

**Board of Directors**

Mr. D.B. Engineer	-	Director
Mr. K. R. Ramamoorthy	-	Director
Mr. Mahendra V. Doshi	-	Director
Mr. R.P. Goyal	-	Director
Mr. Rajesh G. Kapadia	-	Director
Mr. Hiten V. Parekh	-	Executive Director
Mr. Manish V. Parekh	-	Executive Director
Mr. Nayan S. Parekh	-	Executive Director
Mr. Sharad V. Parekh	-	Managing Director
Mr. Vamanrai V. Parekh	-	Chairman

**Financial Controller**

Mr. Paresh B. Mehta

**Company Secretary**

Ms. Priti P. Dave

**Bankers**

State Bank of India  
Corporation Bank  
IDBI Bank Ltd.  
HSBC  
DBS Bank

**Auditors**

M/s. Dalal & Shah  
M/s. Vora & Associates

**Barjora Factory**

Plot No. 1498/2613, WBIDC,  
Barjora Mejia Road, P.S. Barjora,  
District: Bankura, West Bengal.

**Jammu Factory**

Plot No. 1107, IGC, Phase – II, Samba – 184 121,  
Jammu & Kashmir.

**Kharadpada Factory**

Survey No. 389, 391, 393, 396, 401,  
Naroli – Kharadpada Road,  
Village: Kharadpada, Silvassa - 396 230.

**Noida Factory**

Plot No.26, B/C Sector No.31, Surajpur – Kasna Road,  
Greater Noida – 203 207 (U.P.)

**Puducherry Factory**

19/3-5, 18/1 & 21/6, Pit-Olaivaikkal Village,  
Koodapakam Villianoor Road,  
Villianoor Taluk, Puducherry – 605 110.

**Sinnar Factory**

STICE, Plot No.971/1A,  
Sinnar Shirdi Road, Sinnar - 422 103,  
District: Nashik, Maharashtra.

**Registered Office and  
Vasona Factory**

Survey No.354/2 and 354/3, Near Rakholi Bridge,  
Silvassa Khanvel Road, Village Vasona,  
U.T. of D & NH, Silvassa.

**Corporate Office**

Nilkamal House, Plot No.77/78,  
Road No.13/14, MIDC,  
Andheri (E), Mumbai – 400 093.

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**NOTICE**

NOTICE is hereby given that the **24<sup>th</sup> ANNUAL GENERAL MEETING** of the Members of **NILKAMAL LIMITED** will be held at Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Union Territory of Dadra & Nagar Haveli on **Saturday the 31<sup>st</sup> day of July, 2010 at 11.00 a.m.** to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March, 2010 and Balance Sheet as at that date, and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2010.
3. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:  
**"RESOLVED THAT** Mr. Rajesh G. Kapadia, Director of the Company, who retires by rotation and who does not seek re-appointment as a Director be and is hereby not re-appointed as a Director of the Company."
4. To appoint a Director in place Mr. Dadi B. Engineer, who retires by rotation and being eligible, offers himself for re-election.
5. To appoint a Director in place of Mr. Hiten V. Parekh, who retires by rotation and being eligible, offers himself for re-election.
6. To appoint M/s. Dalal & Shah (ICAI Registration No. 102021W) and M/s. Vora & Associates (ICAI Registration No. 111612W), Chartered Accountant, Mumbai as Statutory Auditors and fix their remuneration for the financial year 2010-11.

**SPECIAL BUSINESS:**

7. To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force) and Schedule XIII (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force) and subject to such sanctions as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Mr. Sharad V. Parekh, as the Managing Director of the Company for a period of five years with effect from 13<sup>th</sup> July, 2010 upto 12<sup>th</sup> July, 2015 on such terms and conditions including remuneration and minimum remuneration in the event of absence or inadequacy of profits as set out below and in the agreement to be entered into between the Company and Mr. Sharad V. Parekh, a draft whereof is placed before this meeting which is hereby sanctioned with specific liberty to the Board of Directors, (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) to alter and vary any of the terms and conditions of the said agreement and/or the remuneration including minimum remuneration in such manner as the Board may deem fit and is acceptable to Mr. Sharad V. Parekh.
  1. **SALARY:**  
Rs. 4,05,000 per month in the scale of Rs. 4,00,000 to Rs. 7,50,000.  
The annual increments will be decided by the Board of Directors each year.
  2. **PERQUISITES:**  
In addition to above, Mr. Sharad V. Parekh shall also be entitled to the following perquisites:  
Accommodation (furnished or otherwise) or house rent allowance in lieu thereof, medical reimbursement for self and family, mediclaim insurance for self and family, personal accident insurance, telephone, fax and other communication facilities, entertainment expenses in the course of business of the Company, leave travel allowance for self and family, club fees upto two clubs, use of Company's cars, contribution to provident fund, superannuation fund and gratuity fund, leave encashment, amenities, facilities and other benefits in accordance with the rules of the Company or as may be approved from time to time by the Remuneration Committee.
  3. **General Conditions:**
    - (i) The total remuneration payable to Mr. Sharad V. Parekh shall not exceed such limits as may be prescribed by the Central Government.
    - (ii) Mr. Sharad V. Parekh will be entitled to such other privileges, facilities and amenities in accordance

with the Company's rules and regulations as may be applicable to other employees of the Company within the overall limits prescribed under the Companies Act, 1956.

- (iii) The terms and conditions of appointment may be varied, altered, increased or enhanced from time to time by the Remuneration Committee as it may in its discretion deem fit, subject to the limits laid down under the applicable provisions of the Companies Act, 1956 and subject to the requisite approvals, if any, being obtained.
- (iv) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of Mr. Sharad V. Parekh, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule XIII of the Companies Act, 1956, whichever is lower, unless otherwise determined by the Board of Directors (which shall be deemed to include its Committee constituted thereof), subject to approval of the Central Government, if required.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII of the Companies Act, 1956, the Board of Directors (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to vary or increase the remuneration including salary, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Sharad V. Parekh be suitably amended to give effect to such statutory amendment, modification or relaxation without any further reference to the members of the Company in General Meeting."

8. To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force) and Schedule XIII (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force) and subject to such sanctions as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Mr. Hiten V. Parekh, as the Executive Director of the Company for a period of five years with effect from 13<sup>th</sup> July, 2010 upto 12<sup>th</sup> July, 2015 on such terms and conditions including remuneration and minimum remuneration in the event of absence or inadequacy of profits as set out below and in the agreement to be entered into between the Company and Mr. Hiten V. Parekh, a draft whereof is placed before this meeting which is hereby sanctioned with specific liberty to the Board of Directors, (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) to alter and vary any of the terms and conditions of the said agreement and/or the remuneration including minimum remuneration in such manner as the Board may deem fit and is acceptable to Mr. Hiten V. Parekh.

1. **SALARY:**

Rs. 4,00,000 per month in the scale of Rs. 4,00,000 to Rs. 7,50,000.

The annual increments will be decided by the Board of Directors each year.

2. **PERQUISITES:**

In addition to above, Mr. Hiten V. Parekh shall also be entitled to the following perquisites:

Accommodation (furnished or otherwise) or house rent allowance in lieu thereof, medical reimbursement for self and family, mediclaim insurance for self and family, personal accident insurance, telephone, fax and other communication facilities, entertainment expenses in the course of business of the Company, leave travel allowance for self and family, club fees upto two clubs, use of Company's cars, contribution to provident fund, superannuation fund and gratuity fund, leave encashment, amenities, facilities and other benefits in accordance with the rules of the Company or as may be approved from time to time by the Remuneration Committee.

3. **General Conditions:**

- (i) The total remuneration payable to Mr. Hiten V. Parekh shall not exceed such limits as may be prescribed by the Central Government.
- (ii) Mr. Hiten V. Parekh will be entitled to such other privileges, facilities and amenities in accordance with the Company's rules and regulations as may be applicable to other employees of the Company within the overall limits prescribed under the Companies Act, 1956.
- (iii) The terms and conditions of appointment may be varied, altered, increased or enhanced from time to time by the Remuneration Committee as it may in its discretion deem fit, subject to the limits laid down under the applicable provisions of the Companies Act, 1956 and subject to the requisite approvals, if any, being obtained.
- (iv) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of Mr. Hiten V. Parekh, the Company has no

profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule XIII of the Companies Act, 1956, whichever is lower, unless otherwise determined by the Board of Directors (which shall be deemed to include its Committee constituted thereof), subject to approval of the Central Government, if required.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII of the Companies Act, 1956, the Board of Directors (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to vary or increase the remuneration including salary, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Hiten V. Parekh be suitably amended to give effect to such statutory amendment, modification or relaxation without any further reference to the members of the Company in General Meeting."

9. To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force) and Schedule XIII (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force) and subject to such sanctions as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Mr. Manish V. Parekh, as the Executive Director of the Company for a period of five years with effect from 1<sup>st</sup> April, 2010 upto 31<sup>st</sup> March, 2015 on such terms and conditions including remuneration and minimum remuneration in the event of absence or inadequacy of profits as set out below and in the agreement to be entered into between the Company and Mr. Manish V. Parekh, a draft whereof is placed before this meeting which is hereby sanctioned with specific liberty to the Board of Directors, (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) to alter and vary any of the terms and conditions of the said agreement and/or the remuneration including minimum remuneration in such manner as the Board may deem fit and is acceptable to Mr. Manish V. Parekh.

1. SALARY:

Rs. 3,75,000 per month in the scale of Rs. 3,75,000 to Rs. 7,00,000.

The annual increments will be decided by the Board of Directors each year.

2. PERQUISITES:

In addition to above, Mr. Manish V. Parekh shall also be entitled to the following perquisites:

Accommodation (furnished or otherwise) or house rent allowance in lieu thereof, medical reimbursement for self and family, mediclaim insurance for self and family, personal accident insurance, telephone, fax and other communication facilities, entertainment expenses in the course of business of the Company, leave travel allowance for self and family, club fees upto two clubs, use of Company's cars, contribution to provident fund, superannuation fund and gratuity fund, leave encashment, amenities, facilities and other benefits in accordance with the rules of the Company or as may be approved from time to time by the Remuneration Committee.

3. General Conditions:

- (i) The total remuneration payable to Mr. Manish V. Parekh shall not exceed such limits as may be prescribed by the Central Government.
- (ii) Mr. Manish V. Parekh will be entitled to such other privileges, facilities and amenities in accordance with the Company's rules and regulations as may be applicable to other employees of the Company within the overall limits prescribed under the Companies Act, 1956.
- (iii) The terms and conditions of appointment may be varied, altered, increased or enhanced from time to time by the Remuneration Committee as it may in its discretion deem fit subject to the limits laid down under the applicable provisions of the Companies Act, 1956 and subject to the requisite approvals, if any, being obtained.
- (iv) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of Mr. Manish V. Parekh, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule XIII of the Companies Act, 1956, whichever is lower, unless otherwise determined by the Board of Directors (which shall be deemed to include its Committee constituted thereof), subject to approval of the Central Government, if required.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII of the Companies Act, 1956, the Board of Directors (which shall be

deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to vary or increase the remuneration including salary, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Manish V. Parekh be suitably amended to give effect to such statutory amendment, modification or relaxation without any further reference to the members of the Company in General Meeting."

10. To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force) and Schedule XIII (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force) and subject to such sanctions as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Mr. Nayan S. Parekh, as the Executive Director of the Company for a period of five years with effect from 1<sup>st</sup> April, 2010 upto 31<sup>st</sup> March, 2015 on such terms and conditions including remuneration and minimum remuneration in the event of absence or inadequacy of profits as set out below and in the agreement to be entered into between the Company and Mr. Nayan S. Parekh, a draft whereof is placed before this meeting which is hereby sanctioned with specific liberty to the Board of Directors, (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) to alter and vary any of the terms and conditions of the said agreement and/or the remuneration including minimum remuneration in such manner as the Board may deem fit and is acceptable to Mr. Nayan S. Parekh.

1. **SALARY:**

Rs. 3,65,000 per month in the scale of Rs. 3,25,000 to Rs. 6,50,000.

The annual increments will be decided by the Board of Directors each year.

2. **PERQUISITES:**

In addition to above, Mr. Nayan S. Parekh shall also be entitled to the following perquisites:

Accommodation (furnished or otherwise) or house rent allowance in lieu thereof, medical reimbursement for self and family, mediclaim insurance for self and family, personal accident insurance, telephone, fax and other communication facilities, entertainment expenses in the course of business of the Company, leave travel allowance for self and family, club fees upto two clubs, use of Company's cars, contribution to provident fund, superannuation fund and gratuity fund, leave encashment, amenities, facilities and other benefits in accordance with the rules of the Company or as may be approved from time to time by the Remuneration Committee.

3. **General Conditions:**

- (i) The total remuneration payable to Mr. Nayan S. Parekh shall not exceed such limits as may be prescribed by the Central Government.
- (ii) Mr. Nayan S. Parekh will be entitled to such other privileges, facilities and amenities in accordance with the Company's rules and regulations as may be applicable to other employees of the Company within the overall limits prescribed under the Companies Act, 1956.
- (iii) The terms and conditions of appointment may be varied, altered, increased or enhanced from time to time by the Remuneration Committee as it may in its discretion deem fit, subject to the limits laid down under the applicable provisions of the Companies Act, 1956 and subject to the requisite approvals, if any, being obtained.
- (iv) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of Mr. Nayan S. Parekh, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule XIII of the Companies Act, 1956, whichever is lower, unless otherwise determined by the Board of Directors (which shall be deemed to include its Committee constituted thereof), subject to approval of the Central Government, if required.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII of the Companies Act, 1956, the Board of Directors (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to vary or increase the remuneration including salary, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Nayan S. Parekh be suitably amended to give effect to such statutory amendment, modification or relaxation without any further reference to the members of the Company in General Meeting."



**Notes:**

1. The relative Explanatory Statements pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item Nos. 7 to 10 above, are annexed hereto. The relevant details as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item Nos. 4 and 5 of the Notice, are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE, SHOULD BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 24<sup>th</sup> July, 2010 to 31<sup>st</sup> July, 2010 (both days inclusive) for the purpose of determining eligibility of Members entitled to Dividend. The dividend on equity shares as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid after 31<sup>st</sup> July, 2010.
5. Members holding shares in dematerialized form are requested to intimate all change pertaining to their bank details, NECS, ECS, mandates, nominations, power of attorney, change of address/name, etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes to the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited, for assistance in this regard.
7. Reserve Bank of India has initiated National Electronic Clearing Service (NECS) for credit of dividend directly to the bank account of members.  
  
Members holding shares in dematerialized form are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS code) with their Depository Participant.  
  
Members holding shares in physical form are requested to provide their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS code) along with their Folio Number to the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited.
8. Members, who have not yet encashed their dividend warrant(s) for the financial years 2003-2004 onwards, are requested to write to the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B. S. Marg, Bhandup (W), Mumbai 400078 accordingly. **It may be noted that once such unclaimed dividends are transferred on expiry of seven years, to the Investor Education and Protection Fund as stated herein no claim shall lie in respect thereof.**
9. Consequent upon the introduction of Section 109A of the Companies Act, 1956 shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations in respect of shares held by them in physical form are requested to send the necessary particulars in form 2B (available on request) to the Company's Registrar and Transfer Agent, M/s. Link Intime India Private Limited.
10. The Company has applied to the Central Government for exemption from attaching the accounts and reports of all its subsidiaries under Section 212 of the Companies Act, 1956. Shareholders requiring the same may write to the Company.
11. Members desiring any information as regards the Accounts are requested to write to the Company atleast 10 days prior to the date of meeting so as to enable the Management to keep the information ready.
12. All intimation regarding change of address, merging of folios, request for making nominations, from shareholders holding shares in physical form and request for revalidation of dividend warrant may be directed to the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited.
13. Members/ Proxies should bring the attendance slips filled in for attending the meeting.

By order of the Board  
For **Nilkamal Limited**

Place : Mumbai  
Date : May 15, 2010

**Priti P. Dave**  
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956.

**Item No. 7 and 8**

Mr. Sharad V. Parekh and Mr. Hiten V. Parekh were appointed as Managing Director and Executive Director respectively, at the Nineteenth Annual General Meeting held on 10<sup>th</sup> September, 2005. Their respective terms as such were for a period of five years valid upto 12<sup>th</sup> July, 2010.

Taking into consideration the achievements, knowledge, abilities and their contributions to the Company the Board of Directors of the Company at their meeting held on 15<sup>th</sup> May, 2010 re-appointed Mr. Sharad V. Parekh and Mr. Hiten V. Parekh as the Managing Director and Executive Director respectively for a period of five years with effect from 13<sup>th</sup> July, 2010 on the terms of remuneration mentioned in the respective resolutions, with powers to the Board (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s let down in the Companies Act, 1956, or any statutory amendments or relaxation thereof.

The Department of Company Affairs has vide notification dated 16<sup>th</sup> January, 2002 amended Schedule XIII to the Companies Act, 1956 revising the limits for payment of managerial remuneration by Companies in case of loss or inadequacy of profits. Though it is expected that the Company would make sufficient profits but as a matter of abundant caution the following information as prescribed in the amended Schedule XIII to the Companies Act, 1956 is being provided. However, in the event the remuneration exceeds the limits under Schedule XIII, the Company will apply to the Central Government for necessary approval.

**A] General Information:**

The Company is in the business of manufacturing moulded plastic articles consisting of moulded plastic furniture, material handling products etc. and operating in retail chain of home decor stores. The Company was incorporated on 5<sup>th</sup> December, 1985 and commenced its commercial production in 1990. The Company is not a new Company so the date of commencement of activities as per prospectus does not apply. The financial performance of the Company for the year ended 31<sup>st</sup> March, 2010 is as follows:

	(Rs. in Lacs)
Total Income	103,281.93
Net Profit before Tax	6,588.75
Net worth	25,117.41

During the financial year 2009-2010, the Company's Exports were Rs. 1,672.74 Lacs and the Foreign Exchange Earnings were Rs. 1,776.28 Lacs. During the financial year there were no foreign investments made by the Company.

**B] Information about the appointee:**

- i) Mr. Sharad V. Parekh, aged 65 years, is the Managing Director of the Company. Mr. Sharad V. Parekh is the co-founder of Nilkamal Group. He has over 40 years experience in the Plastic Industry. He looks after marketing and administration of business. With the right mix of entrepreneurial and management skills, he has led the Nilkamal Group to its current status by emphasizing on performance, rightsizing operations and increased focus on the customer. In view of his experience and expertise Mr. Sharad V. Parekh is best suited to his present responsibilities.

During the financial year 2009-2010, Mr. Sharad V. Parekh was paid a total remuneration of Rs. 8,369,792/-.

The proposed remuneration for Mr. Sharad V. Parekh is given in Resolution no. 7 placed before the members.

Taking into consideration the profile of Mr. Sharad V. Parekh, the industry benchmarks, responsibilities, the remuneration being paid is similar to other persons at similar levels.

- ii) Mr. Hiten V. Parekh, aged 47 years, is the Executive Director of the Company. Mr. Hiten V. Parekh is a B. Com graduate and holds a diploma in Quality System and Management. He has over 25 years experience in the manufacturing sector. With his hands on experience in the production and technical activities, Mr. Hiten V. Parekh monitors new project development and the day to day operations of the Company.

During the financial year 2009-2010, Mr. Hiten V. Parekh was paid a total remuneration of Rs 8,484,600/-.

The proposed remuneration for Mr. Hiten V. Parekh is given in Resolution no. 8 placed before the members.

Taking into consideration the profile of Mr. Hiten V. Parekh, the industry benchmarks, responsibilities, the remuneration being paid is similar to other persons at similar levels.

**C] Other Information:**

The Company's income and profits have grown substantially during the year ended 31<sup>st</sup> March, 2010 on account of stability experienced in raw material prices coupled with value and volume growth and prudent control measures.

The Company has been taking steps to further improve its income and profits in the coming years by way of expansion of manufacturing capacities of its plants, extension of product category, reducing cost and enhancing productivity.

All the relevant disclosures pertaining to the Directors of the Company and which are required to be disclosed in the Report of the Board of Directors under the heading "Corporate Governance" attached to the annual report have been disclosed therewith.

The board recommends the special resolutions for approval.

The draft of the Agreement to be executed between the Company and Mr. Sharad V. Parekh, Mr. Hiten V. Parekh, respectively as approved by the Board of Directors is available for inspection by the members at the registered office of the Company on any working day, during the usual business hours and will also be available at the Meeting.

This may also be treated as an abstract of the terms of contract/agreement between the Company and Mr. Sharad V. Parekh, Mr. Hiten V. Parekh, respectively pursuant to Section 302 of the Companies Act, 1956.

Mr. Sharad V. Parekh and Mr. Hiten V. Parekh are interested in the resolutions at the said items of notice as it pertains to remuneration payable to each of them. Further, Mr. Vamanrai V. Parekh, Mr. Manish V. Parekh and Mr. Nayan S. Parekh are interested in the resolutions at the said items, being related inter se. Except the aforesaid, none of the other Directors of the Company are, in anyway, concerned or interested in the resolutions set above.

**Item No. 9 & 10**

Mr. Manish V. Parekh and Mr. Nayan S. Parekh were appointed as Whole Time Directors at the Nineteenth Annual General Meeting held on 10<sup>th</sup> September, 2005. Their respective terms were for a period of five years and expired on 31<sup>st</sup> March, 2010.

Taking into consideration the achievements, knowledge, abilities and their contributions to the Company the Board of Directors of the Company at their meeting held on 15<sup>th</sup> May, 2010 re-appointed Mr. Manish V. Parekh and Mr. Nayan S. Parekh as the Executive Directors for a period of five years with effect from 1<sup>st</sup> April, 2010 on the terms of remuneration mentioned in the respective resolutions, with powers to the Board (which shall be deemed to include its Committee constituted thereof to exercise its powers including the powers conferred by this resolution) to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/let down in the Companies Act, 1956, or any statutory amendments or relaxation thereof.

The Department of Company Affairs has vide notification dated 16<sup>th</sup> January, 2002 amended Schedule XIII to the Companies Act, 1956 revising the limits for payment of managerial remuneration by Companies in case of loss or inadequacy of profits. Though it is expected that the Company would make sufficient profits but as a matter of abundant caution the following information as prescribed in the amended Schedule XIII to the Companies Act, 1956 is being provided. However, in the event the remuneration exceeds the limits under Schedule XIII, the Company will apply to the Central Government for necessary approval.

**A] General Information:**

The Company is in the business of manufacturing moulded plastic articles consisting of moulded plastic furniture, material handling products etc. and operating in retail chain of home decor stores. The Company was incorporated on 5<sup>th</sup> December, 1985 and commenced its commercial production in 1990. The Company is not a new Company so the date of commencement of activities as per prospectus does not apply. The financial performance of the Company for the year ended 31<sup>st</sup> March, 2010 is as follows:

(Rs. in Lacs)

Total Income	103,281.93
Net Profit before Tax	6,588.75
Net worth	25,117.41

During the financial year 2009-2010, the Company's Exports were Rs. 1,672.74 Lacs and the Foreign Exchange Earnings were Rs. 1,776.28 Lacs. During the financial year there were no foreign investments made by the Company.



**B] Information about the appointee:**

- i) Mr. Manish V. Parekh, aged 41 years, is the Whole-time Director of the Company since 1<sup>st</sup> April, 2000. Mr. Manish V. Parekh is a B.Com graduate having over 17 years rich experience in the marketing. He monitors the daily functions of the plastic furniture division of the Company as well as @home division of the Company.

During the financial year 2009-2010, Mr. Manish V. Parekh was paid a total remuneration of Rs. 7,928,542/-.

The proposed remuneration for Mr. Manish V. Parekh is given in Resolution no. 9 placed before the members.

Taking into consideration the profile of Mr. Manish V. Parekh, the industry benchmarks, responsibilities, the remuneration being paid is similar to other persons at similar levels.

- ii) Mr. Nayan S. Parekh, aged 38 years, is the Whole- time Director of the Company since 1<sup>st</sup> April, 2000. Mr. Nayan S. Parekh has a degree in B. S. Plastic Engineering from University of Massachusetts, USA. He has over 15 years experience in the manufacturing sector. He strives hard to innovate, design and provide material handling solutions comparable to international standard. He looks after the manufacturing and operations of material handling section.

During the financial year 2009-2010, Mr. Nayan S. Parekh was paid a total remuneration of Rs. 6,768,446/-.

The proposed remuneration for Mr. Nayan S. Parekh is given in Resolution no. 10 placed before the members.

Taking into consideration the profile of Mr. Nayan S. Parekh, the industry benchmarks, responsibilities, the remuneration being paid is similar to other persons at similar levels.

**C] Other Information:**

The Company's income and profits have grown substantially during the year ended 31<sup>st</sup> March, 2010 on account of stability experienced in raw material prices coupled with value and volume growth and prudent control measures.

The Company has been taking steps to further improve its income and profits in the coming years by way of expansion of manufacturing capacities of its plants, extension of product category, reducing cost and enhancing productivity.

All the relevant disclosures pertaining to the Directors of the Company and which are required to be disclosed in the Report of the Board of Directors under the heading "Corporate Governance" attached to the annual report have been disclosed therewith.

The board recommends the special resolutions for approval.

The draft of the Agreement to be executed between the Company and Mr. Manish V. Parekh, Mr. Nayan S. Parekh, respectively, as approved by the Board of Directors is available for inspection by the members at the registered office of the Company on any working day, during the usual business hours and will also be available at the Meeting.

This may also be treated as an abstract of the terms of contract/agreement between the Company and Mr. Manish V. Parekh, Mr. Nayan S. Parekh, respectively pursuant to Section 302 of the Companies Act, 1956.

Mr. Manish V. Parekh and Mr. Nayan S. Parekh are interested in the resolutions at the said items of notice as it pertains to remuneration payable to each of them. Further, Mr. Vamanrai V. Parekh, Mr. Sharad V. Parekh and Mr. Hiten V. Parekh are interested in the resolutions at the said items, being related inter se. Except the aforesaid, none of the other Directors of the Company are, in anyway, concerned or interested in the resolutions set above.

By order of the Board  
For **Nilkamal Limited**

Place: Mumbai  
Date: May 15, 2010

**Priti P. Dave**  
Company Secretary

**DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT  
AT THE ENSUING ANNUAL GENERAL MEETING**

(Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Mr. Dadi B. Engineer	Mr. Sharad V. Parekh	Mr. Hiten V. Parekh	Mr. Manish V. Parekh	Mr. Nayan S. Parekh
Date of birth	01-12-1923	06-05-1945	27-05-1963	04-02-1969	08-03-1972
Date of appointment	07-01-1991	14-06-1990	09-12-1985	01-04-2000	01-04-2000
Expertise in specific area	Indirect Taxation, Corporate and Civil Law.	Industrialist with wide and rich experience in Plastic Industry	Industrialist with enriched and diverse experience in Corporate Management	Industrialist with rich experience in Marketing Management	Industrialist with enriched and diverse experience in Manufacturing Sector
Qualifications	B. A., LL. B., Advocate and Attorney	Inter Commerce	B.Com, Diploma in Quality System and Management	B.Com.	B.S. Plastics Engineering U.S.A
Directorship in other Public Limited Companies	1. Atlas Copco Limited 2. Forvol International Services Limited 3. Fiora Services Limited 4. Foods & Inns Limited 5. Forbes & Company Limited 6. PCS Industries Limited 7. Welspun India Limited 8. Zuari Industries Limited	—	—	—	—
Membership of Committees in other Public Limited Companies	<b>Audit Committee</b> 1. Zuari Industries Limited 2. Atlas Copco Limited 3. Forbes & Company Limited 4. Foods & Inns Limited 5. Welspun India Limited <b>Remuneration Committee</b> 1. Atlas Copco Limited <b>Shareholders' / Investors' Grievance Committee</b> 1. Zuari Industries Limited 2. Atlas Copco Limited <b>Share Transfer Committee</b> 1. Zuari Industries Limited	—	—	—	—
Number of Shares Held	Nil	12,92,908	11,39,455	6,71,789	10,17,440