



KANCHI KARPOORAM LIMITED

**TWENTY SIXTH
ANNUAL REPORT
2018-2019**



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-MailID* _____

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.

We would also like to draw your attention to the Amendment To Regulation 40 Of Securities Exchange Board Of India (Listing Obligation and Disclosure Requirements)Regulation, 2015 vide gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. Hence, all members are advised to get their physical shares dematerialized. Please refer our Website www.kanchikarpooram.com for the procedure to dematerialize the physical shares.



KANCHI KARPOORAM LIMITED

BOARD OF DIRECTORS

Mr. Suresh V 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. A.Priyanka

AUDITORS

M/s. P. Chandrasekar, LLP
Chartered Accountants
Flat 4a, 4th Floor, Dixit Griha Apartments,
No.10, Nyniappan Street,
R.A. Puram, Chennai - 600 028.

SECRETARIAL AUDITOR

M/s. P. Sriram & Associates
Practicing Company Secretaries
10/17, Anandam Colony ,South Canal Bank Road
Mandaveli, Chennai - 600 028.

BANKERS

1. Citi Bank, N.A.,
No. 163 Anna Salai, Second Floor, Chennai - 600002.
2. 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, 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 26th Annual General Meeting of the members of Kanchi Karpooram Limited will be held on Monday, 9th September, 2019 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 Financial Statements for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend on equity shares for the year ended 31st March, 2019.
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

Special Resolution:

4. To approve Related Party Transactions and in this regard to consider and if thought fit, to pass with or without modification(s), following 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 as per the Regulation 23 of the SEBI (LODR), 2015 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.25 Crores (Rupees Twenty five 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.

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

"RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. N. Sivashankaran & Co., Cost Accountants(FIRM REG NO.100662) who was appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the FY 2019-20, amounting to Rs. 50,000/- per annum plus applicable Goods and Service Tax and out-of-pocket expenses incurred in Connection with the aforesaid audit, be and is hereby ratified.

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

"RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Suresh Shah (DIN: 01659809), Managing Director of the Company, Mr. Dipesh S Jain (DIN: 01659930), Whole-time Director, Mr. Arun V Shah (DIN: 01744884), Whole-time Director upto Rs. 15,00,000/- p.a. and other benefits.

7. To Re-appoint Mr. S. Srinivasan (DIN: 05185901) as Independent Director of the Company for a second term. To consider and if thought fit, pass with or without modification(s), following resolution as a "SPECIAL RESOLUTION":



“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, and as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. S. Srinivasan (DIN: 05185901), an Independent Director of the company, whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and who is eligible for reappointment as an Independent Director, be and is hereby reappointed as an independent director of the company to hold office for another term of 5 consecutive years from 01.09.2019 to 31.08.2024 and that he shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

8. To Re-appoint Mr. K. Venkateswaran (DIN: 00001899) as Independent Director of the Company for a second term. To consider and if thought fit, pass with or without modification(s), following resolution as a “SPECIAL RESOLUTION”:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, and as per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. K. Venkateswaran (DIN: 00001899), an Independent Director of the company, whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and who is eligible for reappointment as an Independent Director, be and is hereby reappointed as an independent director of the company to hold office for another term of 5 consecutive years from 01.09.2019 to 31.08.2024 and that he shall not be liable to retire by rotation notwithstanding the fact that he has already attained the age of Seventy Five years.”

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

9. To Re-appoint Mr. N.Raghu (DIN: 06736497) as Independent Director of the Company for a second term. To consider and if thought fit, pass with or without modification(s), following resolution as a “SPECIAL RESOLUTION”:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, and as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. N.Raghu (DIN: 06736497), an Independent Director of the company, whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and who is eligible for reappointment as an Independent Director, be and is hereby reappointed as an independent director of the company to hold office for another term of 5 consecutive years from 01.09.2019 to 31.08.2024 and that he shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

For & On Behalf of the Board

For **KANCHI KARPOORAM LIMITED**

Place: Chennai
Date: 25.07.2019

Dipesh S Jain
(DIN: 01659930)
Whole time Director

Suresh V Shah
(DIN: 01659809)
Managing Director

**NOTES****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 authorized 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 Authorized 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 directors proposed to be appointed / 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 03rd September, 2019, Tuesday to 09th September, 2019, Monday (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 08th October, 2019 to those members whose names shall appear on the Company's register of members on the closure of business hour on 02nd September, 2019 as under:
 - (a) In respect of share held in dematerialized 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.
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 26th AGM and the Annual Report for FY 2019-20 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 02nd September , 2019. 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 26th 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 26th 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

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. 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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 where the shares of the Company are listed.