

**KUMAKA INDUSTRIES LIMITED**

**Reg. Off. :** 404, Sharda Chambers, 33, Sir Vithaldas Thakersey Marg New Marine Lines, Mumbai - 400 020.

**Corp. Off. :** 5<sup>th</sup> Floor, Ramkrishna Chambers, BPC Road, Alkapuri, Vadodara- 390 007, Gujarat.

**CIN.:** L99999MH1973PLCO16315. Tel. No. +91 265-2330019, Fax No. +91 265-2333884

**Website :** [www.kumakaindustries.com](http://www.kumakaindustries.com) E-mail address : [secretarial@kumakaindustries.com](mailto:secretarial@kumakaindustries.com)

Date: 30/05/2019

To,  
The General Manager,  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai -400 001.

**Ref: - Scrip Code/ SYMBOL: - 526923 / KUMAKAIND**

Dear Sir / Madam,

**Sub: - Annual Secretarial Compliance Report for the Year Ended on 31<sup>st</sup> March, 2019.**

With reference to the SEBI Circular No.CIR/CFD/CMD1/27/2019 dated February 8, 2019; please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended on March 31<sup>st</sup>, 2019. Issued by M/S Devesh Pathak & Associates. Practicing Company Secretaries, Vadodara.





*CS Devesh A. Pathak*  
B.Com., LL.B., F.C.S.

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## DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL

REGD. TRADE MARKS AGENT

FIRST FLOOR, 51, UDYOGNAGAR SOCIETY,  
NEAR AYURVEDIC COLLEGE, OUTSIDE PANIGATE,  
VADODARA-390 019

### Secretarial Compliance Report of Kumaka Industries Limited for the year ended 31<sup>st</sup> March, 2019

To,  
Kumaka Industries Limited  
404 Sharda Chambers,  
33, New Marine Lines, Churchgate,  
Mumbai - 400020

We, M/s. Devesh Pathak & Associates have examined:

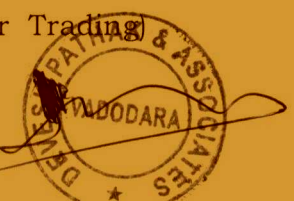
- (a) all the documents and records made available to us and explanation provided by Kumaka Industries Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31<sup>st</sup> March, 2019 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;







(i) Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018

and based on the above examination, we hereby report that, during the Review Period:

(1) The Company has not issued any securities and accordingly

- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and
- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013

were not applicable.

(2) The Company has not bought back any security of the Company and accordingly, The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 were not applicable.

(3) Equity shares of the Company stand suspended with the BSE Ltd. due to penal reasons. In this matter, the petition has been submitted by the Company to the Hon'ble High Court of Bombay under section 391 to 394 of the Companies act, 1956. Thereafter the same is transferred to Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble NCLT') and is pending vide No.CSP-190(MB)/2017 under section 230-231 of the Companies Act, 2013.

(4) The Company has neither paid Annual Listing Fees for the year 2018-19 nor has it paid for the year 2017-18 since, the Company is still awaiting the order of Hon'ble NCLT in the aforesaid matter.

(5) The Securities and Exchange Board of India passed an Order vide No. WTM/PS/CFD/JUNE/2013 dated 4<sup>th</sup> June, 2013 under Section 11(1), 11(2)(i), 11(4) and 11(5) of the Securities and Exchange Board of India Act, 1992 read with section 12A of Securities Contract (Regulation) Act, 1956 (SCRA) in relation to the compliance by listed companies (including the Company) with the requirement of minimum public share holding inter alia:

- a) direct freezing of voting rights and corporate benefits of the promoter/promoter group shareholding;
- b) prohibition on the promoters /promoter group from dealing in securities of their respective companies;
- c) restraint on Promoter/promoter group shareholders from holding any new position as a director in any Listed Company;



	Disclosure Requirements) Regulations 2015	certificate from a practicing company	2019, the Company has complied with the said regulation with a
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Continuation Sheet.....

		of the listed entity			
		and the authorised representative of the share transfer agent.			
4.	Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements)	Public share holding is below the threshold as prescribed under	Minimum public shareholding shall be at least 25% pursuant to Regulation 38 of		
	Regulations, 2015	Rule 19A of the Securities Contracts (Regulation) Rules, 1957	LODR read with Rule 19(2) and Rule 19A of the Securities Contract (Regulation) Rules, 1957. However, public shareholding has remained only 12.44% during the year under review. As informed to us, the Company is still awaiting the order of Hon'ble NCLT in the		
			and transfer in share capital		
	Regulation 31(2) of SEBI (Listing Obligations and Disclosure	Non-fulfilment of criteria pertaining to Mandatory	Entire shareholding of the promoters is required to be held in		5.

30/11/2018, SD/DOPL and Bangalore. Complied with the UPO/18/72 and details was as per circular only partially 2018 read with only through RSD/DOS3/CIR Annual Report 115 dtd. July

SEBI/MI/ April 20, SEBI/MI/ /P/2018, 16, 2018

has maintained proper records under the provisions of the ns and circulars/ guidelines issued there under in so far as our examination of those records;

(b) The listed entity above Regulation it appears from





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- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
N.A.	NA	NA	NA	NA

