



KUSAM ELECTRICAL INDUSTRIES LIMITED



35TH ANNUAL REPORT (2017-2018)



Mr. Chandmal P. Goliya
Whole Time Director

MISSION

KUSAM-MECO is committed to provide quality products and after sales services that meet customer's requirements and enhance their satisfaction through continual improvements. This shall be achieved through effective application of quality management system.

VISION

The vision of our Company is to be the one single source for all high quality and reliable Test and Measuring Instrument required by the Customer.

CORPORATE INFORMATION**❖ BOARD OF DIRECTORS:**

- Mr. Chandmal P. Goliya
- Mr. J. B. Sipani
- Mrs. Sushma Ranka
- Ms. Damini Jhunjhunwala

❖ CHIEF FINANCIAL OFFICER

Mr. Naval S. Jha

❖ COMPANY SECRETARY

Ms. Neha Sangam

❖ AUDITORS

M/s. Chhajed & Doshi

(Chartered Accountants)

Andheri (E), Mumbai.

❖ SHARE TRANSFER AGENT

Satellite Corporate Services Pvt. Ltd.

Unit No. 49, Bldg No.13-A-B, 2nd Floor,

Samhita Commercial Co-Op. Soc. Ltd.

Off Andheri Kurla Road, MTNL Lane,

Sakinaka, Mumbai - 400 072

❖ BANKERS

Canara Bank, Mumbai

❖ REGISTERED OFFICE

G- 17, Bharat Industrial Estate,

T. J. Road, Sewree – West, Mumbai – 400015.

Email: kusam_meco@vsnl.com; sales@kusam-meco.co.in

Website: www.kusamelectrical.com

❖ CORPORATE OFFICE

1/F, Cidco Shopping Complex,

Plot No. 9, Rajiv Gandhi Marg,

Sanpada Sector 7, Navi Mumbai- 400705.

❖ LISTED IN STOCK EXCHANGE

Bombay Stock Exchange

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Kusam Electrical Industries Ltd.
Regd. Office : G-17, Bharat Industrial Estate, T.J.Road, Sewree (W), MUMBAI- 400 015. INDIA.
Tel. Sales Direct Line : (022) 24156638
Tel. : (022) 24181649, 24124540,
Fax : (022) 24149659
CIN NO. : L31909MH1983PLC220457



NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Kusam Electrical Industries Ltd will be held on Thursday, 27th September, 2018 at the registered office situated at G-17, Bharat Industrial Estate, T. J. Road, Sewree (West), Mumbai- 400 015 at 11:00 a.m. 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 2018, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jhanwarlal B. Sipani (DIN 01261901) who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

3. **RE-APPOINTMENT OF SHRI CHANDMAL GOLIYA (DIN: 00167842), WHOLE TIME DIRECTOR FOR A PERIOD OF 5 YEARS W.E.F 1ST OCTOBER, 2018 AND FIXATION OF HIS REMUNERATION**

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the members be and is hereby accorded to re-appoint Shri Chandmal Goliya (**DIN: 00167842**) as Whole-time Director of the Company for a period of five years with effect from 1st October, 2018 at a remuneration in the scale of Rs 180,000/- per month and shall be increased by Rs.20,000/- per month per year for three years and thereafter it shall be increased by Rs.25000/- per month per year for further two years with all other perquisites / benefits as are applicable to other Senior Members of the Staff and shall be valued as per applicable Income Tax Act and Rules

RESOLVED FURTHER THAT in the absence of profits or inadequacy of profits in any financial year, remuneration will be paid in accordance with the provisions of Schedule V –Section II- Part- II of Companies Act, 2013 and (including any statutory modification(s) or re-enactment thereof for the time being in force).

By Order of the Board

Neha Sangam
Company Secretary

Registered Office:
G-17, Bharat Industrial Estate,
T. J Road, Sewree- West,
Mumbai- 400 015

Place - Mumbai
Date – 10-08-2018

NOTES:

- (1) A Member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint one or more Proxies to attend and vote on a poll instead of himself/herself and the Proxy so appointed need not be a Member of the Company. The instrument appointing the Proxy in order to be effective must be duly filed in all respects and should however, be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of the Meeting.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 (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 Proxy and such person shall not act as a Proxy for any other person or Shareholder.

- (2) Corporate Members intending to send their Authorised Representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (3) A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- (4) Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. along with their copy of Annual Report to the Meeting. The Attendance slip is annexed with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
- (5) 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.

The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed at the Annual General Meeting held on 26th September, 2017.

- (6) In terms of Section 152 of the Companies Act, 2013 Mr. Jhanwarlal B. Sipani (DIN 01261901), Director of the Company, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The brief profile of Mr. Jhanwarlal B. Sipani (DIN 01261901), Director is given below and forms part of this Notice.
- (7) The Form should be signed by the Member as per the specimen signature registered with the Company. In case the shares are jointly held, the Form should be completed and signed by the first named holder and in his/her absence, by the next named holder. Holders of Power of Attorney (POA) on behalf of a Member may vote on the Form mentioning the Registration No. of the POA registered with the Company or attach notarially attested copy of the POA. Unsigned Form will be rejected.

- (8) The Company has notified closure of Register of Members and Share Transfer Books from 20th September, 2018 to 28th September, 2018 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.
- (9) Relevant documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except, Sundays, up to and including the date of the Annual General Meeting of the Company.
- (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, M/s. Satellite Corporate Services Private Limited 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) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- (12) Members, holding shares in physical form, are requested to notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers. Members, holding shares in dematerialized form, should send the above information to the respective Depository Participants.
- (13) Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
- (14) Members desirous of getting any information in relation to the Company's Annual Report 2017-18 are requested to address their query (ies) well in advance, i.e. at least 10 days before the Meeting, to the Secretary of the Company to enable the Management to keep the information readily available at the Meeting.
- (15) As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Shares Capital and Debentures) Rules, 2014 as amended from time to time, Members holding shares in single name and physical form are advised to make nomination in respect of shareholding in the Company. Members can avail of the Nomination facility by filing Form SH-13 with the Company or its Registrar. Blank forms will be supplied on request. In case of shares held in Demat form, the nomination has to be lodged with their DP.
- (16) Non-Resident Indian Members are requested to inform M/s. Satellite Corporate Services Private Limited, 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, if not furnished earlier.
- (17) Electronic Copy of the Annual Report 2017-18 is being sent to those Members whose e-mail addresses are registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent in the permitted mode. Members may note that this Annual Report will also be available on the Company's website at www.kusamelectrical.com
- (18) 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 M/s. Satellite Corporate Services Private Limited, for consolidation into a single folio.

(19) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Satellite Corporate Services Private Limited, Unit no. 49, Bldg No. 13-AB, 2nd floor, Samhita commercial co-op. soc Ltd., off. Andheri Kurla road, MTNL Lane, Sakinaka, Mumbai-72.

(20) Details of the Director retiring by rotation and seeking re-appointment [in pursuance to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]:

Name of Director	Shri. Jhanwarlal B. Sipani
Date of Appointment	25/05/1983
Qualification	B.com
Expertise in specific functional area and years	Overall Management
List of Other Directorship held	MECO INSTRUMENTS PRIVATE LIMITED
Chairman/Member of the Committees of the Board of Directors of the Company	3
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	NIL
Shareholding in the Company	39500 (16.46%)

(21) 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.

(22) SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 has decided that Securities of listed Companies can be transferred only in dematerialised form which shall come into force on the One hundred and eightieth day from 08th June, 2018. i.e. on or before 5th December, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

(23) All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of declaration of the result of the Annual General Meeting of the Company.

(24) The route map showing directions to reach the venue of the 35th AGM is annexed herewith the Notice.

(25) E-Voting:

The Company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 35th Annual General Meeting of the Company dated on 27th September, 2018 (the AGM Notice). The Company has appointed

Dr. S K Jain, Practicing Company Secretary, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional.

(1) Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

(2) The procedure and instructions for E-voting are as follows:

- i. The voting period begins from 9.00 a.m. (Starting Time) on Monday, 24th September, 2018 and ends at 5.00 p.m. (Ending Time) on Wednesday, 26th September, 2018. During this period Shareholders' of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date 20th September, 2018, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting at the Ending Time.
- ii. Open your web browser during the voting period and log on to the E-voting website www.evotingindia.com;
- iii. Click on "Shareholders" tab to caste your votes;
- iv. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT";
- v. Now Enter your User ID
 - a) For Shareholder holding De-materialised Shares in CDSL: 16 digits beneficiary ID,
 - b) For Shareholder holding De-materialised Shares in 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. 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 folio number or client ID in the PAN Field. In case the folio number or client ID 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 folio number 100 then enter RA00000100 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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Members who have not registered their Dividend Bank Details kindly enter no of shares held as on holding or cutoff date.</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 no. of shares held as on cut off date i.e. 20/09/2018 in the Dividend Bank details field.

- ix. After entering these details appropriately, click on “SUBMIT” tab;
- x. Members holding shares in physical form will then reach directly 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 is 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 the relevant EVSN on which you choose to vote.
- 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 Resolutions
- 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 changed password then enter the User ID and 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.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and Sign of the entity to.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.