



Ref: KKL/SE-BM-03/2024-25

05/08/2024

To,

BSE Ltd,  
25th Floor, P.J.Tower,  
Dalal Street, Mumbai – 400 001

Dear Sir/Madam,

**Sub: Outcome of the Board meeting and disclosure under Regulation 30 of SEBI(LODR), 2015**

**Ref: Scrip ID – KANCHI, Scrip Code – 538896**

Dear Sir/Madam,

We wish to inform you that, the Board of Directors at their meeting held today inter alia have transacted the following:

1. Decided to call an Extraordinary General Meeting ('the EGM) and approved the notice for calling the EGM on 28<sup>th</sup> August 2024 for shareholders' approval to the appointment of Mr. Karaikudi Chandrasekaran Radhakrishnan (DIN: 10640673) made on 29<sup>th</sup> May 2024 as the additional director in the capacity of non-executive independent director.

Kindly take this communication on your record and disseminate.

Meeting commenced at 4:00 PM and concluded at 4:30 PM.

Kindly take the above information on record.

Thanking you

**For Kanchi Karpooram Limited**

**K Abirami**

**Company Secretary and Compliance Officer**

Encl: Notice to EGM



# KANCHI KARPOORAM LIMITED

(Manufacturer of Camphor & Allied Products)

ISO 9001 : 2015 Certified Company - CIN:L30006 TN1992 PLC022109

CHENNAI OFFICE : No.1, Barnaby Avenue, Barnaby Road, Kilpauk, Chennai - 600 010. INDIA.

Tel. : 2640 1914 / 15 / 16 / 17

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**NOTICE** is hereby given to the Shareholders (the “Shareholders” or the “Members”) of KANCHI KARPOORAM LIMITED (“Company”) that an Extra-Ordinary General Meeting of the Company will be held on Wednesday, 28<sup>th</sup> August 2024 at 12:30 PM through Video Conferencing / Other Audio-Visual Means to transact the following special business:

1. **Appointment of Mr. KARAIKUDI CHANDRASEKARAN RADHAKRISHNAN (DIN: 10640673) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time (“the Act”) read with Schedule IV to the Act and Regulation 16(1)(b), Regulation 25(2A) and any other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Karaikudi Chandrasekaran Radhakrishnan (DIN: 10640673), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 29th May 2024, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till 28th May 2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**For KANCHI KARPOORAM LIMITED**

Sd/-

**Suresh Veerchandji Shah**

Managing Director

DIN: 01659809



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 1 of the accompanying Notice dated 5<sup>th</sup> August 2024.

### Item No.1

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on 29th May 2024, appointed Mr. Karaikudi Chandrasekaran Radhakrishnan (DIN: 10640673) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from 29th May 2024 to 28th May 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),

Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,

Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,

Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by the SEBI or any other such authority,

Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;

A notice in writing by a member proposing his candidature under Section 160(1) of the Act,

Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and



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Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Kanchi Karpooram Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Karaikudi Chandrasekaran Radhakrishnan.

In the opinion of the Board, Mr. Karaikudi Chandrasekaran Radhakrishnan fulfils the conditions for Independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Karaikudi Chandrasekaran Radhakrishnan background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

The resolution seeks the approval of members for the appointment of Mr. Karaikudi Chandrasekaran Radhakrishnan as an Independent Director of the Company from 29th May 2024 to 28th May 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

According to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, a listed entity must appoint a person as Director who has reached the age of seventy-five years only after passing a special resolution. However, if the proposed director to be appointed as an independent director and his age will exceed seventy-five years of age during his five-year term, a special resolution is required. Additionally, under Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, the consent of the members is necessary for the appointment of a director by the Board within 3 months or before the next General Meeting, whichever occurs first. Therefore, we are seeking the members' approval as a special resolution, at this EGM to ensure compliance with the regulation, for the appointment of Mr. Karaikudi Chandrasekaran Radhakrishnan as an Independent Director of the Company.

No director, key managerial personnel (KMP) or their relatives except Mr. Karaikudi Chandrasekaran Radhakrishnan, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.



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The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

PARTICULARS OF DIRECTORS AS REQUIRED TO BE FURNISHED UNDER SECRETARIAL STANDARD (SS-2) ON GENERAL MEETINGS AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Karaikudi Chandrasekaran Radhakrishnan
Director Identification Number (DIN)	10640673
Designation	Non-Executive Independent Director
Date of Birth / Age (Years)	22/05/1952, 72 years
Qualification	Bachelor of Science, Chemistry
Brief Profile & experience in specific functional areas	Over 50 years of experience in finance, accounts, administration, human resource developments, import-export procedure, opening of letters of credit and foreign banking systems.
Terms and Conditions of Appointment / Re-appointment	With effect from 29 <sup>th</sup> May 2024 Mr. Radhakrishnan shall be Independent Director of the Company for the 5 financial years from 29 <sup>th</sup> May 2024 to 28 <sup>th</sup> May 2029
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Sitting fees
Listed entities in which the Director has resigned in past 3 years	Nil
Shareholding in the listed entity, including shareholding as a beneficial owner	300 shares



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Date of first appointment on the Board	29th May 2024
Shareholding in the Company	300 shares
Relationship between Directors inter se	Not related to any of the directors of the Company
Number of Board meetings attended	1
List of Directorships held in other Companies including Listed Entities if any	Nil

For KANCHI KARPOORAM LIMITED

Sd/-

**Suresh Veerchandji Shah**

Managing Director

DIN: 01659809



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## Notes

NOTES: The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Extra-Ordinary General Meeting ("EGM") ("Notice") is annexed hereto.

Pursuant to General Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD2 /CIR /P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 Dated 7th October, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") permitted the holding of the EGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the EGM of the Company is being held through VC / OAVM.

Since the EGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.

The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs as aforesaid, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.



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The Notice calling the EGM has been uploaded on the website of the Company at [www.kklgroup.in](http://www.kklgroup.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars.

In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.

Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).

In all correspondence with the company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DPID number.

The Company has designated an exclusive email address, which would be [secretarial@kklgroup.in](mailto:secretarial@kklgroup.in) which enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressed.

SEBI has notified for compulsory trading of shares of the Company in dematerialization form so members, who have not dematerialized their shares are advised to contact Depository Participant in this regard.

In terms of circulars issued by Securities Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Registrar and Share Transfer Agent in case of Transfer of Shares, Deletion of name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all above-mentioned transactions.

Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.

The Board of Directors in their meeting held on 5<sup>th</sup> August 2024 have appointed Mr. N Lovelish Lodha, (m. No: 35677) Practicing Company Secretary, to act as Scrutinizer for conducting the voting and E-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working





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days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.

The Result declared along with the report of the scrutinizer shall be placed on the website of the Company [www.kklgroup.in](http://www.kklgroup.in) and on the website of RTA the results shall simultaneously be communicated to the Stock Exchanges.

The voting rights of Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut of date i.e. 21<sup>st</sup> August 2024

Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, 21<sup>st</sup> August 2024, may obtain the login ID and password by sending a request at Issuer/ RTA.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to attend the EGM.

A member may participate in the EGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the EGM.

**For KANCHI KARPOORAM LIMITED**

Sd/-

**Suresh Veerchandji Shah**

Managing Director

DIN: 01659809