



ALKA INDIA LIMITED

**ANNUAL REPORT
2013-2014**

Contents

➤ Notice	2
➤ Directors Report	11
➤ Management Discussion And Analysis Report	14
➤ Corporate Governance Report	15
➤ Declaration and CEO certification under Clause 49 of Listing agreement with Audited Annual accounts	24
➤ PCS certificate on Corporate Governance	25
➤ Auditors Report	26
➤ Balance Sheet	31
➤ Profit and Loss Account	32
➤ Schedules Forming part of Accounts	33
➤ Cash Flow Statement	50
➤ Statement pursuant to Part IV to Companies act,1956	52
➤ Attendance Slip and Proxy form	54

ANNUAL REPORT 2013-2014

BOARD OF DIRECTORS

Mr. Ramakant Gokulchand	Chairman & Managing Director
Mr. Satish R. Panchariya	Executive Director
Mr. Ashok R. Panchariya	Director
Mr. Madanlal B. Purhoit	Independent Director
Mr. Anant K. Sharma	Independent Director
Mr. Neel A. Doctor	Independent Director

AUDITORS

Agrawal Jain and Gupta

Chartered Accountants

Shop No.2 , Ashok Vihar,Jaipur Road , Chomu
Jaipur -303702.

REGISTRAR AND SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt Ltd
Unit No.1 , Luthra Indl.Premises
Andheri Kurla Road , Safed Pool,
Andheri (East) Mumbai- 400 072.
022 22641376/022 22702485
www.sharexindia.com/info@sharexindia.com

REGISTERED OFFICE

E-211, Crystal Plaza, Opp. Fame adlabs,
New Link Road, Andheri (W),
Mumbai-400053,
Maharashtra.
022 26736334
alkaindia@gmail.com
Website : www.alkaindia.com

NOTICE

NOTICE is hereby given that 21st Annual General Meeting of the members of Alka India Limited will be held on Monday, 16th March, 2015 at 9.00 a.m. at Kailash Parbat, K.P Restaurants, 7A/8A, 'A'Wing , Crystal Plaza, New Link Road, Andheri (West), Mumbai 400053 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the year ended 30th September, 2014 and the Report of Directors and Auditors thereon ;
2. To appoint a Director in place of Mr. Anant Sharma, who retires by rotation and being eligible offers himself for re-appointment ;
3. To re-appoint Auditors M/s. Agrawal Jain & Gupta, Chartered Accountants, to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. **To pass and if thought fit to adopt with or without modification following resolution as the Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Madanlal Purhoit (DIN:01284193), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 30th September, 2014 upto 30th September, 2019."

5. **To pass and if thought fit to adopt with or without modification following resolution as the Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Anant Sharma (DIN:02897025), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 30th September, 2014 upto 30th September, 2019."

6. To pass and if thought fit to adopt with or without modification following resolution as the Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Neel Doctor (DIN:03205699), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 30th September, 2014 upto 30th September, 2019."

7. To pass and if thought fit to adopt with or without modification following resolution as the Special Resolution:

"RESOLVED THAT the shareholders of the Company do hereby ratify and affirm all actions of the Board of Directors related to the conversion of Non Cumulative Redeemable 6% Preference shares into equity shares of the company including alteration of terms and conditions vide their resolution dated 1st May, 2004 subject to which those Non Cumulative Redeemable 6% Preference shares have been issued.

RESOLVED FURTHER that the Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, usual, proper or expedient to give effect to this resolution and to list the converted equity shares of the Company on the BSE."

8. To pass and if thought fit to adopt with or without modification following resolution as the Special Resolution:

"RESOLVED THAT, the consent of the members of the Company be and is hereby accorded under Section 180(1)(c) and other applicable provisions and rules framed thereunder of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), to the Board of Directors of the Company to borrow from time to time, monies for the business of the company notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of paid up capital of the company and its Free Reserves provided that the total amount of monies borrowed at any time, shall not exceed Rs.10 crore".

Registered Office :

E-211, Crystal Plaza,
Opp. Fame Adlabs,
New Link Road,
Andheri (W),
Mumbai - 400 053.

By Order of the Board of Director
For **ALKA INDIA LIMITED**

Sd/-
Ramakant Gokulchand
Chairman & Managing Director

Place : Mumbai

Date : 20th January, 2015

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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.THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of the members of the company not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from 12th March, 2015 to 16th March, 2015 (Both Days Inclusive).
 3. The members are requested to:
 - (a) Intimate to the Company's Registrars and Share Transfer Agents, M/s. Sharex Dynamic (India) Private Limited (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date, quote ledger folio numbers /DP Identity and Client Identity Numbers in all their correspondences;
 - (b) Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
 4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
 5. Members / beneficial Owners are requested to quote their full name as per Company's record, Folio No. / DP and Client ID Nos. as the case may be, in all correspondence with the company.
 6. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 7. 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 on their behalf at the Annual General Meeting.
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8. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed thereto.
9. Members who have not registered their email addresses so far as requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

INSTRUCTIONS FOR ELECTRONIC VOTING (E-VOTING)

Pursuant to provisions of the Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to cast their votes electronically on all resolutions set forth in the notice conveying the 21st Annual General Meeting to be held on 16th March, 2015 at 21st ANNUAL GENERAL MEETING OF THE Shareholders of ALKA INDIA LIMITED will be held at "Kailash Parbat, K-P Restaurants, 7A/ 8A, 'A' wing Crystal Plaza, Link Road, Andheri (West), Mumbai -400053".

The e-voting facility is available at the link www.evotingindia.com.

The e-voting facility will be available on and from 9th March, 2015 at 9.00 AM and ends on 11th March, 2015 at 6.00 p.m.

Mr. Vishal Manseta, Practising Company Secretary, Mumbai has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Steps for e-voting:

1. Log on to the e-voting website during the voting period.
2. Click on the "Shareholders' tab.
3. Now select "ALKA INDIA LIMITED" from 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 page as displayed and Click on Login.
6. 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.
7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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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 Sequence number which is mentioned in address label affixed on Annual Report, in the PAN field. ● In case the sequence 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. Eg. If your name is Suresh Kumar with Sequence Number 1 the enter SU00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yy format.

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 of "ALKA 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 detail.

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 printout 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.

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on <https://www.evotingindia.co.in> and register themselves as Corporates.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com

- After receiving the login details they have to create a compliance 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.voting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
18. The voting period begins on 9th March, 2015 at 9.00 AM and ends on 11th March, 2015 at 6.00 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 (record date) i.e 13th February, 2015, may cast their vote electronically. The e-voting schedule shall be disabled by CDSL for voting thereafter.

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.com under help section or write an email to helpdesk.voting@cdslindia.com

Place: Mumbai

Date: 20th January, 2015

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

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No: 4 to 7

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr Madanlal Purhoit, Mr. Anant Sharma, Mr. Neel A. Doctor as Independent Directors at various times, in compliance with the requirements of the said clause.

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which would be effective from October 1, 2014 inter alia stipulates the conditions for the appointment of Independent Directors by a listed company.

The Remuneration Committee has recommended the appointments of these Directors as Independent Directors from 31st December, 2014 to 31st December, 2019.

The above Independent Directors have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.

The brief profile of the Independent Directors to be appointed is given below:

Mr Madanlal Purhoit:

Mr. Madanlal Purhoit is a Graduate. He was appointed as Independent Director of the Company w.e.f 15th May, 1998.

Mr. Anant Sharma,

Mr. Anant Sharma is Diploma in Business Management. He was appointed as an Independent Director w.e.f 1st December, 2009

Mr. Neel A. Doctor

Mr. Neel Doctor is an MBA. He was appointed as an Independent Director w.e.f 31st August, 2010.