



# THE ANANDAM RUBBER COMPANY LIMITED

41/298-D2, 2<sup>nd</sup> Floor, Saniya Plaza, Mahakavi Bharathiyar Road,  
Near KSRTC Bus Stand, Ernakulam, Kerala, Cochin - 682 035

Phone: 0484-4032952, 6596725

CIN: L25191KL1942PLC000045

October 03, 2016

To,  
National Stock Exchange of India Limited.  
Listing Department  
Exchange Plaza, Plot No C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai-400051

Stock Code: ANANDAMRUB

Sub: Annual Report for the year 2015-16.

Dear Sir,

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015 we are herby submitting the soft copy of Annual report of the company for the year 2015-2016.

Thanking you,

Yours Faithfully,  
For, The Anandam Rubber Company Limited



Nidhin Jose  
Company Secretary



**73<sup>rd</sup> ANNUAL REPORT**  
**2015- 2016**



**The Anandam Rubber Company Limited**

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## In this year's 73<sup>rd</sup> Annual Report.....

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

|                   |                        |
|-------------------|------------------------|
| Dr. T.J. Leelamma | - Chairperson          |
| P P Zibi Jose     | - Independent Director |
| Santhosh M Sunny  | - Independent Director |
| Nirej V. Paul     | - Managing Director    |

### CHIEF FINANCIAL OFFICER & COMPANY SECRETARY:

Nidhin Jose

### STATUTORY AUDITOR:

Mohan & Ravi  
Chartered Accountants, 39/5528 C,  
SA Road, Cochin - 36

### SECRETARIAL AUDITORS:

BVR & Associates, Company Secretaries, Swastika, 53/3933, Lal Salam Road, Ponnurummi road, Vytilla,  
Kochi- 682019

### BANKERS:

HDFC Bank Ltd, Iyyattilmukku Jn, Ernakulam  
Syndicate Bank Ltd, Kottayam

### REGISTRAR & SHARE TRANSFER AGENT:

SKDC Consultants Ltd., Kanapathy Towers, 3<sup>rd</sup> Floor, 1391/A1, Sathy Road Ganapathy, Coimbatore -  
641 006, Ph : 0422 - 654995, 2539835

### REGISTERED OFFICE:

41/298 - D2, 2<sup>nd</sup> Floor, Saniya Plaza, Mahakavi Bharathiyar Road, Near KSRTC Bus Stand,  
Ernakulam, Kerala, Cochin - 682 035

**WEBSITE:** [www.anandamrubberco.com](http://www.anandamrubberco.com)

**CIN:** L25191KL1942PLC000045

**LISTING:** National Stock Exchange of India Limited (NSE)

**DIRECTORS' REPORT****To the Members of The Anandam Rubber Company Limited**

The Directors have pleasure in presenting before you 73<sup>rd</sup> Annual Report of the company together with the Audited statements of Accounts for the year ended March 31, 2016.

**FINANCIAL PERFORMANCE:**

The summarized results of the Company are given below:

| Particulars   | 2015-16<br>Rs | 2014-15<br>Rs |
|---|---------------|---------------|
| Gross Income  | 491331.67     | 2,412,280.17  |
| Profit/loss before taxation                         | (1163135.51)  | 1471464.35    |
| Provision for taxation                              | (359408.87)   | 447920.00     |
| Profit/loss after taxation                          | (803726.63)   | 1023544.00    |
| NON RECURRING AND EXCEPTIONAL ITEMS:                | -             |               |
| Excess provision created on Income Tax written back | -             |               |
| Profit and loss account balance as at April 1,      | 214229.35     | 335804.00     |
| Available for appropriation                         | (589497.28)   | 1359348.00    |
| Appropriations:                                     | -             |               |
| Bonus Issue   | -             |               |
| Transfer to General Reserve                         | -             |               |
| Proposed dividend                                   | -             | 912,000.00    |
| Corporate income tax on equity dividend             | -             | 233119.00     |
| Excess Dividend Tax provision of FY 2014-15         | 46088         |               |
| Profit and Loss Account Balance                     | (543409.28)   | 214229.00     |

**EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS**

No Material changes and commitments, affecting the financial position of the Company has been occurred between the end of the financial year 2015-16 and till the date of this report.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

During the period under review and the date of Board's Report there was not any change in the nature of Business.

**DIVIDEND**

The Directors do not recommend any dividend for the year under review in view of losses incurred.

**BOARD MEETINGS**

The Board of Directors met 8 (Eight) times on 20.04.2015, 20.05.2015, 25.06.2015, 29.07.2015,

21.08.2015, 30.10.2015, 15.12.2015, and 13.02.2016 and in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.

Presently the Board is made up of one Executive Director and three Non-executive Directors that includes one Woman Director, and other two are independent. The chairperson of the Board is a Non-executive Director. All the Directors, except Independent Directors and Managing Director are liable to retire by rotation as per the provisions of the Companies Act, 2013. The time gap between any two meetings did not exceed 120 days. During the year under review, none of the Directors of the Company was a member of more than 10 specified Committees or Chairman of more than 5 such

## The Anandam Rubber Company Limited

Committees in companies in which he/she was a Director. Your Company's Directors promptly notify any change(s) in the committee positions as and when they take place.

The Composition, category and attendance of each Director at the Board and Annual General Meeting and Number of other Directorship and Chairmanship / Membership of Committee of each Director in various companies are as follows:

| Name of the Director    | Attendance Particulars |          | No. of other Directorships |          | Committee membership |          | No of shares held | % of holdings |
|-------------------------|------------------------|----------|----------------------------|----------|----------------------|----------|-------------------|---------------|
|                         | Board Meetings         | Last AGM | Director                   | Chairman | Member               | Chairman |                   |               |
| NON-EXECUTIVE DIRECTORS |                        |          |                            |          |                      |          |                   |               |
| Dr. LEELAMMA T J        | 8                      | Yes      | None                       | None     | None                 | None     | 350022            | 11.51         |
| V M PAULOSE*            | 3                      | Yes      | None                       | None     | None                 | None     | 357624            | 11.76         |
| JAYA PAUL*              | 3                      | Yes      | None                       | None     | None                 | None     | 354880            | 11.67         |
| INDEPENDENT DIRECTORS   |                        |          |                            |          |                      |          |                   |               |
| P P ZIBI JOSE           | 8                      | Yes      | 4                          | None     | None                 | None     | 24846             | 0.8           |
| SANTHOSH M SUNNY        | 8                      | No       | 2                          | None     | None                 | None     | None              | None          |
| EXECUTIVE DIRECTOR      |                        |          |                            |          |                      |          |                   |               |
| Nirej V Paul            | 8                      | Yes      | None                       | None     | None                 | None     | 607510            | 19.98         |

Notes:\* Resigned from the board with effect from 25.07.2015.

None of the Non Executive Directors serve as Independent Directors in more than seven listed companies and none of the Executive or Whole-time Directors serve as IDs on any listed company

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL INDUCTION**

Mr. V.M Paulose, Chairman and Mrs. Jaya Paul, Non Executive Director have resigned from the board on 25<sup>th</sup> June 2015 as a part of reconstitution made in the board for complying the Clause 49 requirement of Listing agreement on board composition. Mrs. Bhagavathy Sankaranarayanan, Company Secretary & Compliance Officer of the company has also resigned from the Company on 15<sup>th</sup> December, 2015. The board places on record its appreciation for the services rendered by Mr. V.M Paulose, Mrs. Jaya Paul and Mrs. Bhagavathy Sankaranarayanan during their tenure with the company

Since Mr. V M Paulose, Chairman resigned from the Board, Dr. Leelamma T J was appointed as the new chairperson for the company with effect from 25<sup>th</sup> June 2015. On the recommendations of the Nomination and Remuneration Committee and in compliance with SEBI (Listing Obligation and Disclosure Requirement) regulation 2015 and companies Act 2013, the Board appointed Mr. Nidhin Jose as Chief Financial Officer & Company Secretary for the company on the board meeting

held on 15<sup>th</sup> December 2015 with effect from the same day onwards. The said appointment is also in compliance with the provision of Articles of Association of the company. He is the Compliance Officer of the company.

### **COMMITTEES OF THE BOARD**

The Board of Directors is constituted with three Committees of the Board - the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders' Relationship Committee. The role and composition of these Committees are as follows:

#### **I. AUDIT COMMITTEE**

The Audit Committee which acts as a link between the management, external and internal auditors and the Audit Committee is responsible for overseeing the Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of statutory audits.

#### **Composition**

The Audit Committee comprises of Mr. P P Zibi Jose, Mr. Santosh M Sunny, Independent Directors



## The Anandam Rubber Company Limited

and Mr. Nirej V Paul, Executive Director as the Members.

On 25<sup>th</sup> June 2015 V. M Paulose, Chairman resigned from the Board and consequently his membership in the Committee also ceased. Dr. Leelamma T J has been appointed as the new Chairperson for the company and subsequently her membership in the Audit Committee has been replaced with Mr. Nirej V Paul, Executive Director of the company.

All members of the Audit Committee are financially literate and one-half of the members have expertise in accounting/financial management. Mr. P P Zibi Jose, the Chairman – Audit Committee was present at the 72<sup>nd</sup> Annual General Meeting held on September 30, 2015. Mr. Nidhin Jose, Company Secretary is the Secretary to the Committee. The Audit Committee of the Company, inter alia, provides reassurance to the Board on the existence of an effective internal control environment, overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

### Meetings and Attendance

The Audit Committee met on 4 (Four) times ie on 20.05.2015, 29.07.2015, 30.10.2015 and 13.02.2016 during the year ended 31<sup>st</sup> March 2016 and the time gap between any two meetings did not exceed more than four months.

| Name of Members | Category                           | No of Meetings attended |
|-----------------|------------------------------------|-------------------------|
| P P Zibi Jose   | Non Executive Independent Director | 4                       |
| Santosh M Sunny | Non Executive Independent Director | 4                       |
| Leelamma T J*   | Non Executive Director             | 1                       |
| V M Paulose*    | Non Executive Director             | 1                       |
| Nirej V Paul**  | Executive Director                 | 3                       |

Notes:\* Resigned from the Committee with effect from 25.07.2015.

\*\*Appointed to the committee on 25.07.2015

### ii. NOMINATION AND REMUNERATION COMMITTEE

The purpose of the Committee is to oversee the Company's nomination process for the senior management and specifically to identify, screen and review individuals qualified to serve as Executive Directors, Non Executive Directors and Independent Directors consistent with criteria approved by the Board and to recommend, for approval by the Board, nominees for election at the AGM of the shareholders.

The Committee also discharges the Board's responsibilities relating to compensation of the Company's Executive Directors and senior management. The Committee has the overall responsibility of approving and evaluating the compensation plans, policies and programmes for Executive Directors and the senior management. The Committee reviews and recommends to the Board, to approve for the Executive Directors, the base salary, incentives/commission, other benefits, compensation or arrangements and executive employment agreements. The Committee further coordinates and oversees the annual self-evaluation of the performance of the Board, Committees and of individual Directors.

### Composition

The Nomination and Remuneration Committee comprises of Mr. P P Zibi Jose, Independent Director, Mr. Santosh M Sunny, independent Director and Dr. Leelamma T J, Non-executive Director as Members of the Committee. Mrs. Jaya Paul stepped down as a Director w.e.f. June 25, 2015 respectively and consequently, her membership in the Committee (wherein she was member) also ceased.

The meeting of the Nomination and Remuneration Committee was held 1(one) time during the year ended 31 March, 2016 on 15.12.2015.

| Name of Members | Category                           | No of Meetings attended |
|-----------------|------------------------------------|-------------------------|
| P P Zibi Jose   | Non Executive Independent Director | 1                       |
| Santosh M Sunny | Non Executive Independent Director | 1                       |
| Leelamma T J    | Non Executive Director             | 1                       |
| Jaya Paul*      | Non Executive Director             | 0                       |

Notes:\* Resigned from the Committee with effect from 25.07.2015.

**iii. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The remit of the Committee is to consider and resolve the grievances of the security holders of the Company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the security holders from time to time.

The Committee also reviews the manner and time-lines of dealing with complaint letters received from Stock Exchanges/ SEBI/ Ministry of Corporate Affairs etc., and the responses thereto. Based on the delegated powers of the Board of Directors, Company Secretary approve the Share transfers/ transmissions on a regular basis and the same is reported at the next meeting of the Committee and to the board normally held every quarter.

**Composition**

The Stakeholders' Relationship Committee reconstituted with Mr. P P Zibi Jose, Independent Director, Mr. Santosh M Sunny, independent Director and Dr. Leelamma T J, Non-executive Director as Members of the Committee. Mr. V M Paulose has stepped down as a Directors w.e.f. June 25, 2015 respectively and consequently, his membership in the Committee (wherein he was member) also ceased.

The Company Secretary is the Secretary to the Committee and the Compliance Officer appointed for the compliance of capital market related laws. The meeting of the Stakeholders' Relationship Committee was held 1(one) time during the year ended 31 March, 2016 on 29.07.2015.

| Name of Members | Category                           | No of Meetings attended |
|-----------------|------------------------------------|-------------------------|
| P P Zibi Jose   | Non Executive Independent Director | 1                       |
| Santosh M Sunny | Non Executive Independent Director | 1                       |
| Leelamma T J    | Non Executive Director             | 1                       |
| V M Paulose*    | Non Executive Director             | -                       |
| Nirej V Paul*   | Executive Director                 | -                       |

Notes:\* Resigned from the Committee with effect from 25.07.2015.

Status of investor complaints during the year given below:

| No. of investor complaints received | No. of complaints Disposed | No. of complaints Pending at the end of the year |
|-------------------------------------|----------------------------|--|
| Nil                                 | Nil                        | Nil  |

**DISCLOSURES UNDER SEBI ( LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS ) REGULATION 2015**

**A. RELATED PARTY TRANSACTIONS**

During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material as stipulated in the SEBI( Listing Obligation and Disclosure Requirement) Regulations 2015. Details of the transaction are provided in Form AOC-2 which is attached as **Annexure-6** to this Report.

**B. MANAGEMENT DISCUSSION AND ANALYSIS REPORT.**

Management Discussion and Analysis Report comprising of all information as prescribed under Schedule V of SEBI ( Listing Obligation and Disclosure Requirement) Regulations 2015 is attached along with this report. Senior Management is not having any material, financial and commercial transactions with personal interests. Since in the absence of any transaction there is no conflict with the interest of the Company.

**C. DISCLOSURE OF ACCOUNTING TREATMENT**

Your Company has not adopted any alternative accounting treatment prescribed differently from the Accounting Standards.

**D. MANAGING DIRECTOR / CHIEF FINANCIAL OFFICER (CEO/CFO) CERTIFICATION**

All the Directors (and also the members of the Senior Management) have affirmed in writing their compliance with and adherence to the Code of Conduct adopted by the Company. The Managing Director has given a certificate of compliance with the Code of Conduct, which forms part of **Annexure-2**, as required under SEBI (Listing Obligation & Disclosure Requirement) Regulation 2015.



The Managing Director / Chief Financial Officer (CEO/CFO) certification on financial reporting and internal controls to the Board in terms of the SEBI (Listing Obligation & Disclosure Requirement) Regulation 2015 is attached as **Annexure-3** to Director's Report.

### **E. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION**

By virtue of Regulation 15(2)(a) of SEBI (Listing Obligation & Disclosure Requirement) Regulation 2015 as the paid up capital of the Company is less than Rs. 10 Crores and Net worth of the Company is less than Rs. 25 Crores, Corporate Governance is Not Applicable to our Company.

### **F. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED ACCOUNT:**

As per the provisions of Regulation 39 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI of the Regulations, the unclaimed/undelivered shares lying in possession of the Company will be dematerialised and transferred into an "Unclaimed Suspense Account". Presently Company is not having any equity shares which are remaining as unclaimed. Hence none of the shares are credited towards Demat Suspense Account.

### **STRICTURES AND PENALTIES**

There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on such matters during the last three years. Your Company has complied with the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### **SELECTION OF NEW DIRECTORS AND BOARD MEMBERSHIP CRITERIA**

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. Characteristics expected of all Directors include independence, integrity, high personal and professional ethics, sound business judgment,

ability to participate constructively in deliberations and willingness to exercise authority in a collective manner. The policy on appointment and removal of Directors is annexed to this report [**Annexure -4**].

### **ANNUAL EVALUATION**

The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance. The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings. The Board considered and discussed the inputs received from the Directors. The meeting of the Independent directors without the presence of Non- Independent Directors and members of the Management was duly held for annual evaluation on 13.02.2016.

### **COMPENSATION POLICY FOR BOARD AND SENIOR MANAGEMENT**

Based on the recommendations of the Nomination and Remuneration Committee, the Board has approved the Remuneration Policy for Directors, KMP and all other employees of the Company. As part of the policy, the Company strives to ensure that:

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- b) Relationship between remuneration and performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals. The Remuneration Policy for Directors, KMP and other employees is annexed to this report [**Annexure 5**].

### **INDEPENDENT DIRECTORS**

Your Company appointed Independent Directors who are renowned people having expertise/experience in their respective field/profession. None of the Independent Directors are Promoters or related to Promoters. They do not have pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as required under Section 149(7) of the Companies Act, 2013. All Independent Directors maintain their limits of directorships as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company had issued a formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed in the website of the Company.

### MEETING OF INDEPENDENT DIRECTORS

The meeting of the Independent directors without the presence of Non- Independent Directors and members of the Management was duly held. At this meeting, the Independent Directors *inter alia* evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

Further, As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made thereunder, the independent directors of the company had a meeting on 13.02.2016, reviewed the performance of Board, Chairman of the Board and of Non-Executive Directors. The meeting recognized the significant contribution made by Dr. Leelamma TJ and Mr. Nirej V Paul in the shaping up of the company and putting the company on accelerated growth path. They devoted more time and attention to bring up the company to the present level.

### INDEPENDENT DIRECTORS DECLARATION

The independent Directors have submitted their disclosures to the board that they fulfill all the requirements as stipulated in section 149(6) of the Companies Act 2013, so as to qualify themselves to be appointed as Independent Directors under provisions of the Companies Act 2013 and the relevant rules. The board of Directors declares that the appointment of Independent Directors, P P Zibi Jose and Santosh M Sunny are;

- (a) In the opinion of the Board, are persons of integrity and possesses relevant expertise and experience.

- (b) Who were not a promoter of the company or its holding, subsidiary or associate company
- (c) Who are not related to promoters or directors in the company, its holding, subsidiary or associate company
- (d) Who had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year
- (e) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover of total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (f) Who, neither himself nor any of his relatives-

1. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the current financial year in which he/ she is proposed to be appointed.
2. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the current financial year, of—
  - a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
  - b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm
3. holds together with his/her relatives two per cent or more of the total voting power of the company
4. is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company

**RE-APPOINTMENTS**

As per the provisions of the Companies Act, 2013, Dr. Leelamma T.J will retire at the ensuing Annual General Meeting and being eligible, seek re-appointment. The Board recommends her re-appointment. Sub-section (13) of Section 149 of Companies Act 2013, provides that the provisions of retirement by rotation as defined in sub-sections (6) of Section 152 of the Companies Act, 2013 shall not apply to such Independent Directors. Hence, none of the Independent Directors will retire at the ensuing Annual General Meeting. Further as stipulated in Sub-section (2) of Section 196 of Companies Act 2013 Managing Director also cannot seek reappointment one year before the expiry of his tenure.

Dr. Leelamma T J shall retire by rotation at the ensuing Annual General Meeting and is eligible for reappointment. Details of Director seeking reappointment as required under regulation 36 (3) of SEBI (LODR) regulation 2015 are as follows.

|  |                                 |
|--|---------------------------------|
| <b>Name of Director</b>  | <b>LEELAMMA T J</b>             |
| <b>DIN</b>   | 03407620                        |
| <b>Date of Birth</b>   | 26/05/1943                      |
| <b>Date of Appointment</b>                                       | 09/02/2011                      |
| <b>Qualifications</b>  | DHM                             |
| <b>Expertise In Specific Functional Area</b>                     | Doctor, Agriculture, investment |
| <b>Details Of Other Directorship</b>                             | NIL                             |
| <b>Membership/ Chairmanship of committees of other companies</b> | NIL                             |
| <b>Number of shares held in the Company</b>                      | 350022                          |

**CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING**

Your Company has adopted a Code of Conduct as per SEBI (Prohibition of Insider Trading) Regulations, 2015. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

**COMPANY SECRETARY AND COMPLIANCE OFFICER**

During the year, the board appoints Mr. Nidhin Jose, as Chief Financial Officer & Company Secretary, Key Managerial Personal and Compliance Officer for the Company. The appointment was effective from 15<sup>th</sup> December 2015. Mrs. Bhagavathy Sankaranarayanan has resigned from the post of Company Secretary & Compliance Officer on 14<sup>th</sup> December 2015.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed; and that no material departures have been made from the same;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 or loss of the Company for the year under review;
- the directors have 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;
- the directors have prepared the annual accounts on a going concern basis;
- had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS AND INTERNAL CONTROL SYSTEM**

The Board has adopted the policies and procedures for ensuring the orderly and efficient

conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Internal Financial Controls were reviewed periodically by Audit Committee as well as by the Board. Further, the Board annually reviews the effectiveness of the Company's internal control system.

### VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Listing Agreement, the Board of Directors had approved the Policy on Vigil Mechanism/ Whistle Blower and the same was hosted on the website of the Company.

This Policy inter-alia provides a direct access to the Chairman of the Audit Committee for employees and other stakeholders. Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

Vigil Mechanism Policy has been uploaded on the website of the Company at <http://www.anandamrubberco.com/arc/index.php?r=site/corporate>.

### DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Company has not received any Complaint under this policy during the year 2015-16.

### FRAUD REPORTING:

There were no cases of Fraud reported to the Audit Committee/ Board in the company till date.

### AUDITORS

#### STATUTORY AUDITORS

M/s. Mohan and Ravi, Chartered Accountants, having office at 39/5528C, SA Road, Cochin – 36

are the statutory auditors of the Company. Members of the Company at the Annual General Meeting held on 16<sup>th</sup> August, 2014 had approved the appointment of M/s. Mohan and Ravi, Chartered Accountants, having office at 39/5528 C, SA Road, Cochin – 36 as the Statutory Auditors for the Company for a term of 3 years i.e. till the conclusion of the 74<sup>th</sup> Annual General Meeting (AGM). As required by the provisions of the Companies Act, 2013, their appointment should be ratified by members each year at the AGM. Accordingly, requisite resolution forms part of the notice convening the Annual General Meeting.

### SECRETARIAL AUDITORS

Section 204 of the Companies Act, 2013 *inter-alia* requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form. The Board of Directors appointed BVR & Associates, Practicing Company Secretaries as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2015-16 and their report is annexed to this Board report [Annexure 7]. The findings of the Secretarial audit have been satisfactory.

### EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 as per provisions of Companies Act, 2013 and rules thereto is annexed to this report [Annexure 8].

### PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are annexed to this report [Annexure 1].

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations.

### RISK MANAGEMENT POLICY

Since SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 Criteria exclude our company from ambit of complying with the requirements of Corporate Governance norms and



## The Anandam Rubber Company Limited

the Company no longer needs to constitute Risk Management Committee. Hence the Risk Management Committee dissolved in board meeting held on 13.02.2016. Considering the size of the company now the KMPs of the company is entrusted with the risk management for the company.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Provisions of Section 186 of the Companies Act, 2013 are given in Note 2.9, 2.10 of the Notes to the financial statements.

### ENERGY CONSERVATION, TECHNOLOGY ABSORPTION

The particulars as prescribed under Sub-section (3) (m) of Section 134 of the Companies Act, 2013, read with Rule 8 of The Companies (Accounts) Rules, 2014 regarding energy conservation and technology absorption are not applicable to your Company.

### FOREIGN EXCHANGE EARNING AND OUTGO

During the year the Company had no direct Foreign Exchange Earnings and Expenditure.

### DEPOSITS

During the year, the Company has not accepted any deposits under the Companies Act, 2013.

### INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

The company is not having any subsidiaries/Associates/ Joint venture.

### DEMATERIALIZATION OF SHARES AND LIQUIDITY

Shares of the Company can be held and traded in electronic form. As stipulated by SEBI, the shares of the Company are accepted in the Stock Exchanges for delivery only in dematerialisation form. Your Company confirms that the entire Promoter's holdings are in electronic form and the same is in line with the direction issued by SEBI. The equity shares of the Company are also having good liquidity.

The Equity shares of the Company have been admitted for Demat with NSDL & CDSL. The ISIN No. allotted to the Company is INE618N01014.

Shareholders can avail the Demat facility and get their shares in the physical form dematted. You may contact M/s. SKDC Consultants LTD our Registrars and Share Transfer Agents, whose address is given hereunder for any assistance in this regard.

### SKDC CONSULTANTS LTD

P.B. No. 2016, Kanapathy Towers, 3<sup>rd</sup> Floor,  
1391/A-1, Sathy Road, Ganapathy, Coimbatore –  
641006

Ph : 0422- 6549995, 2539835 – 836,

Fax : 0422 – 2539837

E-mail : [info@skdc-consultants.com](mailto:info@skdc-consultants.com)

Website : [www.skdc-consultants.com](http://www.skdc-consultants.com)

Share holders are advised to demat their holdings at the earliest.

### UNCLAIMED DIVIDEND

The Company was paying continues dividend for last so many years and it is noted that some shareholders are not encashing dividend warrants in time. Pursuant to Section 124 of The Companies Act, 2013 all unclaimed dividends upto financial year 2007 – 08 have been transferred to Investor Education and Protection Fund. Unclaimed dividends from the financial year 2008 – 09 to 2014 – 15 is kept by the company in the separate bank accounts. Those shareholders failed to collect dividend in time are advised to write to the company with details so that the company can sent fresh dividend warrants. Shareholders are requested to intimate the company any change in their address, registered with company. Details of dividend declared for the financial years from 2008-09 onwards are given below:

| SL. No | Financial Year | Dividend % | Dividend Amount    |
|--------|----------------|------------|--------------------|
| 1      | 2008-09        | 10         | Rs. 1 per share    |
| 2      | 2009-10        | 10         | Rs. 1 per share    |
| 3      | 2010-11        | 10         | Rs. 1 per share    |
| 4      | 2011-12        | 10         | Rs. 1 per share    |
| 5      | 2012-13        | 9          | Rs.0.90per share   |
| 6      | 2013-14        | 10         | Rs. 1 per share    |
| 7      | 2014-15        | 3          | Rs. 0.30 per share |

### LISTING STATUS

The Board of Directors is happy to inform you that our company got listed at National Stock Exchange of India Limited (NSE) on 30.11.2015. The Equity

## **The Anandam Rubber Company Limited**

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Shares of the company is currently trading at NSE under Stock Code **ANANDAMRUB**.

### **SHARE TRANSFER SYSTEM**

The Company's share-transfer work, physical and electronic form, is being done by the Registrars and Share Transfer Agents. Application for share transfer held in physical form are received both at the Registered Office of the Company and at the office of the Registrar/Share Transfer Agent of the Company and if the documents are found to be in order, the transfer work is completed and the

documents are returned with in a period of 30 days from the date of receipt.

### **ACKNOWLEDGEMENT**

The directors place on record their sincere appreciation for the continued support extended to the company by the valued customers, esteemed shareholders, bankers, auditors, company secretaries and staff.

### **ON BEHALF OF THE BOARD OF DIRECTORS**

**DR. LEELAMMA T.J**  
(DIN:03407620)  
**CHAIRPERSON**

Place: Cochin  
Date: 25.08.2016



**ANNEXURE- 1**

**Directors' /Employees Remuneration**

*[ Pursuant to Section 197(12) of Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 ]*

| Sl. No | Requirements   | Disclosure   |
|--------|--|--|
| 1      | The ratio of the remuneration of each director to the median remuneration of the employees for the financial year. | None of the directors have received any kind of remuneration |
| 2      | The percentage increase in remuneration of each director, CFO, CEO, CS in the financial year.                      | 160% increase in payment of CFO & CS                         |
| 3      | The percentage increase in the median remuneration of Employees in the financial year.                             | NIL  |
| 4      | The number of permanent employees on the rolls of the company.   | 3  |
| 5.     | Affirmation that the remuneration is as per the remuneration policy of the Company                                 | Yes, it is confirmed   |

**ANNEXURE- 2**

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT**

To the best of my knowledge and belief and on the basis of declarations given to me, I hereby affirm that all the Board Members and the Senior Management Personnel have fully complied with the provisions of the Code of Conduct for Directors and Senior Management during the financial year ended March 31, 2016

**NIREJ V PAUL**  
**MANAGING DIRECTOR**  
(DIN: 03407536)

Place: Cochin  
Date: 25.08.2015

**ANNEXURE- 3**

**Certification by Managing Director and Chief Financial Officer to the Board**

To,  
The Board of Directors,  
The Anandam Rubber Company Limited.

We hereby certify that:

1. We certify that we have reviewed the financial statements and the cash flow statement for the year ended 31st March 2016 and to the best of our knowledge and belief,
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the Company's affairs for the year ended 31st March 2016, and are in compliance with the existing accounting standards, applicable laws and regulations; and
  - c. no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
2. Further, we accept that it is our responsibility to establish and maintain internal controls for financial reporting.
3. Accordingly, we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we further certify that:
  - a. there are no deficiencies in the design or operation of internal controls;
  - b. there are no significant changes in internal control over the financial reporting during the year;
  - c. there are no significant changes in accounting policies during the year; and
  - d. there are no significant changes in accounting policies during the year; and

Nirej V Paul  
Managing Director  
DIN: 03407536

Nidhin Jose  
Chief Financial Officer  
& Company Secretary

Place: Cochin  
Date: 28.05.2016

**ANNEXURE- 4**

**POLICY ON APPOINTMENT & REMOVAL OF DIRECTORS**

**I. INTRODUCTION**

- 1.1. In terms of Section 178 of the Companies Act, 2013, rules made thereunder and the Listing Agreement, entered into by the Company with Stock Exchanges in India, as amended from time to time, the company has formulated this policy on appointment and removal of Directors.
- 1.2. This policy shall act as a guideline for determining qualifications, positive attributes, independence of a Director and matters relating to the appointment and removal of Directors.

**II. OBJECTIVE OF THE POLICY**

- 2.1. To lay down criteria and terms and conditions with regards to the identification of persons who are qualified to become Directors (executive, non-executive and independent) including their qualifications, positive attributes and independence and who may be appointed as the Senior Management of the Company.

**III. APPOINTMENT OF DIRECTORS**

- 3.1. This Policy enumerates guidelines which may be used by Nomination and Remuneration Committee (NRC) in selecting/appointing/re-appointing and removal of a Director.
  - i. Assess skill-sets of the Board needs given the strategies, challenges faced by the Company.
  - ii. In selecting individuals for appointment/re-appointment/ removal of directors, the NRC may refer to the following guidelines/policies:
    1. Code of conduct for board and Senior Management.
    2. Criteria for determining independence of Directors (in case of appointment of Independent Directors )
  - iii. NRC members (either jointly/individually, as delegated) shall meet the potential candidate and assess his/her suitability for the role.
  - iv. NRC to recommend the appointment of shortlisted candidate to the Board for its consideration.
  - v. Emergency Succession: If position of a Director suddenly becomes vacant by reason of death or other unanticipated occurrence, the NRC shall convene a special meeting at the earliest opportunity to fill such vacancy.

**IV. POLICY IMPLEMENTATION**

- 4.1. The Committee is responsible for recommending this Policy to the Board.
- 4.2. The Board is responsible for approving and overseeing implementation of this Policy (with the support of the Committee).

**V. REVIEW OF THE POLICY**

This Policy will be reviewed and reassessed by the board as and when required and appropriate recommendations shall be made by the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

**VI. COMPLIANCE RESPONSIBILITY**

Compliance of this Policy shall be the responsibility of the Company Secretary of the Company who shall have the power to ask for any information or clarifications from the management in this regard.

**ANNEXURE- 5**

**REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONAL AND OTHER EMPLOYEES**

**1. SCOPE:**

This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the company.

**2. TERMS AND REFERENCE:**

In this policy the following terms shall have the following meanings:

- a. "Director" means a Director appointed to the Board of the company.
- b. "key managerial personnel" means
  - (i) The Chief Executive Officer or the managing director or the manager;
  - (ii) The company secretary;
  - (iii) Chief Financial Officer; and
  - (iv) Such other officers as may be prescribed under the Companies Act, 2013
- c. "Nomination and Remuneration Committee" means the committee constituted by Board in accordance with the provisions of section 178 of the Companies Act, 2013 and clause 49 of the Equity Listing Agreement.

**3. POLICY:**

**A. REMUNERATION TO EXECUTIVE DIRECTOR AND KEY MANAGERIAL PERSONNEL:**

- i. The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall limits approved by the shareholders.
- ii. The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.
- iii. The Remuneration structure to the Executive Director and key managerial personnel shall include the following components:
  - (i) Basic pay
  - (ii) Perquisites and Allowances
  - (iii) Stock Options
  - (iv) Commission (Applicable in case of Executive Directors)
  - (v) Retrial benefits
  - (vi) Annual performance Bonus
- iv. The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

**B. REMUNERATION TO NON – EXECUTIVE DIRECTORS**

- i. The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per provisions of the Companies Act 2013.
- ii. Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

**C. REMUNERATION TO OTHER EMPLOYEES**

- i. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

ANNEXURE- 6

**FORM NO. AOC-2**

*[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]*

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

**1. Details of contracts or arrangements or transactions not at arm's length basis: NIL**

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

|   |  |
|---|--|
| Name(s) of the related party and nature of relationship:                                    | Dr. Leelamma TJ & Nirej V Paul   |
| Nature of contracts/arrangements/transactions:  | Rent agreement   |
| Duration of the contracts / arrangements/transactions:                                      | Continuous basis   |
| Salient terms of the contracts or arrangements or transactions including the value, if any: | Companies registered office is working in the rented property of Dr. Leelamma TJ & Nirej V Paul. The company paid Rs. 11,000 as rent for the year. |
| Date(s) of approval by the Board, if any:   | —  |
| Amount paid as advances, if any:  | NIL  |

Auditors Avoid reporting the said transaction in their Auditors' report based on the Materiality principle as the amount involved is considered immaterial.



**ANNEXURE-7**

**Form No: MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31STMARCH, 2016**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

**To,  
The Members,  
The Anandam Rubber Company Limited**

We, BVR & Associates Company Secretaries LLP have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by The Anandam Rubber Company Limited (CIN: L25191KL1942PLC000045).

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 The Anandam Rubber Company Limited 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 on 31.03.2016 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:

On 30<sup>th</sup> November 2015, the Company Listed with National Stock Exchange of India Ltd (NSE) and the Company started trading of its Shares on 01<sup>st</sup> December 2015 onwards. We have examined the books, papers, minute books, forms and returns filed and other records maintained by The Anandam Rubber Company Limited for the financial year ended on 31.03.2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
  - g) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- v. The main object of the Company was agriculture and plantation, however due to non availability of land the company is investing the surplus funds in investments so that the funds will not remain idle.

We have also examined compliance with the applicable clauses of the following:-

## The Anandam Rubber Company Limited

- (i) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India.  
(ii) The Listing Agreements entered into by the Company with National Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

We further report that 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 during the period under review were carried out in compliance with the provisions of the Act. 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. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The Company filed following E-form with MCA during the Financial Year under Review:-

| e-Form                                 | Particulars  | Date of Filing | SRN       |
|--|--|----------------|-----------|
| FORM CHG-1                             | Creation of Charge   | 16.05.2015     | C53160172 |
| Form DIR-12                            | Cessation of Mr. VADAKKEDATHU MATHAI PAULOSE, Ms. JAYA PAUL and Change in Designation of Ms. LEELAMMA THENUMKAL JOSEPH | 25.06.2015     | C56889215 |
| Form MGT-14                            | Alteration of Articles of Association  | 30.10.2015     | C68527480 |
| FORM AOC-4 XBRL                        | Filing of Financial Statements and Auditors Report along with Report of Directors                                      | 27.11.2015     | Q67014019 |
| Form No. MGT-7                         | Filing of Annual Return  | 01.12.2015     | Q70345467 |
| Form 5INV                              | Transfer of Unclaimed dividend to IEPF   | 05.12.2015     | S43924976 |
| Investor Education and Protection Fund | Transfer of Unclaimed dividend to IEPF   | 08.12.2015     | C71805691 |
| Form 1INV                              | Statement of amounts credited to investor education and Protection Fund  | 08.12.2015     | C71824148 |
| Form MGT-14                            | Appointment of KMP, Company Secretary  | 22.12.2015     | C73479925 |
| Form DIR-12                            | Appointment of KMP, Company Secretary  | 22.12.2015     | C73478646 |

We further report that 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.

This Report is to be read with our letter of even date which is annexed as Annexure -A and forms an integral part of this report.

Place: Ernakulam  
Date: 25.08.2016

For BVR & Associates Company Secretaries LLP

Yogindunath S  
FCS No:7865  
C P No:9137

**Annexure A'**

To,  
The Members  
**Anandam Rubber Company Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
6. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

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

Place: Ernakulam

Date: 25.08.2016

**For BVR & Associates Company Secretaries LLP**

**Yogindunath S**  
**FCS No:7865**  
**C P No:9137**

ANNEXURE- 8

FORM NO. MGT-9

**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2016**

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

**I. REGISTRATION AND OTHER DETAILS:**

|   |   |   |
|---|---|---|
| 1 | CIN   | L25191KL1942PLC000045   |
| 2 | Registration Date   | 28/09/1942  |
| 3 | Name of the Company   | THE ANANDAM RUBBER COMPANY LIMITED  |
| 4 | Category / Sub-Category of the Company                            | Public Limited Company  |
| 5 | Address of the Registered office & contact details                | 41/298 - D2 ,2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road,Near KSRTC Bus Stand, COCHIN-682035<br>e-mail: secretarial@anandamrubberco.com<br>Ph:0484 4032952,6596725                                     |
| 6 | Whether listed company  | Yes<br>(National Stock Exchange of India Ltd)   |
| 7 | Name, Address and Contact details of Registrar and Transfer Agent | SKDC Consultants Limited,<br>Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road,<br>Ganapathy, Coimbatore – 641 006<br>Contact Person: Vijayalakshmi.S,<br>Ph: 0422 654994<br>E-mail:info@skdc-consultants.com |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| SL. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1       | Rubber   | 01291                            | 0%                                 |
| 2       | Tea  | 01271                            | 0%                                 |
| 3       | Investment Activities                            | 6430                             | 100%                               |

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

| SL. NO | Name and Address of the Company | CIN/GL N | Holding/ subsidiary/ Associate | % of shares held | Applicable Section |
|--------|---------------------------------|----------|--------------------------------|------------------|--------------------|
| 1      | NIL                             | -        | -                              | -                | -                  |

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

##### i) Category-wise Share Holding

| Category of shareholders   | No.of Shares held at the beginning of the year |          |                |                   | No.of Shares held at the end of the year |          |                |                   | % of change during the year |
|--|--|----------|----------------|-------------------|--|----------|----------------|-------------------|-----------------------------|
|  | Demat  | Physical | Total          | % of Total Shares | Demat                                    | Physical | Total          | % of Total Shares |                             |
| (A) Promoters  |  |          |                |                   |  |          |                |                   |                             |
| (1) Indian   |  |          |                |                   |  |          |                |                   |                             |
| a) Individuals/ Hindu Undivided Family                                       | 1670036  | 0        | 1670036        | 54.935            | 1670036                                  | 0        | 1670036        | 54.935            | 0.000                       |
| b) Central Government/ State Government(s)                                   | 0  | 0        | 0              | 0.000             |  |          |                |                   | 0.000                       |
| c) Bodies Corporate  | 0  | 0        | 0              | 0.000             |  |          |                |                   | 0.000                       |
| d) Financial Institutions/ Banks   | 0  | 0        | 0              | 0.000             |  |          |                |                   | 0.000                       |
| e) Any Others (Specify)  | 0  | 0        | 0              | 0.000             |  |          |                |                   | 0.000                       |
| TRUSTS   | 0  | 0        | 0              | 0.000             |  |          |                |                   | 0.000                       |
| <b>Sub Total(A)(1)</b>   | <b>1670036</b>                                 | <b>0</b> | <b>1670036</b> | <b>54.935</b>     | <b>1670036</b>                           | <b>0</b> | <b>1670036</b> | <b>54.935</b>     | <b>0.000</b>                |
| (2) Foreign  |  |          |                |                   |  |          |                |                   |                             |
| a) Individuals (Non-Residents Individuals/ Foreign Individuals)              | 0  | 0        | 0              | 0.000             | 0  | 0        | 0              | 0.000             | 0.000                       |
| b) Bodies Corporate  | 0  | 0        | 0              | 0.000             | 0  | 0        | 0              | 0.000             | 0.000                       |
| c) Institutions  | 0  | 0        | 0              | 0.000             | 0  | 0        | 0              | 0.000             | 0.000                       |
| d) Qualified Foreign Investor  | 0  | 0        | 0              | 0.000             | 0  | 0        | 0              | 0.000             | 0.000                       |
| e) Any Others (Specify)  | 0  | 0        | 0              | 0.000             | 0  | 0        | 0              | 0.000             | 0.000                       |
| <b>Sub Total(A)(2)</b>   | <b>0</b>                                       | <b>0</b> | <b>0</b>       | <b>0.000</b>      | <b>0</b>                                 | <b>0</b> | <b>0</b>       | <b>0.000</b>      | <b>0.000</b>                |
| <b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b> | <b>1670036</b>                                 | <b>0</b> | <b>1670036</b> | <b>54.935</b>     | <b>1670036</b>                           | <b>0</b> | <b>1670036</b> | <b>54.935</b>     | <b>0.000</b>                |
| (B) Public shareholding  |  |          |                |                   |  |          |                |                   |                             |
| (1) Institutions   | 0  | 0        | 0              | 0.00              | 0  | 0        | 0              | 0.00              | 0.00                        |
| a) Mutual Funds/ UTI   | 0  | 0        | 0              | 0.00              | 0  | 0        | 0              | 0.00              | 0.00                        |
| 0  | 0  | 2632     | 2632           | 0.087             | 0  | 2632     | 2632           | 0.087             | 0.000                       |
| c) Central Government/ State Government(s)                                   | 0  | 0        | 0              | 0.00              | 0  | 0        | 0              | 0.00              | 0.00                        |
| d) Venture Capital Funds   | 0  | 0        | 0              | 0.00              | 0  | 0        | 0              | 0.00              | 0.00                        |
| e) Insurance Companies   | 0  | 0        | 0              | 0.00              | 0  | 0        | 0              | 0.00              | 0.00                        |
| f) Foreign Institutional Investors   | 0  | 0        | 0              | 0.00              | 0  | 0        | 0              | 0.00              | 0.00                        |
| g) Foreign Venture Capital Investors   | 0  | 0        | 0              | 0.00              | 0  | 0        | 0              | 0.00              | 0.00                        |
| h) Qualified Foreign Investor  | 0  | 0        | 0              | 0.00              | 0  | 0        | 0              | 0.00              | 0.00                        |
| i) Any Other (specify)   | 0  | 0        | 0              | 0.00              | 0  | 0        | 0              | 0.00              | 0.00                        |
| FOREIGN PORTFOLIO INV ( CORP.CAT )   | 0  | 0        | 0              | 0.00              | 0  | 0        | 0              | 0.00              | 0.00                        |

## The Anandam Rubber Company Limited

| Sub-Total (B)(1)   | 0              | 2632          | 2632           | 0.087         | 0              | 2632          | 2632           | 0.087          | 0.000        |
|--|----------------|---------------|----------------|---------------|----------------|---------------|----------------|----------------|--------------|
| (2) Non-institutions   |                |               |                |               |                |               |                |                |              |
| a) Bodies Corporate  |                |               |                |               |                |               |                |                |              |
| i) Indian  | 751300         | 0             | 751300         | 24.714        | 757418         | 0             | 757418         | 24.915         | 0.201        |
| ii) Overseas   |                |               |                |               |                |               |                |                |              |
| b) Individuals   |                |               |                |               |                |               |                |                |              |
| i) Individual shareholders holding nominal share capital up to Rs 1 lakh           | 48650          | 148586        | 197236         | 6.488         | 115509         | 140836        | 256345         | 8.433          | 1.945        |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | 402171         | 0             | 402171         | 13.229        | 312730         | 700           | 313430         | 10.310         | -<br>2.919   |
| c) Others (specify)  |                |               |                |               |                |               |                |                |              |
| Directors & Relatives  |                |               |                |               | 24846          | 0             | 24846          | 0.817          | 0.817        |
| NON RESIDENT INDIANS   | 700            | 0             | 700            | 0.023         | 1459           | 0             | 1459           | 0.048          | 0.025        |
| HINDU UNDIVIDED FAMILIES   | 15925          | 0             | 15925          | 0.524         | 8121           | 0             | 8121           | 0.267          | -<br>0.257   |
| Clearing Members   |                |               |                |               | 5713           | 0             | 5713           | 0.188          | 0.188        |
| <b>Sub-Total (B)(2)</b>  | <b>1218746</b> | <b>148586</b> | <b>1367332</b> | <b>44.978</b> | <b>1225796</b> | <b>141536</b> | <b>1367332</b> | <b>44.978</b>  | <b>0.000</b> |
| <b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>                                | <b>1218746</b> | <b>151218</b> | <b>1369964</b> | <b>45.065</b> | <b>1225796</b> | <b>144168</b> | <b>1369964</b> | <b>45.065</b>  | <b>0.000</b> |
| C.Shares held by Custodian for GDRs & ADRs   |                |               |                |               |                |               |                |                |              |
| <b>GRAND TOTAL (A)+(B)+(C)</b>   | <b>2888782</b> | <b>151218</b> | <b>3040000</b> | <b>100.00</b> | <b>2895832</b> | <b>144168</b> | <b>3040000</b> | <b>100.000</b> | <b>0.000</b> |

## (II) SHAREHOLDING OF PROMOTERS

| Shareholders Name | No.of Shares held at the beginning of the year |                                  |  | No.of Shares held at the end of the year |                                  |  | % of change during the year |
|-------------------|--|----------------------------------|--|--|----------------------------------|--|-----------------------------|
|                   | No.of shares                                   | % of total shares of the company | % of Shares pledged / encumbered to total shares | No.of shares                             | % of total shares of the company | % of Shares pledged / encumbered to total shares |                             |
| V M PAULOSE       | 357624   | 11.764                           | 0.000  | 357624                                   | 11.764                           | 0.000  | 0.000                       |
| NIREJ V PAUL      | 607510   | 19.984                           | 0.000  | 607510                                   | 19.984                           | 0.000  | 0.000                       |
| T J LEELAMMA      | 350022   | 11.514                           | 0.000  | 350022                                   | 11.514                           | 0.000  | 0.000                       |
| JAYA PAUL         | 354880   | 11.674                           | 0.000  | 354880                                   | 11.674                           | 0.000  | 0.000                       |
| <b>TOTAL</b>      | <b>1670036</b>                                 | <b>54.936</b>                    | <b>0.000</b>                                     | <b>1670036</b>                           | <b>54.936</b>                    | <b>0.000</b>                                     | <b>0.000</b>                |

## (III) CHANGE IN PROMOTERS' SHAREHOLDING: NO CHANGE



| Particulars  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---|----------------------------------|---|----------------------------------|
|  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| At the beginning of the year   | 1670036                                   | 54.936                           | 1670036                                 | 54.936                           |
| Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | -   | -                                | -                                       | -                                |
| <b>At the End of the year</b>  | <b>1670036</b>                            | <b>54.936</b>                    | <b>1670036</b>                          | <b>54.936</b>                    |

**(IV) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

| Slno | For each of top 10 shareholders | Shareholding at the beginning of the year |        | Shareholding at the end of the year |        |
|------|---------------------------------|---|--------|-------------------------------------|--------|
|      |                                 | No.of Shares                              | %      | No.of Shares                        | %      |
| 1    | HEDGE EQUITIES LIMITED          | 750000                                    | 24.671 | 748500                              | 24.622 |
| 2    | ABRAHAM VADATH                  | 90150                                     | 2.962  | 90100                               | 2.961  |
| 3    | BABU JOSEPH                     | 90150                                     | 2.962  | 90140                               | 2.962  |
| 4    | V ALAGAPPAN                     | 29800                                     | 0.980  | 29800                               | 0.980  |
| 5    | RAJALAKSHMI S                   | 22825                                     | 0.750  | 7825                                | 0.257  |
| 6    | USHA SARAOGI                    | 0   | 0.000  | 20640                               | 0.679  |
| 7    | SREEDEVI VENUGOPAL              | 19025                                     | 0.626  | 25                                  | 0.001  |
| 8    | VIPIN C GOPI .                  | 19000                                     | 0.625  | 0                                   | 0.000  |
| 9    | BIJEESH M C .                   | 19000                                     | 0.625  | 19000                               | 0.625  |
| 10   | KAVYA THILAKARAJ                | 19000                                     | 0.625  | 19000                               | 0.625  |
| 10   | ANSON PAUL K                    | 17050                                     | 0.559  | 15050                               | 0.493  |
| 11   | MURALEEDHARAN K.U.              | 19000                                     | 0.625  | 19000                               | 0.625  |
| 12   | SHEEJA T                        | 19000                                     | 0.625  | 0                                   | 0.000  |
| 13   | VENUGOPAL K PAI                 | 19000                                     | 0.625  | 9638                                | 0.317  |

**Details of Transaction**

| BENPOS DATE | NAME                   | Opening balance | Bought | Sold | Closing balance | % of total shares of the company |
|-------------|------------------------|-----------------|--------|------|-----------------|----------------------------------|
| 01-04-2015  | HEDGE EQUITIES LIMITED | 750000          |        |      | 750000          | 24.671                           |

**The Anandam Rubber Company Limited**

|            |                        |        |      |       |        |        |
|------------|------------------------|--------|------|-------|--------|--------|
| 25-12-2015 | HEDGE EQUITIES LIMITED | 750000 |      | 1500  | 748500 | 24.622 |
| 31-03-2016 | HEDGE EQUITIES LIMITED | 748500 | 0    | 0     | 748500 | 24.622 |
| 01-04-2015 | ABRAHAM VADATH         | 90150  |      |       | 90150  | 2.962  |
| 04-12-2015 | ABRAHAM VADATH         | 90150  |      | 50    | 90100  | 2.961  |
| 31-03-2016 | ABRAHAM VADATH         | 90100  | 0    | 0     | 90100  | 2.961  |
| 01-04-2015 | BABU JOSEPH            | 90150  |      |       | 90150  | 2.962  |
| 04-12-2015 | BABU JOSEPH            | 90150  |      | 10    | 90140  | 2.962  |
| 31-03-2016 | BABU JOSEPH            | 90140  | 0    | 0     | 90140  | 2.962  |
| 01-04-2015 | RAJALAKSHMI S          | 20100  |      |       | 20100  | 0.661  |
| 11-12-2015 | RAJALAKSHMI S          | 20100  |      | 15000 | 5100   | 0.168  |
| 31-03-2016 | RAJALAKSHMI S          | 5100   | 0    | 0     | 5100   | 0.168  |
| 01-04-2015 | SREEDEVI VENUGOPAL     | 19025  |      |       | 19025  | 0.626  |
| 18-12-2015 | SREEDEVI VENUGOPAL     | 19025  |      | 12000 | 7025   | 0.231  |
| 25-12-2015 | SREEDEVI VENUGOPAL     | 7025   |      | 7000  | 25     | 0.001  |
| 31-03-2016 | SREEDEVI VENUGOPAL     | 25     | 0    | 0     | 25     | 0.001  |
| 01-04-2015 | VIPIN C GOPI .         | 19000  |      |       | 19000  | 0.625  |
| 25-12-2015 | VIPIN C GOPI .         | 19000  |      | 1680  | 17320  | 0.570  |
| 08-01-2016 | VIPIN C GOPI .         | 17320  |      | 5622  | 11698  | 0.385  |
| 15-01-2016 | VIPIN C GOPI .         | 11698  |      | 2060  | 9638   | 0.317  |
| 11-03-2016 | VIPIN C GOPI .         | 9638   |      | 9638  | 0      |        |
| 01-04-2015 | SHEEJA T               | 19000  |      |       | 19000  | 0.625  |
| 25-12-2015 | SHEEJA T               | 19000  |      | 309   | 18691  | 0.615  |
| 31-12-2015 | SHEEJA T               | 18691  |      | 15425 | 3266   | 0.107  |
| 08-01-2016 | SHEEJA T               | 3266   |      | 3266  | 0      |        |
| 01-04-2015 | VENUGOPAL K PAI        | 19000  |      |       | 19000  | 0.625  |
| 18-12-2015 | VENUGOPAL K PAI        | 19000  |      | 12000 | 7000   | 0.230  |
| 25-12-2015 | VENUGOPAL K PAI        | 7000   |      | 7000  | 0      |        |
| 11-03-2016 | VENUGOPAL K PAI        | 0      | 9638 |       | 9638   | 0.317  |
| 31-03-2016 | VENUGOPAL K PAI        | 9638   | 0    | 0     | 9638   | 0.317  |
| 25-12-2015 | USHA SARAOGI           | 0      | 5866 |       | 5866   | 0.193  |
| 31-12-2015 | USHA SARAOGI           | 5866   | 9000 |       | 14866  | 0.489  |
| 08-01-2016 | USHA SARAOGI           | 14866  | 3774 |       | 18640  | 0.613  |
| 22-01-2016 | USHA SARAOGI           | 18640  | 2000 |       | 20640  | 0.679  |
| 31-03-2016 | USHA SARAOGI           | 20640  | 0    | 0     | 20640  | 0.679  |
| 01-04-2015 | ANSON PAUL K           | 17050  |      |       | 17050  | 0.559  |
| 31-03-2016 | ANSON PAUL K           | 17050  |      | 2000  | 15050  | 0.493  |

**(V) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

| NAME          | Shareholding at the beginning of the year |        | Shareholding at the end of the year |        | % of change during the year |
|---------------|---|--------|-------------------------------------|--------|-----------------------------|
|               | No.of Shares                              | %      | No.of Shares                        | %      |                             |
| NIREJ V PAUL  | 607510                                    | 19.984 | 607510                              | 19.984 | 0.000                       |
| V M PAULOSE   | 357624                                    | 11.764 | 357624                              | 11.764 | 0.000                       |
| JAYA PAUL     | 354880                                    | 11.674 | 354880                              | 11.674 | 0.000                       |
| T J LEELAMMA  | 350022                                    | 11.514 | 350022                              | 11.514 | 0.000                       |
| P P ZIBI JOSE | 22146                                     | 0.728  | 24846                               | 0.817  | 0.089                       |
| NIDHIN JOSE   | -   | -      | -                                   | -      | -                           |

**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

| Particulars   | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | NIL                              | NIL             | NIL      | NIL                |
| i) Principal Amount                                 |                                  |                 |          |                    |
| ii) Interest due but not paid                       |                                  |                 |          |                    |
| iii) Interest accrued but not                       |                                  |                 |          |                    |
| <b>Total (i+ii+iii)</b>                             | <b>-</b>                         | <b>-</b>        | <b>-</b> |                    |
| Change in Indebtedness during the financial year    | 20,200,748                       |                 | -        | 20,200,748         |
| · Addition  |                                  |                 |          |                    |
| · Reduction   |                                  |                 |          |                    |
| Net Change  |                                  |                 |          |                    |
| Indebtedness at the end of the financial year       |                                  |                 |          |                    |
| i) Principal Amount                                 |                                  |                 |          |                    |
| ii) Interest due but not paid                       |                                  |                 |          |                    |
| iii) Interest accrued but not due                   |                                  |                 |          |                    |
| <b>Total (i+ii+iii)</b>                             | <b>20,00,748</b>                 |                 |          | <b>20,00,748</b>   |

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**  
MD is not drawing any remuneration.

## The Anandam Rubber Company Limited

### B. Remuneration to other directors:

None of the director received any remuneration including sitting fees.

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

(Rs)

| Sl. No. | Particulars of Remuneration of Key Managerial Personnel   | CEO | CFO & Company Secretary * | Total    |
|---------|---|-----|---------------------------|----------|
| 1.      | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br>(c) Profits in lieu of salary | -   | 2,16,300                  | 2,16,300 |
| 2.      | Stock Option  | -   | -                         | -        |
| 3.      | Sweat Equity  | -   | -                         | -        |
| 4.      | Commission - as % of profit - others, specify...  | -   | -                         | -        |
| 5.      | Others, please specify  | -   | -                         | -        |
|         | Total   | -   | 2,16,300                  | 2,16,300 |

**Note \*** CFO & Company Secretary got appointed on 15/12/2015. Hence reflected Part payment only

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority[RD / NCLT made / COURT] | Appeal if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|-----------------------------------|------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |   |                                   |                              |
| Penalty                             | -                            | -                 | -   | -                                 | -                            |
| Punishment                          | -                            | -                 | -   | -                                 | -                            |
| Compounding                         | -                            | -                 | -   | -                                 | -                            |
| <b>B. DIRECTORS</b>                 |                              |                   |   |                                   |                              |
| Penalty                             | -                            | -                 | -   | -                                 | -                            |
| Punishment                          | -                            | -                 | -   | -                                 | -                            |
| Compounding                         | -                            | -                 | -   | -                                 | -                            |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |   |                                   |                              |
| Penalty                             | -                            | -                 | -   | -                                 | -                            |
| Punishment                          | -                            | -                 | -   | -                                 | -                            |
| Compounding                         | -                            | -                 | -   | -                                 | -                            |

Note: There were no penalties/ punishment/ compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

## Management Discussion and Analysis Report

### 1. Industry structure and developments.

The company was incorporated as a plantation Company to acquire and engage in business of Rubber, Tea and Coffee Plantations. The main object of the 73 years old company, from its incorporation includes both Plantation business and to function as an investment trust Company. The management is also considering the options of going back into the previous plantation and agricultural business and at the same time we are also seeking potential avenues for investment. Company is also having plans to increase the present Capital Base for achieving a reasonable Balance Sheet size.

### 2. Opportunities, Threats, Risks and concerns.

The Economy of India is the seventh-largest in the world by nominal GDP and the third-largest by purchasing power parity (PPP). The country classified as Newly Industrialized Country, one of the G-20 major economies, a member of BRICS and a developing economy with approximately 7% average growth rate for the last two decades. India's economy became the world's fastest growing major economy from the last quarter of 2015, replacing China's. This growth factor of the Indian economy is creating a vast potential for investment related activities of the company. Since the economic growth rate is steadily increasing the company is seeking for the potential avenues for profitable investments.

The company carefully considers each of the threat factors. Additional threats and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, results of operations, cash flows and financial condition. If any or some combination of the these risks, or other risks that are not currently known or

believed to be adverse, actually occur, our business, financial condition and results of operations could also suffer.

### 3. Segment-wise or product-wise performance.

The Anandam Rubber Company Limited was incorporated in 28<sup>th</sup> September 1942 with a basic objective of running rubber and tea plantations in south India and the company owned several plantations across south India. In the year 1989 the company sold its entire loss making plantations.

### 4. Outlook

The company is expecting steady increase in growth rate in investment sector of the country. The management of the company is constantly analyzing and find out the new avenues for investment. Since the economic growth of the county is increasing accompanying by make in India campaign the company is hoping that the in coming years investment sector is going to witness a bullish growth and the company can reap benefits from the growth. At the same time management is also considering the options of going back into the previous plantation and agricultural business.

### 5. Internal control systems and their adequacy.

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly. The internal control is supplemented by an extensive programme of inspection of audit committee, statutory audits, and review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other

records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

**6. Discussion on financial performance with respect to operational performance.**

Please refer to Directors' Report on performance review.

**7. Material developments in Human Resources / Industrial Relations front, including number of people employed.**

In a competitive economy, the proper utilization of human resources plays a

crucial role. It begins with best practices in recruiting people and moves through learning and development, engagement, employee feedback and rewards and recognition. Towards this your Company took various initiatives and has maintained healthy and harmonious industrial relations at all locations. The dedication and hard work of productive and dynamic goal oriented team is the key factor to the success of our Company. We believe that hiring the right personnel and proper retaining is the decisive factor for this success.. The Company is having 3 permanent employees in its rolls as on 31/03/2016.



## **INDEPENDENT AUDITORS' REPORT**

To the Members of The Anandam Rubber Company Limited.

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of The Anandam Rubber Company Limited (L25191KL1942PLC000045) ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

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

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the

state of affairs of the Company as at 31 March 2016 and its loss and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A', a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) 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;

(c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the aforesaid standalone financial statements comply with the

Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;

(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 separate report in 'Annexure B'; and

(g) 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. There were no pending litigations which would impact the financial position of the Company
- ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts. and
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For MOHAN & RAVI**  
**Chartered Accountants**  
FRN: 5167 S

**Venkiteswaran T N**  
(Partner)  
M. No: 217768

Kochi, 28 May 2016

**ANNEXURE A TO THE AUDITORS' REPORT  
TO THE MEMBERS OF M/S. THE ANANDAM RUBBER COMPANY LIMITED  
(L25191KL1942PLC000045)**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in every year. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) The Company is not holding any immovable properties, Hence this clause is not applicable

(ii) The Company has no inventories Thus, paragraph 3(ii) of the Order is not applicable.

(iii) The Company has not granted any loans to persons covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made

(v) The Company has not accepted any deposits from the public.

(vi) As per the information and explanations given to us, cost records has not been prescribed for the company by the Central Government under section 148(1) of the Act,

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is regular in depositing its undisputed statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, no material amounts are payable in respect of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax and no disputes are pending.

(viii) The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans and hence the clause is not applicable.

(x) In our opinion and according to the information and the explanations given to us,

## **The Anandam Rubber Company Limited**

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No fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) The Company has not paid or provided any managerial remuneration during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence the clause not applicable

(xiii) Company doesn't have any transactions with the related parties covered under sections 177 and 188 of Companies Act, 2013 and hence the clause not applicable.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him and hence the clause not applicable

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence the clause not applicable

**For MOHAN & RAVI**  
**Chartered Accountants**  
FRN: 5167 S

**Venkiteswaran T N**  
(Partner)  
M. No: 217768

**Kochi, 28 May 2016**

**ANNEXURE B TO THE AUDITORS' REPORT  
TO THE MEMBERS OF M/S. THE ANANDAM RUBBER COMPANY LIMITED  
(L25191KL1942PLC000045)**

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

We have audited the internal financial controls over financial reporting of Infosys Limited ('the Company') as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be

prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the

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

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

Because of the inherent limitations of internal financial controls over financial reporting,

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For MOHAN & RAVI**  
**Chartered Accountants**  
FRN: 5167 S

**Venkiteswaran T N**  
**(Partner)**  
M. No: 217768

Kochi, 28 May 2016

## The Anandam Rubber Company Limited

### BALANCE SHEET AS AT MARCH 31, 2016

| PARTICULARS   | NOTE NO | rupees in hundreds |            |
|---|---------|--------------------|------------|
|   |         | AS AT MARCH 31     |            |
|   |         | 2016               | 2015       |
| EQUITY AND LIABILITIES                                |         |                    |            |
| Shareholders fund                                     |         |                    |            |
| a) Share Capital                                      | 2.1     | 304,000.00         | 304,000.00 |
| b) Reserves & Surplus                                 | 2.2     | 10,871.84          | 18,448.22  |
|   |         | 314,871.84         | 322,448.22 |
| NON-CURRENT LIABILITIES                               |         |                    |            |
| a) Deferred tax liabilities(Net)                      |         | -                  | -          |
| b) Long-term borrowings                               |         | -                  | -          |
| c) Long term provisions                               |         | -                  | -          |
| d) Other long term liabilities                        |         | -                  | -          |
|   |         | -                  | -          |
| CURRENT LIABILITIES                                   |         |                    |            |
| a) Short term borrowings                              | 2.4     | 20,207.48          | -          |
| b) Trade payables                                     | 2.7     | -                  | 12,617.00  |
| c) Other Current liabilities                          | 2.5     | 3,458.78           | 3,145.89   |
| d) Short-term provisions                              | 2.6     | 18,453.50          | 29,885.60  |
|   |         | 42,119.76          | 45,648.49  |
| TOTAL   |         | 356,991.60         | 368,096.71 |
| ASSETS  |         |                    |            |
| NON-CURRENT ASSETS                                    |         |                    |            |
| a) Fixed assets                                       |         |                    |            |
| (i) Tangible assets                                   | 2.8     | 374.54             | 212.85     |
| (ii) Intangible                                       |         | -                  | -          |
| b) Non-current investments                            | 2.9     | 327,365.88         | 341,580.70 |
| c) Deferred tax assets(net)                           | 2.3     | 3,581.29           | (12.80)    |
| d) Other non current assets                           |         | -                  | -          |
|   |         | 331,321.71         | 341,780.75 |
| CURRENT ASSETS  |         |                    |            |
| a) Current investment                                 | 2.10    | 1,465.00           | 250.00     |
| b) Trade Receivables                                  | 2.11    | 202.74             | 697.70     |
| c) Cash and cash equivalents                          | 2.12    | 517.42             | 2,196.43   |
| d) Short-term loans and advances                      |         | -                  | -          |
| e) Other current assets                               | 2.13    | 23,484.74          | 23,171.85  |
|   |         | 25,669.89          | 26,315.97  |
| TOTAL   |         | 356,991.60         | 368,096.72 |
| Significant Accounting Policies and Notes on Accounts | 1 & 2   | -                  | -          |

**As per our report of even date attached:**

For MOHAN & RAVI  
Chartered Accountants(FRN: 5167S)

**Venkiteswaran T N**  
(Partner), M. No: 217768  
Place: Kochi  
Date: 28 May 2016

**For and on Behalf of Board of Directors**

**Nirej V Paul** (DIN: 03407536)  
Managing Director

**Dr. Leelamma TJ**  
Chairperson Director(DIN: 03407620)  
**Nidhin Jose**  
CFO & Company Secretary



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016**

(Rupees in hundreds)

| <b>PARTICULARS</b>  | <b>Note No.</b> | <b>Figures for the Year ended March 31, 2016</b> | <b>Figures for the Year ended March 31, 2015</b> |
|---|-----------------|--|--|
| Revenue from operation                                    | 2.14            | 4,751.12   | 12,374.47  |
| Other Income  | 2.15            | 162.20   | 11,748.33  |
| <b>Total Revenue</b>                                      |                 | <b>4,913.32</b>                                  | <b>24,122.80</b>                                 |
| <b>Expenses:</b>  |                 |  |  |
| Employee benefit expenses                                 | 2.16            | 5,617.00   | 2,450.00   |
| Finance cost  | 2.17            | 4,631.31   | 1,370.11   |
| Depreciation  | 2.8             | 218.31   | 166.59   |
| Other expenses  | 2.18            | 6,078.06   | 5,421.46   |
| <b>Total expenses</b>                                     |                 | <b>16,544.67</b>                                 | <b>9,408.16</b>                                  |
| Profit before exceptional and extraordinary items and tax |                 | <b>(11,631.36)</b>                               | <b>14,714.64</b>                                 |
| Exceptional items   |                 | -  | -  |
| Profit before extraordinary items and tax                 |                 | <b>(11,631.36)</b>                               | <b>14,714.64</b>                                 |
| Tax expense:  |                 |  |  |
| (1) Current Tax   |                 | -  | 4,479.20   |
| (2) Deferred Tax  |                 | (3,594.09)                                       | -  |
| <b>PROFIT/LOSS AFTER TAX</b>                              |                 | <b>(8,037.27)</b>                                | <b>10,235.44</b>                                 |
| Profit/(Loss) from discontinuing operations               |                 | -  | -  |
| <b>EARNIG PER EQUITY SHARE</b>                            |                 |  |  |
| Equity shares of par value Rs.10/- each                   |                 | 3040000  | 3040000  |
| Number of shares  |                 |  |  |
| Basic and Diluted ( Rs.)                                  |                 | -0.26  | 0.50   |
| Adjusted EPS (Basic and Diluted)                          |                 | -  | -  |
| Significant Accounting policies and Notes on accounts     | 1 & 2           |  |  |

**As per our report of even date attached:**  
For MOHAN & RAVI  
Chartered Accountants(FRN: 5167S)

**Venkiteswaran T N**  
03407620)  
(Partner), M. No: 217768

Place: Kochi  
Date: 28 May 2016

**For and on Behalf of Board of Directors**  
**Nirej V Paul** (DIN: 03407536)  
Managing Director

**Dr. Leelamma TJ**  
Chairperson Director(DIN:

**Nidhin Jose**  
CFO & Company Secretary

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2016**

| (Rupees In hundreds)   |      |                    |                     |
|--|------|--------------------|---------------------|
| Particulars  | Note | 2016               | 2015                |
| <b>Cash flow from Operating activities:</b>  |      |                    |                     |
| Net profit before tax and extra ordinary item  |      |                    | 14,714.64           |
|  |      | (11,631.36)        |                     |
| <b>Adjustments for reconciling profit before tax to cash generated by operating activities</b> |      |                    |                     |
| Depreciation and amortization  |      | 218.31             | 166.59              |
| Interest/dividend and income from sale of shares   |      | (162.20)           | (11,748.33)         |
| Adjustment for   |      |                    |                     |
| Trade and other receivable   |      | -                  | 29,802.97           |
| Trade and other payable  |      | -                  | (4,516.07)          |
| <b>Cash generated from operations</b>  |      | <b>(11,575.25)</b> | <b>28,419.79</b>    |
| Income taxes paid  |      | -                  | (7,296.59)          |
| Refund of income tax   |      | -                  | -                   |
| <b>Cash flow before extra ordinary item</b>  |      | <b>(11,575.25)</b> | <b>21,123.20</b>    |
| <b>Net cash generated/(used in )operating activities</b>                                       |      | <b>(11,575.25)</b> | <b>21,123.20</b>    |
| <b>Cash flow Investing activities:</b>   |      |                    |                     |
| Interest received  |      | -                  | 7,135.21            |
| Sale of investments (net)  |      | -                  | (322,568.44)        |
| Unpaid redeemable preference share paid off  |      | -                  | -                   |
| Acquisition of fixed assets  |      | (380.00)           | (297.18)            |
| Income from MF investments   |      | -                  | 4,211.68            |
| Dividend received  |      | 162.20             | 401.44              |
| <b>Net cash provided by / (used in) investing activities</b>                                   |      | <b>(217.80)</b>    | <b>(311,117.29)</b> |
| <b>Cash flow from Financing activities:</b>  |      |                    |                     |
| <b>Proceeds from Preferential allotment of Equity shares</b>                                   |      | -                  | 245,700.00          |
| Dividend paid including dividend tax   |      | -                  | (8,189.65)          |
| Loans/advances   |      | -                  | -                   |
| <b>Net cash used in financing activities</b>   |      | -                  | <b>237,510.35</b>   |
| Net increase/(decrease) in cash and cash equivalents   |      | (11,793.06)        | (52,483.74)         |
| Cash and cash equivalents at the beginning   |      | 2,196.43           | 54,680.16           |
| <b>Cash and cash equivalents at the end</b>  |      | <b>(9,596.63)</b>  | <b>2,196.42</b>     |
| Significant Accounting policies and notes on accounts  | 1& 2 |                    |                     |

**As per our report of even date attached:**  
For MOHAN & RAVI  
Chartered Accountants(FRN: 5167S)

**Venkiteswaran T N**  
(Partner), M. No: 217768

Place: Kochi

**For and on Behalf of Board of Directors**  
**Nirej V Paul** (DIN: 03407536)  
Managing Director

**Dr. Leelamma TJ**  
Chairperson Director(DIN: 03407620)

**Nidhin Jose**  
CFO & Company Secretary

## The Anandam Rubber Company Limited

Date: 28 May 2016

### 2. NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2016

The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current period presentation.

| 2.1 SHARE CAPITAL  |                   |                   |
|--|-------------------|-------------------|
| Particulars  | As at March 31    |                   |
|  | 2016              | 2015              |
| <b>SHARE CAPITAL</b>   |                   |                   |
| Authorised share capital   |                   | -                 |
| 40,00,000 Equity Shares of Rs.10/- each  | 400,000.00        | 400,000.00        |
| Issued Subscribed and Paid up  |                   |                   |
| 30,40,000 Equity Shares of Rs.10/- each fully paid up  | 304,000.00        | 304,000.00        |
| (Of the above 6,50,000 equity shares, fully paid up have been issued as bonus shares by capitalization of general reserve and profit and loss account) |                   | -                 |
| <b>Total</b>   | <b>304,000.00</b> | <b>304,000.00</b> |

#### Reconciliation of number of shares outstanding at the beginning & end of the reporting period

| Particulars  | Shares as at the end of March 31, |           |
|--|-----------------------------------|-----------|
|  | 2016                              | 2015      |
| Outstanding at the beginning of the reporting period | 3,040,000                         | 700,000   |
| Issued during the year                               |                                   | 2,340,000 |
| Outstanding at the end of the reporting period       | 3,040,000                         | 3,040,000 |

#### Details of shareholders holding more than 5% shares in the Company

| Particulars                   | As at March 31 |         |
|-------------------------------|----------------|---------|
|                               | 2016           | 2015    |
| <b>Nirej V Paul</b>           |                |         |
| Number of shares              | 607,510        | 607,510 |
| % of shares                   | 19.98          | 19.98   |
| <b>VM Paulose</b>             |                |         |
| Number of shares              | 357,624        | 357,624 |
| % of shares                   | 11.76          | 11.76   |
| <b>Jaya Paul</b>              |                |         |
| Number of shares              | 354,880        | 354,880 |
| % of shares                   | 11.67          | 11.67   |
| <b>TJ Leelamma</b>            |                |         |
| Number of shares              | 350,022        | 350,022 |
| % of shares                   | 11.51          | 11.51   |
| <b>HEDGE EQUITIES LIMITED</b> |                |         |
| Number of shares              | 748,500        | 750,000 |
| % of shares                   | 24.67          | 24.67   |

**2.2 RESERVES AND SURPLUS**

( Rupees in hundreds)

| Particulars   | As at March 31   |                  |
|---|------------------|------------------|
|   | 2016             | 2015             |
| Capital redemption reserve (Opening balance)        | 2,500.00         | 2,500.00         |
| General reserve (Opening balance)                   | 2,105.93         | 2,105.93         |
| Less: Appropriations:                               |                  |                  |
| Bonus Issue   |                  |                  |
| Add: Transfer from surplus                          |                  |                  |
| Closing balance                                     | 2,105.93         | 2,105.93         |
| Surplus (Opening balance)                           | 2,142.29         | 3,358.04         |
| Add: Current year profit/loss transferred after tax | (8,037.27)       | 10,235.44        |
| Amount for appropriation                            | (5,894.97)       | 13,593.48        |
| Appropriations:                                     |                  |                  |
| Bonus issue   | -                | -                |
| Transferred to General Reserve                      | -                | -                |
| Proposed Dividend                                   | -                | 9,120.00         |
| Excess of Dividend tax Provision                    | 460.88           | 2,331.19         |
| Surplus closing balance                             | (5,434.09)       | 2,142.29         |
| Share premium                                       | 11,700.00        | 11,700.00        |
| <b>Total</b>  | <b>10,871.84</b> | <b>18,448.22</b> |

**2.3 DEFERRED TAXES**

| Particulars                           | As at March 31    |              |
|---------------------------------------|-------------------|--------------|
|                                       | 2016              | 2015         |
| Deferred tax liability                | 12.80             | 12.80        |
| Add: current year Deferred tax Assets | 3,594.09          |              |
| <b>Total</b>                          | <b>(3,581.29)</b> | <b>12.80</b> |

**2.4 SHORT TERM BORROWINGS**

( Rupees in hundreds)

| Particulars   | As at March 31   |          |
|---|------------------|----------|
|   | 2016             | 2015     |
| Loan repayable on Demand- OD from Hedge Finance Ltd (Pledge of 2,20,000 CSB shares held by the Company) | 20,207.48        | -        |
| <b>Total</b>  | <b>20,207.48</b> | <b>-</b> |

**2.5 OTHER CURRENT LIABILITIES**

( Rupees in hundreds)

| Particulars                         | As at March 31  |                 |
|-------------------------------------|-----------------|-----------------|
|                                     | 2016            | 2015            |
| Unpaid dividend Accounts            | 3,204.28        | 2,891.39        |
| Unpaid redeemable preference shares | 254.50          | 254.50          |
| Expenses payable                    | -               | -               |
| <b>Total</b>                        | <b>3,458.78</b> | <b>3,145.89</b> |

**2.6 SHORTTERM PROVISIONS**

( Rupees in hundreds)

| Particulars               | As at March 31   |                  |
|---------------------------|------------------|------------------|
|                           | 2016             | 2015             |
| Proposed dividend         | -                | 9,120.00         |
| Dividend tax              | -                | 2,336.07         |
| Provision for taxation    | 17,948.63        | 17,948.63        |
| Salary payable            | -                | 200.00           |
| Accounting charge payable | 110.00           | -                |
| Audit fee Payable         | 314.87           | 280.90           |
| Rent payable              | 80.00            | -                |
| <b>Total</b>              | <b>18,453.50</b> | <b>29,885.60</b> |

**2.7 TRADE PAYABLE**

( Rupees in hundreds)

| Particulars                                  | As at March 31 |                  |
|--|----------------|------------------|
|  | 2016           | 2015             |
| <b>Unsecured considered good</b>             |                |                  |
| Out standing for a period exceeding 6 months | -              | -                |
| Others                                       | -              | 12,617.00        |
| <b>Total</b>                                 | <b>-</b>       | <b>12,617.00</b> |

**2.9 INVESTMENTS**

( Rupees in hundreds)

| Particulars   | As at March 31    |                   |
|---|-------------------|-------------------|
|   | 2016              | 2015              |
| <b>NON CURRENT INVESTMENTS</b>  |                   |                   |
| Long term investment at cost  |                   |                   |
| <b>(i) Quoted Investments</b>   |                   |                   |
| Century Enka Limited - 35 Equity shares of Rs.10/- each, Market value as on 31/03/2016, Rs.6071/-   | 35.00             | 35.00             |
| State Bank of Travancore-10 Equity shares of Rs.10/- each, Market value as on 31/03/2015, Rs.4362/- | -                 | 56.12             |
| <b>(ii) Unquoted Investments at Cost</b>  |                   |                   |
| Catholic Syrian Bank - 265649 Equity shares of Rs.10/- each   | 327,317.88        | 341,489.58        |
| Cochin International Airport Limited(CIAL)-26 Equity shares of Rs.10/- each                         | 13.00             | -                 |
| <b>Total</b>  | <b>327,365.88</b> | <b>341,580.70</b> |

**2.10 CURRENT INVESTMENTS**

( Rupees in hundreds)

| Particulars   | As at March 31  |               |
|---|-----------------|---------------|
|   | 2016            | 2015          |
| Short term investment at lower of cost and fair value.  |                 |               |
| Aspinwall & Co Limited - 1500 Equity shares of Rs.10/- each.  | 1,215.00        | -             |
| South Indian Bank Limited - 1250 Equity Shares of Rs.1- each, market value as on 31.03.2016, Rs.22063/- | 250.00          | 250.00        |
| <b>Total</b>  | <b>1,465.00</b> | <b>250.00</b> |

## The Anandam Rubber Company Limited

### 2.11 TRADE RECEIVABLES

( Rupees in hundreds)

| Particulars                                  | As at March 31 |               |
|--|----------------|---------------|
|  | 2016           | 2015          |
| <b>Unsecured considered good</b>             |                |               |
| Out standing for a period exceeding 6 months | -              | -             |
| Others                                       | 202.74         | 697.70        |
| <b>Total</b>                                 | <b>202.74</b>  | <b>697.70</b> |

### 2.12 CASH AND CASH EQUIVALENTS

( Rupees in hundreds)

| Particulars                  | As at March 31 |                 |
|------------------------------|----------------|-----------------|
|                              | 2016           | 2015            |
| Cash on hand                 | 180.73         | 347.38          |
| <b>Balances with banks</b>   |                |                 |
| Syndicate bank               | 136.77         | 137.91          |
| HDFC Bank a/c 50200009596498 | 1.31           | 2.46            |
| HDFC Bank a/c 15108630000014 | 198.61         | 1,708.68        |
| Fixed Deposits with Bank     | -              | -               |
| <b>Total</b>                 | <b>517.42</b>  | <b>2,196.43</b> |

### 2.13 OTHER CURRENT ASSETS

( Rupees in hundreds)

| Particulars                        | As at March 31   |                  |
|------------------------------------|------------------|------------------|
|                                    | 2016             | 2015             |
| Tax deducted at source             | 2,099.31         | 2,099.31         |
| Income Tax                         | 18,181.15        | 18,181.15        |
| Others ( Unpaid dividend accounts) | 3,204.28         | 2,891.39         |
| <b>Total</b>                       | <b>23,484.74</b> | <b>23,171.85</b> |

### 2.14 REVENUE FROM OPERATIONS

( Rupees in hundreds)

| Particulars                       | As at March 31  |                  |
|-----------------------------------|-----------------|------------------|
|                                   | 2016            | 2015             |
| Income ( Net ) from Share Trading | 4,751.12        | 12,374.47        |
| <b>Total</b>                      | <b>4,751.12</b> | <b>12,374.47</b> |

### 2.15 OTHER INCOME

( Rupees in hundreds)

| Particulars             | As at March 31 |                  |
|-------------------------|----------------|------------------|
|                         | 2016           | 2015             |
| Dividend income         | 162.20         | 401.44           |
| Income from Mutual fund | -              | 4,211.68         |
| Interest from bank      | -              | 7,135.21         |
| <b>Total</b>            | <b>162.20</b>  | <b>11,748.33</b> |

### 2.16 EMPLOYEE BENEFIT EXPENSES

( Rupees in hundreds)

| Particulars           | As at March 31 |          |
|-----------------------|----------------|----------|
|                       | 2016           | 2015     |
| Salary and allowances | 5,617.00       | 2,450.00 |

## The Anandam Rubber Company Limited

|              |                 |                 |
|--------------|-----------------|-----------------|
| <b>Total</b> | <b>5,617.00</b> | <b>2,450.00</b> |
|--------------|-----------------|-----------------|

### 2.17 FINANCE COST

( Rupees in hundreds)

| Particulars   | As at March 31  |                 |
|---|-----------------|-----------------|
|   | 2016            | 2015            |
| Interest on Overdraft with Hedge Finance Ltd & Bank charges | 4,631.31        | 1,370.11        |
| <b>Total</b>  | <b>4,631.31</b> | <b>1,370.11</b> |

### 2.18 ADMINISTRATION & OTHER EXPENSES

( Rupees in hundreds)

| Particulars                  | As at March 31  |                 |
|------------------------------|-----------------|-----------------|
|                              | 2016            | 2015            |
| Commission                   | 40.00           | 319.00          |
| Postage & Courier charges    | 85.93           | 132.82          |
| Repairs & Maintenance        | 115.00          | 139.00          |
| Printing and stationery      | 319.01          | 373.05          |
| Advertising expenses         | 301.86          | 408.61          |
| DP Charges                   | 21.10           | 56.43           |
| Office expenses              | 272.48          | 722.63          |
| Professional charges         | 603.81          | 529.47          |
| ROC filing fee and expenses  | 125.90          | -               |
| Travelling expenses          | 20.18           | 179.99          |
| Auditing fee                 | 314.87          | 280.90          |
| CDSL Custody Fee             | 103.05          | 213.36          |
| MSE Listing Fee              | 56.18           | 70.79           |
| Nsdl Custody Fee             | 110.74          | 124.19          |
| NSE processing fee           | 2,248.00        | 500.00          |
| Pref Issue 2014 Exp          | -               | 555.63          |
| Secreterial Charges          | 500.47          | 636.00          |
| Share Transfer Stamps        | 12.15           | 179.59          |
| Telephone Charges            | 15.00           | -               |
| Website Expenses             | 40.00           | -               |
| Late Payment Interest on TDS | 51.74           | -               |
| Newspaper Charges            | 10.59           | -               |
| Rent                         | 110.00          | -               |
| Accounting Charges           | 600.00          | -               |
| <b>Total</b>                 | <b>6,078.06</b> | <b>5,421.46</b> |

## 2.8 FIXED ASSETS

**Amount in Rs.**

| Particulars       | RATE  | GROSS BLOCK         |                  |           |                   | DEPRECIATION       |                  |                 |                   | NET BLOCK           |                     |
|-------------------|-------|---------------------|------------------|-----------|-------------------|--------------------|------------------|-----------------|-------------------|---------------------|---------------------|
|                   |       | As on<br>01/04/2015 | Additions        | Disposals | TOTAL             | UPTO<br>31/03/2015 | FOR THE<br>YEAR  | WRITTEN<br>BACK | TOTAL             | AS ON<br>31/03/2016 | AS ON<br>31/03/2015 |
| Office Equipments | 45.07 | 57,042.00           | -                | -         | 57,042.00         | 54,190.00          | -                | -               | 54,190.00         | 2,852.00            | 2,852.00            |
| Furniture         | 25.89 | 5,648.00            | -                | -         | 5,648.00          | 148.00             | 1,424.00         | -               | 1,572.00          | 4,076.00            | 5,500.00            |
| Computer          | 63.16 | 20,500.00           | -                | -         | 20,500.00         | 19,475.00          | -                | -               | 19,475.00         | 1,025.00            | 1,025.00            |
| Computer          | 63.16 | 24,070.00           | -                | -         | 24,070.00         | 12,162.00          | 7,521.00         | -               | 19,683.00         | 4,387.00            | 11,908.00           |
| Software          | 63.16 | -                   | 16,500.00        | -         | 16,500.00         | -                  | 7,595.00         | -               | 7,595.00          | 8,905.00            | -                   |
| Cabinet           | 25.89 | -                   | 17,900.00        | -         | 17,900.00         | -                  | 4,622.00         | -               | 4,622.00          | 13,278.00           | -                   |
| Chair             | 25.89 | -                   | 3,600.00         | -         | 3,600.00          | -                  | 669.00           | -               | 669.00            | 2,931.00            | -                   |
| <b>TOTAL</b>      |       | <b>107,260.00</b>   | <b>38,000.00</b> |           | <b>145,260.00</b> | <b>85,975.00</b>   | <b>21,831.00</b> | <b>-</b>        | <b>107,806.00</b> | <b>37,454.00</b>    | <b>21,285.00</b>    |



## **1. SIGNIFICANT ACCOUNTING POLICIES**

### **BACKGROUND**

The company had sold its loss making plantation in 1989, the proceeds in respect of which have been deployed in banks and investments. The directors are considering various business proposals to strengthen the financial base of the company.

### **ACCOUNTING POLICY**

#### **a) Basis of Accounting**

The financial statements are prepared in accordance with the Generally Accepted Accounting principles in India (Indian GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI) Accounting policies not specifically referred to otherwise be consistent to and in accordance with those of previous year.

#### **b) Fixed assets and depreciation**

Fixed assets are stated at cost less accumulated depreciation. Depreciation is provided from the date of acquisition on the reducing balance method at the rates specified in Schedule II of the Company's Act, 2013.

#### **c) Investment**

Long-term investments are carried at cost, after providing for any diminution in value, if such diminution is of other than temporary in nature.

#### **d) Retirement benefits**

None of Employees were eligible for gratuity at the end of Current Financial year and provision for the same has not been considered. The dues of all regular employees who were retrenched at the time of the sale of the estate have been settled.

#### **e) Taxation**

Tax expense comprising of both current tax and deferred tax is included in determining the net results for the year. Provision for current tax is made after taking into consideration benefit admissible under the provisions of the Income Tax Act, 1961. Accounting Standard 22 has considered and provision has been made for the same. The deferred tax asset is recognized and carried forward only to the extent there is a reasonable certainty that the assets will be realized in future.

#### **f) Revenue Recognition**

Income from sale of investments and jobbing activities are recognized as operational income. Income from investing surplus funds and dividends are recognized as other income.

#### **g) Earnings per share**

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period.

**Notes to Accounts****2.19 Remuneration to Auditors**

| Particulars                             | 2015-2016 | 2014-2015 |
|---|-----------|-----------|
| Statutory Audit under the Companies Act | 27,500/-  | 25,000/-  |
| Service Tax                             | 3987/-    | 3,090/-   |
| Expenses reimbursement                  | -         | -         |
| Total                                   | 31487/-   | 28,090/-  |

**2.20 Segment Reporting**

The company's funds are presently deployed in banks and investments in shares, pending the acquisition of another plantation and/ or commencement of tea, rubber or other business. Consequently the need for separate disclosure as required under Accounting Standard 17- Segment Reporting is not considered.

**2.21 Contingent Liabilities**

The Company has no material contingent liabilities as at March 31, 2016.

**2.22 Foreign Currency**

The company did not enter into any transaction involving foreign currency.

**2.23 Comparative Figures**

Previous year's figures have been regrouped wherever necessary to make them comparable with those of the current year.

**2.24 Information on dues to Small Scale Industries Units**

The Company has not received the required information from suppliers under the Micro, Small and Medium enterprise Development Act, 2006. Hence, disclosure relating to unpaid amounts as at the end of the year together with the interest paid /payable as required under the said Act has not been made.

**As per our report of even date attached:**

For MOHAN & RAVI  
Chartered Accountants(FRN: 5167S)

**Venkiteswaran T N**  
(Partner), M. No: 217768

Place: Kochi  
Date: 28 May 2016

**For and on Behalf of Board of Directors**

**Nirej V Paul** (DIN: 03407536)  
Managing Director

**Dr. Leelamma TJ**  
Chairperson Director(DIN: 03407620)

**Nidhin Jose**  
CFO & Company Secretary

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**The Anandam Rubber Company Limited**

Reg. Office: 41/298 – D2, 2<sup>nd</sup> Floor, Saniya Plaza, Mahakavi Bharathiyar Road, Near KSRTC Bus Stand, Ernakulam, Kerala, Cochin – 682 035.

Website: [www.anandamrubberco.com](http://www.anandamrubberco.com). Email: [secretarial@anandamrubberco.com](mailto:secretarial@anandamrubberco.com)

CIN: L25191KL1942PLC000045

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**NOTICE OF 73<sup>rd</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 73<sup>rd</sup> Annual General Meeting of the Members of The Anandam Rubber Company Limited will be held on Friday, 30<sup>th</sup> Day of September 2016 at the Registered office of the Company at 41/298 - D2, 2<sup>nd</sup> Floor, Saniya Plaza, Mahakavi Bharathiyar Road, Near KSRTC Bus Stand, Cochin, Kerala – 682035 at 11.30 AM to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited statement of Profit and Loss for the year ended 31<sup>st</sup> March 2016, and the Balance Sheet as at the date together with reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Dr. Leelamma T J (DIN: 03407620), who retires by rotation in compliance with the Section 152 of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s. Mohan and Ravi (Firm Reg. No: 5167 S), Chartered Accountants, Kochi as the Auditors of the Company in compliance with the provisions of Section 139 of the Companies Act, 2013 and to fix their remuneration.

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. Mohan and Ravi (Firm Reg. No: 5167 S), Chartered Accountants as Auditors of the Company for a term of 3 years i.e. till the conclusion of the 74<sup>th</sup> Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 74<sup>th</sup> AGM of the Company which is to be held in the year 2017, at such remuneration plus service tax, out of pocket, traveling and living expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**By Order of the Board  
For The Anandam Rubber Company Limited**

Place: Cochin  
Date: 25.08.2016

**NIDHIN JOSE  
Company Secretary**

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is enclosed herewith.

2. Members/Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September 2016 to 30<sup>th</sup> September 2016 (both days inclusive). Transfers received during the book closure will be considered only after re-opening of register of Members.
4. Corporate members are requested to send a duly certified copy of the Board resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. All documents referred to in the notice are open for inspection at the registered office of the Company between 11:00 AM to 3:00 PM on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.
6. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and the Register of Director and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting (AGM).
7. Members holding shares in dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
8. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz. name and address of the branch of the bank, MICR code of branch, type of account and account number), mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.
9. **Voting through electronic means:**
  - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).
  - b. A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule

20 of the Companies (Management and Administration) Rules, 2014.

c. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. 23<sup>rd</sup> September 2016 may cast their vote electronically.

d. The e-voting period commences at 9:00 a.m. on Tuesday, 27<sup>th</sup> September, 2016 and ends at 5:00 p.m. on Thursday 29<sup>th</sup> September, 2016. The e-voting module shall be disabled by CDSL for voting thereafter.

e. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

f. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the date of dispatch of notice.

g. The Board of Directors at their meeting had appointed BVR & Associates, Practicing Company Secretaries as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

### **INSTRUCTIONS FOR E-VOTING:**

- (i) The voting period begins on 27<sup>th</sup> September 2016 at 9.00 am and ends on 29<sup>th</sup> September 2016 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

|     | <b>For Members holding shares in Demat Form and Physical Form</b>   |
|-----|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |

|  |  |
|--|--|
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br><ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul> |
|--|--|

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for 'The Anandam Rubber Company Ltd' on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO"

for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**



**Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- h. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form and not casting their vote electronically, may cast their vote at the Annual General Meeting
- i. The Scrutinizer shall, immediately after the conclusion of the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and make not less than two days of the conclusion of the meeting, a consolidated Scrutinizers Report of the total votes cast in favor or against, if any, to the Chairperson or person authorized by him in writing who shall counter sign the same.
- j. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.anandamrubberco.com](http://www.anandamrubberco.com) and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company on 30<sup>th</sup> September 2016.
10. Electronic copy of the Annual Report and Notice of the 73<sup>rd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 73<sup>rd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with



Attendance Slip and Proxy Form is being sent in the permitted mode.

11. Consequent to the amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend remaining unpaid/unclaimed for a period of seven years from the date they become due for payment is to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the dividend declared for all the financial years ended upto March 31, 2008 had been transferred to IEPF.

12. Members who have not encashed the dividend warrants for the financial year 2008-09 and/or any subsequent years are requested to write to the Company/RTA giving the necessary details. Details of dividend declared for the financial years from 2008-09 onwards are given below:

| SL. No | Financial Year | Dividend % | Dividend Amount    |
|--------|----------------|------------|--------------------|
| 1      | 2008-09        | 10         | Rs. 1 per share    |
| 2      | 2009-10        | 10         | Rs. 1 per share    |
| 3      | 2010-11        | 10         | Rs. 1 per share    |
| 4      | 2011-12        | 10         | Rs. 1 per share    |
| 5      | 2012-13        | 9          | Rs.0.90per share   |
| 6      | 2013-14        | 10         | Rs. 1 per share    |
| 7      | 2014-15        | 3          | Rs. 0.30 per share |

13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the Depository Participant(s). Members who have not registered their e-mail address with the Company are requested to register their e-mail address with the company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their

e-mail address, are entitled to receive such communication in physical form upon request.

14. Shareholders who have multiple folios in identical names or in joint names in the same order are requested to intimate to the Company these folios, to enable the Company to consolidate all such shareholdings into one folio.

15. The Notice of AGM and the copies of audited financial statements, directors' report, auditors' report etc. will also be displayed on the website ([www.anandamrubberco.com](http://www.anandamrubberco.com)) of the Company.

16. 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 the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.

17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.

18. Kindly register your email address and contact details with us, by writing to us addressed to the Secretarial Department at our Registered office, or at our e-mail ID: [secretarial@anandamrubberco.com](mailto:secretarial@anandamrubberco.com). This will help us in prompt sending of notices, annual reports and other

shareholder communications in electronic form.

19. Details of Director seeking reappointment as required under regulation 36 (3) of SEBI (LODR) regulation 2015 is included in the Directors report of the company.

20. As per Section 118(10) of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India **“No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting”.**

21. Exclusive e-mail id for redressal of investor complaints

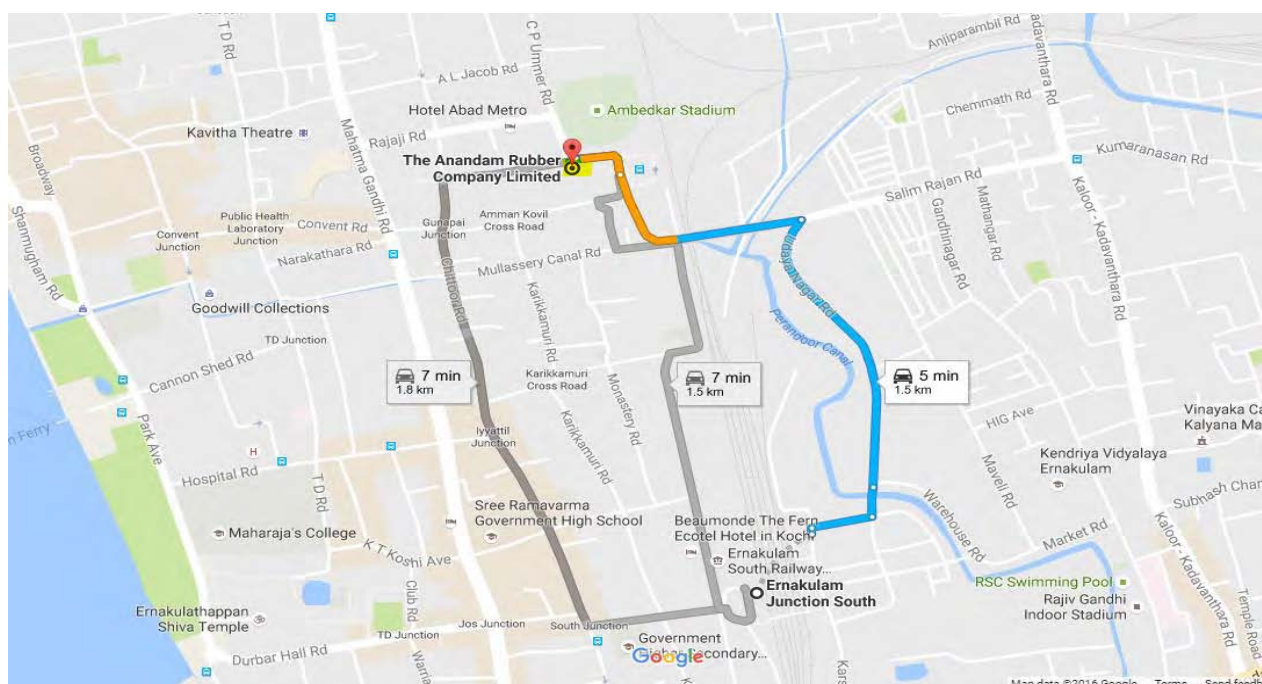
**E-Mail ID:** [secretarial@anandamrubberco.com](mailto:secretarial@anandamrubberco.com)

**Compliance Officer:** **Nidhin Jose**

**Telephone No:** 0484- 6596725/4032952

22. The route map of the venue for the Annual General Meeting is attached herewith and also available on the website of the Company.

### Route Map to the Venue of the AGM



**The Anandam Rubber Company Limited****THE ANANDAM RUBBER COMPANY LIMITED**

CIN: L25191KL1942PLC000045

Registered Office: 41/298 - D2, 2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road,  
Near KSRTC Bus Stand, Cochin, Kerala – 682035.

Website: [www.anandamrubberco.com](http://www.anandamrubberco.com) email:secretarial@anandamrubberco.com

**ATTENDANCE SLIP**

| NAME & ADDRESS OF THE SHAREHOLDER | MASTER FOLIO NUMBER | NUMBER OF SHARES HELD |
|-----------------------------------|---------------------|-----------------------|
|                                   |                     |                       |

I hereby record my presence at the SEVENTY-THIRD ANNUAL GENERAL MEETING of the Company held at the Registered Office of the Company at 41/298 - D2, 2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road, ear KSRTC Bus Stand, Cochin – 682035 on 30<sup>th</sup> September 2016 at 11.30 A.M.

Signature of attending Member or Proxy:

|  |
|--|
|  |
|--|

**THE ANANDAM RUBBER COMPANY LIMITED**

CIN: L25191KL1942PLC000045

Registered Office: 41/298 - D2, 2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road,  
Near KSRTC Bus Stand, Cochin, Kerala – 682035.

Website: [www.anandamrubberco.com](http://www.anandamrubberco.com) email: [secretarial@anandamrubberco.com](mailto:secretarial@anandamrubberco.com)

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**PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the  
Companies (Management and Administration) Rules, 2014]*

CIN: L25191KL1942PLC000045

Name of the company: **THE ANANDAM RUBBER COMPANY LIMITED**

Registered office: **41/298 - D2, 2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road, Near KSRTC  
Bus Stand, Cochin – 682035**

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP

ID

:

I/We, being the holder(s) of \_\_\_\_\_ shares of THE ANANDAM RUBBER COMPANY  
LIMITED, hereby appoint

1 Name:

Address:

E- mail Id:

Signature: \_\_\_\_\_, or failing him

2 Name:

Address:

E- mail Id:

Signature: \_\_\_\_\_, or failing him

3 Name:

Address:

E- mail Id:

Signature: \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 73<sup>rd</sup> Annual  
general meeting held on Friday, 30<sup>th</sup> day of September 2016 at the Registered office of the  
Company at 41/298 - D2, 2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road, Near KSRTC Bus

**The Anandam Rubber Company Limited**

Stand, Cochin, Kerala – 682035 at 11.30 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

| RESOLUTION NO     | RESOLUTIONS   | *OPTIONAL |         |
|-------------------|---|-----------|---------|
| ORDINARY BUSINESS |   | For       | Against |
| 1                 | Adoption of Financial Statements for year ended 31st March 2016   |           |         |
| 2                 | To appoint a Director in place of Dr. Leelamma TJ (DIN: 03407620), who retires by rotation, and being eligible, offers herself for reappointment. |           |         |
| 3                 | To ratify the appointment M/s. Mohan and Ravi, Chartered Accountants as auditors and fix their remuneration.                                      |           |         |
|                   |   |           |         |

Signed this..... day of..... 2016

Signature of shareholder

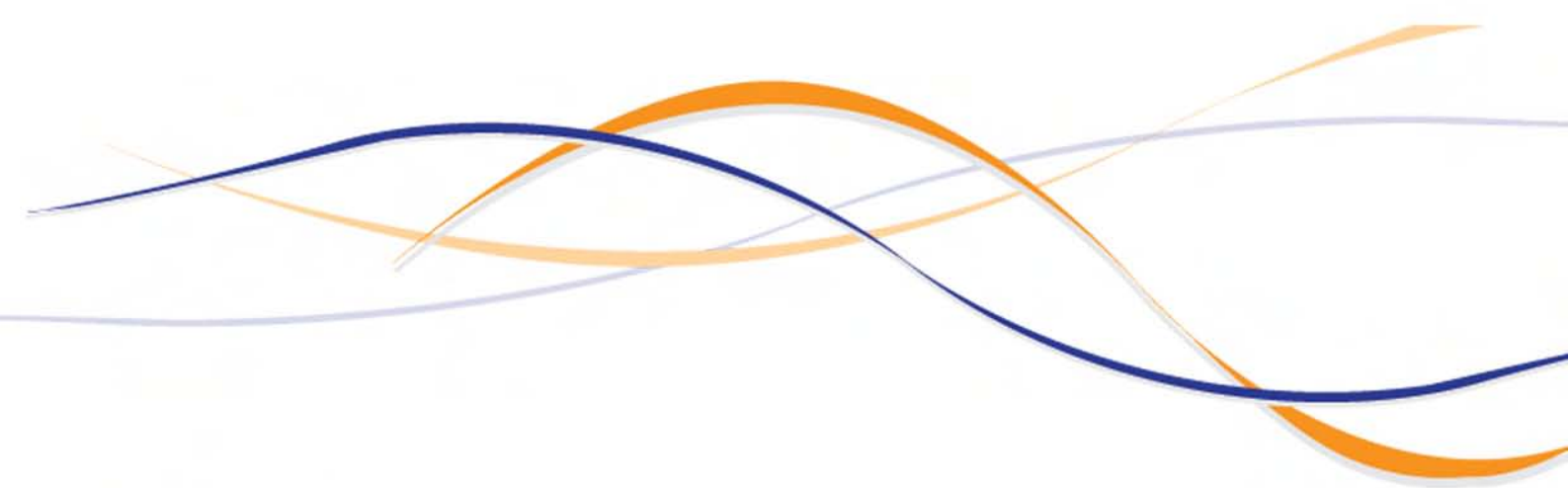
Signature of Proxy holder(s)

Affix Revenue Stamp

**NOTE :** The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than FORTY-EIGHT hours before the time for holding the aforesaid meeting.

\*It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'for' or 'against' column blank against any resolution(s), your proxy will be entitled to vote in the manner he/she thinks appropriate

[illegible]



The Anandam Rubber Company Limited

CIN: L25191KL1942PLC000045

41/298 - D2, 2<sup>nd</sup> Floor, Saniya Plaza, Mahakavi Bharathiyar Road,  
Near KSRTC Bus Stand, Ernakulam, Kerala, Cochin - 682 035