

28th
**ANNUAL
REPORT**
2018-2019



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

COMPANY SECRETARY & COMPLIANCE OFFICER

Sejal Kanabi (Resigned w.e.f. 08th May, 2019)
Himadri Trivedi (Appointed w.e.f. 09th May, 2019)

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
LaghuUdhyog 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 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ALFA ICA (INDIA) LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 06, 2019 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, 2019, the Statement of Profit and Loss and the Cash flow statement for the year end 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, 2019.
3. To reappoint a director, Mr. Rishi Tikmani (DIN:00638644), who retires by rotation being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To approve the re-appointment of Mr. Shyam Sunder Tibrewal (DIN: 00500621), as an Independent Director of the company 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 Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shyam Sunder Tibrewal (DIN: 00500621) Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years with effect from September 06, 2019 to September 05, 2024 and whose office shall not be liable to retire by rotation"

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto"

5. To approve the re-appointment of Mr. Inder Chand Nahta (DIN: 03565091), as an Independent Director of the company 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 Sections 149,150, 152 and any other applicable provisions of

the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Inder Chand Nahta (DIN: 03565091) Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years with effect from September 06, 2019 to September 05, 2024 and whose office shall not be liable to retire by rotation"

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto"

6. To approve the re-appointment of Mr. Sanjeev Kumar Sharma (DIN: 00835187), as an Independent Director of the company 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 Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanjeev Kumar Sharma (DIN: 00835187) Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years with effect from September 06, 2019 to September 05, 2024 and whose office shall not be liable to retire by rotation"

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto"

By Order of the Board of Directors

Shyam Sunder Tibrewal

Chairman

(DIN: 00500621)

Place: Ahmedabad

Date : 6th August, 2019

NOTES:

1. The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be appointed/ re-appointed and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.

2. 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.

3. 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.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 30, 2019 to Friday, September 06, 2019 (both days inclusive) for the purpose of AGM / Annual closing.

5. Members who hold shares in dematerialized 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. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will

facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares. SEBI vide Press Release dated 27th March, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.

9. 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.

10. 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.

11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice of 28th Annual General Meeting along with Attendance Slip and Proxy Form, part of the Annual Report 2018-19 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.

12. 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.

13. The Notice of the Annual General Meeting and Annual Report 2018-19 of the Company will be available on Company's website www.alfaica.com.

14. 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 dematerialized form.

15. 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. Member holding shares in electronic format, 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.

16. 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 shareholding in dematerialized form before December 05, 2018.

17. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, 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.
18. 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.
19. A route map to the venue of the AGM is enclosed.

Details of the Director seeking re-appointment at the 28th 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 the Director & Qualification	Experience	Disclosure of relationship with other director, Key Managerial Personnel or promoter of the company	Directorships held in other Companies	No. of Equity Shares held in the Company
Mr. Rishi Tikmani (DIN: 00638644) (Age: 38 years) He is Master of Business Administration in International Business & Policy from University of West Minister (U.K) and Bachelor of Business Administration from Gujarat University. He is Whole time director of the company since 2006.	Mr. Rishi Tikmani is presently working as Whole-time Director of the Company. He has more than Thirteen years experience in the field of production & marketing and has been with the company since 2006.	He is related to (Brother of) Pooja Tikmani Women Director of the Company.	Nil	He is holding 5,61,200 equity shares of the company.
Mr. Shyam Sunder Tibrewal (DIN: 00500621) (Age: 67 years) He is Graduated in Commerce. He has been on the board of director of the company since 2008. He is an Independent director of the company since 2014.	Mr. Shyam Sunder Tibrewal has an experienced of over Forty years in Manufacturing Experience of dyes / chemicals plastics. He was also a president of The Plastics Export Promotion Council.	Not related to anyone.	Director: <ul style="list-style-type: none"> Alfa Ica (India) Limited Svar Synthetics Pvt. Ltd. Mayur Wovens Pvt. Ltd. The Plastics Export Promotion Council 	He is not holding any shares.
Mr. Inder Chand Nahta (DIN: 03565091) (Age: 66 Years) He is Graduated in commerce and a Chartered Accountant. He has been on the board of director of the company since 2011.	Mr. Inder Chand Nahta has an experienced in over thirty five years in Accounts, Audit, Taxation, Finance.	Not related to anyone.	Director: <ul style="list-style-type: none"> Alfa Ica (India) Limited 	He is not holding any shares.
Mr. Sanjeev Kumar Sharma (DIN: 00835187) (Age: 61 years) B.Sc., L.L.B, C.A., IIB, P.G.D.B.M He is an Independent Director of the company since 2014.	Mr. Sanjeev Kumar Sharma has an experienced of over twenty five years in banking and finance.	Not related to anyone.	Director: <ul style="list-style-type: none"> Alfa Ica (India) Limited Quantum Banking Resource Centre Pvt. Ltd. 	He is holding 400 equity shares of the company.

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 Tuesday, September 03, 2019 and will end at 05.00 p.m. on Thursday, September 05, 2019.

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 30, 2019. 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:

- Log on to the e-voting website **www.evotingindia.com** during the voting period.
- Click on "Shareholders" tab.
- Select the "COMPANY NAME" i.e. **ALFA ICA (INDIA) LIMITED** from the drop down menu and click on "SUBMIT"
- Now Enter your User ID:
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.

- 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 last 8 digits of the demat account/folio number in the PAN Field. 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. <p>E.g. If your name is Jagat Kumar with folio number 100 then enter JA00000100 in the PAN Field.</p>
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	<ul style="list-style-type: none"> Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the Said demat account or folio. 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.

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN against the company's name i.e. The ALFA ICA (INDIA) LIMITED, on which you choose to vote.

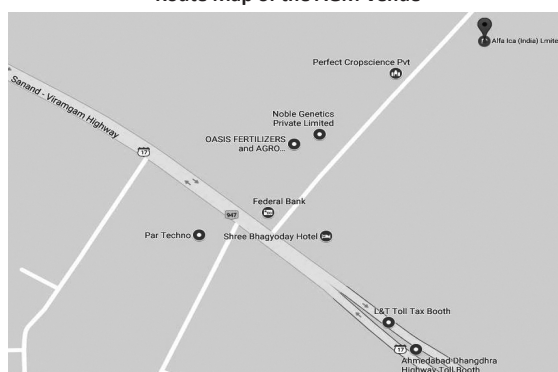
12. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the “RESOLUTIONS FILE 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 the 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> 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.
 - 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 favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
20. 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:

- (I) The voting rights of Members shall be in proportion to the shares held by the paid up equity share capital of the company as on Thursday August 29, 2019.
- (II) The facility for voting through ballot paper shall be made available at the AGM and the member 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.
- (III) 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.
- (IV) 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
- (V) The Scrutinizer, after scrutinizing 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 and on the website of www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- (VI) 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.
- (VII) 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:**

To approve the re-appointment of Mr. Shyam Sunder Tibrewal (DIN: 00500621), as an Independent Director of the company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

Mr. Shyam Sunder Tibrewal (DIN: 00500621), was appointed as an Independent Director of the Company by the members at the 23rd AGM of the Company held on September 23, 2014 for a period of five consecutive years. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shyam Sunder Tibrewal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from September 06, 2019 to September 05, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Shyam Sunder Tibrewal fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Shyam Sunder Tibrewal as an Independent Director

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Shyam Sunder Tibrewal as an Independent Director for another term of five consecutive years with effect from September 06, 2019 to September 05, 2024 for the approval by the shareholders of the Company. Except Mr. Shyam Sunder Tibrewal, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM. Mr. Shyam Sunder Tibrewal is not related to any Director of the Company.

ITEM NO 5:

To approve the re-appointment of Mr. Inder Chand Nahta (DIN: 03565091), as an Independent Director of the company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

Mr. Inder Chand Nahta (DIN: 03565091) was appointed as an Independent Director of the Company by the members at the 23rd AGM of the Company held on September 23, 2014 for a period of five consecutive years. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Inder Chand Nahta, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from September 06, 2019 to September 05, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Inder Chand Nahta fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Inder Chand Nahta as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Inder Chand Nahta as an Independent Director for another term of five consecutive years with effect from September 06, 2019 to September 05, 2024, for the approval by the shareholders of the Company. Except Mr. Inder Chand Nahta, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Mr. Inder Chand Nahta is not related to any Director of the Company.

ITEM NO 6:

To approve the re-appointment of Mr. Sanjeev Kumar Sharma (DIN: 00835187), as an Independent Director of the company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

Mr. Sanjeev Kumar Sharma (DIN: 00835187), was appointed as an Independent Director of the Company by the members at the 23rd AGM of the Company held on September 23, 2014 for a period of five consecutive years. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanjeev Kumar Sharma, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from September 06, 2019 to September 05, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and

Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Sanjeev Kumar Sharma fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sanjeev Kumar Sharma as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Sanjeev Kumar Sharma as an Independent Director for another term of five consecutive years with effect from September 06, 2019 to September 05, 2024, for the approval by the shareholders of the Company. Except Mr. Sanjeev Kumar Sharma, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. Mr. Sanjeev Kumar Sharma is not related to any Director of the Company.

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

Place: Ahmedabad
Date : 6th August, 2019

By Order of the Board of Directors

Shyam Sunder Tibrewal
Chairman
(DIN: 00500621)

DIRECTOR'S REPORT

We have pleasure in presenting the 28th Annual Report of the Company along with the audited statement of accounts for the year ended March 31, 2019. 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 ₹)

Particulars	Current Year March 31, 2019	Previous Year March 31, 2018
Total Turnover and other Receipts	565,090,029	583,217,609
Gross Profit/Loss (Before deducting any of the following)	40,904,573	35,154,886
A. Interest and Financial charges	16,151,645	12,354,275
B. Depreciation	6,900,925	6,843,287
C. Tax Liability		
i. Current Tax	4,380,401	5,048,675
ii. Deferred Tax	780,900	(870,191)
iii. Tax adjustments earlier years	235,763	
Profit after tax	12,454,939	11,778,840
Other Comprehensive income	111,534	
Total Comprehensive income	12,566,473	11,778,840
A. Add: Brought forward from last year's balance	73,508,410	61,729,570
B. Less: Transferred to General Reserve	Nil	Nil
Transitional adjustment on account of depreciation	-	-
Dividend	4,870,624	NIL
Balance Carried forward	81,204,259	73,508,410

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2019 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 ₹ 565,090,029 as against ₹ 583,217,609 in the previous year. Profit for the year 2018-19 is ₹ 12,566,473 as against ₹ 11,778,840 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 ₹ 430,148,173 (Previous year ₹ 454,608,223) representing about 79.42 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 2018-19. The dividend, if declared at the Annual General Meeting, will be paid before October 06, 2019 to those Shareholders whose name appears in the Register of Shareholders/Beneficial Owner as on August 29, 2019. 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 2019-20.

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

Pursuant to the provisions of the Companies Act, 2013 read with Rules framed there under 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