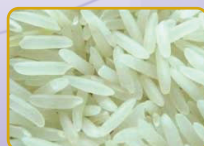




Sakuma Exports Limited

13th Annual Report 2017 -2018



SAKUMA EXPORTS LIMITED

BOARD OF DIRECTORS

*Mr. Chander Mohan – Executive Chairman
 Mr. Saurabh Malhotra – Chairman & Managing Director
 Mr. Ashok Kumar Doda – Independent Director
 Mr. Radhe Shyam – Independent Director
 Mr. Om Parkash Singal – Independent Director
 Ms. Shipra Malhotra – Non Independent Director
 #Mr. Vivek Grover – Non Executive Director
**Ceased to be Director n.e.f. 4th May, 2017*
#Appointed as Director n.e.f. 29th May, 2017

AUDIT COMMITTEE

Mr. Radhe Shyam
 Mr. Ashok Kumar Doda
 Mr. Om Parkash Singal

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Ashok Kumar Doda
 Ms. Shipra Malhotra
 Mr. Radhe Shyam

NOMINATION & REMUNERATION COMMITTEE

Mr. Radhe Shyam
 Mr. Om Parkash Singal
 Ms. Shipra Malhotra

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

*Mr. Chander Mohan
 #Mr. Saurabh Malhotra
 Ms. Shipra Malhotra
 Mr. Om Parkash Singal
**Ceased to be Director n.e.f. 4th May, 2017*
#Appointed as Chairman of the Committee n.e.f. 29th May, 2017

STATUTORY AUDITORS

M/s. M. L. Sharma & Co., Chartered Accountants
 107, Chartered House, 297-299,
 Dr. C.H. Street, Behind Dolours Church,
 Marine Lines, Mumbai – 400 002

BANKERS

Corporation Bank
 Axis Bank Limited
 Indian Overseas Bank
 Union Bank of India

REGISTERED OFFICE

Aurus Chamber, A 301, Near Mahindra Tower,
 S S Amrutwar Lane, Worli, Mumbai – 400 013

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited
 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
 Makwana Road, Marol, Andheri (East), Mumbai – 400 059.
 Tel: 022 6263 8200, Fax: 022 6263 8299
 Email: investor@bigshareonline.com

Contents	Page No.
Notice.....	1
Directors' Report.....	8
Management Discussions and Analysis Report.....	19
Corporate Governance.....	35
Standalone Auditors' Report.....	58
Standalone Balance Sheet.....	64
Standalone Profit and Loss Account.....	65
Standalone Cash Flow Statement.....	66
Standalone Notes to Accounts.....	69
Consolidated Auditors' Report.....	108
Consolidated Balance Sheet.....	112
Consolidated Profit and Loss Account.....	113
Consolidated Cash Flow Statement.....	114
Consolidated Notes to Accounts.....	117

NOTICE

NOTICE is hereby given that the Thirteenth Annual General Meeting of the members of **SAKUMA EXPORTS LIMITED** will be held on Saturday, 29th September, 2018 at 10.30 a.m. at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the:
 - Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors' thereon; and
 - Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018, and the Report of the Auditors' thereon.
2. To declare dividend @ 10% i.e. ₹ 1/- per equity share for the financial year 2017 – 18.
3. To appoint a Director in place of Ms. Shipra Malhotra (DIN: 01236811), who retires by rotation and being eligible, offers herself for re-appointment.
4. Appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the Rules”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. M. L. Sharma & Co., Chartered Accountants, Mumbai having ICAI Firm Registration No. 109963W, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial year 2018 – 19, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and reimbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

SPECIAL BUSINESS:

5. To adopt new set of Articles of Association of the Company and in this regard, to consider, and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Annual General Meeting (the AGM or Meeting) is annexed herewith.



2. **In terms of provisions of Section 105 of the Companies Act, 2013, A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. The instrument appointing a proxy, in order to be effective, should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting i.e. by 10.30 a.m. on Thursday, 27th September, 2018. As per Secretarial Standard 2 on General Meeting, the proxy should carry a valid photo-id card to the venue to tender vote.**
3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized 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.
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.
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 at the Meeting.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.
8. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company shall remain closed on all days from Saturday, 22nd September, 2018 to Saturday, 29th September, 2018, both days inclusive for determining the names of members eligible for final dividend on equity shares, if declared in the Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
10. Members desiring any relevant information on the Accounts at the Annual General Meetings are requested to write to the Company at least seven days in advance, so as to enable the company to keep the information ready. Members can also email their queries at the email address of the Compliance Officer, Mr. Prakash Talaria (companysecretary@sakumaexportsltd.com).
11. Members holding shares in electronic form are requested to intimate immediately, any change in their address or bank mandates to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrar and Share Transfer Agent, Bigshare Services Private Limited.
12. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH – 13 for this purpose.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with the Company's Registrar and Transfer Agents for receiving communication from the Company in electronic form. Members of the Company, who have registered their e-mail ID, are entitled to receive such communications in physical form upon request.
14. Pursuant to the provisions of Section 124(5) and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred on due dates, the unpaid or unclaimed dividends for the financial year ended 31st March, 2010 and unclaimed amount out of redemption of Preference

shares carried out in the financial year 2010-11 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 26th September, 2017 (date of the last Annual General Meeting) on the website of the Company (www.sakumaexportsltd.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

For Equity Shareholders:

Financial Year	Date of Declaration of Dividend	Last Date of claiming Unpaid Dividend
Final Dividend 2010 – 2011	18.08.2011	22.09.2018
Final Dividend 2011 – 2012	26.09.2012	31.10.2019
Final Dividend 2012 – 2013	29.07.2013	02.09.2020
Final Dividend 2013 – 2014	28.08.2014	02.10.2021
Final Dividend 2014 – 2015	11.08.2015	15.09.2022
Interim Dividend 2015 – 2016	11.03.2016	15.04.2023
Final Dividend 2016 – 2017	26.09.2017	31.10.2024

Members who have not so far received / encashed dividend for the aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the Company's Registrar and Share Transfer Agent i.e. M/s. Bigshare Services Private Limited.

15. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s), unless the Members have registered their request for a physical copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
16. Information required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 on General Meeting relating to Documents & Information to Shareholders with respect to the Director being appointed and Director retiring by rotation and being eligible, seeking re-appointment are as under:

Name	Ms. Shipra Malhotra
Director Identification Number(DIN)	01236811
Date of Birth	02/08/1972
Nationality	Indian
Date of Appointment on Board	25/01/2007
Qualifications	M.Com Part(I) Post Graduate with specialization in Human Resource Management (HRM)
Shareholding in Sakuma Exports Limited	500 Shares
Expertise in specific functional areas	She has been conducting seminars / workshops on HRM Communication skill, Negotiation skills and other soft skills in the corporate world
Directorships in other Public Limited Companies*	Nil
Memberships of Committees in other Public Limited Companies* (includes only Audit & Shareholders / Investors Grievances Committee)	Nil

17. Route Map showing directions to reach to the venue of the 13th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards 2 on General Meetings.



PROCESS FOR MEMBERS OPTING FOR E-VOTING

Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard 2 on General Meeting and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide shareholders facility to exercise their right to vote on resolutions proposed to be considered at the 13th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the shareholders using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot papers shall also be made available at the venue of the AGM and the shareholders attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through ballot papers at the venue.
3. The remote e-voting period commences on Wednesday, 26th September, 2018 (9:00 am) and ends on Friday, 28th September, 2018 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Saturday, 22nd September, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the shareholder casts his vote on a resolution, the shareholder shall not be allowed to change it subsequently.
4. The process and manner for remote e-voting are as under:
 - A. In case a shareholder receives an Email from NSDL [for shareholders whose Email IDs are registered with the Company / Depository Participant(s)] :
 - a) Open Email and open PDF file viz. “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - c) Click on Shareholder – Login
 - d) Put user ID and password as initial password / PIN noted in step (a) above. Click Login.
 - e) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g) Select “EVEN” of “**SAKUMA EXPORTS LIMITED**”.
 - h) Now you are ready for remote e-voting as Cast Vote page opens.
 - i) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - j) Upon confirmation, the message “Vote cast successfully” will be displayed.

k) Once you have voted on the resolution, you will not be allowed to modify your vote.

l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to noticetome@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a shareholder receives physical copy of the Notice of AGM (for shareholders whose Email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy):

a) Initial password is provided as below / at the bottom of the Attendance Slip of the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
--	----------------	---------------------

b) Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.

5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
6. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.
7. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) related to e-voting process.
8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2018.
9. Any person, who acquires shares of the Company and become shareholder of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Saturday, 22nd September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer / RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

10. 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 AGM.
11. A person, whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
12. M/s. P. P. Shah & Co., Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
13. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.



14. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour 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 forthwith.
15. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE and NSE, Mumbai.

**By order of the Board
For Sakuma Export Limited**

**Place: Mumbai
Date: 28th May, 2018**

**Saurabh Malhotra
Chairman & Managing Director**

ANNEXURE TO THE NOTICE

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

ITEM NO. 5 – ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association (AOA) of the Company are based on the provisions of the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956.

In order to make the Articles of Association of the Company in tandem with the relevant sections/provisions under the Companies Act, 2013 and rules made thereunder, it is proposed to replace the existing Articles of Association of the Company by a new set of AOA. Accordingly, in lieu of amendments to various articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of the existing Articles of Association of the Company. The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares.

Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the members for approval.

The Board commends the Special Resolution set out at item No. 5 of the Notice for approval by the shareholders.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at item No. 5 of the Notice.

A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day upto the date of the Annual General Meeting.

**By order of the Board
For Sakuma Export Limited**

**Place: Mumbai
Date: 28th May, 2018**

**Saurabh Malhotra
Chairman & Managing Director**



BOARD'S REPORT

TO THE MEMBERS OF
SAKUMA EXPORTS LIMITED

The Directors take pleasure in presenting the Thirteenth Annual Report together with the Audited Financial Statements for the year ended 31st March, 2018. The Management Discussion and Analysis has also been incorporated into this report.

1. FINANCIAL RESULTS

Key highlights of standalone and consolidated financial results for Sakuma Exports Limited for the financial year 2017 – 18 are tabulated below:

Particulars	Standalone		Consolidated	
	2017 – 18	2016 – 17	2017 – 18	2016 – 17
Sales & Other Income	2,19,886.94	2,02,867.87	4,55,672.82	3,92,711.41
Profit Before Depreciation & Tax	2,775.46	2,261.78	5,910.349	4,520.13
Depreciation	47.31	59.51	47.31	59.51
Profit Before Tax	2,728.14	2,202.27	5,863.04	4,460.63
Provision for Tax:				
- Current Tax	887.50	750.00	960.68	821.14
- Deferred Tax	(2.18)	(8.28)	(2.18)	(8.28)
- Income Tax of Earlier Years	3.10	15.97	3.10	15.97
Minority Interest and share of loss of associate	0.00	0.00	0.00	0.00
Net Profit After Tax	1,850.07	1,448.95	4,911.79	3,636.11
Add: Surplus from Previous Period	4,758.03	3,309.08	9,857.49	6,595.13
Profit Available for Appropriation	6,608.11	4,758.03	14,769.28	10,231.24
Appropriation	0.00	0.00	(529.78)	(373.75)
Dividend on Equity Shares	(164.26)	0.00	(164.26)	0.00
Dividend Tax	0.00	0.00	0.00	0.00
Adjustment relating to Minority Interest	0.00	0.00	0.00	0.00
Transfer to Statutory Reserve	0.00	0.00	0.00	0.00
Balance carried to Balance Sheet	6,443.85	4,758.03	14,075.25	9,857.49

2. HIGHLIGHTS OF PERFORMANCE

- Total Consolidated Income for the year increased by 16.03% to ₹ 4,55,672.82 Lacs as compared to ₹ 3,92,711.41 Lacs in Previous year.
- Total Consolidated Net Sales for the year were ₹ 4,54,574.55 Lacs as compared to ₹ 3,91,532.95 Lacs in Previous year, a growth of 16.10%.
- Total Consolidated Profit before Tax for the year was ₹ 5,863.04 Lacs as compared to ₹ 4,460.62 Lacs in Previous year, a growth of 31.46%.

3. MANAGING DIRECTOR CERTIFICATION

Certificate from Mr. Saurabh Malhotra, Managing Director, pursuant to provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year under review was placed before the Board of Directors of your Company at its meeting held on 28th May, 2018.