

22nd Annual Report
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KARAN WOO-SIN LIMITED

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BOARD OF DIRECTORS

- | | |
|-------------------------------|---|
| 1. Sri. Anil Agarwal | - Director, Promoter and Non-Executive |
| 2. Sri. Srikishan Badruka | - Independent, Non-Executive Director |
| 3. Sri. Rakesh Garg | - Independent, Non-Executive Director |
| 4. Sri. Hemant Kumar Agarwal | - Independent, Non-Executive Director |
| 5. Dr. A G Ravindranath Reddy | - Independent, Non-Executive Director |
| 6. Sri. Rishabh Agarwal | - Additional Director, Promoter and Non-Executive |
| 7. Brig. Subhash C Sharma | - Additional Director, Non-Promoter and Non-Executive |

MANAGER

Sri. Narender Reddy Chetyala - Manager

CORPORATE IDENTITY NUMBER (CIN)

L18100TG1992PLC014389

REGISTERED OFFICE :

Survey No. 321, Kallakal Village, Toopran Mandal,
Medal District, Telengana-502336, India

Ph: 99662 39524

E-Mail: karanwoosin@gmail.com

Website: www.karanwoosinltd.com

STATUTORY AUDITORS

M/s Niranjan & Narayan

Chartered Accountants

Himayath Nagar

Hyderabad - 500 029

Telanagana

Ph: 040-23227487

E-Mail: caniranjan@yahoo.com

REGISTRARS AND SHARE TRANSFER AGENTS

CIL Securities Limited

214, Raghava Ratna Towers

Chirag Ali Lane

Hyderabad - 500 001

Telangana

Ph: 040-23202465 Fax: 040-23203028

E-Mail: cilsec@rediffmail.com

Website: www.cilsecurities.com

KARAN WOO-SIN LIMITED

CIN:L18100TG1992PLC014389

Regd. office: Survey No.321, Kallakal Village,
Toopran Mandal, Medak District, Telangana

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of **KARAN WOO-SIN LIMITED** will be held on Tuesday, 30th September, 2014 at 11:00 AM at the Registered Office of the Company situated at Survey No. 321, Kallakal Village, Toopran Mandal, Medak District – 502336, Telangana, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2014, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri. Anil Agarwal (holding DIN 00040449), who retires by rotation and being eligible offers himself for re-appointment.
3. To reappoint Auditors of the Company to hold office for a period of three years from the conclusion of this Annual General Meeting and to fix their remuneration.

To consider and if thought fit to pass the following resolution as an ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 of the Act and the rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Niranjana & Narayan, Chartered Accountants (Firm Registration No. 005899S), Hyderabad, be and are hereby reappointed as the Statutory Auditors of the company, to hold office for a period of three years from the conclusion of this Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. Appointment of Sri. Rishabh Agarwal as Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Sri. Rishabh Agarwal, (holding DIN 06963740) who was appointed an Additional Director of the Company with effect from August 13, 2014 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Act, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”

5. Appointment of Brig. Subhash C Sharma as Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Brig. Subhash C Sharma (holding DIN 00941352) who was appointed an Additional Director of the Company with effect from August 13, 2014 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the company under Section 161(1) of the Act, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”

6. Appointment of Sri. Srikishan Badruka as an Independent Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Act and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Sri. Srikishan Badruka (holding DIN 00125440), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 30.09.2014, not liable to retire by rotation.”

7. Appointment of Sri. Rakesh Garg as an Independent Director

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 149, 152 and any other applicable provisions, if any, of the Act and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Sri. Rakesh Garg (holding DIN 00240379), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 30.09.2014, not liable to retire by rotation.”

8. Appointment of Sri. Hemant Kumar Agarwal as an Independent Director

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 149, 152 and any other applicable provisions, if any, of the Act and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Sri. Hemant Kumar Agarwal (holding DIN 01629938), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as

provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 30.09.2014, not liable to retire by rotation.”

9. Appointment of Dr. A G Ravindranath Reddy as an Independent Director

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 149, 152 and any other applicable provisions, if any, of the Act and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Dr. A G Ravindranath Reddy (holding DIN 01729114), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 30.09.2014, not liable to retire by rotation.”

10. Re-appointment of Sri. Narender Reddy Chetyala as Manager 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 pursuant to the provisions of Section 2(53), 196, 197 and other applicable provisions of the Act, read with Schedule V, consent of the Members be and is hereby accorded for the re-appointment of Sri. Narender Reddy Chetyala, as manager of the company for a period of 5 years with effect from 01/10/2014, on a consolidated annual remuneration of Re.1 (Rupee One).

Place: Medak
Date: 13th August, 2014

for KARAN WOO-SIN LIMITED,
Sd/-
(ANIL AGARWAL)
Director
DIN: 00040449

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A member entitled to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

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 a proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate Member(s) are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Act, authorising their representative to attend and vote at the Annual General Meeting.
4. Members/proxies should bring duly filled Attendance Slip sent herewith, to attend the meeting.
5. The Register of Members and Share Transfer Books of the company will remain closed from 27-09-2014 to 30-09-2014 (both days inclusive) for the purpose of Annual General Meeting.
6. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to the Company. Such Changes intimated will then be reflected in the Company's records which will help the Company to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company.
7. Members are requested to intimate their Permanent Account Number allotted to them by the Income Tax Department.
8. Pursuant to Section 72(1) of the Act, read with Rule 19(1) of Companies (Share Capital and Debentures) Rules, 2014, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. The prescribed nomination Form-SH-13 can be obtained from the Share Transfer Agent or may be downloaded from the website of the Company.
9. The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, has allowed companies to send Annual Report comprising of Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send communications

in electronic mode to the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit. Members who hold shares in physical form and desire to receive the documents in electronic mode are requested to please promptly provide their details (name, folio no., e-mail id) to the Registrar and Transfer Agent of the company. Members who hold shares in electronic form are requested to get their details updated with the respective Depositories. The annual report and other communications/documents sent electronically would also be displayed on the Company's website: <http://www.karanwoosinltd.com>. As a Member of the Company, you will be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of a requisition from you. We request you to support this initiative and opt for the electronic mode of communication by submitting your e-mail address to your DP or to the Company's Registrar, in the interest of the environment.

10. Members intending to seek clarification at the Annual General Meeting concerning the accounts and any aspect of operations of the company are requested to send their questions in writing to the secretarial department so as to reach the company at least 10 (ten) days in advance before the date of the Annual General Meeting, specifying the points.
11. Members holding shares in physical form are requested to intimate any change in their respective addresses, bank mandates, etc., immediately to the Company's Registrar & Share Transfer Agent. Members holding shares in electronic form must send the intimation about the change of their respective addresses, bank mandates, etc., to their respective Depository Participants (DPs) and not to the Company. Non-resident Indian shareholders are requested to inform us immediately the change in the residential status on return to India for permanent settlement.
12. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
13. Any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice of his intention to propose him as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000 (Rupees One Lac).
14. All documents referred to in the notices and annexures thereto along with other mandatory registers/documents are open for inspection at the registered office of the Company on all working days (except Saturdays and Sundays) between 11.00 AM to 1.00 PM, prior to the date of 22nd Annual General Meeting.
15. Members may also note that the Annual Report for FY 2013-14 will also be available on the Company's website www.karanwoosinltd.com for their download.
16. Details under Clause 49 of the Listing Agreement with the Stock Exchange, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

17. Voting through electronic means:

I. In compliance with provisions of Section 108 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to the members to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by CDSL.

The instructions for e-voting are as under:

- i. The voting period begins at 9 A.M. on 26/09/2014 and ends at 6 P.M. on 26/09/2014. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 29/08/2014 (End of Day) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on the "Shareholders" tab.
- iv. Now select the "KARAN WOO-SIN LIMITED" from the drop down menu and click on "SUBMIT".
- v. Now enter your User-ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login
- vii. 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.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. • The respective sequence number will be printed on the address sticker of the annual report cover sent to the shareholders

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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).

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- xii. Click on EVSN of KARAN WOO-SIN LIMITED
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evoting.co.in> and register themselves as Corporates.