



KANCHI KARPOORAM LIMITED

**TWENTY THIRD
ANNUAL REPORT
2015-2016**



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 thorough e-mail:

Folio No.*

Name of the 1st Registered Holder * _____

Name of the Joint Holder(s) _____

Address * _____

Pin Code* _____

E-Mail ID * _____

Contact 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 to the e-mail ID registered in folio.
- Any change in e-mail ID 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 V Shah

Shri.S.Srinivasan

Shri Na Raghu

Shri K.Venkateswaran

Smt.Pushpa S Jain

COMPANY SECRETARY

Miss.Krithika D Thakkar

CHIEF FINANCIAL OFFICER

Shri.K.C.Radhakrishnan

AUDITORS

M/s. R.Subramanian and Company

Chartered Accountants

No.6, Krishnaswamy Avenue,

Luz, Mylapore, Chennai - 600 004.

SECRETARIAL AUDITOR

Shri. V. S. Sowrirajan

C-2, Vijayarengaa Apartment,

64, West Adayavalanchan Street,

Srirangam, Trichy - 620 006.

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 **23rd Annual General Meeting** of the Members of Kanchi Karpooram Limited will be held on Wednesday, the 07th day of September 2016, at 11.00 A.M. at M.M.Hotels, 65/66, Nellukara Street, Kanchipuram -631502 to transact the following business:

Ordinary Business

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2016, the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the year ended 31st March 2016
3. To appoint a director in the place of Mrs.Pushpa S Jain (DIN: 06939054) who retires by rotation and being eligible, offer herself for re-appointment
4. To ratify the appointment of Auditors and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee, M/s R.Subramanian and Company, Chartered Accountants, (Registration No.FRN 004137S) be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be decided by the Managing Director of the Company Mr.Suresh Shah, with the mutual consent of the auditors."

SPECIAL BUSINESS

5. **To approve continuation of employment and Revision in Terms of remuneration of Mr.Suresh Shah, Managing Director of the Company**

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

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr.Suresh Shah (DIN: 01659809) Managing Director of the Company be and is hereby accorded for the continuation of employment as Managing Director of the Company for a Period of Five Years w.e.f 01.10.2016 (i.e. 01.10.2016 to 30.09.2021), is not liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to this notice Convening the meeting, including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year with liberty to the Directors to alter and vary the terms and conditions of the said continuation of employment in such manner so as to not to exceed the limits specified in Schedule V to the Act."

"RESOLVED FUTHER THAT the board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. **To approve continuation of employment and Revision in Terms of remuneration of Mr.Dipesh S Jain, Whole Time Director of the Company**

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

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr.Dipesh S Jain (DIN: 01659930) Whole Time Director of the Company be and is hereby accorded for the continuation of employment as Whole Time Director of the Company for a Period of Five Years w.e.f 01.10.2016 (i.e. 01.10.2016 to 30.09.2021), is not liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to this notice Convening the meeting, including the



remuneration to be paid in the event of loss or inadequacy of profit in any financial year with liberty to the Directors to alter and vary the terms and conditions of the said continuation of employment in such manner so as to not to exceed the limits specified in Schedule V to the Act."

"RESOLVED FUTHER THAT the board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

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 of the Company. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than 48 hours before the Commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- The business set out in the Notice will be transacted through electronic system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice under Note No.20.
- Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
- In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- In terms of Section 152 of the Companies Act, 2013, Mrs.Pushpa S Jain (DIN: 06939054) Director of the Company, retires by rotation at the meeting and being eligible, offers herself for re-appointment. Brief resume of the Director proposed to be re-appointed, nature of her expertise in specific functional areas, names of the Companies in which she hold directorship and membership/chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 are provided in the annexure to the Notice.
- A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
- Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
- Relevant documents referred to in the accompanying Notice and the statements are open for inspection by the members at the Chennai office of the Company on all working days, during business hours up to the date of the meeting.
- The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 03rd September 2016 to Wednesday 03rd September 07th September 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
- If Dividend as recommended by the Board of Directors is approved at the AGM, the payment of dividend will be made on/before 06th October 2016 to those members whose names shall appear on the Company's register of members on the closure of business hour on 26th August 2016 as under:
 - In respect of share held in dematerialised form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that day.
 - In respect of share held in physical form, the dividend will be paid to members whose names are furnished after giving effect to valid transfers in respect of transfer request lodged with the company on or before the closure of business hour as on that day.



11. 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(RTA), M/s Cameo Corporate Services Limited ("Cameo") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
12. 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 are requested to advise any change in their address or bank mandates immediately to the Company/RTA.
13. Pursuant to the provision of Companies Act the dividend which remained unclaimed for a period of Seven (7) years from the date of transfer to the unpaid dividend account is required to be transferred to the "Investor Education Protection Fund" (IEPF) account established by the Central Government along with the shares in respect of which unpaid or unclaimed dividend has been transferred to IEPF account. Pursuant to the provisions of Investor Education Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company (www.kanchikarpooram.com), as also on the website of Ministry of Corporate Affairs.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Cameo.
15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Members desirous of making nominations may procure the prescribed form from the Company/Cameo.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Company/RTA, for consolidation into a single folio.
17. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - a) Change in their residential status on return to India for permanent Settlement.
 - b) Particulars of their bank account maintained in India with Complete Name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.
19. Members may also note that the Notice and Annual Report of the 23rd Annual General Meeting will be available on the Company's website www.kanchikarpooram.com. Members who require communication in e-communication/physical form or have any other query may write to us at: investorcare@kanchikarpooram.com/kanchikarpooramus@gmail.com.
20. Information and other instructions relating to e-voting are as under:
 - A. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). The Instructions for e-voting are as under:
 - I. Log on to the E-Voting website www.evotingindia.com



- II. Click on “Shareholders” tab to cast your votes
- III. Now fill up the following details in the appropriate boxes

Particulars	For Members holding shares in Demat Form	For Members holding shares in Physical form
User ID	For NSDL 8 Characters of DP ID followed by 8 Digits of Client ID For CDSL 16 Digits of Beneficiary ID	Folio Number Registered with the Company
Captcha	Enter the Verification Code for Security reasons i.e please enter the alphabets and numbers in the exact way as they are displayed	
Password	Your unique password is printed on the AGM Attendance Slip	

- IV. After entering the details appropriately, Click on Submit Tab
- V. Click on EVSN of Kanchi Karpooram Limited to cast your votes
- VI. On the Voting Page, you will see Resolution Description and against the same the option Yes/No for voting. Select the 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.
- VII. Click on the “Resolution File Link” if you wish to view the entire resolution
- VII. After voting click on Submit.
- IX. A Confirmation Box will be displayed, Click OK to confirm, to change your vote click on CANCEL and accordingly modify your vote
- X. Once you CONFIRM your vote on the resolution you will not be allowed to modify your vote.
- B. The voting period begins on 04th September 2016 (10:00 AM) and ends on 06th September 2016 (05:00 P.M.). 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 02nd September 2016.
- C. In case of any query pertaining to E-Voting , please refer the FAQs section and E-voting manual available at www.evotingindia.com or write an email to helpdesk.evoting@cdslindia.com .
- I. The voting rights of members shall be in proportion to their shares of the paid up equity capital of the Company as on the cut-off date of 02nd September 2016.
- II. M/s Rabi Narayan & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- III. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.
- IV. In case of those members, who do not access to e-voting facility, they can use the the assent/dissent form sent herewith or can be downloaded from our website www.kanchikarpooram.com and convey their assent/dissent to each one of the items of business to be transacted at the ensuing Annual General Meeting and send the form to the registered office of the Company on or before 30th August 2016 to reach M/s Rabi Narayan & Associates Scrutinizer appointed by the Company.
- V. Members can choose only one of the two options namely e-voting or voting through physical assent/dissent form. In case votes are casted through both the formats, then votes casted through e-voting shall stand cancelled and those votes casted through physical assent/dissent form would be considered, subject to the assent/dissent form being found to be valid.



- VI. The results of e-voting, physical assent/dissent and poll, if any shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorised in this regard. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kanchikarpooram.com

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")**

Item No.5: To approve continuation of employment and Revision in Terms of remuneration of Mr.Suresh Shah, Managing Director of the Company

Mr.Suresh Shah is the Managing Director of the Company. His tenure expires on 30.09.2016. Based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on **22.07.2016** approved the terms and conditions of Mr.Suresh Shah's continuation of employment and remuneration, subject to the approval of the Shareholders.

Terms and Conditions relating to continuation of employment and Revision in Terms of remuneration are as follows:

A) REMUNERATION:

- I. The basic salary and allowances shall be in the range of Rs.2,00,000/- to Rs.5,00,000/- per month with annual increments effective from 01st April each year as may be decided by the Board, based on the merit and taking into account the Company's performance for the year.
- II. Benefits, perquisites and allowances as determined by the board from time to time.

B) MINIMUM REMUNERATION:

Notwithstanding the foregoing, wherein any Financial Year during the currency of the tenure of the Managing Director, the Company has no profits or inadequate profits, the Company will pay him the remuneration by way of salary, benefits and perquisites and allowances as approved by the Board to the extent permitted under the Act.

None of the Directors and Key Managerial Personnel of the Company except Mr. Suresh Shah (to whom the resolution relates) Mr. Dipesh S Jain, Mr. Arun V Shah and Mrs. Pushpa S Jain are concerned or interested in the resolution mentioned at Item No.5 of the Notice.

The Board recommends the resolution set forth in Item No.5 for the approval of the members.

Item No.6: To approve continuation of employment and Revision in Terms of remuneration of Mr. Dipesh S Jain, Whole Time Director of the Company

Mr. Dipesh S Jain is the Whole Time Director of the Company. His tenure expires on 30.09.2016. Based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 22.07.2016 approved the terms and conditions of Mr. Dipesh S Jain's continuation of employment and remuneration, subject to the approval of the Shareholders.

Terms and Conditions relating to continuation of employment and Revision in Terms of remuneration are as follows:

A) REMUNERATION:

- I. The basic salary and allowances shall be in the range of Rs.2,00,000/- to Rs.5,00,000/- per month with annual increments effective from 01st April each year as may be decided by the Board, based on the merit and taking into account the Company's performance for the year.
- II. Benefits, perquisites and allowances as determined by the board from time to time.

**B) MINIMUM REMUNERATION:**

Notwithstanding the foregoing, wherein any Financial Year during the currency of the tenure of the Whole Time Director, the Company has no profits or inadequate profits, the Company will pay him the remuneration by way of salary, benefits and perquisites and allowances as approved by the Board to the extent permitted under the Act.

None of the Directors and Key Managerial Personnel of the Company except Mr. Dipesh S Jain (to whom the resolution relates) Mr. Suresh Shah, Mr. Arun V Shah and Mrs. Pushpa S Jain are concerned or interested in the resolution mentioned at Item No.6 of the Notice.

The Board recommends the resolution set forth in Item No.6 for the approval of the members.

By Order of the Board
For KANCHI KARPOORAM LIMITED

Sd/-

SURESH SHAH

Managing Director

Place : Chennai
Date : 27.07.2016

Information on Director recommended for Appointment / Reappointment

PUSHPA S JAIN (DIN: 06939054)

Mrs.Pushpa S Jain (57) assumed charge as the Non-Executive (Women) Director of the Company with effect from 10.09.2014.

Mrs.Pushpa S Jain has been associated with the Company through her husband Mr.Suresh Shah, Managing Director of the Company. She is having vast experience and knowledge in business which will be of immense helpful to the Company. Apart from that she has been continuously engaging in promoting various charitable activities. A brief detail of Mrs.Pushpa S Jain is as follows:

Name	Pushpa S Jain
Date of Birth	07.09.1958
Nationality	Indian
Relationship with Other Director	Wife of Mr. Suresh Shah
Qualification	Matric
Expertise in Area	Engaging in Social Services
No. of Shares held	2,74,500
List of Directorships held in other Companies	Nil
Chairmanship(s) / Membership(s) of Board Committees in Other Companies	Nil