

# Balaxi Ventures Limited

(Formerly known as The Anandam Rubber Company Limited)

**Corporate Office:**

Plot No.409, 3rd Floor Maps  
Towers, Jubilee Hills, Road No:81,  
Hyderabad, Telangana-500096

**Phone:** +91 40 23552760

**Fax:** +91 40 23558085

Dated: September 30, 2017

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: BALAXI

**Sub: Intimation of the proceedings of Annual General Meeting (AGM), Disclosure of Voting Results and Submission of Annual Report.**

Dear Sir,

We wish to inform you that the 74<sup>th</sup> Annual General Meeting (AGM) of the Company was held today at the Registered office of the Company at 41/298 - D2, 2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road, Near KSRTC Bus Stand, Cochin, Kerala -682035 and the business mentioned in the Notice convening the AGM were transacted.

In this Connection we are hereby submitting the following;

1	Proceedings of AGM in compliance with regulation 30 of SEBI (LODR) Regulations, 2015	Annexure I
2	Voting Results of AGM in compliance with Regulation 44 (3) of SEBI (LODR) Regulations, 2015	Annexure II
3	Scrutinizer's Report in Compliance with Rule 20 of Companies (Management & Administration ) Rules, 2014	Annexure III
4	Annual Report for the Financial year 2016-17 in Compliance with Regulation 34 of SEBI (LODR) Regulations, 2015	Annexure IV

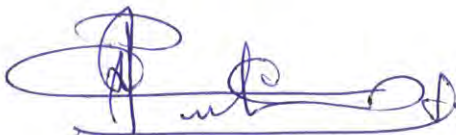
The Said Results were declared by the Chairman of the Meeting and the reports submitted by the scrutinizer are also placed on the Company Website.

Thanking you,

Yours Faithfully,

For, **Balaxi Ventures Limited**

(Formerly known as The Anandam Rubber Company Limited)



**Nidhin Jose**  
Company Secretary



**Registered Office:** 2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road,  
Near KSRTC Bus Stand, Cochin, Kerala – 682035.

CIN: L25191KL1942PLC000045

**Website:** www.anandamrubberco.com | **Email:** secretarial@balaxi.in

SUMMARY OF PROCEEDINGS OF THE 74<sup>TH</sup> ANNUAL GENERAL MEETING

The 74<sup>th</sup> Annual General Meeting (AGM) of the members of the Company was held on Saturday, September 30, 2017 at 11.30 A.M at the Registered office of the company at 41/298 - D2, 2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road, Near KSRTC Bus Stand, Cochin, Kerala - 682035. Mr. Ashish Maheshwari, Managing Director occupied the Chair. The Requisite quorum being present, the Chairman called the meeting to order. The Chairman informed the meeting that, Mr. Gandhi Gamji, director of the company is not attending the meeting due to personal reasons. Mr. Kunal M Bhakta, Chairman of the Audit Committee and Nomination and Remuneration Committee was also present at the meeting. The Chairman then delivered his speech.

Notice, Auditors Report and Secretarial Auditors Report were taken as read as all the above had been available with the shareholders. The Chairman informed the members that both the Statutory Auditors report and Secretarial Auditors report were free from any qualifications/ observation or other remarks.

The following items of business as per the Notice of 74<sup>th</sup> AGM were transacted;

**Ordinary Business;**

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year Ended March 31, 2017, which includes the Balance Sheet, Statement of Profit & Loss, Cash Flow Statement as at that date, the Auditor's Report thereon and the Board's Report.
2. To appoint a Director in place of Mrs. Minoshi Maheshwari (DIN: 01575975) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s. S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E /E300003), as the Statutory Auditors of the Company

Clarifications were provided to the queries raised by the members;

The Chairman informed that the Company in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, had provided the members the facility to cast their vote electronically from September 27, 2017 (9.00A.M) to September 29, 2017 (5.00 P.M) and that there will be no voting by show of hands at the meeting. Chairman also informed the members that the ballot papers were distributed to the members present at the AGM hall. Members who have not cast their vote electronically were advised to avail an opportunity to cast their vote at the meetings through ballot papers

The Board of Directors had appointed BVR & Associates, Practicing Company Secretaries LLP, as the Scrutinizer to supervise the e-voting and ballot voting process. The Chairman informed the members that the consolidated results of e-voting and ballot voting would be announced within 48 hours and also intimated to the stock exchange and will be posted on the website of the company.

The Chairman then thanked the members present and declared the meeting as closed. The meeting Concluded at 12.15 P.M



**Results of Voting through electronic means and physical ballot;**

Date of the AGM	30/09/2017
Total number of shareholders on record date	505
No. of shareholders present in the meeting either in person or through proxy:	NIL
Promoters and Promoter Group :	3
Public :	3
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	
Public	

**Agenda- wise disclosure**

<b>Resolution 1: Ordinary Resolution</b>				<b>To receive, consider and adopt the Audited Financial Statements for the Financial Year Ended March 31, 2017, which includes the Balance Sheet, Statement of Profit &amp; Loss, Cash Flow Statement as at that date, the Auditor's Report thereon and the Board's Report.</b> (Resolution stands passed with Requisite Majority)				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100



For BALAXI VENTURES LIMITED  
  
 Company Secretary

<b>Promoter and Promoter Group</b>	E-Voting	2226354	2226354	73.23	2226354	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>2226354</b>	<b>2226354</b>	<b>73.23</b>	<b>2226354</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Institutions</b>	E-Voting		0	0	0	0	0	0
	Poll	2632	0	0	0	0	0	0
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>2632</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Non Institutions</b>	E-Voting	811014	51	00.00	51	0	100	0
	Poll		410949	13.51	410949	0	0	0
	Postal Ballot		N.A	N.A	N.A	0	N.A	0
	<b>Total</b>	<b>811014</b>	<b>411000</b>	<b>13.51</b>	<b>411000</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>3040000</b>	<b>2637354</b>	<b>86.74</b>	<b>2637354</b>	<b>0</b>	<b>100</b>	<b>0</b>

<b>Resolution 2: Ordinary Resolution</b>				<b>To appoint a Director in place of Mrs. Minoshi Maheshwari (DIN: 01575975) who retires by rotation and being eligible, offers herself for re-appointment. (Resolution stands passed with Requisite Majority)</b>				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				Yes				
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares</b>	<b>No. of votes</b>	<b>% of Votes Polled on</b>	<b>No. of Votes – in</b>	<b>No. of Votes –</b>	<b>% of Votes in favour on votes</b>	<b>% of Votes against</b>



For BALAXI VENTURES LIMITED  
  
 Company Secretary

		held (1)	polled (2)	outstanding shares (3)=[(2)/(1)]* 100	favour (4)	against (5)	polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	2226354	2226354	73.23	2226354	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>2226354</b>	<b>2226354</b>	<b>73.23</b>	<b>2226354</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Institutions</b>	E-Voting	2632	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>2632</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Non Institutions</b>	E-Voting	811014	51	00.00	51	0	100	0
	Poll		410949	13.51	410949	0	0	0
	Postal Ballot		N.A	N.A	N.A	0	0	0
	<b>Total</b>	<b>811014</b>	<b>411000</b>	<b>13.51</b>	<b>411000</b>		<b>100</b>	<b>0</b>
<b>Total</b>		<b>3040000</b>	<b>2637354</b>	<b>86.74</b>	<b>2637354</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution 3:  
Ordinary Resolution**

To appoint M/s. S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E /E300003), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit.

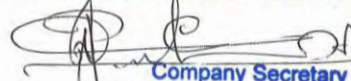


For BALAXI VENTURES LIMITED  
  
 Company Secretary

				(Resolution stands passed with Requisite Majority)				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2226354	2226354	73.23	2226354	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>2226354</b>	<b>222 6354</b>	<b>73.23</b>	<b>2226354</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	2632	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>2632</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	811014	51	00.00	51	0	100	0
	Poll		410949	13.51	410949	0	0	0
	Postal Ballot		N.A	N.A	N.A	0		0
	<b>Total</b>	<b>811014</b>	<b>411000</b>	<b>13.51</b>	<b>411000</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>3040000</b>	<b>2637354</b>	<b>86.74</b>	<b>911908</b>	<b>0</b>	<b>100</b>	<b>0</b>



For BALAXI VENTURES LIMITED

  
Company Secretary

**Consolidated Scrutinizer Report**

To,

**The Chairman,****Balaxi Ventures Limited****(Formerly known as Anandam Rubber Company Limited)****41/298 - D2, 2<sup>nd</sup> Floor, Saniya Plaza, Mahakavi Bharathiyar Road,  
Near KSRTC Bus Stand, Cochin, Kerala-682035 India.**

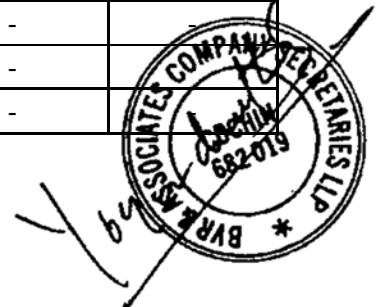
E-voting and Ballot Report – Annual General Meeting held on Saturday 30th September 2017 at the Registered office of the Company at 41/298 –D2 Floor, Saniya Plaza, Mahakavi Bharathiyar Road, Near KSRTC Bus Stand, Cochin, Kerala -682035.

CS Yogindunath S, Designated Partner, BVR & Associates Company Secretaries LLP, Lal Salam Road, Ponnuranni, Vytilla-682019, appointed as scrutinizer for the electronic voting and for the Poll taken in the Annual General Meeting of members of the Company held on Saturday 30th September 2017 at the Registered office of the Company at 41/298 –D2 Floor, Saniya Plaza, Mahakavi Bharathiyar Road, Near KSRTC Bus Stand, Cochin, Kerala - 682035. The Consolidated report of Electronic Voting and Poll Ballot is under;

**Resolution No 1:** To receive, consider and adopt the Audited statement for the year ended March 31st 2017, and the Balance Sheet ,Statement of Profit and loss, Cash Flow Statement as at the date, the Auditor's Report thereon and Board Report;

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	NA

Mode of Voting	Number of person present and Voting (in person or proxy)	No. of Votes – in favors of resolution	% of total number of Valid Vote.	No. of Votes – against the resolution	% of total number of Valid Vote against the resolution.
Poll	3	410949	100%	-	
E-Voting	5	2226405	100%	-	
Total	8	2637354	100%	-	



**Resolution No 2 :** To appoint a Director in place of Mrs. Minoshi Maheswari who retires by rotation and being eligible, offers herself for re-appointment

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	Mrs. Minoshi Maheswari is interested in the resolution

Mode of Voting	Number of person present and Voting (in person or proxy)	No. of Votes – in favors of resolution	% of total number of Valid Vote.	No. of Votes – against the resolution	% of total number of Valid Vote against the resolution.
Poll	3	410949	100%	-	-
E-Voting	5	2226405	100%	-	-
Total	8	2637354	100%	-	-

**Resolution No 3 :** To Appoint M/s. SRBC & Co. LLP, Chartered Accountants as Statutory Auditors of the Company

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	NA

Mode of Voting	Number of person present and Voting (in person or proxy)	No. of Votes – in favors of resolution	% of total number of Valid Vote.	No. of Votes – against the resolution	% of total number of Valid Vote against the resolution.
Poll	3	410949	100%	-	-
E-Voting	5	2226405	100%	-	-
Total	8	2637354	100%	-	-



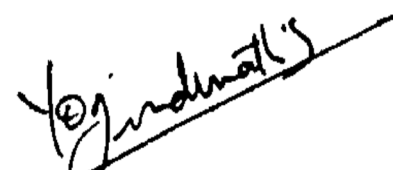


Based on the above voting pattern I hereby report that all the resolutions have been passed.

The Separate Scrutinizer Report on Electronic Voting and Ballot have been submitted to the Chairman of the Company.

**For BVR & Associates Company Secretaries LLP**

Place: Ernakulam  
Date: 30/09/2017



**CS N YOGINDUNATH S**  
**(Designated Partner)**  
M No: F7865 CP:9137

YOGINDUNATH S  
Designated Partner  
BVR & Associates Company Secretaries LLP  
"Swastika", 31/1444, Lal Salam Road  
Off. Convent Road, Ponnuranni  
Vytila P.O., Cochin - 682 019  
C P No: 9137, FCS 7865  
LLP IN AAE - 7079



# ANNUAL REPORT

## 2016-2017



**The Anandam Rubber Company Limited**

[anandamrubberco.com](http://anandamrubberco.com)

# CORPORATE INFORMATION



## Board of Directors

Ashish Maheshwari - Managing Director (Appointed w.e.f May 04, 2017)  
Minoshi Maheshwari - Executive Director (Appointed w.e.f May 04, 2017)  
Kunal M Bhakta - Independent Director (Appointed w.e.f May 04, 2017)  
Gandhi Gamji - Independent Director (Appointed w.e.f May 04, 2017)  
T.J. Leelamma - Chairperson (Ceased w.e.f May 04, 2017)  
Nirej V. Paul - Managing Director (Ceased w.e.f May 04, 2017)  
P P Zibi Jose - Independent Director (Ceased w.e.f May 04, 2017)  
Santhosh M Sunny - Independent Director (Ceased w.e.f May 04, 2017)



## 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,  
Ponnuruni road, Vytilla, Kochi- 682019



## Bankers

Yes Bank Ltd,  
HDFC Bank Ltd



## Registrar & Share Transfer Agent

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



## Registered Office

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



## Corporate Office

Plot No.409, 3rd Floor Maps Towers, Jubilee Hills, Road No:81, Hyderabad, Telangana-500096



## DIRECTORS' REPORT

### To the Members,

Directors have pleasure in presenting before you 74<sup>th</sup> Annual Report of the company together with the Audited Financial Statements, for the Financial Year ended March 31, 2017.

### FINANCIAL PERFORMANCE:

The summarized results of the Company are given below:

(In Rupees)

Particulars	2016-17	2015-16
Gross Income	(6125107)	491331
Profit/loss before taxation	(7895527)	(1163135)
Provision for taxation	-	(359408)
Profit/loss after taxation	(7895527)	(803726)
NON RECURRING AND EXCEPTIONAL ITEMS:	-	-
Excess provision created on Income Tax written back	-	-
Profit and loss account balance as at April 1,	(543409)	214229
Available for appropriation	(8438936)	(589497)
Appropriations:	-	-
Transfer to General Reserve	-	-
Proposed dividend	-	-
Corporate income tax on equity dividend	-	-
Excess Dividend Tax provision of FY 2014-15	-	46088
Profit and Loss Account Balance	(8438936)	(543409)

### EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS;

#### Substantial Acquisition of Shares and Takeover of the Company

On March 15, 2017, Balaxi Overseas Private Limited (BOPL) entered into a Share Purchase Agreement ("SPA") with the erstwhile promoters of Company (i.e. Mr. Nirej V. Paul, Mr. V. M. Paulose, Dr. Leelamma T. J and Mrs. Jaya Paul) to acquire 1,670,036 Equity Shares representing 54.94% of the paid up share capital of the Company along with the control over the Company, pursuant to which BOPL made an Open Offer under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011. Control and management of the Company was acquired by BOPL on May 04, 2017 and it became the new promoter of Company and their representatives i.e. Mr. Ashish Maheshwari and Mrs. Minoshi Maheshwari became the new Directors of the

Company. Simultaneously, erstwhile promoters stepped down as promoters from Company on same day and Mr. Nirej V. Paul and Dr. Leelamma TJ resigned as Managing Director and as Chairperson from the Company, respectively.

Under the above said Open Offer, BOPL acquired 3,30,000 equity shares representing 10.86% equity share capital of the Company. On completion of the Open Offer BOPL became the holding and Promoter Company with an aggregate shareholding of 2000036 Equity Shares (ie 65.79%).

### **BRAND 'BALAXI'**

Balaxi Group is a professionally managed conglomerate of companies with interests in Investments, Pharmaceutical and Builders Hardware. Balaxi Global Headquarters is based in Dubai with sourcing offices in China and India. Pharmaceutical Formulations are contract manufactured from WHO-GMP approved manufacturing plants in China, Europe and India. Balaxi is a market leader in making quality healthcare products across Central & West Africa. They have a range of more than 600 pharmaceutical products manufactured in India, China and Europe under their own brand name with ready technical dossiers and more than 400 products from various multinational brands from Europe. In Angola, they are the pharmaceutical distributors with the largest range of medicines.

Balaxi is also a market leader in providing quality and affordable hardware products for construction industry and hardware market. They source their products from reputed and quality manufacturers in China and India under their own brand name. They have a range of more than 300 Builders Hardware products in the world market. They are now in process of expanding their presence in 6 countries across Central America.

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

During the period under review and the date of Board's Report there were no changes in the nature of Business. However, Main objects of the company got amended by including activities such as trading, manufacturing of Pharmaceuticals and Hardware products apart from investment activity through Postal Ballot passed on August 08, 2017.

### **DIVIDEND**

As your Company incurred Net Losses during the year, your Directors have not recommended any dividend for the year.

### **TRANSFER TO RESERVES**

Your Company does not propose to transfer any amounts to the General Reserve during the period under review.



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

During the year under review, there were no changes in the composition of the Board of Directors of your Company. However on May 04, 2017, Mr. Nirej V Paul, Mr. P P Zibi Jose, Mr. Santosh M Sunny and Dr. Leelamma TJ have resigned from the Board. The board places on record its appreciation for their valuable contributions made by them to the Board and Company during their long tenure.

Pursuant to the approval of Members of Company through Postal Ballot, Mr. Ashish Maheshwari was appointed as Managing Director not liable to retire by rotation of the Company for a term of Five years with effect from May 04, 2017 and Mrs. Minoshi Maheshwari was appointed as Executive Director liable to retire by rotation with effect from May 04, 2017.

Further, pursuant to the approval of Members of the Company through Postal Ballot, Mr. Kunal M Bhakta and Mr. Gandhi Gamji were appointed as Independent Directors for a term of Five years with effect from May 04, 2017. Company has received declarations from all the Independent Directors of the Company confirming that they meet the Independence criteria.

## **KEY MANAGERIAL PERSONNEL**

During the year under review, there were no changes in composition of Board of Directors of your Company. Following persons were the Key Managerial Personnel (“KMP”) of the Company, as recorded by Board as on March 31, 2017:

Mr. Nirej V Paul: Managing Director

Mr. Nidhin Jose: Chief Finance Officer & Company Secretary

However on May 04, 2017, Mr. Nirej V Paul, KMP of the Company as per the provisions of Section 203 of the Act resigned from his respective office as KMP and Mr. Ashish Maheshwari was appointed as Key Managerial Personnel of the Company with effect from May 04, 2017.

## **BOARD MEETINGS**

During the year under review, Board of Directors met 6 (six) times on 28.05.2016, 30.07.2016, 25.08.2016, 10.11.2016, 30.11.2016 and 28.01.2017 and in respect of which, 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 SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.

During the year under review, Board consisted of one Executive Director and three Non-executive Directors which includes one Woman Director and the other two are Non Executive Independent. Chairperson of Board was a Non-Executive Director. All Directors, except Independent Directors and Managing Director, were 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 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.

As on date of this report, the Board comprises of two Executive Director, which includes one Woman Director and two Non-Executive Independent Directors.

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 Independent Directors on any listed company.

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 as on March 31, 2017 are as follows:

Name of the Director	Attendance Particulars		No. of other Directorships		Committee membership		No of shares held
	Board Meetings	Last AGM	Director	Chairman	Member	Chairman	
<b>NON-EXECUTIVE DIRECTORS</b>							
Dr. Leelamma T J*	6	Yes	None	None	None	None	350022
<b>INDEPENDENT DIRECTORS</b>							
P P Zibi Jose*	6	Yes	4	None	None	None	24846
Santhosh M Sunny*	6	No	2	None	None	None	None
Kunal M Bhakta#	N.A	-	-	-	-	-	-
Gandhi Gamji#	N.A	-	-	-	-	-	-
<b>EXECUTIVE DIRECTOR</b>							
Nirej V Paul*	6	Yes	None	None	None	None	607510
Ashish Maheshwari#	N.A	-	-	-	-	-	-
Minoshi Maheshwari#	N.A	-	-	-	-	-	-

Notes:\* Resigned from the board with effect from 04.05.2017.

# appointed with effect from 04.05.2017

## COMMITTEES OF THE BOARD

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

### I. Audit Committee

Audit Committee acts as a link between management and external auditors. Audit Committee is responsible for overseeing Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of statutory audits. Audit Committee of the Company is constituted in line with the provisions of Regulation 18(1) of Listing Regulations read with Section 177 of Companies Act, 2013.



**Broad terms of reference of the Audit Committee are as follows:**

- a. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommending to the Board the appointment, reappointment and terms of appointment of auditors of the Company;
- c. Approval of payments to the statutory auditors for services rendered by them;
- d. Reviewing with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval.
- e. Reviewing with the Management, the quarterly financial statements before submission to the Board for approval;
- f. Reviewing with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter
- g. Review and monitor the auditor's independence and performance and effectiveness of audit process;
- h. Approval of any subsequent modification of transactions of the Company with related parties;
- i. Scrutiny of inter-corporate loans and investments;
- j. Valuation of undertakings or assets of the Company wherever it is necessary;
- k. Evaluation of internal financial controls and risk management systems;
- l. Reviewing with the Management, the performance of statutory and internal auditors and adequacy of the internal control systems;
- m. Reviewing the functioning of the whistle blower mechanism;

**Composition**

Audit Committee of the Company as on March 31, 2017, comprises of Mr. P P Zibi Jose, Mr. Santosh M Sunny (Non Executive Independent Directors) and Mr. Nirej V Paul (Executive Director) as the Members and Company Secretary is the Secretary to the Committee. All members of Audit Committee are financially literate and one-half of the members have expertise in accounting/financial management. Mr. P P Zibi Jose, Chairman – Audit Committee was present at the 73<sup>rd</sup> Annual General Meeting held on September 30, 2016.

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 disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

Presently Audit Committee comprises of Mr. Kunal M Bhakta, Mr. Gandhi Gamji (Non Executive Independent Directors) and Mr. Ashish Maheshwari (Executive Director) as the Members. New members were appointed by Board at its meeting held on May 04, 2017, as part of reconstitution of committee occurred due to resignation of Mr. P P Zibi Jose, Mr. Santosh M Sunny and Mr. Nirej V Paul.

### Meetings and Attendance

Audit Committee met 5 (five) times on 28.05.2016, 30.07.2016, 10.11.2016, 30.11.2016 and 28.01.2017 during the year ended March 31, 2017 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	5
Santosh M Sunny*	Non Executive Independent Director	5
Nirej V Paul*	Executive Director	5
Kunal M Bhakta#	Non Executive Independent Director	N.A
Gandhi Gamji#	Non Executive Independent Director	N.A
Ashish Maheshwari#	Executive Director	N.A

Notes:\* Resigned from the Committee with effect from May 04, 2017

# appointed to the committee with effect from May 04, 2017

### ii. NOMINATION AND REMUNERATION COMMITTEE

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 Board and to recommend, for approval by Board, nominees for election at General Meeting of shareholders.

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

### Composition

The Nomination and Remuneration Committee of the Company as on March 31, 2017 comprises of Mr. P P Zibi Jose, Mr. Santosh M Sunny (Non Executive Independent Directors) and Dr. Leelamma T J ( Non-executive Director) as Members of Committee. Company Secretary is the Secretary to the Committee.

Present Nomination and Remuneration Committee comprises of Mr. Kunal M Bhakta and Mr. Gandhi Gamji



(Non Executive Independent Directors) as the Members. New members were appointed by the Board at its meeting held on May 04, 2017, as part of reconstitution of committee occurred due to resignation of Mr. P P Zibi Jose, Mr. Santosh M Sunny and Dr. Leelamma T J.

The meeting of the Nomination and Remuneration Committee was held 1(one) time during the year ended March 31, 2017 on 25.08.2016.

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
Kunal M Bhakta#	Non Executive Independent Director	N.A
Gandhi Gamji#	Non Executive Independent Director	N.A

Notes:\* Resigned from the Committee with effect from May 04, 2017.

# appointed to the Committee with effect from May 04, 2017.

**ii. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Stakeholders' Relationship Committee of the Company is considering and resolving the grievances of the Shareholders 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 shareholders from time to time.

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

**Composition**

Stakeholders' Relationship Committee of Company as on March 31, 2017 comprises of Mr. P P Zibi Jose (Non Executive Independent Director), Mr. Santosh M Sunny (Non Executive Independent Director), and Dr. Leelamma T J (Non-executive Director) as Members of the Committee. Company Secretary is the Secretary to the Committee.

Present Stakeholders' Relationship Committee comprises of Mr. Kunal M Bhakta, Mr. Gandhi Gamji, (Non Executive Independent Directors) and Mrs. Minoshi Maheshwari (Executive Director) as the Members. New members were appointed by Board at its meeting held on May 04, 2017, as part of reconstitution of committee occurred due to resignation of Mr. P P Zibi Jose, Mr. Santosh M Sunny and Dr. Leelamma T J.

Company Secretary is the Compliance Officer appointed for the compliance of capital market related laws. Meeting of the Stakeholders' Relationship Committee was held 1(one) time during the year ended March 31, 2017 on 28.05.2016.

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
Kunal M Bhakta#	Non Executive Independent Director	N.A
Gandhi Gamji#	Non Executive Independent Director	N.A
Minoshi Maheshwari#	Executive Director	N.A

Notes:\* Resigned from the Committee with effect from May 04, 2017.

# Appointed to the Committee with effect from May 04, 2017.

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**

### **I. Related Party Transactions**

All transaction entered into by the Company with related parties, during the financial year 2016-17, was on arm's length basis. Details of the Related Party Transactions are set out in Notes to Financial Statements forming part of this Annual Report. All Related Party Transactions were placed before Audit Committee for its approval. Details of the transaction are provided in Form AOC-2 which is attached as Annexure-6 to this Report.

### **II. 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.

### **III. Disclosure of Accounting Treatment**

During the period under review, your Company has not adopted any alternative accounting treatment prescribed differently from the Accounting Standards. The Ministry of Corporate Affairs vide its notification dated February 16, 2015 has notified the Companies (Indian Accounting Standards) Rules, 2015. In pursuance of the said notification, Company adopted Indian Accounting Standards with effect from April 01, 2017.

#### **IV. 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 this Report.

#### **V. 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 norms and its reporting is not applicable to our Company.

#### **VI. 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 Exchange 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**

Nomination and Remuneration Committee works with Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with an objective of having a Board with diverse backgrounds and experience in business, knowledge, capital market and education. Characteristics expected from 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. Policy on appointment and removal of Directors is annexed to this report as Annexure -4.

## ANNUAL EVALUATION

Board evaluated the effectiveness of its functioning and that of Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance. 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 and active participation at Board and Committee meetings. Board considered and discussed the inputs received from Independent Directors. Meeting of the Independent directors without the presence of Non- Independent Directors and members of the Management was duly held for annual evaluation on January 28, 2017.

## COMPENSATION POLICY FOR BOARD AND SENIOR MANAGEMENT

Based on the recommendations of Nomination and Remuneration Committee, Board approved the Remuneration Policy for Directors, Key Managerial Personnel (KMP) and all other employees of Company. As part of the policy, 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 Company and its goals. The Remuneration Policy for Directors, KMP and other employees is annexed to this report as 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 any 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 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.

During the year under review, Mr. PP Zibi Jose and Mr. Santosh M Sunny were Non Executive Independent Directors of the Company. However on May 04, 2017, Mr. P P Zibi Jose and Mr. Santosh M Sunny have resigned from the Board citing personal reasons. Consequently, in order to fill up the causal vacancy occurred, Mr. Kunal M Bhakta and Mr. Gandhi Gamji were appointed as Non Executive Independent Directors for the Company with effect from May 04, 2017 for a tenure of 5(Five) Years by Members of the Company through Postal Ballot.

## MEETING OF INDEPENDENT DIRECTORS

Meeting of Independent directors without the presence of Non- Independent Directors and members of management was duly held. At this meeting, Independent Directors inter alia evaluated the performance of Non-Independent Directors and Board of Directors as a whole, evaluated the performance of Chairperson of Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, Management and Board. Meeting of Independent directors without the presence of Non-Independent Directors and members of Management was duly held on January 28, 2017 for evaluation of the performance of Board, Chairperson and Non-Executive Directors.

## INDEPENDENT DIRECTORS DECLARATION

During the period under review, Independent Directors have submitted their disclosures to Board that they fulfill all the requirements as stipulated in section 149(6) of Companies Act 2013, so as to qualify themselves to be appointed as Independent Directors under provisions of Companies Act 2013 and the relevant rules. Board of Directors declares that the appointments of Independent Directors of the company 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. Does not holds or has not held the position of a key managerial personnel or is or has not 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 not or has not 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. is not a Chief Executive or director, by whatever name called, of any nonprofit organization 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, Mrs. Minoshi Maheshwari retires 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 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.

Hence, Mrs. Minoshi Maheshwari 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 (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standards (SS-2) in respect of Appointment/ Re-appointment of Directors is enclosed along with explanatory statement to the Notice of Annual General Meeting.

### **ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

Memorandum of Association (MoA) of the company was based on 'Travancore Companies Act IX of 1114' (an Old Regional Companies Act prior to Indian Independence). Some Clauses in MoA were no longer in conformity with the Act and required re-alignment with Companies Act, 2013. Accordingly, though postal ballot passed on August 08, 2017, the existing MoA was replaced in its entirety by new set of Memorandum of Association in conformity with Table A of Schedule I of Companies Act, 2013 which sets out the model MoA for a company limited by shares and also included additional Main Objects as sub clause III (A)2, III (A)3, & III (A)4 in line with new proposed activity of manufacturing, trading in Pharmaceuticals and hardware products. The new Memorandum of Association is hosted on the website of the company.

In order to bring the Article of Association (AoA) of the Company in line with the new business requirements, the Company would have to make numerous changes in the AoA. Also it was not covering the business, management and administration in its entirety and many areas of the administration of the Company were left unspecified. Accordingly, though postal ballot passed on August 08, 2017, the new Article of Association for the company was adopted, in substitution of and to the exclusion of the previous AoA. The new Article of Association is hosted on the website of the company.

### **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 above Code. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations, 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:

- a) 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;
- b) 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;
- c) 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;
- d) the directors have prepared the annual accounts on a going concern basis;
- e) had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) 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 policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

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

## **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

Pursuant to Section 177(9) of Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI(Listing obligation and Disclosure requirement)Regulation, 2015, Board of Directors had approved Policy on Vigil Mechanism/ Whistle Blower and the same was hosted on website of the Company.

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

Vigil Mechanism Policy has been uploaded on 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**

Company has zero tolerance towards sexual harassment at workplace and adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules thereunder. Your Company has not received any Complaint under this policy during the year 2016-17.

## **FRAUD REPORTING:**

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

## **AUDITORS**

### **i. Statutory Auditors**

M/s. Mohan and Ravi, Chartered Accountants, having office at 39/5528C, SA Road, Cochin – 36 is the statutory auditor of the Company. Members of Company at the Annual General Meeting held on August 16, 2014 approved the appointment of M/s. Mohan and Ravi, Chartered Accountants, having office at 39/5528 C, SA Road, Cochin – 36 as Statutory Auditors for the Company for a term of 3 years i.e. till the conclusion of 74th Annual General Meeting (AGM).

In this background, yours Directors have recommended the appointment of M/s. S R B C & CO LLP, Chartered Accountants (FRN: 324982E/E300003), having office at 12<sup>th</sup> floor, Ruby 29, Senapati Bapat Marg, Dadar (West), Mumbai — 400028 as new statutory auditors of Company to hold office for one term of 5 years commencing from conclusion of ensuing 74<sup>th</sup> Annual General Meeting upto Annual General Meeting of the Company to be held in calendar year 2022.

The Company has received a certificate from Statutory Auditors to the effect that their appointment, if made, shall be in compliance with the provisions of Section 139 and 141 of Companies Act, 2013. Accordingly, Board proposes appointment of M/s. S R B C & CO LLP, Chartered Accountants (FRN: 324982E/E300003), as statutory auditors of the Company in place of M/s. Mohan and Ravi, to hold office from the conclusion of this AGM until the conclusion of 79<sup>th</sup> AGM of your Company. Necessary resolution seeking approval of members for appointment of new statutory auditors has been incorporated in Notice convening Annual General Meeting forming part of this Annual Report.

Further, your Directors confirm that there are no qualifications, reservation or adverse remark or disclaimer in Independent Auditor's Report provided by Statutory Auditors for Financial Year 2016 - 2017. The notes to accounts forming part of financial statements are self-explanatory and need no further clarification.

### **ii. 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 Practicing Company Secretary, in the prescribed form. Board of Directors appointed BVR & Associates, Practicing Company Secretaries LLP as Secretarial Auditor to conduct

Secretarial Audit of the Company for Financial Year 2016-17 and their report is annexed to this Board report as Annexure 7. Findings of the Secretarial audit are satisfactory.

### **EXTRACT OF THE ANNUAL RETURN**

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

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Detailed particulars under Section 186 of the Companies Act, 2013 are given in Note 2.9, 2.10 of Notes to the Financial Statements.

### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION**

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

### **FOREIGN EXCHANGE EARNING AND OUTGO**

During period under review, your Company had no direct Foreign Exchange Earnings and Expenditure.

### **DEPOSITS**

During period under review, your Company has not accepted any deposits under the Companies Act, 2013.

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

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

**GENERAL INFORMATION**

Financial Year	Date	Time	Location	Special Business
73 <sup>rd</sup> AGM 2015-16	30.09.2016	11.30 A.M	Registered Office	NIL
72 <sup>nd</sup> AGM 2014-15	30.09.2015	11.30 A.M	Registered Office	1. Appointment of Mr. Santosh M Sunny as Independent Director. 2. Appointment of Mr. P P Zibi Jose as Independent Director. 3. Amendment to Articles of Association
71 <sup>st</sup> AGM 2013-14	16.08.2014	11.30 A.M	Registered Office	Issue of Equity shares of Preferential basis

**POSTAL BALLOT:**

During period under review, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) thereof made thereunder), your Company passed the following resolutions through postal ballot as per the details below:

Voting patterns of votes casted in favor/against the resolutions passed vide Postal Ballot Notice dated November 30, 2016 is as under:

Descriptions of Resolution	Type of Resolution	No of Votes Polled	Votes casted in favour		Votes Casted against	
			No of votes	%	No of votes	%
Disposing of Investments in the Catholic Syrian Bank Ltd	Special Resolution	911908	911908	100	0	0
Approval for Related Party Transaction	Special Resolution	911908	911908	100	0	0

**Procedure for Postal Ballot:**

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, your Company provides electronic voting (e-voting) facility to all its members. Company engaged the services of CDSL for providing e-voting facility to all its members. Members have the option to vote either by physical ballot or through e-voting.

Your Company dispatches the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appear on the Register of Members/ list of beneficiaries as on cut-off date. Postal ballot notice is also sent to members in electronic form to the email addresses registered with the depository participants/ Company's Registrar and Share Transfer Agents. Your Company also publishes a notice in newspapers declaring the details of completion of dispatch and other requirements under Companies Act, 2013 and Rules framed thereunder.

Voting rights are reckoned on the paid-up value of shares of your Company in the names of the shareholders as

on the cut-off date. Members desiring to vote through physical ballot are requested to return the forms, duly completed and signed to as to reach the Scrutinizer before the close of the voting period. Members desiring to exercise their votes by electronic mode are requested to vote before the close of business hours on the last date of e-voting.

The Scrutinizer submits his report to the chairperson, after the completion of scrutiny and the consolidated results of the voting by postal ballot are then announced by the chairperson/ authorised officials of your Company. The results are displayed on the website of your Company, besides being communicated to the Stock Exchanges and CDSL. No special resolution is proposed to be conducted through postal ballot at the forthcoming AGM to be held on September 30, 2017.

### MEANS OF COMMUNICATION

- i. **Quarterly Results:** Results have been published in one leading national (English) business newspaper and in one vernacular (Malayalam) newspaper. The quarterly results and presentations are also displayed on the Company's website [www.anandamrubberco.com](http://www.anandamrubberco.com).
- ii. **Newspapers wherein results normally published**
  1. Financial Express : English daily
  2. Newage : Malayalam daily

### GENERAL SHAREHOLDERS' INFORMATION

1	Annual General Meeting Date and Time Venue	74 <sup>th</sup> Annual General Meeting of shareholders Saturday, September 30, 2017, 11.30AM Registered office
2	Financial Year	April 01, 2016 to March 31, 2017
3	Date of Book closure	24.09.2017 to 30.09.2017 ( both days inclusive)

### MARKET PRICE DATA:

High, Low during each month in last financial year;

Month	High Price	Low Price
April	17.6	12
May	23.45	15.2
June	24.8	17.8
July	22.45	19
August	20.95	16.3
September	18.1	14.5
October	17.5	15.35
November	17.45	15.9
December	19.2	18.3
January	18.5	18.5
February	17.6	17.6
March	17.9	15.5

### DISTRIBUTION OF SHAREHOLDING;

Distribution of Shareholding of the company as on March 31, 2017 is as follows;

No. of Equity shares	Number of Shareholders	% of shareholders	Number of Shares	% of share holding
1 - 500	426	78.89	33998	1.12
501 - 1000	22	4.07	16325	0.54
1001 - 2000	28	5.18	40604	1.33
2001 - 3000	31	5.74	84168	2.77
3001 - 4000	3	0.56	10670	0.35
4001 - 5000	4	0.74	18384	0.60
5001 - 10000	13	2.41	98402	3.24
10001 AND ABOVE	13	2.41	2737449	90.05
<b>Total</b>	<b>540</b>	<b>100.00</b>	<b>3040000</b>	<b>100.00</b>

### 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 have been admitted for Demat with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN Number allotted to the Company is INE618N01014. Shareholders can avail the Demat facility and get their shares in the physical form dematted. Share holders are advised to demat their holdings at the earliest. 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 Limited

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

Ph : 0422- 4958995, 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)

### UNCLAIMED DIVIDEND

During the year under review, the Company has credited Rs. 5920 to the Investor Education and Protection Fund (IEPF) pursuant to Section 125(1) of the Companies Act, 2013. In accordance with Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for seven consecutive years or more.

The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the



Company along with the details of shares liable for transfer in the name of IEPF Authority. The aforesaid details are put on the Company's website and can be accessed at <http://www.anandamrubberco.com/index.php?r=site/investors>.

Pursuant to section 124(6) of the Companies Act, 2013, as amended, and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (the IEPF Rules, 2016) all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more will become due for transfer to the IEPF DEMAT Suspense account. In due compliance of the provisions of rule 6(3) of the IEPF Rules, 2016 the Company had sent individual letters through registered post to, inter alia, all such members requesting them to claim the amount of unpaid dividend on or before the Company proceeds with the transfer of related shares to the IEPF DEMAT Suspense Account. The Company has also published notices in the newspapers intimating the members of the said provisions and these details have been made available on the Company's website.

## **LISTING STATUS**

The Company's shares are listed at National Stock Exchange of India Limited (NSE). The Equity Shares of the company is currently trading at NSE under Stock Code ANANDAMRUB. The Company has paid the listing fees to NSE and the custodian charges to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the financial year ended March 31, 2017

## **SHARE TRANSFER SYSTEM**

In case of shares held in physical form, the transferred share certificates duly endorsed are dispatched within 15 days from the date of receipt of documents, provided documents are valid and complete in all respects. In compliance of the provisions of Listing Regulations, the share transfer system of the Company is audited by a Practicing Company Secretary, every six months and a certificate to that effect is issued by him. The Company holds Stakeholders' Relationship and Share Transfer Committee Meetings as may be required for approving the share transfer, transmission, dematerialization and rematerialization of equity shares.

## **ACKNOWLEDGEMENT**

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

For and on behalf of Board,

**Ashish Maheshwari**  
Managing Director  
DIN: 01575984

**Minoshi Maheshwari**  
Executive Director  
DIN: 01575975

Place: Hyderabad  
Date: 30.08.2017

**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.	NIL
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
	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:	NIL, Increase in remuneration is based on remuneration policy of the Company.
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, 2017

Place: Cochin  
Date: 25.04.2017

Nirej V Paul  
Managing Director  
(DIN: 03407536)



**ANNEXURE-3****Certification by Managing Director and Chief Financial Officer**

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 March 31, 2017 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 March 31, 2017, 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  
CFO & Company Secretary

Place: Cochin  
Date: 25.04.2017

**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, 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 Personnel 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 SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

### 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:**

Particulars	Details
Name(s) of the related party and nature of relationship:	Mr. Nirej V Paul, Promoter Director Dr. Leelamma TJ, Promoter Director Mr. V M Paulose, Promoter Mrs. Jaya Paul, Promoter
Nature of contracts/arrangements/transactions:	1. Investment Purchase Agreement 2. Rent agreement
Duration of the contracts / arrangements/transactions:	2016-17
Salient terms of the contracts or arrangements or transactions including the value, if any:	1. Promoters of the company purchased back 265649 Equity Shares of The Catholic Syrian Bank Ltd from the Company. 2. Company's registered office is working in the rented property of Dr. Leelamma TJ & Nirej V Paul. The company paid Rs. 12,000 as rent for the year.
Date(s) of approval by the Board, if any:	1. November 30, 2016 2. July 30, 2016
Amount paid as advances, if any:	NIL
Auditors Avoided reporting the Rent transaction in their Auditors' report based on the Materiality principle as the amount involved is considered as immaterial.	

**ANNEXURE-7****Form No: MR 3  
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017

[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 31.03.2017 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 30th November 2015, the Company Listed with National Stock Exchange (NSC) and the Company started trading of its Shares on 01st 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 31.03.2017 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:-

- (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. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were duly sent 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 MGT-14	Creation of Charge	17/06/2016	G05510839
Form MGT-15	Report on Annual General Meeting	15/10/2016	G15023799
Form AOC-4(XBRL)	Filing of Financial Statements and Auditors Report along with Report of Directors	26/11/2016	G25304338
Form MGT-7	Filing of Annual Return	29/11/2016	G27103449
Form MGT-14	Approval for availing unsecured loan from Director	08/12/2016	G28832228
Form MGT-14	Disposing of investments in the Catholic Syrian Bank Ltd	13/12/2016	G29329992
Form CHG-4	Satisfaction of Charge	13/01/2017	G32963001

e-Form	Particulars	Date of Filing	SRN
Form CHG-4	Satisfaction of Charge	13/01/2017	G32964595
Form CHG-4	Satisfaction of Charge	13/01/2017	G32966087
Form CHG-4	Satisfaction of Charge	13/01/2017	G32966830
Form MGT-14	Disposing of investments in the Catholic Syrian Bank Ltd	07/02/2017	G35061977
Form CHG-4	Satisfaction of Charge with Hedge Finance Limited	17/03/2017	G38360822
Form MGT-10	Changes in shareholding position of promoters and top ten shareholders	29/03/2017	G39485552

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: 17.08.2017

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: 17.08.2017

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 31ST MARCH 2017  
[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 e-mail: secretarial@anandamrubberco.com Ph:0484 4032952,6596725
6	Whether listed company	Yes (National Stock Exchange of India Ltd)
7	Name, Address and Contact details of Registrar and Transfer Agent	SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006 Contact Person: Vijayalakshmi.S, Ph: 0422 654994 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	01116	0%
2	Tea	01132	0%
3	Investment Activities	65999	100%

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

SL. No.	Name and Address of the Company	CIN	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	Demat	Physical	Total	
(A) Promoters							
(1) Indian							
a) Individuals/ Hindu Undivided Family	1670036	0	1670036	1670036	0	1670036	54.935
b) Central Government/ State Government(s)	0	0	0	0	0	0	0.000
c) Bodies Corporate	0	0	0	0	0	0	0.000
d) Financial Institutions/ Banks	0	0	0	0	0	0	0.000
e) Any Others (Specify)	0	0	0	0	0	0	0.000
TRUSTS	0	0	0	0	0	0	0.000
<b>Sub Total(A)(1)</b>	<b>1670036</b>	<b>0</b>	<b>1670036</b>	<b>1670036</b>	<b>0</b>	<b>1670036</b>	<b>54.935</b>
(2) Foreign							
a) Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0	0	0	0.000
b) Bodies Corporate	0	0	0	0	0	0	0.000
c) Institutions	0	0	0	0	0	0	0.000
d) Qualified Foreign Investor	0	0	0	0	0	0	0.000
e) Any Others (Specify)	0	0	0	0	0	0	0.000
<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</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>1670036</b>	<b>0</b>	<b>1670036</b>	<b>54.935</b>
							<b>0.000</b>

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	
	Total		% of Total Shares		Total		% of Total Shares			
	Demat	Physical	Demat	Physical	Demat	Physical	Demat	Physical		
<b>(B) Public shareholding</b>										
<b>(1) Institutions</b>										
a) Mutual Funds/ UTI										
b) Financial Institutions / Banks	0	2632	2632	0.087	0	2632	2632	0.087	0.000	
c) Central Government/ State Government(s)										
d) Venture Capital Funds										
e) Insurance Companies										
f) Foreign Institutional Investors										
g) Foreign Venture Capital Investors										
h) Qualified Foreign Investor										
i) Any Other (specify)										
FOREIGN PORTFOLIO INV ( CORP.CAT )										
<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>2632</b>	<b>2632</b>	<b>0.087</b>	<b>0</b>	<b>2632</b>	<b>2632</b>	<b>0.087</b>	<b>0.000</b>	
<b>(2) Non-institutions</b>										
<b>a) Bodies Corporate</b>										
i) Indian	757418	0	757418	24.915	733787	0	733787	24.138	-0.777	
ii) Overseas										
<b>b) Individuals</b>										
i) Individual shareholders holding nominal share capital up to Rs 1 lakh	115509	140836	256345	8.433	130602	138654	269256	8.858	0.425	
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	312730	700	313430	10.310	322067	700	322767	10.617	0.307	



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	
c) Others (specify)									
Directors & Relatives	24846	0	24846	0.817	24846	0	24846	0.817	0.000
NON RESIDENT INDIANS	1459	0	1459	0.048	980	0	980	0.032	-0.016
Clearing Members	5713	0	5713	0.188	4596	0	4596	0.151	-0.037
HINDU UNDIVIDED FAMILIES	8121	0	8121	0.267	11100	0	11100	0.365	0.098
<b>Sub-Total (B)(2)</b>	<b>1225796</b>	<b>141536</b>	<b>1367332</b>	<b>44.978</b>	<b>1227978</b>	<b>139354</b>	<b>1367332</b>	<b>44.978</b>	<b>0.000</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1225796</b>	<b>144168</b>	<b>1369964</b>	<b>45.065</b>	<b>1227978</b>	<b>141986</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>2895832</b>	<b>144168</b>	<b>3040000</b>	<b>100.000</b>	<b>2898014</b>	<b>141986</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	
NIREJ V PAUL	607510	19.984	0.000	607510	19.984	0.000	0.000
V M PAULOSE	357624	11.764	0.000	357624	11.764	0.000	0.000
JAYA PAUL	354880	11.674	0.000	354880	11.674	0.000	0.000
T J LEELAMMA	350022	11.514	0.000	350022	11.514	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):	-	-	-	-
At the End of the year	1670036	54.936	1670036	54.936

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

SL. No.	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	748500	24.622	730500	24.030
2	BABU JOSEPH	90140	2.965	100	0.003
3	ABRAHAM VADATH	90100	2.963	100	0.003
4	V ALAGAPPAN	29800	0.980	29800	0.980

SL. No.	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	%
5	USHA SARAOGI	20640	0.679	29100	0.957
6	MURALEEDHARAN K.U.	19000	0.625	19000	0.625
7	KAVYA THILAKARAJ	19000	0.625	19000	0.625
8	BIJEESH M C .	19000	0.625	0	0.000
9	ANSON PAUL K	15050	0.495	9194	0.303
10	LUBA V PAUL	10700	0.351	10700	0.351
11	ASHISH MAHESHWARI	0	0.000	110088	3.621
12	MINOSHI MAHESHWARI	0	0.000	90000	2.961
13	SHAJU MATHAI	3464	0.114	15079	0.496
14	BIMAL KUMAR BEDI	8000	0.263	9930	0.327

#### DETAILS OF TRANSACTION

BENPOS DATE	NAME	Opening balance	Bought	Sold	Closing balance	% of total shares of the company
01-04-2016	HEDGE EQUITIES LIMITED	748500			748500	24.622
02-09-2016		748500		18000	730500	24.030
31-03-2017		730500	0	0	730500	24.030
01-04-2016	BABU JOSEPH	90040			90040	2.962
15-07-2016		90040		2150	87890	2.891
22-07-2016		87890		1615	86275	2.838
29-07-2016		86275		1248	85027	2.797
09-09-2016		85027	3427		88454	2.910
23-09-2016		88454	1933		90387	2.973
30-09-2016		90387	574		90961	2.992
07-10-2016		90961	107		91068	2.996
14-10-2016		91068	13		91081	2.996
21-10-2016		91081	5		91086	2.996
28-10-2016		91086	2		91088	2.996
17-03-2017		91088		91088	0	
01-04-2016		BABU JOSEPH	100			100
31-03-2017	100		0	0	100	0.003
01-04-2016	ABRAHAM VADATH	90000			90000	2.961
17-03-2017		90000		90000	0	
01-04-2016	ABRAHAM VADATH	100			100	0.003
31-03-2017		100	0	0	100	0.003

BENPOS DATE	NAME	Opening balance	Bought	Sold	Closing balance	% of total shares of the company
01-04-2016	V ALAGAPPAN	29800			29800	0.980
31-03-2017		29800	0	0	29800	0.980
01-04-2016	USHA SARAOGI	20640			20640	0.679
13-05-2016		20640	1829		22469	0.739
20-05-2016		22469	658		23127	0.761
27-05-2016		23127	637		23764	0.782
03-06-2016		23764	801		24565	0.808
10-06-2016		24565	416		24981	0.822
17-06-2016		24981	976		25957	0.854
24-06-2016		25957	1498		27455	0.903
30-06-2016		27455	480		27935	0.919
01-07-2016		27935	25		27960	0.920
08-07-2016		27960	435		28395	0.934
15-07-2016		28395	1374		29769	0.979
22-07-2016		29769	500		30269	0.996
29-07-2016		30269	750		31019	1.020
26-08-2016		31019	100		31119	1.024
02-09-2016		31119	611		31730	1.044
09-09-2016		31730	146		31876	1.049
23-09-2016		31876	500		32376	1.065
30-09-2016		32376			28100	0.924
07-10-2016		28100	500		28600	0.941
02-12-2016	28600	500		29100	0.957	
31-03-2017	29100	0		29100	0.957	
01-04-2016	MURALEEDHARAN K.U.	19000			19000	0.625
31-03-2017		19000	0	0	19000	0.625
01-04-2016	KAVYA THILAKARAJ	19000			19000	0.625
31-03-2017		19000	0	0	19000	0.625
01-04-2016	BIJEESH M C .	19000			19000	0.625
24-03-2017		19000		19000	0	
01-04-2016	ANSON PAUL K	15000			15000	0.493
29-04-2016		15000		1000	14000	0.461
26-08-2016		14000	19		14019	0.461
02-09-2016		14019	20		14039	0.462
09-09-2016		14039	1		14040	0.462
07-10-2016		14040		504	13536	0.445
14-10-2016		13536		499	13037	0.429
21-10-2016		13037		481	12556	0.413



28-10-2016		12556		1001	11555	0.380
25-11-2016		11555		1	11554	0.380
02-12-2016		11554		2400	9154	0.301
31-03-2017		9154	0	0	9154	0.301
01-04-2016	ANSON PAUL K	50			50	0.002
31-03-2017		50	0	0	50	0.002
01-04-2016	LUBA V PAUL	10000			10000	0.329
31-03-2017		10000	0	0	10000	0.329
17-03-2017	ASHISH MAHESHWARI	0	91088		91088	2.996
24-03-2017		91088	19000		110088	3.621
31-03-2017		110088	0	0	110088	3.621
17-03-2017	MINOSHI MAHESHWARI	0	90000		90000	2.961
31-03-2017		90000	0	0	90000	2.961
01-04-2016	SHAJU MATHAI	3464			3464	0.114
08-04-2016		3464	149		3613	0.119
15-04-2016		3613	392		4005	0.132
22-04-2016		4005	3477		7482	0.246
10-06-2016		7482		500	6982	0.230
30-06-2016		6982		953	6029	0.198
08-07-2016		6029		1700	4329	0.142
12-08-2016		4329		1000	3329	0.110
02-09-2016		3329	11900		15229	0.501
30-09-2016		15229		150	15079	0.496
31-03-2017		15079	0	0	15079	0.496
01-04-2016	BIMAL KUMAR BEDI	8000			8000	0.263
02-12-2016		8000	1930		9930	0.327
31-03-2017		9930	0	0	9930	0.327
01-04-2016	LUBA V PAUL	700			700	0.023
31-03-2017		700			700	0.023

**(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
T J LEELAMMA	350022	11.514	350022	11.514	0.000
P P ZIBI JOSE	24846	0.817	24846	0.817	0.000
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				
i) Principal Amount	20,20,748	NIL	NIL	20,20,748
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>20,20,748</b>	<b>-</b>	<b>-</b>	<b>20,20,748</b>
Change in Indebtedness during the financial year				
• Addition	-			
• Reduction	(20,20,748)			(20,20,748)
Net Change Indebtedness at the end of the financial year	0		0	
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

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

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager:  
Managing Director is not drawing any remuneration.
- 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			Total
	Particulars	CEO	CFO & Company Secretary	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary	-	5,40,000	5,40,000
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	<b>Total</b>	-	5,40,000	5,40,000

**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	-	-	-	-	-

## Management Discussion and Analysis Report

### 1. Company 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 74 years old company, from its incorporation includes both Plantation business and also to function as an Investment Company. After the sale of last estate of Company (Pookkulam estate) in 1989, Company functions as an Investment Company.

On March 15, 2017, Balaxi Overseas Private Limited (BOPL) entered into a Share Purchase Agreement ('SPA') with the erstwhile promoters of Company i.e. Mr. Nirej V. Paul, Mr. V. M. Paulose, Dr. T. J. Leelamma and Mrs. Jaya Paul to acquire 1,670,036 Equity Shares representing 54.94% of paid up share capital of the Company along with control over the Company, pursuant to which BOPL made an open offer under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011. Under the said Open Offer, BOPL acquired 3,30,000 equity shares representing 10.86% equity share capital of the Company. On completion of the Open Offer, Balaxi Overseas Private Limited became the holding and Promoter Company with an aggregate shareholding of 2000036 Equity Shares (ie 65.79%). Consequently, the erstwhile promoters stepped down as promoters from Company on same day and Mr. Nirej V. Paul and Dr. Leelamma TJ resigned as Managing Director and as Chairperson from the Company, respectively.

Balaxi Group is a professionally managed conglomerate of companies with interest in Pharmaceutical and Builders Hardware. Balaxi headquarters is based in Dubai with sourcing offices in China and India. Pharmaceutical Formulations are contract manufactured from WHO-GMP approved manufacturing plants in China, Europe and India. Balaxi is a market leader in making quality healthcare products across Central & West Africa. Balaxi is also a market leader in providing quality and affordable hardware products for construction industry and hardware market.

### 2. Opportunities, Threats, Risks and product-wise performance.

Company was incorporated with a basic objective of running Rubber and Tea plantations and owns several plantations across south India. In the year 1989 company sold its entire plantations and temporarily exited from plantation business to meet the emerging business needs and started concentrating in Investment activity.

During the Period under review Company was holding 265649 Equity Shares of The Catholic Syrian Bank Ltd (CSB). Book value of the Investment was Rs. 3, 27,31,788 (Rupees Three Cores Twenty

Seven Lakhs Thirty One Thousand Eighty Eight). The entire Capital of the Company was invested in Equity Shares of Bank. Company invested in the Bank foreseeing the proposed Initial Public Offering (IPO) plans of Bank and was expecting a good return. But due to the alarming increase in Non Performing Assets (NPA) & Accumulated Losses, Bank was forced to withdraw their plans for IPO, even though they got the Approval from SEBI for their Draft Red Hearing Prospectus (DRHP). Bank also reported 150 Crores net loss the in the Audited Financial Year 2016. Considering the financial position of the company, Board and shareholders decided to liquidate the said investment and the investments were sold back to the erstwhile promoters of the company for an aggregate value of Rs. 2,65,64900(Rupees Two Crores Sixty Five Lakhs Sixty Four Thousand Nine hundred).

### **3. Outlook**

The company is expecting steady increase in growth rate in investment sector of the country. The management of company is constantly analyzing and find out the new avenues for investment activities. Since the economic growth of the county is increasing accompanying by 'make in India' campaign, company is hoping that the coming years investment sector is going to witness a bullish growth and the company can reap benefits from the this growth.

Main objects of the company got amended by including activities such as trading, manufacturing of Pharmaceuticals and Hardware products vide Postal Ballot passed on August 08, 2017. Company is also actively considering the options for exploring the potentials of trading and manufacturing in pharmaceuticals and hardware products along with the main objects of investment activity. The track record of the holding company will be an added advantage in this regard. As the Balaxi is a market leader in making quality healthcare products across Central & West Africa with more than 600 pharmaceutical products manufactured in India, China and Europe under their own brand name with ready technical dossiers and more than 400 products from various multinational brands from Europe. In Angola, they are the pharmaceutical distributors with the largest range of medicines. Balaxi is also a market leader in providing quality and affordable hardware products for the construction industry and the hardware market. They have a range of more than 300 Builders Hardware products in the world market.

### **4. 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 for maintaining accountability of assets.

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

Please refer to Directors' Report on performance review.

**6. Material developments in Human Resources / Industrial Relations front.**

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. 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 success. Company had 3 permanent employees in its rolls as on March 31, 2017.



## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF  
THE ANANDAM RUBBER COMPANY LIMITED (L25191KL1942PLC000045).

### **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 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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 2017, 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, 2016 ("the Order") issued by the Central Government of India in terms of section 143 (11) of the Company Act, 2013, 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 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 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 and
- iv. the Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 To 30th December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer Note 2.26 to the standalone financial statements.

Kochi,  
25<sup>th</sup> April 2017

For MOHAN & RAVI  
Chartered Accountants  
FRN: 5167 S

Venkiteswaran T N  
(Partner)  
M. No: 217768

## 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 2017, 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 property, 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 un disputed 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 2017 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, No material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) 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) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (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 the directors and hence the clause is 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 is not applicable

Kochi,  
25<sup>th</sup> April 2017

For MOHAN & RAVI  
Chartered Accountants  
FRN: 5167 S

Venkiteswaran T N  
(Partner)  
M. No: 217768

## 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 the ANANDAM RUBBER COMPANY LIMITED ('the Company') as of 31 March 2017 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 2017, 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.

Kochi,  
25<sup>th</sup> April 2017

For MOHAN & RAVI  
Chartered Accountants  
FRN: 5167 S

Venkiteswaran T N  
(Partner)  
M. No: 217768

## BALANCE SHEET AS AT MARCH 31, 2017

Particulars	Note No	Rupees in hundreds as at March 31	
		2017	2016
<b>EQUITY AND LIABILITIES</b>			
Shareholders fund			
a) Share Capital	2.1	3,04,000.00	3,04,000.00
b) Reserves & Surplus	2.2	(68,083.43)	10,871.84
		2,35,916.57	3,14,871.84
<b>Non-current liabilities</b>			
a) Deferred tax liabilities(Net)		-	-
b) Long-term borrowings		-	-
c) Long term provisions		-	-
d) Other long term liabilities		-	-
<b>Current liabilities</b>			
a) Short term borrowings	2.4	(53.24)	20,207.48
b) Trade payables	2.7	26.59	-
c) Other Current liabilities	2.5	3,393.73	3,458.78
d) Short-term provisions	2.6	18,373.63	18,453.50
		21,740.71	42,119.76
<b>TOTAL</b>		<b>2,57,657.27</b>	<b>3,56,991.60</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
a) Fixed assets			
(i) Tangible assets	2.8	238.07	374.54
(ii) Intangible		-	-
b) Non-current investments	2.9	35.00	3,27,365.88
c) Deferred tax assets(net)	2.3	3,581.29	3,581.29
d) Other non current assets		-	-
<b>Current assets</b>			
a) Current investment	2.10	-	1,465.00
b) Trade Receivables	2.11	-	202.74
c) Cash and cash equivalents	2.12	2,30,383.22	517.42
d) Short-term loans and advances		-	-
e) Other current assets	2.13	23,419.69	23,484.74
		2,53,802.91	25,669.89
<b>TOTAL</b>		<b>2,57,657.27</b>	<b>3,56,991.60</b>
Significant Accounting Policies and Notes on Accounts	1 & 2	(0.00)	(0.00)

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: 25 April, 2017

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, 2017

Rupees in hundreds

Particulars	Note No	Figures for the Year ended March 31, 2017	Figures for the Year ended March 31, 2016
Revenue from operation	2.14	(61,445.81)	4,751.12
Other Income	2.15	194.74	162.20
<b>Total Revenue</b>		<b>(61,251.07)</b>	<b>4,913.32</b>
<b>Expenses:</b>			
Employee benefit expenses	2.16	6,500.00	5,617.00
Finance cost	2.17	4,119.40	4,631.31
Depreciation	2.8	136.47	218.31
Other expenses	2.18	6,948.33	6,078.06
<b>Total expenses</b>		<b>17,704.20</b>	<b>16,544.67</b>
Profit before exceptional and extraordinary items and tax		(78,955.27)	(11,631.36)
Exceptional items		-	-
Profit before extraordinary items and tax		(78,955.27)	(11,631.36)
Tax expense:			
(1) Current Tax		-	
(2) Deferred Tax			(3,594.09)
<b>PROFIT/LOSS AFTER TAX</b>		<b>(78,955.27)</b>	<b>(8,037.27)</b>
Profit/(Loss) from discontinuing operations		-	-
<b>EARNIG PER EQUITY SHARE</b>			
Equity shares of par value Rs.10/- each			
Number of shares		30,40,000	30,40,000
Basic and Diluted ( Rs.)		(2.60)	(0.26)
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

(Partner), M. No: 217768

Place: Kochi

Date: 25 April, 2017

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

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Rupees in hundreds

Particulars	Note No	2017	2016
Cash flow from Operating activities:			
Net profit before tax and extra ordinary item		(78,955.27)	(11,631.36)
Adjustments for reconciling profit before tax to cash generated by operating activities			
Depreciation and amortization		136.47	218.31
Interest/dividend and income from sale of shares		(194.74)	(162.20)
Adjustment for			
Trade and other receivable		267.79	182.07
Trade and other payable		(20,379.06)	7,927.34
<b>Cash generated from operations</b>		<b>(99,124.81)</b>	<b>(3,465.84)</b>
Income taxes paid		-	-
Refund of income tax		-	-
Cash flow before extra ordinary item		(99,124.81)	(3,465.84)
Net cash generated/(used in) operating activities		(99,124.81)	(3,465.84)
Cash flow Investing activities:			
Interest received		188.49	-
Sale of investments (net)		3,28,795.88	12,999.82
Unpaid redeemable preference share paid off		-	-
Acquisition of fixed assets		-	(380.00)
Income from MF investments		-	-
Dividend received		6.25	162.20
Net cash provided by / (used in) investing activities		3,28,990.62	12,782.02
Cash flow from Financing activities:			
Proceeds from Preferential allotment of Equity shares		-	-
Dividend paid including dividend tax		-	(10,995.19)
Loans/advances		-	-
Net cash used in financing activities		-	(10,995.19)
Net increase/(decrease) in cash and cash equivalents		2,29,865.80	(1,679.01)
Cash and cash equivalents at the beginning		517.42	2,196.43
Cash and cash equivalents at the end		2,30,383.21	517.42
Significant Accounting policies and notes on accounts	1 & 2		

As per our report of even date attached:

For MOHAN & RAVI

Chartered Accountants (FRN: 51675)

Venkiteswaran T N

(Partner), M. No: 217768

Place: Kochi

Date: 25 April, 2017

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



## 2. NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2017

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

### 2.1 SHARE CAPITAL

Particulars	Rupees in hundreds as at March 31	
	2017	2016
<b>SHARE CAPITAL</b>		
Authorised share capital 40,00,000 Equity Shares of Rs.10/- each	4,00,000.00	4,00,000.00
Issued Subscribed and Paid up 30,40,000 Equity Shares of Rs.10/- each fully paid up (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)	3,04,000.00	3,04,000.00
<b>Total</b>	<b>3,04,000.00</b>	<b>3,04,000.00</b>

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

Particulars	Rupees in hundreds as at March 31	
	2017	2016
Outstanding at the beginning of the reporting period	30,40,000	30,40,000
Issued during the year		
Outstanding at the end of the reporting period	30,40,000	30,40,000

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

Particulars	As at March 31	
	2017	2016
<b>Nirej V Paul</b>		
Number of shares	6,07,510	6,07,510
% of shares	19.98	19.98
<b>VM Paulose</b>		
Number of shares	3,57,624	3,57,624
% of shares	11.76	11.76
<b>Jaya Paul</b>		
Number of shares	3,54,880	3,54,880
% of shares	11.67	11.67
<b>TJ Leelamma</b>		
Number of shares	3,50,022	3,50,022
% of shares	11.51	11.51
<b>HEDGE EQUITIES LIMITED</b>		
Number of shares	7,30,500	7,48,500
% of shares	24.03	24.67

**2.2 RESERVES AND SURPLUS**

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
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		
<b>Closing balance</b>	<b>2,105.93</b>	<b>2,105.93</b>
Surplus (Opening balance)	(5,434.09)	2,142.29
Add: Current year profit/loss transferred after tax	(78,955.27)	(8,037.27)
Amount for appropriation	(84,389.36)	(5,894.97)
Appropriations:		
Bonus issue	-	-
Transferred to General Reserve	-	-
Proposed Dividend	-	-
Excess of Dividend tax Provision		460.88
Surplus closing balance	(84,389.36)	(5,434.09)
Share premium	11,700.00	11,700.00
<b>Total</b>	<b>(68,083.43)</b>	<b>10,871.84</b>

**2.3 DEFERRED TAXES**

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
Deferred tax liability	(3,581.29)	12.80
Add: current year Deferred tax Assets		3,594.09
<b>Total</b>	<b>(3,581.29)</b>	<b>(3,581.29)</b>

**2.4 SHORT TERM BORROWINGS**

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
Loan repayable on Demand- OD from Hedge Finance Ltd (Pledge of 2,20,000 CSB shares held by the Company)	(53.24)	20,207.48
<b>Total</b>	<b>(53.24)</b>	<b>20,207.48</b>

**2.5 OTHER CURRENT LIABILITIES**

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
Unpaid dividend Accounts	3,139.23	3,204.28
Unpaid redeemable preference shares	254.50	254.50
Expenses payable	-	-
<b>Total</b>	<b>3,393.73</b>	<b>3,458.78</b>

## 2.6 SHORTTERM PROVISIONS

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
Dividend tax	-	-
Provision for taxation	17,948.63	17,948.63
Accounting charge payable	75.00	110.00
Audit fee Payable	350.00	314.87
Rent payable		80.00
<b>Total</b>	<b>18,373.63</b>	<b>18,453.50</b>

## 2.7 TRADE PAYABLE

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
Unsecured considered good		
Out standing for a period exceeding 6 months	-	-
Others	26.59	
<b>Total</b>	<b>26.59</b>	<b>-</b>

## 2.9 INVESTMENTS

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
<b>NON CURRENT INVESTMENTS</b>		
Long term investment at cost		
(i) Quoted Investments		
Century Enka Limited - 35 Equity shares of Rs.10/- each, Market value as on 31/03/2017, Rs.14970/-	35.00	35.00
(ii) Unquoted Investments at Cost		
Catholic Syrian Bank - 265649 Equity shares of Rs.10/- each	-	3,27,317.88
Cochin International Airport Limited(CIAL)-26 Equity shares of Rs.10/- each	-	13.00
<b>Total</b>	<b>35.00</b>	<b>3,27,365.88</b>

## 2.10 CURRENT INVESTMENTS

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
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
<b>Total</b>	<b>-</b>	<b>1,465.00</b>

### 2.11 TRADE RECEIVABLES

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
Unsecured considered good		
Out standing for a period exceeding 6 months	-	-
Others		202.74
<b>Total</b>	<b>-</b>	<b>202.74</b>

### 2.12 CASH AND CASH EQUIVALENTS

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
Cash on hand	95.60	180.73
Balances with banks		
Syndicate bank	316.77	136.77
HDFC Bank a/c 50200009596498	-	1.31
HDFC Bank a/c 15108630000014	(29.14)	198.61
YES BANK	2,30,000.00	
<b>Total</b>	<b>2,30,383.22</b>	<b>517.42</b>

### 2.13 OTHER CURRENT ASSETS

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
Tax deducted at source	2,099.31	2,099.31
Income Tax	18,181.15	18,181.15
Others ( Unpaid dividend accounts)	3,139.23	3,204.28
<b>Total</b>	<b>23,419.69</b>	<b>23,484.74</b>

### 2.14 REVENUE FROM OPERATIONS

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
Income ( Net ) from Share Trading	61,445.81	4,751.12
<b>Total</b>	<b>61,445.81</b>	<b>4,751.12</b>

### 2.15 OTHER INCOME

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
Dividend income	6.25	162.20
Income from Mutual fund	-	-
Interest from bank	188.49	-
<b>Total</b>	<b>194.74</b>	<b>162.20</b>

**2.16 EMPLOYEE BENEFIT EXPENSES**

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
Salary and allowances	6,500.00	5,617.00
<b>Total</b>	<b>6,500.00</b>	<b>5,617.00</b>

**2.17 FINANCE COST**

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
Interest on Overdraft with Hedge Finance Ltd & Bank charges	4,119.40	4,631.31
<b>Total</b>	<b>4,119.40</b>	<b>4,631.31</b>

**2.18 ADMINISTRATION & OTHER EXPENSES**

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
Commission	-	40.00
Postage & Courier charges	169.06	85.93
Repairs & Maintenance	74.75	115.00
Printing and stationery	176.75	319.01
Advertising expenses	420.51	301.86
DP Charges	12.63	21.10
Office expenses	51.38	272.48
Professional charges	431.16	603.81
ROC filing fee and expenses	75.01	125.90
Travelling expenses	579.61	20.18
Auditing fee	350.00	314.87
CDSL Custody Fee	302.70	103.05
MSE Listing Fee	-	56.18
Nsdl Custody Fee	-	110.74
NSE processing fee	2,290.00	2,248.00
Pref Issue 2014 Exp	-	-
Secreterial Charges	802.20	500.47
Share Transfer Stamps	-	12.15
Telephone Charges	-	15.00
Website Expenses	9.99	40.00
Late Payment Interest on TDS	0.02	51.74
Newspaper Charges	31.65	10.59
Rent	120.00	110.00
Accounting Charges	300.00	600.00
Agreement Renewal Charge	100.00	-
Electricity	29.50	-
Water bill	11.00	-
Bad debts written off	120.00	-
RTA fee	490.41	-
<b>Total</b>	<b>6,948.33</b>	<b>6,078.06</b>

## 2.8 FIXED ASSETS

(Amount in Rs.)

Particulars	Rate	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		As on 01/04/2016	Additions	Disposals	TOTAL	UPTO 31/03/2016	FOR THE YEAR	Written Back	TOTAL	As on 31/03/2017	As on 31/03/2016
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	1,572.00	1,055.00	-	2,627.00	3,021.00	4,076.00
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	19,683.00	2,771.00	-	22,454.00	1,616.00	4,387.00
Software	63.16	16,500.00	-	-	16,500.00	7,595.00	5,624.00	-	13,219.00	3,281.00	8,905.00
Cabinet	25.89	17,900.00	-	-	17,900.00	4,622.00	3,438.00	-	8,060.00	9,840.00	13,278.00
Chair	25.89	3,600.00	-	-	3,600.00	669.00	759.00	-	1,428.00	2,172.00	2,931.00
<b>TOTAL</b>		<b>1,45,260.00</b>	<b>-</b>	<b>-</b>	<b>1,45,260.00</b>	<b>1,07,806.00</b>	<b>13,647.00</b>	<b>-</b>	<b>1,21,453.00</b>	<b>23,807.00</b>	<b>37,454.00</b>

## 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 under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India and the provisions of the Companies Act, 2013, and guidelines issued by the Securities and Exchange Board of India (SEBI).

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

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**

SL. No.	Particulars	2016-2017	2015-2016
1.	Statutory Audit under the Companies Act	30435/-	27,500/-
2.	Service Tax	4565/-	3987/-
3.	Expenses reimbursement	-	-
	<b>Total</b>	<b>35000/-</b>	<b>31487/-</b>

**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, 2017.

**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.





## 2.25 Related Party Transactions:

The Company had sold the investments in Equity shares of Catholic Syrian bank Ltd (CSB , an unlisted banking company) held in its name to the promoters as below:

Name	Relationship	Nature of transaction	Consideration Received
Mr.Nirej V Paul	Promoter & MD	Sale of 90000 equity shares of CSB Ltd @ Rs 100	Rs.90,00,000/-
Dr.T J Leelamma	Promoter & Director	Sale of 55000 equity shares of CSB Ltd @ Rs 100	Rs.55,00,000/-
Mr.V M Paulose	Father of Director Mr. Nirej V Paul	Sale of 60649 equity shares of CSB Ltd @ Rs 100	Rs.60,64,900/-
Mrs.Jaya Paul	Wife of Director Mr. Nirej V Paul	Sale of 60000 equity shares of CSB Ltd @ Rs 100	Rs.60,00,000/-
<b>TOTAL</b>			<b>Rs.2,65,64,900/-</b>

## 2.26 Disclosure on Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December, 30 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs*	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	NIL	Rs.11040.50	Rs.11040.50
(+) Permitted receipts Withdrawal from Bank	NIL	Rs. 5000.00	Rs. 5000.00
(-) Permitted payments	NIL	(Rs.1400.00)	(Rs.1400.00)
(-) Amount deposited in Banks	NIL	NIL	NIL
Closing cash in hand as on December 30, 2016	NIL	Rs.14640.50	Rs.14640.50

\* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8<sup>th</sup> November, 2016.

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: 25 April, 2017

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**

CIN: L25191KL 1942PLC000045

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



# 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.

**Corporate Office:**

Plot No.409, 3rd Floor Maps Towers, Jubilee Hills, Road No:81, Hyderabad, Telangana-500096

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

## **Notice of 74<sup>th</sup> Annual General Meeting**

Notice is hereby given that the 74<sup>th</sup> Annual General Meeting of the Members of The Anandam Rubber Company Limited will be held on Saturday, 30<sup>th</sup> Day of September 2017 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 Financial Statements for the Financial Year Ended March 31, 2017, which includes the Balance Sheet, Statement of Profit & Loss, Cash Flow Statement as at that date, the Auditor's Report thereon and the Board's Report.
2. To appoint a Director in place of Mrs. Minoshi Maheshwari (DIN: 01575975) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint **M/s. S R B C & CO LLP**, Chartered Accountants (Firm Registration No. 324982E /E300003), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E /E300003), be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s. Mohan & Ravi, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2022 (subject to ratification of their appointment at every Annual General Meeting, if so required under the Act), at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and reimbursement of travel and out-of-pocket expenses.”

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

Place: Hyderabad

Date: 07.08.2017

**NIDHIN JOSE  
Company Secretary**

### **Registered Office:**

41/298 – D2, 2nd Floor, Saniya Plaza,  
Mahakavi Bharathiyar Road, Near KSRTC Bus Stand,  
Cochin, Kerala – 682 035.

CIN: L25191KL1942PLC000045

**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 or Corporate 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. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purposes.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of businesses under item nos. 3 & 4 of the Notice, is annexed herewith. For item no. 3, the explanatory statement is provided though strictly not required as per Section 102 of the Act. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under item no. 2 of the Notice, are also annexed.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2017 to September 30, 2017 (both days inclusive). Transfers received during the book closure will be considered only after re-opening of register of Members.
6. 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.
7. 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).
8. 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.
9. 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.

10. 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.

**11. 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. September 23, 2017 may cast their vote electronically.
- d. The e-voting period commences at 9:00 a.m. on Wednesday, September 27, 2017 and ends at 5:00 p.m. on Friday September 29, 2017. 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 at 9:00 a.m. on Wednesday, September 27, 2017 and ends at 5:00 p.m. on Friday September 29, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2017, 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:

For Members holding shares in Demat Form and Physical Form	
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 Folio number / Demat id in the PAN field.</li> <li>In case the Folio number / Demat id 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 Folio number / Demat id 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the Demat 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. 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 or 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 September 30, 2017.
12. Electronic copy of the Annual Report and Notice of the 74<sup>th</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 74<sup>th</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.
13. Pursuant to Sections 205A and 205C, and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/ unpaid dividend, for a period of seven years from the date they became due for payment, were required to be transferred to Investor Education and Protection Fund (IEPF). Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), came into with effect from September 7, 2016, also contain similar provisions for transfer of such amounts to the IEPF. Accordingly, all unclaimed/unpaid dividend, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, have been transferred to the IEPF.
14. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account notified by the Authority. The Company has sent individual notices to all the shareholders whose dividends are lying unpaid/unclaimed against their name for seven consecutive years or more and also advertised on the Newspapers seeking action from the shareholders. Shareholders are requested to claim the same as per procedure laid down in the Rules. In case the dividends are not claimed by the due date(s), necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, shareholders are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Shareholders can file only one consolidated claim in a financial year as per the IEPF Rules.

Shareholders who have not yet encashed their dividend warrant(s) pertaining to the dividend for the financial year 2009-10 onwards for the Company, are requested to lodge their claims with the RTA. It may be noted that the unclaimed dividend for the financial year 2009-10 declared by the Company on September 30, 2010 can be claimed by the shareholders by October 30, 2017.

15. Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules, 2012, the Company shall provide/host the required details of unclaimed dividend amounts referred to under Section 205 C(2) of the Companies Act, 1956 on its website and also in the Ministry of Corporate Affairs (MCA) website in

the relevant form every year. For the financial year ended March 31, 2016, the information on unclaimed dividend as on the last date of AGM, i.e., September 30, 2016 was filed with the MCA and hosted on the website of the Company.

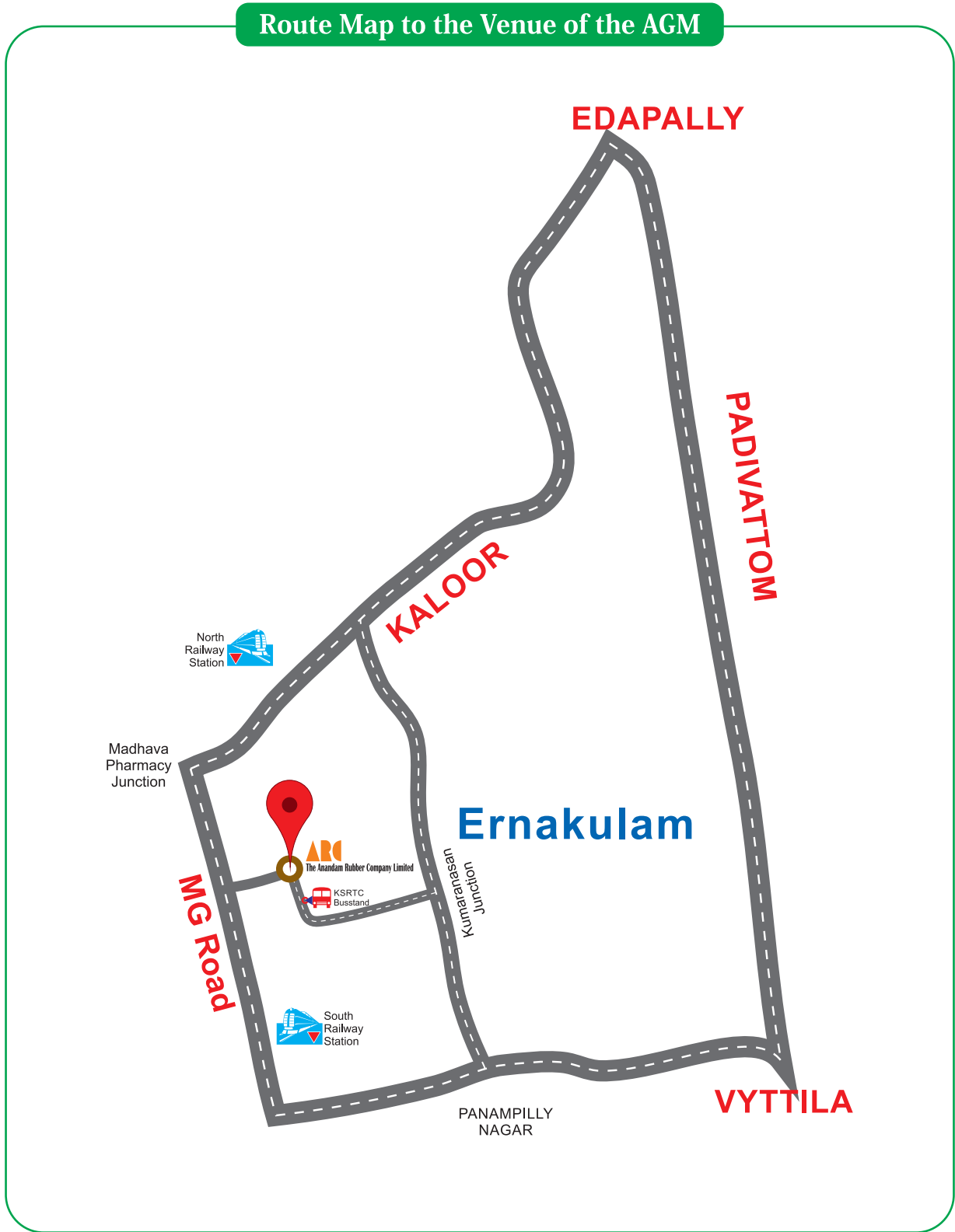
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the Depository Participant(s). 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). Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
17. 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.
18. 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.
19. 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.
20. 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.
21. Kindly register your email address and contact details with us, by writing to us addressed to the Secretarial Department at our Corporate office, or at our e-mail ID: [secretarial@balaxi.in](mailto:secretarial@balaxi.in) This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
22. 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.
23. 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"**.
24. Exclusive e-mail id for redressal of investor complaints

E-Mail ID : [secretarial@balaxi.in](mailto:secretarial@balaxi.in)

Compliance Officer : Nidhin Jose

Telephone No : +91 40 2355 2760

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



## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No: 2

**Additional information on Directors recommended for appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and Secretarial Standards (SS-2) in respect of Appointment/ Re-appointment of Directors:**

<b>Name of Director</b>	Minoshi Maheshwari
<b>Category</b>	Executive Director
<b>DIN</b>	01575975
<b>Date of Birth and Age</b>	08.07.1972, 44 Years
<b>Qualifications</b>	B.Com (Hons)
<b>Brief Resume along with nature of expertise</b>	Mrs. Minoshi Maheshwari is a Business woman. She is a Commerce Graduate and is having more than 10 years business experience. She also holds Directorship in other Companies of Balaxi Group. She is having a vast experience in administration, trading, Pharma Sector and other allied business fields. She is one among the Co-founder of Balaxi Group
<b>First Appointment on the Board</b>	04/05/2017
<b>Terms &amp; Conditions of Appointment</b>	Appointment under Director liable to retire by rotation
<b>Remuneration Details</b>	NIL
<b>Relationship with other Directors/ Manager/KMP</b>	Spouse of Managing Director
<b>Shareholding in the Company</b>	3.47%
<b>Other Directorships</b>	Balaxi Overseas Private Limited
<b>Committee Positions in the Company</b>	Member of Stakeholders Relationship Committee

### Item No.3

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

In accordance with the provisions of Section 139 of the Companies Act, 2013 (the Act), read with rules made thereunder M/s Mohan & Ravi, Chartered Accountants were appointed as the Statutory Auditors of the Company at the 71<sup>st</sup> Annual General Meeting (AGM) held on August 16, 2014 to hold office till the conclusion of this Annual General Meeting who shall complete their tenure as provided in the Act.

The Board of Directors has based on the recommendation of the Audit Committee, at its meeting held on August 30, 2017 proposed the appointment of M/s. S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003), as the Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this AGM till the conclusion of the 79<sup>th</sup> Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment at every Annual General Meeting, if so required under the Act.

M/s SRBC & CO LLP, have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The Board recommends the ordinary resolution as set out in Item No. 3 of this Notice for your approval.

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

Place: Hyderabad

Date: 07.09.2017

**NIDHIN JOSE  
Company Secretary**

**Registered Office:**

41/298 – D2, 2nd Floor, Saniya Plaza,  
Mahakavi Bharathiyar Road, Near KSRTC Bus Stand,  
Cochin, Kerala – 682 035.

CIN: L25191KL1942PLC000045



# 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.

**Corporate Office:**

Plot No.409, 3rd Floor Maps Towers, Jubilee Hills, Road No:81, Hyderabad, Telangana-500096

**Website:** www.anandamrubberco.com | **Email:** secretarial@balaxi.in

## 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 74th Annual general meeting held on Saturday, 30th day of September 2017 at the Registered office of the Company at 41/298 - D2, 2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road, Near KSRTC Bus 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 Board's Report & Financial Statements for year ended March 31, 2017		
2.	Appoint a Director in place of Mrs. Minoshi Maheshwari (DIN: 01575975), who retires by rotation, and being eligible, offers herself for reappointment.		
3.	Appoint M/s. S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E /E300003), as the Statutory Auditors		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of Share holder

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.



# 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.

**Corporate Office:**

Plot No.409, 3rd Floor Maps Towers, Jubilee Hills, Road No:81, Hyderabad, Telangana-500096

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



## ATTENDANCE SLIP

Name & Address of the Shareholder	Master Folio Number	Number of Shares Held



I hereby record my presence at the SEVENTY-FORTH ANNUAL GENERAL MEETING of the Company held at the Registered Office of the Company at 41/298 - D2, 2<sup>nd</sup> Floor, Saniya Plaza, Mahakavi Bharathiyar Road, ear KSRTC Bus Stand, Cochin – 682035 on September 30, 2017 at 11.30 A.M.

Signature of attending Member or Proxy:





