

The Anaparai Estates Limited



69th
ANNUAL REPORT
2011-2012

THE ANAPARAI ESTATES LIMITED

Directors' Report and Statement of Accounts
for the year ended 31st March, 2012

Board of Directors : Mrs. SARASU POTHEN
CHANDY GEORGE, B.Com, Esq.
M C GEORGE, B.A., Esq.
CHERIAN PHILIP, B.Com, Esq.
M. O. ABRAHAM, B.Com, Esq.
PHILIP KURUVILLA, Esq.

Bankers : THE KARNATAKA BANK LTD
CANARA BANK

Auditors : M/s S. CHELLAPPA & CO.,
Chennai

Registered Office : DEVADHANAM BUNGALOW, BALEHONNUR P.O
KARNATAKA

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THE ANAPARAI ESTATES LIMITED

Registered Office : Devadhanam Bungalow, Balehonnur, Karnataka

NOTICE

Notice is hereby given that the Sixty Ninth Annual General Meeting of the Company will be held on Saturday the 29th September, 2012 at 11.00 a.m., at Devadhanam Bungalow, Balehonnur, Chikmagalur District, Karnataka State, to transact the following business :

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the year ended 31st March, 2012.
2. To declare Dividend.
3. To elect a Director in place of Mrs. Sarasu Pothen, who retires by rotation by virtue of Articles of Association of the Company and being eligible offers herself for re-election.
4. To elect a Director in place of Mr. Philip Kuruvilla, who retires by rotation by virtue of Articles of Association of the Company and being eligible offers himself for re-election.
5. To appoint Auditors for the next year and to fix their remuneration (Messrs S. Chellappa & Co., Chennai (Firm Regn. No.000618S) the retiring Auditors are eligible for re-appointment)
6. To Consider and if deemed fit, to pass with or without modification the following Resolution as 'SPECIAL RESOLUTION'

SPECIAL RESOLUTION:

RESOLVED that, pursuant to Section 309 (4) (b), 314 and other applicable provisions of the Companies Act 1956, the Members do hereby accord their consent for the payment of a Commission of 3% of the net profits of the Company to the following Directors to be shared by them equally towards their remuneration for the services rendered to the Company and that the said commission shall be computed in the manner laid down under Section 198 (1) of the Companies Act, 1956 and paid to all such Directors for each of the five financial years of the Company commencing from the Financial year 2011-12 to 2015-16.

Mrs. Sarasu Pothen,
Mr. Chandy George,
Mr. M.C. George,
Mr. Cherian Philip,
Mr. M.O. Abraham,
Mr. Philip Kuruvilla.

The Anaparai Estates Limited

7. To transact any other business which may be competently brought before the Meeting.

Place : **MYSORE**

Date : **30-8-2012**

By Order of the Board

Sd./-

CHANDY GEORGE

Chairman



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- Note : 1. The Dividend, if declared, will be paid to those Shareholders whose names appear in the Share Register of the Company as on 29th September 2012.
2. Change in address, if any, may be communicated immediately.
 3. Every member entitled to attend and vote at the Meeting is entitled to appoint a proxy. Proxy need not be a member. Proxies, in order to be effective, must reach the Company not less than 48 hours before the Meeting.
 4. Members are requested to furnish their Bank Account details, in order to enable the Company to mention the same on the Dividend Warrants.
 5. Pursuant to section, 205 A(5) of the Companies Act, 1956, relevant amounts which remained unpaid or unclaimed for a period of Seven years have been transferred by the Company to the Investor Education and Protection Fund.
 6. Explanatory statement under Section 173 of the Companies Act, 1956 is enclosed in respect of the Special Business.

The Anaparai Estates Limited

EXPLANATORY STATEMENT UNDER SECTION 173 OF THE COMPANIES ACT, 1956:

ITEM NO: 6: As the Members are aware that there is no Managing Director or whole time Directors and that the affairs of the Company are being managed by the Board of Directors. The Share-holders have therefore in the Annual General Meeting of the Company held on 30th September, 2006 authorised payment of Commission to the Directors at the rate of 3% of the net profits of the Company for each of the financial year commencing from 2006-07 to 2010-11 for a period of 5 years.

Since the affairs of the Company continue to be managed by the Board of Directors and pursuant to Article 93 of the Articles of Association of the Company and Section 309 (4) of the Companies Act, 1956, it has been proposed to continue payment of Commission at the rate of 3% of the net profits of the Company as remuneration to all the Directors as named here under and the same is divisible among the Directors equally in every financial year for a period of five financial years commencing from 2011-2012 to 2015-16

Mrs. Sarasu Pothen,
Mr. Chandy George,
Mr. M.C. George,
Mr. Cherian Philip,
Mr. M.O. Abraham,
Mr. Philip Kuruvilla.

Hence the Special Resolution is placed before the Members for their approval and all the Directors mentioned above may be treated as interested in the relevant SPECIAL RESOLUTION.

THE ANAPARAI ESTATES LIMITED

DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the Sixty-Ninth Annual Report and audited accounts for the year ended 31st March, 2012:

FINANCIAL RESULTS:	Rs.	Rs.
Profit before depreciation and Company's contribution to Provident Fund and Pension Fund		5,32,30,633
Less: Depreciation	31,95,644	
Company's Contribution to Provident and Pension Fund	29,12,588	61,08,232
	<u> </u>	<u> </u>
Profit for the year ended after providing for depreciation and Contribution to Provident Fund and Pension Fund		4,71,22,401
Add: Surplus brought forward from last year		9,78,63,672
		<u> </u>
		14,49,86,073
APPROPRIATIONS:		
Provision for Deferred Taxes	16,60,146	
Provision for Current year Taxes	1,27,49,698	
Taxes of earlier years	7,49,612	
Transfer to General Reserve	47,00,000	
Proposed Dividend @ 50%	12,07,754	
Provision for Tax on Dividend	1,61,394	2,12,28,604
	<u> </u>	<u> </u>
Surplus Carried forward		12,37,57,469

OPERATIONS: (i) The table below shows the estimate for major crops for 2011-2012, Vis-à-vis actual crops harvested and the estimate for the year 2012-13.

Name of Crop	Estimate 2011-2012 (in Tonnes)	Harvested for 2011-2012 (in Tonnes)	Estimate 2012-2013 (inTonnes)
Arabica	286	255	252
Robusta	546	354	573
Pepper	66	55.587	65

(ii) The Power Grid Corporation of India is drawing one 400 KVA H..T. Power Transmission line from Mysore to Kozhikode which is proposed to pass through 76,599.28 Sq. Mtrs. (19.36) acres of your Company's Plantation area and a notice to this effect was received by your Company in July, 2012. We have referred the matter to our legal adviser.

The Anaparai Estates Limited

SUBSIDIARY COMPANY: As required under the listing agreement with Madras Stock Exchange, a consolidated Financial Statement of the Company and its subsidiary Viz. The Coorg and Mysore Coffee Co., (1937) Ltd., is attached. Pursuant to the provisions of Section 212 (8) of the Companies Act, 1956, the Ministry of Corporate Affairs—vide its circular dated 8th February, 2011 has granted exemption from attaching Balance Sheet and Profit and Loss Account of the Subsidiary Company to the Balance Sheet of the Company.

The Company shall furnish a copy of the annual accounts of the Subsidiary Company to any Member on demand and the same will also be available for inspection at the Registered Office of the Subsidiary Company.

BOARD : In accordance with the provisions of the Companies Act and the Articles of Association of the Company Mrs. Sarasu Pothen and Mr. Philip Kuruvilla retire by rotation and being eligible offer themselves for re-election.

DIVIDEND: Your Directors are pleased to recommend Dividend at Re.1/- per equity share (50%) on the paid up capital.

DIRECTORS RESPONSIBILITY STATEMENT:

YOUR DIRECTORS CONFIRM THAT:

- (i) in the preparation of the annual accounts, the applicable Accounting Standards have been followed, along with proper explanation relating to material departures.
- (ii) they have selected such accounting policies and applied them consistently and made judgements 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 that period.
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other Irregularities : and
- (iv) they have prepared the annual accounts on a 'going concern' basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

As the main activity of your Company is Plantation, the question of Conservation of Energy, Technology Absorption will not arise. There is no Foreign Exchange earning and also outgo, as your Company are neither exporting the Plantation crops nor importing any items.

DEPOSITS: Your Company has not accepted any deposits or loans from the public.

SECRETARIAL COMPLIANCE CERTIFICATE:In terms of proviso to sub Section (1) of Section 383A of the Companies Act, 1956 read with Companies (Compliance Certificate) Rules 2011 Company compliance certificate for the year ended 31.3.2012 obtained from a Secretary in whole time practice as prescribed is annexed.

The Anaparai Estates Limited

PARTICULARS OF EMPLOYEES: Your Company has not paid any remuneration to the extent specified in section 217 (2A) of the Companies Act, 1956 to any employee and hence no statement is attached to this Report.

AUDITORS: M/s S. Chellappa & Co., Chartered Accountants, Chennai, (Firm Reg.No.000618S) retire and being eligible offer themselves for re-appointment.

ACKNOWLEDGEMENT: Your Directors have pleasure in expressing their appreciation for the contribution made by the Officers, Staff and Workers of the Company.

Place : **BANGALORE**

Date : **17.08.2012**

By Order of the Board

Sd/-

CHANDY GEORGE

Chairman



N.B.: Your Directors by their resolution dated 17.08.2012 approved the Directors Report to Shareholders and authorized Mr.Chandy George, Chairman of the Meeting to sign the Directors Report for and on behalf of the Board.

K.V.VENKATARANGAN

B.COM., LLB., FCS

Practising Company Secretary

FCS 934

Certificate of Practice No. 404

The Anaparai Estates Limited

“Venkatesh Nivas”, 451, 12th Cross
West of Chord Road, Second Stage
Bangalore -560 086

Phone : 080-23491406

email : kvvrangan @ yahoo.com

Mobile : 9980065206

Compliance Certificate

Under Proviso To Sub Section (1) of Section 383A of the Companies Act, 1956 read with The Companies (Compliance Certificate) Rules, 2001

Name of the Company : The Anaparai Estates Limited
Registration No : U70109 KA1943PTC000318
Nominal Capital : Rs. 40,00,000/-

To

The Members

Messrs. The Anaparai Estates Limited

Regd. Office : Devadhanam Bungalow

Balehonnur P.O., Karnataka

I have examined the registers, records, books and papers of the Company as required to be maintained under the Companies Act, 1956, (the Act) and the relevant rules and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2012. In my opinion and to the best of my information and based on my examinations as well as records made available and explanations furnished to me by the Company and its Officers, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained statutory registers with up-to-date entries therein, as required under the provisions of the Act and the Rules, as shown in Annexure 'A' to this Certificate.
2. The Company has duly filed the requisite Forms, Returns and Documents with the Registrar of Companies and such other authorities, as may be applicable under the said act within the time limits stipulated under the Act, and the Rules made thereunder, as shown in Annexure 'B' to this Certificate.
3. The Board of Directors met FOUR (4) times during the year, on 27th April, 2011, 27th July, 2011, 18th October, 2011 & 21st February, 2012. In respect of these meetings, proper notices were given and the proceedings were duly recorded and signed in the Minutes Book maintained for the purpose.
4. The Company has not closed its Register of Members during the financial year.
5. The Annual General Meeting for the financial year ended 31st March, 2011 was held on 29th September 2011, after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.