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**The Anandam Rubber Company Limited**

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

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

CIN: L25191KL1942PLC000045

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

Notice is hereby given that the 73<sup>rd</sup> Annual General Meeting of the Members of The Anandam Rubber Company Limited will be held on Friday, 30<sup>th</sup> Day of September 2016 at the Registered office of the Company at 41/298 - D2, 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 Audited statement of Profit and Loss for the year ended 31<sup>st</sup> March 2016, and the Balance Sheet as at the date together with reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Dr. Leelamma T J (DIN: 03407620), who retires by rotation in compliance with the Section 152 of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s. Mohan and Ravi (Firm Reg. No: 5167 S), Chartered Accountants, Kochi as the Auditors of the Company in compliance with the provisions of Section 139 of the Companies Act, 2013 and to fix their remuneration.

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

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

Place: Cochin  
Date: 25.08.2016

**NIDHIN JOSE  
Company Secretary**

**Notes:**

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

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

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

- 20 of the Companies (Management and Administration) Rules, 2014.
- c. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. 23<sup>rd</sup> September 2016 may cast their vote electronically.
- d. The e-voting period commences at 9:00 a.m. on Tuesday, 27<sup>th</sup> September, 2016 and ends at 5:00 p.m. on Thursday 29<sup>th</sup> September, 2016. The e-voting module shall be disabled by CDSL for voting thereafter.
- e. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- f. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the date of dispatch of notice.
- g. The Board of Directors at their meeting had appointed BVR & Associates, Practicing Company Secretaries as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

**INSTRUCTIONS FOR E-VOTING:**

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

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

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

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for 'The Anandam Rubber Company Ltd' on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO"

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

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

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

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



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

11. Consequent to the amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend remaining unpaid/unclaimed for a period of seven years from the date they become due for payment is to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the dividend declared for all the financial years ended upto March 31, 2008 had been transferred to IEPF.
12. Members who have not encashed the dividend warrants for the financial year 2008-09 and/or any subsequent years are requested to write to the Company/RTA giving the necessary details. Details of dividend declared for the financial years from 2008-09 onwards are given below:

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

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

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

14. Shareholders who have multiple folios in identical names or in joint names in the same order are requested to intimate to the Company these folios, to enable the Company to consolidate all such shareholdings into one folio.
15. The Notice of AGM and the copies of audited financial statements, directors' report, auditors' report etc. will also be displayed on the website ([www.anandamrubberco.com](http://www.anandamrubberco.com)) of the Company.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
18. Kindly register your email address and contact details with us, by writing to us addressed to the Secretarial Department at our Registered office, or at our e-mail ID: [secretarial@anandamrubberco.com](mailto:secretarial@anandamrubberco.com). This will help us in prompt sending of notices, annual reports and other

## The Anandam Rubber Company Limited

shareholder communications in electronic form.

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

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

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

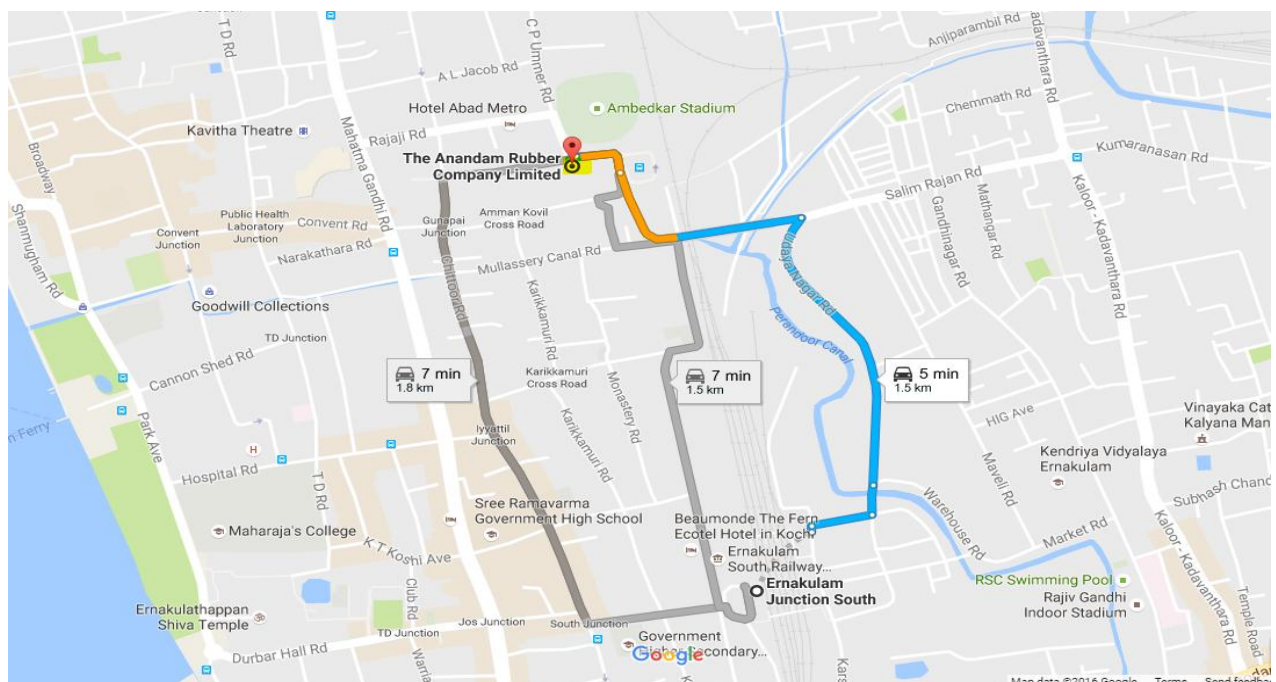
**E-Mail ID:** [secretarial@anandamrubberco.com](mailto:secretarial@anandamrubberco.com)

**Compliance Officer:** Nidhin Jose

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

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

### Route Map to the Venue of the AGM



**The Anandam Rubber Company Limited**

**THE ANANDAM RUBBER COMPANY LIMITED**

CIN: L25191KL1942PLC000045

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

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

**ATTENDANCE SLIP**

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

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

Signature of attending Member or Proxy:



**THE ANANDAM RUBBER COMPANY LIMITED**

CIN: L25191KL1942PLC000045

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

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

**PROXY FORM**

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

CIN: L25191KL1942PLC000045

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

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

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP

ID

:

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

1 Name:

Address:

E- mail Id:

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

2 Name:

Address:

E- mail Id:

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

3 Name:

Address:

E- mail Id:

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

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

## The Anandam Rubber Company Limited

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

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

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

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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

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