

# KUMAKA INDUSTRIES LIMITED

## NOTICE

Dear Member(s),

NOTICE is hereby given that the 42nd Annual General Meeting of the Members of KUMAKA INDUSTRIES LIMITED will be held on Tuesday, 20th September, 2016 at 3:00 PM at The Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Oricon House, 6th Floor, 12, K.Dubhash Marg, Near Kala Ghoda, Fort, Mumbai - 400 001 to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Financial Statement consisting of Balance Sheet as at March 31, 2016, the statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2016 along with the reports of the Board of Directors and Auditors thereon.
2. To ratify appointment of Statutory Auditors and fix their remuneration and in this regard 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 Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and pursuant to resolution passed by the Members at their Annual General Meeting held on 30th September, 2014, the appointment of M/s. M.B. Majmudar & Co., Chartered Accountant, the Statutory Auditors, to hold office till the conclusion of Annual General to be held in the year 2017, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix remuneration payable to them for the Financial year ending 31st March, 2017, as may be determined by them in consultation with the Auditors plus service tax, out-of-pocket expense, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### Special Business:

3. To appoint Dr. (Mrs.) Indula Panchal (DIN: 07543310) as Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :  
"RESOLVED THAT Dr. (Mrs.) Indula Panchal (DIN: 07543310) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th June, 2016, and who holds office up to the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company in terms of Section 149(1) of the Companies Act, 2013, whose period of office shall be liable to determination by retirement of Directors by rotation."
4. To approve Related Party transaction proposed to be entered between M/s. Kumaka Industries Limited and M/s. Pinnacle therapeutics Pvt. Ltd and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:  
"RESOLVED THAT pursuant to section 188 of the Companies Act, 2013 and all other applicable rules and provisions of the Act the Company be and is hereby decides to sell and assign the Project of irradiation/Sterilization under implementation, with its all claims rights, benefits, license and approvals/ Permission, assignment and allotment attached therewith to M/s. Pinnacle Therapeutics Pvt. Ltd., a related party after consideration of reimbursement of all the expenses cost and advances paid to the third party vendors, with immediate effect, in view of the Company's inability to further fund and complete implementation of the said project.  
FURTHER RESOLVED that with the execution of this sell and assignment, all the rights attached or accruing there from shall vest with the Assignee Company Viz M/s. Pinnacle Therapeutics Pvt. Ltd., automatically and that any of the Directors of the Company, be and is hereby authorized to make, sign and execute all the necessary papers, forms, deeds and documents as may be required for the purpose of Completion of assignment of the said project under implementation of the Company and to do and perform all the acts, deeds, matters and things, as are expedient and incidental thereon for the purpose of giving effect to the aforesaid transactions for and on behalf of the Board of Directors of the Company."

Date: 27<sup>th</sup> July, 2016  
Place: Vadodara.

By the Order of the Board,

Soaib G Sheikh  
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.

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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 Tuesday, 13th September, 2016 to Tuesday, 20th September, 2016 (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) This Notice is being sent to all the members whose names appears as on 08th August, 2016 in the register of members or beneficial owners as received from M/s Link Intime Private Limited, the Registrar and Transfer Agent of the Company.
- (ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Thursday, September 13th, 2016 (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 08th August, 2016, 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 sent by the permitted mode.
- (ii) Abridged and full version of the 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 and Register of directors and key managerial personnel and their shareholding are open 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

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Administration) Rules, 2014, as amended vide Companies (Management and Administration) Amendment Rules, 2015, and Clause 35 B of the Listing Agreement 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 17th September, 2016 at 09:00 am and ends on 19th September, 2016 at 05: 00 pm. During this period shareholders of the Company, as on the cut-off date (record date) of 13th September, 2016, 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	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"> <li>• 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.</li> </ul>
<b>DOB</b>	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.
<b>Dividend Bank Details</b>	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"> <li>• 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).</li> </ul>

- (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.
- (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](http://www.evotingindia.com) and register themselves as Corporates.

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- 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](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com.

## 6. SCRUTINIZER

- (i) M/s. JJ Gandhi & Co., Practicing Company Secretaries in Practice (Membership No.3519) (CP No.2515) having consented to act as a scrutinizer has been appointed as scrutinizer (“**Scrutinizer**”) for scrutinizing the voting process (Ballot 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 two days 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](http://www.kumakaindustries.com) and on the website of CDSL i.e. [www.evotingindia.com](http://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.
- (ii) Additional information pursuant to to the Directors proposed to be reappointed vide Item No. 3 of the Notice, is provided in the Explanatory statement forming part of this Notice. The Director(s) have furnished the requisite consents / declarations for their appointment / re-appointment.

## 10. OTHER INFORMATION

Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.

Date: 27<sup>th</sup> July, 2016  
Place: Vadodara.

By the Order of the Board,

Soaib G Sheikh  
Company Secretary

# KUMAKA INDUSTRIES LIMITED

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

### ITEM NO. 3 :-

The Board of Directors has appointed Mrs. Indula Panchal (DIN: 07543310) as an Additional Director of the Company w.e.f. 15th June, 2016, in terms of Article 134 of the Articles of Association of the Company read with Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Indula Panchal shall hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of Rs.1,00,000/- proposing the candidature of Dr. (Mrs.) Indula Panchal for the office of Director whose period of office shall be liable to determination by retirement of directors by rotation.

The Company has received following documents from Mrs. Indula Panchal:

- (i) Consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Dr. (Mrs.) Indula Panchal as a Director of the Company pursuant to Section 149(1) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Dr. Dhananjay Panchal, are in any way, interested or concerned in this resolution.

The Board recommends the Resolutions at Item No.3 for the approval of Members.

### DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (Pursuant to Clause 49 of the Listing Agreement)

Particulars	Mrs. Indula D Panchal
Date of Birth	14/05/1942
Date of Appointment	15/06/2016
Qualifications	Doctor of Medicine (MD)
Expertise in specific functional areas	Medicine and Administration
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.	Nil
Number of shares held in the Company	800

### ITEM NO. 4 :-

M/s. Kumaka Industries Limited had the sterilization irradiation project situated at GIDC, Sanand dist., where the Company has in aggregate spent around Rs. 1,44,49,531/- on the project implementation.

Despite of continuous efforts, the Company failed to avail requisite finance for further carrying on the project work, from various Nationalised and Scheduled Banks and Financial institution too, due to the Company's past financial history.

Due to time and cost overrun, this Project has become more costly and with the passage of time it would be more stringent for the Company to finance it, in absence of continuous flow of income of the Company.

Therefore, the Board has decided to sell and assign the said project of irradiation/Sterilization 'as it is and where it is' basis to suitable entity on consideration of the amount spent thereon which is approximately Rs. 1,44,49,531/- till the date.

The Board had not discovered any entity in the course of searching for the suitable one. This situation forced the Board to enter into a proposed related party transaction. M/s. Kumaka industries Ltd and M/s. Pinnacle Therapeutics pvt Ltd has entered into a MOU on 2nd February, 2016 for the said transfer of the project.

The Board of Directors of your Company has approved this item in the Board Meeting held on 25th April, 2016. The Board of Directors is of the opinion that the transactions are on arm length basis and are in the ordinary course of business and recommends the resolution as set out in the accompanying Notice for the approval of members of the company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Pankaj Kadakia and their relatives, in any way, interested or concerned in this resolution.

The Board recommends the Resolutions at Item No.4 for the approval of Members.