



KUSAM ELECTRICAL INDUSTRIES LIMITED



33RD ANNUAL REPORT (2015-2016)



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 Goliya – Whole time Director
- Mr. J B. Sipani – Non- Executive Director
- Ms. Sushma Ranka – Independent Director
- Ms. Damini Jhunjhunwala - Additional Independent Director (w.e.f. 28/04/2016)
- Mr. Navrattanmal Goliya – Non- Executive Director (Resigned on 01/08/2015)
- Mr. Amar Bafna - Independent Director (Resigned on 01/08/2015)
- Mr. D. C. Babel - Independent Director (Resigned on 01/08/2015)

❖ Chief Financial Officer:

Mr. Naval Jha

❖ Company Secretary:

Ms. Kunjal Singh

❖ INDEPENDENT AUDITORS:

M/s. Chhajed & Doshi
(Chartered Accountants)
Andheri (E), Mumbai.

❖ SHARE TRANSFER AGENTS:

Satellite Corporate Services Pvt. Ltd.
B-302, Sony Apartment,
Opp. St Jude High School,
90 Ft Road, Jarimari, Sakinaka,
Mumbai Pin: 400072

❖ BANKERS:

Canara Bank, Mumbai

❖ REGISTERED OFFICE:

G- 17, Bharat Industrial Estate,
T.J. Road, Sewree – West, Mumbai – 400015.
Email: kusam_meco@vsnl.com
Website: www.kusamelectrical.com

➤ CORPORATE OFFICE:

Shop No. 18, 1st Floor,
CIDCO Shopping Complex,
Plot No. 9, Sector 7,
Rajiv Gandhi Marg,
Sanpada, Navi Mumbai- 400705.

❖ LISTED IN STOCK EXCHANGES:

Bombay Stock Exchange, Mumbai

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NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Kusam Electrical Industries Ltd will be held on Monday, 26th day of September, 2016 at 11:00 am at Registered office, G-17, Bharat Industrial Estate, T.J Road, Sewree- West, Mumbai- 400 015 to transact the following business:

ORDINARY BUSINESS

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Statement of Profit and Loss Cash Flow Statement of the Company for the year ended 31st March 2016 and the Balance Sheet as at 31st March 2016 and the Reports of the Directors and Auditors thereon.

2. APPOINTMENT OF A DIRECTOR

To appoint a Director in place of Mr. Jhanwarlal Sipani (holding DIN: 01261901) who retires by rotation and being eligible offers himself for reappointment.

3. RATIFICATION OF APPOINTMENT OF AUDITORS

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification, or variation thereof, the Company hereby ratified the Appointment of M/S. Chhajed & Doshi, Chartered Accountant (FRN: 101794W) as the Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the Conclusion of the 34th Annual General Meeting of the Company to be held in the year 2017, to examine and audit the accounts of the company for the financial year 2016-17 at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.

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

4. TO APPOINT MS. DAMINI JHUNJHUNUWALA (DIN: 07480193) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Damini Jhunjhunuwala (**DIN: 07480193**), who was appointed as an Additional Director of the Company w.e.f. 28th April, 2016 by the Board of Directors and who holds office up to the date of this Annual General Meeting pursuant to Section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Damini Jhunjhunuwala as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent director of the Company, not liable to retire by

rotation and to hold office for five consecutive years for a term up to the conclusion of the 38th Annual General Meeting of the Company in the Calendar Year 2021.”

5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provision of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such terms, conditions, amendments or modifications if any, as may be required or suggested by the Registrar of Companies any other appropriate authorities, the alteration of the existing Articles of Association of the Company by substitution of the draft Articles of Association as submitted to this meeting, be and is hereby approved and adopted as the Articles of Association of the Company with effect from the date of this meeting.”

RESOLVED FURTHER THAT the Board of Directors and /or Company Secretary of the Company be authorized to do all acts, deeds, things and take all such steps including seeking necessary approvals as may be required to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”.

By Order of the Board
For, **Kusam Electrical Industries Ltd.**

Sd/-
Kunjal Singh
Company Secretary

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

Date: 12th August, 2016

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy Form (MGT 13) should be lodged with the Company at the Registered Office at least 48 hours before the time of the Meeting.**

A person can act as a proxy on behalf of members not exceeding 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 shareholder.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. 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.
4. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
5. Members desirous of getting any information in relation to the Company's Annual Report 2015-16 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.
6. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent 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.
8. 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.
9. 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.
10. Members are informed that 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.
11. 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 B-302, Sony Apartment, Opp. St Jude High School, 90 feet Rd, Jarimari, Sakinaka, Mumbai-4000072.

12. 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.
13. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of declaration of the result of the Annual General Meeting of the Company.

14. **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 33rd Annual General Meeting of the Company dated on 26th September, 2016 (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.

Voting through electronic means

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

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

- i) The voting period begins from 9.00 a.m. (Starting Time) on Friday, 23rd September, 2016 and ends at 5.00 p.m. (Ending Time) on Sunday, 25th September, 2016. During this period Shareholders' of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date 19th September, 2016, 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.
- vi) Enter the image Verification as displayed and Click on Login
- vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number or client id in the PAN Field. In case the folio number or client id is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Members who have not registered their Dividend Bank Details kindly enter no of shares held as on holding or cutoff date.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the no. of shares held as on cut off date i.e. 19/09/2016 in the Dividend Bank details field.

ix) After entering these details appropriately, click on “SUBMIT” tab;

x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat 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.

xi) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.

Xii) Click on the relevant EVSN on which you choose to vote.

xiii) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you Assent to the Resolution and option NO implies that you Dissent to the Resolution.

xiv) Click on the “Resolutions File Link” if you wish to view the entire Resolutions

xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xviii) If Demat account holder has forgotten the changed password then Enter the User ID and Image Verification Code and click on Forgot Password & enter the details as prompted by the system.

xix) Note for Institutional Shareholders

- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and Sign of the entity to 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 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.

xx) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

xxi) Dr. S. K. Jain, Practicing Company Secretary (FCS No. 1473)(COP No. 3076) has been appointed as the Scrutinizer to scrutinize the Postal Ballot and E-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding 3(three) working days from the conclusion of the E-voting period unblock the votes in the presence of at least 2(two) witness not in the employment of the Company.

xxii) Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) may also cast their vote as shareholder for respective company and send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature(s) of the duly authorized signatory/(ies) who are authorized to vote, to the Scrutinizer at email ID : skjaincs1944@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. The scanned copy image of the above mentioned documents should be in the naming format “Corporate Name- EVSN.”

xxiii) Members who do not have access to e-voting facility, may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Dr. S. K. Jain, Practicing Company Secretary (FCS No. 1473)(COP No. 3076), at the Registered Office of the Company at G-17, Bharat Industrial Estate, T. J. Road, Sewree (West), Mumbai 400015 not later than Sunday, 25th September, 2016.

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to skjaincs1944@gmail.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company at G-17, Bharat Industrial Estate, T. J. Road, Sewree (West), Mumbai 400015 not later than Sunday, 25th September, 2016.

Ballot Form received after this date will be treated as invalid.

The voting rights of the Members shall be in proportion to their Shares of the Paid up Equity Share Capital of the Company as on the cutoff date of 19th September, 2016

A Member can opt for only one mode of voting i.e. either through E-voting or by Physical Ballot. If a Member casts votes by both modes, then voting done through E-voting shall prevail and Ballot shall be treated as invalid.

The Scrutinizer will submit his Report of the votes cast in Favour or Against by the Shareholders both by way of Physical Postal Ballot and E-voting, forthwith to the Chairman of the Company. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kusamelectrical.com and on the website of CDSL within 2 (two) working days of the Resolutions at the AGM of the Company and shall be communicated to the BSE Ltd. where the Shares of the Company are listed.

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4 and 5 of the accompanying Notice dated 12th August 2016.

ITEM NO. 4

Ms. Damini Jhunjhunwala (DIN: 07480193), Director retires by rotation at the forthcoming Annual General Meeting. In terms of Section 149(10) of the Act, an Independent Director may be appointed by a Company for a consecutive period of 5 years. It is, therefore, proposed that Ms. Damini Jhunjhunwala (DIN: 07480193) be appointed as an Independent Director of the Company for a consecutive period of 5 years at the forthcoming Annual General Meeting for a term up to the conclusion of the 38th Annual General Meeting of the company.

Ms. Damini Jhunjhunwala (DIN: 07480193) is Chartered Accountant. She is not related to any other Director of the Company.

A Notice along with the deposit of ₹ 100,000/- (Rupees One Lac only) as required by Section 160(1) of the Companies Act 2013 has been received from the member proposing the appointment candidature of Ms. Damini Jhunjhunwala (DIN: 07480193) as Director of the Company.

The Company has also received declaration from Ms. Damini Jhunjhunwala (DIN: 07480193) that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Ms. Damini Jhunjhunwala (DIN: 07480193) fulfills the conditions for appointment as Independent Directors as specified in the Act. Ms. Damini Jhunjhunwala (DIN: 07480193) is independent of the management of the Company.

Ms. Damini Jhunjhunwala (DIN: 07480193) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

The brief resume and other details of Ms. Damini Jhunjhunwala (DIN: 07480193) as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to the Notice.

Your directors recommend the resolution at item no. 4 for your approval.

Ms. Damini Jhunjhunwala (DIN: 07480193) is interested in the resolution since it pertains to her appointment. None of the other directors or key managerial personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

ITEM NO. 5

The existing Articles of Association (AOA) of the Company were framed at the time of formation of the Company in the year 1983 pursuant to the provisions of the erstwhile Companies Act, 1956.

With the enactment of the Companies Act, 2013 (barring certain provisions), various provisions of the Companies Act, 1956 have been repealed and some new provisions have been added. In view of the same the existing Articles of Association of the Company need to be re-aligned as per the Provisions of the Companies Act, 2013 and it is expedient to replace the Existing Articles of Association of the Company.

Pursuant to provisions of Section 14 of the Companies 2013, the consent of the Members by way of Special Resolution is required for alteration of the existing Articles of association by substitution of new set of Articles of Association of the company.

The Draft Articles of Association are available for inspection by the members at the registered office of the company on all working days (except Saturdays, Sundays and public holidays) between 11.00 A.M. IST to 1.00P.M.IST upto the date of this Annual General Meeting and the same is also available on the company's website www.kusamelectrical.com.

Accordingly the Board recommends the passing of the Special resolution as set out in the item no. 5 of the Notice.

None of the Directors, or KMP of the company and their respective relatives are in any way, concerned or interested, in the said resolution.

For, Kusam Electrical Industries Ltd.

Sd/-
Kunjal singh
Company Secretary

Registered Office:

Kusam Electrical Industries Ltd,
G-17, Bharat Industrial Estate,
T. J Road, Sewree – West,
Mumbai- 400 015.

DATE: 12th August 2016

DETAILS PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT.

**Ms. Damini Jhunjhunuwala
Additional Independent Director**

Ms. Damini Jhunjhunuwala (DIN: 07480193) is the Additional Independent Director of Kusam Electrical Industries Limited.

Ms. Damini Jhunjhunuwala is Chartered accountant, in a career spanning 9 years, Ms. Damini has held several leading positions with Deloitte Haskins & Sells, KPMG, PricewaterhouseCoopers, and Ernst & Young.

Ms. Damini Jhunjhunuwala is not related to any of the other directors of the Board.

DIRECTORS REPORT

To,

The Members,

Your Directors have pleasure in presenting their Thirty Third Annual Report on the business and operations of your Company along with the audited Financial Statements for the Financial Year ended March 31, 2016. The Statement of Accounts, Auditors' Report, Board's Report and attachment thereto have been prepared in accordance with the provisions contained in Section 134 of Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014

1. Financial Results

The Company's financial performance for the year ended March 31, 2016 is summarized below:

Particulars	2015-2016 (In Rs.)	2014-2015 (In Rs.)
Gross Income	3,37,34,178	4,22,00,235
Profit Before Interest and Depreciation	10,89,892	29,07,494
Interest	2,67,567	97,144
Provision for Depreciation	8,83,447	7,54,783
Profit Before Exceptional & Extraordinary items & Tax	(61,122)	20,55,567
Exceptional Items	(33,824)	-
Extraordinary items	36,48,000	-
Profit Before Tax	(37,42,946)	20,55,567
Provision for Tax	-	7,00,000
Deferred Tax	(1,45,128)	50,100
Net Profit After Tax	(35,97,818)	12,93,235
Earnings Per Share- Diluted	-14.99	5.38

2. Operations

The Income from operations and other income during the year was at Rs. 3,37,34,178 as against Rs. 4,22,00,23 in the previous year. The decrease in Gross Income was due to slackness in demand and other prevailing market factors. The Net Profit (before exceptional and extra ordinary items and tax) was Rs. (61,122) as against Rs.20,55,567. The Company incurred loss of Rs. (37,42,946) before tax as against of Rs. 20,55,567 Profit before tax in the Previous year. This was due to Payment of Rs. 36,48,000 to Bombay stock exchange towards revocation fees for resumption of trading in the shares of the Company.

3. Outlook

The Management of the Company is focussing on procuring bulk orders at competitive rates. The initiative taken by the company has started showing good results. The Company is confident of improved performance during the current year.

4. Dividend

With a view to conserve funds for the operations of the Company. Your Directors have not recommended any Dividend on the Equity Shares for the Financial Year under review.

5. Directors and Key Managerial Personnel

Mr. Jhanwarlal B. Sipani (DIN: 01261901), Director retires by rotation and being eligible and not being disqualified under Section 164 of the Companies Act, 2013, offers himself for re-appointment.

Mr. Navrattanmal Goliya, Mr. Dinesh Chandra Babel and Mr. Amar Bafna resigned as Directors from the Board of your Company with effect from 01st August, 2015. The Board places on record its deep appreciation for the services rendered by Mr. Navrattanmal Goliya, Mr. Dinesh Chandra Babel and Mr. Amar Bafna during their tenure as Members of the Board and Committees.

Ms. Damini Jhunjhunuwala (DIN: 07480193) was appointed as an Additional Director (Independent) with effect from 28th April, 2016. As an Additional Director Ms. Damini Jhunjhunuwala holds office up to the date of the ensuing Annual General Meeting and being eligible, offers herself for appointment as a Director to be Designated as an Independent Director.

Notice pursuant to Section 160 of the Act has been received from a Member along with the requisite deposit proposing the candidature of Ms. Damini Jhunjhunuwala for her appointment as an Independent Director at the ensuing Annual General Meeting. The Board recommends for her appointment.

6. Particulars of Employees

The prescribed particulars of Employees required under Section 134 (3)(q) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure II and forms part of this report of the Directors.

There are no employees of your Company who comes within the purview of Section 134 (3)(q) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the amended Rules during the year under review.

7. Board & Committee Meetings

a) Board Meeting:

During the financial year 2015-16, total Four (4) Board Meetings were held on 29th May 2015, 14th August, 2015, 10th November 2015 and 10th February 2016. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Attendance :

Name of the Director	Category	Number of Board Meetings attended	Attended last AGM
Mr. Chandmal Goliya	Whole time Director	4	Yes
Mr. J B. Sipani	Non- Executive Director	4	Yes
*Mr. Navrattanmal Goliya	Non- Executive Director	1	N.A
Ms. Sushma Ranka	Independent Director	4	Yes
**Mr. Amar Bafna	Independent Director	0	N.A
***Mr. D. C. Babel	Independent Director	1	N.A

*Mr. Navrattanmal Goliya Resigned on 01/08/2015

**Mr. Amar Bafna Resigned on 01/08/2015

***Mr. D. C. Babel Resigned on 01/08/2015

b) Audit Committee Meeting:

During the Financial Year 2015-16, total Five (5) Audit Committee Meetings were held on 04th April 2015, 29th May 2015, 14th August 2015, 10th November 2015 and 10th February 2016.

The Board has well-qualified Audit Committee with majority of Independent Directors including Chairman. They possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc. The details of the Composition of the Audit Committee during the financial year 2015-2016 are as follows:

Chairman: Ms. Sushma Ranka

Members: Mr. J B. Sipani
Mr. Amar Bafna (Resigned on 01/08/2015)
Mr. D. C. Babel (Resigned on 01/08/2015)

Note- Ms. Damini Jhunjunuwala Member of the Committee appointed w.e.f 28/04/2016 as Director of Company vide Resolution passed at Board meeting dated 28/04/2016. Reconstituted Audit Committee w.e.f 28/04/2016 is as under:

Chairman: Ms. Sushma Ranka

Members: Mr. J B. Sipani
Ms. Damini Jhunjunuwala

Attendance :

Name of the Director	Category	Number of Committee Meetings attended	Attended last AGM
Ms. Sushma Ranka	Independent Director(Chairmen)	5	Yes
Mr. J B. Sipani	Non-Executive Director (Member)	5	Yes
Mr. Amar Bafna	Independent Director	0	N.A.
Mr. D. C. Babel	Independent Director	1	N.A.

c) Nomination & Remuneration & Compensation Committee Meeting:

During the Financial Year 2015-16, total one (1) Nomination & Remuneration Committee Meeting was held on 14th August 2015.

The Company has constituted Nomination & Remuneration Committee. The details of the Composition of the Nomination & Remuneration Committee are as follows:

Chairman: Ms. Sushma Ranka

Members: Mr. J B. Sipani

Mr. Amar Bafna (Resigned on 01/08/2015)

Mr. Dinesh Chandra Babel (Resigned on 01/08/2015)

Note- Ms. Damini Jhunjhunwala Member of the Committee appointed w.e.f 28/04/2016 as director of Company vide Resolution passed at Board meeting dated 28/04/2016. Reconstituted Nomination and Remuneration Committee w.e.f 28/04/2016 is as under:

Chairman: Ms. Sushma Ranka

Member: Mr. J B. Sipani

Ms. Damini Jhunjhunwala

Attendance:

Name of the Director	Category	Number of Committee Meetings attended	Attended last AGM
Ms. Sushma Ranka	Independent Director(Chairmen)	1	Yes
Mr. J B. Sipani	Non-Executive Director (Member)	1	Yes
Mr. Amar Bafna	Independent Director	0	N.A.
Mr. D. C. Babel	Independent Director	0	N.A.

8. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the Evaluation of the working of its various committees.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the company. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the directors being evaluated. The Performance Evaluation of the Chairman and Non Independent Directors was carried out by the Independent Directors at their separate meeting.

9. Key Managerial Personnel:

The Key managerial personnel in the company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Chandmal Goliya: Whole Time Director

Mr. Naval Jha: Chief Financial Officer

Ms. Kunjal Singh: Company Secretary

During the year there was no change (appointment or cessation) in the office of KMP.

10. Declaration by an Independent Director(s) and re- appointment, if any

Independent Directors have given declarations that they meet the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013.

11. Policy on Directors Appointment & Remuneration

Details of Nomination and Remuneration Policy, pursuant to Section 178 (4) of the Companies Act, can be accessed by clicking on the web link: <http://www.kusamelectrical.com/Remuneration-Policy.pdf>

Details of Familiarisation Programme for Independent Directors and criteria for making payment to Non- Executive Directors can be accessed by clicking on the web link: <http://www.kusamelectrical.com/Directors-Familiarisation-Programme.pdf>

12. Management Discussion and Analysis Report

Management Discussion and analysis Report for the year under review, as stipulated under Regulation 34 of the SEBI (LODR) Regulation, 2015 is presented in the separate Section forming part of Annual Report. (Annexure IV)

13. Auditors:

(i) Statutory Auditors:

The Statutory Auditors of your Company namely, M/s Chhajed & Doshi, Chartered Accountants, Mumbai (Firm Registration No. 101794W) have been appointed for a period of three years at the 31st Annual General Meeting held on 26th September, 2014. It is therefore proposed to re-appoint them as statutory auditors for the last year of their term of three consecutive years from the conclusion of this AGM, subject to ratification by the members at the AGM. Auditors have confirmed their eligibility and submitted the Certificate in writing that their appointment, if ratified, would be within the prescribed limit under the Act and they are not disqualified for re-appointment.

The Auditors' Report for the financial year 2015-16 does not contain any qualification, reservation or adverse remark and the same is attached with the annual financial statements.

(ii) Secretarial Auditor:

As per Section 204 of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company is required to appoint a Secretarial Auditor for auditing secretarial and related records of the Company.

Dr. S. K Jain, Practising Company Secretary, was re-appointed as Secretarial Auditors for carrying out the Secretarial audit for the Financial Year 2015-16.

As required by Section 204 of the Act, 2013, the Secretarial Audit Report for the year 2015-16 given by Dr. S. K Jain, Practising Company Secretary for auditing the Secretarial and related records is attached herewith as "Annexure II.

Observation 1 - Audit Committee and Nomination and Remuneration committee were not Properly Constituted in terms of Section 177 and Section 178 of the Companies Act, 2013 Respectively .

Shri Dinesh Chand Babel (DIN-03042254) and Shri Amar Bafna (DIN-03594643), independent Directors of the company resigned as Directors w.e.f. 01/08/2015. However, Company could not appoint Independent Director within period of 180 days i.e. on or before 28/01/2016 as in spite of best possible efforts. The Directors of the Company could not induct a suitable person to be appointed as independent Director. It is only after prolonged search that Company could appoint Ms. Damini Jhunjhunwala (DIN-0748019) as Independent Director w.e.f. 28/04/2016. Accordingly Audit Committee and Nomination and Remuneration Committee were Re-Constituted from 28/04/2016 by inducting Ms. Damini Jhunjhunwala as member of above said Committees in addition to Ms. Sushma Ranka (DIN- 07038286) as a Chairperson And Mr. J. B. Sipani (DIN-01261901) as a member of said Committee.

14. Internal Controls

Your Company has in place adequate Internal Control Systems commensurate with the size of its operations. Internal control systems comprising of policies and procedures are designed to ensure sound management procedures are designed to ensure sound management of your Company's operations, safekeeping of its assets, optimal utilization of resources, reliability of its financial information and compliance. Clearly defined roles and responsibilities have been institutionalised. Systems and procedures are periodically reviewed to keep pace with the growing size and complexity of your company's operations.

15. Vigil Mechanism:

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, the Company have a Vigil Mechanism Policy for directors and employees to deal with an instance of fraud or mismanagement, if any. The Vigil Mechanism Policy has been uploaded on the website of the Company at <http://www.kusamelectrical.com/pdf/Whistle-Blower-policy.pdf>

16. Risk Management Policy

The Board of Directors has put in place a Risk Management policy for the company, which includes business risks, markets risks, event risks and IT / Financial/ Interest rate/ liquidity, risks and the structure , infrastructure, processes, awareness and risk assessment / minimization procedures. The elements of the risk, which in severe form can threaten Company's existence, have been identified by the Board of Directors. Details of the Risk management Policy have been uploaded on the website of the Company at <http://www.kusamelectrical.com/Risk-Management-Policy.pdf>

17. Extract of Annual Return:

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return of your Company for the financial year ended 31st March, 2016 is given in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

18. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report

During the year 2015-2016, the Company has paid Rs. 36,48,000 (including service tax) to Bombay stock Exchange towards Revocation Fees for resumption of trading in the Shares of the Company which has impacted the financials of the Company.

19. Particulars of loans, guarantees or investments

The details of Loan,Guarantees and Investments are given under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes No. 8 and 13 to Financial Statements.

20. Related Parties Transactions:

During the financial year 2015-16, the Company had not entered into any material transactions with any of its related parties. The related party transactions entered into with the related parties as defined under Companies Act, 2013 during the financial year 2015-2016 were in the ordinary course of business and at arms length and the same has been approved by the Audit Committee. The disclosure of Related

Party Transactions under Accounting Standard-18 with related party are disclosed in the notes to Accounts of the Standalone Financial Statements.

Details of policy for dealing with related party transactions can be accessed by clicking on the web link: <http://www.kusamelectrical.com/Related-party-transaction-policy.pdf>

21. Corporate Governance

Clause 49 of the erstwhile Listing agreement and Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 and paras C,D, and E of Schedule V of the SEBI (LODR) Regulations, 2015 are not applicable to the Company as the paid up Share Capital of the Company is less than 10 Crores and its Net Worth does not exceed 25 Crores as on 31st March, 2016. Hence, the Corporate Governance Report is not included in this Report.

22. General Disclosures

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
2. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
3. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
4. During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.
5. No orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

23. Obligation of Company Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has set up an Internal Complaints Committee (ICC) for providing a Redressal mechanism pertaining to Sexual harassment of women employees at workplace. There was no complaint received during the year under review.

24. (a) Conservation of energy, technology absorption

Your Company has no activities relating to conservation of energy and absorption of Technology.

(b) Foreign exchange earnings and Outgo

During the year, under review the Company has earned foreign exchange of Rs. 271,339/- on account of export sale and outgo of foreign exchange during the year was Rs. 13,323,592/- for imports and Rs. 398,957/- for travelling.

25. Directors' Responsibility Statement

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:-

- (a) In the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (b) Such accounting policies as mentioned in Note 2 of the Annual accounts have been applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31st March 2016 and of the profit and loss of the company for that period.
- (c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (d) The annual accounts for the year ended 31st March 2016 have been prepared on a going concern basis.
- (e) The internal financial controls followed by the company are adequate and operating effectively.
- (f) Proper systems to ensure compliance with the provisions of all applicable laws are devised and are adequate and operating effectively.

26. Listing with Stock Exchanges:

The Company confirms that it has paid the Annual Listing Fees for the year 2016-2017 to BSE where the Company's Shares are listed.

27. Acknowledgements

Your Directors wish to thank Bankers, Government Authorities and various stakeholders, such as, shareholders, customers and suppliers, among others for their support and valuable guidance to the Company. Your Directors also wish to place on record their appreciation for the committed services of all the Employees of the Company.

For and on behalf of the Board of Directors

Sd/-

Chandmal P. Goliya

Whole time Director

Place: Mumbai

Date: 12/08/2016

ANNEXURE I

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

For the Financial Year Ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L31909MH1983PLC220457
2.	Registration Date	25 TH MAY 1983
3.	Name of the Company	KUSAM ELECTRICAL INDUSTRIES LIMITED
4.	Category/Sub-category of the Company	PUBLIC COMPANY / LIMITED BY SHARES
5.	Address of the Registered office & contact details	G-17, BHARAT INDUSTRIAL ESTATE, T. J. ROAD, SEWREE- WEST, MUMBAI- 400 015. PH: (022) 24181649, 24124540 FAX : (022) 24149659
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Registrar and Transfer Agents Satellite Corporate Services Pvt. Ltd. B-302, Sony Apartment, Opp. St Jude High School, 90 Ft Road Jarimari, Sakinaka , Mumbai Pin: 400072 Tel: 022-28520461 Fax: 28511809 Service@Satellitecorporate.Com Contact Person: Mr. Michael Monteiro

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Assembly and Sale of Meters, Instruments & Accessories	33125	98%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATES COMPANIES

Not applicable as there is no subsidiary and associate company.

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	30050	120250	150300	62.63	126400	23900	150300	62.63	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	30050	120250	150300	62.63	126400	23900	150300	62.63	0
B. Public Shareholding									
1. Institutions									-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian		33350	33350	13.90	33350	-	33350	13.90	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									

i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	10300	10300	4.29	450	9850	10300	4.29	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	46050	46050	19.19	45800	250	46050	19.19	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	89700	89700	37.38	79600	10100	89700	37.38	
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	89700	89700	37.38	79600	10100	89700	37.38	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	30050	209950	240000	100	206000	34000	240000	100	-

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Shree Abhay Kumar Goliya	20000	4.165	-	10000	4.17	-	-4.17
2	Shree Ajaykumar Goliya	0	4.165	-	10000	4.17	-	4.17
3	Shree Chandmal Goliya	66300	27.63	-	66300	27.63	-	-

4	Shree Jhanwarlal Sipani	39500	16.46	-	39500	16.46	-	-
5	Shree Navrattanmal Goliya	13000	5.42	-	13000	5.42	-	-
6	Smt. Pramila Goliya	5000	2.08	-	5000	2.08	-	-
7	Smt. Premdevi Goliya	5000	2.08	-	5000	2.08	-	-
8	Smt. Saraswati Lodha	900	0.38	-	900	0.38	-	-
9	Shree Vijaymal Lodha	600	0.25	-	600	0.25	-	-

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	150300	62.63	150300	62.63
	Transaction (purchase / sale) during the year	-	-	-	-
	At the end of the year	150300	62.63	150300	62.63

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 31.03.2015		Cumulative Shareholding during the year 31.03.2016	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	NANDITA KAMAL GOLIYA	27700	11.54	27700	11.54
2	KAMAL PREMCHAND GOLIYA	18350	7.65	18350	7.65
3	PARAS ELECTRONICS LLP	18350	7.65	18350	7.65
4	SURAJ INSTRUMENTS LLP	15000	6.25	15000	6.25
5	MAHENDRA KUMAR HARAKHCHAND SHAH	1000	0.42	1000	0.42
6	DEVILAL BAPNA	1000	0.42	1000	0.42
7	BHIKHAM CHAND DAFTARI	600	0.25	600	0.25
8	VINDRAI CHHAGANLAL DESAI	500	0.21	500	0.21
9	SHAKUNTALA MUNOT	500	0.21	500	0.21
10	SHAM SUBHEDAR	500	0.21	500	0.21

11	MANMAL AIRAN	500	0.21	500	0.21
12	GANPATLAL KOCHAR	450	0.19	450	0.19
		84200	35.08	84200	35.08

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Chandmal P. Goliya, Whole- time Director	66300	27.63	66300	27.63
2.	Navrattanmal P. Goliya, Non-executive Director (Resigned on 01/08/2015)	13000	5.42	13000	5.42
3.	Jhanwar Lal Sipani, Non-executive Director	39500	16.46	39500	16.46
5.	Damini Jhunjhunwala (appointed on 28/04/2016)	-	0.00	-	0.00
6.	Sushma Ranka, Independent Women Director	-	0.00	-	0.00
7.	Naval Jha, KMP- CFO	-	0.00	-	0.00
8.	Kunjal Singh, KMP- CS	-	0.00	-	0.00

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount Motor Car Loan	434,207	0	0	434207
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	434,207	0	0	434207
Change in Indebtedness during the financial year				
* Addition	865000	0	0	865000
* Reduction	324383	0	0	324383
• Motor Car Loan		0	0	
Net Change	540617	0	0	540617
Indebtedness at the end of the financial year				
i) Principal Amount	974824	0	0	974824
• Motor Car Loan		0	0	
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	974824	0	0	974824

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Chandmal P. Goliya - Whole Time Director	
		(in Rs. p.a)	(in Rs. p.a)
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	21,18,250	21,18,250
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	50,046	50,046
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	Total	21,68,296	21,68,296

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors					Total Amount
		Dinesh Chandra Babel	Amar Bafana	Sushma Ranka	Jhanwarlal Sipnai	Navrattan mal Goliya	
1	Independent Directors						
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors						
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil	Nil

C. Remuneration to Key Managerial Personnel Other Than MD/MANAGER/WT D

SN	Particulars of Remuneration	Key Managerial Personnel		
		Naval Jha- CFO	Kunjal Singh - CS	Total
		(In Rs.)	(In Rs)	
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	3,07,784	2,81,629	5,89,413
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity			
4	Commission			
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	3,07,784	2,81,629	5,89,413

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no instances of any penalty/punishments/compounding of offences for the year ended 31-03-2016.

ANNEXURE – II

Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Requirements of Rule 5(1)	Details
1.	the ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;	Shri Chandmal Goliya- Whole-time Director (914.98%)
2	the percentage increase in remuneration of each director, Chief financial officer, Company Secretary, if any, in the financial year;	Shri Chandmal Goliya- WTD- 7% Mr. Naval Jha- CFO- 20% Ms. Kunjal Singh- CS- 29% (CFO and CS appointed in previous year on 19 th August 2014 and 2 nd September 2014)
3.	the percentage increase in the median remuneration of employees in the financial year;	10%
4.	the number of permanent employees on the rolls of the company	12
5.	average percentile increase already made in salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any increase in the managerial remuneration;	Average percentile increase in the salary of the managerial as well as employees other than managerial personnel is 10% in line with company's policy.
6	the key parameters for any variable component of remuneration availed by the directors;	None
7.	Affirmation that the remuneration is as per the remuneration policy of the company	Remuneration paid during the year ended March 31, 2016 is as per the remuneration policy of the Company

ANNEXURE – III

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Kusam Electrical Industries Limited,
G/17, Bharat Industrial Estate,
T.J.Road, Sewri (W),
Mumbai- 400015.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KUSAM ELECTRICAL INDUSTRIES LTD.** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on **31st March, 2016** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in ‘**Annexure I**’ for the financial year ended on **31st March, 2016** according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the Rules made thereunder for specified Sections notified and came into effect from 12th September, 2013 and Sections and Rules notified and came into effect from 1st April, 2014;
 - ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder;

- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company during the period under Audit)**
- v. The following Regulations and Guidelines prescribed under the Securities Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011);
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 till 14th May, 2015 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 from 15th May, 2015;
 - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - d) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015.
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. Now known as SEBI (Share based employees Benefits) Regulation, 2014; **(Not Applicable as the Company has not introduced any such scheme during the financial year under review).**
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable since the Company has not issued any Debt Securities);**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable as the Company has not delisted / propose to delist its Equity Shares from any Stock Exchange during the financial year under review);**

- h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 **(Not applicable as the Company has not brought back / propose to buy-back any of its securities during the financial year under review);**
- i) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during Audit period as the Company has not made any further issue of the shares);**

I have also examined Compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India (w.e.f 1st July, 2015)
- ii. The Listing Agreement entered into by the Company with BSE Limited. The Company has entered into new Listing Agreement with BSE Limited under Regulation 109 of SEBI (Listing Obligations and Disclosures Requirements, Regulations, 2015 on 10th February 2016.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except for the following observations:-

1. *Shri Dinesh Chandra Babel (DIN: 03042254) and Shri Amar Bafna (DIN: 03594643) Independent Directors of the Company resigned from their office as Directors of the Company w.e.f. 1st August 2015. However, the casual vacancy caused due to their resignation was not filed within a period of 180 days. Hence the Audit Committee and Nomination and Remuneration Committee not properly constituted w.ef. 28th January 2016 till 28th April 2016 when casual vacancy was filled in by appointing Ms. Damini Jhunjhunuwala (DIN: 07480193).*

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and insure compliances with the applicable Laws, Rules, Regulations and Guidelines.

I have relied on the representation made by the Company, its Officers and Reports of the Statutory Auditors for systems and mechanism framed by the Company for Compliances under other Acts, Laws and Regulations applicable to the Company as listed in '**Annexure II**'.

In case of Direct and Indirect Tax Laws like Income Tax Act, 1961, Service Tax Act, Central Excise Act and Rules including CENVAT Rules & Custom Act, I have relied on the Reports given by the Statutory Auditors of the Company.

I further report that during the audit period, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, Rules, Regulations, Guidelines, Standards etc. referred to above.

I further report that during the audit period the Company has the following specific events:

1. During the year under Report the Company has obtained consent of the Members of the Company for passing the following Special Resolution for re-appointment of Shri Chandmal Goliya as Whole Time Director (DIN: 00167842), Whole Time Director for a period of 3 years w.e.f 1st October, 2015.
2. During the year Mr. Dinesh Chandra Babel (DIN: 03042254) and Mr. Amar Bafna (DIN: 03594643) Non-executive and Independent Directors of the Company and Mr. Navrattanmal Goliya (DIN: 00691528) Non-executive Director resigned from their office as Directors of the Company w.e.f. 1st August 2015 vide Board Resolution dated 14th August 2015.
3. The Internal Auditor for the Financial Year 2015-16 was appointed in the Board Meeting held on 28th April 2016.

The details of registered and Corporate Office location of the **Kusam Electricals Industries Ltd.** are given in '**Annexure-III**'.

Date: 27/05/2016

Place: Mumbai

For S. K. Jain & Co.

Dr. S. K. Jain

Practicing Company Secretary

FCS No.:1473

C P No.: 3076

This report should be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report

ANNEXURE - I

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended 31st March, 2015.
3. Minutes of the Meetings of the Board of Directors, Audit Committee and Nomination & Remuneration Committee along with Attendance Register held during the Financial Year under report.
4. Minutes of General Body Meetings held during the Financial Year under report.
5. All Statutory Registers.
6. Agenda papers submitted to all the Directors /Members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013 and attachments thereto during the Financial Year under Report.
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.

ANNEXURE - II

List of applicable laws to the Company

1. Payment of Bonus Act, 1956 and the rules made thereunder;
2. Payment of Gratuity Act, 1972 and the rules made thereunder;
3. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder;
4. Maternity Benefits Act, 1961 and the rules made thereunder;
5. Professional Tax Act, 1975
6. The Legal Metrology Act, 1976;
7. Shops and Establishment Act, 1948;
8. Bombay Stamp Act, 1958;
9. Negotiable Instruments Act, 1881.

ANNEXURE - III

Registered Office

G/17, Bharat Industrial Estate,
T.J.Road, Sewri (W).
Mumbai- 400015.

Corporate Office:

Shop No. 18, 1st Floor,
CIDCO Shopping complex,
Plot No.9, Sector 7, Rajiv Gandhi Marg,
Sanpada, Navi Mumbai- 400705

ANNEXURE A

To,

The Members,

Kusam Electrical Industries Limited

My report of even date is to be read along with this letter:

1) Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.

2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3) I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.

4) Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.

5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.

6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Date: 27/05/2016

Place: Mumbai

For S. K. Jain & Co.

Dr. S. K. Jain

Practicing Company Secretary

FCS No.:1473

C P No.: 3076

ANNEXURE – IV

Management Discussion and Analysis Report

The Management of **KUSAM ELECTRICAL INDUSTRIES LIMITED** presents its Analysis report covering performance and outlook of the Company. The Report has been prepared in compliance with the requirements of Regulation 34 (e) of SEBI (LODR) Regulations, 2015. The Management accepts responsibility for the integrity and objectivity of the financial statements. However, certain statements made in this Report relating to outlook, expectations, etc., may constitute 'forward looking statements' within the meaning of applicable laws and regulations and may differ from actuals. Several factors could make a significant difference to the Company's operations, including climatic conditions, economic conditions affecting demand and supply, government regulations, revision in government policies, taxation and natural calamities, over which the Company does not have any control.

Opportunity and Threats

There are ample opportunities in the business of the Company due to increase in per Capital Income and rapid pace of organization. However, the Chief Imports specially from China is area of concern which the Compny is trying to mitigate by procuring bulk orders at competitive rates. The management of the Company view its future optimism

Segment

The Company has only one segment i.e. trading in Electronic & Electrical Insurments, Accessories etc. The financial performance of the Company during the financial year 2015-2016 was as under.

Particulars	2015-2016 (In Rs.)	2014-2015 (In Rs.)
Gross Income	3,37,34,178	4,22,00,235
Profit Before Interest and Depreciation	10,89,892	29,07,494
Profit Before Exceptional & Extraordinary items & Tax	(61,122)	20,55.567
Exceptional items	(33,824)	-
Extraordinary items	36,48,000	-
Net Profit After Tax	(35,97,818)	12,93,235

Internal Control Systems and their adequacy

The Company has an adequate internal control system commensurate with the size and complexity of the organization. The Company has undertaken a comprehensive review of all internal control systems to take care of the needs of the expanding size of the Company. A system of internal audit to meet the statutory requirement as well as to ensure proper implementation of management and accounting controls is in place. The Company has an internal audit department, which independently monitors the compliance with the approved internal control procedures and exercise of powers strictly as per the approved delegation of powers. The Audit Committee periodically reviews the adequacy of the internal audit functions. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons.

Human Resources

The Company treats its human resources as its important asset and believes in its contribution to the all round growth of the Company. The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel.

Cautionary Statement

Statement in this Management Discussion and analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates.

For and on behalf of the Board of Directors

Sd/-
Chandmal P. Goliya
Whole time Director

Place: Mumbai

Date: 12/08/2016

INDEPENDENT AUDITORS' REPORT

To
The Members of
Kusam Electrical Industries Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of **Kusam Electrical Industries Limited ("the Company")**, which comprise the Balance Sheet as at **March 31, 2016** and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

4. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,
- (a) in the case, of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016.
 - (b) in the case, of the Statement of Profit and Loss, of the loss for the year ended on that date.
 - (c) in the case, of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

5. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143 of the Companies Act, 2013, we give in the **Annexure I**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
6. As required by section 143 (3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- e. On the basis of written representations received from the directors as on March 31, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure II**".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - i) The Company has no pending litigations which have material impact on its financial position to Financial Statements..
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts required to be transferred to the Investor Education and Protection Fund by the company.

For CHHAJED & DOSHI
Chartered Accountants
FRN 101794W



CA. M. P. Chhajed
PARTNER
M. N. 049357

MUMBAI
Date: 27th May, 2016

KUSAM ELECTRICAL INDUSTRIES LIMITED

FY 2015-16

Annexure I to Independent Auditors' Report

(Referred to in paragraph 5 under the heading of "Report on Other Legal and Regulatory Requirement" of our report of even date)

- i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed Assets.
b) The Company has a regular programme of physical verification of its fixed assets and no material discrepancies were noticed on such verification during the year.
c) Title Deeds of the immovable properties are held in the name of the Company except as stated in the note no. 12 as regards to Office premises at Sewri, Mumbai.
- ii. In our opinion and according to information and explanation provided to us the physical verification of inventory has been conducted by management at reasonable intervals and no discrepancies were found.
- iii. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not granted any loans, secured or unsecured, to companies, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, reporting requirement of paragraph 3 (iii) of the Order is not applicable.
- iv. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not granted any loans to persons covered under section 185 of the Companies Act, 2013. The company has not made any Investments or granted loans and Guarantees, hence provisions of section 186 are not applicable to the company.
- v. The Company has not accepted deposits from public hence directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under are not applicable for the year under audit.
- vi. Since the company is not a manufacturing company hence provisions for maintenance of cost records under sub section (1) of Section 148 of the Companies Act, 2013 are not applicable to the Company.
- vii. a) According to the information and explanations given to us and on the basis of the books and records as produced and examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Sales tax, income tax, wealth tax, service tax, custom duty, cess, excise duty, provident fund, employee's state insurance, investor education & protection fund and other material statutory dues as applicable with appropriate authorities.



- b) According to the information and explanation given to us and the records of the company, there have been no dues in respect of Sales Tax, Income Tax, Value Added Tax, Custom Duty, Wealth Tax, Excise Duty, Cess and Service Tax etc. which have not been deposited on account of any dispute except as indicated hereunder:

Name of the Statute	Nature of Dues and the period to which the amount relates	Amount (Rs.)	Forum where dispute is pending
Income Tax Act, 1961	Assessment Dues F.Y. 2008-09 (A.Y. 2009-10)	7,65,419	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Assessment Dues F.Y. 2009-10 (A.Y. 2010-11)	3,34,778	Commissioner of Income Tax (Appeals)
Maharashtra VAT Act, 2002	Assessment Dues F.Y. 2009-10	3,667	Dy. Commissioner of Sales Tax (Appeals)
Maharashtra VAT Act, 2002	Assessment Dues F.Y. 2010-11	12,532	Dy. Commissioner of Sales Tax (Appeals)

- c) There were no amounts required to be transferred to the Investor Education and Protection Fund by the company.

- viii. The company did not have any dues outstanding to any financial institutions / banks Government or to debenture holders during the year hence question of default does not arise.
- ix. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not raised money by way of initial public offer /further public offer or Term Loans during the year.
- x. According to the information and explanations given to us and on the basis of our examination of the records, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
- xii. According to the information and explanations given to us and on the basis of our examination of the records, the company is not a Nidhi Company, thus reporting requirement under paragraph 3 (xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and on the basis of our examination of the records, all transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act 2013, where applicable, and the details have been disclosed in the financial Statements, as required by the applicable accounting standards.
- xiv. The company has not made any private placement of shares during the year



- xv.** According to the information and explanations given to us and on the basis of our examination of the records, there are no non-cash transactions with the directors or persons connected with him, covered under the provisions of section 192 of the Companies Act 2013.
- xvi.** According to the information and explanations given to us and in our opinion, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Chhajed and Doshi
Chartered Accountants
[FRN 101794W]



Place: Mumbai
Date: 27th May 2016

CA. M. P. Chhajed
Partner
M. No. 049357

KUSAM ELECTRICAL INDUSTRIES LIMITED

FY 2015-16

**Annexure II to the Independent Auditors' Report
(Referred to in our report of even date)**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of
Section 143 of the Companies Act, 2013 ("the Act")**

1. We have audited the internal financial controls over financial reporting of **Kusam Electricals Industries Limited** ("the Company") as at March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

4. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

5. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

6. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

For CHHAJED & DOSHI
Chartered Accountants
[FRN 101794 W]



CA. M. P. Chhajed
PARTNER
M. No. 049357

MUMBAI:

Date: 27th May, 2016.

KUSAM ELECTRICAL INDUSTRIES LIMITED

Regd. Office: G-17, Bharat Industrial Estate, T. J. Road, Sewree(W), Mumbai - 400 015

CIN : L31909MH1983PLC220457

Balance Sheet as at 31st March, 2016

Particulars	Note No.	31st March, 2016 Rs	31st March, 2015 Rs.
A EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	3	24,00,000	24,00,000
(b) Reserves and Surplus	4	114,94,965	150,92,783
		138,94,965	174,92,783
2 Non-Current Liabilities			
(a) Long-Term Borrowings	5	6,20,231	2,55,534
(b) Other Long-Term Liabilities	6	1,85,775	3,65,000
(c) Long-Term Provisions	7	2,64,547	1,72,828
		10,70,553	7,93,362
3 Current Liabilities			
(a) Short-Term Borrowings	8	-	-
(b) Trade Payables	9	4,47,586	70,563
(c) Other Current Liabilities	10	26,35,505	25,26,549
(d) Short-Term Provisions	11	14,62,361	16,31,980
		45,45,452	42,29,092
TOTAL		195,10,970	225,15,236
B ASSETS			
1 Non-Current Assets			
(a) Fixed Assets			
- Tangible Assets	12	72,67,384	71,14,639
(b) Non-Current Investments	13	255	255
(c) Deferred Tax Assets (net)	44	5,42,685	3,97,557
(d) Long-Term Loans and Advances	14	22,950	2,87,019
(e) Other Non-Current Assets		-	-
		78,33,273	77,99,471
2 Current assets			
(a) Current Investments		-	-
(b) Inventories	15	77,98,010	92,65,342
(c) Trade Receivables	16	18,13,671	11,98,474
(d) Cash and Cash Equivalents	17	5,74,293	28,08,350
(e) Short-Term Loans and Advances	18	14,73,214	14,39,605
(f) Other Current Assets	19	18,509	3,996
		116,77,696	147,15,767
TOTAL		195,10,970	225,15,236
See accompanying notes forming part of the financial statements	1 to 43		
<p>As per our report of even date attached</p> <p>For CHHAJED & DOSHI Chartered Accountants [Firm Ref. No. 101794 W]</p> <p>For and on behalf of the Board of Directors of KUSAM ELECTRICAL INDUSTRIES LIMITED</p> <p>CA M. P. Chhajed Partner Membership No: 049357 Place : Mumbai Date : 27/05/2016</p> <p>Chandmal P. Goliya Wholetime Director</p> <p>Naval Jha Chief Financial officer</p> <p>Jhanwarlal B. Sipani Non-executive Director</p> <p>Kunjai Singh Company secretary</p>			

KUSAM ELECTRICAL INDUSTRIES LIMITED

Regd. Office: G-17, Bharat Industrial Estate, T. J. Road, Sewree(W), Mumbai - 400 015

CIN : 31909MH1983PLC220457

Statement of Profit and Loss for the year ended 31st March, 2016

Particulars		Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
			Rs.	Rs.
1	INCOME:			
	(a) Revenue from Operations	20	332,54,691	420,09,378
	(b) Other Income	21	4,79,487	1,90,857
	Total Revenue		337,34,178	422,00,235
2	EXPENSES:			
	(a) Purchases of Stock-in-Trade	22	171,51,663	227,49,651
	(b) Changes in Inventories of Stock-in-Trade	23	15,40,225	12,67,686
	(c) Employee Benefits Expense	24	55,92,741	47,42,466
	(d) Finance Costs	25	2,67,567	97,144
	(e) Depreciation and Amortisation Expense	12	8,83,447	7,54,783
	(f) Other Expenses	26	83,59,656	105,32,938
	Total Expenses		337,95,300	401,44,668
3	Profit/(Loss) before exceptional & extraordinary items and tax (1 - 2)		(61,122)	20,55,567
4	Exceptional Items	27	(33,824)	-
5	Profit(Loss) before extraordinary items and tax (3 ± 4)		(94,946)	20,55,567
6	Extraordinary Items	28	36,48,000	-
7	Profit(Loss) Before Tax (5 ± 6)		(37,42,946)	20,55,567
8	Tax Expense:			
	(a) Tax Expense for Current Year		-	7,00,000
	(b) Tax Expense Relating to Prior Years		-	12,232
	(c) Deferred Tax	44	(1,45,128)	50,100
			(1,45,128)	7,62,332
9	Profit / (Loss) for the year		(35,97,818)	12,93,235
10	Earnings per share (of Rs. 10/- each)	43		
	Basic and Diluted (Before Extraordinary item)		-0.40	8.56
	Basic and Diluted (After Extraordinary item)		-14.99	5.38
	See accompanying notes forming part of the financial statements			

As per our report of even date attached

For CHHAJED & DOSHI

Chartered Accountants

[Firm Ref. No. 101794 W]

CA M. P. Chhajed

Partner

Membership No: 049357

Place : Mumbai

Date : 27th May 2015

**For and on behalf of the Board of Directors of
KUSAM ELECTRICAL INDUSTRIES LIMITED**

Chandmal P. Goliya

Wholetime Director

Jhanwarlal B. Sipani

Non-executive Director

Naval Jha

Chief Financial officer

Kunjai Singh

Company secretary

KUSAM ELECTRICAL INDUSTRIES LIMITED
 Regd. Office: G-17, Bharat Industrial Estate, T. J. Road, Sewree(W), Mumbai - 400 015
 CIN : 31909MH1983PLC220457

Cash Flow Statement for the year ended 31st March, 2016

Particulars	For the year ended 31st March, 2016		For the year ended 31st March, 2015	
	Rs.	Rs.	Rs.	Rs.
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		(94,946)		20,55,567
<u>Adjustments for:</u>				
Depreciation and amortisation	8,83,447		7,54,783	
Loss on sale / write off of assets	33,824		-	
Finance costs	2,67,567		97,144	
Interest income	(70,264)		(1,24,345)	
Excess Provision W/back	(69,829)			
Net unrealised exchange (gain) / loss	16,833		(22,298)	
		10,61,578		7,05,284
Operating profit / (loss) before Extra Ordinary Item		9,66,633		27,60,850
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Inventories	14,67,332		17,67,536	
Trade receivables	(6,15,197)		8,48,555	
Loans and advances	(33,609)		(7,24,225)	
Other Current Assets	(14,513)		1,15,503	
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Other Liabilities	1,08,957		3,52,585	
Trade payables	3,77,023		(2,36,344)	
Other Provisions	(1,99,527)			
		10,90,467		21,23,610
Net unrealised exchange (gain) / loss		(16,833)		22,298
Taxes Paid				(1,39,626)
Cash outflow From Revocation of Fees		(31,92,000)		-
Net cash flow from / (used in) operating activities (A)		(11,51,734)		50,46,384
B. Cash flow from investing activities				
Proceeds from sale of fixed assets	60,000			
Interest Income	70,264		1,24,345	
Capital expenditure on fixed assets	(11,30,492)		(4,22,196)	
Net cash flow from / (used in) investing activities (B)		(10,00,228)		(2,97,851)
C. Cash flow from financing activities				
Proceeds from other long-term borrowings (Net)	3,64,697		(1,78,672)	
Long-term liabilities	(1,79,225)		60,485	
Finance cost	(2,67,567)		(97,144)	
Net cash flow from / (used in) financing activities (C)		(82,095)		(2,15,331)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(22,34,057)		45,33,202
Cash and cash equivalents at the beginning of the year		28,08,350		(17,24,852)
Cash and cash equivalents at the end of the year		5,74,293		28,08,350
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet (Refer Note 19)		5,74,293		28,08,350
Less: Bank balances not considered as Cash and cash equivalents as				
Net Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i>)		5,74,293		28,08,350
Add: Current investments considered as part of Cash and cash equivalents				
Cash and cash equivalents at the end of the year *		5,74,293		28,08,350
* Comprises:				
(a) Cash on hand	67,904		64,469	
(b) Balances with banks				
(i) In OCC a/c	3,91,689		26,93,424	
(ii) In current accounts	1,14,700		50,458	
(c) Current investments considered as part of Cash and cash equivalents				
		5,74,293		28,08,350

Notes:

- (i) The Cash Flow Statement reflects the cash flows pertaining to continuing operations.
 (ii) These earmarked account balances with bank can be utilised only for the specific identified purposes.

See accompanying notes forming part of the financial statements

As per our report of even date attached
For CHHAJED & DOSHI
 Chartered Accountants
 [Firm Ref. No. 101794 W]

**For and on behalf of the Board of Directors of
 KUSAM ELECTRICAL INDUSTRIES LIMITED**

CA M. P. Chhajed
 Partner
 Membership No: 049357
 Place : Mumbai
 Date : 27th May 2016

Chandmal P. Goliya
 Wholetime Director

Jhanwarlal B. Sipani
 Non-executive Director

Naval Jha
 Chief Financial officer

Kunjal Singh
 Company secretary

KUSAM ELECTRICAL INDUSTRIES LIMITED
Notes forming part of the financial statements

Note No.	Particulars
1	Corporate information Kusam Electrical Industries Ltd is listed company having its shares listed at Bombay Stock Exchange (BSE). The company is importer and trader in Digital Multimeters & Clampmeters in Indian industry.
2	Significant accounting policies
2.1	Basis of accounting and preparation of financial statements The financial statements of the Company are prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the relevant provisions of the Companies Act 2013. The financial statements are prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
2.2	Use of estimates The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known or materialized.
2.3	Inventories In respect of inventories, Stock of Trading Goods is valued at lower of cost or market value and Packing Material and Stores and spares are valued at cost.
2.4	Cash and cash equivalents (for purposes of Cash Flow Statement) Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with a maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
2.5	Cash flow statement Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.
2.6	Tangible fixed assets Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date.
2.7	Depreciation and amortisation Depreciation and Fixed Assets is provided to the extent of Depreciable amount on the Straight Line Method (SLM) based on the useful life of the assets as prescribed in Schedule II to the Companies Act 2013. Residual value of 5% is retained only for Land and Buildings and Vehicles.
2.8	Revenue recognition <u>Sale of goods</u> Sales are recognised on transfer of significant risks and rewards of ownership to the buyer, which generally coincides at the time of dispatch of goods to the buyer. <u>Income from services</u> Revenues from services are recognised when such services are rendered.
2.9	Other income Interest income is accounted on accrual basis. The sources of other operating revenue include providing services such as Calibration and repairing of electrical & electronics measuring instruments. Dividend income is accounted for when the right to receive it is established.
2.10	Foreign currency transactions and translations Foreign currency transactions are accounted at the rates prevailing on the date the transaction takes place. Foreign currency assets and liabilities at the year-end are restated at the prevailing exchange rates and any difference is recognized in the Statement of Profit and Loss except in cases where they relate to the acquisition of qualifying fixed assets in which case they are adjusted to the carrying cost of such assets.
2.11	Investments Long-term investments are valued at cost. However, provision for diminution is made to recognize a decline, other than temporary, in the value of such investment, such reduction being determined and made for each investment individually.

Note No.	<p>2.12 Employee benefits Short term employee benefits are recognized as an expense at the undiscounted amounts in the Profit and Loss account of the year in which the related service is rendered. <u>Defined benefit plans</u> Provision for gratuity and leave salary is made on the basis of actuarial valuation at the end of financial year.</p>
	<p>2.13 Borrowing costs Borrowing costs attributable to the acquisition of qualifying Assets are capitalized, all other borrowing costs are charged off to the Profit and Loss Account.</p>
	<p>2.14 Segment reporting The Company operates in single business segment of Electrical & Electronics Measuring Instruments, and in single reportable geographical segment in India.</p>
	<p>2.15 Earnings per share Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares</p>
	<p>2.16 Taxes on income Tax on income for the current period is determined on the basis of the taxable income computed in accordance with the provisions of Income Tax Act, 1961. Deferred Tax is recognized on timing differences between accounting income and taxable income for the year, and based on the rates of tax as per law enacted or substantively enacted as on the balance sheet date. Deferred tax assets is recognized and carried forward, subject to consideration of prudence, to the extent that there is a reasonable certainty of its realization.</p>
	<p>2.17 Impairment of assets Impairment loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.</p> <p>2.18 Provisions and contingencies A Provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent Liabilities, if material, are disclosed by way of notes to accounts. Contingent Assets are not recognized or disclosed in the financial statements.</p>

KUSAM ELECTRICAL INDUSTRIES LIMITED
Notes forming part of the financial statements

Note 3 Share Capital

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised Equity Shares of Rs. 10/- each	250000	2500000	250000	2500000
(b) Issued, Subscribed and fully paid up Equity Shares of Rs. 10/- each	240000	2400000	240000	2400000
Total	240000	2400000	240000	2400000

Refer Notes (i) to (viii) below

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Buy back	Closing Balance
Equity Shares				
Year ended 31 March, 2016				
- Number of shares	2,40,000	-	-	2,40,000
- Amount (Rs.)	24,00,000	-	-	24,00,000
Year ended 31 March, 2015				
- Number of shares	2,40,000	-	-	2,40,000
- Amount (Rs.)	24,00,000	-	-	24,00,000

The Company has neither issued bonus shares nor brought back any equity shares during the last 5 years

(ii) Rights & Restrictions attached to shares

- (a) The Company has only one class of share capital namely Equity Shares having face value of Rs 10/- each. The equity shares have right, preferences and restrictions which are in accordance with the provisions of law, in particular the Companies Act, 2013.
- (b) In respect of every equity share (whether fully paid or partly paid except where calls are in arrears), voting right shall be in the same proportion as the capital paid up on such equity share bears to the total paid up equity capital of the company.
- (c) The dividend proposed by Board Of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.
- (d) In the event of liquidation, the shareholders of equity shares are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholdings.

(iii) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates: NIL

(iv) Details of shares held by each shareholder holding more than 5% of the Aggregate shares in the Company.

Class of shares / Name of shareholder	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares				
Chandmal Goliya	66,300	27.63	66,300	27.63
Jhanwarlal Sipani	39,500	16.46	39,500	16.46
Nandita Goliya	27,700	11.54	27,700	11.54
Navarattanmal Goliya	13,000	5.42	13,000	5.42
Abhaykumar Goliya	-	-	20,000	8.33
Kamal Goliya	18,350	7.65	18,350	7.65
Paras Electronics LLP	18,350	7.65	18,350	7.65
Suraj Instruments LLP	15,000	6.25	15,000	6.25

(v) As at 31 March, 2016- **NIL** shares (As at 31 March, 2015 **NIL** shares) were reserved for issuance.

(vi) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date: **NIL**

(vii) Details of calls unpaid - **NIL**

(viii) Details of forfeited shares - **NIL**

KUSAM ELECTRICAL INDUSTRIES LIMITED
Notes forming part of the financial statements

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
Note 4 Reserves and Surplus		
(a) Surplus in Statement of Profit and Loss		
Opening Balance	150,92,783	137,99,549
Add: Profit/(Loss) for the year	(35,97,818)	12,93,234
Total	114,94,965	150,92,783
Note 5 Long-term Borrowings		
(a) Secured Loans		
(i) Car Loan - HDFC Bank (Secured by Hypothecation of the Motor Car)	54,205	2,55,534
(ii) Car Loan HDFC Bank-3766 (Secured by Hypothecation of the Motor Car)	5,66,026	
Terms of Loan		
Total	6,20,231	2,55,534
Note 6 Other long-term liabilities		
(a) Others:		
(i) Trade Deposits Received	1,85,775	3,65,000
Total	1,85,775	3,65,000
Note 7 Long-term provisions		
(a) Provision for Employee benefits:		
(i) Provision for Gratuity	1,99,602	1,30,532
(ii) Provision for Leave Salary	64,945	42,296
Total	2,64,547	1,72,828
Note 8 Short-term borrowings		
(a) Loans Repayable on Demand		
(i) From Banks	-	-
Total	-	-

KUSAM ELECTRICAL INDUSTRIES LIMITED
Notes forming part of the financial statements

Note 9 Trade Payables

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
Trade Payables		
(i) Total Outstanding dues in micro Employees and small enterprises	-	-
(ii) Total Outstanding dues to creditors other than micro enterprises and small enterprises	4,47,586	70,563
Total	4,47,586	70,563

Note 10 Other Current Liabilities

(a) Current Maturities of Long-term Debt		
(i) Car Loan - HDFC Bank (Secured by Hypothecation of the Motor Car)	2,01,328	1,78,672
(ii) Car Loan HDFC Bank-3766 (Secured by Hypothecation of the Motor Car)	1,53,264	
(b) Other Payables		
(i) Statutory Remittances	2,40,900	3,32,465
(ii) Advances from Customers	57,402	1,92,375
(iii) Employee Related	4,59,313	5,02,590
(iv) Provision for Bonus	5,47,873	5,09,088
(v) Other Liabilities	39,493	23,224
(vi) Other Payables	9,35,932	7,88,135
Total	26,35,505	25,26,549

Note 11 Short-Term Provisions

(a) Provision for Employee Benefits:		
(i) Provision for Gratuity	14,66,070	10,15,637
(ii) Provision for Leave Salary	1,234	814
(b) Provision for Income Tax (Net)	(4,943)	6,15,529
Total	14,62,361	16,31,980

KUSAM ELECTRICAL INDUSTRIES LIMITED
Notes forming part of the financial statements

Note 12 Fixed Assets

(Amount in Rs)

Tangible Assets (Owned)	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1st April 2015	Additions/ Transfers	Disposals/ Transfers	Balance as at 31st March 2016	Balance as at 1st April 2015	Expense for the year	Eliminated on disposal of assets / Transfer	Balance as at 31st March 2016	Balance as at 31 st March 2016	Balance as at 31st March 2015
(a) Air Conditioners	2,75,768	97,695	-	3,73,463	1,03,044	37,952	-76,133	2,17,129	1,56,334	1,72,724
(b) Office Premises*	51,03,248	-	-	51,03,248	10,67,574	1,59,517	-	12,27,091	38,76,157	40,35,674
(c) Furniture and Fixtures	25,04,942	-	-	25,04,942	12,92,625	1,71,669	-	14,64,294	10,40,648	12,12,317
(d) Electrical Fittings	2,76,194	2,64,126	-	5,40,320	76,308	58,570	-1,57,397	2,92,275	2,48,045	1,99,886
(e) Office equipment	7,37,191	-	4,55,460	2,81,731	4,90,666	50,254	2,95,986	2,44,934	36,797	2,46,525
(f) Computers	4,88,300	36,553	-	5,24,853	3,57,393	87,428	-	4,44,821	80,032	1,30,907
(g) Testing Equipment	10,79,154	-	-	10,79,154	6,15,525	91,081	-	7,06,606	3,72,548	4,63,629
(h) Vehicles **	18,55,528	10,93,939	7,76,138	21,73,329	12,02,552	2,26,976	7,13,021	7,16,507	14,56,822	6,52,976
Total	123,20,326	14,92,313	12,31,598	125,81,041	52,05,687	8,83,447	7,75,477	53,13,657	72,67,384	71,14,639
Previous Year	118,98,130	4,22,196	-	123,20,326	44,50,906	7,54,783	-	52,05,687	71,14,639	74,47,224

* Office Premises at Sewree (Mumbai) costing Rs.10,32,000/- is in the process of transfer in the name of the Company.

** Both the Vehicles are being held in the name of the Whole time director in trust for and on behalf of the Company.

KUSAM ELECTRICAL INDUSTRIES LIMITED
Notes forming part of the financial statements

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
Note 13 Non-Current Investments		
Other Investments		-
Investments in Equity Instruments		-
Un Quoted (At Cost)		
5 Shares of The Mahakant Owners Association Ahmedabad of Rs.51/- each fully paid up (At Cost)	255	255
Total	255	255
Aggregate Value of Unquoted Investment	255	255
Note 14 Long-Term Loans and Advances		
Unsecured, considered good		
(a) Security Deposits	22,950	28,450
(b) Loans and Advances to Employees		2,58,569
(c) Advance Income Tax (Net of provisions)	-	-
Total	22,950	2,87,019
Note 15 Inventories		
(At lower of cost and net realisable value)		
(a) Stock-in-trade	73,23,897	88,64,122
(b) Consumable Stores and Spares	1,04,114	1,25,795
(c) Packing Material	2,16,492	2,75,425
(d) Stock In transit	1,53,507	-
Total	77,98,010	92,65,342
Note 16 Trade Receivables		
Unsecured, considered good		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	19,579	-
Trade Receivables outstanding for a period not exceeding six months from the date they were due for payment	17,94,092	11,98,474
Total	18,13,671	11,98,474
Note 17 Cash and Bank Balances		
(a) Cash and Cash Equivalents		
(i) Cash on hand	67,904	64,469
(ii) Balances with Banks in Current Accounts	1,14,700	50,458
(iii) Debit balance in Canara bank OCC A/C	3,91,689	26,93,424
(b) Other Bank Balances		
(Margin money with banks against bank guarantee and FLC)		
(i) Deposits (more than one year)	-	-
Total	5,74,293	28,08,350
Note 18 Short-Term Loans and Advances		
Unsecured, considered good		
(a) Prepaid Expenses	1,02,724	1,31,458
(b) Advances Recoverable in Cash or kind	13,70,490	13,08,147
Total	14,73,214	14,39,605

KUSAM ELECTRICAL INDUSTRIES LIMITED
Notes forming part of the financial statements

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
Note 19 Other current assets		
(a) Interest Accrued on Deposits	-	-
(b) VAT Refund Receivable	-	3,996
(c) SAD Refund Receivable	4,509	-
(d) Accrued Income(Rent)	14,000	
Total	18,509	3,996
Note 20 Revenue from Operations		
(a) Sale of Traded goods @ (Refer Note (i) below)		
- Export Sales	2,71,339	2,97,268
- Inland Sales	323,60,259	410,23,349
	326,31,598	413,20,617
(b) Other Operating Revenues (Refer Note (ii) below)	6,23,093	6,88,761
Total	332,54,691	420,09,378
Note		
(i) Sale of Products Comprises :		
Traded Goods		
Meters, Instruments & Accessories	326,31,598	413,20,617
	326,31,598	413,20,617
(ii) Other Operating Revenues Comprise:		
Calibration Charges	1,31,150	1,02,300
Repairing Charges	4,91,943	5,86,461
Total - Other Operating Revenues	6,23,093	6,88,761
Note 21 Other Income		
(a) Interest Income (Refer Note (i) below)	70,264	1,24,345
(b) Net Gain on Foreign Currency Transactions and Translation	-	22,298
© Other Non-Operating Income (Refer Note (ii) below)	4,09,223	44,214
Total	4,79,487	1,90,857
Note		
(i) Interest Income Comprises:		
Interest from Banks on :		
Fixed Deposits	49,097	80,927
Other Deposits (Loans to Employees)	21,167	32,228
Interest on Income Tax Refund	-	11,190
Total - Interest Income	70,264	1,24,345
(ii) Other Non-Operating Income Comprises:		
Liabilities/Provisions no longer required written back	2,26,308	44,214
Rent Receivable	1,46,000	
Misc Income	36,915	
Total - Other Non-Operating Income	4,09,223	44,214

KUSAM ELECTRICAL INDUSTRIES LIMITED
Notes forming part of the financial statements

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
Note 22 Purchase of Traded Goods		
Purchase of Stock in trade (refer note (i) below)	171,51,663	227,49,651
	171,51,663	227,49,651
Note (i) Purchase of Stock in trade Meters, Instruments & Accessories	171,51,663	227,49,651
Total	171,51,663	227,49,651
Note 23 Changes in Inventories of Stock-in-trade		
Inventories at the end of the year:		
Stock-in-trade (refer note (i) below)	73,23,897	88,64,122
Inventories at the beginning of the year:		
Stock-in-trade (refer note (ii) below)	88,64,122	101,31,809
Net (increase) /decrease	15,40,225	12,67,686
Note (i) Closing Stock in trade Meters, Instruments & Accessories	73,23,897	88,64,122
Total	73,23,897	88,64,122
Note (ii) Opening Stock in trade Meters, Instruments & Accessories	88,64,122	101,31,809
Total	88,64,122	101,31,809
Note 24 Employee Benefits Expense		
Salaries and Wages	47,31,395	43,71,340
Contributions to Gratuity Fund	5,19,503	-
Staff Welfare Expenses	3,41,843	3,71,126
Total	55,92,741	47,42,466
Note 25 Finance Costs		
(a) Interest Expense on:		
(i) Borrowings	40,763	14,323
(ii) Term Loan	1,16,785	62,597
(b) Other Borrowing Costs	1,488	1,348
(c) OCC Renewal Charges	1,08,531	18,876
Total	2,67,567	97,144

KUSAM ELECTRICAL INDUSTRIES LIMITED
Notes forming part of the financial statements

Particulars	As at 31st March, 2016	As At 31st March 2015
	Rs.	Rs.
Note 26 Other Expenses		
Consumption of Stores and Spare Parts	6,42,216	9,03,020
Consumption of Packing Materials	13,84,528	21,39,647
Electricity Charges	2,85,140	2,17,803
Repairs and Maintenance - Buildings	7,40,757	94,048
Repairs and Maintenance - Machinery	14,419	70,984
Repairs and Maintenance - Others	2,49,322	2,19,985
Insurance Charges	39,017	49,899
Rates and Taxes	2,21,217	5,00,927
Travelling and Conveyance	9,93,236	11,00,034
Exchange Rate Difference	16,833	-
Printing and Stationery	6,76,321	8,05,931
Vehicle Expenses	3,06,753	3,49,983
Bank commission/ Bank Charge	1,35,538	1,73,262
Legal & Professional Charges	2,10,737	2,27,582
Freight & Forwarding Charges	4,13,614	5,03,542
Communication Expense	1,05,757	1,05,109
Advertisement Expenses	4,77,145	6,72,140
Exhibition Expenses	81,282	84,203
Donations and Contributions	-	54,000
Postage & Courier Charges	2,04,326	2,36,406
Payments to Auditors (Refer Note (i) below)	4,89,915	7,11,535
Rebates and Discounts	-	5,78,257
Miscellaneous Expenses	6,71,584	7,34,641
Total	83,59,656	105,32,938
Notes:		
(i) Payments to the Auditors :		
As Auditors - Statutory Audit	1,31,250	3,81,250
For Tax Audit Fee	50,000	78,750
For VAT Audit	52,500	52,500
For Taxation Matters	90,000	50,000
Others	1,06,048	68,847
Service Tax	60,117	80,188
Total	4,89,915	7,11,535
Note 27 Exceptional Item		
Loss on Sale/Discard of Fixed Assets	33,824	-
Total	33,824	-
Note 28 Extraordinary Item		
Revocation Fees	36,48,000	-
Total	36,48,000	-

KUSAM ELECTRICAL INDUSTRIES LIMITED
Notes forming part of the financial statements

Additional information to the financial statements

Note No.	Particulars	As at 31st March, 2016	As at 31st March, 2015
29	Contingent Liabilities and Commitments (to the extent not provided for)	Rs.	Rs.
	Contingent liabilities		
	(a) Claims against the Company not acknowledged as debt	NIL	NIL
	(b) Guarantees		
	Bank Gurantees against FDR of Rs.NIL (P.Y. RsNil)	NIL	NIL
	Letters of Credit against FDR of Rs NIL (P.Y.- Nil)	NIL	NIL
	(c) Demand from Bombay Stock exchange for Various Non compliances	NIL	36,48,000
	(c) Disputed Demands in Appeals:		
	Sales Tax Department For F.Y. 2009-10	3,667	3,666
	Sales Tax Department For F.Y. 2010-11	12,532	12,533
	Income Tax Department For A.Y. 2009-10	7,65,419	7,65,419
	Income Tax Department For A.Y. 2010-11	3,34,778	3,34,778
30	There is no provision of Income tax necessary in view of the loss incurred by the company during the year.		
31	The company has booked reinstatement Fees of Rs. 36,48,000/- payable to Bombay Stock Exchange for the revocation of suspension order and out of which Rs. 31,92,000/- was paid during the financial year and balance of Rs.4,56,000/-was paid on 02/05/2016 during F.Y. 16-17.		
32	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006		
a)	None of the suppliers to the company is registered under the Micro,Small and Medium Enterprises Development Act, 2006		
b)		Current Year	Previous Year
	(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
	(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
	(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	Nil	Nil
	(iv) The amount of interest due and payable for the year	Nil	Nil
	(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
	(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil
33	Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges		
	Loans and advances given to subsidiaries, associates and others and investment in shares of the Company by such parties: NIL (P.Y. NIL).		
34	Details on Unhedged Foreign Currency Exposures		
	The company has not carried out any hedging of foreign currency receivable and payable. The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below		
	As at 31st March, 2016	As at 31st March, 2015	
	Receivable/ (Payable)	Receivable/ (Payable)	Receivable/ (Payable)
	Rs.	Rs.	\$
	54225		813.00
	(623847)		-9372.00
	35109		526.39
	(528194)		-7935.01
	(141118)		-2120.00
	(60388)		-907.20
	344503	673071	5165.16
	(115141)	340207	-1729.75
35	Provisions		
	The company has given warranties on products sold by it. However no provision has been made for the same looking to the past experience of claims received and on materiality grounds.		
36	Value of Imports Calculated on CIF Basis:	Current Year	Previous Year
		Rs.	Rs.
	Trading Goods (Meters, Instruments & Accessories)	133,23,592	181,31,934
37	Expenditure in Foreign Currency :		
	Travelling Expenses	3,98,957	3,42,000
38	Earnings in Foreign Exchange:		
	Export of Goods Calculated on FOB Basis	2,71,339	2,97,268

KUSAM ELECTRICAL INDUSTRIES LIMITED
Notes forming part of the financial statements

Note No.	Particulars			
39	Employee Benefit Plans			
39.1	Defined Benefit Plans The Company offers the following employee benefit schemes to its employees i. Gratuity ii. Leave Salary			
	Particulars	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2016
		Gratuity Rs.	Gratuity Rs.	Leave Salary Rs.
39.2	Components of employer expense			
	Current service cost	144900	1,08,722	21,554
	Interest cost	91694	107134	3,449
	Expected return on plan assets	0	0	0
	Actuarial losses/(gains)	2,82,909	-2,60,070	-1,934
	Total expense recognised in the Statement of Profit and Loss	5,19,503	-44,214	23,069
39.3	Actual contribution and benefit payments for year			
	Actual benefit payments	0	0	NIL
	Actual contributions	NIL	NIL	NIL
39.4	Net asset / (liability) recognised in the Balance Sheet			
	Present value of defined benefit obligation 31st March	1665672	11,46,169	66,179
	Fair value of plan assets	NIL	NIL	NIL
	Funded status [Surplus / (Deficit)]	NIL	NIL	NIL
	Net asset / (liability) recognised in the Balance Sheet	1665672	11,46,169	66,179
	* Being Surplus, as a prudence not recognised in the books			
39.5	Change in defined benefit obligations (DBO) during the year			
	Present value of DBO at beginning of the year	1146169	11,90,383	43,110
	Current service cost	144900	108722	21,554
	Interest cost	91694	107134	3,449
	Actuarial (gains) / losses	282909	-2,60,070	-1,934
	Benefits paid	0	0	NIL
	Present value of DBO at the end of the year	1665672	1146169	66,179
39.6	Actuarial assumptions			
	Discount rate	8.00%	8.00%	8.00%
	Salary escalation	5.00%	5.00%	5.00%
	Medical cost inflation	NA	NA	NA
	Mortality tables	Indian Assured Lives Mortality(2006-08)	Indian Assured Lives Mortality(2006-08)	Indian Assured Lives Mortality(2006-08)
Note 40	Segment Reporting			
	The Company is engaged in trading in Electrical & Electronic Measuring Instruments and all Business Operations are carried from a single geographical segment. Therefore there are no reportable business and geographical segments.			

KUSAM ELECTRICAL INDUSTRIES LIMITED
Notes forming part of the financial statements

Note No.				
41	Related Party Transactions			
41.1	Details of Related Parties:			
	<u>Description of Relationship</u>	<u>Names of Related Parties</u>		
	Associates	Goliya Instruments Private Limited Goliya Electricals Private Limited Kusam Electrical Instruments LLP Kusam - Mecro Import Export Private Limited Mahavir Instrumentation Private Limited Goliya Industrial Corporation Manan Computers		
	Key Management Personnel (KMP)	Shri C.P. Goliya (Wholetime Director) Smt. Kunjal Singh (Company Secreatary) Shri Naval Jha (Chief Financial officer)		
	Relatives of Key Management Personnel (KMP)	Smt. Neha Goliya (Daughter-in-law of Director)		
	(Note: Related parties have been identified by the Management)			
41.2	Details of related party transactions during the year and balances outstanding as at 31 March, 2016:			
	Nature of Transaction	Associates	KMP/ Relative of KMP	Total
	Purchase of goods	4,06,092 (65,586)	NIL (NIL)	4,06,092 (65,586)
	Sale of goods	34,889 (1,050)	NIL (NIL)	34,889 (1,050)
	Tours and Travelling Expenses	NIL (9,236)	NIL (NIL)	NIL (9,236)
	Professional charges paid	NIL (NIL)	60,000 (30,000)	60,000 (30,000)
	Remuneration, bonus & perquisites	NIL (NIL)	27,57,709 (20,51,811)	27,57,709 (20,51,811)
	Rent Received	1,46,000 (NIL)	NIL (NIL)	1,46,000 (NIL)
	Rent Deposit	36,000 (NIL)	NIL (NIL)	36,000 (NIL)
	Balances outstanding at the end of the year	Associates	KMP/ Relative of KMP	Total
	Rent receivable	14,000 (NIL)	NIL (NIL)	NIL (NIL)
	Other current liabilities (Remuneration, Salary, Bonus & Perquisites)	NIL (NIL)	5,28,809 (6,69,270)	5,28,809 (6,69,270)
(Note: Figures in bracket relates to the previous year)				
Note 42	Impairment of Assets			
There has been no impairment of assets on the balance sheet date.				

KUSAM ELECTRICAL INDUSTRIES LIMITED
Notes forming part of the financial statements

Note No.		As at 31st March, 2016	As at 31st March,
		Rs.	Rs.
43	Earnings Per Share (EPS)		
	Basic & Diluted		
	Net profit /(loss) for the year attributable to the equity shareholders (before extraordinary item)	(94,946)	20,55,567
	Net profit /(loss) for the year attributable to the equity shareholders (after extraordinary item)	(35,97,818)	12,93,235
	Weighted average number of equity shares	2,40,000	2,40,000
	Par value per share	10	10
	Basic & Diluted EPS (before extraordinary item)	(0.40)	8.56
44	Basic & Diluted EPS (after extraordinary item)	(14.99)	5.38
	Deferred Tax (Liability) / Asset		
	<u>Tax effect of items constituting deferred tax liabilities</u>		
	On difference between book balance and tax balance of fixed assets	(1,41,233)	(1,27,239)
		(1,41,233)	(1,27,239)
	<u>Tax effect of items constituting deferred tax assets</u>		
	On difference between book balance and tax balance of fixed assets		
	Provision for gratuity	4,99,702	3,54,166
	Provision for leave salary	19,854	13,321
	Disallowances under Section 43B of the Income Tax Act, 1961	1,64,362	1,57,308
		6,83,918	5,24,796
	Net deferred tax (Liability) / Asset	5,42,685	3,97,557
Note 45	Previous year's figures have been regrouped / reclassified to the extent necessary to correspond with the current year's classification/disclosure.		
As per our report of even date attached For CHHAJED & DOSHI Chartered Accountants [Firm Ref. No. 101794 W]		For and on behalf of the Board of Directors of KUSAM ELECTRICAL INDUSTRIES LIMITED	
CA M. P. Chhajed Partner Membership No: 049357 Place : Mumbai Date : 27th May 2016		Chandmal P. Goliya <i>Wholetime Director</i>	Jhanwarlal B. Sipani <i>Non-executive Director</i>
		Naval Jha <i>Chief Financial officer</i>	Kunjal Singh <i>Company secretary</i>

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KUSAM ELECTRICAL INDUSTRIES LTD.**G-17, Bharat Industrial Estate, T.J. Road, Sewree (W), Mumbai- 400016****Tel. No: 022-24181649, Website: www.kusamelectrical.com CIN NO. L31909MH1983PLC220457****PROXY FORM****[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the company, to be held on the Monday of 26th September 2016 at 11.00 a.m. at Registered office, G-17, Bharat Industrial Estate, T.J Road, Sewree- West, Mumbai- 400 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Ordinary Business			
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director’s and Auditor’s for the financial year 31st March, 2016		
2.	Re-appointment of Mr. Jhanwarlal B. Sipani, who retires by rotation		
3.	Re-appointment of M/s. Chhajed&Doshi, Chartered Accountants as Statutory Auditors & fixing their remuneration		
Special Business			
4.	To appoint Ms. DaminiJhunjhunuwala as an Independent Director		
5.	To adoption of new set of Articles of Association of the Company		

Signed this _____ day of September, 2016.

Signature of Shareholder Signature of Proxy holderAffix
Revenue
Stamps

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

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KUSAM ELECTRICAL INDUSTRIES LTD.**G-17, Bharat Industrial Estate, T.J. Road, Sewree (W), Mumbai- 400016****Tel. No: 022-24181649, Website: www.kusamelectrical.com CIN NO. L31909MH1983PLC220457****ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

Full name of the members attending _____
(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____
(To be filled in, if the proxy attends instead of the member)I/We hereby record my / our presence at the 33rd Annual General Meeting of the Company , G-17 , Bharat Industrial Estate, T. J Road, Sewree (West), Mumbai- 400 015, on Monday of 26th September 2016 at 11.00 a.m.

(Member's /Proxy's Signature)

ROUTE MAP