



KUSAM ELECTRICAL INDUSTRIES LIMITED



37TH ANNUAL REPORT (2019-2020)



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
- Mr. Sushilkumar B. Jhunjhunuwala
- Mr. Navin C. Goliya

❖ **CHIEF FINANCIAL OFFICER**

Mr. Naval S. Jha

❖ **COMPANY SECRETARY**

Ms. Amruta K. Lokhande

❖ **AUDITORS**

M/s. Chhajed & Doshi

(Chartered Accountants)

Andheri (E), Mumbai.

❖ **SHARE TRANSFER AGENT**

Satellite Corporate Services Pvt. Ltd.

A Wing, office no. 106 and 107, Dattani Plaza

Andheri Kurla Road, East west Ind estate

Sakinaka, Mumbai-400072

BANKERS

Canara Bank, Mumbai

❖ **REGISTERED OFFICE**

G- 17, Bharat Industrial Estate,

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

Email: kusammeco.acct@gmail.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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NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the Members of Kusam Electrical Industries Ltd will be held on Saturday, 31st October, 2020 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. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2020, the Reports of the Board of Directors and Auditors thereon.

2. APPOINTMENT OF DIRECTOR OR RETIREMENT BY ROTATION

To appoint a Director in place of Mr. Jhanwarlal Bhanwarlal Sipani (DIN 01261901) who retires by rotation and being eligible offers himself for re-appointment.

3. APPOINTMENT OF STATUTORY AUDITOR

To appoint M/S. RANK & Associates Chartered Accountants as Statutory Auditors for a term of 5 five years commencing from the conclusion of this Annual General Meeting upto the conclusion of the Annual General Meeting of the Company to be held for the Financial Year ended March 31, 2025 and to fix their remuneration, in place of M/s. Chhajed & Doshi Accountants whose two term has expired and ceased to get reappointed and to pass the necessary resolution.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 and other provisions, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. RANK & Associates, Chartered Accountants (Firm Registration No. 105589W), be and is hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) years commencing from the conclusion of this Annual General Meeting upto the conclusion of the Annual General Meeting to be held in the Financial Year ended March 31, 2025 at a remuneration to be fixed by the Board of Directors, in addition to the re-imbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company.”

SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolution as a special resolution:

4. APPROVAL FOR VARIATION IN TERMS OF APPOINTMENT OF SHRI NAVIN CHANDMAL GOLIYA (DIN-0016481) DIRECTOR OF THE COMPANY TO BE DESIGNATED AS WHOLE TIME DIRECTOR

“RESOLVED THAT in supersession of resolution passed by the Members of the Company at 36th Annual General Meeting of the Company held on 27th September, 2019 pursuant to the provisions of Section 196, 197, and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable, on the recommendation of Nomination & Remuneration Committee, consent of the Members be and hereby accorded for Re-appointment of Mr. Navin Chandmal Goliya, Director of the company (DIN:- 0016481) as Whole Time Director of the Company for a term of 23 months w.e.f 1st November, 2020 till 30th September, 2022 on the following terms and conditions.

Remuneration and other emoluments will be as under:-

1. Basic Salary: ₹ 1,90,000/- (Rupees One Lac Ninety Thousand only) per month.
2. Medical Expenses Reimbursement: Reimbursement of medical expenses incurred on him and his family to an extent of 20% of the Total Basic Salary.
3. Leave Travel Allowance: For him and his family once in a year to an extent of 30% of the Total Basic Salary.
4. Bonus as per the Rules of the Company.
5. Medical Insurance coverage of ₹ 8 Lacs for him and his family.
6. Accident Insurance coverage of ₹ 10 Lacs for him and his family.
7. Gratuity: Gratuity shall be as per the Company Rules.
8. Leave Entitlement & Encashment: Leave entitlement shall be as per the Company Rules. He shall be permitted to encash unavailed leave.
9. Conveyance: Provision of car for Company's business which includes fuel and other charges.
10. Telephone: Reimbursement of expenses incurred on telephone at residence and cell phones.
11. Club's membership fees: Reimbursement of membership fee for the club's, including yearly/ life membership fee.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company.”

By Order of the Board

Sd/-
Amruta Lokhande
Company Secretary

Registered Office:

G-17, Bharat Industrial Estate,
T. J Road, Sewree- West,
Mumbai- 400 015
Place - Mumbai
Date – 14-09-2020

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) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.kusamelectrical.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with M/s. Satellite Corporate Services Pvt Ltd., the Registrar and Transfer Agent (“RTA”) of the Company (in case of shares held in physical form) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- (5) 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.
- (6) 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.
- (7) In terms of Section 152 of the Companies Act, 2013 Jhanwarlal Bhanwarlal 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 Jhanwarlal Bhanwarlal Sipani (DIN 01261901), Director is given below and forms part of this Notice.
- (8) 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.

- (9) The Company has notified closure of Register of Members and Share Transfer Books from 24th October, 2020 to 31st October, 2020 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.
- (10) Relevant documents referred to in the accompanying Notice and the Explanatory Statement 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.
- (11) 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.
- (12) The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item No. 4 of the accompanying Notice is annexed hereto.
- (13) 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.
- (14) Members are requested to quote their Registered Folio No. on all correspondence with the Company.
- (15) Members desirous of getting any information in relation to the Company's Annual Report 2019-20 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.
- (16) 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.
- (17) 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.
- (18) Electronic Copy of the Annual Report 2019-20 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

- (19) 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.
- (20) 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, - A Wing, office no. 106 and 107, Dattani Plaza Andheri Kurla Road, East west Ind estate Sakinaka, Mumbai-40007
- (21) 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%)

- (22) 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.
- (23) Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.
- (24) The Members/ Claimants whose shares and unclaimed dividends has been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) alongwith requisite fee as decided by it from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per IEPF Rules.
- (25) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members

can contact the Registrar and Share Transfer Agent or the Company for any assistance in this regard.

- (26) 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 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.
- (27) The route map showing directions to reach the venue of the 37th AGM is annexed herewith the Notice.

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 37th Annual General Meeting of the Company dated on 31st October, 2020 (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

- i. 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)
- ii. Members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.

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

- i. The voting period begins from 9.00 a.m. (Starting Time) on Wednesday, 28th October, 2020 and ends at 5.00 p.m. (Ending Time) on Friday, 30th October, 2020. During this period Shareholders' of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date 24th October, 2020, 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 cast 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.