



KANCHI KARPOORAM LIMITED

**TWENTY FOURTH
ANNUAL REPORT
2016-2017**



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 email.

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

Mr. Suresh Shah, Managing Director

Mr. Dipesh S Jain, Whole-time Director

Mr. Arun V Shah, Whole-time Director

Mr .S. Srinivasan, Non Executive & Independent Director

Mr. Narasimhan Raghu, Non Executive & Independent Director

Mr. K.Venkateswaran, Non Executive & Independent Director

Mrs .Pushpa S Jain, Non Executive Director

CHIEF FINANCIAL OFFICER

Mr. .K. C. Radhakrishnan

COMPANY SECRETARY

Ms .Krithika D Thakkar

AUDITORS

M/s. R. Subramanian and Company

Chartered Accountants

No.6, Krishnaswamy Avenue,

Luz, Mylapore, Chennai, 600004

SECRETARIAL AUDITOR

Mr. V.S. Sowrirajan

C-2, Vijiyarenga Apartment

64, West Adayavalanchan Steet,

Srirangam, Trichy - 620 006.

BANKERS

Bank of India,

Chennai Overseas Branch, "Star House" III Floor,

30(Old No.17), Errabalu Street,

Chennai, 600001, Tamilnadu, India

REGISTERED OFFICE OF THE COMPANY AND FACTORY

Parandur Road, Enathur Village,

Karaipettai Post, Kanchipuram, 631552,

Tamil Nadu, India

REGISTRAR AND SHARE TRANSFER AGENT

M/s. Cameo Corporate Services Ltd.

"Subramanian Building"

No.1, Club House Road, Chennai, 600002, Tamilnadu, India.

E-Mail Id: investor@cameoindia.com



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**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the **24th Annual General Meeting** of the members of Kanchi Karpooram Limited will be held on Thursday, 28th September, 2017 at 11.00 a.m. at M. M. Hotels, 65/66, Nellukara Street, Kanchipuram, 631502, Tamilnadu, India, to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Standalone Financial Statements for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the year ended 31st March, 2017.
3. To appoint a Director in place of Mrs. Pushpa S Jain (DIN: 06939054), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modification(s) or re-enactments thereof for the time being in force) M/s. P. Chandrasekar, Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide registration number **S200066**, be and are hereby appointed as Statutory Auditors of the Company (in place of M/s. R. Subramanian and Company, Chartered Accountants, the retiring Auditors) for a term of Five years commencing from the Company's financial year ending March 31, 2018 to hold office from the conclusion of the 24th Annual General Meeting of the Company till the conclusion of the 29th Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus tax as applicable, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors

RESOLVED FURTHER THAT Mr. Suresh Shah (DIN: 01659809), Managing Director of the Company be and is hereby authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

Special Resolution:

5. To approve Related Party Transactions and in this regard to consider and if thought fit, to pass with or without modification(s), following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permission as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company/ Committee of Directors, to enter into contracts and/or agreements with M/s Suresh Industries for sale, purchase or supply of any goods or materials for maximum amount not exceeding Rs.15 Crores (Rupees Fifteen Crores Only) per annum.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in this regard and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable and its decision shall be final and binding.

By Order of the Board
For KANCHI KARPOORAM LIMITED

Place: Kanchipuram
Date: 31.08.2017

Suresh Shah
(DIN: 01659809)
Managing Director

**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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) 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 cannot act as a proxy for any other person or shareholder

Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A proxy form is attached hereto.

- 2. 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. 22.**
- 3. Corporate Members intending to send their authorised representatives to attend the meeting are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting**
- 4. 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.**
- 5. Members, Proxies and Authorised Representatives are requested to bring to the meeting the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate attendance slip or copies of the Report and Accounts will not be made available at the AGM venue**
- 6. 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. A brief resume of the director proposed to be re-appointed, nature of her expertise in specific functional areas, names of companies in which she holds directorships and memberships / chairmanships 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, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in the annexure to the notice.**
- 7. Relevant documents referred to in the accompanying Notice and the statement are open for inspection by the members at the Chennai office of the Company on all working days (except Sundays and Public holidays) between 11.00 a.m. to 04.00 p.m. up to the date of this Annual General Meeting ("AGM") and also at the AGM.**
- 8. The Register of Members and Share Transfer Books of the Company will remain closed from the 21st September, 2017, Thursday to 28th September, 2017, Thursday (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the meeting.**
- 9. If Dividend as recommended by the Board of Directors is approved at the AGM, the payment of dividend will be made on/before 27th October, 2017 to those members whose names shall appear on the Company's register of members on the closure of business hour on 21st September, 2017 as under:**
 - (a) 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.**
 - (b) 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.**



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 (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.
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 are requested to advise any change in their address or bank mandates immediately to the Company/ Cameo.
12. 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.
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.
Members who have not en-cashed the dividend warrants for the Financial Years 2010-11, 2012-13, 2013-14, 2014-15, 2015-16 are requested to write to the Company giving necessary details in the prescribed form available in company website.
Unclaimed dividend for the FY 2010-11 will fall due for transfer to the said Fund on 04/02/2018. Those members, who have not en-cashed their dividends for the FY 2010-11, are requested to claim it from the Company or M/s. Cameo Corporate Services Ltd, the Registrars and Share Transfer Agents of the Company, immediately.
14. 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.
15. 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.
16. 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, PAN if not furnished earlier.
17. 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.
18. Members may also note that the Notice of the 24th AGM and the Annual Report for FY 2016-17 will be available on the Company's website www.kanchikarpooram.com for their download and also on the website of Central Depository Services (India) Limited viz. www.evotingindia.com. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication/ queries the shareholders may also send requests to the Company's investor email id: secretarial@kanchikarpooram.com



19. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Share Transfer Agents of the Company M/s. Cameo Corporate Services Ltd. "Subramanian Building" No.1, Club House Road, Chennai, 600002, Tel : Phone No.044-28460390 - 94, Email Id: investor@cameoindia.com / cameo@cameoindia.com
20. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be 21st September, 2017. Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again
21. A route map showing directions to reach the venue of the 24th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings"
22. Information and other instructions relating to e-voting are as under:
 - A. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (a electronic voting system from a place other than venue of the AGM) to exercise their right to vote at the 24th AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The instructions to members for voting electronically 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
 - IV. Next enter the Image Verification as displayed and Click on Login.
 - V. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - VI. If you are a first time user follow the steps given below:

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	

PAN	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (V).



- VII. After entering these details appropriately, click on "SUBMIT" tab.
- VIII. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- IX. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- X. Click on the EVSN of Kanchi Karpooram Limited.
- XI. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option 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.
- XII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIII. After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XIV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XV. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVI. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVII. Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XVIII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- XIX. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kanchikarpooram.com and on website of CDSL e-Voting www.evotingindia.com within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed
- B. The voting period begins on 25th September, 2017 at 09.00 am and ends on 27th September, 2017 at 05.00 pm. 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 21st September, 2017 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter



- 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 21st September 2017.
- II. M/s Rabi Narayan Pal 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 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 **21st September, 2017** to reach M/s Rabi Narayan Pal 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 and on the website of NSDL within two (2) days of passing the resolutions at the AGM of the Company and will be communicated to BSE Limited.

By Order of the Board
For KANCHI KARPOORAM LIMITED

Place : Kanchipuram
Date : 31.08.2017

Suresh Shah
(DIN: 01659809)
Managing Director