



The Indian Card Clothing Company Limited  
65<sup>th</sup> Annual Report 2018-19

# FINANCIAL DATA SUMMARY

(₹ in Lakh)

Sr. No.	Particulars for the year ended	Ind AS			IGAAP		
		31-Mar-19	31-Mar-18	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14
	<b>STATEMENT OF PROFIT AND LOSS</b>						
1	<b>Card Clothing Sales (Net of Excise duty)</b>	3,864.10	5,231.42	4,519.10	5,760.93	5,854.08	6,052.59
	Includes Export	1,002.73	1,586.73	1,045.55	1,456.74	1,433.02	1,412.25
2	<b>Other Income</b>						
	Dividend & Interest	126.61	189.95	668.38	161.52	86.39	64.36
	Profit / ( Loss ) on Sale of Investment	170.26	139.91	397.03	(65.31)	92.79	397.74
	Profit on Sale of Assets	0.42	-	1,831.82	1,931.31	14.80	14.42
	Rent and other operating Income	763.13	686.75	632.87	814.69	929.17	852.99
	Others	14.23	220.92	21.27	7.77	128.43	59.57
	<b>Total</b>	<b>1,074.65</b>	<b>1,237.53</b>	<b>3,551.37</b>	<b>2,849.98</b>	<b>1,251.58</b>	<b>1,389.08</b>
3	Material Cost including stock change	(1,874.55)	(2,081.20)	(1,609.40)	(2,073.86)	(2,228.48)	(2,390.76)
	Material Cost to Net Sales %	(48.51%)	(39.78%)	(35.61%)	(36.00%)	(38.07%)	(39.50%)
4	Staff Cost	(1,521.23)	(2,426.04)	(1,894.41)	(1,866.19)	(2,118.76)	(1,740.37)
5	Other Expenses	(2,762.43)	(2,173.41)	(2,016.27)	(2,176.35)	(2,100.07)	(2,109.47)
6	Depreciation	(404.13)	(517.31)	(606.00)	(740.21)	(1,011.68)	(742.32)
7	Interest	(260.38)	(241.37)	(183.86)	(80.73)	(111.92)	(149.61)
8	<b>Profit Before Exceptional Items and Tax</b>	<b>(1,883.97)</b>	<b>(970.77)</b>	<b>1,760.17</b>	<b>1,673.21</b>	<b>(465.63)</b>	<b>308.75</b>
9	Exceptional item , VRS Payment	-	(1,302.30)	-			
10	<b>Profit Before Tax</b>	<b>(1,883.97)</b>	<b>(2,273.07)</b>	<b>1,760.17</b>	<b>1,673.21</b>	<b>(465.63)</b>	<b>308.75</b>
11	Current & Deferred Tax	(83.36)	491.54	(307.99)	(313.36)	82.45	(72.89)
12	<b>Profit After Tax</b>	<b>(1,967.33)</b>	<b>(1,781.53)</b>	<b>1,452.18</b>	<b>1,359.85</b>	<b>(383.18)</b>	<b>235.86</b>
13	Earning Per Share Rs.	(43.23)	(39.14)	31.91	29.89	(8.41)	5.19
14	Divedend Per Share Rs.	-	-	12.00	14.50	2.50	3.00
	<b>BALANCE SHEET</b>						
15	<b>Fixed Assets</b>						
	Gross Block	11,421.17	11,315.07	11,308.94	11433.08	12,142.73	12,012.48
	Depreciation	(8,110.33)	(7,716.19)	(7,219.97)	(6,705.10)	(6,171.85)	(5,264.68)
	<b>Net Block</b>	<b>3,310.84</b>	<b>3,598.88</b>	<b>4,088.97</b>	<b>4,727.98</b>	<b>5,970.88</b>	<b>6,747.80</b>
16	Investments	2,868.38	6,621.50	6,470.49	5,202.02	2,678.00	2,883.08
17	Other Current and non Current Assets	3,715.87	3,512.53	3,389.18	1,558.24	2,017.28	1,963.18
18	Less : Current and non Current liabilities and Provisions	(2,841.52)	(4,778.01)	(2,825.64)	(1,749.27)	(946.80)	(1,187.12)
19	<b>Net Current and Non Current Assets</b>	<b>874.35</b>	<b>(1,265.48)</b>	<b>563.54</b>	<b>(191.03)</b>	<b>1,070.48</b>	<b>776.06</b>
20	Deferred Tax	472.51	548.76	43.79	118.34	84.23	1.68
	<b>APPLICATION OF FUNDS</b>	<b>7,526.08</b>	<b>9,503.66</b>	<b>11,166.79</b>	<b>9,857.31</b>	<b>9,803.59</b>	<b>10,408.62</b>
21	Share Capital	455.11	455.11	455.11	455.11	455.11	455.11
22	Reserves & Surplus	5,875.20	7,862.76	9,780.65	8,644.42	8,079.23	8,599.11
23	Borrowings	1,195.77	1,185.79	931.03	757.78	1,269.25	1,354.40
	<b>SOURCES OF FUNDS</b>	<b>7,526.08</b>	<b>9,503.66</b>	<b>11,166.79</b>	<b>9,857.31</b>	<b>9,803.59</b>	<b>10,408.62</b>

**Note :** FY 2017 and 2018 figures are restated as per IND AS where as numbers for FY 2014 to 2016 are as per Indian GAAP.

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## DIRECTORS

PRASHANT TRIVEDI	Chairman
MEHUL TRIVEDI	Deputy Chairman
JYOTEENDRA KOTHARY	Director
SUDHIR MERCHANT	Director
SANGEETA PANDIT	Director
DARSHAN BHATIA	Director
SANJEEVKUMAR KARKAMKAR	Director

## AUDITORS

M/s. P.G. Bhagwat,  
Suites 101 – 102, 'Orchard',  
Dr. Pai Marg, Baner,  
Pune – 411 045.

## SOLICITORS

M/s. Crawford Bayley & Co.,  
State Bank Building,  
N.G. Vaidya Marg,  
Mumbai – 400 023.

## BANKERS

Corporation Bank  
HDFC Bank Limited

## MANAGEMENT TEAM

Alok Misra	Chief Executive Officer
Kishor Makwana	Chief Financial Officer
Prasad Mahale	Vice President (Sales & Marketing)
Vikul Shaunak	Vice President (Operations – Nalagarh)
Yogesh Deshpande	Vice President (SCM & Materials)
Vishal Upadhye	Head – Human Resource
Amogh Barve	Company Secretary and Head Legal - & Corporate Affairs

## ANNUAL GENERAL MEETING

Monday, July 29, 2019, 12:00 noon  
at Sumant Moolgaonkar Auditorium,  
Ground Floor, A Wing, MCCIA Trade Tower,  
Senapati Bapat Road, Pune – 411 016,

## REGISTERED OFFICE

“Katariya Capital”, A-19,  
Vidyut Nagar Society,  
Lane No. 5, Koregaon Park,  
Pune - 411001  
Phone : +91 20 67436700  
E-mail: investor@cardindia.com  
Website: www.cardindia.com

## REGISTRAR AND TRANSFER AGENT

Karvy Fintech Private Limited  
Karvy Selenium, Tower B,  
Plot No. 31 & 32, Gachibowli,  
Financial District, Nanakramguda,  
Serilingampally,  
Hyderabad – 500 032.  
Phone: +91 40 67162222  
Fax: +91 40 23420814  
E-mail: einward.ris@karvy.com

**CONTENTS**

Notice	1-20
Board's Report	21-50
Management Discussion and Analysis Report	51-55
Report on Corporate Governance	56-76
Independent Auditor's Report on Standalone Financial Statements	77-84
Standalone Financial Statements together with Notes to Accounts	85-121
Independent Auditor's Report on Consolidated Financial Statements	122-127
Consolidated Financial Statements together with Notes to Accounts	128-164
Proxy Form	
Ballot Form	

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## NOTICE

NOTICE is hereby given that the Sixty Fifth Annual General Meeting of the members of THE INDIAN CARD CLOTHING COMPANY LIMITED will be held on Monday, July 29, 2019, at 12:00 noon, at Sumant Moolgaonkar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, Senapati Bapat Road, Pune - 411 016, Maharashtra to transact the following business:

### ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon.
- 2) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.
- 3) To appoint a Director in place of Mr. Mehul Trivedi (DIN: 00030481), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

- 4) To consider, and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Sanjeevkumar Karkamkar (DIN: 00575970), who was appointed as an Additional Director of the Company with effect from July 29, 2018, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board (including a Committee) be and is hereby authorized to do all such acts, deeds, matters and things as, in its absolute discretion, it may think necessary, expedient or desirable; in this regard.”

- 5) To consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as per Regulations 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Darshan Bhatia (DIN: 08257246), who was appointed as an Additional Director of the Company on October 30, 2018, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office upto October 29, 2023.

**RESOLVED FURTHER THAT** the Board (including a Committee) be and is hereby authorized to do all such acts, deeds, matters and things as, in its absolute discretion, it may think necessary, expedient or desirable as may be required in this regard.”

- 6) To consider, and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as per Regulations 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee of the Company, Dr. Sangeeta Pandit (DIN: 06748608), who was appointed as an Independent Director of the Company on November 12, 2014, and whose term of appointment expires on November 11, 2019, be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation for a period of five years commencing from November 12, 2019 and ending on November 11, 2024.

**RESOLVED FURTHER THAT** the Board (including a Committee) be and is hereby authorized to do all such acts, deeds, matters and things as, in its absolute discretion, it may think necessary, expedient or desirable as may be required in this regard.”

- 7) To consider, and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s)

or re-enactment thereof for the time being in force and as per Regulations 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Sudhir Merchant (DIN: 00033406), who was appointed as an Independent Director of the Company on July 31, 2014, and whose term of appointment expires on July 30, 2019, be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation for a period of five years commencing from July 31, 2019 and ending on July 30, 2024.

**RESOLVED FURTHER THAT** the Board (including a Committee) be and is hereby authorized to do all such acts, deeds, matters and things as, in its absolute discretion, it may think necessary, expedient or desirable as may be required in this regard."

- 8) To consider, and, if thought fit, to pass the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections, 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Companies Act, 2013, the Articles of Association (AOA) of the Company, the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the appointment of Mr. Alok Misra as "Manager" (Whole-time Key Managerial Personnel) of the Company designated as "Chief Executive Officer" for a period of three years with effect from May 7, 2019 on such remuneration and terms and conditions as are detailed in the explanatory statement annexed to this notice convening the 65th Annual General meeting of the company with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include committee) to alter and vary the terms and conditions of the said appointment and/or remuneration which may be acceptable to Mr. Alok Misra.

**RESOLVED FURTHER THAT** notwithstanding anything stated herein, where in any financial year during the tenure of the Manager, the Company has no profits or its profits are inadequate, the Company may pay to the Manager as the minimum remuneration as specified in the Explanatory Statement setting out the material facts annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board (including a Committee) be and is hereby authorized to do all such acts, deeds, matters and things as, in its absolute discretion, it may think necessary, expedient or desirable as may be required in this regard."

By Order of the Board of Directors  
**For The Indian Card Clothing Company Limited**

Place : Mumbai  
Date : May 24, 2019

**Amogh Barve**  
Company Secretary and Head Legal & Corporate Affairs  
(Membership No. : A33080)

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## NOTES:

- 1) The Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") setting out material facts in respect of Item Nos. 4 to 8 is annexed hereto. The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), of persons seeking appointment / re-appointment as Directors are provided in the Attachment I to this Notice.
- 2) Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the meeting venue showing the prominent landmarks is attached to this Notice.
- 3) M/s. P. G. Bhagwat, Chartered Accountants, Pune (Firm Registration No.: - 101118W), were appointed as the Statutory Auditors of the Company to hold the office for a period of five (5) consecutive years commencing from the conclusion of the 63<sup>rd</sup> Annual General Meeting held on August 11, 2017, subject to ratification by the members at every Annual General Meeting. Further, pursuant to the notification of certain sections of the Companies (Amendment) Act, 2017, with effect from May 7, 2018, the requirement of ratification of the Statutory Auditors by the members is no longer required. Hence, the resolution proposing the ratification has not been sought this year.
- 4) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A PERSON 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 MEMBER.**
- 5) The instrument appointing the proxy, in order to be effective, must be deposited with the Company at its Registered Office duly filled, stamped and signed not less than forty-eight (48) hours before the commencement of the meeting.
- 6) Proxies are requested to bring their valid photo identity proof at the meeting.
- 7) Every member entitled to vote at the meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting. However, a notice of not less than three (3) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.
- 8) The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, July 23, 2019 to Monday, July 29, 2019 (both days inclusive).
- 9) Members are requested to note the following:
  - a) Members holding shares in physical form are requested to intimate any change in their address, name, bank details, ECS Mandates, nominations, power of attorney, etc. to the Company's Registrar and Transfer Agent, Karvy Fintech Private Limited [Previously Karvy Computershare Private Limited] (Attention – Mr. Anil Dalvi), Karvy Selenium, Tower B, 7<sup>th</sup> Floor, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Telephone – +91-40-67162222, E-mail ID – einward.ris@karvy.com.
  - b) Members holding shares in physical form are requested to consider converting their share certificates into dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Transfer Agent for any assistance in this regard.
  - c) Members holding shares in dematerialized form are requested to intimate any change in their address, name, bank details, ECS Mandates, nominations, power of attorney, etc. to their respective Depository Participants (DPs) only. Quote their registered folio number in case of shares in physical form and DP ID & Client ID in respect of shares held in dematerialized form, in all the correspondence with the Company.
- 10) Members / proxies are requested to bring their copy of the Annual Report and attendance slip duly filled in and handover the attendance slip, duly signed in accordance with their specimen signature(s) registered with the

Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their DP ID & Client ID.

- 11) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 12) Members holding equity shares in multiple folios in the identical order of names are requested to consolidate their holdings into one folio by directing all correspondence to the Registrar and Transfer Agent of the Company.
- 13) Members can avail of the nomination facility by filing Form SH – 13, as prescribed under Section 72 of the Companies Act, 2013 ("the Act") and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request.
- 14) Any query relating to financial statements must be sent to the Company's Registered Office at least seven (7) days before the date of the meeting.
- 15) The Company has during the financial year 2018-19, transferred unclaimed dividend declared for the financial year 2010-11 and in respect of interim dividend paid for the financial year 2011-12 to the Investors Education and Protection Fund (IEPF).
- 16) Those members who have so far not encashed their dividend warrants in respect of the final dividend for the financial year 2011-12 onwards, may approach the Registrar and Transfer Agent (RTA) of the Company i.e., Karvy Fintech Private Limited [previously known as Karvy Computershare Private Limited] (Attention – Mr. Anil Dalvi), Karvy Selenium, Tower B, 7<sup>th</sup> Floor, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Telephone – +91-40-67162222, E-mail ID - einward.ris@karvy.com, for making their claim without any further delay as the said unpaid dividends will be transferred to the IEPF pursuant to the provisions of the Act. Further, the Ministry of Corporate Affairs has notified new rules, namely "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016" which have come into force from September 7, 2016. The said Rules, amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven (7) consecutive years in the name of IEPF Suspense Account. The details of unpaid / unclaimed dividend and number of shares liable to be transferred are available on our website i.e. [www.cardindia.com](http://www.cardindia.com).
- 17) Members are requested to note that no claim shall lie against the Company in respect of any dividend amount which was unpaid / unclaimed for a period of seven (7) years and transferred to the IEPF. However, members may claim from the IEPF Authority, both unclaimed dividend amount and the shares transferred to IEPF Suspense Account as per the applicable provisions of the Act and rules made thereunder.
- 18) The dividend for the financial year ended March 31, 2012 which remains unclaimed for a period of seven (7) years, becomes due for transfer on 13<sup>th</sup> September, 2019 to the IEPF. Members who have not claimed their dividend for the above-mentioned years are requested to send their claim to the RTA, at the earliest.
- 19) This Notice of the 65<sup>th</sup> Annual General Meeting of the Company dated May 24, 2019 ("the Notice") along with the Annual Report 2018-19 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories. The same has also been uploaded on the website of the Company, i.e. [www.cardindia.com](http://www.cardindia.com). It is hereby clarified that the members shall still be entitled to receive physical copies through permitted mode by making a specific request for the same by writing to the Company or to the Registrar and Transfer Agent of the Company mentioning their DP ID & Client ID.
- 20) **To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register the same with the Registrar and Transfer Agent / Depositories.**
- 21) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent.
- 22) All the material documents referred to in the Notice shall be open for inspection by the members at the Registered Office of the Company on all working days from 10:00 a.m. to 12:00 noon up to the date of the meeting.



## THE INDIAN CARD CLOTHING COMPANY LIMITED

- 23) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act will also be available for inspection by the members at the meeting.
- 24) The Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Act will also be available for inspection by the members at the meeting.
- 25) Voting through electronic means:

Pursuant to the provisions of Section 108 of the Act, the rules made thereunder and Regulation 44 of the Listing Regulations, the Company is providing an option to the members to exercise their right to vote by electronic means (remote e-voting). Complete details and instructions for remote e-voting are furnished as Attachment – II to the Notice. These details form an integral part of the Notice.

By Order of the Board of Directors  
**For The Indian Card Clothing Company Limited**

Place : Mumbai  
Date : May 24, 2019

**Amogh Barve**  
Company Secretary and Head Legal & Corporate Affairs  
(Membership No. : A33080)

**Annexure to the Notice**

As required by Section 102(1) of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statement sets out material facts relating to the special business mentioned under Item No. 4 to 8 of the Notice dated May 24, 2019.

**Item No. 4**

Mr. Sanjeevkumar Walchand Karkamkar (DIN: 00575970), aged 62 years, was appointed as an Additional Director of the Company on July 29, 2018, to hold office till the date of the ensuing Annual General Meeting.

Mr. Karkamkar holds a Bachelor's Degree in Commerce. He has experience of about 40 years in the field of accounts, taxation and finance. His expertise extends to financial management as well as accounting solutions. Mr. Karkamkar is associated with the Indian Card Clothing Company's (ICC) other group companies for several years.

Considering his expertise and experience, the Board of Directors on the recommendation of the Audit Committee and Nomination and Remuneration Committee appointed Mr. Karkamkar as a consultant of the Company for the financial years 2018-19 and 2019-20 for a consulting fee not exceeding Rs. 25,00,000/- (Rupees Twenty-Five Lakhs Only) per annum as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors based on the Company's performance and his performance. His appointment as consultant of the Company was approved by the shareholders of the Company vide special resolution passed through Postal Ballot on March 26, 2019.

With his appointment as an Additional Director, his contributions in providing effective financial management and accounting solutions to the Company and its implementations have been beneficial to the Company. An ordinary resolution for his appointment as Director of the Company has been proposed in this Annual General Meeting for the approval of members.

He is a member of Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the Company.

In addition to the Directorship with the company, Mr. Karkamkar holds position of Director in following companies:

1. Multi-Act Construction Private Limited
2. Multi-Act Trade And Investments Private Limited
3. Multi-Act Equity Consultancy Private Limited
4. Acre Street (India) Private Limited
5. MultiAct Realty Enterprises Private Limited
6. Shivraj Sugar and Allied Products Private Limited

He is a Nominee Director in ICC International Agencies Limited, nominated by the Company.

Mr. Karkamkar does not hold any shares of the Company himself or through his relatives. Mr. Karkamkar is not related to any Director of the Company or Key Managerial Personnel of the Company or relatives of Directors or Key Managerial Personnel.

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, except to the extent of their shareholding, if any, in the Company.

**Item No. 5**

Mr. Darshan Vijaysinh Bhatia (DIN: 08257246), aged 49 years, was appointed as Additional Independent Director of the Company with effect from October 30, 2018 to hold office till the date of the ensuing Annual General Meeting.

Mr. Bhatia, holds Bachelor's Degree in Engineering from Dartmouth College, USA. He was a partner in Frizair Corporation, Hyderabad from year 1992 to 2005. He is the owner of DVB Design & Engineering – India's leading manufacturer of Metal Stamping Dies with a niche in Progressive Dies.

He has expertise in Mechanical and Electrical Engineering, specifically Metal Stamping, Machining, Machine Design, Special Purpose Machines, Injection Moulding, Appliance Design and Manufacture, Plant Layout and an assortment of related technologies.