

BVR & ASSOCIATES

Company Secretaries LLP
LLPIN: AAE-7079

"Swastika", 31/1444
Lal Salam Road, Off Convent Road
Ponnuruni, Vytilla P O, Cochin - 682019

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To,

The Chairman

ANANDAM RUBBER COMPANY LIMITED
41/298 - D2 ,2nd Floor, Saniya Plaza,
MahakaviBharathiyarRoad,Near KSRTC Bus Stand
Cochin, Kerala- 682035

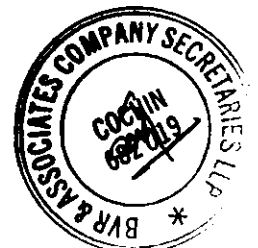
Annual General Meeting Held on 30th September, 2015 at Registered office of the Company at 41/298 - D2, 2nd Floor, Saniya Plaza, MahakaviBharathiyar Road, Near KSRTC Bus Stand, Cochin, Kerala – 682035 at 11.30 AM.

Dear Sir,

Sub: Scrutinizer report on Electronic voting

We, BVR& Associates Company Secretaries LLP, Company Secretaries in practice, "Swastika", 31/1444, Lal Salam Road,Off Convent Road, Ponnuruni, Vytilla P. O, Cochin, Kerala- 682019 appointed as scrutinizers for theElectronic Voting of resolutions mentioned in the notice calling the Annual General Meeting of the Members of Anandam Rubber Company Limited,held on Wednesdaythe 30th September, 2015 at 41/298 - D2, 2nd Floor, Saniya Plaza, MahakaviBharathiyar Road, Near KSRTC Bus Stand, Cochin, Kerala – 682035 at 11.30 AM, submit our report as under:

1. Electronic voting remained open for the members from 27.09.2015, 09.00 AM to 29.09.2015, 05.00 PM.



2. We have unblocked the votes on 30th September 2015 in the presence of two witnesses, who were not the employees of the Company. Name and signatures of the witnesses have been provided at the end of this report and the same is in compliance with the provisions of Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014. Votes cast by interested parties in their respective resolutions have not been counted.

An extract of the Electronic voting is given below:-

Detailed report of the voting generated from the website is annexed with this report.

Total Folios Voted: -70

Pattern of voting is given below.

Resolution No	Subject matter of Resolution	No of Votes Assenting the resolution	No of Votes Dissenting the resolution	Total
1	To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended 31 March 2015 and the Balance Sheet as at that date, together with the reports of Directors and the Auditors thereon.	1869336	-	1869336
2	To declare 3 % dividend on Equity Shares.	1869336	-	1869336
3	To appoint a Director in place of Dr. Leelamma T J (DIN: 03407620), who retires by rotation in compliance	1869336	-	1869336



	with the Section 152 of the Companies Act, 2013 and being eligible, offers herself for re-appointment.			
4	<p>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.</p> <p>“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</p>	1869336	-	1869336



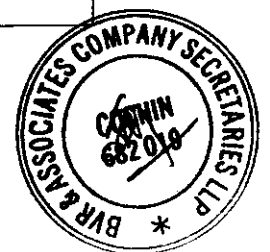
	year 2016,at such remuneration plus service tax, out of pocket, traveling and living expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors."			
5	<p>To consider and if thought fit to pass, with or without modification, the following resolutions as Ordinary Resolutions:</p> <p>Appointment of SanthoshMatheickal Sunny (Din: 02203495) as an Independent Director of the Company</p> <p>"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, SanthoshMatheickal 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</p>	1869336	-	1869336



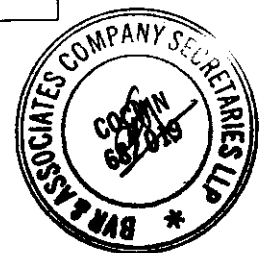
	<p>appointment, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years from the date of appointment” .</p> <p>“FURTHER RESOLVED THAT all the acts done by the board of directors with regard to the said appointment be and is hereby ratified and his appointment has been approved”</p>			
6	<p>To consider and if thought fit to pass, with or without modification, the following resolutions as Ordinary Resolutions:</p> <p>Appointment of PandicherrilPathroseZibi Jose (din: 00006902) as an Independent Director of the company</p> <p>“RESOVED 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,</p>	1869336	-	1869336



	<p>PandicherrilPathroseZibi 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"</p> <p>"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"</p>			
7	<p>To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:</p> <p>Amendment Of Articles Of Association Of The Company</p>	1869336	-	1869336




	<p>"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."</p> <p>"RESOLVED FURTHER THAT Mr. NirejVadakkedathu 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."</p>			
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Votes Unblocked in the presence of following witnesses

1. Vikram R Shony
Kilikar Road,
Kochi-682002



2. Meghna Sunil
Veliyaparambil House
Meloar, Chalakkudi,
Thrissur-680311



ForBVR& Associates Company Secretaries LLP



CS Vijay S
(Partner)

M NO :F7873 CP :8268

Place: Ernakulam

Date : 30.09.2015

VIJAY S
Designated Partner
BVR & Associates Company Secretaries LLP
"Sweetha", 22/1404, Lal Salam Road
Off. Convent Road, Ponnurani
Vytilla P.O., Cochin - 682 019
C P No: 8268, FCS 7873
LLP IN AAE - 7079