



KUMAKA INDUSTRIES LIMITED
(CIN: L99999MH1973PLC016315)

43rd
Annual Report
2016-2017

KUMAKA INDUSTRIES LIMITED

(CIN: L99999MH1973PLC016315)

(Established on 13-02-1973)

43rd Annual Report 2016-17

Corporate Information

Board of Directors : Mr. Pankaj M. Kadakia - Chairman & Managing Director
Dr. Indula Panchal - Non Executive Independent and Women Director
Dr. Nirajan M. Pandya - Non Executive Independent Director
Dr. Dhananjay Panchal - Non Executive Independent Director
Mr. Shiv Patel (From 31/05/2017) - Chief Financial Officer
Ms. Ankita Gupta (From 12/07/2017) - Company Secretary

Auditors : M/s. M.B.Majmudar & Co.
Chartered Accountants,
Vadodara.

Registered Office : 404, Sharda Chambers, 33, Sir Vithaldas Thakersey Marg,
New Marine lines, Mumbai-400020.

Registrar and Transfer Agent :
Link Intime India Pvt. Ltd.
B-102 & 103, Shangrilla Complex, First Floor,
Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390020.
Tel. No. : 0265-2356573/6794; Fax No. : 0265-2356791
Email: alpesh.gandhi@linkintime.co.in

Corporate Office : 5B, 5th Floor, Ram Krishna Chambers, B.P.C.Road, Vadodara-390005
Tel. No. : 0265-2330019; Fax No. : 0265-2333884
Website: kumakaindustries.com
E-mail: secretarial@kumakaindustries.com

KUMAKA INDUSTRIES LIMITED

NOTICE

Dear Member(s),

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of KUMAKA INDUSTRIES LIMITED will be held on Monday, 18th September, 2017 at 10:00 AM at The Electric Merchants Association, Room No. 7 & 12, 2nd Floor, Shreeji Bhuvan, 51 Mangaldas Lane, Lohar Chawl, Mumbai - 400002 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Financial Statement consisting of Balance Sheet as at March 31, 2017, the statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2017 along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pankaj M Kadakia (DIN-00166339), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. Appointment of Statutory Auditor to fill casual vacancy:

To appoint Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification, as Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Prakash Muni & Associates., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. M.B.Majmudar & Co. Vadodara.

"RESOLVED FURTHER THAT M/s. Prakash Muni & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from August 05, 2017, until the conclusion of the 43rd Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

4. Appointment of Statutory Auditor:

To appoint Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification, as Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Prakash Muni & Associates, Chartered Accountants, be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of 43rd Annual General Meeting, for a single tenure of 5 (five) years, subject to the ratifications by the members at every Annual General Meeting of the said tenure, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

"RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e - forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution."

For and on behalf of the Board of Directors

Date: 05th August, 2017

Place: Vadodara

Ankita Gupta
Company Secretary

NOTES :

1. PROXY/AUTHORIZED REPRESENTATIVE

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the company, not less than forty-eight (48) hours before the commencement of the annual general meeting ("AGM"). Proxy Form is enclosed with the Notice.

Members are requested to note that a person can act as proxy on behalf of the members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, 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 shall not act as proxy for any other person or member.

- (ii) A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.
- (iii) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
- (iv) Members desiring any information with regard to Accounts / Reports are requested to write to the Company Secretary at least ten days before the meeting to enable the Management to keep the information ready at the Meeting.
- (v) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

2. BOOK CLOSURE

Register of Members and Share Transfer Books of the Company will remain closed from Monday, 11th September, 2017 to Monday, 18th September, 2017 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the AGM.

3. CUT OFF DATE:

- (i) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Monday September 11th, 2017 (the "Cut off Date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut off date.

4. Communication to Members

- (i) The Notice of the AGM along with the Attendance Slip and Proxy Form, and a copy of annual report is being sent by electronic mode to all members holding shares as on 10th August, 2017, whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same and also to the auditors and directors of the Company. For members who have not registered their email addresses, physical copies of the abridged annual report along with aforesaid documents are being

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sent by the permitted mode.

- (ii) Copy of annual report and notice of AGM will also be available on the website of the Company at www.kumakaindustries.com and at the website of CDSL. Hard copies of the full annual report will be sent to those shareholders who will request the same.
- (iii) All the documents referred to in the accompanying notice, explanatory statement will be available for inspection at the registered office of the Company on all working days except Saturday and Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
- (iv) In case you have any query relating to the enclosed annual accounts you are requested to send the same to the Company Secretary at the Corporate office of the Company or on email Id "secretarial@kumakaindustries.com", at least 10 days before the date of AGM so as to enable the management to keep the information ready.
- (v) In order to implement the Green Initiative of the Government, whereby Companies have now been allowed to send/ serve notice(s)/ document(s)/ Annual Report(s) etc. to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding), if not yet provided, to promote Green Initiative.

5. VOTING BY MEMBERS

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- (i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("**Remote E-voting**") in the manner provided below during the e-voting period as mentioned below in Para 5(I)(A).
- (ii) At the venue of AGM, voting shall be done through ballot papers ("Ballot Paper") and the members attending AGM who have not cast their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- (iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

(I) Voting through Electronic Means

In compliance with Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended vide Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through E-voting. Remote E-voting is optional and not mandatory. The Company has engaged the services of **Central Depository Services Limited (CDSL)** for the purpose of providing Remote E-voting facility to all its Members. The process and manner of Remote E-voting are as under:

(A) Instruction for e-voting by Members whose email ID's are registered with the Company/Depository Participant(s)

- (i) The voting period begins on 15th September, 2017 at 09:00 am and ends on 17th September, 2017 at 05:00 pm. During this period shareholders of the Company, as on the cut-off date (record date) of 11th September, 2017, 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.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 Postal Ballot/ Attendance Slip indicated in the PAN field.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Kumaka Industries Limited** on which you choose to vote.
- (xii) 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
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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 Corporates.
 - 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.
- (xix) 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.
- (XX) Any person, who acquires shares of the Company and becomes a member of the Company after the dispatch of this Notice and hold shares as of the Cut-off date i.e Monday September 11th, 2017, may obtain Log-Id and Password by sending a request at helpdesk.evoting@cdslindia.com by mentioning his/her folio no. However, if you are already registered with CDSL for e-voting then the person can use his/her existing user-id and password for casting votes. A person who is not a member as on the Cut-Off date should treat this notice fully for information purpose.
- 6. SCRUTINIZER**
- (i) M/s. Kotak And Associates Practicing Company Secretary having consented to act as a scrutinizer has been appointed as scrutinizer ("Scrutinizer") for scrutinizing the voting process (Poll Paper) as well as Remote E-voting) in a fair and transparent manner.
- (ii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unlock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not exceeding 48 hours from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- 7. DECLARATION OF RESULTS**
- The Result of voting (Remote E-voting and the voting at the AGM) on the resolutions shall be declared within 2 days from the date of AGM by the Chairman or any person authorized by him for this purpose. The results declared along with the report of the Scrutinizer shall be placed on the website of the company i.e. www.kumakaindustries.com and on the website of CDSL i.e. www.evotingindia.com, immediately after the result is declared and simultaneously communicated to the Bombay Stock Exchange.
- 8. NOMINATION**
- Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 to the RTA.
- 9. EXPLANATORY STATEMENT AND ADDITIONAL INFORMATION**
- (i) The Statement pursuant to Sec. 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed which does not have any special business to be transacted at the meeting.
- (ii) Additional information pursuant to the Statutory Auditors proposed to be appointed vide Item No. 2 of the Notice, is provided in the Explanatory statement forming part of this Notice. The Auditors have furnished the requisite consents / declarations / Eligibility for their appointment / re-appointment.
- 10. OTHER INFORMATION**
- Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.

**By the Order of the Board,
For Kumaka Industries Limited**

Date: 05th August, 2017
Place: Vadodara

Ankita Gupta
Company Secretary

Registered Office:- 404 Sharda Chambers, 33, New Marine Lines, Churchgate Mumbai, Mumbai City MH 400020 IN
Map/Location of Annual General Meeting Venue



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Companies Act 2013") :

Item Nos. 3 & 4:

A letter from M/s. M.B.Majmudar & Co., Chartered Accountants, Statutory Auditor of the company was received intimating their inability to continue as the Statutory Auditor of the Company and conduct the Audit for the Financial Year 2017-18 due to certain occupations w.e.f. 04/08/2017.

Board of Directors at their meeting held on August 05, 2017, on the recommendation of Audit Committee decided to appoint M/s. Prakkash Muni & Associates, Chartered Accountants, Mumbai having Firm Registration No.11792W to fill casual vacancy created due to resignation of M/s. M.B.Majmudar & Co., Chartered Accountants subject to approval of members at the 43rd Annual General Meeting.

In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the company needs to approve the appointment of M/s. Prakkash Muni & Associates., Chartered Accountants, in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board. Hence, the company has proposed their approval of the members in the item number 3 of the notice.

Further, the company has proposed their appointment in the item number 4 of the notice, for the period of 4 (four) years i.e. from the conclusion of this AGM till the conclusion of AGM to be held in for FY 2021-22 subject to the ratification by the members at every Annual General Meeting.

The board of directors has proposed the two resolutions for your approval.

None of the directors and key managerial personnel is interested in the resolutions.

**By the Order of the Board,
For Kumaka Industries Limited**

**Date: 05th August, 2017
Place: Vadodara**

**Ankita Gupta
Company Secretary**

KUMAKA INDUSTRIES LIMITED

DIRECTORS' REPORT

To,
The Members,
Kumaka Industries Limited.

Your Directors are pleased to present the 43rd Annual report on the business and operations of the Company and the Audited financial accounts for the Year ended 31st March, 2017.

1. Highlights of performance :

Following figures summarize the financial performance of the Company for the year 2016-2017 Financial Results:

(Rs. in Lacs)

	31.03.2017	31.03.2016
Gross total Income	76.96	44.98
Profit / (Loss) before Finance Cost, Depreciation and Taxes	(31.32)	(52.30)
Less: Finance Cost	0.25	0.12
Less: Depreciation	13.94	14.13
Less: Tax	-	0.04
Less: Extraordinary/Exceptional Items	-	-
Profit / (Loss) after Tax	(45.51)	(66.59)
Net profit / (Loss) carried to Balance Sheet	(45.51)	(66.59)

2. DIVIDEND

In view of carried forward loss, the Board regrets its inability to recommend payment of Dividend for the year under review

3. APPROPRIATION OF RESERVES

The Company has not proposed to transfer any portion of profit to the General Reserve / Capital Redemption Reserve or any other reserve for this year in view of losses.

4. SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2017 was Rs. 12.085 Crores. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

5. COMPANY'S PERFORMANCE / STATE OF COMPANY'S AFFAIRS

The Company earned Gross Total Income of Rs.76.96 Lacs for the year under review as against Rs.44.98 Lacs for the financial year 2015-16. After providing finance cost, depreciation and tax, Net Loss of the Company is Rs. 45.51 Lacs compared with Loss of Rs 66.59 of the previous year.

Future Prospects:

Due to the current global slowdown and cheap imports from China the company had to shut down its pharmaceutical plant.

The company is now looking for new opportunities in the manufacturing sector.

6. Subsidiary Companies

The Company has no subsidiary company as on March 31, 2017. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

7. Directors' Responsibility Statement

- That in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- That such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to

give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the Loss of the Company for the year ended on that date;

- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the annual financial statements have been prepared on a going concern basis.
- That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

8. Deposits

The Company has no overdue, unpaid / unclaimed deposit. The Company does not have any deposit from Directors or any other Shareholder or Member as at 31st March, 2017.

9. Details of Directors or KMP who were appointed or have resigned during the year:

Mr. Soaib G Sheikh resigned from the post of Company Secretary w.e.f. 17/01/2017.

Dr. Indula panchal was appointed as Additional Director w.e.f 15/06/2016 and regularised at AGM held on 20/09/2016.

Mr. Shailesh Modi resigned as director w.e.f 21/05/2016.

Events occurring after Balance Sheet Date - Change in Directors/KMP.

Mr. Bharat Parikh resigned from the post of Chief Financial Officer w.e.f. 30/05/2017 after office hours.

Mr. SHIV PATEL has been appointed as CHIEF FINANCIAL OFFICER of the Company W.e.f. 31/05/2017.

Ms. Ankita Gupta has been appointed as Company Secretary of the Company W.e.f 12/07/2017.

10. Board Meetings held during the year.

Six Meetings of Board of Director were held during the year 25-04-2016, 21-05-2016 & adjourned to and on 30/05/2016, 27-07-2016, 09-11-2016, and 13-02-2017. For details of meetings of the Board please refer to the Corporate Governance Report, which forms part of the Directors' Report.

11. Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

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In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

12. Policy on Directors' Appointment and Remuneration and other details

The Company's policy on Directors' Appointment and Remuneration and other matters provided in Section 178(3) of the Act has been stated in the Corporate Governance Report, which forms part of the Directors' Report.

13. Internal Financial Control Systems and their Adequacy

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

14. Human Resources

Company's industrial relations continued to be harmonious and cordial during the year under review.

15. Auditors

(1) Statutory Auditors:

"M/s. M.B.Majmudar has tendered their resignation w.e.f 04/08/2017 to discontinue as the Statutory Auditor of the Company for the financial year 2017-18 and further remaining terms of their period.

Hence, in order to fill up the casual vacancy the Company has appointed M/s. Prakash Muni & Associates (Chartered Accountant) in the Board Meeting held on August 05, 2017.

(2) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company appointed Chirag Brahmabhatt a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended March 31, 2017. The Secretarial Audit Report is annexed as **Annexure - 1**.

The Secretarial Audit Report for the financial year ended March 31, 2017 contains observations. Directors reply on the Auditors comment is as follow:

Explanation for observations:-

- For Point no. 1 to 3: As it is mentioned in the Observations 1 to 3, the Company has the Company has submitted petition No. CSP/190/2017 to the NCLT under Section 230 to 232 of Companies Act, 2013 The Company is awaiting order of NCLT
- For Point no. 4: Due to financial constraints Company had not released the advertisement in the newspaper. The Company will release the advertisement in future.

16. Management Discussion & Analysis

Pharmaceutical Project-

The company's pharmaceutical plant had to be shut down due to the global slowdown, cheap imports from china and unavailability of funds from the banks. Due to the company's past financial history the banks are not willing to fund the company. Hence the company could not avail any working capital or term loan for their projects. In view of this the company had to shut down its pharmaceutical plant and is currently looking for new opportunities in the manufacturing sector.

Opportunities, Threats, Risk and Concerns

Currently the Company has shut down its pharmaceutical plant and is looking for new business opportunities.

Segment wise performance

The Company's pharmaceutical plant has been shut down. There is no other segment

of Company's operation.

Financial Performance

A summary of the financial performance is disclosed in Director's Report.

Internal Control Systems and Adequacy

The Company has adequate internal control systems including suitable monitoring procedures commensurate with its size and the nature of the business. The internal control systems provide for all documented policies, guidelines, authorisation and approval procedures. The statutory auditors while conducting the statutory audit, review and evaluate the internal controls and their observations are discussed with the Audit committee of the Board.

Cautionary Statement:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include financial position of the company, economic conditions affecting demand / supply, price conditions in the domestic and overseas market in which the company operates, changes in the government regulations, tax laws and other statutes.

17. Audit Committee & Nomination and Remuneration Committee:

The details pertaining to composition of audit committee & Nomination and Remuneration Committee are included in the Corporate Governance Report, which forms part of this report.

18. Risk Management:

The Board of the Company has formed a Risk Management Committee to frame, committee is responsible for reviewing implement and monitor the risk management plan for the Company. The the risk management plan and ensuring its effectiveness.

Details of the internal controls system are given in the Management Discussion and Analysis Report, which forms part of the Directors' Report.

19. Particulars of Loans, Guarantees or Investments.

The Company has not provided any loans and not given any guarantees nor provided securities to any of the entities or made investments pursuant to Section 186 of the Companies Act, 2013:

20. Particulars of Contracts or Arrangements with Related Parties.

Particulars of contract or arrangement with related parties as referred in sec 188 (1) of Companies Act 2013 in prescribed form AOC-2 is appended as **Annexure - 2** to Board Report.

21. CSR Policy

The Company is aware of its responsibility for impact of its actions on all stakeholders including society and community at large. Management's commitment, work ethics and business processes at the Company encourage all its employees and other Participants to ensure a positive impact and its commitment towards corporate social responsibility. The Company is aware of the environmental impact of its operations and it continually strives to reduce such impact. The Company intends to initiate to support social and community welfare activities touching the lives of people around the project locations and ensuring the highest standards of safety and environment protection in our operations in coming future.

In terms of Section 135 of Companies Act, 2013, the Company has constituted Corporate Social Responsibility (CSR) Committee with Dr. Niranjana Pandya, Dr. Dhanjay Panchal, and Mr. Pankaj Kadakia.

The Company has not taken any initiative on CSR in current reporting period.

22. Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace.

The Company has zero tolerance for sexual harassment at workplace and has adopted

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a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee headed by Women Director, known as the Prevention of Sexual Harassment (POSH) Committee, to inquire into complaints of sexual harassment and recommend appropriate action.

The Company has not received any complaint of sexual harassment during the financial year 2016-17.

23. Vigil Mechanism/Whistle Blower Policy

The Company has adopted a Vigil Mechanism/Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

24. Significant and Material Order passed by the Regulators or Courts:

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

25. Particulars of Employees and Remuneration:

Pursuant to the Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, no employee of the Company was paid remuneration exceeding the prescribed limits, during the Financial year 2016-17.

26. Extract of Annual Return as per Section 92 (3) of Companies Act 2013:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure -3".

27. A Statement on Declaration given by Independent Directors under Sub-Section (6) of Section 149:

In accordance with requirements of Section 149(6) and (7) of the Companies Act, 2013

and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the independent directors have given declarations of independence in the first board meeting of the current financial year.

28. Material changes and commitments affecting financial position between the end of the financial year and Balance Sheet date:

There are no material changes and commitments, that would affect financial position of the company from the end of the financial year of the company to which the financial statements relate and the date of the directors report.

29. Energy Conservation, Technology, Absorption and Foreign Exchange Earnings and Outgo:

A) Conservation of Energy:

Your Company is serious in conserving energy by reducing consumption of power by implementing close monitoring over plan running and adequate maintenance of electric components of plants and other machinery. The Company has not made any capital investment. However, the Company has continued same actions.

B) Technology absorption:

Your Company has not taken new initiative towards technology for absorption and hence it neither imported any technology nor made any expenditure on research and development.

C) Foreign Exchange earnings and outgo:

There is no inflow or out flow of Foreign exchange during the year.

D) The change in nature of business:

There is no change in nature business of the company during the year under review.

30. Acknowledgement

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from all the stakeholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors,

Date: 05th August, 2017
Place : Vadodara

Pankaj M. Kadakia
Chairman & Managing Director
(DIN-00166339)