

# **ANUGRAHA JEWELLERS LIMITED**

**COIMBATORE - 641 001.**

**EIGHTEENTH ANNUAL REPORT**

**2011 - 2012**



**ANUGRAHA JEWELLERS LIMITED**

473, Big Bazaar Street, Coimbatore - 641 001  
Tamil Nadu, India.

**18th ANNUAL REPORT 2011 - 2012**

BOARD OF DIRECTORS : Sri. K.R. LOGANATHAN  
Sri. N. ARUN KUMAR  
Sri. B. SHASHI  
Sri. IYER HARIHARAN JAYARAMAN  
Smt. PRAMILLA HARIHARAN  
Sri. ASHOK K BOTHRA  
Sri. ANAND LOGANATHAN, Managing Director

BANKERS : INDIAN OVERSEAS BANK, COIMBATORE.

AUDITOR : MR. R. GURUBATHAM, B.Com., F.C.A  
Chartered Accountant,  
COIMBATORE - 641 045.

REGISTERED OFFICE : 473, Big Bazaar Street,  
COIMBATORE - 641 001.



**ANUGRAHA JEWELLERS LIMITED**

Registered Office : 473, Big Bazaar Street, Coimbatore 641 001.

**NOTICE**

**To All Shareholders**

Notice is hereby given that the Eighteenth Annual General Meeting of the Shareholders of the Company will be held on Friday, the 28<sup>th</sup> September, 2012 at 04.30 P.M. at the registered Office of the Company at 473, Big Bazaar Street, Coimbatore 641 001 to transact the following business:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31-03-2012 with Schedules, the Profit and Loss Account for the year ended on that date with schedules, the Directors' Report and the Auditors' Report thereon.
2. To reappoint a Director in Place of Sri Iyer Hariharan Jayaraman, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To reappoint a Director in Place of Smt. Pramilla Hariharan, who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.
4. To appoint Auditors M/s. Gurubatham & Co. and fix their remuneration from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting.

**Special Business**

5. To Pass with or without modification(s), the following resolution as an ordinary resolution.  
RESOLVED THAT Sri. Ashok k Bothra, who was appointed an additional director of the company with effect from 29.06.2012 at meeting of the board of directors of the company held on 29.06.2012 and who holds office till the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company liable to retire by rotation

By order of the Board  
For Anugraha Jewellers Limited

Place : Coimbatore  
Date : 10.08.2012

Anand Loganathan  
Managing Director.



## ANUGRAHA JEWELLERS LIMITED

Registered Office : 473, Big Bazaar Street, Coimbatore 641 001.

### Note :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT INSTEAD OF HIMSELF TO ATTEND AND VOTE ONE OR MORE PROXY(IES) AND SUCH PROXY(IES) NEED NOT BE A MEMBER. A PROXY FORM IS ENCLOSED.
2. A proxy to be valid should be duly filed in and affixed with requisite stamp and lodged with the Company's Registered Office at least 48 hours before the commencement of the meeting.
3. Members are requested to notify change of address, if any, promptly in order to serve them better to the following address:  
  
Cameo Corporate Services Limited,  
"Subramaniam Building"  
1, Club House Road,  
Chennai 600 002.
4. The Register of members and share transfer registers shall remain closed 26th September, 2012 to 28th September, 2012 (both days inclusive).



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**DIRECTORS' REPORT**

Your Directors hereby present the Eighteenth Annual Report together with the Audited Accounts for the period ended 31<sup>st</sup> March 2012.

**FINANCIAL RESULTS**

The working of the Company during the year under review resulted in a Net Loss of Rs. 28317/- (Previous year Net Profit of Rs. 192,348/-).

**ABOUT THE INDUSTRY:**

Your directors felt that the scope of increasing the Jewellery business in the current premises was not there. The reason for this are, the congestion in the area and the difficult approach, and also the mushrooming of Big jewellery stores in the city with easy approach road and ample parking facilities. Hence the Board has recommended the sale of the property at 473, Big Bazaar street, Coimbatore.

As you are aware, as required under Section 192 A of the Companies Act, 1956, read with the companies ( Passing of the Resolution by postal Ballot ) Rules, 2001, necessary notice and resolution along with Postal Ballot Form, seeking your approval for the above said purposal has already been sent.

**FUTURE PROSPECTS:**

Once the sale of the company building is complete, then the board will decide on how best to utilize the sale proceeds to derive the maximum benefit for the company.

**DIRECTORS:**

Sri Iyer Hariharan Jayaraman and Smt. Pramilla Hariharan , Directors retire at the ensuing Annual General Meeting and are eligible for re-appointment as Directors.

Sri Ashok K Bothra was appointed as an Additional director of the company with effect from 29.06.2012 and holds office till this Annual General Meeting. Considering the directors vast experience in various fields of management, your board is of the opinion that his appointment at the ensuing Annual General Meeting would be beneficial to the growth of the company. Necessary resolution for his appointment as a director of the company, at the ensuing Annual General Meeting is placed for approval of members.

None of the directors of the company are disqualified under section 274(1) (g) of the Companies Act, 1956, from being appointed as director of this company.

**AUDITORS:**

Mr. R. Gurubatham, Auditor of the company retires at the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment. It is proposed to Appoint M/s Gurubatham & Co as the Auditors for the year 2012-2013

**DEPOSITS :** The Company has not accepted any deposits within the meaning of section 58A of the Companies Act, 1956 read with Reserve Bank of India's Directions for acceptance of Deposits by Non-Banking Non-Financial Companies.



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**STATUTORY INFORMATION:**

None of the employees of the company are drawing remuneration in excess of the limits prescribed under section 217(2A) of the Companies Act, 1956, during the year under report.

**DIRECTORS RESPONSIBILITY STATEMENT**

Your Directors in terms of Section 217(2AA) of the Companies Act, 1956 confirm that:

- i) All applicable accounting standards have been followed in the preparation of the annual accounts.
- ii) Your 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 as of 31<sup>st</sup> March 2012 and of the loss of the company for the 12 months period ended that date.
- iii) Proper and Sufficient care has been taken for the 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 fraud and other irregularities.
- iv) The annual accounts have been prepared on going concern basis as stated in Note 21 of Notes on accounts.

**CONSERVATION OF ENERGY; RESEARCH & DEVELOPMENT:**

The information required under Section 217 (2) (e) is not applicable since the operations of the Company are not energy intensive.

No foreign Exchange was involved during the year under report.

**CASH FLOW STATEMENT AS PER LISTING AGREEMENT.**

Cash Flow Statement is enclosed.

**COMPLIANCE CERTIFICATE**

Compliance certificate as required under section 383A of the Companies Act, 1956, obtained from a company secretary in whole time practice is attached to this report.

**ACKNOWLEDGEMENT**

Your Directors wish to express their full appreciation for the assistance and co-operation extended to us by its banker, Indian Overseas Bank. Your Directors wish to thank the esteemed shareholders for extending their unstinted co-operation and support in the Management of the Company.

The Directors also wish to thank all the employees for their support and co-operation.

By Order of the Board.

Place : Coimbatore  
Date : 10.08.2012

Anand Loganathan  
Chairman of the Meeting



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**CORPORATE GOVERNANCE REPORT**

(As required under Clause 49 of the Listing Agreements entered with the Stock Exchanges)  
The statutory requirement of Corporate Governance envisages transparency, full disclosure and independent monitoring of the state of affairs and being fair to the ShareHolders. Our Philosophy is to

- To utilize all resources optimally, to consolidate and reduce losses in these adverse conditions.
- To have transparency of all operations.
- To safeguard the interest of the customers, clients, suppliers, shareholders, and the society by innovative and quality production of the goods.

**BOARD OF DIRECTORS:**

The Board has Four independent Directors not related or interested in the promoters. The Board does not have a Chairman. Chairman is elected in every Board meeting. The Board meets regularly to transact the business of the Company.

5 meetings of the Board of Directors were held during the financial year on 30-04-2011, 25-07-2011, 01-08-2011, 31-10-2011 and 31-01-2012.

The names of members of the Board of Directors, their attendance at Board meetings held during the financial year and at the last Annual General Meeting, number of directorship and Membership / Chairmanship in public companies are given below:

Attendance at as on 31.03.2012

Name of the Director	Category	Financial Year 2011-2012 Attendance		As on 31.03.2012 No. of Directorship	Committee Position	
		Board Meeting	AGM		Member	Chairman
Sri K.R. Loganathan	Promoter	3	Yes	1	-	-
Sri Iyer Hariharan Jayaraman	Independent	-	No	1	1	-
Smt.Pramilla Hariharan	Independent	-	No	1	-	-
Sri Anand Loganathan	Promoter	5	Yes	1	1	-
Sri N. Arun Kumar	Independent	5	Yes	Nil	1	1
Sri B. Shashi	Independent	4	Yes	Nil	1	1



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**COMMITTEES OF THE BOARD:**

**Audit Committee**

An Audit Committee consisting of the following Directors has been formed. Similarly a Grievance Committee has also been formed consisting of the following directors.

Chairman : Mr. N. Arun Kumar

Members : Mr. B. Shashi  
Iyer Hariharan Jayaraman

The terms of reference to the audit committee are as per listing agreement clause 49 and such other powers as may be exercisable and delegated by the board to it from time to time.

The committee met 4 times during the financial year as on 30-04-2011, 25-07-2011, 31-10-2011 and 31-12-2012 and all the members except Sri Iyer Hariharan Jayaraman attended these meetings.

**REMUNERATION COMMITTEE:**

The Remuneration Committee is not formed and Board itself fixes the remuneration.

For Managing Director

For Non-Executive Directors

Sitting Fees as permitted under the Companies Act 1956 plus reimbursement of actual traveling and out of pocket expenses incurred for attending such meetings and committee meetings.



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**SHAREHOLDERS/INVESTORS' GRIEVANCE COMMITTEE**

The functions of the Committee is to attend to the grievance of shareholders/investors and to create and review the systems for improving the services.

The Committee consists of the following Directors.

Chairman : Mr. B. Shashi

Members : Mr. Anand Loganathan  
Mr. N. Arunkumar

The Committee met 3 times during the current year on 30.04.2011, 31.10.2011 and 31.01.2012 and all the members attended the meetings.

Mr. Anand Loganathan Is the compliance officer.

The Complaints, if any, from the shareholders are expeditiously redressed. As on 31.03.2012 all requests for transfers and requests for dematerialization were attended and acted upon.

As per the certificate received from the Registrar, there were no pending complaints as on 31<sup>st</sup> March 2012.

**GENERAL BODY MEETINGS**

Details of Date, Time and Venue of holding the last three Annual General Meetings.

Year	Date	Time	Location
2011	15.09.2011	4.30 p.m	Registered Office of the company. (473, big bazaar street, Coimbatore)
2010	30.09.2010	4.30 p.m	-do-
2009	30.09.2009	4.30 p.m	-do-

**Other Disclosures**

No related party transactions took place during the year under report.



## ANUGRAHA JEWELLERS LIMITED

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DISTRIBUTION OF HOLDING AS ON 31.03.2012

Share or debenture Holding			Share / Debenture Holders		Share / Debenture Amount	
Rs.		Rs.	Number	% of Total	Rs.	% of Total
10	-	5,000	1923	70.34	5021460	11.16
5,001	-	10,000	419	15.32	3691500	8.20
10,001	-	20,000	181	6.62	2898000	6.44
20,001	-	30,000	57	2.08	1482000	3.30
30,001	-	40,000	30	1.10	1068000	2.37
40,001	-	50,000	25	0.91	1200000	2.67
50,001	-	1,00,000	54	1.98	3932000	8.74
1,00,001		And Above	45	1.65	25707040	57.12
Total			2734	100	45,000,000	100

SHAREHOLDING PATTERN AS ON 31.03.2012

Sl.No	Category	No.of Shares	% of Shares
1.	Promoter's Holding	14,09,399	31.32
2.	Banks, Financial Institution	-	-
3.	Private Corporate Bodies	2,29,300	5.10
4.	Indian Public	28,58,301	63.52
5.	NUF	1,000	0.02
6.	HRIs/OBCs	2,000	0.04
	Grand Total	45,00,000	100.00