

27th  
**ANNUAL  
REPORT**  
2017-2018



**ALFA ICA (INDIA) LIMITED**

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

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

**CHIEF FINANCIAL OFFICER**

Hansraj Sekhani

**COMPLIANCE OFFICER**

Sejal M. Kanabi  
Company Secretary

**STATUTORY AUDITORS****Doogar & Associates**

Chartered Accountants  
13, Community Centre,  
New Delhi - 110 065

**SECRETARIAL AUDITOR****Kamlesh M. Shah & Co.**

Practising Company Secretary  
801-A, Mahalay Complex,  
Navrangpura, Ahmedabad - 380 009

**BANKERS OF THE COMPANY**

State Bank of India  
Laghu Udhog Branch, Ahmedabad

**REGISTERED OFFICE**

1-4, Uma Industrial Estate,  
Village Vasana- Iyawa,  
Tal. Sanand, Dist. Ahmedabad -382110  
CIN:L20100GJ1991PLC016763

**ADMINISTRATIVE OFFICE**

Alfa-Palazzo, Near Shivrangani Cross Road,  
Satellite Road, Jodhpur,  
Ahmedabad – 380 015

**PLANT**

204-205, Uma Industrial Estate,  
Village Vasana- Iyawa,  
Tal. Sanand, Dist. Ahmedabad- 382110

**REGISTRAR & SHARE TRANSFER AGENT**

Link Intime India Private Limited  
506-508, Amarnath Business Center (ABC-I),  
Beside Gala Business Center,  
Near St. Xavier's College Corner, Off C. G. Road,  
Navrangpura, Ahmedabad – 380 009

**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

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**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 27<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ALFA ICA (INDIA) LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 06, 2018 AT 04:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 1-4, UMA INDUSTRIAL ESTATE, VASNA-IYAWA, TALUKA: SANAND, DISTRICT: AHMEDABAD - 382 110 TO TRANSACT THE FOLLOWING BUSINESSES:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial statements of the Company including the Audited Balance Sheet as on March 31, 2018, the Statement of Profit and Loss and the Cash flow statement for the year ended on that date and the Reports of the Board of Directors and the Auditors of the Company.
2. To declare final dividend on the Equity Shares for the Financial Year ended on March 31, 2018.
3. To reappoint a director, Ms. Pooja Tikmani (DIN: 06944249), who retires by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

4. To adopt new set of Memorandum of Association of the company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Memorandum of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions."

5. To adopt new set of Articles of Association of the company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions."

By Order of the Board of Directors

**Shyam Sunder Tibrewal**

Chairman

(DIN: 00500621)

Place: Ahmedabad

Date : 09/08/2018

**IMPORTANT NOTES:**

1. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 31, 2018 to Thursday, September 06, 2018 (both days inclusive) for the purpose of AGM / Annual closing.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
Pursuant to Section 105 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. A blank proxy form is being sent herewith. The instrument of appointing proxy, duly stamped completed and signed, should be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
5. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board Resolution authorizing such representatives to attend and vote on their behalf at the Annual General Meeting.

7. Members holding shares in dematerialized 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, etc. Members holding shares in physical form are requested to intimate such changes to Registrar and Transfer Agents of the Company.
8. Details of Director seeking re-appointment in Annual General Meeting pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) are given in detail in the Annexure to this Notice.
9. 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.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, the Notice of 27<sup>th</sup> Annual General Meeting along with Attendance Slip and Proxy Form, part of the Annual Report 2017-18 is being sent to all members whose e-mail addresses are registered with the Company or with the Depository Participants for communication purpose unless any member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. Members desiring any information or clarification on Accounts are requested to send written queries to the Company, at least seven days in advance so as to enable the management to keep information ready at Annual General Meeting.
12. The Notice of the Annual General Meeting and Annual Report 2017-18 of the Company will be available on Company's website [www.alfaica.com](http://www.alfaica.com).
13. Members are requested to note that M/s Link Intime India Private Limited, 506-508, Amarnath Business Center (ABC-I), Beside Gala Business Center, Near St. Xavier's College Corner, Off C G Road, Navrangpura, Ahmedabad – 380 009, is the Registrar and Transfer Agent (RTA) to look after the work related to shares held in physical and dematerialised form.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and their bank details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN and bank details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and bank details to the Company or its Share Registrars and Transfer Agents.
15. As per the Circular .No. LIST/COMP/15/2018 dated July 05, 2018 of BSE all the members holding shares in Physical form are advised to convert their shares in dematerialised form before December 05, 2018.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all the resolutions set forth in this Notice. The instructions for e-voting are given elsewhere in the Notice.
17. The facility for voting either through ballot or polling paper shall also be made available by the Company at the AGM and the members attending the meeting who have not casted their vote by remote e-voting, will be able to exercise their right at the meeting through ballot or polling paper, as case may be. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
18. A route map to the venue of the AGM is enclosed.

**Details of the Director seeking re-appointment at the 27th Annual General Meeting  
{In pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015 & Secretarial Standard on General Meetings (SS-2)}**

Name of Director	Ms. Pooja Tikmani
Director Identification Number	06944249
Date of Birth	January 12, 1980
Qualification	Bachelor of Engineering from Gujarat University.
Experience	Ms. Pooja Tikmani is presently working as a Director of the Company. She has three (03) years experience in the field of purchase, corporate communications and customer relationship management.
Terms and Conditions of Re-appointment	Mrs. Pooja Tikmani is proposed to be re-appointed as a Director of the Company at a gross salary of ₹ 3,00,000/- per month and other perquisites/allowances as determined by the Board or Nomination and Remuneration committee thereof.
Last Remuneration drawn	₹ 24,60,000 p.a.
Date of first appointment on the Board	August 18, 2014
No. of Equity Shares held in the Company	4,39,600
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Rishi Tikmani (Brother)
Directorships held in other Companies	Nil
Chairmanship/Membership of the committee of the Board of Directors of the Company	Nil
Committee position held in other Companies	Nil

**INSTRUCTION FOR REMOTE E-VOTING**

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as may be amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by Company Secretaries of India, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional

The remote e-voting period shall commence at 09.00 a.m. on Monday, September 03, 2018 and will end at 05.00 p.m. on Wednesday, September 05, 2018.

The cut-off date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at Annual General Meeting (AGM) is Friday, August 10, 2018. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date, shall be entitled to avail the facility of E-voting or voting at the meeting through ballot paper. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

In case of members receiving e-mail:

1. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
2. Click on “Shareholders” tab.
3. Select the “COMPANY NAME” i.e. ALFA ICA (INDIA) LIMITED from the drop down menu and click on “SUBMIT”
4. 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.
5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. 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.</li> </ul> <p>E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.</p>
DOB	<p>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.</p>
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>

8. After entering these details appropriately, click on “SUBMIT” tab.

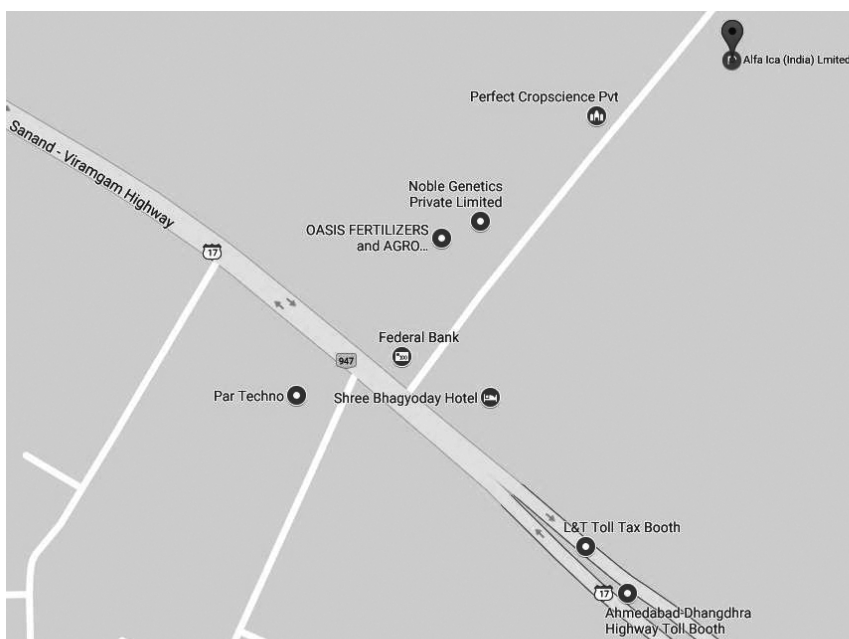
9. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN against the company's name i.e. The ALFA ICA (INDIA) LIMITED, on which you choose to vote.
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. 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.
18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. 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](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 serial no. (1) to serial no. (19) 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 Friday, August 10, 2018.
- (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 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.
- (G) Mr. Kamlesh M. Shah, Proprietor of M/s Kamlesh M. Shah & Co., (Membership No.: 8356 and COP No.: 2072) has been appointed as scrutinizer to scrutinize e-voting process.

Route Map of the AGM Venue

**AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO 4:**

The existing Memorandum of Association ("MoA") of the Company, based on Companies Act, 1956 ("1956 Act") are no longer in conformity with the Companies Act, 2013 ("2013 Act"). With the enactment of 2013 Act, several clauses of MoA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 13 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association. The Members can obtain a copy of the entire set of proposed new Memorandum of Association from the Company's Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as a Special Resolution

**ITEM NO 5:**

The existing Articles of Association ("AoA") of the Company, based on the Companies Act, 1956 are no longer in conformity with the 2013 Act. With the coming into force of 2013 Act, several regulations of AoA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The Members can obtain a copy of the entire set of proposed new Article of Association from the Company's Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as a Special Resolution.

By Order of the Board of Directors

Place: Ahmedabad  
Date : 09/08/2018

**Shyam Sunder Tibrewal**  
Chairman  
(DIN: 00500621)

**DIRECTORS' REPORT**

We have pleasure in presenting the 27th Annual Report of the Company along with the audited statement of accounts for the year ended March 31, 2018. The financial results for the year are shown below. The working and operational parameters of all the plants of the Company were quite satisfactory during the year.

**FINANCIAL HIGHLIGHTS****(Amount in INR)**

Particulars	Current Year 31.03.18	Previous Year 31.03.17
Total Turnover and other Receipts	583,217,609	528,016,555
Gross Profit/Loss (Before deducting any of the following)	35,154,886	33,114,457
A. Interest and Financial charges	12,354,275	12,045,922
B. Depreciation	6,843,287	6,529,692
C. Tax Liability		
I. Current Tax	5,048,675	4,337,220
II. Deferred Tax	(870,191)	550,703
Net Profit available for appropriation	<b>11,778,840</b>	<b>9,650,920</b>
Provision for Investment Allowance Reserve	Nil	Nil
Net Profit		
A. Add: Brought forward from last year's balance	61,729,570	52,078,650
B. Less: Transferred to General Reserve	Nil	Nil
Transitional adjustment on account of depreciation	-	-
Dividend	NIL	NIL
Balance Carried forward	<b>73,508,410</b>	<b>61,729,570</b>

**SHARE CAPITAL**

The paid up Equity Share Capital as on March 31, 2018 is ₹ 40,400,000. During the year under review, the Company has not issued any shares.

**RESULT OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS**

During the year under review, total revenue of the Company is ₹ 583,217,609 as against ₹ 528,016,555 in the previous year. Profit for the year 2017-18 is ₹ 11,778,840 as against ₹ 9,650,920 in the previous year.

**TRANSFER TO RESERVES**

Company has not proposed any amount to be carried to any reserves.

**EXPORT**

The total exports of the Company amounted to ₹ 454,608,223 (Previous year ₹ 397,058,258) representing about 82.62 percent of the sales. The Company is trying to locate new export markets for its products and see good potential for growth in the export business.

**DIVIDEND**

The Directors have recommended payment of dividend of ₹ 1/- per equity share of ₹ 10 each i.e. 10% of paid up capital for the Financial Year 2017-18. The dividend, if declared at the

Annual General Meeting, will be paid on October 06, 2018 to those Shareholders whose name appears in the Register of Shareholders/Beneficial Owner as on August 10, 2018. As per the Income Tax Act, 1961, the tax on dividend will be borne by the Company.

**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).

**SUBSIDIARY COMPANIES**

Your Company does not have any subsidiary company during the year; hence consolidation of financial data of the subsidiary company is also not applicable to the Company for the financial year 2017-18.

**EVALUATION OF THE PERFORMANCE OF THE BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013 read with Rules framed thereunder and in compliance with the requirements of SEBI (LODR) Regulations, 2015, the Board has carried out the annual evaluation of its own performance, performance of the Directors individually as well as the performance of the working



of its Audit, Nomination & Remuneration and other Committees of the Board. At the meeting of the Board, all the relevant factors that are material for evaluating the performance of individual Directors, the Board and its various Committees, were discussed in detail. A structured questionnaire each, for evaluation of the Board, its various Committees and individual Directors, was prepared and recommended to the Board by the Nomination & Remuneration Committee, for doing the required evaluation, after taking into consideration the input received from the Directors, covering various aspects of the Board's functioning, such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance, etc.

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 and its minority Shareholders, etc. The performance evaluation of the independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and non independent Directors was also carried out by the Independent Directors at their separate meeting. The Directors expressed their satisfaction with the evaluation process.

#### BOARD MEETINGS

During the year, five Board Meetings were held. Five Audit committee's meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Act and the Listing Regulations.

#### AUDIT COMMITTEE COMPOSITION

The Audit Committee comprises of Mr. Shyam Sunder Tibrewal, Independent Director as Chairman, Mr. Inder Chand Nahta, Independent Director and Mr. Rishi Tikmani, Whole-time Director as Members.

Further, as per section 177(8) of the Companies Act, 2013 there was not any case during the period under review that any recommendation is made by the Audit Committee and the Board has not accepted it.

#### 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.

#### 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 2017-18 as well as the future outlook.

#### DECLARATION OF INDEPENDENCE

All Independent Directors have given declarations as required under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and qualify to act as Independent Director of the Company.

#### DIRECTORS AND KEY MANAGERIAL PERSONNEL

Ms. Pooja Tikmani (DIN: 06944249), 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 re-appointment. An appropriate resolution 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 27th AGM of your Company.

The Independent Directors of your Company hold office upto March 31, 2019 and are not liable to retire by rotation.

There was no other appointment or cessation of key managerial personnel during the financial year.

Mr. Rishi Tikmani, Whole-time Director, Shri Hansraj Sekhani, CFO & Ms. Sejal Kanabi, 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).

#### DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board of Directors formulated the Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The salient aspects covered in the Remuneration Policy, covering the policy on appointment and remuneration of Directors, key managerial personnel and employees.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134 (3) (c) of the Companies Act, 2013 your Directors confirm that:

- a) in the preparation of the financial statements for the financial year ended March 31, 2018, as far as possible and to the extent, if any, accounting standards mentioned by the auditors in their report are 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) the Directors have taken 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 Directors have prepared the annual accounts 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) the Directors have devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems are 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.

**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 26th Annual General Meeting of the Company held in the year 2017, the shareholders had approved the appointment of M/s Doogar & Associates (Firm Registration Number: 000561N), Chartered Accountants, as the Statutory Auditors of the Company to hold office for 5 (five) consecutive years, subject to ratification by Shareholders in every Annual General Meeting.

Proviso (1) of sub-section (1) of Section 139 of the Act which mandates that the Company shall place matter relating to such appointment for ratification by Shareholders at every Annual General Meeting has been omitted by the Companies (Amendment) Act, 2017 effective May 07, 2018. Therefore, for

the Financial Year 2018-19 and thereafter, ratification of Auditors appointment every year at the Annual General Meeting is no longer required.

**SECRETARIAL AUDITOR**

In terms of Section 204 of the Companies Act, 2013, the Board of Directors of your Company at its meeting held on May 26, 2018 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 2018-19.

Your company has received consent from M/s. Kamlesh M Shah & Co. to act as the Secretarial auditor for conducting audit of the Secretarial records for the financial year ending on March 31, 2019.

The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith as "ANNEXURE A" to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**RISK MANAGEMENT**

Your Company has a robust Risk Management policy. The Company through Board and Audit Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. Risk Management forms an integral part of the Company's planning process. There are no risks, which in the opinion of the Board threaten the existence of your Company.

**ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has in place robust internal control procedures commensurate with its size and operations. Company has the internal controls Department headed by Internal Auditor of the company. The Board of Directors is also responsible for the internal control system, sets the guidelines, verifying its adequacy, effectiveness and application. The Company's internal control system is designed to ensure management efficiency, measurability and verifiability, reliability of accounting and management information, compliance with all applicable laws and regulations, and the protection of the Company's assets so that the company's main risks (operational, compliance-related, economic and financial) are properly identified and managed over time.

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:**

In terms of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted Code of Conduct prohibiting, regulating and monitoring the dealings in the securities of the Company by Directors, Designated Employees and Connected Persons while in possession of unpublished price sensitive information in relation to the securities of the Company. The code of conduct is available at the Company's website at [www.alfaica.com](http://www.alfaica.com) under investor segment.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY**

In accordance with the Section 177(9)& (10) of the Companies Act, 2013 and rules framed thereunder read with Regulation 22 of