

19th Annual Report
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KARAN WOO-SIN LIMITED

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BOARD OF DIRECTORS:

Mr. A.G.Ravindranath Reddy
Mr. Srikishan Badruka
Mr. Rakesh Garg
Mr. Hemant Kumar Agarwal
Mr. Anil Agarwal

MANAGER:

Mr. N.C.Reddy

AUDITORS:

Niranjan & Narayan
Chartered Accountants
Himayathnagar
Hyderabad - 500 029

BANKERS:

State Bank Of India
Main Branch, Patny Circle
Secunderabad - 500 003

REGISTERED OFFICE AND WORKS:

S.No.321, Kallakal Village
Toopran Mandal, Medak District
Andhra Pradesh- 502 336
Ph: 040-27848700 Fax: 040-40021946
E-Mail: karanwoosin@gmail.com

REGISTRARS AND SHARE TRANSFER AGENTS:

Cil Securities Limited
214, Raghava Ratna Towers
Chirag Ali Lane
Hyderabad - 500 001.
Ph: 040-23202465 Fax: 040-23203028
E-Mail: cilsec@rediffmail.com

KARAN WOO-SIN LIMITED

Regd. Office: S.No.321, Kallakal Village, Toopran Mandal,
Medak Dist – 502336, Andhra Pradesh.

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the members of **KARAN WOO-SIN LIMITED** will be held on Monday, the 26th September, 2011 at 11.00 A.M at the Registered Office of the Company situated at S. No. 321, Kallakal Village, Toopran Mandal, Medak District – 502 336, Andhra Pradesh, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2011 and Profit and Loss Account for the year ended on that date and the reports of Auditors and Directors report thereon.
2. To appoint a director in the place of Mr.Rakesh Garg, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in the place of Mr.Anil Agarwal, who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT Pursuant to Section 224 and other applicable provisions if any, of the Companies Act, 1956 M/s.Niranjan&Narayan, Chartered Accountants, Hyderabad be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration of Rs. 15,000/- per Annum plus out of pocket expenses on actual basis.

//By Order of the Board//

For Karan Woo-Sin Limited,

Sd/-

Anil Agarwal

Director

Place : Hyderabad,

Date : 12th August, 2011.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY INSTEAD OF HIMSELF / HER SELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS TO BE VALID SHALL BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer books of the Company will be closed from 19th September 2011 to 26th September 2011 (both days inclusive).
3. All the documents referred to in the notice are open for inspection at the registered office of the company during office hours on all working days up to the date of the Annual General Meeting.
4. The register of Directors shareholding shall be open for inspection to any member of the company during the period beginning 14 days before the date of company's AGM and ending 3 days after the date of its conclusion. The said register shall also remain open and accessible during the AGM to any person having a right to attend the meeting.
5. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and has issued circulars on 21st April, 2011 and 29th April, 2011 inter-alia stating that a company would have complied with Section 53 of the Companies Act, 1956, if the service of document has been made through electronic mode. In that case, the company is required to obtain email addresses of its members for sending the notice / documents through email by giving an advance opportunity to every shareholder to register his email address and changes therein, if any, from time to time with the company.

Therefore, in view of the above, the members are requested to up date your email ids with the Depository Participant, if the shares are in demat mode or to CIL Securities Limited, Registrars and Transfer Agents of the Company, in case the shares are in physical mode.

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 19th Annual Report of your Company along with the Audited Accounts for the year ended 31st March, 2011.

1. FINANCIAL RESULTS:

(Rs. in Lakhs)

Particulars	Year ended 31 st March, 2011	Year ended 31 st March, 2010
Turnover	348.51	240.31
Other Income	10.81	37.32
Increase / (Decrease) in stock	38.86	26.55
Total	398.18	304.18
Total Expenditure except Interest and Depreciation	338.90	249.35
Profit/(Loss) Before Interest, Depreciation and Tax (PBITD)	59.28	54.83
Interest	19.45	17.71
Depreciation	32.03	33.63
Profit/ (Loss) Before Tax	7.80	3.49
Less: Provision for Taxation	0.02	0.26
Net Profit/ (loss) before prior period items	7.78	3.23
Prior Period Items	0.06	0.04
Net Profit / (Loss)	7.72	3.19
Add: Loss b/f from previous year	(364.62)	(367.81)
Loss carried forward to Balance sheet	(356.90)	(364.62)

2. REVIEW OF OPERATIONS:

A demand/supply gap is evident for high end articles and the company has met with some success in accessing the luxury segment. However, the debt crisis in the Euro zone and the continued depressed market conditions has made it difficult for the company to benefit from this opportunity.

available in Europe for supply of high quality socks and the directors expect to achieve good progress in the current year.

Your Directors continue to focus their attention to increase volumes and prices in the domestic market.

3. FUTURE PROSPECTS:

The company is aggressively working on the opportunities

4. DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them your directors

make the following statement in terms of Section 217 (2AA) of the Companies Act, 1956:

- (i) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- (ii) Appropriate accounting policies have been selected and applied consistently and have 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 as at 31st March, 2011 and of the profits of the company for the year ended on that date.
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) The annual accounts have been prepared on a going concern basis.

5. CORPORATE GOVERNANCE:

- (a) Management Discussion and Analysis Report is enclosed.
- (b) As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on Corporate Governance Practices followed by the Company together with a certificate from the Company's Auditor confirming compliance is set out in the Annexure forming part of this report.

6. FIXED DEPOSITS:

The Company has not invited and raised any fixed deposits as on 31st March, 2011 in terms of the provisions of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 as amended from time to time. There are no outstanding or unclaimed deposits as on 31st March, 2011.

7. PARTICULARS OF EMPLOYEES:

During the year under review, no employee of the company was in receipt of remuneration for the whole year which in the aggregate was Rs 60,00,000/- or more per annum nor was any employee in receipt of remuneration Rs.5,00,000/- or more per month for the any part of the year in accordance with the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended.

During the year under review, industrial relations of the company continued to be cordial and peaceful.

8. PARTICULARS REGARDING ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Details of Energy Conservation, Research & Development, Technology Absorption, Foreign Exchange Earnings and Outgo as 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, are given in Annexure "A" and Annexure "B" respectively, to the Directors Report.

9. DIRECTORS:

In accordance with the requirement of the Companies Act, 1956 and the Articles of Association of the Company, Mr.Rakesh Garg and Mr.Anil Agarwal, retire by rotation and the board, recommends their reappointment.

Mr.Percy Italia had submitted his resignation to the board on 11th March, 2010 and the board has accepted the same after due deliberation with effect from that date. The board wishes to place on record its appreciation and thanks

to Mr.Percy Italia for being responsible for all accounting and legal compliance work of the company during the period that he served on the board of this company.

10. AUDITORS:

M/s Niranjan & Narayan, Chartered Accountants, the Company's Auditors, hold office till the conclusion of this Annual General Meeting. They have signified their willingness to accept their re-appointment and have further confirmed their eligibility under section 224 (1-B) of the Companies Act, 1956.

11. DIRECTORS' CLARIFICATION ON THE QUALIFICATION OF AUDITORS

Sl No	Auditor Qualifications	Directors Clarification
1	In our opinion, the Balance Sheet and the Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, except for Accounting Standard-15, Accounting for retirement benefits in the financial statements of employer - refer point no. 5 of Notes on Accounts.	Discussions are on with L.I.C. of India and the directors expect to be able to purchase the group gratuity policy during the current year.
2	According to the information and explanations given to us, and on the basis of our examination of the books of account, the Company has not been regular in depositing with appropriate authorities undisputed statutory dues including Service Tax, Provident Fund and Income Tax Deducted at Source.	It was confirmed to the Board that payments towards Service Tax, Provident Fund and Income Tax Deducted at Source have already been remitted. There are no arrears.

12. LISTING AT STOCK EXCHANGES:

The Equity Shares of the company are listed on Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

Listing fees to the Bombay Stock Exchange Limited has been paid up-to-date.

13. ACKNOWLEDGEMENTS:

Your directors thank all the executives, staff and workers of the Company for their dedicated services.

Your directors also thank the company's customers and its bankers for their continued trust and co-operation

//By Order of the Board//

For **Karan Woo-Sin Limited,**

Sd/-
Anil Agarwal
Director

Sd/-
Hemant Kumar Agarwal
Director

Place : Hyderabad,
Date : 12th August, 2011.

ANNEXURE "A"**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION**

Statement pursuant to Section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

1. Energy Conservation measures taken.

The company does not have a major requirement of energy. However it is upgrading some of its electrical systems to bring itself up to date with the new hardware available for its motor driven machines.

2. Additional Investments and proposals, if any, implemented for reduction of consumption of energy.

3. Impact of the measures at (1) and (2) above for reduction of energy consumption and consequent impact of the cost of production of goods.

} NIL

FORM - A
FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT
TO CONSERVATION OF ENERGY

Particulars	Current year 2010 - 2011	Previous year 2009 - 2010
A. Power & Fuel Consumption		
1. Electricity		
a. Purchased Units	3,37,138	3,84,563
Total Amount (Rs.)	15,73,873	14,87,293
Cost/Unit (Rs.)	4.67	3.87
b. Own Generation	-	-
i. Through diesel generator (Units)	10,800	20,100
Total Amount (Rs.)	28,498	80,742
Cost/Unit (Rs.)	2.64	4.02
ii. Through steam turbing/generator (Units)	-	-
Total Amount	-	-
Cost/Unit	-	-
2. Furnace Oil		
Quantity Tonnes	-	-
Total Amount	-	-
Average	-	-
3. Others/Internal Generation	-	-
Total Amount	-	-