

**19<sup>th</sup> Annual Report 2012 - 2013**



**Anugraha Jewellers  
Limited**

# **Anugraha Jewellers Limited**

## ***19<sup>th</sup> Annual Report 2012 - 2013***

### **BOARD OF DIRECTORS**

|                           |                              |
|---------------------------|------------------------------|
| Anand Loganathan          | Chairman & Managing Director |
| K. R. Loganathan          | Executive Director           |
| B. Venodhini              | Executive Director           |
| Iyer Hariharan Jayaraman  | Independent Director         |
| Pramilla Hariharan        | Independent Director         |
| Arun Kr. Nagarajan        | Independent Director         |
| Ashok K Bothra            | Independent Director         |
| Sundaram Sankaranarayanan | Independent Director         |
| B. Sasi                   | Independent Director         |

### **AUDITORS**

M/s. Gurubatham & Associates  
Chartered Accountants  
Coimbatore - 641 045

### **BANKERS**

Indian Overseas Bank

### **REGISTERED OFFICE**

473, Big Bazaar Street  
Coimbatore - 641 001

### **REGISTRAR & SHARE TRANSFER AGENT**

M/s. Cameo Corporate Services Ltd.  
Subramaniam Building  
1, Club House Road  
Chennai-600 002

### **ANNUAL GENERAL MEETING**

Date : 25th July, 2013  
Time : 10.00 A.M.  
Venue : 473, Big Bazaar Street  
Coimbatore - 641 001  
Tamil Nadu

### **C O N T E N T S**

|   |   |
|---|---|
| ★ | Notice  |
| ★ | Directors' Report                             |
| ★ | Management Discussion & Analysis              |
| ★ | Report on Corporate Governance                |
| ★ | Auditors' Certificate on Corporate Governance |
| ★ | Secretarial Compliance Report                 |
| ★ | Auditors' Report                              |
| ★ | Balance Sheet                                 |
| ★ | Statement of Profit & Loss Account            |
| ★ | Statement of Cash Flow                        |
| ★ | Notes on Financial Statements                 |

**Members are requested to bring their copy of Annual Report at the time of Meeting**

## NOTICE

Notice is hereby given that the 19th Annual General Meeting of the members of ANUGRAHA JEWELLERS LIMITED will be held on Thursday, 25th July, 2013 at 10.00 A.M. at 473, Big Bazaar Street, Coimbatore - 641 001 to transact following business as:

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2013.
2. To consider and thought fit, to pass, with or without modification(s), the following Resolution, in respect of the vacancy caused by the retirement of Mr. Iyer Hariharan Jayaraman, retires by rotation and has expressed his inability for re-appointment, which is not proposed to be filled-up, as an Ordinary Resolution:

**"RESOLVED THAT** Mr. Iyer Hariharan Jayaraman who retires by rotation and has expressed his inability for re-appointment, be not re-appointed and that the vacancy caused thereby be not filled up."

3. To consider and thought fit, to pass, with or without modification(s), the following Resolution, in respect of the vacancy caused by the retirement of Mrs. Pramilla Hariharan, retires by rotation and has expressed her inability for re-appointment, which is not proposed to be filled-up, as an Ordinary Resolution:

**"RESOLVED THAT** Mrs. Pramilla Hariharan who retires by rotation and has expressed her inability for re-appointment, be not re-appointed and that the vacancy caused thereby be not filled up."

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

**"RESOLVED THAT** M/s. Pradeep Gupta, Chartered Accountants, be and is hereby appointed as Auditor of the Company from the conclusion of this General Meeting and until the conclusion of the next Annual General Meeting and that the Board of Directors/Audit Committee of Directors of the Company be and is hereby authorized to fix their remuneration plus reimbursement of any out-of-pocket expenses that may be incurred, in connection with the audit."

M/s. Pradeep Gupta have intimated the Company that, if appointed, their appointment will be within the limit laid down under section 224 of the Companies Act, 1956.

### **SPECIAL BUSINESS :**

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

**"Resolved that** pursuant to the provisions of Section 269, 198, 309, 310, 311 and all other applicable

provisions of the Companies Act, 1956 ("the Act")(including any statutory modification or re-enactment thereof for the time being in force) read with Schedule XIII of the Act and Articles of Association of the Company, and subject to the approval of the Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the appointment of Ms. B. Venodhini as the Managing Director and Chief Executive Officer ("the Managing Director") of the Company for a period of 2 years with effect from 10th June 2013 and up to the 9th June 2015 on the remuneration and other terms and conditions as decided by the Committee/Board in the matter."

**"Resolved further that** for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as "Board") be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

6. To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

**"RESOLVED THAT** Pursuant to the provisions of Section 260 and all other applicable provisions of the Companies Act, 1956 (the Act) and in terms of Article 87 of the Articles of Association of the Company, Mr. Sundaram Sankaranarayanan, who was appointed as an Additional Director of the Company at the Board meeting held on 29th May 2013 and who holds the office up to the date of this Annual General Meeting in terms of provision of section 260 of the Act, and in whose respect the Company has received a notice from a member under Section 257 of the Act, together with necessary deposit as mentioned in the said section, proposing the candidature of Mr. Sundaram Sankaranarayanan for the office of Director of the Company be and is hereby appointed as Non-Executive, Independent Director of the Company."

**Notes :**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
3. The Register of Member and the Share Transfer Books of the Company will remain closed from 23rd July 2013 to 25th July 2013 (both days inclusive).
4. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id **anugrahajewellersltd@gmail.com** for quick and prompt redressal of their grievances.

5. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the Depository Participant to the Annual General Meeting.
6. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
7. Members are requested to intimate change in their address immediately to M/s Cameo Corporate Services Ltd., the Company's Registrar and Share Transfer Agents, at their office at Subramaniam Building, 1, Club House Road, Chennai-600 002.
8. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Cameo Corporate Services Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
9. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
10. Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (form 2B) to M/s Cameo Corporate Services Ltd., Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company.
11. Members are requested to bring copies of Annual Report to the Annual General Meeting.
12. Members/Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
13. Members are requested to quote Folio Number/DP ID & Client ID in their correspondence.
14. The Equity shares of the Company are listed on BSE Limited and Madras Stock Exchange and Listing Fees for the financial year 2013-2014 have been paid to BSE Limited.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956****Item No. 5**

The Board of Directors of your Company appointed Ms. B. Venodhini as an Additional - Executive Director of your Company at the Board meeting held on 29th May 2013 to broad base the Board.

Ms. B. Venodhini, Age 32, B.C.S. (Corporate Secretary ship) has vast knowledge and rich experience in Secretarial, Financial & Income Tax related activities as well as expertise in Accounting and Taxation. It will be advantageous for the Company to avail her valuable services and rich experience. Your Company has received notices from members pursuant to section 257 of the Act, 1956 together with necessary deposit proposing the candidature of Ms. B. Venodhini for the office of Executive Director of the Company.

Brief Bio-data of Ms. B. Venodhini has been annexed herewith this notice.

Except Ms. B. Venodhini in his respective appointment, no other Director is concerned or interested in his appointment as Directors of the Company.

**Item No. 6**

The Board of Directors of your Company appointed Mr. Sundaram Sankaranarayanan as s Additional Director (Non-Executive) of your Company at the Board meeting held on 29th May 2013 to broad base the Board.

Mr. Sundaram Sankaranarayanan, Age 56, M.B.A, Diploma in Ind. Engineering, has more than 2 decades of experience in corporate functioning and has served at various senior capacities with leading MNCs and is currently involved in developing strategies and systems for corporate to optimize their efficiency. He is also involved in valuing tangible and intangible assets including enterprise valuation. It will be advantageous for the Company to avail his valuable services and rich experience. Your Company has received notices from members pursuant to section 257 of the Act, 1956 together with necessary deposit proposing the candidature of Mr. Sundaram Sankaranarayanan for the office of Director of the Company.

Brief Bio-data of Mr. Sundaram Sankaranarayanan has been annexed herewith this notice.

Except Mr. Sundaram Sankaranarayanan in his respective appointment, no other Director is concerned or interested in his appointment as Directors of the Company.

**Details of Director seeking re-appointment in the 19th Annual General Meeting on 25th July 2013 (in term of Clause 49 of the Listing Agreement)**

|  |   |
|--|---|
| <b>B Venodhini</b><br>Fathers' Name                        | M Babu  |
| Date of Birth  | 4th June 1981   |
| Date of Appointment  | 29th May 2013   |
| Expertise in specific functional areas                     | Secretarial, Financial & Income Tax related activities as well as expertise in Accounting and Taxation. |
| Years of Experience  | 13 Years  |
| Qualifications   | B.C.S. (Corporate Secretary ship)   |
| List of outside Directorship held                          | Not a Director in any Listed Co.  |
| Member of Committee on the Board                           | Not Any   |
| Member/Chairman of Committee in other Companies            | Not Any   |
| No. of Shares held in own name or in the name of Relatives | Nil   |

|  |  |
|--|--|
| <b>Sundaram Sankaranarayanan</b><br>Fathers' Name          | Vaidyanathan Sankaranarayanan  |
| Date of Birth  | 22nd February 1957   |
| Date of Appointment  | 29th May 2013  |
| Expertise in specific functional areas                     | He is having more than 2 decades of experience in corporate functioning and has served at various senior capacities with leading MNCs and is currently involved in developing strategies and systems for corporate to optimize their efficiency. |
| Years of Experience  | 35 Years   |
| Qualifications   | M.B.A, Diploma in Ind. Engineering   |
| List of outside Directorship held<br>(In Listed Cos.)      | 1. Qpro Infotech Limited<br>2. Meenakshi Enterprises Limited   |
| Member of Committee on the Board                           | Not Any  |
| Member/Chairman of Committee in other Companies            | Member of Audit Committee and Remuneration Committee in Meenakshi Enterprises Limited  |
| No. of Shares held in own name or in the name of Relatives | Nil  |

Coimbatore, May 29, 2013

By order of the Board  
For **ANUGRAHA JEWELLERS LIMITED**

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

**ANAND LOGANATHAN**  
Chairman & Managing Director

**DIRECTORS' REPORT**

To The Members,

Your Directors have pleasure in presenting the 19th Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2013.

(₹ in Lacs)

| <b>Financial Results</b>                                 | <b>Year Ended<br/>31.03.2013</b> | <b>Year Ended<br/>31.03.2012</b> |
|--|----------------------------------|----------------------------------|
| Sales / Income   | 33.57                            | 14.87                            |
| Profit / (Loss) before Tax & extraordinary item          | -6.96                            | -0.28                            |
| Less : Provision for Taxation                            | 0.09                             | 0.01                             |
| Profit / (Loss) after Tax                                | -7.05                            | -0.29                            |
| Add : Profit / (Loss) brought forward from Previous Year | -234.40                          | -234.11                          |
| Balance of Losses carried forward                        | -241.45                          | -234.40                          |

**OVERVIEW OF ECONOMY**

According to the latest estimates, Indian Economy grew by 5% in FY 2013, reflecting lower than expected growth in both industry and services sectors. Inflation also was at elevated levels. However with commodity and crude oil prices on the decline from the peak and with various policy initiatives coming through, the Economy is estimated to grow by around 6% in FY2014 with lower Inflation.

**OVERALL PERFORMANCE & OUTLOOK**

The Business environment remains extremely challenging and the recessionary economic conditions leading to slowdown in demand and inflation pushed scale up of input costs left its adverse imprint on overall performance for 2012-2013.

Due to sluggishness in economy and lack of demand by consumers, Gross income from operations remained at ₹ 33.57 Lac in comparison to last years' figure of ₹ 14.87 Lac. In term of Net Loss, the same has been widened during the year and was of ₹ 7.05 Lac in comparison to last years' net loss of ₹ 0.29 Lac.

The Company is in to the Business of trading of Gold & Diamond Jewellery through its retail outlets.

The company is willing to change the nature of activities considering the too competitive Jewellery trade in Coimbatore. Further, your Directors are exploring other options for undertaking new activities in the future.

**DIVIDEND**

Due to losses during the year and also due to carried forward losses, your Company do not recommend any Dividend during the year under review.



**SUBSIDIARY COMPANY**

The Company does not have any subsidiary.

**MANAGEMENT DISCUSSION & ANALYSIS**

As required by Clause 49 of Listing Agreement, the Management Discussion and Analysis is annexed and forms part of the Directors' Report.

**MANAGEMENT**

There is no Change in Management of the Company during the year under review.

**DIRECTORS**

During the Year, with effect from 29th May 2013, Ms. B. Venodhini and Mr. Sundaram Sankaranarayanan have been appointed as Executive and Independent Directors of the Company respectively to broad base the Board; are liable to retire in ensuring Annual General Meeting and are eligible, offers themselves for re-appointment in next Annual General Meeting.

Further, none of the Directors of the Company are disqualified under section 274(1)(g) of the Companies Act 1956.

**DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

1. In the preparation of the annual accounts, for the year ended 31st March 2013, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed;
2. The Directors had adopted 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 at the end of the financial year and of the profit of the Company for that period;
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. The Directors had prepared the annual accounts on a going concern basis as stated in Note 21 of Notes on accounts.

**STATUTORY INFORMATION**

The Company being basically in the business of trading of Gold & Diamond Jewellery, requirement, regarding and disclosures of Particulars of conservation of energy and technology absorption prescribed by the rule is not applicable to us.

**INFORMATION TECHNOLOGY**

Your Company believes that in addition to progressive thought, it is imperative to invest in information & technology to ascertain future exposure and prepare for challenges. In its endeavor to obtain and deliver the best, your Company has entered into alliances/tie-ups with an IT solution Company to harness and tap the latest and the best of technology in the world and deploy/absorb technology wherever feasible, relevant and appropriate.

**RESEARCH & DEVELOPMENT**

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

**AUDITORS**

Existing Auditors M/s. Gurubatham & Associates who are retiring in ensuring Annual General Meeting have expressed their un-willingness to re-appoint as Auditors of the Company.

In place of existing Auditors, the Board has appointed M/s Pradeep Gupta, Chartered Accountants, Mumbai for financial year 2013-2014. Your Company has received certificate from the Auditors u/s 224(1B) of the Companies Act, 1956 to the effect that their appointment if made, will be within the limit prescribed. The shareholders are requested to appoint Auditors and fix their remuneration.

**COMMENTS ON AUDITOR'S REPORT :**

The notes referred to in the Auditor's Report are self explanatory and as such they do not call for any further explanation as required under section 217(3) of the Companies Act, 1956.

**PARTICULARS OF EMPLOYEES**

People are the backbone of our operations. It is a matter of great satisfaction for our Company that our employees have been very supportive of the Company's plan. By far the employee's relations have been cordial throughout the year.

The information as required by provisions of section 217(2A) of the Companies Act, 1956 read with the companies (Particular of employees) amendments rules, 1975 is reported to be NIL.

**PARTICULARS UNDER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956**

The Company is having into the business of trading of Gold & Silver Jewellery during the year under review and hence the information regarding conservation of energy, Technology Absorption, Adoption and innovation, the information required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988, is reported to be NIL.