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A N N U A L  
R E P O R T**

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**ALFA ICA (INDIA) LTD.**

# ALFA ICA (INDIA) LTD.

## 25TH ANNUAL REPORT 2015-2016

CIN L20100GJ1991PLC016763

### BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Shyam Sunder Tibrewal : (Chairman) Independent Director  
 Inder Chand Nahta : Independent Director  
 Rishi Tikmani : Whole-time Director  
 Pooja Tikmani : Woman Director (Executive Director)  
 Sanjeev Sharma : Independent Director  
 Hansraj Shekhani : Chief Financial Officer  
 Jhanki Poptani : Company Secretary

**Note:** There was untimely demise of the Managing Director Shri Rajendra Tikmani during the year.

### AUDIT COMMITTEE

Shyam Sunder Tibrewal : Chairman  
 Inder Chand Nahta  
 Rishi Tikmani

### SHAREHOLDERS RELATIONSHIP COMMITTEE:

Shyam Sunder Tibrewal : Chairman  
 Inder Chand Nahta  
 Rishi Tikmani

### NOMINATION AND REMUNERATION COMMITTEE:

Inder Chand Nahta : Chairman  
 Shyam Sunder Tibrewal  
 Sanjeev Sharma

### REGISTERED OFFICE

1-4, Uma Industrial Estate  
 Village Vasana - Iyawa,  
 Tal. Sanand, Dist. Ahmedabad, Gujarat

### ADMINISTRATIVE OFFICE

Alfa Pallazzo, Near Shivranjani Cross Road,  
 Satellite Road,  
 Ahmedabad – 380 015

### PLANT

204-205, Uma Industrial Estate,  
 Village Vasana - Iyawa, Tal. Sanand  
 Dist.-Ahmedabad, Gujarat

### BANKERS OF THE COMPANY

State Bank of India  
 Laghu Udhog Branch, Ahmedabad

### AUDITORS

O.P. Bhandari & Co.  
 Chartered Accountants  
 30, Omkar House, C.G. Road  
 Navarangpura.  
 Ahmedabad - 380 009.

### SECRETARIAL AUDITOR

Kamlesh M Shah & Co.  
 Practicing Company Secretary  
 801-A, Mahalay Complex, Navrangpura,  
 Ahmedabad- 380 009

### REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd  
 Unit No. 303, 3rd Floor,  
 Shoppers Plaza V, Opp. Municipal Market,  
 Behind Shoppers Plaza II, Off C G Road,  
 Navrangpura, Ahmedabad – 380009

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## NOTICE

**NOTICE** is hereby given that 25<sup>th</sup> Annual General Meeting of the Members of **ALFA ICA (INDIA) LIMITED** will be held on Thursday, **15<sup>th</sup> September, 2016** at 4.00 P.M. at the Registered office of the Company at 1-4, Uma Industrial Estate, Iyawa, Sanand, Ahmedabad – 380 015 to transact the following business:-

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director, Ms. Pooja Tikmani (DIN 06944249), who retires by rotation and being eligible offers herself for re-appointment.

**“RESOLVED THAT** Ms. Pooja Tikmani (DIN 06944249) who retires by rotation at this meeting and being eligible has offered herself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors ) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), M/s. O.P. Bhandari & Co., Chartered Accountants (Firm Registration No. 112633W), be and hereby appointed as Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2017 and to hold office till the conclusion of the 26th AGM, at such remuneration as shall be fixed by the Board of Directors of the Company.”

### **SPECIAL BUSINESS:**

4. 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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 30 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

BY Order of the Board of Directors

**Rishi Tikmani**

Whole-time Director

(DIN: 00638644)

Place : Ahmedabad

Date : 10<sup>th</sup> August, 2016

### **NOTES**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her self and proxy need not be a member of the Company. 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. In case 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 person or shareholder. The proxies in order to be effective must be received at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
2. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 09<sup>th</sup> September, 2016 to Thursday, 15<sup>th</sup> September, 2016 (both days inclusive).
4. Members holding shares in demat form are requested to contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandates, etc. Members holding shares in physical form are requested to intimate such changes to Registrar and Transfer Agents of the Company.

5. Details of Director retiring by rotation as required to be provided under the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are given in detail in the Annexure to this Notice.
6. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically.
7. Members/Proxies should fill Attendance Slip for attending the meeting.
8. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
9. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
10. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31<sup>st</sup> March, 2016 is uploaded on the Company's website [www.alfaica.com](http://www.alfaica.com).

Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.

**11. Voting through electronic means:**

In compliance with provisions of Regulation 44 of the Listing Regulations, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the Secretarial Standard on General Meetings, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The voting period begins on 12.09.2016 at 10 a.m. and ends on 14.09.2016 at 5.30 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of (record date) of 08.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**In case of members receiving e-mail:**

- i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii) Click on "Shareholders" tab.
- iii) Now, select the "COMPANY NAME" i.e. ALFA ICA (INDIA) LIMITED from the drop down menu and click on "SUBMIT"
- iv) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

	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"> <li>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 last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number 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. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.</li> </ul>
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.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.</li> </ul>

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- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) 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.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant Company, i.e. The ALFA ICA (INDIA) LIMITED, on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non-Individual Shareholders and Custodians
  - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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

Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.

### **GENERAL INSTRUCTIONS FOR VOTING:**

- a. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the company as on 08.09.2016
- b. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d. 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- e. The Scrutinizer, after scrutinising the votes cast at the meeting through poll and through e-voting will, not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.alfaica.com](http://www.alfaica.com) and on the website of [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- f. The results of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within three days of the AGM.

**INFORMATION OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

(PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS &amp; SECRETARIAL STANDARD -2)

Name of Director	POOJA TIKMANI DIN: 06944249
Date of Birth	12.01.1980
Date of Appointment	18.08.2014
Relationship with other Directors Inter se	Mr. Rishi Tikmani - Brother
Profile & Expertise in Specific functional Areas	In charge Purchase, Design Selection, Environment/Pollution
Experience (No. of years)	14
Qualification	B.E.
No. of Equity Shares held in the Company	40,000
List of other Companies in which Directorships are held	Nil
List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held	N.A.

**AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 TO THE RESOLUTIONS MENTIONED UNDER THE HEAD SPECIAL BUSINESS OF THE NOTICE CONVENING THE 25<sup>th</sup> ANNUAL GENERAL MEETING.****ITEM NO 4: BORROWING POWERS OF THE COMPANY**

Section 180(1)(c) of the Companies Act, 2013, requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution. The Company for its day-to-day operations and future expansion will require funds. It is, therefore, proposed that the Board of Directors of the Company be authorized to borrow funds upto a limit of ₹ 30 Crores (Rupees Thirty Crores only).

Accordingly, the Board recommends the Resolution at Item No. 4 of the Notice for approval of the members by a Special Resolution through postal ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

BY Order of the Board of Directors

Place : Ahmedabad  
Date : 10<sup>th</sup> August, 2016

**Rishi Tikmani**  
Whole-time Director  
(DIN: 00638644)

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## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present 25<sup>th</sup> Annual Report and the Company's Audited Financial Statements for the financial year ended on 31st March 2016.

### FINANCIAL HIGHLIGHTS

Particulars	Current Year 31.03.16	Previous Year 31.03.15
Total Turnover and other Receipts	513,933,250	570,856,544
Gross Profit/Loss(Before deducting any of the following)	35,001,623	36,206,236
A. Interest and Financial charges	14,301,539	14,928,223
B. Depreciation	6,677,622	6,706,639
C. Tax Liability		
I. Current Tax	4,894,897	5,189,468
II. Deferred Tax	(3,659,712)	(1,228,995)
Net Profit available for appropriation	<b>12,787,277</b>	<b>10,610,901</b>
Provision for Investment Allowance Reserve	Nil	Nil
Net Profit.		
A. Add : Brought forward from last year's balance	39,291,373	44,006,924
B. Less : Transferred to General Reserve	Nil	Nil
Transitional adjustment on account of depreciation	-	15,326,452
Dividend	NIL	NIL
Balance Carried forward	<b>52,078,650</b>	<b>39,291,373</b>

### COMPANY PERFORMANCE

During the year under review net turnover of the Company has been decreased from ₹ 570,856,544 to ₹ 513,933,250 as compared to previous year's turnover. In spite of this, during the year company was able to increase its net profit as compared to previous year's net profit from ₹ 10,610,901 to ₹ 12,787,277 in the corresponding year.

### DIVIDEND

No Dividend is declared for the current financial year due to conservation of resources for long term requirements of working capital funds and to reduce borrowing cost.

### PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

### LOAN, GUARANTEES OR INVESTMENTS

During the year, the Company has not made any investment nor given any loan or guarantees under Section 186 of Companies Act, 2013.

### BUSINESS ACTIVITY

The Company is presently engaged in the process of manufacturing High Pressure Laminate (H.P.L) Sheets & Compacts which are available in several Colours, Designs and Textures. Alfa range consists of more than 400 design decors and more than 50 textures. With more decors and more finishes, our innovation brings you beautiful, high quality environmental friendly decorative solutions. These High Pressure Laminates are recognized and appreciated by architects, interiors and fitters. The Laminate sheets are used for various applications in many areas such as:

- Furniture Covering
- Wall Paneling
- Partitions
- Door Covering
- Shower Panels
- Interior Wall Paneling
- Exterior Wall Cladding
- Green Chalk Board
- White Marker Board
- Kitchen Top and Backsplash
- Table Top and many other areas.

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**MANAGEMENT DISCUSSION AND ANALYSIS (MDA)**

The annexed Management Discussion and Analysis forms a part of this report and covers, amongst other matters, the performance of the Company during the Financial Year 2015-16 as well as the future outlook.

**BOARD MEETINGS**

During the year, four Board Meetings were held on 26<sup>th</sup> May 2015, 24<sup>th</sup> July 2015, 9<sup>th</sup> November 2015, and 11<sup>th</sup> February 2016.

**RELATED PARTIES TRANSACTIONS**

During the financial year under review, the Company has not entered into transactions with the related parties as defined under Section 2(76) of the Companies Act, 2013 for sale/purchase of goods or services. Other details for inter corporate financial transactions or remuneration and other benefits paid to directors, their relatives, key managerial personnel etc. are given in the notes to the accounts vide note no. 26 as per requirements of AS 18.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Ms. Pooja Tikmani (DIN 06944249), Executive Director will retire by rotation at the ensuing Annual General Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible offers herself for re-appointment. The Board recommends her reappointment. Appropriate resolutions for her re-appointment is being placed for your approval at the ensuing AGM. The brief resume of the Directors and other related information has been detailed in the Notice convening the 25<sup>th</sup> AGM of your Company.

The Independent Directors of your Company hold office upto 31<sup>st</sup> March, 2019 and are not liable to retire by rotation. Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Regulation 16 (1) (b) of Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force).

Shri Rishi Tikmani, Whole-time Director, Shri Hansraj Sekhani, CFO & Ms. Jhanki Poptani, Company Secretary are the Key Managerial Personnel of your Company in accordance with the provisions of Section 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

**DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Section 134(3) (c) of the Act, your Directors state that:

- a) in the preparation of the financial statements for the financial year ended 31<sup>st</sup> March 2016, as far as possible and to the extent, if any, accounting standards mentioned by the auditors in their report as not complied with, all other applicable accounting standards have been followed along with proper explanation relating to material departure;
- b) such accounting policies have been selected and applied them consistently and judgments and estimates made 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 and profit of the Company for the year ended on that date;
- c) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities;
- d) the annual financial statements are prepared on a going concern basis; and
- e) proper internal financial controls are in place and that such internal financial controls are adequate and were operating effectively.
- f) proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**CORPORATE GOVERNANCE REPORT**

**The Company is exempted from providing report on Corporate Governance in accordance with regulation 34(3) and schedule V(C) to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, ("Listing Regulations") along with the auditor's certificate.**

**CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to your Company.

**Statutory Auditors**

At the 24<sup>th</sup> AGM of your Company, the shareholders had approved the appointment M/s. O.P. Bhandari & Co, Chartered Accountants, (Firm Registration No. 112633W) as Statutory Auditor of the Company to hold office till the conclusion of the 26<sup>th</sup> Annual General Meeting subject to ratification of shareholders in every Annual General Meeting. Accordingly, a resolution



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seeking Members' ratification on appointment of M/s. O.P. Bhandari & Co., Chartered Accountants, as the statutory Auditors of the Company for the financial year 2016-17 is included at item No.3 of the Notice convening the Annual General Meeting. The Board has duly reviewed the Statutory Auditor's Report on the accounts. The observations and comments, appearing in the Auditor's Report are self-explanatory and do not call for any further explanation/clarification by the Board of Directors as provided under section 134 of the Act.

## SECRETARIAL AUDITOR

In terms of Section 204 of the Companies Act, 2013, the Board of Directors of your Company at its meeting held on 24<sup>th</sup> May, 2016 has appointed M/s. KAMLESH M SHAH & CO., Practicing Company Secretary (Certificate of Practice No. 2072), as the Secretarial Auditor to conduct an audit of the secretarial records, for the financial year 2016-17.

Your Company has received consent from Mr. Kamlesh Shah to act as the auditor for conducting audit of the Secretarial records for the financial year ending 31<sup>st</sup> March, 2017.

The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2016 is annexed herewith as "**ANNEXURE A**" to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## RISK MANAGEMENT

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

## VIGIL MECHANISM/WHISTLE BLOWER POLICY

In accordance with the Section 177(9) of the Act and rules framed thereunder read with Regulation 22 of the Listing Regulations, the Company has a Whistleblower Policy in place for its Directors and Employees to report concerns about the unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for protected disclosures that can be a whistle blower through e-mail or letter or to the Chairperson of the Audit Committee. Whistle Blower Policy is disclosed on the website of the Company.

During the year ended on 31<sup>st</sup> March, 2016, the Company did not receive any information under the scheme.

## Extract of Annual Report

The details forming part of the extract of the Annual Return as on 31<sup>st</sup> March, 2016 in form MGT 9 in accordance with Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration ) Rules, 2014 is annexed herewith as "**ANNEXURE B**" to this report.

## PARTICULARS OF THE EMPLOYEES

Particulars of the employees as required under provisions of Section 197 (12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, are attached with this report - "**Annexure - C**". There was no employee who was in receipt of remuneration in excess of ₹ 8.5 Lacs per month during the year or ₹ 1.2 Crore per annum in the aggregate if employed part of the year.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is furnished in Annexure to Directors Report and is attached to this report. - "**Annexure -D**".

## MATERIAL CHANGES / INFORMATION

No material changes have taken place after the closure of the financial year up to the date of this report which may have substantial effect on the business and financial of the Company.

No significant and material orders have been passed by any of the regulators or courts or tribunals impacting the going concern status and companies operations in future.

## GENERAL DISCLOSURE

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134(3) of the Act and Rule 8 of the Companies (Accounts) Rules, 2014 to the extent the transactions took place on those items during the year.

## APPRECIATION

Your Directors take this opportunity to express their sincere appreciation to the shareholders, customers, bankers, suppliers, employees and other business associates for the excellent support and co-operation extended by them.

On behalf of the Board of Directors

**Shyam Sunder Tibrewal**

Chairman

(DIN: 00500621)

Place : Ahmedabad  
Date : 24<sup>th</sup> May, 2016

**ANNEXURE TO THE DIRECTORS' REPORT**

**Annexure – A to the Directors' Report**

SECRETARIAL AUDIT REPORT (Form MR -3)

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014]

To,  
The Members,  
ALFA ICA (INDIA) LIMITED  
CIN: L20100GJ1991PLC016763

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ALFA ICA (INDIA) LIMITED. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the records of ALFA ICA (INDIA) LIMITED 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2016 complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliances mechanism in place to the extent , in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and record maintained by ALFA ICA (INDIA) LIMITED (CIN: L20100GJ1991PLC016763) for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

- (i) The Companies Act, 2013(the Act) and the rules made thereunder;
  - (ii) The Securities Contracts (Regulations) 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 regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:
  - (v) The following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act') :-
    - (a) The Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015;
    - (b) The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeover) Regulations, 2011;
    - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading)Regulations,1992;
    - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
    - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
    - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
    - (g) The Securities and Exchange Board of India(Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - (h) The Securities and Exchange Board of India(Delisting of Equity Shares)Regulations, 2009 and
    - (i) The Securities and Exchange Board of India (Buyback of Securities)Regulations, 1998;
  - (vi) As stated in the **Annexure – A** – all the laws, rules, regulations are applicable specifically to the company.
- We have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India though it is applicable w.e.f 1<sup>st</sup> day of July 2015 and not mandatory right now is also complied.
  - (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchanges.