT system among its units and Head Office and as such, necessary accounting integration is being done through separate data entry mode and by applying standalone IT software. The method adopted by the Company leaves a scope of absence of data integrity, thereby increasing the risk.
2.	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts/loans/interests etc. made by a lender to the Company due to the Companys inability to repay the loan? If yes, the financial impact may be stated.	There is no instance of restructuring/waiver/write offs of existing loans availed by the Company.
3.	Whether funds received/receivable for specific schemes from Central/State agencies were properly accounted for/ utilized as per its terms and conditions? List the cases of deviation.	All funds received/receivable for specific schemes from Central/State agencies were properly accounted for under Note No. 20 relating to the head of "Other non current liabilities"

For subsidiary companies, their respective auditors reports under Section 143(5) are appended below:

**Hooghly Printing Company Limited**

<b>S.N.</b>	<b>Directions</b>	<b>Reply of Auditor</b>
1.	Whether the Company has system in place to process all the accounting transactions through IT system.? If yes, the implications of processing the accounting transactions outside IT system on the integrity of the accounts along with the financial implications , if any, may be stated.	The Company process all its accounting transactions through IT system to the extent checked by us and based on information and explanation so obtained during the course of audit.
2.	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts/loans/interests etc. made by a lender to the Company due to the Company's inability to repay the loan? If yes, the financial impact may be stated.	Based on our verification and explanations and information given to us there were no cases of restructuring of an existing loan or cases of waiver/write off of debts/loan/ interest etc. made by a lender to the Company due to Company's inability to repay the loan.



3.	Whether funds received/receivable for specific schemes from Central/State agencies were properly accounted for/ utilized as per its terms and conditions? List the cases of deviation.	No such cases noticed.
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**Yule Engineering Limited**

S.N.	Directions	Reply of Auditor
1.	Whether the Company has system in place to process all the accounting transactions through IT system.? If yes, the implications of processing the accounting transactions outside IT system on the integrity of the accounts along with the financial implications , if any, may be stated.	Accounts have been maintained through Excel worksheet. Integrity of the accounts along with the financial implications have been checked.
2.	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts/loans/interests etc. made by a lender to the Company due to the Company's inability to repay the loan? If yes, the financial impact may be stated.	There is no restructuring of an existing loan or cases of waiver /write off of debts/loans/interest etc made by a lender to the company due to the company's inability to repay the loan.
3.	Whether funds received/receivable for specific schemes from Central/State agencies were properly accounted for/ utilized as per its terms and conditions? List the cases of deviation.	No such funds received/receivable for specific schemes from Central/State Governments.

**Yule Electrical Limited**

S.N.	Directions	Reply of Auditor
1.	Whether the Company has system in place to process all the accounting transactions through IT system.? If yes, the implications of processing the accounting transactions outside IT system on the integrity of the accounts along with the financial implications , if any, may be stated.	Accounts have been maintained through Excel sheet in computer. Integrity of the accounts along with the financial implications have been checked.
2.	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts/loans/interests etc. made by a lender to the Company due to the Company's inability to repay the loan? If yes, the financial impact may be stated.	There is no restructuring of an existing loan or cases of waiver /write off of debts/loans/interest etc made by a lender to the company due to the company's inability to repay the loan.



3.	Whether funds received/receivable for specific schemes from Central/State agencies were properly accounted for/ utilized as per its terms and conditions? List the cases of deviation.	No funds received or receivable for specific schemes from Central/State Governments.
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For **S.K.BASU & CO.**  
CHARTERED ACCOUNTANTS  
(FIRM NO: 301026E)

Place: KOLKATA

DATE: 23rd JUNE, 2021

(S. Basu)  
PARTNER  
(MN: 053225)  
(UDIN: 21053225AAAAAI9731)



## **COMPLIANCE CERTIFICATE**

We have conducted the audit of the consolidated accounts of Andrew Yule and Company Limited for the year ended 31st March, 2021 in accordance with the directions/sub directions issued by The Comptroller and Auditor General of India . under Section 143(5) of The Companies Act, 2013 and certify that we have complied with all the directions/subdirections issued to us.

For **S.K.BASU & CO.**  
CHARTERED ACCOUNTANTS  
(FIRM NO: 301026E)

(S. Basu)  
PARTNER  
(MN: 053225)  
(UDIN: 21053225AAAAAI9731)



Place: KOLKATA

DATE: 23rd JUNE, 2021





**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 31 MARCH 2021**

The preparation of consolidated financial statements of Andrew Yule & Co. Limited for the year ended 31 March 2021 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory auditor appointed by the Comptroller and Auditor General of India under Section 139(5) read with section 129(4) of the Act is responsible for expressing opinion on these 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 23 June 2021.

I, on 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 2021 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 and Co. Limited for the year ended on that date. **Further, section 139(5) and 143(6)(a) of the Act are not applicable to Tide Water Oil Co. (India) Limited, The New Beerbhoom Coal Co. Limited, Katras Jherriah Coal Co. Limited, Yule Financing & Leasing Co. Limited and The Bengal Coal Co. Limited being private entities for appointment of their Statutory Auditors and for conduct of supplementary audit. Accordingly, Comptroller and Auditor General of India has neither appointed the Statutory Auditors nor conducted the supplementary audit of these companies.** This supplementary audit has been carried out independently without access to the working papers of the statutory 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 the behalf of the  
Comptroller & Auditor General of India

(Suparna Deb)  
Director General Audit (Mines)  
Kolkata

Place : Kolkata  
Date : 30 Aug, 2021



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

**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 enterprise 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 out of which four (4) are in West Bengal and one (1) in Chennai, Tamilnadu. Out of the Four (4) Units at West Bengal, Three (3) Units are in Kolkata and One (1) Unit is at Kalyani. 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 14558 as on 31.03.2021. Its shares are listed at BSE.

The Financial Statements were approved for issue in accordance with the resolution of the Board of Directors on 23rd June, 2021

**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.

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] Quoted Financial Assets are 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.

**[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. However, in case of Plant & Machinery, useful life has been considered from 15years upto 25 years as per the Technical Evaluation.

**[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.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021****[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 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 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 the statement of 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 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 has been recognized as per IND AS 115 effective from 01.04.2018.

**[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.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

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 other Parties is accounted for on periodical 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 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. However, for Bank interest accrued at year end are considered as communicated by Banks.

**[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;
- c) 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.
- d) Export/Deemed Export benefits are accounted for on completion of despatches in terms of the contract.
- e) 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 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,

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

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.

**[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 116. 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**

Vide notification of Ministry of Corporate Affairs dated 30th March, 2019, Indian Accounting Standard (Ind -As -116) Leases has become effective for the Company from 1.4.2019. Replacing Ind AS 17 (Leases). The accounting policy on Leases has been changed as per IndAs 116. The principal change of Ind As 116, Leases is change in the accounting treatment by Lessees of Leases currently classified as operating leases. Lease agreements has given rise to the recognition of right of use assets and a lease liability for future lease payments. In case of Company standards have been applied standard to only such cases wherever executed lease agreements/or Notifications issued by the concerned Lessor Government are in hands of the Company and for the balance period of such lease as on 01.04.2019, except for cases mentioned below:

In case of lease of lands from Government of Assam for the Tea Gardens in Assam, the Company, in conjunction with Indian Tea Association, has noted that, section 9 of the Assam Land and Revenue Regulation, 1886 provides a land lease, right to use, occupancy and other relevant rights subject to payment of revenue, taxes, cases and rates from time to time as may be due in respect of the said land and thus, there is no fixed or defined period of lease. As such, Ind As 116 should not accordingly be applicable in case of Assam. However, there is no financial impact on transition to IND AS 116 as the Company has not applied this standard retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application.

**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 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 from the date of purchase 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



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

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"

**[2.9] Trade Receivables**

Trade receivables are recognized initially at transaction price and subsequently measured at 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 actual labor hours utilized in such jobs as being consistently followed. 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 stock lying for more than three years but less than five years are made at 15% of Book Value, for such stock 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.

[g] Cost of Inventory which are sold during the year are recognised by way accretion/ decretion of inventory.

**[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 detection 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.

**[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.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021****[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.

**[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.

**[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**

**a)** For providing liabilities, cut-off date is 30th April but all known liabilities, if material, are booked as far as practicable (previous year cut-off date 30th April).



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

b) Liabilities which are more than 5 years old and not likely to materialize, are written back except Govt. debts. In case of extraordinary items only, separate disclosure is given in the Financial statements.

**[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. Grant/subsidy are accounted for when there exists sufficient written assurance of receiving the same.

**[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.

**[g]** Bearer Plants are transferred from Capital WIP to Fixed Assets Block of Bearer Plant after 3 years from its year of replantation. The average life of bearer plant has been considered as 70 (seventy) years for Assam and Doors Gardens and 100 (one hundred) years for Mim Tea Estate situated at Darjeeling.

**[f]** The assets are considered to be unusable after getting approval of the designated technical assessment committee.

**[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.

**[2.18] Capital Work-in-Progress**

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



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

attributable to bringing the asset to the location and conditions necessary for it to be capable of operation in the manner intended by management.

**[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.

**[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.

**[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.

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.

**[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.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

**[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.

**[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 and subsequently measured at

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

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 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.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

<b>Risk</b>	<b>Exposure arising from</b>	<b>Measurement</b>	<b>Management</b>
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 :

(Rs. in lakh)

<b>Particulars</b>	<b>Amount</b>
Provision for doubtful debts as on 01.04.2019	4942.75
Charges during 2019-20	388.18
Provision for doubtful debts as on 31.03.2020	5330.93
Charges during 2020-21	94.78
<b>Provision for doubtful debts as on 31.03.2021</b>	<b>5425.71</b>

**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 accessed the following drawn borrowing facilities at the end of the reporting period :

(Rs. in lakh)

<b>Particulars</b>	<b>As at 31.03.2021</b>	<b>As at 31.03.2020</b>
Bank Overdraft	5381.21	6856.26
Letter of Credit	1152.29	549.60
<b>Bank Guarantee</b>	<b>1883.77</b>	<b>2138.81</b>

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

**Maturity of financial liabilities as at 31.03.2021**

(Rs. in lakh)

<b>Contractual maturities</b>	<b>Upto 1 year</b>	<b>Between 2 to 3 year</b>	<b>Above 3 year</b>	<b>Total</b>
Trade payables	6278.53			6278.53
Other financial liabilities	6023.11			6023.11



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## Maturity of financial liabilities as at 31.03.2020

(Rs. in lakh)

Contractual maturities	Upto 1 year	Below 2 & 3 year	Above 3 year	Total
Trade payables	5373.49			5373.49
Other financial liabilities	5821.17			5821.17

## [C] Market Risk

(Rs. in lakh)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Financial Assets	Nil	Nil
Trade Receivable(in foreign currency),if any	Nil	Nil
Financial Liabilities	Nil	Nil
Trade Payables(in foreign currency),if any	Nil	Nil

## [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:

(Rs. in lakh)

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Final Dividend	Nil	Nil
Interim Dividend	Nil	Nil
Trade Payables(in foreign currency),if any	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:

## Assets Pledged as Security

(Rs. in lakh)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Financial Assets	0.00	0.00
Trade receivables	6323.77	5112.08
Non-financial Assets	0.00	0.00
Inventories	4590.97	4827.33



**Consolidated Balance Sheet as at 31st March 2021**

(Rs. in lakh)

	Note No.	As at March 31st 2021	As at March 31st 2020
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	3	10268.68	9,432.83
(b) Capital work-in-progress	3	7523.24	7,739.27
(c) Intangible Assets	3	6.55	7.44
(d) Non Current Assets held for Sale or as held for distribution to owners	4	46.43	83.14
(e) Financial Assets			
(i) Investment	5	20252.69	20,247.10
(ii) Others	6	74.19	16.81
(iii) Loans	7	0.30	0.64
(f) Income Tax Assets (net)	8	1567.93	1,270.61
(g) Other non-current assets	9	397.06	397.06
<b>Total Non - Current Assets</b>		<b>40137.07</b>	<b>39,194.90</b>
<b>Current assets</b>			
(a) Inventories	10	4590.97	4,827.32
(b) Financial Assets			
(i) Investment	11	0.35	0.35
(ii) Trade Receivables	12	6323.77	5,112.08
(iii) Cash and cash equivalents	13	6798.44	6,407.08
(iv) Loans	14	0.44	0.44
(v) Other financial assets	15	2318.88	2,048.78
(c.) Other current assets	16	3392.19	2,640.74
<b>Total Current Assets</b>		<b>23425.04</b>	<b>21,036.79</b>
<b>Total Assets</b>		<b>63562.12</b>	<b>60,231.69</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	17	9779.02	9,779.02
(b) Other Equity	18	28087.38	24,507.77
<b>Total equity</b>		<b>37,866.40</b>	<b>34,286.79</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	19	53.81	-
(ii) Other financial liabilities	20	28.80	28.80
(b) Provisions	21	2561.65	1,828.46
(c) Other non-current liabilities	22	442.23	464.84
(d) Deferred Tax Liability		1081.99	1,900.46
<b>Total non-current liabilities</b>		<b>4,168.48</b>	<b>4,222.56</b>
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	23	6943.60	8,053.91
(ii) Trade and other payables	24	6278.53	5,373.49
(iii) Other financial liabilities	25	6023.11	5,821.17
(b) Other current liabilities	26	1306.93	1,284.25
(c) Provisions	27	975.07	1,189.53
<b>Total Current Liabilities</b>		<b>21,527.24</b>	<b>21,722.34</b>
<b>Total liabilities</b>		<b>25,695.72</b>	<b>25,944.90</b>
<b>Total Equity &amp; Liabilities</b>		<b>63,562.12</b>	<b>60,231.69</b>

For **S.K Basu & Co.**  
Chartered Accountants  
F.No.: 301026E

For **Andrew Yule & Company Limited**

S.Basu  
Partner (M.No.: 053225)  
Place : Kolkata  
Date : 23rd June 2021

**SUCHARITA DAS**  
Company Secretary

**SHRI K. MOHAN**  
Director (Personnel)/  
Addl. Charge Of Finance  
DIN. 08385809

**SHRI SANJOY BHATTACHARYA**  
Chairman & Managing  
Director  
DIN :07674268



## Consolidated Statement of Profit &amp; Loss for year ended 31.03.2021

(Rs. in lakh)

	Note No.	31st March 2021	31st March 2020	
I	Revenue from operations	28	33,050.79	29,913.63
II	Other Income	29	3,055.86	3,082.59
III	<b>Total Income (I + II)</b>		<b>36,106.65</b>	<b>32,996.23</b>
IV	<b>EXPENSES</b>			
	(a) Cost of Materials consumed	30	8,830.59	8,800.52
	(b) Changes in Changes in inventories of Finished Goods, Work In Progress	31	247.76	(20.18)
	(c) Employee benefit expense	32	18,157.27	17,648.44
	(d) Depreciation and amortisation expense	33	667.21	657.56
	(e) Finance costs	34	809.62	845.19
	(f) Other expenses	35	5,924.90	7,190.81
	<b>Total Expenses (IV)</b>		<b>34,637.35</b>	<b>35,122.34</b>
V	<b>Profit before tax (III - IV)</b>		<b>1,469.30</b>	<b>(2,126.10)</b>
	Profit/Loss from discontinued operation		(72.96)	(148.20)
VI	<b>Consolidated Profit/Loss</b>		<b>1,396.34</b>	<b>(2,274.31)</b>
VII	<b>Tax Expense</b>			
	(1) Current tax		-	-
	(2) Deferred tax (From Continued Operation)		(649.39)	(73.37)
	(3) Deferred tax (From Discontinued Operation)		-	(32.44)
	<b>Total tax expense</b>		<b>(649.39)</b>	<b>(105.81)</b>
	Profit for the period (VI - VII)		2,045.73	(2,168.50)
	Group Share of Profit		1,467.57	-
VIII	<b>TOTAL PROFIT FOR THE PERIOD</b>		<b>3,513.30</b>	<b>(2,168.50)</b>
IX	<b>Other Comprehensive Income</b>			
	(1) Adjustment of actuarial gains/ losses		(4.01)	(476.59)
	(2) Remeasurement of Investments		(98.56)	1,107.68
	Less:			
	: Deferred Tax		(169.08)	146.75
X	<b>Total Other Comprehensive Income for the period</b>		<b>66.51</b>	<b>484.34</b>
XI	<b>Total Comprehensive Income for the period (VIII + X)</b>		<b>3,579.81</b>	<b>(1,684.16)</b>
XII	<b>Earnings per equity share (Face value Rs. 2 each):</b>			
	(1) Basic		0.72	(0.44)
	(2) Diluted		0.72	(0.44)

For **S.K Basu & Co.**  
Chartered Accountants  
F.No.: 301026E

S.Basu  
Partner (M.No.: 053225)  
Place : Kolkata  
Date : 23rd June 2021

**SUCHARITA DAS**  
Company Secretary

For **Andrew Yule & Company Limited**

**SHRI K. MOHAN**  
Director (Personnel)/  
Addl. Charge Of Finance  
DIN. 08385809

**SHRI SANJOY BHATTACHARYA**  
Chairman & Managing  
Director  
DIN :07674268



**Consolidated Statement of Cash Flow For the Year Ended 31st March 2021**

(Rs. in lakh)

Particulars	Year ended		Year ended	
	31st March 2021	31st March 2021	31st March 2020	31st March 2020
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES :</b>				
Net Profit before Tax and extraordinary items		2,936.87		(2,126.11)
Adjustments for :				
Depreciation/Impairment of Assets	665.75		657.56	
Amortisation of Intangible Assets	1.46			
Interest expense	756.32		744.35	
Changes in Long Term Provisions	710.58			
(Profit)/Loss on Sale of Investments			(409.50)	
Gain on Acquisition of Land by Government				
Interest Income	(325.27)		(389.28)	
Dividend Income	(2,196.66)		(1,700.71)	
Provision no longer Required Written back	(0.58)			
Liabilities no longer required written back	(101.81)		-	
Net Gain on Foreign Currency Translation			(2.88)	
Gain on Remeasurement of Long Term Trade Receivables	,		-	
Gain on Remeasurement of Investments	(4.01)		(89.02)	
Excess provision for YASF written back			(25.26)	
Diminution in value of Non Trade Investments			42.97	
Provision for TDS Recoverable			1.02	
Provision for Doubtful Debts	103.88		320.19	
Provision for Doubtful Loans, Advances and Deposits	83.64		16.22	
Provision for Recoverable Electrical Duty	23.95			
Provision for NSC	0.35			
Non Current Assets held for sale Written Down	36.71			
Increase in Group Share of Profit of Associates	(1,467.57)			
Provision for Stock/Stores Obsolescence	11.27		21.92	
Changes in fair value of financial assets at fair value through P&L			(476.59)	
Actuarial Gains and Losses	(98.56)		960.93	
Adjustment against P&L	(0.21)			
Changes in Income Tax Assets	(297.32)			
Cash Generated from Discontinued Operations	(72.96)		(148.20)	
Other Expenses			962.25	
		(2,171.04)		485.97
Operating profit before changes in amount of Current Liabilities and Current Assets		765.83		(1,640.14)
Adjustment for				
Changes in Current Assets	(2,337.10)		1,328.35	
<b>Inventories</b>	<b>236.35</b>		<b>540.29</b>	
<b>Changes in Current liabilities</b>	<b>(211.94)</b>		<b>(1,705.68)</b>	
Other Assets			41.33	
		(2,312.69)		204.29
Cash Generated from Operations		(1,546.86)		(1,435.85)
Tax paid	-		-	
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>		<b>(1,546.86)</b>		<b>(1,435.85)</b>





## Consolidated Statement of Cash Flow For the Year Ended 31st March 2021

(Rs. in lakh)

Particulars	Year ended		Year ended	
	31st March 2021	31st March 2021	31st March 2020	31st March 2020
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Purchase of Fixed Assets		(1,501.60)		(3,026.64)
Sale of Fixed Assets		215.46		
Purchase of Investments				(2,335.57)
Non Current asset Held for Sale		-		
Sale Proceeds of Investments		1,461.98		458.43
Other Financial Assets				
<b>Dividend Received</b>		<b>2,196.66</b>		<b>1,700.71</b>
Interest Received		325.27		389.28
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>		<b>2,697.77</b>		<b>(2,813.79)</b>
<b>[C] CASH FLOW FROM FINANCING ACTIVITIES :</b>				
Interest Paid		(756.32)		(744.35)
Other Current Liabilities		(57.04)		
Short Term Borrowings (Repaid)/Taken and other financial liabilities				<b>3,284.47</b>
Long Term Borrowings (Repaid)/Taken		53.81		
<b>NET CASH USED IN FINANCING ACTIVITIES [C]</b>		<b>(759.55)</b>		<b>2,540.12</b>
Net Increase/(Decrease) in Cash and Cash Equivalents [A+B+C]		391.36		(1,709.52)
CASH AND CASH EQUIVALENTS (Opening Balance)		<b>6,423.89</b>		<b>8,133.41</b>
CASH AND CASH EQUIVALENTS (Closing Balance)		<b>6,815.25</b>		<b>6,423.89</b>
(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)		591.73		758.91
Cheques in Hand				51.00
Cash in Hand		43.05		23.18
Postage and Stamps in hand				
Remittance in Transit				
Deposit with Bank maturing within 3 months				
Margin Money with Bank maturing within 3 months				
Deposit with Bank maturing after 3 months				
Deposit Account Margin		6,180.47		5,590.80
		<b>6,815.25</b>		<b>6,423.89</b>
(a) includes '16.84 lakhs attached by Provident Fund Authority				
031 Previous year's figures have been regrouped/rearranged wherever necessary				

For **S. K Basu & Co.**  
Chartered Accountants  
F. No.: 301026E  
S. Basu  
Partner (M. No.: 053225)  
Place : Kolkata  
Date : 23rd June 2021

**SUCHARITA DAS**  
Company Secretary

For **Andrew Yule & Company Limited**

**SHRI K. MOHAN**  
Director (Personnel)/Addl. Charge of Finance  
DIN. : 08385809

**SHRI SANJOY BHATTACHARYA**  
Chairman & Managing Director  
DIN : 07674268

**Statement of Changes in Equity**

(Rs. in lakh)

Particulars	Reserves and Surplus			Other Comprehensive Income (net of Tax)		Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	Equity Instruments through other comprehensive income	Other items of Other Comprehensive Income	
Balance at 1 April 2020	406.36	2,741.75	21,556.85	(681.53)	484.34	24,507.77
Additions during the year						
Transfer			0.21			
Profit for the year			3,513.31	-	66.51	3,579.82
						-
Other comprehensive income (net of Taxes)						-
Total comprehensive income for the year			-	-	-	-
<b>Balance at 31 March 2021</b>	<b>406.36</b>	<b>2,741.75</b>	<b>25,069.95</b>	<b>(681.53)</b>	<b>550.85</b>	<b>28,087.38</b>

For **S. K Basu & Co.**  
Chartered Accountants  
F. No.: 301026E  
S. Basu  
Partner (M. No.: 053225)  
Place : Kolkata  
Date : 23rd June 2021

**SUCHARITA DAS**  
Company Secretary

For **Andrew Yule & Company Limited**

**SHRI K. MOHAN**  
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DIN. : 08385809

**SHRI SANJOY BHATTACHARYA**  
Chairman & Managing Director  
DIN : 07674268



**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021**

(Rs. in lakh)

**Note-3**

Particulars	Land	Bearer Plants (refer note 2)	Leasehold Land Indas 116	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 as at 1st April 2020	175.39	4,019.04	6.29	4,961.20	95.96	6,888.49	74.99	1,234.76	957.16	229.39	170.00	1,075.13	283.59	309.11	20,480.50	7,740.54	107.64
Deemed cost as at 1 April 2020	175.39	4,019.04	6.29	4,961.20	95.96	6,888.49	74.99	1,234.76	957.16	229.39	170.00	1,075.13	283.59	309.11	20,480.50	7,740.54	107.64
Additions	-	1,344.24	-	25.99	-	64.72	-	62.02	-	0.75	9.17	9.67	-	4.42	1,520.98	1,287.24	0.57
Disposals/ Adjustment	-	-	(0.79)	(12.08)	-	(54.19)	-	(0.45)	-	0.96	0.85	(37.54)	-	0.41	(102.83)	1,444.01	-
Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	59.26	-
Closing gross carrying amount as on 31.03.2021	175.39	5,363.28	5.50	4,975.12	95.96	6,899.01	74.99	1,296.33	957.16	229.18	178.31	1,047.27	283.59	313.12	21,894.21	7,524.51	108.21
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at 1 April 2020	-	330.93	1.24	2,513.22	77.62	4,764.36	40.90	875.50	578.26	195.21	142.33	875.39	265.68	283.32	10,943.96	-	101.06
Impairment as at 1 April 2020	-	-	-	5.78	-	62.97	34.09	-	-	0.01	-	-	-	-	102.85	1.25	-
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Opening accumulated depreciation after impairment	-	330.93	1.24	2,519.00	77.62	4,827.33	74.99	875.50	578.91	195.12	142.43	875.39	265.68	283.32	11,046.81	1.25	101.06
Addition	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deletion	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Adjustment	-	-	-	-	-	-	-	-	-	-	-	-	-	0.84	-	-	0.84
Revised opening accumulated depreciation 01-04-2020	-	330.93	1.24	2,519.00	77.62	4,827.33	74.99	875.50	578.26	195.22	142.43	875.39	265.68	284.16	11,047.65	1.25	100.22
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Opening accumulated depreciation	-	330.93	1.24	2,519.00	77.62	4,827.33	74.99	875.50	578.26	195.11	142.33	875.39	265.68	284.16	11,047.64	1.25	100.22
Depreciation charge during the year	-	112.20	0.71	116.20	2.88	302.91	-	34.14	35.17	3.33	6.26	43.54	1.56	6.85	665.74	-	1.46
Disposals/ Adjustment	-	-	-	1.36	-	55.42	-	0.43	-	-	-	30.68	-	-	87.89	-	-
Closing accumulated depreciation	-	443.13	1.95	2,633.83	80.50	5,074.82	74.99	909.21	613.43	198.44	148.69	888.25	267.24	291.01	11,625.49	1.25	101.68
Net carrying amount as at 31st MARCH. 2021	175.39	4,920.15	3.55	2,341.28	15.46	1,824.19	0.00	387.11	343.73	30.64	29.73	159.01	16.34	22.10	10,268.68	7,523.26	6.53
Net carrying amount as at 31st MARCH. 2020	175.39	3,688.11	5.05	2,442.20	18.34	2,061.17	-	359.26	378.90	34.18	27.67	199.74	17.91	25.80	9,433.69	7,739.27	6.57

For **S. K Basu & Co.**  
Chartered Accountants  
F. No.: 301026E  
S. Basu  
Partner (M. No.: 053225)  
Place : Kolkata  
Date : 23rd June 2021

For **Andrew Yule & Company Limited**

**SUCHARITA DAS**  
Company Secretary

**SHRI K. MOHAN**  
Director (Personnel)/Addl. Charge of Finance  
DIN. : 08385809

**SHRI SANJOY BHATTACHARYA**  
Chairman & Managing Director  
DIN : 07674268



**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021**

(Rs. in lakh)

**Note 4 Property, Plant & Equipment held for sale or as held for distribution to owners.**

	Land (including Leasehold Land) (refer note 1)	Buildings	Plant and Machinery	Electrical Installations	Furniture and Fixtures	Office Equipment	Vehicles	Computers	Total	Capital work-in-progress (refer note 3)	Intangible Assets
Opening gross carrying amount 01.04.2020	0.00	5.14	457.53	5.63	5.41	1.52	6.19	5.64	487.06	0.00	2.27
Additions	-	-	-	-	-	-	-	-	-	-	-
Disposals / Adjustment	-	-	-	-	-	-	-	-	-	-	-
Closing gross carrying amount 31-03-2021	0.00	5.14	457.53	5.63	5.41	1.52	6.19	5.64	487.06	0.00	2.27
Closing accumulated depreciation 01-04-2020	0.00	1.18	381.74	3.94	5.26	1.40	5.86	5.21	404.59	0.00	1.60
Depreciation for the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disposals / Adjustment	-	3.96	30.81	0.86	0.08	0.08	-	0.25	-	-	0.67
Closing accumulated depreciation 31.03.2021	0.00	5.14	412.55	4.80	5.34	1.48	5.86	5.46	404.59	0.00	2.27
Net carrying amount as at 31 March 2020	0.00	3.96	75.79	1.69	0.15	0.12	0.33	0.43	82.47	0.00	0.67
Net carrying amount as at 31.03.2021	0.00	0.00	44.98	0.83	0.07	0.04	0.33	0.18	46.43	0.00	0.00

Note 1: Leasehold Land is under finance lease and the fair value is equivalent to the initial amount paid and present value of future lease rentals. As per the management no lease rental is payable. Hence fair value is equivalent to the initial amount paid.

Note 2 : Investment Property - It is assumed that there is no investment property.



## Notes to Consolidated Financial Statements For the Year Ended 31st March 2021

(Rs. in lakh)

## Note 5 Investment

Particulars	No. of Share	As at March 31st 2021	As at March 31st 2020
a) Investment in Group Companies	10,27,128		
Equity Investment in Subsidiaries (Un-Quoted)	50,000		
Hooghly Printing Co. Ltd	50,000	-	-
Yule Engineering Ltd.- Ordinary Share		-	-
Yule Electricals Ltd.- Ordinary Share		-	-
Equity Shares in Associate Company			
Quoted			
Tide Water Oil Co. (India) Ltd.	9,14,223	164.56	164.56
Add: GR Share of Profit		19,155.41	17,687.84
		19,319.97	17,852.40
"Yule Financing & Leasing Co. Ltd (fully impaired) "	3,00,000	27.88	27.88
Unquoted			
" The Bengal Coal Co. Ltd(fully impaired) "	10,305	0.52	0.52
Katras Jherriah Coal Co. Ltd	60,260	6.95	6.95
Add: GR Share of Profit		(6.95)	(6.95)
The New Beerbhoom Coal Co. Ltd	1,05,335,	12.27	12.27
Add: GR Share of Profit		(12.27)	(12.27)
Preference Shares (Unquoted)			
6% Cumulative Redeemable Preference Shares--WEBFIL Ltd.	20,44,000	204.40	179.32
Bonds (Unquoted)			
WEBFIL Ltd Zero Rated Unsecured Redeemable Bond	305	263.41	228.80
b) Investments carried at Fair value through OCI			
Equity Investment (Quoted)			
WEBFIL(NAV as per latest available)	1,45,000	5.23	5.23
India Power Corporation Ltd			
" Fort Gloster Industries Ltd (fully impaired) "	1040		
Gloster Ltd	665	3.23	7.24
"The Gillapukri Tea and Industries Ltd. (fully impaired) "	26	0.00	
Equity Investment (Un-Quoted)			
"The Statesman Ltd (fully impaired) "	9966	4.70	4.70
"ABC Tea Workers Welfare Services (fully impaired) "		-	-
"Woodlands Multispeciality Hospital Ltd (fully impaired) "	23,200	-	-
India paper Pulp		-	-
Units (Quoted)			
Unit Trust of India–Liquid Cash Plan	11,496.343	387.49	1,938.19
Unit Trust of India–Hybrid Equity Fund	3,00,173.613	88.17	55.13
Less Provision		(52.31)	(52.31)
<b>TOTAL</b>		<b>20,252.69</b>	<b>20,247.10</b>

**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021**

(Rs. in lakh)

**Note 6 Other Financial Assets**

Particulars	As at March 31st 2021	As at March 31st 2020
Current Account Balance with Bank Under Lien	16.81	16.81
EMD	57.38	
<b>TOTAL</b>	<b>74.19</b>	<b>16.81</b>

**Note 7 Loans**

Particulars	As at March 31st 2021	As at March 31st 2020
Unsecured, considered good		
Security Deposits	-	
Considered Good	0.30	0.64
Considered Doubtful	0.81	0.81
	<b>1.11</b>	<b>1.45</b>
Less: Provision for Doubtful Advances	(0.81)	(0.81)
	<b>0.30</b>	<b>0.64</b>
Advance A/C Garden	-	-
<b>TOTAL</b>	<b>0.30</b>	<b>0.64</b>

**Note 8 Income Tax Assets (net)**

Particulars	As at March 31st 2021	As at March 31st 2020
Current Taxes		
Advance Income Tax	1,567.93	1270.61
Includes MAT Credit Entitlement & Tax Provision of)	-	
<b>Total</b>	<b>1,567.93</b>	<b>1,270.61</b>

**Note 9 Other non-current assets**

Particulars	As at March 31st 2021	As at March 31st 2020
Plan Assets for Super Annuation Fund	397.06	397.06
<b>TOTAL</b>	<b>397.06</b>	<b>397.06</b>



## Notes to Consolidated Financial Statements For the Year Ended 31st March 2021

(Rs. in lakh)

**Note 10 Inventories (At lower of cost or Net Realisable value)**

Particulars	As at March 31st 2021	As at March 31st 2020
Raw Material	1,082.32	1,296.26
Work in progress	1,122.81	1,447.13
Finished Goods	634.20	496.85
Stores and Spares	1,461.36	1,235.75
Loose Tools	-	
Food Stuff	14.35	16.24
Scrap	10.51	8.89
Semi- Finished Goods	261.77	263.63
Material In Transit	3.65	62.58
<b>Total Inventories</b>	<b>4,590.97</b>	<b>4,827.32</b>

**Note:** In case of tea inventory , only the inventory of fully processed tea as on 31.03.21 has been considered under finished goods.

**Note 11 Current Investment**

Particulars	As at March 31st 2021	As at March 31st 2020
Investments carried at Fair value through OCI		
In National Savings Certificates	0.35	0.35
<b>TOTAL</b>	<b>0.35</b>	<b>0.35</b>

**Note 12 Trade receivables**

Particulars	As at March 31st 2021	As at March 31st 2020
Trade receivables	11,749.49	10,439.77
Other Debt		3.24
Less: Allowance for doubtful debts	5,425.71	5,330.93
<b>Total receivables</b>	<b>6,323.77</b>	<b>5,112.08</b>
<b>Break up of security details:</b>		
Trade receivables		
(a) Secured, considered good		
(b) Unsecured, considered good	6,323.77	5,112.08
(c) Doubtful	5,425.71	5,330.93
Less: Allowance for doubtful debts	5,425.71	5,330.93
<b>Total</b>	<b>6,323.77</b>	<b>5,112.08</b>

**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021****(Rs. in lakh)****Note 13 Cash and Cash Equivalents**

<b>Particulars</b>	<b>As at March 31st 2021</b>	<b>As at March 31st 2020</b>
(a) Balances with banks		
(1) Unrestricted Balance with banks		
(i) In Current Account	574.93	742.11
(ii) In Deposit Account less than 3 MONTHS	-	
(ii) In Deposit Account more than 3 months	-	
In Deposit Account-Margin	6,180.47	5,590.80
(b) Cheques, drafts on hand	-	51.00
(c) Postage and Stamps in hand	0.00	
(d) Remittance in Transit	-	
(e) Cash in hand	43.05	23.18
<b>Cash and cash equivalents as per balance sheet</b>	<b>6,798.44</b>	<b>6,407.08</b>

**Note 14 Loans**

<b>Particulars</b>	<b>As at March 31st 2021</b>	<b>As at March 31st 2020</b>
Loans and advances		
Secured Considered good	-	
Unsecured, considered Good		
Loans and advances to related parties		
Unsecured Considered good	0.44	0.44
Doubtful	120.41	120.41
less provision	120.41	120.41
Remittance From HO	-	
<b>TOTAL</b>	<b>0.44</b>	<b>0.44</b>





## Notes to Consolidated Financial Statements For the Year Ended 31st March 2021

(Rs. in lakh)

## Note 15 Other financial assets

Particulars	As at March 31st 2021	As at March 31st 2020
Balance with Government Authorities	1,567.79	1498.64
Advance receivable from United India Insurance Co.Ltd	0.05	0.05
Deposits		
Considered Good	243.00	120.89
Considered Doubtful	-	-
	243.00	120.89
Less: Provision for doubtful deposits	-	-
Net	243.00	120.89
Other Advances recoverable in cash		
Considered Good		
Considered Doubtful		
LOAN	150.54	
Less: Provision for doubtful advance		
Others Receivable from Related Parties	9.10	9.10
Deposits with NABARD		
EMD/SD		
Interest Accrued		
On Fixed Deposit	115.87	145.38
Interest accrued on Nabard Deposit		
Interest accrued on Loans and Advances		
Other Receivables	223.97	264.02
Other Current Asset	15.99	16.13
Less: Provision for Doubtful of Recovery	(7.43)	(5.43)
<b>TOTAL</b>	<b>2,318.88</b>	<b>2,048.78</b>

## Note 16 Other current assets

Particulars	As at March 31st 2021	As at March 31st 2020
Advance to Staff	135.36	52.36
Others Advances-Unsecured considered good	1,374.37	1178.45
Other Advances recoverable in cash or kind		
Considered Good	1,882.47	1409.93
Considered Doubtful	1,717.60	1536.68
	3,600.07	2946.61
Less: Provision for doubtful deposits	1,717.60	1536.68
	1,882.47	1409.93
<b>TOTAL</b>	<b>3,392.19</b>	<b>2640.74</b>

**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021****(Rs. in lakh)****Note 17: Equity Share Capital**

Particulars	As at March 31st 2021	As at March 31st 2020
Authorised : Equity Shares 55,00,00,000 of Rs. 2/- each	11,000.00	11,000.00
Issued, Subscribed and Fully Paid-up : Equity Shares 48,89,50,978 of Rs. 2/- each	9,779.02	9779.02
<b>Total</b>	<b>9,779.02</b>	<b>9,779.02</b>

**Note 18 Other equity**

Particulars	As at March 31st 2021	As at March 31st 2020
Capital Reserve		
(a) Capital Reserve	406.36	406.36
(b) Others Reserve		
Bond Redemption Reserve		
(a) Bond redemption reserve		
Central/State subsidy for Capital Assets		
Security Premium Reserve	2,741.75	2,741.75
Retained Earnings		
Op Bal	21,556.85	22,868.51
Add profit	2,045.74	(2,168.10)
ADD GR SHARE OF PROFIT	1,467.57	856.93
Adjustment against P/L	0.21	(0.49)
	25,069.95	21,556.85
Other Comprehensive Income		
Op Bal	(197.19)	(681.53)
ADD PROFIT	66.51	484.34
Other Comprehensive Income	(130.68)	(197.19)
<b>Total</b>	<b>28,087.38</b>	<b>24,507.77</b>



## Notes to Consolidated Financial Statements For the Year Ended 31st March 2021

(Rs. in lakh)

## Note 19 Borrowings

Particulars	As at March 31st 2021	As at March 31st 2020
Secured - at amortised cost		
Term Loans		
From United Bank of India	53.81	-
from Bank of Baroda		
WB Sales Tax Loan		
Car Loan from Allahabad Bank		
<b>Total non-current borrowings</b>	<b>53.81</b>	<b>-</b>

## Note 20 Other financial liabilities

Particulars	As at March 31st 2021	As at March 31st 2020
Non-Current		
Security Deposits from related parties	28.80	28.80
<b>Total</b>	<b>28.80</b>	<b>28.80</b>

## Note 21 Provisions

Particulars	As at March 31st 2021	As at March 31st 2020
For Employee Benefits		
Gratuity	1,229.82	578.78
Leave	1,118.38	1,111.30
Medical	42.69	
For Superannuation and pension	6.49	3.76
For Contingencies	126.47	126.47
For Sales Tax (C-Form)	5.25	5.25
For Others	32.55	2.90
<b>Total</b>	<b>2,561.65</b>	<b>1,828.46</b>

**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021****(Rs. in lakh)****Note 22 Other Non Current Liabilities**

<b>Particulars</b>	<b>As at March 31st 2021</b>	<b>As at March 31st 2020</b>
Non-Current		
Deferred revenue arising from Tea Board subsidy(Replantation Subsidy)	442.23	415.04
Govt Subsidy for Swacha Mission		
" Deferred Revenue arising from Tea Board Subsidy for capital assets"		
Others		49.80
<b>Total</b>	<b>442.23</b>	<b>464.84</b>

**Note 23 Borrowings**

<b>Particulars</b>	<b>As at March 31st 2021</b>	<b>As at March 31st 2020</b>
Secured		
From Scheduled Banks		
Union Bank	623.86	682.53
United Bank of India	2,530.25	3,089.76
Allahabad Bank	3,677.62	3,533.71
Bank of Baroda	109.51	745.54
Others	2.37	2.37
<b>Total Borrowings</b>	<b>6,943.60</b>	<b>8,053.91</b>

**Note 24 Trade & Other Payables**

<b>Particulars</b>	<b>As at March 31st 2021</b>	<b>As at March 31st 2020</b>
For Goods and Services		
To related parties		
To Others	6,278.53	5373.49
<b>Total</b>	<b>6,278.53</b>	<b>5,373.49</b>



## Notes to Consolidated Financial Statements For the Year Ended 31st March 2021

(Rs. in lakh)

**Note 25 Other Financial Liabilities**

Particulars	As at March 31st 2021	As at March 31st 2020
Current Maturity of Long Term Debt	1.13	0.69
Secured Term Loan		
From Bank of Baroda		
Car Loan from Allahabad Bank	-	0.67
Interest accrued and due on borrowings		0
From Scheduled Banks		
From Others	8.41	8.41
Deposit at Gardens		
Earnest Money/Security Deposit	145.49	199.17
Payable to Statutory Authorities	1,385.09	1056.84
Others	4,482.98	4555.39
<b>Total</b>	<b>6,023.11</b>	<b>5,821.17</b>

**Note 26 Other Current Liabilities**

Particulars	As at March 31st 2021	As at March 31st 2020
Advance Received from Customers	-	36.96
Others	1,306.93	1,247.28
<b>Total</b>	<b>1,306.93</b>	<b>1,284.25</b>

**Note 27 Short-term Provisions**

Particulars	As at March 31st 2021	As at March 31st 2020
For Stock Obsolescence, contingencies and food stuff	546.17	522.09
For Income Tax	-	-
For Arrear Salary	-	182.52
For Gratuity	-	-
For Leave Encashment	114.44	113.64
For Warranty	48.18	48.18
For Medical	195.06	276.51
For Others	2.91	2.59
For Electricity Duty Recoverable	23.96	
For NSC	0.35	
For TDS Recoverable	1.02	1.02
For Recoverable PF	42.97	42.97
<b>Total</b>	<b>975.07</b>	<b>1,189.53</b>

**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021****(Rs. in lakh)****Note 28- Revenue from Operations**

<b>Particulars</b>	<b>For the year ended 31st March 2021</b>	<b>For the year ended 31st March 2020</b>
Sale of products	32,583.64	29,335.02
Less: Trade and Other Discount		-
Less: GST on Sales	-	-
Sale of products	32,583.64	29,335.02
Sale of Services	255.31	372.96
Other Operational Income		-
-Other Export Incentives and sale thereof	0.33	
- Tea Board Subsidy	5.32	20.88
-Tea Waste Sale	27.82	107.54
Prov no longer required	-	6.04
Liability no longer required	101.81	34.93
Sale of scrap	67.27	30.88
Royalty	-	-
Other Operational Income	9.30	5.37
<b>Total revenue from continuing operations</b>	<b>33,050.79</b>	<b>29,913.63</b>

**Note 29 - Other Income**

<b>Particulars</b>	<b>For the year ended 31st March 2021</b>	<b>For the year ended 31st March 2020</b>
Interest Income(Gross)	325.27	389.28
Gain on Remeasurement of Long Term Trade Receivables	-	-
Gain on Remeasurement of Investments	111.16	89.02
Rent(Gross)	338.54	342.45
Dividend Income	-	-



## Notes to Consolidated Financial Statements For the Year Ended 31st March 2021

(Rs. in lakh)

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
-From Associate Company	2,194.23	1,697.27
-From others	2.42	3.44
Profit on sale of Investments	-	409.50
Profit on Sale of Fixed Assets	-	-
Liability no longer required written back	-	-
Royalty	-	-
Sale of Scrap	13.23	0.01
Liabilities no longer required written back	-	-
Prov no longer required	0.58	-
Net Gain on Foreign Currency Transaction	-	2.88
Gain on Acquisition of Land by Government	-	-
Fees received by Directors and Employees	-	-
Profit on Exchange	-	-
Excess provision of YASF written back	-	25.26
Deffered income on capital subsidy	-	-
MISC RECEIPTS COMMON EXP	-	-
Others	70.43	123.49
<b>Total</b>	<b>3,055.86</b>	<b>3,082.59</b>

## Note 30 - Cost of Raw Materials &amp; Component Consumed

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Materials, Components, Packing Materials and Loose Tools	8,830.59	8,800.52
<b>Total</b>	<b>8,830.59</b>	<b>8,800.52</b>



**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021**

(Rs. in lakh)

**Note 31 - Changes in Inventories of Finished Goods and Work-in-Progress**

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Inventory At Close		
Finished Goods	634.20	496.85
Wip	1,384.58	1,769.69
Total	2,018.78	2,266.54
Inventory At Beginning Of The Year		
Finished Goods	496.85	822.75
Wip	1,769.69	1423.60
<b>Total</b>	<b>2,266.54</b>	<b>2,246.36</b>
<b>Change In Inventories</b>	<b>247.76</b>	<b>(20.18)</b>

**Note 32 - Employee Benefits Expense**

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Salaries and Wages	14,687.18	14,470.26
Contributions to Provident and Other Funds	2,111.61	1,855.82
Staff Welfare Expenses	1,387.62	1,349.41
Less: Incurred on Capital Jobs, Repair Jobs etc.	29.13	27.05
<b>Total</b>	<b>18,157.27</b>	<b>17,648.44</b>

**Note 33 - Depreciation and Amortisation Expenses**

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Depriciation on Tangible Assets	665.75	656.88
Amortisation of Intangible Assets	1.46	0.68
<b>Total</b>	<b>667.21</b>	<b>657.56</b>

**Note 34 - Finance Cost**

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Interest Expense		
-To Banks	714.77	647.52
-To Government Departments	-	2.95
-To Bondholders	-	
-To Others	41.55	93.88
Other Borrowing Costs	53.30	100.84
<b>Total</b>	<b>809.62</b>	<b>845.19</b>



**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021**

(Rs. in lakh)

**Note 35 - Others Expenses**

<b>Particulars</b>	<b>For the year ended 31st March 2021</b>	<b>For the year ended 31st March 2020</b>
Consumption of Stores and Spare parts		
Power and Fuel	2,329.67	2729.04
Tea Cultivation and Manufacturing Expenses	402.42	531.01
Rent(Net)	77.16	89.43
Repairs and Maintenance:	-	
- Buildings	182.48	179.65
- Plant and Machinery	383.48	337.29
- Others	53.04	77.15
Travelling Expenses and Upkeep of Vehicles	379.37	468.84
Research and Development Expenses	22.33	75.01
Insurance	12.57	75.36
Rates and Taxes	13.51	7.93
Excise Duty	1.30	
Cess on Tea	-	
Green Leaf Cess	-	
Telephone & Postage	14.63	1.98
Broker's Commission	121.31	200.21
Bank Charges	22.66	
Selling Expenses:	-	
- Selling Agent's Commission	374.88	
-Delivery and Freight	217.79	126.82
-Others	5.63	572.08
Liquidated Damages and Penalty etc.	95.02	110.12
Rectification/Replacement	-	

**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021**

(Rs. in lakh)

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Bad Debt Written off	-	
Excess Plan Assets for Superannuation Fund written off	-	
Provision for:	-	
-Doubtful Debts	103.88	320.19
-Doubtful Loans, Advances and Deposits	83.64	16.22
-Dimunitation in the value of Investment	-	42.97
- Recoverable account PF	-	
-Stock/Stores Obsolescence	11.27	21.92
- TDS Recoverable	-	1.02
- Recoverable Elec.Duty	23.96	
- NSC	0.35	
Auditor's Remuneration:	-	
-As Auditor	22.01	19.37
-For Tax Audit	-	
-For Other Services	5.84	2.97
-For Reimbursement Expenses	-	1.28
-For Taxation matter	-	
GD- Common expenses	-	
Corporate Social Responsibility Expenses	-	18.05
Loss on Sale of Fixed Assets	1.82	
Net Loss on Foreign Currency Transaction	5.42	0.31
Miscellaneous Expenses	957.47	1,164.58
<b>Total</b>	<b>5,924.90</b>	<b>7,190.81</b>



## Notes to Consolidated Financial Statements For the Year Ended 31st March 2021

(Rs. in lakh)

## Note 36 Earnings per Share

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
<b>(A) Basic</b>		
(i) Number of Equity Shares at the beginning of the year	488950978	488950978
(ii) Number of Equity shares at the end of the year	488950978	488950978
(iii) Weighted average number of shares	488950978	488950978
(iv) Face value of each equity share	2.00	2.00
(v) Profit after tax available for equity shareholders	3513.30	(2168.50)
(vi) Basic earning per equity share	0.72	(0.44)
<b>(B) Diluted</b>		
(i) Dilutive potential equity share	Nil	Nil
(ii) Diluted Earnings per Equity share (Rs)	0.72	(0.44)

## 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 as on 31st March, 2021 is Rs.1232.82 Lakhs (Rs 1224.94 Lakhs) 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, 2021 is Rs 237.75 Lakhs(Rs 276.51 Lakhs) has been taken into accounts.

## [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 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. However since as on 31.03.21 there is no eligible members of this fund , the present value of obligation at the end of the year is Rs Nil.



**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021**

(Rs. in lakh)

Particulars	As at 31.03.2021			As at 31.03.2020		
	Gratuity	Leave Encashment	Super-annuation	Gratuity	Leave Encashment	Super-annuation
<b>(a) Reconciliation of Opening and Closing balances of Present Value of Defined Benefit Obligation</b>						
<b>Present Value of obligations at the beginning of the year</b>	<b>6,941.76</b>	<b>1,273.70</b>	<b>161.71</b>	<b>7,731.59</b>	<b>1,287.50</b>	<b>189.11</b>
Current service cost	413.17	156.65	0.00	372.73	206.43	0.00
Interest expense	450.95	86.06	0.00	571.32	93.29	11.29
Acturial (gains)/losses arising from changes in demographic assumptions	0.50	0.24	0.00	-3.27	0.24	0.00
Acturial (gains) / losses arising from changes in financial assumptions	-157.40	0.00	0.00	78.49	0.00	-3.95
Acturial (gains)/losses arising from changes in experience assumptions	520.84	-15.24	0.00	-1,164.33	-15.24	-11.56
Actuarial (Gains) / Loss	0.00	159.92	0.00	0.00	-26.58	0.00
Past service cost	0.00	0.00	0.00	0.00	0.00	0.00
Benefits paid	-504.24	-382.98	-161.71	-630.37	-275.17	-23.18
<b>Present Value of obligations at the end of the year</b>	<b>7,665.59</b>	<b>1,278.35</b>	<b>0.00</b>	<b>6,956.16</b>	<b>1,270.47</b>	<b>161.71</b>
<b>(b) Reconciliation of Opening and Closing balances of the Fair Value of Plan Assets</b>						
<b>Fair value of the Plan Assets at the beginning of the year</b>	<b>6,321.67</b>	<b>43.64</b>	<b>558.78</b>	<b>5,939.78</b>	<b>43.64</b>	<b>554.57</b>
Interest Income	421.02	3.27	0.00	428.86	3.27	34.86
Remeasurement (gains)/losses	0.00	0.00	0.00	0.00	0.00	0.00
Return on plan assets, (excluding amount included in net interest Income)	52.71	-2.78	0.00	12.95	-2.78	-7.47
Acturial (gains) / losses arising from changes in financial assumptions	0.00	0.00	0.00	0.00	0.00	0.00
Contributions	100.50	383.98	0.00	582.06	276.17	0.00
Benefits paid	-504.24	-382.98	161.71	-630.37	-275.17	-23.18
<b>Fair value Plan Assets at the end of the year</b>	<b>6,391.66</b>	<b>45.12</b>	<b>397.07</b>	<b>6,333.28</b>	<b>45.12</b>	<b>558.78</b>
<b>(c) Reconciliation of the Present Value of the Defined Benefit Obligation and the Fair Value of Plan Asset</b>						
Present Value of obligations at the end of the year	7,665.59	1,278.35	0.00	6,956.16	1,270.47	161.71
Fair value Plan Assets at the end of the year	6,391.66	45.15	397.07	6,333.28	45.12	558.78
<b>(Liabilities) recognised in the Balance Sheet</b>	<b>(1,273.93)</b>	<b>(1,233.23)</b>	<b>397.07</b>	<b>(622.88)</b>	<b>(1,225.34)</b>	<b>397.07</b>



Notes to Consolidated Financial Statements For the Year Ended 31st March 2021

(Rs. in lakh)

Particulars	As at 31.03.2021			As at 31.03.2020		
	Gratuity	Leave Encashment	Super-annuation	Gratuity	Leave Encashment	Super-annuation
<b>(d) Expense recognised in the Other Comprehensive Income</b>						
Remeasurements (Gains) / Losses	311.23	0.00	0.00	(1,102.06)	0.00	(8.04)
<b>(e) Expense recognised in the statement of Profit and Loss:</b>						
Current Service Cost	413.17	156.65	0.00	372.73	206.43	0.00
Past Service Cost	0.00	0.00	0.00	0.00	0.00	0.00
Net Interest Cost/(Income)	29.93	82.79	0.00	142.46	90.02	43.57
Actuarial (Gain) / Losses		147.70			38.80	
<b>Total Expenses recognised</b>	<b>443.10</b>	<b>387.15</b>	<b>0.00</b>	<b>515.19</b>	<b>257.65</b>	<b>(23.57)</b>
<b>(f) The significant Acturial assumptions are as follows</b>						
Discount Rate	6.90%	6.90%		6.65%	6.65%	
Expected return on Plan Assets	6.90%	6.90%		6.65%	6.65%	
Salary Escalation	3.00%	3.00%		3.00%	3.00%	
Expected Average remaining working lives of employees						

<b>(g) Sensitivity Analysis</b>								
Particulars	Impact on Defined Benefit Obligation (DBO) with Discount Rate				Impact on Defined Benefit Obligation (DBO) with Cost			
	Change in Assumptions		As at 31.03.2021	As at 31.03.2020	Change in Assumption		As at 31.03.2021	As at 31.03.2020
Gratuity	Increase	Increase	-131.08	-118.69	Increase	Increase	270.23	244.67
	by 0.25%	by Rs			by 0.50%	by Rs		
	Decrease	Decrease	157.40	142.51	Decrease	Decrease	-227.64	-206.11
	by 0.25%	by Rs			by 0.50%	by Rs		
Leave Encashment	Increase	Increase		1,221.81	Increase	Increase		1,275.15
	by 0.25%	by Rs			by 0.25%	by Rs		
	Decrease	Decrease		1,256.19	Decrease	Decrease		1,204.22
	by 0.25%	by Rs			by 0.25%	by Rs		
Supperannuation	Increase	Increase		-4.08	Increase	Increase		0.00
	by 0.25%	by Rs			by 0.25%	by Rs		
	Decrease	Decrease		4.67	Decrease	Decrease		0.00
	by 0.25%	by Rs			by 0.25%	by Rs		



**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021**

(Rs. in lakh)

	Less than 1 year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
<b>As on 31.03.2021</b>					
Gratuity	1,110.83	882.11	2,284.44	10,529.90	14,807.29
Superannuation	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>1,110.83</b>	<b>882.11</b>	<b>2,284.44</b>	<b>10,529.90</b>	<b>14,807.29</b>
<b>As on 31.03.2020</b>					
Gratuity	939.10	702.70	2,123.60	9,356.83	13,122.23
Superannuation	161.72	0.00	0.00	0.00	161.72
<b>Total</b>	<b>1,100.82</b>	<b>702.70</b>	<b>2,123.60</b>	<b>9,356.83</b>	<b>13,283.95</b>

**[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	31.03.2021	31.03.2020
Contribution to PF	2111.61	1855.82
Contribution to Employees State Insurance Fund	0.06	0.28

**Note 38 Contingent Liabilities and commitments**

Particulars	As on 31.03.2021	As on 31.03.2020
<b>(a) Contingent Liabilities</b>		
Claims against the Company not acknowledged as Debt	477.71	477.71
Disputed Excise/Custom Duty	513.59	513.59
Disputed Service Tax	1.45	23.43
Disputed Sales Tax/VAT	2067.12	2143.71
Disputed Income Tax	1934.18	1,934.18
<b>(b) Guarantee</b>		
Bank Guarantee	2433.75	2560.75
Other Guarantees given to bank against financial facilities availed by subsidiaries	-	-
Unexpired letter of credit	1254.42	549.30
<b>(C) Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account	-	68.00

**Note 39 Corporate Social Responsibility:- No Spent during the year 2019-20**



## Notes to Consolidated Financial Statements For the Year Ended 31st March 2021

(Rs. in lakh)

## Note 40 The disclosure under the Micro, Small &amp; Medium Enterprise Development Act, 2006

Sl. No.	Particulars	Amount	
		As on 31.03.2021	As on 31.03.2020
1	Outstanding principle amount and interest as on		
	i) Principal amount within 45 days	451.09	402.98
	ii) Interest sue thereon		
2	Amount of interest paid alongwith 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 remaining due and payable even in succeeding years, until 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 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 Beerbohm Coal Co. Ltd.  
Katras Jherriah Coal Co. Ltd.

## Other Related Parties

Yule Agro Industries Ltd.

## Key Managerial Personnel

Mr. Sanjay Bhattacharya - Chairman & Managing Director  
Mr. K. Mohan - Director (Personnel) with addl charge Director Finance  
Mrs Sucharita Das - Company Secretary  
Mr. P. P. Munshi - GM, Elec. Div., Kolkata  
Mr. S. N. Mullick - GM, Engg. Div.  
Mr. C. Bora - GM, Tea Div.  
Mr. G. Pugalendhi - Dy. GM, Elec. Div., Chennai

## B. Transactions with related parties

Sl. No.	Nature of Transaction	Year Ended on 31.03.2021				Year Ended on 31.03.2020			
		Subsidiaries	Associates	Other related Parties	Total	Subsidiaries	Associates	Other Related Parties	Total
1	Purchase of goods	-	2.91	-	2.91		27.14		27.14
2	Sale of Goods	-	0.26	-	0.26		0.62		0.62
3	Sale of Services	0.96	196.86		197.82		241.31	13.26	254.57
4	Dividend Income	-	2194.14	-	2194.14		1692.11		1692.11
5	Interest Recd	-	0.22	-	0.22				



**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021**

(Rs. in lakh)

Sl. No.	Nature of Transaction	Year Ended on 31.03.2021				Year Ended on 31.03.2020			
		Subsidiaries	Associates	Other related Parties	Total	Subsidiaries	Associates	Other Related Parties	Total
6	Rent and hire charges received	-	311.75	-	311.75		252.83		252.83
7	Royalty received	-	-	-	-				-
8	Advance REcd during the year	-	45.01	-	45.01				-
9	Repayment of loans and advance /Amount received	-	-	-	-				
10	Long Term loans and advances	0.80	-	-	0.80	0.80			0.80
11	Short term loan and advances	288.40	37.01	-	325.41	159.29	0.60	18.05	177.94
12	Other current assets	-	-	-	-			56.00	56.00
13	Other loans and advances		-	-		5.62			5.62
14	Other long term liabilities (Security Deposit)	-	-	-	-			28.80	28.80
15	Corporate Guarantee	-	-	-	-	976.00			976.00
16	Amount due from as on 31st March	288.40	37.01		325.41	274.38	41.97	42.65	153.23
17	Amount due to as on 31st March	-	1.79	-	1.79	-	6.82		6.82

**Note 41.1 Disclosure related to transactions between the Company and Key Managerial Personnel**

Key Managerial Personnel	2020-21	2019-20
<b>[a] Remuneration to Directors</b>		
Mr. Debasis Jana	37.64	29.65
Mr. Partha Dasgupta	51.73	35.59
Mr. Sanjay Bhattacharya	28.41	24.54
Mr. K.Mohan	32.55	33.64
<b>[b] Remuneration to Company Secretary</b>		
Ms Sucharita Das	13.25	12.83

**Note 41.2 Disclosure related to Director's Fee Rs**

Independent Directors	2020-21	2019-20
Dhanpat Ram Agarwal	0.00	0.15
Sipra Goon	0.00	0.47
SudhirJhunjhunwala	0.00	0.03
Anil Kumar Goyal	0.95	0.12
Anil Kumar Verma	0.94	0.12
Vishwanath Giriraj	0.88	0.12





## Notes to Consolidated Financial Statements For the Year Ended 31st March 2021

(Rs. in lakh)

Note 42 The Company has incurred revenue expenditure of Rs 62.13 Lakhs (Previous year Rs 75.02 Lakhs) on account of Research & Development expense the break-up of which is as follows:

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Testing Fee	22.33	35.67
Subscription to TRA	39.80	39.35
<b>Total</b>	<b>62.13</b>	<b>75.02</b>

## Note 43 Income Tax Expense

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
<b>Current Tax :</b>		
Current Tax on profit for the year	-	-
Adjustments for current tax of prior periods		
<b>Total Current Tax Expense</b>		
<b>Deferred Tax :</b>		
Decrease/(Increase) in Deferred tax assets	(924.58)	347.66
(Decrease)/Increase in Deferred tax liabilities	275.19	(453.47)
<b>Net Deferred Tax Assets / Liabilities</b>	<b>(649.39)</b>	<b>(105.81)</b>

## Note 43.1

Reconciliation of the tax expense and the accounting profit multiplied by India's domestic tax rate for 31st March 2021 and 31st March 2020

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Accounting profit before income tax	1,469.14	(2,274.31)
At India's statutory income tax rate	94.83	
<b>Effects of:</b>		
Deferred Tax movement	(649.39)	(105.81)
Weighted deductions allowable	(5.17)	-
Disallowed expenses	1,954.67	-
Others		-
Income Tax expense reported in P/L Account	(649.39)	(105.81)
At the effective rate of income tax	(44.20)	
<b>Income tax expenses reported in the statement of profit and loss</b>	<b>(649.39)</b>	<b>(105.81)</b>



**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021**

(Rs. in lakh)

**Note 44 Deferred Tax expense**

**Deferred Tax Liabilities (Net)**

Particulars	2020-21					2019-20				
	Opening Balance	Recognised in Profit & Loss	Recognised in / Reclas-sified from OCI	Recognized directly to Equity	Closing Balance	Opening Balance	Recognised in Profit & Loss	Recognised in / Reclas-sified from OCI	Recognized directly to Equity	Closing Balance
<b>Deferred Tax Liabilities:</b>										
Depreciation on PPE, Intangible Assets and Investment Property	3,382.35	91.64			3,473.98	3,544.62	(162.27)			3,382.35
Financial assets at Fair Value through Profit & Loss	(31.99)	15.52			(16.47)	(51.39)	19.40			(31.99)
Financial assets at Fair Value through Other Income	(0.76)		(1.04)		(1.80)	162.09		(162.85)		(0.76)
Investment in Joint Ventures										
Others										
Total Deferred										
Tax Liabilities	3,349.60	107.16	(1.04)	-	3,455.71	3,655.32	(142.87)	(162.85)	-	3,349.60
<b>Deferred Tax Assets:</b>										
Compensated Absences and Retirement Benefits	(68.87)	(73.59)	168.03		25.56	245.31	(4.59)	(309.59)		(68.87)
Provision for Doubtful Debts	-				-	-				-
Others	1,517.96	830.15			2,348.11	1,550.43	(63.74)		31.28	1,517.96
Total Deferred										
Tax Assets	1,449.09	756.55	168.03	-	2,373.76	1,795.74	(68.34)	(309.59)	31.28	1,449.09
Net Deferred										
Tax Liabilities	1,900.51	(649.39)	(169.07)	-	1,081.99	1,859.54	(74.57)	146.70	(31.32)	1,900.51

**Note 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.

**Note 45**

During the year ended 31st March 2021, there is no liability of current Income Tax expense on a/c of Central Income Tax Act, 1961 & Assam Agricultural Tax, 1939 after adjustment of eligible Tax Allowance & Deductions.

**Note 46 Sales & Raw Materials Consumption**

<b>(i) Sales</b>		
Class of Goods	Year ended 31.03.2021	Year ended 31.03.2020
Black & Packet Tea	23615.82	20476.77
Transformers	4707.73	4846.27
Industrial Fans	3336.20	2158.76
Sale of Service	255.31	372.96
Others	1135.72	2058.87
<b>Total (Sale of products )</b>	<b>33050.78</b>	<b>29913.63</b>



## Notes to Consolidated Financial Statements For the Year Ended 31st March 2021

(Rs. in lakh)

<b>(ii) Raw Material consumed and stores consumed</b>		
Items	Year ended 31.03.2021	Year ended 31.03.2020
Steel	428.58	291.37
Copper	640.15	174.93
Green Leaf	1491.07	772.40
Parts of Distribution Transformer	1158.00	1139.00
Oil, Chemical etc	166.40	168.67
Others	4946.39	6254.15
<b>Total</b>	<b>8830.59</b>	<b>8800.52</b>

**(b) Value of Imported and Indigenous Raw Materials and Stores Consumed**

<b>(i) Raw Materials</b>	Year ended 31.03.2021		Year ended 31.03.2020	
	Value	%	Value	%
Imported	0.00	0.00	0.00	0.00
Indigenous	8694.83	100.00	8605.40	100.00
	<b>8694.83</b>	<b>100.00</b>	<b>8605.40</b>	<b>100.00</b>
<b>(ii) Stores</b>				
Imported	0.00	0.00	0.00	0.00
Indigenous	135.76	100.00	195.12	100.00
	<b>135.76</b>	<b>100.00</b>	<b>195.12</b>	<b>100.00</b>

**(c) Value of imports on CIF Basis**

Raw Materials and Components	Year ended 31.03.2021	Year ended 31.03.2020
<b>(d) Expenditure in Foreign currency:</b>		
Foreign expenses		4.64
<b>(e) Earnings in Foreign exchange</b>		
Value of export on FOB basis	434.81	359.80

**Note 47 Segment Reporting :****Segment-wise revenue, results, assets & liabilities for the quarter and year ended 31st March, 2021**

(Rs. in lakh)

Particulars	Consolidated	
	Year ended 31.03.2021	Year ended 31.03.2020
	Audited	Audited
[1] <b>Segment Revenue [Net Sales/Income from each segment]</b>		
[a] Tea	23,650.25	20,615.36
[b] Electrical-Kolkata	2,220.87	2,067.91
[c] Electrical-Chennai	3,644.28	3,273.69



**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021**

(Rs. in lakh)

[d]	Engineering	3,336.21	3,719.62
[e]	Unallocated	119.18	263.73
[f]	Printing	-	-
	<b>Total</b>	<b>33,050.79</b>	<b>29,940.31</b>
	Less : Inter Segment Revenue	-	26.68
	<b>Net Sales/Income from Operations</b>	<b>33,050.79</b>	<b>29,913.63</b>
<b>[2]</b>	<b>Segment Results</b>		
	[Profit (+) / Loss (-) before tax and interest from each Segment]		
[a]	Tea	2,406.63	(221.04)
[b]	Electrical-Kolkata	(1,097.51)	(1,934.95)
[c]	Electrical-Chennai	(170.00)	(164.00)
[d]	Engineering	(271.28)	(112.16)
[e]	Printing	(72.96)	(148.20)
	<b>Total</b>	<b>794.88</b>	<b>(2,580.35)</b>
	Less :		
	[i] Interest	809.62	845.19
	[ii] Other unallocable Expenditure net off		
	Unallocable Income	(3,528.04)	(1,257.04)
	<b>Total Profit / (Loss) after tax</b>	<b>3,513.30</b>	<b>(2,168.50)</b>
	<b>Segment Assets</b>		
	Tea	21,597.34	19,885.35
	Electrical-Kolkata	4,284.05	4,528.13
	Electrical-Chennai	6,584.39	5,745.96
	Engineering	5,299.21	4,840.02
	Printing	142.32	212.72
	Unallocated Corporate	25,654.80	25,019.46
	<b>Total</b>	<b>63,562.11</b>	<b>60,231.64</b>
	<b>Segment Liabilities</b>		
	Tea	9,765.51	10,169.40
	Electrical-Kolkata	6,326.81	7,795.13
	Electrical-Chennai	3,896.07	2,784.29
	Engineering	3,557.69	3,194.00
	Printing	381.41	449.66
	Unallocated Corporate	1,768.23	1,549.71
	<b>Total</b>	<b>25,695.72</b>	<b>25,942.29</b>
	<b>Segment Capital Employed</b>		



## Notes to Consolidated Financial Statements For the Year Ended 31st March 2021

(Rs. in lakh)

(Segment Assets - Segment Liabilities)			
	Tea	11,831.83	9,715.95
	Electrical-Kolkata	(2,042.76)	-3,267.00
	Electrical-Chennai	2,688.32	2,961.67
	Engineering	1,741.52	1,646.02
	Printing	(239.09)	(236.94)
	Unallocated Corporate	23,886.57	23,469.75
	<b>Total</b>	<b>37,866.39</b>	<b>34,289.45</b>

**Note 48 Disclosures related to the Subsidiaries of the Company**

Sl.No.	Name of the Subsidiary	% of shareholding as at 31st March 2020	% of shareholding as at 31st March 2019
1	Hooghly Printing Co. Ltd	100%	100%
2	Yule Engineering Ltd.	100%	100%
3	Yule Electrical Ltd.	100%	100%

**Note 49**

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 Rs 85.96 Lakhs 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. However as amatter of abundance caution the same has been provided in the Accounts.

**Note 51**

There is a moratorium period in respect of zero rated unsecured Redeemable Bond of Rs 263.41 Lakhs (Discounted as per IND AS) (Previous year Rs 228.80) (Original value Rs 305.00 Lakhs) of WEBFIL for a period of 7 (Seven) years commenced from 20th Dec, 2014 .

In respect of 6% cumulative Redeemable Preference Shares of Rs 204.40 Lakhs ( Previous Year Rs 179.32 Lakhs ( Original Value Rs 204.40 Lakhs) is due to mature on 1st April 2021. However the issuer of the 6% cumulative Redeemable Preference Shares has vide letter dated 31.03.2021 has requested on account of Covid 19 related cash crunch , the amount payable will be paid in Four annual instalments starting from 01/04/2021 payable during 1st week of April of respective Years. The said request has since been accepted.

**Note 52**

M/s Hooghly Printing Company Limited, a 100% subsidiary as per order of GOI have closed their Business Operations on 21.01.2019 & is scheduled to be merged with AYCL in Financial Year 2021-22. In this regard as per the Relevant order of the Hon'ble NCLT Kolkata Bench , the appointed date of merger has been declared on and from 4th June , 2021. On completion of said merger, Assets & Liabilities in the Books of said subsidiary as on the date of merger will be incorporated in the Books of AYCL. During the year ended 31.03.2021 Hooghly printing & Co. Ltd has incurred a loss of Rs 72.96 Lakhs.



## **Notes to Consolidated Financial Statements For the Year Ended 31st March 2021**

### **Note 53**

The Company follows the practice of inspection of individual current or non-current asset by a scrap committee before declaring the same as scrap and ultimately putting the same for sale.

### **Note 54**

The liability for payment of Gratuity as per the Provisions of the Act is considered for the Company as a whole and not Unit/Division wise.

### **Note 55**

Capital WIP includes nurturing & related expenses of young tea plants amounting to Rs 7438.89 Lakhs (Rs 7599.70 Lakhs in 2019-20) in compliance with IND-AS.

### **Note 56**

For renewal of land lease of three tea gardens in Dooars, Govt. of W.B. have asked for salami of Rs 177.66 Lakhs, which has been taken up by AYCL for waiver with local State Govt. authorities as well as with higher Govt. Authorities at Kolkata. AYCL is hopeful for settlement of the issue in favour of the Company which is also indicative from renewal of lease for another Garden of AYCL without payment of salami.

As the matter is related to Govt. & Quasi Govt-Authorities/ Autonomous body (as applicable) and as the applications of the Company for waiver of the demands have not so far been turned down, the included total amount of Rs177.66 Lakhs has been included in "Claims against the company not acknowledged as debt" as stated in note no. 38.

### **Note 57**

The Company has system of seeking year ending balance confirmation certificates from Debtors and Creditors. However, the company has maintained the figures available in accounts for cases wherein, no response from Debtors /creditors is received.

### **Note 58**

"Balance With statutory Authorities" under "Note Other Financial assets" (Note 15) includes a sum of Rs 42.97 Lakhs towards refund receivable from Provident Fund Authorities in pursuant with an order issued by erstwhile Board of Industrial & Financial Reconstruction (BIFR) in F.Yr 2015-16. A claim in this regards has already been lodged with Central provident Fund (PF) authorities who in turn have taken up the same with concerned regional Provident Fund Authorities. This being a due from Government Department, However, as a matter of abundant precaution the aforesaid amount has been provided in Accounts.

### **Note 59 Impact on Financial position of the Company due to COVID-19 Pandemic**

The impact of Government imposed Lockdown due to Covid-19 pandemic was temporary. As result of lockdown/restrictions, production could not be carried out till approvals from local government authorities was received. In light of the above, the company considering all internal & external factors, has made a detailed assessment of its liquidity position including its cash flow, business outlook and of the recoverability and carrying amounts of its assets as on 31/03/2021 and has concluded that no material adjustment are required in Standalone/Consolidated Unaudited Financial Results

### **Note 60**

The Company has adopted INDAS-116 effective 01/04/2019 In the following manners: (a)The standards have been applied to only such cases wherever executed lease agreements and/or Notificatons bsued by the concerned lessor Government re in hands of the Company and for the balance period of such lease as on 01/04/2019, except for cases mentioned in (b) below.

(b) In case of lease of lands from the Government of Assam for the Tea gardens in Assam, the Company, in conjunction with Indian Tea Association, has noted that, section 9 of the Assam Land and Revenue Regulation1886provides and lesse,rightofuse, occupancy and other relevant rihts subject to payment of revenues, taxes, ceses and rates from time to time as may due in respect of said land

**Notes to Consolidated Financial Statements For the Year Ended 31st March 2021**

and thus, there is no fixed or defined period of lease. As such, INDAS116 should not accordingly be applicable in case of Assam..

[a] Figures in Bracket are of previous year.

[b] The fig in these accounts have been rounded off to nearest Lakhs of Rupees.

[c] Previous year figures are rearranged and realigned as required.

**NOTE 61**

Though HPCL has declared its closure of Business within the Financial Year 2018-19, but its assets are not held for sale but are to taken over by AYCL on “ as those are’ basis. As such in our views in the instant case applicability of IND As is not there. Regarding merger of HPCL with AYCL the following actions have been taken:

[a] Subsequent to approval of the Board of Directors of HPCL and AYCL , Land taken from West Bengal Small scale industries Development Corp. Ltd (WBSIDCL) has been handed over to WBSIDCL , a refund of Rs 104.98 Lakhs received against the same and the amount has been deposited with HPCL’S Cash Credit Account with United Bank of India to clear Bank Overdraft in full.

[b] Consent of secured creditors , unsecured creditors of Hooghly Printing Co. Ltd for its merger with Andrew Yule & Company vide meeting date 14.05.2019

[c] Valuer has been appointed for valuation of Assets & Liabilities of HPCL as on 30.04.2019 for the purpose of HPCL with AYCL .

In this regard as per the Relevant order of the Hon’ble NCLT Kolkata Bench , the appointed date of merger has been declared on and from 4th June , 2021. On completion of said merger, Assets & Liabilities in the Books of said subsidiary as on the date of merger will be incorporated in the Books of AYCL.

**Note 62**

The details of losses of HPCL from discontinued operations as under:

(Rs. in lakh)

Particulars	As on 31.03.2021	As on 31.03.2020
Revenue from Operation	-	-
Other Income	0.01	0.07
Total Income	0.01	0.07
Cost of Material consumed		-
Employee Cost	0.00	-
Depreciation	-	(5.67)
Finance Cost	-	-
Other Expenses	72.96	153.95
Total Expenses	72.96	148.27
Profit/ (Loss) before Tax	(72.96)	(148.20)

For **S. K Basu & Co.**  
Chartered Accountants  
F. No.: 301026E  
S. Basu  
Partner (M. No.: 053225)  
Place : Kolkata  
Date : 23rd June 2021

**SUCHARITA DAS**  
Company Secretary

For **Andrew Yule & Company Limited**

**SHRI K. MOHAN**  
Director (Personnel)/Addl. Charg of Finance  
DIN. : 08385809

**SHRI SANJOY BHATTACHARYA**  
Chairman & Managing Director  
DIN : 07674268

**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 Statements of  
Subsidiaries or Associate Companies or Joint Ventures****Part - A : Subsidiaries****(Rs. in lakh)**

1.	Sl. No.	1	2	3
2.	<b>Name of the Subsidiary</b>	<b>Hooghly Printing Co. Ltd.</b>	<b>Yule Engineering Ltd</b>	<b>Yule Engineering Ltd</b>
3.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	N.A.	N.A.	N.A.
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year, in case of foreign subsidiaries	INR	INR	INR
5.	Share Capital	102.71	5.00	5.00
6.	Reserves and surplus	(680.28)	(8.21)	(11.94)
7.	Total Assets	128.93	0.06	--
8.	Total Liabilities	128.93	0.06	--
9.	Investments	--	--	--
10.	Turnover	0.01	--	--
11.	Profit before Taxation	(72.95)	(0.57)	(0.46)
12.	Provision for Taxation	--	--	--
13.	Profit after Taxation	(72.95)	(0.57)	(0.46)
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**

(Rs. in lakh)

Sl. No.	Name of Associates	Tide Water Oil Co. (I) Ltd.	The New Beerbhoom Coal Co. Ltd.	Katras Jherriah Coal Co. Ltd.
1.	Latest Audited Balance Sheet Date	31st March, 2021	31st March, 2021	31st March, 2021
2.	Shares of Associate held by the Company on the year end			
	i. Number	914223	105355	60260
	ii. Amount of Investment in Associate (Rs. in lakh)	164.56	12.27	6.95
	iii. Extent of Holding in %	26.23	32.95	31.88
3.	Description of how there is significant influence	Note 3	Note 3	Note 3
4.	Reason why the Associate is not consolidated	Not Applicable	Not Applicable	Not Applicable
5.	Networth attributable to shareholding as per latest audited Balance Sheet (Rs. in lakh)	73656	1.58	(23.31)
6.	Profit or Loss for the year			
	i. Considered in Consolidation (Rs. in lakh)	3660.13	NA	NA
	ii. Not Considered in Consolidation	NA	NA	NA

**Notes:**

- Names of associates which are yet to commence operations: N.A.
- Names of associates which have been liquidated or sold during the year: N.A.
- There is significant influence due to percentage (%) of Shareholding.
- The Company has no Joint Ventures, therefore Part - B relating to Joint Ventures is not applicable.

For **S. K Basu & Co.**  
Chartered Accountants  
F. No.: 301026E  
S. Basu  
Partner (M. No.: 053225)  
Place : Kolkata  
Date : 23rd June 2021

SUCHARITA DAS  
Company Secretary

For **Andrew Yule & Company Limited**

SHRI K. MOHAN  
Director (Personnel)/Addl. Charge of Finance  
DIN. : 08385809

SHRI SANJOY BHATTACHARYA  
Chairman & Managing Director  
DIN : 07674268



## PERFORMANCE AT A GLANCE

(Rs. in lakh)

Particulars	Financial Years									
	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21
Turnover	29,069.19	31,115.22	36,681.36	35,514.83	35,759.86	41,966.72	35,008.18	30,463.06	29,707.98	33,050.79
Total Income	30,241.96	32,174.07	37,738.87	40,213.71	38,997.73	46,878.76	38,913.50	35,260.32	32,996.23	36,106.65
Profit Before Taxes	1,199.69	1,400.20	2,542.65	1,389.16	927.36	3,849.95	2,357.32	1,051.12	(2,125.38)	1,470.35
Taxes	15.06	265.20	313.39	93.10	92.07	589.86	645.73	180.93	(73.37)	(649.39)
Profit After Taxes	1,184.63	1,135.00	2,229.26	1,296.06	835.29	3,260.09	1,711.59	870.19	(2,052.01)	2,119.74
Other Comprehensive Income	-	-	-	-	-	(276.26)	205.75	(733.19)	484.34	66.51
Total Comprehensive Income	-	-	-	-	-	2,983.83	1,917.34	136.99	(1,567.67)	2,186.25
Networth (*)	13,467.53	14,620.73	18,133.35	18,990.27	19,813.14	17,571.71	18,900.58	18,802.19	17,234.52	19,420.55

\* 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 recast accounts as per the Indian Accounting Standards applicable from the Financial Year 2017-18 to Andrew Yule & Co. Ltd.



## **ANDREW YULE & CO. LTD.**

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