



## 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

### POSTAL BALLOT NOTICE

*[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies Management and Administration) Rules, 2014]*

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution(s) as set out in this notice, are proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

The Board of Directors ("the Board") of the Company have appointed BVR & Associates, Practicing Company Secretaries LLP, as the Scrutinizer in accordance with the provisions of the Act & Rules, for conducting the postal ballot / e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed Postage prepaid self-addressed Business Reply Envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) shall also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 PM (IST) on Sunday, January 01, 2017 to be eligible for being considered, failing which, it will be treated as if no reply has been received from the Member.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the provisions of Section 108, 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is also providing e-voting facility to its members to enable them to cast their votes electronically instead of depositing/dispatching Postal Ballot Form(s). Members desiring to opt for e voting are requested to read the instructions in the Notes under the section 'Voting through electronic means'. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-voting facility to all its Members. Members have the option to vote either through e-voting or through Postal Ballot Form. Reference to postal ballot(s) in this Postal Ballot Notice also includes, votes received electronically and reference to Postal Ballot Notice also includes, postal ballot form along with postage prepaid self-addressed Business Reply Envelope.

The Scrutinizer shall submit his report to the Chairperson or in his absence to the Managing Director of the Company after the completion of the scrutiny of the postal ballots. The results of postal ballot shall be declared at 03:00 P.M. (IST) on Monday, January 02, 2017 and shall be communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be displayed on the Company's website at [www.anandamrubberco.com](http://www.anandamrubberco.com) & on CDSL's website at [www.evotingindia.com](http://www.evotingindia.com). The Resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms/e-voting i.e. Sunday, January 01, 2017.

## **RESOLUTIONS:**

### **Item No: 1**

#### **DISPOSING OF INVESTMENTS IN THE CATHOLIC SYRIAN BANK LTD**

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

**“RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval and consent of the members of the Company be and is hereby granted to the Board of Directors to sell or otherwise dispose of the whole or Substantially the whole of the investments in Equity Shares of The Catholic Syrian bank Limited by the Company at a fair value which will not be lower than Rs. 100( Hundred Rupees) per share to any body corporate or person(s), whether shareholders/ promoters of the Company or not”

**“FURTHER RESOLVED THAT** Mr. Nirej V Paul, Managing Director (DIN: 03407536), be and is hereby, severally, authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions.”

**“FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolutions, to approve any alteration or modification to the transaction documents from time to time on such terms and conditions as the Board may deem fit in the best interest of the Company and to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above resolutions, as it may deem in its discretion necessary.”

### **Item No. 2**

#### **APPROVAL FOR RELATED PARTY TRANSACTION:**

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded to the Board of Directors to enter into an agreement to sell or otherwise dispose off the whole or substantially the whole of the Equity investments in The Catholic Syrian Bank Limited by the Company on such terms and conditions at such time(s) and in such form and manner, with related parties whether shareholders/Promoters of the Company or not, at a fair value which will not be lower than Rs. 100(Hundred Rupees) per share at any point of time. “

**“FURTHER RESOLVED THAT** Mr. Nirej V Paul, Managing Director (DIN:), be and is hereby, severally, authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions.”

**“FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolutions, to approve any alteration or modification to the transaction documents from time to time on such terms and conditions as the Board may deem fit in the best interest of the Company and to settle

any questions, difficulty or doubt that may arise with regard to giving effect to the above resolutions, as it may deem in its discretion necessary.”

Dated: 30.11.2016  
Place: Cochin

By Order of the Board,  
**FOR, THE ANANDAM RUBBER COMPANY LIMITED**

**NIDHIN JOSE**  
**COMPANY SECRETARY**

**Notes:**

1. The explanatory statement(s) pursuant to Section 102 of the Act stating all material facts and the reasons for the proposed resolution are annexed herewith the Notice.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e on Wednesday, November 30, 2016. A person who is not a member as on cut-off date shall treat this notice for information purpose only. The Postal Ballot Notice is being sent to Members in electronic form on the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Wednesday, November 30, 2016 will be considered for the purpose of voting (including e-voting/ Postal ballot).
4. Resolutions passed by the Members through postal ballot are deemed to have been duly passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to Company Secretary at [secretarial@anandamrubberco.com](mailto:secretarial@anandamrubberco.com) . The Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Wednesday, November 30, 2016.
8. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for Postal ballot instead of e-voting are also required to send certified true copy of the Board Resolution / Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
9. A Member cannot exercise his vote by proxy on postal ballot form.

**The instructions for shareholders voting electronically are as under:**

10. The voting period begins on 9.00 AM on Saturday, December 03, 2016 and ends on 5.00 PM Sunday, January 01, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, November, 30 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
11. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
12. Click on Shareholders.
13. Now Enter your User ID
14. For CDSL: 16 digits beneficiary ID,
15. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
16. Members holding shares in Physical Form should enter Folio Number registered with the Company.
17. Next enter the Image Verification as displayed and Click on Login.
18. 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.
19. 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> <p>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.</p> <p>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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>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).</p>

20. After entering these details appropriately, click on "SUBMIT" tab.
21. 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.
22. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
23. Click on the EVSN relevant for 'The Anandam Rubber Company Ltd' .
24. 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.

25. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
26. 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.
27. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
28. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
29. 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.
  - (i) 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 also download the said app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - (ii) **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.
  - (iii) 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).

## **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“ACT”)**

### **Item No. 1**

## **DISPOSING OF INVESTMENTS IN THE CATHOLIC SYRIAN BANK LTD**

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 which mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a Special Resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1)(a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

Our Company owns 265649 Equity Shares of The Catholic Syrian Bank Ltd (CSB). The Book value of the Investment is Rs. 3,27,31,788 (Rupees Three Cores Twenty Seven Lakhs Thirty One Thousand Eighty Eight). The entire Capital of the Company is invested in the Equity Shares of Bank. Company had made investment in the Bank due to the proposed Initial Public Offering (IPO) plans of the Bank and expecting a good return. But due to the alarming increase in Non Performing Assets (NPA) & Accumulated Losses the Bank was forced to withdraw their plans for IPO, even though they got the Approval from SEBI for their Draft Red Hearing Prospectus (DRHP). The Bank also reported 150 Crores losses the in the Last Audited Financial Year. Presently our Company is availing unsecured loan from Director to meet its monthly expenses as the entire funds of the Company got blocked in CSB,.

In the light of Current Market Conditions and considering the financial position of the company the Board decided to liquidate the said investment. In the current market conditions it may be difficult for the Company to liquidate the investments due to the poor buyer response. But the financial condition of the Company necessitates for liquidating the investments so as to avoid further losses for the company. So considering the financial condition of the company the promoters are willing to purchase the CSB Shares even if company fails to finds out a Buyer from market at price not less than Rs.100 (Rupees Hundred) per CSB Share.

Except Promoters of the Company None of the other Directors, Key Managerial Personnel or their respective relative(s), are concerned or interested in the Resolution set out at Item No. 1 of the notice.

The Board recommended the Special Resolution as set out under item no. 1 of the Notice for approval by the shareholders.

### **Item No. 2**

## **APPROVAL FOR RELATED PARTY TRANSACTION**

Members of the Company are further requested to note that Section 188(1) of the Companies Act, 2013 read with the relevant Rules made there under requires any transaction entered into between related parties for 'selling or otherwise disposing of, or buying, property of any kind', to be approved by the members of the Company by way of a resolution.

Considering the Current Market Conditions and financial position of the company the Board decided to liquidate the Equity investment in The Catholic Syrian Bank Ltd (CSB). In the current market conditions it may be difficult for the Company to liquidate the investments due to the poor buyer response. But the financial condition of the Company necessitates for liquidating the



investments so as to avoid further losses for the company. So considering the financial condition of the company the promoters are willing to purchase the CSB Shares even if company fails to find out a Buyer from market at price not less than Rs.100 (Rupees Hundred) per CSB Share.

**Details Provided under Rule 15(3) of The Companies (Meeting of Board and its Powers) Rules, 2014**

**Name of Related Party:** Promoters

**Name of the Director/ Key Managerial Personnel who is related if any;** Mr. Nirej V Paul & Dr. Leelamma TJ

**Nature of relationship:** Promoter

**Nature, Material terms, monetary value and particulars of the contract/arrangement;**

if the Company fails to find out a buyer for the Investments in The Catholic Syrian Bank Ltd (CSB) Shares from market, the Promoters express their willingness to liquidate the investments of the Company by Purchase of Company's Equity Shares of CSB at price not less than Rs.100 (Rupees Hundred) per Share subject to the approval of Shareholders through Proposed Postal Ballot. The transaction would be at Arms length basis. The Company is having 265649 shares in the said Bank. The Book value of the Investment is Rs. 32,731,788

**Any other information relevant or important for the members to take decision;**

Pricing for CSB Shares will be done by considering the Ruling market price for the share in the off market.

Except Promoters of the Company None of the other Directors, Key Managerial Personnel or their respective relative(s), are concerned or interested in the Resolution set out at Item No. 2 of the notice.

The Board recommended the Ordinary Resolution as set out under item no. 2 of the Notice for approval by the shareholders.

Dated: 30.11.2016  
Place: Cochin

By Order of the Board,  
**FOR, THE ANANDAM RUBBER COMPANY LIMITED**

**NIDHIN JOSE**  
**COMPANY SECRETARY**