

**Kumaka Industries Limited**

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Mumbai Maharashtra - 400020

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Website: [www.kumakaindustries.com](http://www.kumakaindustries.com)

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**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 108 &110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as also Clause 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Members,

Notice is hereby given pursuant to Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with the Rule 20 & 22 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, ('the Rules') including any statutory modification(s) or re-enactment(s) thereof for the time being in force, as also pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') that the Special Resolutions set out below are proposed to be passed by way of postal ballot/ e-voting. The Explanatory Statement pertaining to the said Special Resolution setting out the material facts and the reasons for proposing the same is annexed hereto along with the Postal Ballot Form ('the Form') for your consideration.

The Board of Directors has appointed (1) Mr. Devesh A. Pathak, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner and (2) Central Depository Services Limited (CDSL) to provide e-voting facility for the Postal Ballot.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the form. Members may record their assent (For) or dissent (Against) therein and return the same in original duly completed in all respects in the enclosed self-addressed, postage pre-paid Business Reply Envelope i.e. BRE (if posted in India) so as to reach the Scrutinizer to Mr. Devesh A Pathak, Practising Company Secretary, C/o KUMAKA INDUSTRIES LIMITED, 5<sup>th</sup> Floor, Ramkrishna Chambers, BPC Road, Alkapuri, Vadodara- 390007 on or before the close of business hours i.e. 5:00 p.m. on **January 30<sup>th</sup> 2019**. Any Form received after this date shall be treated as if the reply from the member of the Company has not been received. No other form or photocopy of the form is permitted.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'.

Upon completion of the Postal Ballot process (including e-voting process), the Scrutinizer will submit his report to the Chairman & Managing Director or any other authorised person of the Company and the result of the Postal Ballot would be announced. The result would be displayed at the website and the Registered Office of the Company, intimated to BSE where the Company's shares are listed and displayed along with the Scrutinizer's report on website of CDSL.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot:

1. To consider and if, thought fit to pass, the following resolution as a **Special Resolution**:

(I) **"RESOLVED THAT** pursuant to the provisions of Section 4,13,15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s) and subject to such permissions, consents, confirmations, approvals of the appropriate regulatory and statutory authorities) as may be required, consent of the members of the Company be and is, hereby accorded to the alteration in the Memorandum of Association of the Company ('MOA') in accordance with Table A of Schedule I of the Companies Act, 2013, effecting the following modification(s) and amendments in the existing MOA as follows:

- i. The words 'Companies Act, 1956', in the existing MOA shall be substituted with the words 'The Companies Act, 2013', wherever required under the applicable provisions.
- ii. Part A of Clause III of MOA shall now be titled as (a) 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE':
- iii. Part B of the Clause III of MOA shall now be titled as (b) 'Matters WHICH ARE NECESSARY FOR FURTHEREANCE OF THE OBJECTS SPECIFIED IN CLAUSE III A ARE':
- iv. Part C of the Clause III of MOA viz. 'Other Objects' shall be deleted in line with the requirements of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the Memorandum of Association of the Company wherever, required reference to various sections of the Companies Act, 1956, be replaced with the reference to the corresponding sections of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution."

(II) **"RESOLVED THAT** pursuant to the provisions of Section 4,13,15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and subject to such permissions, consents, confirmations, approvals of the appropriate regulatory and statutory authority(ies) as may be required, **consent of the members of the Company**, be and is, hereby accorded to the alteration of Memorandum of Association by way of insertion of new sub clause 3 to clause III (Object Clause) of the Memorandum of Association of the Company as follows:

- (3) To carry on in India or elsewhere the business to produce, process, irradiate, prepare, disinfect, fermentate compound, mix, clean, wash, concentrate, crush, grind, segregate, pack, repack, remove, cold store, heat, grade, preserve, freeze, distillate, boil, sterilise, improve, extract, refine, buy, sell, resale, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, market, supply and otherwise deal in all respects as processor, job worker, agent, broker, representative, consultant, collaborator, stockists, liasioner, middleman, export house, O&M Contractor or otherwise in any other capacity in respect of providing all kinds of processing including but not limited to irradiation/ sterilisation facilities to the product of all types, descriptions and uses in any sector including but not limited to food, medicine, pharmaceutical, pet food, clinical, horticultural, non- horticultural, agricultural and dairy sectors."

**2. To consider and if, thought fit to pass following resolution as a Special Resolution.**

“**RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company, be and is, hereby accorded to the Board of Directors of the Company to borrow from time to time, for the purpose of the Company’s business, such sum or sums of money, as it in its absolute discretion thinks fit, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company and remaining outstanding may be in excess of the aggregate of the paid-up capital and reserves, but not exceeding Rs. 50,00,00,000(Rupees Fifty crores).”

**3. To consider and if, thought fit to pass following resolution as a Special Resolution.**

“**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company and subject to such other permissions, consents and approvals, if any, required from concerned authorities, bodies and agencies as well as subject to such conditions as may be prescribed by them and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’), the consent, authority and approval of the Company, be and is, hereby granted to the Board on arm’s length basis to lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company by way of hypothecation, Equitable mortgage deed or otherwise on such terms and conditions and with effect from such date as may be decided by the Board and to finalize and execute all such documents including lease agreements and such other documents as the Board may deem necessary or required and to do all such other acts, deeds, matters and things, which are incidental and consequential thereto or which may be considered necessary by the Board.”

**Notes:**

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the businesses specified above is annexed hereto.
2. The Board of Directors at its meeting held on October 08, 2018 has appointed CS Devesh A Pathak (CP No. 2306) of M/s. Devesh Pathak & Associates, Practising Company Secretaries, 1<sup>st</sup> Floor, 51, Udyognagar Society, Nr. Ayurvedic College, Outside Panigate, Vadodara- 390019 email-id: [maildeveshpathak@rediffmail.com](mailto:maildeveshpathak@rediffmail.com) as scrutinizer for conducting the postal Ballot process (Including E Voting) in accordance with the law and in a fair and transparent manner.
3. The notice is being sent to all the shareholders whose names would appear in the Register of the Members on **December 22, 2018**.
4. Shareholders, whose E Mail ID are available with the Company, are being sent Notice of Postal Ballot by e-mail and to others by courier along with Postal Ballot Form. Shareholders, who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form, can download Postal Ballot Form from the link [www.kumakaindustries.com](http://www.kumakaindustries.com) or [www.evotingindia.com](http://www.evotingindia.com). If any shareholder seeks duplicate Postal Ballot Form, he may send the request to an email at [secretarial@kumakaindustries.com](mailto:secretarial@kumakaindustries.com) Please fill up the requisite details and send the same to the Scrutinizer.
5. In compliance with provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, read with Clause 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The shareholders who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from [www.kumakaindustries.com](http://www.kumakaindustries.com) or [www.evotingindia.com](http://www.evotingindia.com).

The instructions for e-voting are as under:

**PROCEDURE FOR E- VOTING**

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on “Shareholders” tab.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department and registered with DP/RTA in respect of physical shareholding as well as those holding shares in demat form and in case, whose PAN is not registered, enter your unique PAN/Default Value Number mentioned on the Postal Ballot Form received by you.
DOB# Dividend Bank Details#	Enter the Date of Birth as registered with the DP/RTA in dd/mm/yyyy format or enter the dividend bank details as recorded with your DP/RTA. In respect of demat/physical shareholding and whose DOB and Dividend Bank details are not registered with DP/RTA, those can enter number of shares held by you on the cut off date i.e. 22/12/2018

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. 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 holders for voting for resolutions of any other company on which they are eligible to vote, provided that a 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN: **181208002** for the relevant <KUMAKA INDUSTRIES LIMITED> on which you choose to vote.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on **January 1, 2019** on 9.00 am and ends on **January 30, 2019** at 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 **December 22, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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](mailto:helpdesk.evoting@cdslindia.com).

**(C). Other Instructions:**

1. The e-voting period will commence on **Tuesday, January 1, 2019** (9.00 a.m. IST) and ends on **Wednesday, January 30, 2019** (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **December 22, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
2. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on **December 22, 2018**.
3. CS Devesh A Pathak (CP No. 2306) of M/s. Devesh Pathak & Associates, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
4. The Scrutinizer shall, within a period not exceeding seven working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman or any other authorised person of the Company.
5. Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by both Physical Postal Ballot and e-voting, then e-voting shall prevail and voting done through Postal Ballot will be treated as invalid.

6. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 1700 Hours) on **Wednesday, January 30, 2019**. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted. Assent / Dissent received after **Wednesday, January 30, 2019** would be strictly treated as if reply from the shareholder has not been received.
7. The voting period ends on the close of working hours (i.e. 1700 hours) on **Wednesday, January 30, 2019**.
8. The voting rights of Shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on **December 22, 2018**.
9. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, inter-alia details of dispatch of notice and Postal Ballot Forms to the shareholders will be published in at-least one English language newspaper and in vernacular language newspaper having wide circulation in the district where registered office of the Company is situated.
10. The Scrutinizer will submit his report to the Chairman & Managing Director or Authorised person of the Company within seven days after completion of the scrutiny of the Postal Ballot Forms and result of Postal Ballot along with the Scrutinizer's Report will be displayed on the Company's website [www.kumakaindustries.com](http://www.kumakaindustries.com) and also on the website of CDSL i.e. [www.evotingindia.co.in](http://www.evotingindia.co.in) and shall be communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will also be published in the newspapers. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolutions.
11. The Board of Directors has appointed Chairman and Managing Director as the persons responsible for the entire postal ballot process.
12. All the documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Bank holidays) between 10:00 a.m. to 1:00 p.m. up to the date of declaration of the result of Postal Ballot.
13. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Pankaj Kadakia, Chairman & Managing Director at the Corporate office at 5<sup>th</sup> Floor, Ramkrishna Chambers, Productivity Road, Vadodara - 390005

## **Explanatory statement under Section 102 of the Companies Act, 2013**

### **Item 1**

It is proposed to alter the Memorandum of Association (MOA) in accordance with Table A of Schedule I of the Companies Act, 2013 effecting following modifications in MOA of the Company as follows:

- i. The words 'Companies Act, 1956' in the existing MOA be substituted with the words 'The Companies Act, 2013' and wherever required in MOA of the Company, reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013.
- ii. The objects clause (Clause III of MOA) will now have only two parts viz.
  - A. Part A: The objects to be pursued by the Company on its incorporation and
  - B. Part B: Matters which are necessary for furtherance of the objects specified in Part A.
- iii. The existing Part C ('Other Objects Clause") of Clause III of MOA would be deleted.

It is also proposed to insert new sub clause 3 to Clause III A (Main Objects) of MOA of the Company to enable the Company to carry on business in providing irradiation/sterilisation facilities to food and other sectors as detailed in the proposed object clause in order to attain the main objects more effectively.

Aforesaid proposed MOA is being uploaded on the Company's website for the perusal by the shareholders. Proposed amended MOA will also be available for inspection by the members at the Registered office of the Company on all working days (except Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. up to **January 30, 2019**(i.e. the last date for receiving postal ballot forms by the Scrutinizer.)

In terms of provisions of Section 13, 108,110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, your Directors recommended and seek your approval to the resolutions set out in item no. 1 of the accompanying notice by way of Special Resolution through Postal Ballot (including e-voting).

Neither any other Directors/KMPs nor their relatives shall be deemed to be interested or concerned financially or otherwise in the aforesaid resolutions.

### **Item No.2**

In terms of Section 180(1)(C) of the Companies Act, 2013, borrowing including existing borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the Company and its free reserves would require approval from the Shareholders of the Company by way of Special Resolution.

In order to meet the fund requirements of the Company for both short term as well long terms, the Company may be required to borrow from time to time by way of loans or other securities. Hence it is proposed to authorize the Board of Directors of the Company to borrow up to Rs. 50 Crores including existing borrowing.

Your Directors recommend and seek your approval to the resolution as set out in item No.2 of the accompanying Notice by way of Special Resolution.

Neither any of the Directors/Key managerial Personnel nor their relatives shall be deemed to be interested or concerned, financially or otherwise in the resolution.

**Item No.3**

In order to secure borrowings of the Company made/ to be made, your Company may be required to hypothecate/mortgage the properties of the Company from time to time.  
Your Company may also lease the existing property(ies) of the Company for revenue generation. Accordingly, it is proposed to authorise the Board of Directors to dispose off the whole or substantially whole of the undertaking(s) of the Company from time to time except sale.

Your Directors recommend and seek your approval to the resolution as set out in item no. 3 of the accompanying notice by way of Special Resolution.

Neither any of the Directors/Key Managerial personnel of the Company nor any of their relative(s) shall be deemed to be concerned or interested, financially or otherwise, in the resolution.

Date: October 08, 2018  
Place: Vadodara

By order of the Board  
for Kumaka Industries Ltd.

Pankaj Kadakia  
Chairman & Managing Director