

72nd

**ANNUAL REPORT
2014- 2015**



THE ANANDAM RUBBER COMPANY LIMITED

<u>BOARD OF DIRECTORS:</u>	Dr. T.J. Leelamma	- Chairperson
	P P Zibi Jose	- Independent Director
	Santhosh M Sunny	- Independent Director
	Nirej V. Paul	- Managing Director
<u>CHIEF FINANCIAL OFFICER:</u>	Nidhin Jose	
<u>COMPANY SECRETARY:</u>	Bhagavathy Sankaranarayanan	
<u>AUDITOR:</u>	Mohan & Ravi	
	Chartered Accountants, 39/5528 C,	
	SA Road, Cochin - 36	
<u>SECRETARIAL AUDITORS:</u>	BVR & Associates, Company Secretaries, Swastika,	
	53/3933, Lal Salam Road, Ponnuruni road, Vytilla,	
	Kochi- 682019	
<u>BANKERS:</u>	HDFC Bank Ltd, Iyyattilmukku Jn., Ernakulam	
	Syndicate Bank, Kottayam	
<u>REGISTRAR & SHARE TRANSFER</u>		
<u>AGENT:</u>	SKDC Consultants Ltd., Kanapathy Towers, 3 rd Floor,	
	1391/A1, Sathy Road Ganapathy, Coimbatore – 641	
	006, Ph : 0422 – 6549995, 2539835	
<u>REGISTERED OFFICE :</u>	41/298 – D2, 2 nd Floor, Saniya Plaza, Mahakavi	
	Bharathiyar Road, Near KSRTC Bus Stand, Ernakulam,	
	Kerala, Cochin – 682 035	
<u>WEBSITE</u>	www.anandamrubberco.com	
<u>CORPORATE ID NO.(CIN)</u>	L25191KL1942PLC000045	

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DIRECTORS' REPORT

To the members of The Anandam Rubber Company Limited

The Directors have pleasure in presenting the Annual Report and audited accounts for the year ended March 31, 2015.

The Company has made a net profit of Rs.1023544 /- during the financial year ended 2014- 15 as compared to the net profit of Rs. 1095288/- for the previous financial year.

The summarized results of the Company are given below:

Particulars	2014-15 Rs.	2013-14 Rs.
Gross Income	2,412,280.17	1,929,172.78
Profit before taxation	1471464.35	1,489,288.29
Provision for taxation	447920.00	394,000.00
Profit after taxation	1023544.35	1095288.29
NON RECURRING AND EXCEPTIONAL ITEMS:		
Excess provision created on Income Tax written back	-	-
Profit and loss account balance as at April 1,	335804.00	59,480.41
Available for appropriation	1359348.35	1,154,768.70
Appropriations:		
Bonus Issue	-	-
Transfer to General Reserve	-	-
Proposed dividend	912,000.00	700,000.00
Corporate income tax on equity dividend	233119.00	118,965.00
Profit and Loss Account Balance	214229.35	335,803.70

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

No Material changes and commitments, affecting the financial position of the Company has been occurred between the end of the financial year 2014-15 and till the date of this report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

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

DIVIDEND

The Directors recommend the payment of 3% dividend for the financial year ended March 31, 2015. The dividend will absorb Rs.9,12,000/-. The dividend distribution tax amounting to Rs. 2,33,119/- will also be absorbed by the company.

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) Rules, 2014 are annexed to this report [**Annexure 1**].

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules forms part of the Report.

None of the employees are drawing Rs. 5,00,000/- and above per month or Rs.60,00,000/- and above in aggregate per annum, the limits prescribed under Section 134 of the Companies Act,2013

CORPORATE GOVERNANCE

Your Company is fully compliant with the Corporate Governance guidelines, as laid out in Clause 49 of the Listing Agreement. 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 details of the Code of Conduct are furnished in the Corporate Governance Report attached to this Report. The Managing Director has given a certificate of compliance with the Code of Conduct, which forms part of **Annexure-2**, as required under Clause 49 of the Listing Agreement.

The Practicing Company secretary of the Company have examined the requirements of Corporate Governance with reference to Clause 49 of the Listing Agreement and have certified the compliance, as required under Clause 49 of the Listing Agreement. The Certificate in this regard is attached as **Annexure-3** to this Report.

The Managing Director / Chief Financial Officer (CEO/CFO) certification as required under Clause 41 of the Listing Agreement is attached as **Annexure-4** to this Report.

BOARD MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. The Board of Directors met Thirteen times during the year, the details along with attendance details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

SELECTION OF NEW DIRECTORS AND BOARD MEMBERSHIP CRITERIA

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. Characteristics expected of all Directors include independence, integrity, high personal and professional ethics, sound business judgment, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner. The policy on appointment and removal of Directors and determining Directors' independence is annexed to this report [**Annexure -5**].

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Your Company follows a structured orientation and familiarization programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic updates are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. The details of familiarisation

programme have been posted in the website of the Company under the web link <http://www.anandamrubberco.com/arc/index.php?r=site/corporate>

ANNUAL EVALUATION

The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance. The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings. The Board considered and discussed the inputs received from the Directors. Further, the Independent Directors at their meeting, reviewed the performance of Board, Chairman of the Board and of Non-Executive Directors

COMPENSATION POLICY FOR BOARD AND SENIOR MANAGEMENT

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

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- b) Relationship between remuneration and performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals. The Remuneration Policy for Directors, KMP and other employees is annexed to this report [**Annexure 6**].

INDEPENDENT DIRECTORS DECLARATION

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

- (a) In the opinion of the Board, are persons of integrity and possesses relevant expertise and experience.
- (b) Who were not a promoter of the company or its holding, subsidiary or associate company
- (c) Who are not related to promoters or directors in the company, its holding, subsidiary or associate company
- (d) Who had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year
- (e) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover of total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (f) Who, neither himself nor any of his relatives-
 1. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the current financial year in which he/ she is proposed to be appointed.
 2. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the current financial year, of—

- a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm
3. holds together with his/her relatives two per cent or more of the total voting power of the company
4. is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company

DIRECTORS AND KEY MANAGERIAL PERSONNEL INDUCTION

Mr. Bobby Jose, Independent Director on the Board for three years resigned on 20th December 2014 reciting the reason for loss of independence criteria mentioned in the Companies Act 2013. Mr. V.M Paulose, Chairman and Mrs. Jaya Paul, Non Executive Director have also resigned from the board on 25th June 2015 as a part of reconstitution made in the board for complying the Clause 49 requirement of listing agreement on board composition.

On the recommendations of the Nomination and Remuneration Committee, the Board appointed Mr. P.P Zibi Jose and Mr. Santosh M Sunny, as Independent Directors of the Company with effect from 20th December 2014 for filling the casual vacancy occurred in event of resignation of Mr. Bobby Jose, Independent Director and for complying the Clause 49 requirement of listing agreement on board composition. However their appointment is subject to the approval of shareholders in the 72nd Annual General Meeting. We seek your support in confirming the appointment of Mr. P.P Zibi Jose and Mr. Santosh M Sunny in the ensuing Annual General Meeting.

On the recommendations of the Nomination and Remuneration Committee and in compliance with listing agreement and companies Act 2013, the Board appointed Mr. Nirej V Paul, Director as Managing Director, Mrs. Bhagavathy Sankaranarayanan as Company Secretary and Mr. Nidhin Jose as Chief Financial Officer (CFO) for the company on the board meeting held on 20th December 2014 with effect from the same day onwards to comply with requirements of Companies Act 2013. Since Mr. V M Paulose, chairman resigned from the Board, Dr. Leelamma T J was promoted as the new chairperson for the company with effect from 25th June 2015.

RE-APPOINTMENTS

As per the provisions of the Companies Act, 2013, Dr. Leelamma T.J will retire at the ensuing Annual General Meeting and being eligible, seek re-appointment. The Board recommends her re-appointment. Sub-section (13) of Section 149 of Companies Act 2013, provides that the provisions of retirement by rotation as defined in sub-sections (6) and (7) of Section 152 of the Companies Act, 2013 shall not apply to Independent Directors. Hence, none of the Independent Directors retire at the ensuing Annual General Meeting.

COMPANY SECRETARY AND COMPLIANCE OFFICER

During the year, the board appointed Mrs. Bhagavathy Sankaranarayanan, as Company Secretary, Key Managerial Personal and Compliance Officer for the Company. The appointment was effective from 20th December 2014.

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

The Company has implemented and evaluated the Internal Financial Controls which provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes and policies, safeguarding of assets, prevention and detection of frauds, accuracy and completeness of accounting records. The Directors and Management confirm that the Internal Financial Controls (IFC) are adequate with respect to the operations of the Company.

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

RELATED PARTY TRANSACTIONS

During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions. Details of the transaction are provided in Form AOC-2 which is attached as **Annexure-7** to this Report.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at <http://www.anandamrubberco.com/arc/index.php?r=site/corporate>.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement, the Board of Directors had approved the Policy on Vigil Mechanism/ Whistle Blower and the same was hosted on the website of the Company.

This Policy inter-alia provides a direct access to the Chairman of the Audit Committee. Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit

Committee and that no complaints were received during the year. Brief details about the policy are provided in the Corporate Governance Report and the Vigil Mechanism Policy has been uploaded on the website of the Company at <http://www.anandamrubberco.com/arc/index.php?r=site/corporate>.

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

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Company has not received any Complaint under this policy during the year 2014-15.

RISK MANAGEMENT

The Company has developed and implemented a risk management policy, and a committee of the Board named as Risk Management Committee has been formed by the Board to address and evaluate various risks impacting the Company. The Risk Management Committee has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well structured risk management process.

AUDITORS

STATUTORY AUDITORS

M/s. Mohan and Ravi, Chartered Accountants, having office at 39/5528C, SA Road, Cochin – 36 are the statutory auditors of the Company. Members of the Company at the Annual General Meeting held on 16th August, 2014 had approved the appointment of M/s. Mohan and Ravi, Chartered Accountants, having office at 39/5528 C, SA Road, Cochin – 36 as the Statutory Auditors for a period of three financial years i.e., up to 31 March, 2017. As required by the provisions of the Companies Act, 2013, their appointment should be ratified by members each year at the AGM. Accordingly, requisite resolution forms part of the notice convening the Annual General Meeting.

SECRETARIAL AUDITORS

Section 204 of the Companies Act, 2013 *inter-alia* requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form. The Board of Directors appointed BVR & Associates, Practicing Company Secretaries as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2014-15 and their report is annexed to this Board report [**Annexure 8**]. The findings of the Secretarial audit have been satisfactory.

EXTRACT OF THE ANNUAL RETURN

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

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. However, members' attention is drawn to the statement on listing status in the director's report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION

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

FOREIGN EXCHANGE EARNING AND OUTGO

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

DEPOSITS

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

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

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

DE-MATERIALISATION OF SHARES

The Equity shares of the Company have been admitted for Demat with NSDL & CDSL. The ISIN No. allotted to the Company is INE618N01014. Shareholders can avail the Demat facility and get their shares in the physical form dematted. You may contact M/s. SKDC Consultants LTD our Registrars and Share Transfer Agents, whose address is given hereunder for any assistance in this regard.

SKDC CONSULTANTS LTD

P.B. No. 2016, Kanapathy Towers, 3rd Floor, 1391/A-1,
Sathy Road, Ganapathy, Coimbatore – 641006
Ph : 0422- 6549995, 2539835 – 836, Fax : 0422 – 2539837
E-mail : info@skdc-consultants.com
Website : www.skdc-consultants.com

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

UNCLAIMED DIVIDEND

The Company is paying continuous dividend for last so many years and it is noted that some shareholders are not encashing dividend warrants in time. Pursuant to Section 124 of The Companies Act, 2013 all unclaimed dividends upto financial year 2006 – 07 have been transferred to Investor Education and Protection Fund. Unclaimed dividends from the financial year 2007 – 08 to 2013 – 14 are kept by the company in the separate bank accounts. Those shareholders failed to collect dividend in time are advised to write to the company with details so that the company can sent fresh dividend warrants. Shareholders are requested to intimate the company any change in their address, registered with company.

LISTING STATUS

Securities and Exchange Board of India (SEBI) vide Circular No.CIR/MRD/DSA/14/2012 dated May 30, 2012, had issued revised Exit Policy for de-recognized/non-operational stock exchanges. Pursuant to the circular, Madras Stock Exchange has been de-recognized by SEBI, recently.

Further, as per the above cited circular issued by SEBI on May 30, 2012, and the Public Notice issued by Madras Stock Exchange Limited (MSE), it cleared that the Exclusively Listed Companies, which fail to obtain listing on any other stock exchange, will cease to be a listed company and will be moved to the

Dissemination Board by the exiting stock exchange. Also, it is to be noted that SEBI has given a time limit of eighteen months for getting listed with any of the recognized stock exchanges.

In pursuance to the above notice our company has submitted listing application with National Stock Exchange of India (NSE) Limited on 19th January 2015 under listing criteria for Exclusively Listed Companies. The submitted listing application is under process with the National Stock Exchange of India (NSE) Limited and the company is hoping to be get listed very soon.

Madras Stock Exchange has intimated the Company that it has been placed before Dissemination Board (DB) of National Stock Exchange of India (NSE) Limited. Under the Dissemination Board mechanism, a willing buyer and seller will be given an opportunity to disseminate their offers using the services of brokers of stock exchanges hosting Dissemination Board.

SHARE TRANSFER SYSTEM

The Company's share-transfer work, physical and electronic form, is being done by the Registrars and Share Transfer Agents M/s SKDC CONSULTANTS LTD. Application for share transfer held in physical form are received both at the Registered Office of the Company and at the office of the Registrar/Share Transfer Agent of the Company and if the documents are found to be in order, the transfer work is completed and the documents are returned with in a period of 30 days from the date of receipt.

ACKNOWLEDGEMENT

The directors place on record their sincere appreciation for the continued support extended to the company by the valued customers, esteemed shareholders, bankers, auditors, company secretaries and staff. We also express our sincere appreciation for the continued support extended by Madras Stock Exchange Ltd.

On behalf of the Board of Directors

Dr. Leelamma T.J (DIN: 03407620)
Chairperson

Place: Kochi

Date: 21.08.2015

Directors'/Employees Remuneration

[Pursuant to Section 197(12) of Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Sl. No	Requirements	Disclosure
1	The ratio of the remuneration of each director to the median remuneration ¹ 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.	There has not any kind of increase in the remuneration in the financial year
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.	4
5	The explanation on the relationship between average increase in remuneration and Company performance.	Not Applicable
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.	For the FY 2014-15, KMPs were paid approx 10.84% of the net profit for the year. Monthly salary has fixed and paid
7	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current FY and previous FY and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer	Not Applicable Shares of the company have not traded in the Stock market during the last year.
8	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Not Applicable

9	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company.	<p>The comparison of remuneration of each of the Key Managerial personnel against the performance of the company is as under :</p> <table border="1" data-bbox="983 315 1401 528"> <thead> <tr> <th data-bbox="983 315 1193 421">Particulars</th> <th data-bbox="1201 315 1401 421">% of Net Profit for FY 2014-15</th> </tr> </thead> <tbody> <tr> <td data-bbox="983 421 1193 456">MD</td> <td data-bbox="1201 421 1401 456">0.00</td> </tr> <tr> <td data-bbox="983 456 1193 492">CFO*</td> <td data-bbox="1201 456 1401 492">4.98</td> </tr> <tr> <td data-bbox="983 492 1193 528">CS*</td> <td data-bbox="1201 492 1401 528">5.86</td> </tr> </tbody> </table>	Particulars	% of Net Profit for FY 2014-15	MD	0.00	CFO*	4.98	CS*	5.86
Particulars	% of Net Profit for FY 2014-15									
MD	0.00									
CFO*	4.98									
CS*	5.86									
10	The key parameters for any variable component of remuneration availed by the directors	Not Applicable								
11	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	Not Applicable								
	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, it is confirmed								

** part of the year only, as CFO & CS got appointed on 20th December 2015.*

Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct

This is to confirm that the Company has adopted the Code of Conduct for its employees including the Managing Director and Whole-time Directors. In addition, the Company has adopted the Code of Conduct for Independent Directors. Both these Codes are available on the Company's website.

I confirm that the Company has in respect of the Financial Year ended 31 March, 2015, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them. For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Managing Director as on 31 March, 2015.

Nirej V Paul

Managing Director

(DIN: 03407536)

Place: Kochi

Date: 21.08.2015

BVR & ASSOCIATES

Company Secretaries

“Swastika”, TR/53/3933,
Lal Salam Road, Off Convent Road,
Ponnuruni, Vyttila P.O,
Cochin- 682 019
Ph:+91-484-4046696, Mob: +91 98956 30786
Email: info@directus.co.in

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CERTIFICATE

To the Members of THE ANANDAM RUBBER COMPANY LIMITED

We have examined the compliance of conditions of Corporate Governance by M/s. THE ANANDAM RUBBER COMPANY LIMITED for the year ended on 31st March 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above-mentioned Listing Agreement.

We state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For BVR & Associates

CS.Yogindunath s
C.P.No.9137
(Partner)

Date: 18.08.2015
Place: Ernakulam

Certification by Managing Director and Chief Financial Officer to the Board

We, Nirej V Paul, Managing Director and Nidhin Jose, Chief Financial Officer of The Anandam Rubber Company Limited, certify that:

1. We have reviewed the financial statements for the year and that 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 present a true and fair view of the state of affairs of the Company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing Generally Accepted Accounting Principles including Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Statutory Auditors and Audit Committee are appraised of any corrective action taken or proposed to be taken with regard to significant deficiencies and material weaknesses.
4. We have indicated to the Auditors and to the Audit Committee:
 - a. that there are no significant changes in internal control function over financial reporting during the year;
 - b. that there are no significant changes in accounting policies during the year;
 - c. that there are no instances of significant fraud of which we have become aware of and which involve management or other employees who have significant role in the Company's internal control system over financial reporting.

Nirej V Paul
Managing Director
DIN: 03407536

Nidhin Jose
Chief Financial Officer

Place: Kochi
Date: 21.08.2015

POLICY ON APPOINTMENT & REMOVAL OF DIRECTORS

1. 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.

2. 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.

3. APPOINTMENT OF DIRECTORS

This Policy enumerates guidelines which may be used by Nomination and Remuneration Committee (NRC) in selecting/appointing/re-appointing and removal of a Director.

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

4. 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).

5. 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.

6. 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.

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

1. SCOPE:

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

2. TERMS AND REFERENCE:

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

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

3. POLICY:

A. REMUNERATION TO EXECUTIVE DIRECTOR AND KEY MANAGERIAL PERSONNEL:

- i. The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall limits approved by the shareholders.
- ii. The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

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

B. REMUNERATION TO NON - EXECUTIVE DIRECTORS

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

C. REMUNERATION TO OTHER EMPLOYEES

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

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:

Name(s) of the related party and nature of relationship:	NIL
Nature of contracts/arrangements/transactions:	NIL
Duration of the contracts / arrangements/transactions:	NIL
Salient terms of the contracts or arrangements or transactions including the value, if any:	NIL
Justification for entering into such contracts or arrangements or transactions	NIL
Date(s) of approval by the Board:	NIL
Amount paid as advances, if any:	NIL
Date on which the special resolution was passed in general meeting as required under first proviso to section 188:	NIL

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

Name(s) of the related party and nature of relationship:	NIL
Nature of contracts/arrangements/transactions:	NIL
Duration of the contracts / arrangements/transactions:	NIL
Salient terms of the contracts or arrangements or transactions including the value, if any:	NIL
Date(s) of approval by the Board, if any:	NIL
Amount paid as advances, if any:	NIL

BVR & ASSOCIATES**Company Secretaries**

"Swastika", TR/53/3933,
Lal Salam Road, Off Convent Road,
Ponnuranni, Vyttila P.O,
Cochin- 682 019
Ph:+91-484-4046696, Mob: +91 98956 30786
Email: info@directus.co.in

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**Form No: MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31STMARCH, 2015**

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

To,
The Members,
The Anandam Rubber Company Limited

We 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.

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 31.03.2015 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:

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 31.03.2015 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) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) 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, 1992;

(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 (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) The Company was incorporated as a plantation Company and sold its last plantation in the year 1989 and temporally existed from plantation business and carrying on the business of making investments as the object clause of the Company also authorizes to carry on the business as an investment trust Company.

To the extent applicable the company has complied with labour laws existing in India.

I/we have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Madras Stock Exchange(s), if applicable;

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the

provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. I/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.

I/we further report that during the audit period the company has made a preferential issue of shares and complied with provisions of Companies Act, 2013 and ICDR Regulations.

The Madras Stock Exchange in which company was listed was derecognized and the shares of the company were placed in dissemination board on 27.03.2015.

Place: Ernakulam
Date: 21.05.2015

For BVR & Associates

Yogindunath S
FCS No:7865
C P No:9137

Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH 2015

[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: nirejvpaul@hotmail.com Ph:0484 4032952,6596725
6	Whether listed company	Yes
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	Investment Activities	6599	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	Name and Address of the Company	CIN/GLN	Holding/ subsidiary/ Associate	% of shares held	Applicable Section
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1	NIL	-	-	-	-
2					

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

i) Category-wise Share Holding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
(1) Indian									
a) Individuals/Hindu Undivided Family	470036	0	470036	67.148	1670036	0	1670036	54.935	-12.213
b) Central Government/State Government(s)	0	0	0	0.000	0	0	0	0.000	0.000
c) Bodies Corporate	0	0	0	0.000	0	0	0	0.000	0.000
d) Financial Institutions/Banks	0	0	0	0.000	0	0	0	0.000	0.000
e) Any Others(Specify)	0	0	0	0.000	0	0	0	0.000	0.000
TRUSTS	0	0	0	0.000	0	0	0	0.000	0.000
Sub Total(A)(1)	470036	0	470036	67.148	1670036	0	1670036	54.935	-12.213
(2) Foreign									
a) Individuals (Non-Residents Individuals/Foreign Individuals)	0	0	0	0.000	0	0	0	0.000	0.000
b) Bodies Corporate	0	0	0	0.000	0	0	0	0.000	0.000
c) Institutions	0	0	0	0.000	0	0	0	0.000	0.000
d) Qualified Foreign Investor	0	0	0	0.000	0	0	0	0.000	0.000
e) Any Others(Specify)	0	0	0	0.000	0	0	0	0.000	0.000
	0	0	0	0.000	0	0	0	0.000	0.000
	0	0	0	0.000	0	0	0	0.000	0.000
	0	0	0	0.000	0	0	0	0.000	0.000
	0	0	0	0.000	0	0	0	0.000	0.000
Sub Total(A)(2)	0	0	0	0.000	0	0	0	0.000	0.000

Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	470036	0	470036	67.148	1670036	0	1670036	54.935	-12.213
(B) Public shareholding									
(1) Institutions									
a) Mutual Funds/ UTI									
b) Financial Institutions / Banks	0	2632	2632	0.376	0	2632	2632	0.087	-0.289
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)									
Sub-Total (B)(1)	0	2632	2632	0.376	0	2632	2632	0.087	-0.289
(2) Non-institutions									
a) Bodies Corporate									
i) Indian	1300	0	1300	0.186	751300	0	751300	24.714	24.528
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs 1 lakh	59750	150357	210107	30.015	48650	148586	197236	6.488	-23.527

ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	10525	0	10525	1.504	402171	0	402171	13.229	11.725
c) Others (specify)									
NON RESIDENT INDIANS	0	0	0	0.000	700	0	700	0.023	0.023
HINDU UNDIVIDED FAMILIES	5400	0	5400	0.771	15925	0	15925	0.524	-0.247
Total Public Shareholding (B)= (B)(1)+(B)(2)	76975	152989	229964	32.852	1218746	151218	1369964	45.065	12.213
C.Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A)+(B)+(C)	547011	152989	700000	100.00	2888782	151218	3040000	100.00	0.000

(ii) *Shareholding of Promoters*

Shareholders Name	No.of Shares held at the beginning of the year			No.of Shares held at the end of the year			% of change during the year
	No.of shares	% of total shares of the company	% of Shares pledged / encumbered to total shares	No.of shares	% of total shares of the company	% of Shares pledged / encumbered to total shares	
V M PAULOSE	57624	8.232	0.000	357624	11.764	0.000	3.532
NIREJ V PAUL	307510	43.930	0.000	607510	19.984	0.000	-23.946
LEELAMMA TJ	50022	7.146	0.000	350022	11.514	0.000	4.368
JAYA PAUL	54880	7.840	0.000	354880	11.674	0.000	3.834
TOTAL	470036	67.148	0.000	1670036	54.936	0.000	-12.212

(iii) *Change in Promoters' Shareholding (please specify, if there is 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	470036	67.148	470036	67.148
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):	Allotted 12,00,000 shares on 29/08/2014 through Preferential Allotment	-12.212	12,00,000	-12.212
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):

Slno	For each of top 10 shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No.of Shares	%	No.of Shares	%
1	PINAKIN CHIMANLAL SHAH	10525	1.504	0	0.000
2	V ALAGAPPAN	9800	1.400	29800	0.980
3	SATHIVAGEESAN CHETTIAR V S	8400	1.200	8400	0.276
4	KHATIJABAI EBRAHIM MOOSA	8400	1.200	8400	0.276
5	TESLIN ABRAHAM	4970	0.710	3970	0.131
5	TESLIN ABRAHAM	3200	0.457	3200	0.105
5	TESLIN ABRAHAM	100	0.014	100	0.003
6	JEYALAKSHMI RAMANATHAN	7000	1.000	7000	0.230
7	UMAYAL R	7000	1.000	7000	0.230
8	MEENAKSHI ACHI RM	5600	0.800	5600	0.184
9	EMANI LAKSHMINARAYANA	5600	0.800	5600	0.184
10	ARAVINDAKSHAN NAIR P R	5450	0.779	0	0.000
11	HEDGE EQUITIES LIMITED	0	0.000	750000	24.671
12	ABRAHAM VADATH	0	0.000	90050	2.962
12	ABRAHAM VADATH	0	0.000	100	0.003
13	BABU JOSEPH	0	0.000	90050	2.962
13	BABU JOSEPH	0	0.000	100	0.003

14	RAJALAKSHMI S	100	0.014	20100	0.661
14	RAJALAKSHMI S	0	0.000	2725	0.090
15	SREEDEVI VENUGOPAL	0	0.000	19025	0.626
16	VIPIN C GOPI .	0	0.000	19000	0.625
17	BIJEESH M C .	0	0.000	19000	0.625
18	KAVYA THILAKARAJ	0	0.000	19000	0.625
19	MURALEEDHARAN K.U.	0	0.000	19000	0.625

BENPOS DATE	NAME	Opening balance	Bought	Sold	Closing balance	% of total shares of the company
01/04/2014	PINAKIN CHIMANLAL SHAH	10525			10525	0.346
06/02/2015	PINAKIN CHIMANLAL SHAH	10525		10525	0	
01/04/2014	V ALAGAPPAN	9800			9800	0.322
29/08/2014	V ALAGAPPAN	9800		0	9800	0.322
24/10/2014	V ALAGAPPAN	9800	20000 (Preferential Allotment)		29800	0.980
31/03/2015	V ALAGAPPAN	29800	0	0	29800	0.980
01/04/2014	TESLIN ABRAHAM	4970			4970	0.163
12/09/2014	TESLIN ABRAHAM	4970		1000	3970	0.131
31/03/2015	TESLIN ABRAHAM	3970	0	0	3970	0.131
01/04/2014	ARAVINDAKSHAN NAIR P R	5450			5450	0.179
02/05/2014	ARAVINDAKSHAN NAIR P R	5450		5450	0	
24/10/2014	HEDGE EQUITIES LIMITED	0	750000 (Preferential Allotment)		750000	24.671
31/03/2015	HEDGE EQUITIES LIMITED	750000	0	0	750000	24.671
11/07/2014	ABRAHAM VADATH	0	50		50	0.002
29/08/2014	ABRAHAM VADATH	50		0	50	0.002
24/10/2014	ABRAHAM VADATH	50	90000 (Preferential)		90050	2.962

			Allotment)			
31/03/2015	ABRAHAM VADATH	90050	0	0	90050	2.962
11/07/2014	ABRAHAM VADATH	0	100		100	0.003
31/03/2015	ABRAHAM VADATH	100	0	0	100	0.003
11/07/2014	BABU JOSEPH	0	50		50	0.002
29/08/2014	BABU JOSEPH	50		0	50	0.002
24/10/2014	BABU JOSEPH	50	90000 (Preferential Allotment)		90050	2.962
31/03/2015	BABU JOSEPH	90050	0	0	90050	2.962
11/07/2014	BABU JOSEPH	0	100		100	0.003
31/03/2015	BABU JOSEPH	100	0	0	100	0.003
01/04/2014	RAJALAKSHMI S	100			100	0.003
29/08/2014	RAJALAKSHMI S	100		0	100	0.003
24/10/2014	RAJALAKSHMI S	100	20000 (Preferential Allotment)		20100	0.661
31/03/2015	RAJALAKSHMI S	20100	0	0	20100	0.661
09/05/2014	RAJALAKSHMI S	0	2725		2725	0.090
29/08/2014	RAJALAKSHMI S	2725		0	2725	0.090
31/03/2015	RAJALAKSHMI S	2725	0	0	2725	0.090
11/07/2014	SREEDEVI VENUGOPAL	0	25		25	0.001
29/08/2014	SREEDEVI VENUGOPAL	25		0	25	0.001
24/10/2014	SREEDEVI VENUGOPAL	25	19000 (Preferential Allotment)		19025	0.626
31/03/2015	SREEDEVI VENUGOPAL	19025	0	0	19025	0.626
24/10/2014	VIPIN C GOPI .	0	19000 (Preferential Allotment)		19000	0.625

31/03/2015	VIPIN C GOPI .	19000	0	0	19000	0.625
24/10/2014	BIJEESH M C .	0	19000 (Preferential Allotment)		19000	0.625
31/03/2015	BIJEESH M C .	19000	0	0	19000	0.625
24/10/2014	KAVYA THILAKARAJ	0	19000 (Preferential Allotment)		19000	0.625
31/03/2015	KAVYA THILAKARAJ	19000	0	0	19000	0.625
24/10/2014	MURALEEDHARAN K.U.	0	19000 (Preferential Allotment)		19000	0.625
31/03/2015	MURALEEDHARAN K.U.	19000	0	0	19000	0.625
01/04/2014	SATHIVAGEESAN CHETTIAR VS	8400			8400	0.276
31/03/2015	SATHIVAGEESAN CHETTIAR VS	8400			8400	0.276
01/04/2014	KHATIJABAI EBRAHIM MOOSA	8400			8400	0.276
31/03/2015	KHATIJABAI EBRAHIM MOOSA	8400			8400	0.276
01/04/2014	TESLIN ABRAHAM	3200			3200	0.105
31/03/2015	TESLIN ABRAHAM	3200			3200	0.105
01/04/2014	TESLIN ABRAHAM	100			100	0.003
31/03/2015	TESLIN ABRAHAM	100			100	0.003
01/04/2014	JEYALAKSHMI RAMANATHAN	7000			7000	0.230
31/03/2015	JEYALAKSHMI RAMANATHAN	7000			7000	0.230
01/04/2014	UMAYAL R	7000			7000	0.230
31/03/2015	UMAYAL R	7000			7000	0.230
01/04/2014	MEENAKSHI ACHI RM	5600			5600	0.184

31/03/2015	MEENAKSHI ACHI RM	5600			5600	0.184
01/04/2014	EMANI LAKSHMINARAYANA	5600			5600	0.184
31/03/2015	EMANI LAKSHMINARAYANA	5600			5600	0.184

(v) Shareholding of Directors and Key Managerial Personnel:

NAME	Shareholding at the beginning of the year		Change in the shareholding		Shareholding at the end of the year	
	No.of Shares	%	*Increase	Decrease	No.of Shares	%
Nirej V Paul	307510	43.930	300000		607510	19.984
V M Paulose**	57624	8.232	300000		357624	11.764
Jaya Paul**	54880	7.840	300000		354880	11.674
T J Leelamma	50022	7.146	300000		350022	11.514
P P Zibi Jose***	1950	0.279	20000		22146	0.728
Santosh M Sunny	-	-	-	-	-	-
Nidhin Jose(Chief Financial Officer)	-	-	-	-	--	-
Bhagavathy Sankaranarayanan (Company Secretary)	-	-	-	-	-	-

Notes: * Increase is done through preferential Allotment made on 29/08/2014.

** V M Paulose & Jaya Paul has been resigned on 25/06/2015.

*** P P Zibi Jose,Santosh M Sunny, CS & CFO have been appointed with effect from 20/12/2014.

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 (OD AGAINST FD)				
i) Principal Amount	1822288	NIL	NIL	NIL
ii) Interest due but not paid				
Total (i+ii+iii)				

Change in Indebtedness during the financial year				
· Addition	1822288			
· Reduction				
Net Change	-1822288			
Indebtedness at the end of the financial year				
i) Principal Amount	NIL			
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Nirej V Paul, Managing Director	
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 under section 17(3) Income- tax Act, 1961	NIL	NIL -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	NIL	NIL
5.	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act		

B. Remuneration to other directors: None of the director received any remuneration including sitting fees.

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
3.	Independent Directors · Fee for attending board/committee meetings · Commission · Others, please specify	-	--	-	-	-

	Total (1)	-	-	-	-	-
	4. Other Non-Executive Directors • Fee for attending board/ committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-
		-	-	-	-	-

D. Remuneration to key managerial personnel other than MD/Manager/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company* Secretary	CFO*	Total
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 under section 17(3) Income-tax Act, 1961	-	60000	51,000	111000
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	60000	51,000	111000

Note * Company Secretary & CFO got appointed on 20/12/2014

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)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-

Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

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

CORPORATE GOVERNANCE REPORT
(Pursuant to Clause 49 of the Listing Agreement)

• **COMPANY'S VIEW POINT ON CORPORATE GOVERNANCE.**

'Securing success through ethics, transparency and accountability' is our company's corporate governance philosophy. Your company believes that sound ethical practices, transparency in operations and timely disclosures go a long way in enhancing long-term shareholders' value while safeguarding the interest of all the stakeholders.

Your Company is fully committed to practice sound Corporate Governance and uphold the highest business standards in conducting business. The Company has always worked towards building trust with all its stakeholders based on the principles of good corporate governance. Your Company is guided by a key set of values for all its internal and external interactions. The Company is open, accessible and consistent with its communication.

• **BOARD OF DIRECTORS**

Presently the Board is made up of one Executive Director and three Non-executive Directors that includes one Woman Director, of whom other two are independent. The chairperson of the Board is a Non-executive Director. All the Directors, except independent directors and Managing Director are liable to retire by rotation as per the provisions of the Companies Act, 2013. During the year ended 31st March 2015, thirteen Board Meetings were held on 02.04.2014, 22.04.2014, 29.05.2014, 12.07.2014, 31.07.2014, 16.08.2014, 29.08.2014, 10.10.2014, 30.10.2014, 08.12.2014, 20.12.2014, 19.01.2015 and 06.03.2015 and 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.

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

Name of the Director	Attendance Particulars		No. of other Directorships		Committee membership	
	Board Meetings	Last AGM	Director	Chairman	Member	Chairman
NON-EXECUTIVE DIRECTORS						
Dr. LEELAMMA T J	13	Yes	None	None	None	None
V M PAULOSE*	13	Yes	None	None	None	None
JAYA PAUL*	13	Yes	None	None	None	None
INDEPENDENT DIRECTORS						
P P ZIBI JOSE**	2	Yes	4	None	None	None
SANTHOSH M SUNNY**	3	No	2	None	None	None
BOBBY JOSE***	8	Yes	8	1	None	None
EXECUTIVE DIRECTOR						

Nirej V Paul	13	Yes	None	None	None	None
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Notes:* Resigned from the board with effect from 25th July 2015.

** Appointed into the board with effect from 20th December 2014

*** Resigned from the board on 20th December 2014.

None of the Non Executive Directors serve as Independent Directors in more than seven listed companies and none of the Executive or Whole-time Directors serve as IDs on any listed company. As required by Clause 49 of the Listing Agreement, the Company has issued formal letters of appointment to the IDs. The terms and conditions of appointment of Independent Directors are available on the Company's website and can be accessed at <http://www.anandamrubberco.com/arc/index.php?r=site/corporate>.

SELECTION OF NEW DIRECTORS AND BOARD MEMBERSHIP CRITERIA

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. The Policy for appointment and removal of Directors and determining Directors' independence forms part of the Directors' Report.

BOARD EVALUATION

The Nomination and Remuneration Committee has approved a Policy for evaluation of the Board, its Committees and Directors and the same has been approved by the Board of Directors of the Company. The process for Board Evaluation is given in the Directors' Report.

INDEPENDENT DIRECTORS

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

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as required under Section 149(7) of the Companies Act, 2013. All Independent Directors maintain their limits of directorships as required under Clause 49 of the Listing Agreement. The Company had issued a formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed in the website of the Company.

MEETING OF INDEPENDENT DIRECTORS

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

FAMILIARISATION PROGRAMME

Your Company follows a structured orientation and familiarization programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic discussions were made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. The details of familiarisation programme have been posted in the website of the Company under the weblink <http://www.anandamrubberco.com/arc/index.php?r=site/corporate>

COMPENSATION POLICY FOR BOARD AND SENIOR MANAGEMENT

The Board has approved the Remuneration Policy for Directors, KMP and all other employees of the Company. The Remuneration Policy is annexed to the Directors' Report.

CODE OF CONDUCT

Your Company has adopted a Code of Conduct for members of the Board (incorporating duties of Independent Directors) and the Senior Management. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company. Your Company has received confirmations from all concerned regarding their adherence to the said Code. Pursuant to Clause 49(II)(E) of the Listing Agreement, the Managing Director of the Company confirmed compliance with the Code by all members of the Board and the Senior Management. The full text of the Code is furnished in this Report and also hosted on the Company's website under the web link www.anandamrubberco.com/arc/index.php?r=site/corporate.

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

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

WHISTLE BLOWER POLICY

Your Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimisation of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman. Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. The Whistle Blower Policy has been disclosed on the Company's website under the weblink <http://www.anandamrubberco.com/arc/index.php?r=site/corporate> and circulated to all the Directors / employees.

APPOINTMENT AND REAPPOINTMENT OF DIRECTORS/KMPS

Dr. LeelammaThenumkal Joseph shall retire by rotation at the ensuing Annual General Meeting and is eligible for reappointment. All the details regarding appointments and resignation have been discussed under the director's report.

Name of Director	SANTHOSH MATHEICKAL SUNNY	PANDICHERRIL PATHROSE ZIBIJOSE	LEELAMMA THENUMKAL JOSEPH
DIN	02203495	00006902	03407620
Date Of Birth	01/06/1972	06/07/1954	26/05/1943
Date Of Appointment	20/12/2014	20/12/2014	09/02/2011
Qualifications	Graduation in Business Administration	FCS, LLB, MBA,M.Com	DHM
Expertise In Specific	Businessman with more	Practicing Company	Doctor

Functional Area	than 10 years experience	Secretary with experience of more 10 years	
Details Of Other Directorship	<ol style="list-style-type: none"> 1. Colleagues Ventures Private Limited 2. MJF Communications And Marketing Private Limited 	<ol style="list-style-type: none"> 1. Coastline Stocks And Shares Private Limited 2. City Software And Share Services Pvt Ltd 3. Techno Management And Computer Srvices Pvt Ltd 4. Tenrose Capital Services Limited 	NIL
Membership/ Chairmanship of committees of other companies	NIL	NIL	NIL
Number of shares held in the Company	NIL	22146	350022

COMMITTEES OF THE BOARD

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

i AUDIT COMMITTEE

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

Composition

The Audit Committee comprises of Mr. P P Zibi Jose, Mr. Santosh M Sunny, Independent Directors and Mr. Nirej V Paul, Executive Director as the Members. During the year, Mr. Bobby Jose, who was the Chairman of Audit Committee resigned from the Board w.e.f. December 20, 2014 and consequently his membership in the Committee also ceased.

The Audit Committee has been reconstituted by the board in compliance with the Companies Act 2013 and pursuant to listing agreement on 20th December 2014 by inducting Mr. P P Zibi Jose and Mr. Santosh M Sunny, independent Directors to the committee. Futher on 25th June 2015 V. M Paulose, Chairman resigned from the Board w.e.f. June 25, 2015 and consequently his membership in the Committee also ceased. Dr. Leelamma T J has been promoted as the new chairperson for the company and consequently her membership in the Audit Committee has been replaced with Mr. Nirej V Paul, Executive Director of the company.

All members of the Audit Committee are financially literate and one-half of the members have expertise in accounting/financial management. Mr. Bobby Jose, the then Chairman – Audit Committee was present

at the 71st Annual General Meeting held on August 16, 2014. Mrs. Bhagavathy Sankaranarayanan, Company Secretary is the Secretary to the Committee. The Audit Committee of the Company, inter alia, provides reassurance to the Board on the existence of an effective internal control environment. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

Meetings and Attendance

The Audit Committee met on 19.01.2015, 30.10.2014, 31.07.2014, 29.05.2014(Four times) during the year ended 31st March 2015 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	2
Santosh M Sunny	Non Executive Independent Director	2
Bobby Jose	Non Executive Independent Director	3
Leelamma T J	Non Executive Director	4
V M Paulose	Non Executive Director	4

ii. NOMINATION AND REMUNERATION COMMITTEE

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board on 20th December, 2014 re-constituted the Remuneration Committee into the Nomination and Remuneration Committee. The purpose of the Committee is to oversee the Company's nomination process for the senior management and specifically to identify, screen and review individuals qualified to serve as Executive Directors, Non Executive Directors and Independent Directors consistent with criteria approved by the Board and to recommend, for approval by the Board, nominees for election at the AGM of the shareholders.

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

Composition

The Nomination and Remuneration Committee comprises of Mr. P P Zibi Jose, Independent Director, Mr. Santosh M Sunny, independent Director and Dr. Leelamma T J, Non-executive Director as Members of the Committee. Mr. Bobby Jose and Mrs. Jaya Paul stepped down as a Directors w.e.f. December 20, 2014 and June 25, 2015 respectively and consequently, their membership in the Committee (wherein they were members) also ceased. Mr. P P Zibi Jose and Mr. Santosh M Sunny, independent directors were inducted as Members of the Committee w.e.f. December 20, 2014. The Remuneration Policy is annexed to the director's report.

The meeting of the Nomination and Remuneration Committee was held one time during the year ended 31 March, 2015 on 20.12.2014.

Name of Members	Category	No of Meetings attended
P P Zibi Jose	Non Executive Independent Director	-

Santosh M Sunny	Non Executive Independent Director	-
Bobby Jose	Non Executive Independent Director	1
Leelamma T J	Non Executive Director	1
Jaya Paul	Non Executive Director	1

iii. STAKEHOLDERS' RELATIONSHIP COMMITTEE

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board re-named the then "Shareholder's Grievance & Share Transfer Committee" as the "Stakeholders' Relationship Committee". The remit of the Committee is to consider and resolve the grievances of the security holders of the Company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the security holders from time to time.

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

Composition

The Stakeholders' Relationship Committee reconstituted with Mr. P P Zibi Jose, Independent Director, Mr. Santosh M Sunny, independent Director and Dr. Leelamma T J, Non-executive Director as Members of the Committee. Mr. Bobby Jose and Mr. V M Paulose have stepped down as a Directors w.e.f. December 20, 2014 and June 25, 2015 respectively and consequently, their membership in the Committee (wherein they were members) also ceased. Mr. P P Zibi Jose and Mr. Santosh M Sunny, independent directors were inducted as Members of the Committee w.e.f. December 20, 2014. Mr Nirej V Paul, has been removed from the membership of the committee as a part of reconstitution of the said committee.

The Company Secretary is the Secretary to the Committee and Compliance Officer appointed for compliance of capital market related laws. The meeting of the Stakeholders' Relationship Committee was held one time during the year ended 31 March, 2015 on 27.06.2014.

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

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

iv. RISK MANAGEMENT COMMITTEE

In terms of Clause 49 of the Listing Agreement, the Company has constituted a Risk Management Committee (RMC) on 20th December, 2014 for framing, implementing and monitoring the risk management policy of the Company. The terms of reference of the Committee are:

- a) Overseeing key risks, including strategic, financial, operational and compliance risks.
- b) Assisting the Board in framing, implementing and monitoring the risk management plan for Company and reviewing and guiding the risk policy.
- c) Developing risk management policy and risk management system/framework for the Company.

The committee has not conducted any meeting during the financial year. Compositions of the Committee of the members are given below:

Name of the Members	Category	No of Meetings attended
Leelamma T J	Non Executive Director	-
Nirej V Paul	Executive Director	-

DISCLOSURES

1. Related Party Transactions

During the year under review, Your Company had not entered into any material transaction with any of its related parties. The policy on Related Party Transactions is hosted on the website of the Company under the weblink www.anandamrubberco.com/arc/index.php?r=site/corporate.

2. Disclosure of Accounting Treatment

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

3. Remuneration of Directors

None of the directors are drawing any kind of remuneration.

4. Management

Management Discussion and Analysis Report comprising of all information as prescribed under Clause 49 (VIII)(D) of the Listing Agreement is attached along with this report. Senior Management is not having any material, financial and commercial transactions with personal interests. Since in the absence of any transaction there is no conflict with interest of the Company.

5. Shareholders

The details relating to appointment and re-appointment of Directors as required under Clause 49(VIII)(E) of the Listing Agreement is provided in the Notice to the Annual general Meeting.

PROCEEDS FROM PREFERENTIAL ISSUE

Your Company raised Rs. 24,570,000/- through process of preferential allotment of 23, 40,000 Equity shares of Rs. 10 each at a premium of Rs. 0.50/- per share.

STRICTURES AND PENALTIES

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

MANAGING DIRECTOR / CHIEF FINANCIAL OFFICER (CEO/CFO) CERTIFICATION

Managing Director / Chief Financial Officer (CEO/CFO) certification on financial reporting and internal controls to Board in terms of the Listing agreement required under Clause 41 of the Listing Agreement is attached as **Annexure-4** to Director's Report.

GENERAL INFORMATION

• GENERAL BODY MEETINGS

Last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time
2013-14	Reg off	16.08.2014	11.30AM
2012-13	Reg off	30.09.2013	11.30AM
2011-12	Reg off	29.09.2012	11.30AM

The Chairman of the Audit Committee was present at all the above AGMs.

No EGM was held in last three years.

Special Resolutions have been passed in the previous three Annual General Meetings held in 2012, 2013 and 2014.

During the year 2014-15, no postal ballot was conducted

• 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.

ii. Newspapers wherein results normally published

1. Jansatta :National Hindi daily
2. Financial Express :English daily
3. Newage :Malayalam daily

iii. Company's website contains dedicated section "Corporate governance" which displays details/ information of interest to various stakeholders, including press releases.

iv. Official press releases are sent to Stock Exchanges and the same is hosted on website of the Company.

A greener environment - Now and for future:

Company's philosophy focuses on making the environment greener for the benefit of posterity. In this regard, Your Company requests its shareholders to register / update e-mail ids with SKDC CONSULTANTS LTD for communication purpose thereby contributing to our environment

• GENERAL SHAREHOLDERS' INFORMATION

1	Annual General Meeting	72 nd General Meeting of shareholders
	Date and Time	Wednesday 30th day of September 2015, 11.30AM
	Venue	Registered office
2	Financial Calendar 2015-2016	Company follows April – March as the Financial Year. The results of every quarter are declared normally within Four weeks from the end of the quarter.
3	Date of Book closure	20.09.2015 to 30.09.2015 (both days inclusive)

4	Dividend Payment Date	Commencing on 1 st October 2015- to be completed within the statutory time limit.
5	Listing on Stock Exchanges	Madras Stock Exchange(Moved to dissemination board of NSE Ltd) Planning to be get listed at National level Stock Exchange under ELC criteria
6	Stock Code Market Price Data: High., Low during each month in last financial year Performance in comparison to broad-based indices	Not Applicable
7	Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity	Not Applicable
8	Plant Locations	Company does not have any plant

DEMATERIALIZATION OF SHARES AND LIQUIDITY

Shares of Company can be held and traded in electronic form. As stipulated by SEBI, 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 Company are also having good liquidity. The Equity shares of the Company have been admitted for Demat with NSDL & CDSL.

The ISIN No. allotted to the Company is INE618N01014. Shareholders can avail the Demat facility and get their shares in physical form de-matted. You may contact M/s. SKDC Consultants LTD our Registrars and Share Transfer Agents, whose address is given hereunder for any assistance in this regard.

SKDC CONSULTANTS LTD

P.B. No. 2016, Kanapathy Towers, 3rd Floor, 1391/A-1,
Sathy Road, Ganapathy, Coimbatore – 641006
Ph : 0422- 6549995, 2539835 – 836, Fax : 0422 – 2539837
E-mail : info@skdc-consultants.com
Website : www.skdc-consultants.com

- **Distribution of Shareholding:**

The shareholding pattern as on 31st March 2015 is as follows.

Sln.	Category	No.of Shares	%
1	Promoters	1670036	54.94
2	Private Body Corporate, Indian Public and others	1369964	45.06
		3040000	100.00

Distribution of shareholding as on 31st March 2015

Range (No. of Shares)	No. of Shareholders	% to total no of Shareholders	No.of Shares Held	% to total share capital
1 - 5000	491	95.16	165268	5.44
5001 - 10000	6	1.16	42000	1.38
10001 - 20000	9	1.74	160550	5.28
20001 - 30000	3	0.58	72046	2.37
30001 - 40000	0	0.00	0	0.00
40001 - 50000	0	0.00	0	0.00
50001 - 100000	2	0.39	180100	5.92
100001 AND ABOVE	5	0.97	2420036	79.61
TOTAL	516	100.00	3040000	100.00

Registrar and Transfer Agents	SKDC CONSULTANTS LTD P B NO 2014, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore- 641006, Ph-0422-6549995, 2539835 info@skdc-consultants.com
Share Transfer System	Company's share transfer work, physical and electronic form is being done by Registrar and share transfer agents. Application for share transfer held in physical form are received both at the Registered office of company and at office of Registrar and share transfer agent of company and if documents are found to be in order, transfer work is completed and documents are returned within a period of 30days from date of receipt.
Investor Correspondence	Mrs. Bhagavathy Sankaranarayanan Company Secretary & Compliance officer PH.NO: 0484 4032952, 6596725 Mail: secretarial@anadamrubberco.com

DECLARATION ON CODE OF CONDUCT

As required by Clause 49 (ID) of the Listing Agreement, declaration for compliance with the Code of Conduct of Company by all Board members and Senior Management personnel under Clause 41 of the Listing Agreement is attached as **Annexure-2** to Director's Report.

Place : Kochi

Date : 21.08.2015

Nirej V Paul(DIN: 03407536)
Managing Director

Management Discussion and Analysis Report

1. Industry structure and developments.

The company was incorporated as a plantation Company to acquire and engage in business of Rubber, Tea and Coffee Plantations. The main object of the 70 years old company, from its incorporation includes both Plantation business and to function as an investment trust Company. After the sale of the last estate of the Company (Pookkulam estate) in 1989, the Company functions as an investment and trading Company. From this business activity the Company is able to generate reasonable profit and maintaining stable dividend for last 15 years. From 1989 onwards Company doing same business activity, that is investment and trading.

2. Opportunities.

The Economy of India is the seventh-largest in the world by nominal GDP and the third-largest by purchasing power parity (PPP). The country classified as Newly Industrialized Country, one of the G-20 major economies, a member of BRICS and a developing economy with approximately 7% average growth rate for the last two decades. India's economy became the world's fastest growing major economy from the last quarter of 2014, replacing that of China's. This growth factor of the Indian economy is creating a vast potential for investment related activities of the company. Since the economic growth rate is steadily increasing the company is seeking for the potential avenues for profitable investments.

3. Segment-wise or product-wise performance.

The Anandam Rubber Company Limited was incorporated in 28th September 1942 with a basic objective of running rubber and tea plantations in south India and the company owns several plantations across south India. In the year 1989 the company sold its entire plantations to meet the emerging business needs and started concentrating in Investments and trading. Since then the company is carrying on the business of investments and trading. The entire operations of the company relates to one segment investment.

4. 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 county is increasing accompanying by make in India campaign the company is hoping that in coming years investment sector is going to witness a bullish growth and the company can reap benefits from the growth.

5. Internal control systems and their adequacy.

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

review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

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

Please refer to Directors' Report on performance review.

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

In a competitive economy, the proper utilization of human resources plays a crucial role. It begins with best practices in recruiting people and moves through learning and development, engagement, employee feedback and rewards and recognition. Towards this your Company took various initiatives and has maintained healthy and harmonious industrial relations at all locations. The dedication and hard work of productive and dynamic goal oriented team is the key factor to the success of our Company. We believe that hiring the right personnel and proper retaining is the decisive factor for this success. To keep the Company and its human resource competitive, we organized various training programs and experts were engaged to train the employees at various levels. This active process of learning made the employees competent and motivated. The Company has 4 permanent employees in its rolls as on 31/03/2015.

INDEPENDENT AUDITORS' REPORT

To the Members of **THE ANANDAM RUBBER COMPANY LIMITED (L25191KL1942PLC000045)**.

Report on the Financial Statements

We have audited the accompanying financial statements of **The Anandam Rubber Company Limited (L25191KL1942PLC000045)** ('the Company'), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these 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 financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a 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 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 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 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and

(f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. There were no pending litigations which would impact the financial position of the Company

ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts. and

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For MOHAN & RAVI
Chartered Accountants
FRN: 5167 S

C A Venkiteswaran T N
(Partner)
M. No: 217768

Kochi, 20 May 2015

**ANNEXURE TO INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF M/S. THE ANANDAM
RUBBER COMPANY LIMITED**

The Annexure referred to in our Independent Auditors' Report to the members of THE ANANDAM RUBBER COMPANY LIMITED (L25191KL1942PLC000045) on the financial statements for the year ended 31 March 2015, 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.

(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, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of investments. We have not observed any major weakness in the internal control system during the course of the audit.

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

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

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is regular in depositing its undisputed statutory dues with the appropriate authorities

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.

(viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

(ix) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.

(x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

(xi) The Company did not have any term loans outstanding during the year.

(xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For MOHAN & RAVI
Chartered Accountants
FRN: 5167 S

C A Venkiteswaran T N
(Partner)
M. No: 217768

Kochi, 20 May 2015

THE ANANDAM RUBBER COMPANY LIMITED .

CIN: L25191KL1942PLC000045

41/298 D2, 2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road

Near KSRTC Bus Stand, Ernakulam - 682 035

BALANCE SHEET AS AT MARCH 31, 2015

Particulars	Note No	Rupees in hundreds	
		As at March 31	
		2015	2014
EQUITY AND LIABILITIES			
Shareholders fund			
a) Share Capital	2.1	304,000.00	70,000.00
b) Reserves & Surplus	2.2	<u>18,448.22</u>	<u>7,963.97</u>
		322,448.22	77,963.97
Non-current liabilities			
a) Deferred tax liabilities(Net)	2.3	12.80	12.80
b) Long-term borrowings		-	-
c) Long term provisions		-	-
d) Other long term liabilities		-	-
		<u>12.80</u>	<u>12.80</u>
Current liabilities			
a) Short term borrowings	2.4	-	18,222.88
b) Trade payables	2.7	12,617.00	-
c) Other Current liabilities	2.5	3,145.89	2,312.26
d) Short-term provisions	2.6	<u>29,885.60</u>	<u>21,888.68</u>
		45,648.49	42,423.82
TOTAL		368,109.51	120,400.59
ASSETS			
Non-current assets			
a) Fixed assets			
(i) Tangible assets	2.8	212.85	82.26
(ii) Intangible		-	-
b) Non-current investments	2.9	341,580.69	17,781.35
c) Deferred tax assets		-	-
d) Other non current assets		-	-
		<u>341,793.54</u>	<u>17,863.61</u>
Current assets			
a) Current investment	2.10	250.00	1,480.90
b) Trade Receivables	2.11	697.70	28,864.64
c) Cash and cash equivalents	2.12	2,196.43	54,680.16
d) Short-term loans and advances		-	-
e) Other current assets	2.13	<u>23,171.85</u>	<u>17,511.28</u>
		26,315.97	102,536.97
TOTAL		368,109.51	120,400.59
Significant Accounting Policies and Notes on Accounts	1 & 2	-	-
As per our report of even date attached			
For MOHAN AND RAVI		For and on behalf of the Board	
Chartered Accountants			
CA.VENKITESWARAN T N		Nirej V Paul	Managing Director
PARTNER		V M Paulose	Director
M No.217768		Dr. T J Leelamma	Director
FRN. 5167 S		Jaya Paul	Director
Kochi		Nidhin Jose	Chief Financial officer
20 May 2015		Bhagavathy. S	Company Secretary

THE ANANDAM RUBBER COMPANY LIMITED

CIN: L25191KL1942PLC000045

41/298 D2, 2nd Floor, Saniya Plaza

Mahakavi Bharathiyar Road

Near KSRTC Bus Stand, Ernakulam - 682 035

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

Rupees in hundreds

Particulars	Note No.	Figures for the Year ended March 31, 2015	Figures for the Year ended March 31, 2014
Revenue from operation	2.14	12,374.47	14,276.88
Other Income	2.15	11,748.33	5,014.85
Total Revenue		24,122.80	19,291.73
Expenses:			
Employee benefit expenses	2.16	2,450.00	930.00
Finance cost	2.17	1,370.11	1,004.63
Depreciation	2.8	166.59	37.29
Other expenses	2.18	5,421.46	2,426.92
Total expenses		9,408.16	4,398.84
Profit before exceptional and extraordinary items and tax		14,714.64	14,892.88
Exceptional items		-	-
Profit before extraordinary items and tax		14,714.64	14,892.88
Tax expense: (1)			
Current Tax		4,479.20	3,940.00
(2) Deferred Tax		-	-
PROFIT AFTER TAX		10,235.44	10,952.88
Profit/(Loss) from discontinuing operations		-	-
EARNIG PER EQUITY SHARE			
Equity share of par value Rs.10/- each		3040000	7,00,000
Number of share		0.50	1.56
Basic and Diluted		-	-
Adjusted EPS (Basic and Diluted)			
Significant Accounting policies and Notes on accounts	1 & 2		
As per our report of even date attached			
For MOHAN AND RAVI Chartered Accountants		For and on behalf of the Board	
CA.VENKITESWARAN T N PARTNER M No.217768 FRN. 5167 S Kochi 20 May 2015		Nirej V Paul V M Paulose Dr. T J Leelamma Jaya Paul Nidhin Jose Bhagavathy. S	Managing Director Director Director Director Chief Financial officer Company Secretary

THE ANANDAM RUBBER COMPANY LIMITED

CIN: L25191KL1942PLC000045

41/298 D2, 2nd Floor, Saniya Plaza

Mahakavi Bharathiyar Road, Near KSRTC Bus Stand, Ernakulam - 682 035

(Rupees In hundreds)

Cash Flow Statement for the year ended March 31,	Note	2015	2014
Cash flow from Operating activities:			
Net profit before tax and extra ordinary item		14,714.64	14,892.88
Adjustments for reconciling profit before tax to cash generated by operating activities			
Depreciation and amortization		166.59	37.29
Interest/dividend and income from sale of shares		(11,748.33)	(5,014.85)
Adjustment for			
Trade and other receivable		29,802.97	(20,068.04)
Trade and other payable		(4,516.07)	(10,871.40)
Cash generated from operations		28,419.79	(21,024.12)
Income taxes paid		(7,296.59)	(2,917.06)
Refund of income tax		-	-
Cash flow before extra ordinary item		21,123.20	(23,941.17)
Net cash generated/(used in)operating activities		21,123.20	(23,941.17)
Cash flow Investing activities:			
Interest received		7,135.21	4,238.19
Sale of investments (net)		(322,568.44)	27,842.50
Unpaid redeemable preference share paid off		-	-
Acquisition of fixed assets		(297.18)	-
Income from MF investments		4,211.68	126.01
Dividend received		401.44	650.65
Net cash provided by / (used in) investing activities		(311,117.29)	32,857.35
Cash flow from Financing activities:			
Proceeds from Preferential allotment of Equity shares		245,700.00	-
Dividend paid including dividend tax		(8,189.65)	(7,322.02)
Loans/advances		-	-
Net cash used in financing activities		237,510.35	(7,322.02)
Net increase/(decrease) in cash and cash equivalents		(52,483.74)	1,594.16
Cash and cash equivalents at the beginning		54,680.16	53,085.99
Cash and cash equivalents at the end		2,196.43	54,680.15
Significant Accounting policies and notes on accounts	1 & 2		

For MOHAN AND RAVI

Chartered Accountants

CA.VENKITESWARAN T N

PARTNER

M No.217768

FRN. 5167 S

Kochi

For and on behalf of the Board

Nirej V Paul

Managing Director

V M Paulose

Director

Dr. T J Leelamma

Director

Jaya Paul

Director

Nidhin Jose

Chief Financial officer

Bhagavathy. S

Company Secretary

20 May 2015

THE ANANDAM RUBBER COMPANY LIMITED (CIN: L25191KL1942PLC000045)

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

2. NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015

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

2.1 SHARE CAPITAL		(Rupees in hundreds)	
Particulars	As at March 31		
	2015	2014	
SHARE CAPITAL			
Authorised share capital		-	
40,00,000 Equity Shares of Rs.10/- each	<u>400,000.00</u>	<u>400,000.00</u>	
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)	304,000.00	70,000.00	
		-	
Total	304,000.00	70,000.00	
Reconciliation of number of shares outstanding at the beginning & end of the reporting period			
Particulars	Shares as at the end of March 31,		
	2015	2014	
Outstanding at the beginning of the reporting period	700,000	700,000	
Issued during the year	2,340,000	-	
Outstanding at the end of the reporting period	3,040,000	700,000	
Details of shareholders holding more than 5% shares in the Company			
Particulars	As at March 31		
	2015	2014	
Nirej V Paul			
Number of shares	607,510	307,510	
% of shares	19.98	43.93	
VM Paulose			
Number of shares	357,624	57,624	
% of shares	11.76	8.23	

Jaya Paul			
	Number of shares	354,880	54,880
	% of shares	11.67	7.84
TJ Leelamma			
	Number of shares	350,022	50,022
	% of shares	11.51	7.15
HEDGE EQUITIES LIMITED			
	Number of shares	750,000	-
	% of shares	24.67	-
2.2 RESERVES AND SURPLUS		(Rupees in hundreds)	
		As at March 31	
	Particulars	2015	2014
	Capital redemption reserve (Opening balance)	<u>2,500.00</u>	<u>2,500.00</u>
	General reserve (Opening balance)	2,105.93	2,105.93
	Less: Appropriations:		
	Bonus Issue		-
	Add: Transfer from surplus		<u>-</u>
	Closing balance	2,105.93	2,105.93
	Surplus (Opening balance)	3,358.04	594.80
	Add: Current year profit transferred after tax	<u>10,235.44</u>	<u>10,952.88</u>
	Amount for appropriation	13,593.48	11,547.69
	Appropriations:		
	Bonus issue	-	-
	Transferred to General Reserve	-	-
	Proposed Dividend	9,120.00	7,000.00
	Dividend tax	2,331.19	1,189.65
	Surplus closing balance	<u>2,142.29</u>	<u>3,358.04</u>
	Share premium	<u>11,700.00</u>	<u>-</u>
	Total	18,448.22	7,963.97
2.3 DEFERRED TAXES		(Rupees in hundreds)	
		As at March 31	
	Particulars	2015	2014
	Deferred tax liability	12.80	-

		12.80
Total	12.80	12.80
2.4 SHORT TERM BORROWINGS		
	(Rupees in hundreds)	
Particulars	As at March 31	
	2015	2014
Loan repayable on Demand- OD from HDFC bank	-	18,222.88
Total	-	18,222.88
2.5 OTHER CURRENT LIABILITIES		
	(Rupees in hundreds)	
Particulars	As at March 31	
	2015	2014
Unpaid dividend Accounts	2,891.39	1,964.51
Unpaid redeemable preference shares	254.50	254.50
Expenses payable	-	93.25
Total	3,145.89	2,312.26
2.6 SHORTTERM PROVISIONS		
	(Rupees in hundreds)	
Particulars	As at March 31	
	2015	2014
Proposed dividend	9,120.00	7,000.00
Dividend tax	2,336.07	1,194.53
Provision for taxation	17,948.63	13,469.43
Salary payable	200.00	-
Audit fee	280.90	224.72
Total	29,885.60	21,888.68
2.7 TRADE PAYABLE		
	(Rupees in hundreds)	
Particulars	As at March 31	
	2015	2014
Unsecured considered good		
Out standing for a period exceeding 6 months	-	-
Others	12,617.00	-
Total	12,617.00	-
2.9 INVESTMENTS		
	(Rupees in hundreds)	
Particulars	As at March 31	
	2015	2014

NON CURRENT INVESTMENTS		
Long term investment at cost		
(i) Quoted Investments		
Century Enka Limited - 35 Equity shares of Rs.10/- each, Market value as on 31/03/2015, Rs.5239/-	35.00	35.00
Eastern Treads Limited - 9800 Equity shares of Rs.10/- each.	-	980.00
Denis Chem Lab Limited - 100 Equity shares of Rs.10/- each.	-	55.23
State Bank of Travancore-10 Equity shares of Rs.10/- each, Market value as on 31/03/2015, Rs.4362/-	56.12	
Wheels India Limited - 622 Equity shares of Rs.10/- each.	-	2,794.00
(ii) Unquoted Investments at Cost		
Catholic Syrian Bank - 76757 Equity shares of Rs.10/- each	131,882.83	13,917.12
CSB Rights Shares -197261 Equity shares of Rs.10/- each	209,606.75	
Total	341,580.69	17,781.35
2.10 CURRENT INVESTMENTS		
	(Rupees in hundreds)	
	As at March 31	
	2015	2014
Short term investment at lower of cost and fair value.		
Aspinwall & Co Limited - 1119 Equity shares of Rs.10/- each.	-	1,230.90
South Indian Bank Limited - 1250 Equity Shares of Rs.1- each, market value as on 31.03.2015, Rs.30000/-	250.00	250.00
Total	250.00	1,480.90
2.11 TRADE RECEIVABLES		
	(Rupees in hundreds)	
	As at March 31	
Particulars	2015	2014
Unsecured considered good		
Out standing for a period exceeding 6 months	-	-
Others	697.70	28,864.64
Total	697.70	28,864.64
2.12 CASH AND CASH EQUIVALENTS		
	(Rupees in hundreds)	
	As at March 31	
Particulars	2015	2014
Cash on hand	347.38	52.06
Balances with banks		
Syndicate bank	137.91	140.19

HDFC Bank a/c 50200009596498	2.46	-
HDFC Bank a/c 15108630000014	1,708.68	-
Fixed Deposits with Bank	-	54,487.91
Total	2,196.43	54,680.16
2.13 OTHER CURRENT ASSETS		
	(Rupees in hundreds)	
	As at March 31	
Particulars	2015	2014
Tax deducted at source	2,099.31	1,284.01
Income Tax	18,181.15	11,699.85
Others (unpaid dividend account)	2,891.39	4,527.42
Total	23,171.85	17,511.28
2.14 REVENUE FROM OPERATIONS		
	(Rupees in hundreds)	
	As at March 31	
Particulars	2015	2014
Share Trading	12,374.47	14,276.88
Total	12,374.47	14,276.88
2.15 OTHER INCOME		
	(Rupees in hundreds)	
	As at March 31	
Particulars	2015	2014
Dividend income	401.44	259.20
Income from Mutual fund	4,211.68	126.01
Interest from bank	7,135.21	4,238.19
Accrued Income	-	391.45
Total	11,748.33	5,014.85
2.16 EMPLOYEE BENEFIT EXPENSES		
	(Rupees in hundreds)	
	As at March 31	
Particulars	2015	2014
Salary and allowances	2,450.00	930.00
Total	2,450.00	930.00
2.17 FINANCE COST		
	(Rupees in hundreds)	

Particulars	As at March 31	
	2015	2014
Interest on Bank Overdraft & Bank charges	1,370.11	1,004.63
Total	1,370.11	1,004.63

2.18 ADMINISTRATION & OTHER EXPENSES		(Rupees in hundreds)	
Particulars	As at March 31		
	2015	2014	
Commission	319.00	27.00	
Postage & Courier charges	132.82	39.36	
Repairs & Maintenance	139.00	40.00	
Printing and stationery	373.05	287.46	
Advertising expenses	408.61	79.36	
DP Charges	56.43	26.34	
Office expenses	722.63	16.57	
Professional charges	276.65	650.70	
ROC filing fee and expenses	-	1,000.00	
Travelling expenses	179.99	35.41	
Auditors remuneration	280.90	224.72	
CDSL Custody Fee	213.36	-	
MSE Listing Fee	70.79	-	
Nsdl Custody Fee	124.19	-	
NSE processing fee	500.00	-	
Pref Issue 2014 Exp	555.63	-	
Secreterial Charges	636.00	-	
Share Transfer Stamps	179.59	-	
Quarterly Report Exp	252.82	-	
Total	5,421.46	2,426.92	

2.8 FIXED ASSETS

Particulars	RATE	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As on 01/04/20 14	Additions	Disposals	TOTAL	UPTO 31/03/201 4	FOR THE YEAR	WRITTEN BACK	TOTAL	AS ON 31/03/20 15	AS ON 31/03/20 14
Office Equipments	45.07	57,042.00		-	57,042.00	53,568.00	622.00	-	54,190.00	2,852.00	3,474.00
Furniture	25.89		5,648.00		5,648.00		148.00		148.00	5,500.00	
Computer	63.16	20,500.00			20,500.00	15,748.00	3,727.00	-	19,475.00	1,025.00	4,752.00
Computer	63.16		24,070.00		24,070.00		12,162.00		12,162.00	11,908.00	
TOTAL		77,542.00	29,718.00	-	107,260.00	69,316.00	16,659.00	-	85,975.00	21,285.00	8,226.00

THE ANANDAM RUBBER COMPANY LIMITED
(CIN: L25191KL1942PLC000045)
41/298 D2, 2nd Floor, Saniya Plaza,
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1. SIGNIFICANT ACCOUNTING POLICIES

a) 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.

b) ACCOUNTING POLICY

a) Basis of Accounting

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

b) Fixed assets and depreciation

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

c) Investment

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

d) Retirement benefits

The Company does not have regular employees at present. 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 since the value of timing difference was negligible, the provision has not 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.

2. Notes to Accounts

2.18 Remuneration to Auditors

Particulars	2014-2015	2013-2014
Statutory Audit under the Companies Act	25,000/-	20,000/-
Service Tax	3,090/-	2,472/-
Expenses reimbursement	-	-
Total	28,090/-	22,472/-

2.19 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.

2.20 Contingent Liabilities

The Company has no material contingent liabilities as at March 31, 2015.

2.21 Foreign Currency

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

2.22 Comparative Figures

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

2.23 Information on dues to Small Scale Industries Units

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

As per our report attached

For MOHAN AND RAVI

Chartered Accountants

CA.VENKITESWARAN T N

PARTNER

M No.217768

FRN. 5167 S

Kochi

20 May 2015

For and on behalf of the Board

Nirej V Paul

Managing Director

V M Paulose

Director

Dr. T J Leelamma

Director

Jaya Paul

Director

Nidhin Jose

Chief Financial officer

Bhagavathy. S

Company Secretary

The Anandam Rubber Company Limited

Reg. Office: 41/298 – D2, 2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road, Near KSRTC Bus Stand,
Ernakulam, Kerala, Cochin – 682 035
CIN: L25191KL1942PLC000045

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Seventy-second Annual General Meeting of the Members of **M/s The Anandam Rubber Company Limited** will be held on Wednesday, 30th Day of September 2015 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 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31st, 2015 and the Profit and Loss Account for the year ended on that date, together with the Reports of the Directors and the Auditors thereon.
2. To declare 3 % dividend on Equity Shares.
3. To appoint a Director in place of Dr. Leelamma T J (DIN: 03407620), who retires by rotation in compliance with the Section 152 of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
4. To ratify the appointment of M/s. Mohan and Ravi (Firm Reg. No: 5167 S), Chartered Accountants, Kochi as the Auditors of the Company in compliance with the provisions of Section 139 of the Companies Act, 2013 and to fix their remuneration.

“**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. Mohan and Ravi (Firm Reg. No: 5167 S), Chartered Accountants as Auditors of the Company for a term of 3 years i.e. till the conclusion of the 74th Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 73rd AGM of the Company to be held in the year 2016, at such remuneration plus service tax, out of pocket, traveling and living expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

5. APPOINTMENT OF SANTHOSH MATHEICKAL SUNNY (DIN: 02203495) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Companies Act 2013, Santhosh Matheickal Sunny (DIN: 02203495) who was appointed as Independent Director of the Company by the Board of Directors with effect from 20th December 2014, who has submitted a declaration that he meets the criteria as required in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years from the date of appointment”

“FURTHER RESOLVED THAT all the acts done by the board of directors with regard to the said appointment be and is hereby ratified and his appointment has been approved”

6. APPOINTMENT OF PANDICHERRIL PATHROSE ZIBI JOSE (DIN: 00006902) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Companies Act 2013, Pandicherril Pathrose Zibi Jose (DIN: 00006902) who was appointed as Independent Director of the company by the board of Directors with effect from 20th December 2014, who has submitted a declaration that he meets the criteria as required in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years from the date of appointment”

“FURTHER RESOLVED THAT all the acts done by the board of directors with regard to the said appointment be and is hereby ratified and his appointment has been approved”

7. AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the new draft Articles as contained in the Articles of Association submitted be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company modified in line with Section 5 read with table F of Schedule I be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT Mr. Nirej Vadakkedathu Paul (DIN: 03407536), Managing Director, be and is hereby authorized to do all such acts and things as may be considered necessary to give effect to the above resolution.”

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself and the proxy need not be a member of the company. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the Annual General Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nomination organization.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September 2015 to 30th September 2015 both days inclusive, for determining the name of Members eligible for Dividend.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses under Items No5, 6, 7 is annexed hereto.
4. Subject to the provisions of Section 123 of the Companies Act, 2013, if dividend recommended by the Board of Directors is approved, payment of such dividend will be made on or before 30th day

of October 2015 to those members, whose names appear on the Company's Register of Members as on 23rd day of September, 2015. In respect of shares held in electronic form, dividend will be payable on the basis of beneficial ownership, as per details furnished by NSDL/CDSL, for this purpose.

5. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository account will be used by the Company for the payment of dividend. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
6. Shareholders are requested to inform the Company any changes in their mailing address and also to quote folio numbers in all their correspondence with the Company.

7. 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, 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. 23rd September 2015 may cast their vote electronically.
- d. The e-voting period commences at 9:00 a.m. on Sunday, 27th September, 2015 and ends at 5:00 p.m. on Tuesday 29th September, 2015. 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 cut-off date i.e. 23rd September 2015.
- g. The Board of Directors at their meeting have appointed BVR & Associates, Practicing Company Secretaries as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

INSTRUCTIONS FOR E-VOTING:

- (i) The voting period begins on Sunday, 27th September 2015 at 9.00 am and ends on Tuesday, 29th September 2015 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN relevant to The Anandam Rubber Company Limited.

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 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.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

8. 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

9. The Scrutinizer shall immediately after the conclusion of the voting at General meeting, first count the votes cast at the meeting, and thereafter unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any within Three days of Conclusion of the Meeting, to the Chairman of the meeting.
10. 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.anadamrubberco.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 30th September 2015.
11. The unclaimed dividends up to 31st March 2007 have been transferred to the "Investor Education and Protection Fund" established by the Central Government under the amended provisions of the Companies Act, 1956.
12. Please encash your earlier Dividend Warrants, if you have not already done so as Dividend remaining unclaimed for seven years are now required to be transferred to the "Investor Education and Protection Fund" established by the Central Government under the amended provisions of the Companies Act, 2013 and you will not be able to claim any unpaid dividend from the said Fund or from the Company thereafter.
13. 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.
14. Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting. No duplicate will be issued at the venue of the Meeting.
15. Members are requested to furnish their Bank Account details for printing the same on the dividend warrants to prevent fraudulent encashment of dividend warrants.
16. No gift coupons/gift vouchers will be issued to the members
17. Details of the Directors seeking reappointment/appointment at the Annual General Meeting as required under Clause 49 of the Listing Agreement is as follows.
18. Exclusive e-mail id for redressal of investor complaints

In terms of Clause 47(f) of the Listing Agreement please use the following contacts for redressal of Investor Complaints.

E-Mail ID : secretarial@anadamrubberco.com

Compliance Officer : Bhagavathy Sankaranarayanan

Telephone No : 0484- 4032952, 6596725

By the Order of the Board of Directors

Place: Kochi

Date: 21.08.2015

NIREJ V PAUL (DIN: 03407536)
Managing Director

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

Item No. 5

In order to comply with the requirements of revised Clause 49 of listing agreement the board of directors has made an appointment of Independent Director to the board in event of resignation of Mr. Bobby Jose Arakunnel, Independent Director to achieve the optimum combination of Independent Non Executive Directors . This circumstance forced the board of the company to induct required number of independent directors to the board to achieve the optimum combination of Independent Non Executive Directors. Mr. Santhosh Matheickal Sunny (DIN: 02203495) was appointed as Independent Director of the company by the board of Directors in this regard with effect from 20th December 2014, who has submitted a declaration that he meets the criteria as required in section 149(6) of the Companies Act 2013.

He has more than two decades of experience in business in various capacities and got specialized in Finance and Accounts and has wide expertise in Finance and Administration. The Company has received his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 to the effect that he is not disqualified under section 164(2) of the Companies Act 2013; and declaration to the effect that he meets the criteria of Independence as provided in Section 149 of the Act.

The Board of Directors of your Company are of the opinion that he fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Santhosh Matheickal Sunny is independent of the management of the Company. A copy of the draft letter of his appointment as an Independent Director setting out the terms and conditions is available for inspection at the website of the company.

The Board seeks approval of the members to the appointment of Mr. Santhosh Matheickal Sunny as Independent Director of the Company by the board with effect from 20th December 2014 for a term up to five years pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that he shall not be liable to retire by rotation. Except Mr. Santhosh Matheickal Sunny, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

Item No. 6

In order to comply with the requirements of revised Clause 49 of listing agreement the board of directors has made an appointment of Independent Director to the board in event of resignation of Mr. Bobby Jose Arakunnel, Independent Director to achieve the optimum combination of Independent Non Executive Directors . This circumstance forced the board of the company to induct required number of independent directors to the board. The board appointed Mr. Pandicherril Pathrose Zibi Jose (DIN: 00006902) as a independent Director to the board in the intermittent vacancy of independent Director which occurred with effect from 20th December 2014, who has submitted a declaration that he meets the criteria as required in section 149(6) of the Companies Act 2013.

He has more than two decades of experience as Practicing Company Secretary and got specialized in Business Administration, Finance and Accounts and has wide expertise in Finance and Compliance matter. The Company has received his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 to the effect that he is not disqualified under section 164(2) of the Companies Act 2013; and declaration to the effect that he meets the criteria of Independence as provided in Section 149 of the Act.

The Board of Directors of your Company are of the opinion that he fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Pandicherril Pathrose Zibi Jose is independent of the management of the Company. A copy of the draft letter of his appointment as an Independent Director setting out the terms and conditions is available for inspection at the website of the company.

The Board seeks approval of the members to the appointment of Mr. Pandicherril Pathrose Zibi Jose as Independent Director of the Company by the board with effect from 20th December 2014 for a term up to five years pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that he shall not be liable to retire by rotation. Except Mr. Pandicherril Pathrose Zibi Jose, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

Item No. 7

The present Articles of Association (AOA) of the Company are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific Sections of the Companies Act, 1956. In terms of the commencement of the Companies Act, 2013, several regulations of the existing AOA require alteration, hence the Company considers it prudent to replace the existing Articles of Association in its entirety by a new set of Articles of Association in terms of Table F and other applicable provisions of the Companies Act, 2013 along with requirements of listing agreement.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment of Articles of Association requires approval of shareholders by way of special resolution. Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder.

None of the Directors are, in any way, concerned or interested in this resolution. The copy of the Altered Articles of Association is available for inspection at the Registered Office of the Company during business hours on working days from 11.00 AM till 1.00 PM till the date of the Annual General Meeting and also copy of draft Altered Articles of association is available in the website of the company. The Board therefore, submits the resolution for your consideration and recommends it to be passed as a special resolution.

By the Order of the Board of Directors

Place: Kochi
Date: 21.08.2015

NIREJ V PAUL (DIN: 03407536)
Managing Director

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.

ATTENDANCE SLIP

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

I hereby record my presence at the SEVENTY-SECOND ANNUAL GENERAL MEETING of the Company held at the Registered Office of the Company at 41/298 - D2, 2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road, ear KSRTC Bus Stand, Cochin - 682035 on 30th September 2015 at 11.30 A.M.

Signature of the attending member or Proxy

--

THE ANANDAM RUBBER COMPANY LIMITED

CIN: L25191KL1942PLC000045

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

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 72nd Annual general meeting held on Wednesday, 30th day of September 2015 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	
		For	Against
ORDINARY BUSINESS			
1	Adoption of Financial Statements for year ended 31st March 2015		
2	To declare 3% dividend on Equity Shares.		
3	To appoint a Director in place of Dr. Leelamma TJ (DIN: 03407620), who retires by rotation, and being eligible, offers herself for reappointment.		
4	To ratify the appointment M/s. Mohan and Ravi, Chartered Accountants as auditors and fix their remuneration.		
SPECIAL BUSINESS			
5	Appointment of Santhosh Matheickal Sunny (Din: 02203495) As an Independent Director of The Company		
6	Appointment of Pandicherril Pathrose Zibi Jose (Din: 00006902) as an Independent Director of the Company		
7	Amendment of Articles of Association of the company		

Signed this..... day of..... 2014

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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

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

