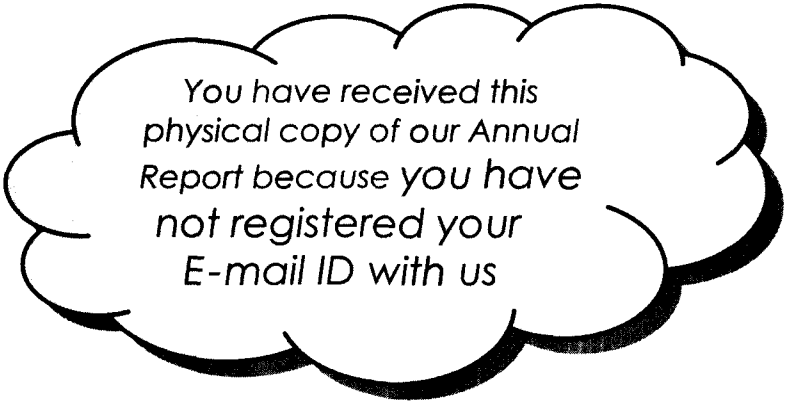




KANCHI KARPOORAM LIMITED

**NINETEENTH
ANNUAL REPORT
2011 - 2012**

IMPORTANT NOTE



*You have received this
physical copy of our Annual
Report because you have
not registered your
E-mail ID with us*



E-Mail Registration

To

M/s.Cameo Corporate Services Ltd.

"Subramanian Building"

\No.1, Club House Road

Chennai - 600 002.

E-Mail Id: investor@cameoindia.com

Dear Sir / Madam,

Sub: Registration of E-mail ID for receiving communications in electronic form.

I am a Shareholder of the Company; I want to receive all communications from the Company including AGM and General Meeting notices and explanatory statement(s) thereto. Balance Sheets, Director's Report, Auditor's Report etc., through e-mail. Please register my e-mail ID set – up below in your record for sending communication through e-mail:

Folio No.* _____

Name of the 1st Registered Holder * _____

Name of the Joint Holder(s) _____

Address * _____

Pin Code* _____

E-Mail ID * _____

Contact Tel. No* _____

Mobile _____

Landline _____

*Date _____

Signature of 1st Holder* _____

Important Notes:

- Field marked* are mandatory for registration of the e-mail ID
- On registration, all the communication will be sent the e-mail ID registered in folio.
- Any change in e-mail ID, from time to time, may please be registered in the records of the Company.



KANCHI KARPOORAM LIMITED

BOARD OF DIRECTORS

Shri.Suresh Shah
Shri.Dipesh S. Jain
Shri.Arun Kumar Shah
Shri.S.Srinivasan

AUDITORS

M/s. R.Subramanian and Company
Chartered Accountants
No.6, Krishnaswamy Avenue,
Luz, Mylapore, Chennai - 600 004.

BANKERS

Bank of India,
Chennai Overseas Branch,
"Star House" III Floor,
30(Old No.17), Errabalu Street,
Chennai – 600 001.

REGISTERED OFFICE OF THE COMPANY AND FACTORY

Parandur Road, Enathur Village,
Karaipettai Post,
Kanchipuram - 631 552. Tamil Nadu

REGISTRAR AND SHARE TRANSFER AGENT

M/s.Cameo Corporate Services Ltd.
"Subramanian Building"
No.1, Club House Road
Chennai - 600 002.
E-Mail Id: investor@cameoindia.com



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NOTICE TO SHAREHOLDERS

Notice is hereby given that the **19th Annual General Meeting** of the Members of Kanchi Karpooram Limited will be held on Saturday the 29th day of September 2012, at 11.00 A.M. at M.M.Hotels, 65/66, Nellukara Street, Kanchipuram - 631502 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at **31st March, 2012** and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr.Suresh Shah who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint Auditors for the Company to hold office from the conclusion of this annual general meeting till the conclusion of next annual general meeting and fix their remuneration. The retiring Auditors M/s.R.Subramanian & Company, Chartered Accountants, Chennai 600 004 are eligible for re-appointment

Special Business

4. To consider and if thought fit to pass with or without modifications, following resolution as **Ordinary Resolution**:

RESOLVED THAT Mr.S.Srinivasan, who was appointed as an Additional Director pursuant to the provisions of section 260 of the Companies Act, 1956 at the meeting of the Board of Directors held on 31.01.2012 and who vacates his office at the conclusion of this Annual General Meeting be and is hereby appointed as Director of the Company

5. To consider and if thought fit to pass with or without modifications, following resolution as Special Resolution:

RESOLVED THAT the consent of the Company be and is hereby given pursuant to the provisions of section 297 of the Companies Act, 1956 for the contract to be entered into between the Company and M/s.Suresh industries (Subject to the approval of Central Government) for sale/purchase of camphor and its derivatives, gum rosin and its derivatives, Turpentine and its derivatives and other materials by the Company for a period of Three years from 27.06.2013 for value not exceeding Rs.5.00 crores per annum for sales and Rs.2.00 crore per annum for purchases.

By Order of the Board
For **KANCHI KARPOORAM LIMITED**

Sd/

SURESH SHAH

Managing Director

Place : Kanchipuram

Date : 28.08.2012

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. PROXY TO BE VALID MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS PRIOR TO THE TIME FOR HOLDING THE AFORESAID MEETING IN DEFAULT THE INSTRUMENT OF PROXY SHALL NOT BE TREATED AS VALID.**
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to special business to be transacted in the meeting is annexed hereto
3. The Register of Members and Share Transfer Books will remain closed from 26th September, 2012 to 29th September, 2012 (Both Days are inclusive). for the purpose of ascertaining the list of members as on the date of ensuing Nineteenth Annual General Meeting
4. Shareholders seeking information with regard to accounts are requested to write to the Company an early date so as to enable the Management keep the information ready.
5. Members/ proxies should bring the attendance slip duly filled in for attending the meeting and corporate members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
6. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under section 109A of the Companies Act, 1956, are requested to write to the Company's Registrar for the prescribed form.
7. Annual Report is available at the website of the Company at www.kanchikarpooram.com
8. Members who have not yet en-cashed their dividend warrants for previous years are advised to forward such warrants to the Company for revalidation. Pursuant to the provision of section 205A of the Companies Act, 1956 dividend, which remains unclaimed for a period of seven years, will be transferred to the Investor Education and Protection Fund of the Central Government.
9. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market, members holdings shares in electronic form are, therefore, requested to submit the PAN to their Depositories, Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their Pan Details to the Company / Registrar and Transfer Agents.
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars of bank mandates. Such changes are to be advised only to the Depository participant of the members.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their Pan Details to the Company / Registrar and Transfer Agents
12. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by email to its members. To support this Green Initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their email ids with M/s.Cameo Corporate Services Limited, "Subramanian Buildings", 1, Club House Road, Chennai 600 002
13. Members who are holding shares more than one folio under physical form may approach the Company's Share Transfer Agents for consolidation with respective details.

**14. Information pursuant to clause 49 of the listing agreement in respect of proposed appointment/ re-appointment of directors**

1.	Name	SURESH SHAH
	Date of Birth & Age	19-01-1953 & 59 years
	Nationality	INDIAN
	Qualifications	PUC
	Expertise in functional area	Sales & Purchase
	No of Shares held	2,67,300
	List of Directorship held In other Companies	NIL
	Chairman/Member of the Committees of the Board of other Companies in which he is Director as on 31.03.2012	NIL
	PAN	AFJPS1298A

2	Name	S.SRINIVASAN
	Date of Birth & Age	04.11.1945 & 67 Years
	Nationality	INDIAN
	Date of Appointment on the Board	31.01.2012
	Qualifications	B.Sc.,M.L.,M.H.R.M.,DIP-T&D.,PGDCL
	Expertise in functional area	Human Resource & Industrial Relation
	No of Shares held	NIL
	List of Directorship held in other Companies	NIL
	Chairman/Member of the Committees of the Board of other Companies in which he is Director as on 31.03.2012	NIL
	PAN	AAPIS1823M

By Order of the Board
For **KANCHI KARPOORAM LIMITED**

Sd/

SURESH SHAH
Managing Director

Place : Kanchipuram

Date : 28.08.2012

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(1)****Item No. 4**

The Board of Directors at their meeting held on 31.01.2012 had appointed Mr.S.Srinivasan as an Additional Director pursuant to the provisions of section 260 of the Companies Act, 1956, read with Article No.26 of the Articles of Association of the Company to hold office as such till the conclusion of the ensuring Annual General Meeting. In terms of Section 257 of the Companies Act, the Company has received a notice in writing from a member signifying his intention to propose the candidature of Mr.S.Srinivasan for the office of Director of the Company. The Board considers that it is in the interest of the Company to continue to have the benefit of rich experience and expertise of Mr.S.Srinivasan and accordingly the Board of Directors recommend the resolution as set out in item No.4 of the notice convening annual general meeting for approval of the shareholders

Except Mr.S.Srinivasan, no other Directors are interested in the aforesaid resolution

Item No. 5

Mr.Suresh Shah, Managing Director of the Company is a proprietor of M/s.Suresh Industries established in 1978, which is engaged in the Camphor tableting business. The Company do and continue to do transaction with M/s.Suresh industries. Hence, Mr.Suresh Shah is an interested person in the contract to be entered into between the Company and M/s.Suresh Industries (Subject to approval of Central government). Also Dipesh S Jain, Director (works) and Mr.Arun Kumar Shah, Director of the Company shall be deemed to be interested in their respective capacity as relative to the Managing Director and hence approval of members is sought for the contract to be entered into by the Company with M/s.Suresh Industries.

The copy of the last agreement executed between the Company and M/s.Suresh industries and the central government approval letter is available for inspection at the registered office of the Company during the business hours. The Company has obtained approval of Regional Director, Ministry of Corporate Affairs vide their letter No.2/M8539/02 dated 20.09.2010 for period from 28.06.2010 to 27.06.2013. The same approval will expire on 27.06.2013. The necessary documents will be submitted by the Company for obtaining the approval of the Central Government in respect of the above contract when it get expires.

Except Mr.S.Srinivasan, All the Director's are concerned/interested in the resolution.

By Order of the Board

For **KANCHI KARPOORAM LIMITED**

Sd/

Place : Kanchipuram

SURESH SHAH

Date : 28.08.2012

Managing Director