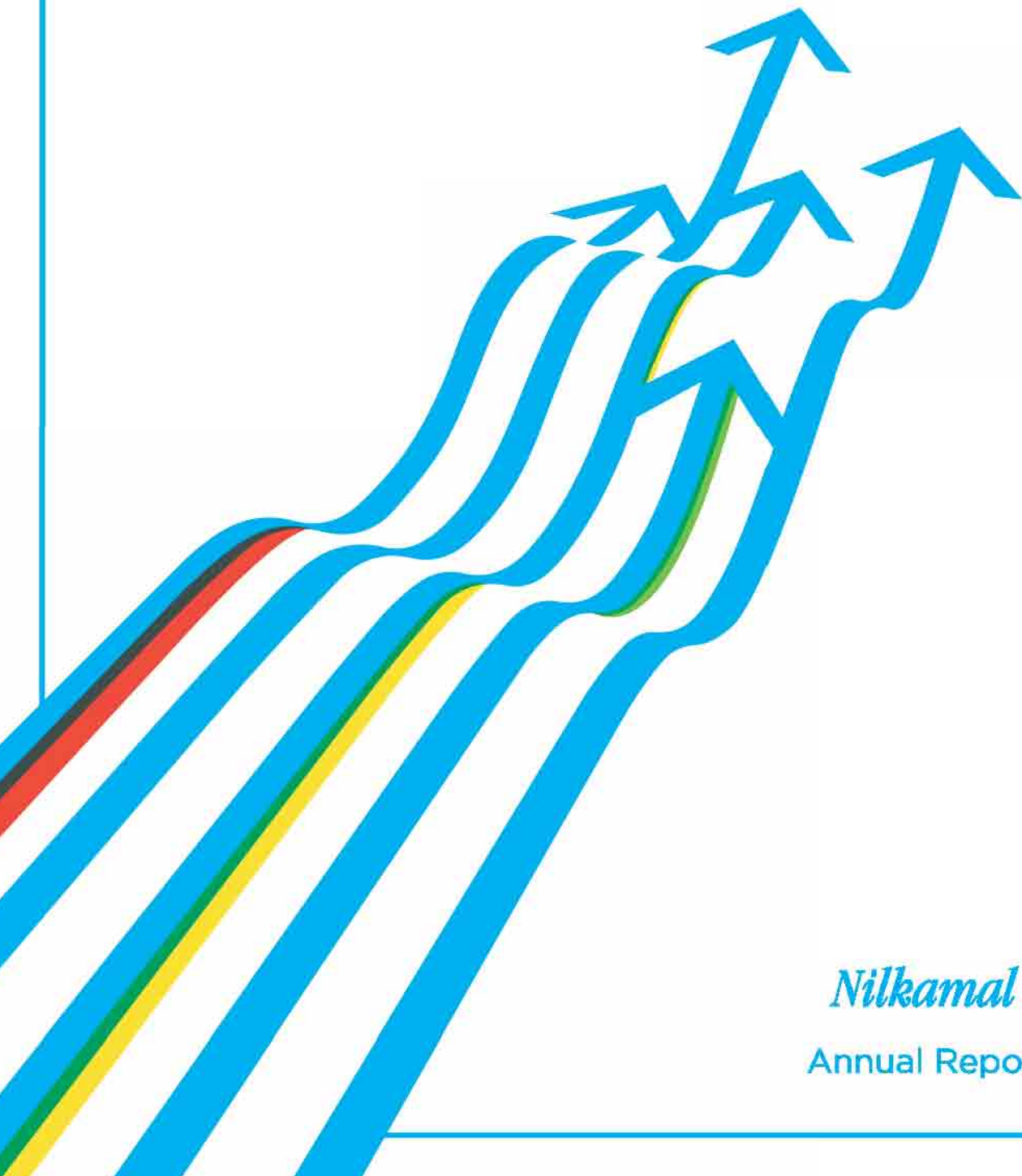


Accomplishment will prove  
to be a journey, not a destination.



**Board of Directors**

Mr. Vamanrai V. Parekh	- Chairman
Mr. Sharad V. Parekh	- Managing Director
Mr. Hiten V. Parekh	- Joint Managing Director
Mr. Manish V. Parekh	- President and Executive Director
Mr. Nayan S. Parekh	- President and Executive Director
Mr. Mahendra V. Doshi	- Director
Mr. K. R. Ramamoorthy	- Director
Mr. Dadi B. Engineer (ceased to be Director w.e.f. May 30, 2016 due to demise)	- Director
Mr. Mufazzal S. Federal	- Director
Mr. S. K. Palekar	- Director
Ms. Hiroo Mirchandani	- Director

**Chief Financial Officer**

Mr. Paresh B. Mehta

**Company Secretary**

Ms. Priti P. Dave

**Bankers**

- State Bank of India • Corporation Bank
- IDBI Bank Limited • DBS Bank Limited

**Auditors**

M/s. B S R &amp; Co. LLP

M/s. Vora &amp; Associates

**Barjora Factory**

Plot No. 1498/2613, WBIDC Industrial Complex, Barjora Mejia Road,  
P. O. & P. S. Barjora, District: Bankura, Pincode – 722 202, West Bengal.

**Hosur Factory**

Part of Survey No. 149, 151 to 153, 155/9, 226/1C, 227 and 299/1,  
Next to GNB Factory, Nallaganakothapalli Village, Koneripalli Post,  
Shoolagiri Taluk (Hosur), Krishnagiri District-635 117, Tamilnadu.

**Hooghly Factory**

Dayanidhan Compound, Godown No- 1A & 2, Delhi High Road,  
Dankuni, Village: Monoharpur, J. L. No. 98,  
Touzi No. 17, Police Station - Chanditala,  
District - Hooghly – 712 311, West Bengal.

**Jammu Factory**

Phase – II, Industrial Growth Centre, Samba – 184 121,  
Jammu & Kashmir.

**Kharadpada Factory**

Survey No. 389, 391, 393, 396 & 401,  
Naroli – Kharadpada Road,  
Village: Kharadpada, Silvassa -396 230,  
Union Territory of Dadra & Nagar Haveli.

**Noida Factory**

Plot No.26, B&C Sector No.31, Surajpur – Kasna Road,  
Behind HPCL Gas Plant, Gautam Budha Nagar,  
Greater Noida – 201 310, Uttar Pradesh.

**Puducherry Factory**

19/3-5, 18/1-B & 21/6, Olaivaikkal Village,  
Villianoor-Pathukannu Road,  
Villianoor Taluk – 605 502, Puducherry.

**Sinnar Factory**

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

**Registered Office and Vasona Factory**

Survey No.354/2 and 354/3, Near Rakholi Bridge,  
Silvassa Khanvel Road, Vasona, Silvassa 396 230,  
Union Territory of Dadra and Nagar Haveli.

**Corporate Office**

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

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NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of NILKAMAL LIMITED will be held at the Registered Office of the Company at Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa – 396 230, Union Territory of Dadra & Nagar Haveli, on Thursday, August 11, 2016 at 12.00 noon to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements including the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Hiten V. Parekh (DIN: 00037550), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the recommendations of the Audit Committee and pursuant to the resolution passed by the members at the Twenty Eighth Annual General Meeting held on September 6, 2014, the appointment of M/s. B S R & Co. LLP, Chartered Accountants (ICAI Registration No. 101248W/ W-100022) and M/s. Vora and Associates, Chartered Accountants (ICAI Registration No. 111612W) as the Joint Statutory Auditors of the Company to hold office till the conclusion of the Thirty Second and Thirty First Annual General Meeting of the Company, respectively, be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration plus applicable service tax and reimbursement of out of pocket expenses payable to them for the financial year ended March 31, 2017 as may be determined by the Audit Committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the Auditors and the Board of Directors."

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder as amended from time to time, M/s. B. F. Modi and Associates, Cost Accountants (Firm Registration No. 6955) appointed by the Board of Directors as Cost Auditors of the Company for the financial year 2016-2017 to conduct audit of cost records of the Company at remuneration of ₹ 3.00 Lacs (Rupees Three Lacs Only) plus service tax and reimbursement of out of pocket expenses at actual, be and is hereby ratified and confirmed."

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** in partial modification of the resolution passed by the Members at the 29<sup>th</sup> Annual General Meeting held on August 4, 2015, Mr. Hiten V. Parekh (DIN: 00037550) who was earlier designated as Executive Director of the Company be and is hereby re-designated as the 'Joint Managing Director' of the Company with effect from November 2, 2015 for the remaining tenure of his appointment till March 31, 2020, on the same terms and conditions including remuneration as approved earlier by the Members.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (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 authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** in partial modification of the resolution passed by the Members at the 29<sup>th</sup> Annual General Meeting held on August 4, 2015, Mr. Manish V. Parekh (DIN: 00037724) who was earlier designated as Executive Director of the Company be and is hereby re-designated as the 'President and Executive Director (Furniture)' of the Company with effect from November 2, 2015 for the remaining tenure of his appointment till March 31, 2020, on the same terms and conditions including remuneration as approved earlier by the Members.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (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 authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

7. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** in partial modification of the resolution passed by the Members at the 29<sup>th</sup> Annual General Meeting held on August 4, 2015, Mr. Nayan S. Parekh (DIN: 00037597) who was earlier designated as Executive

Director of the Company be and is hereby re-designated as the 'President and Executive Director (Material Handling)' of the Company with effect from November 2, 2015 for the remaining tenure of his appointment till March 31, 2020, on the same terms and conditions including remuneration as approved earlier by the Members.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (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 authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of the Special Businesses at Item Nos. 4 to 7 above is annexed hereto and forms a part of the Notice.
2. The relevant details of persons seeking re-appointment as Director under Item No. 2 of the Notice, as required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is also annexed.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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 AGM.  
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN 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.
4. 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 AGM.
5. 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 the above details, along with their Folio Number, to the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited.
6. Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, address, registered email id, bank details, NECS, mandates, nominations, power of attorney, etc. to their Depository Participant. Changes intimated to the Depository Participant will be automatically reflected in the Company's records. Members holding shares in physical form are requested to intimate any of the above mentioned changes, alongwith the request for merging of folio etc., to the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited.
7. For the purpose of availing Nomination facility, members holding shares in dematerialised form are required to lodge the nomination with their Depository Participant and members holding shares in physical form are required to fill and submit Form SH-13 (available on request) with the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited, for assistance in this regard.
9. Members, wishing to claim dividends, which remain unclaimed for the financial years 2009-2010 onwards, are requested to write to the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, L.B. S. Marg, Bhandup (W), Mumbai 400078. It may be noted that once such unclaimed dividends are transferred on expiry of seven years to the Investor Education and Protection Fund, no claim shall lie in respect thereof.
10. Any request for revalidation of dividend warrant(s) by any member of the Company may be directed to the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited.
11. The Notice of the 30<sup>th</sup> AGM and instructions for e-voting, along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
12. The Annual Report 2015-2016 of the Company, circulated to the members of the Company, is also available on the Company's website at [www.nilkamal.com](http://www.nilkamal.com) and on the website of the stock exchanges where the shares of the Company are listed viz. BSE Limited – [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited – [www.nseindia.com](http://www.nseindia.com).

13. 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.
14. Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the Meeting. Members holding equity shares in electronic form, and proxies thereof, are requested to bring their DP ID and client ID for identification.
15. The route map showing directions to reach the venue of the Thirtieth AGM is annexed.
16. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and the Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Thirtieth Annual General Meeting (AGM) by electronic means through remote e-voting platform provided by Central Depository Services Limited (CDSL). The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on August 8, 2016 at 10.00 am and ends on August 10, 2016 at 5.00 pm. 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) of August 4, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "Nilkamal Limited" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.



- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**(xxi) General Instructions:**

- a) A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
- b) The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically by remote e-voting may only cast their vote at the AGM through ballot paper.
- c) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. August 4, 2016. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. August 4, 2016, only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- d) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date of August 4, 2016, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if the member is already registered with CDSL for remote e-voting then the member can use their existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
- e) Mr. Pratik M. Shah, Practicing Company Secretary (Membership No. FCS 7431), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- f) At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
- g) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
- h) The result, along with the Scrutinizer's Report, will be placed on the Company's website, [www.nilkamal.com](http://www.nilkamal.com) and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the Stock Exchanges.

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

Place: Mumbai  
Date: May 14, 2016

**Priti P. Dave  
Company Secretary**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. B. F. Modi and Associates to conduct the audit of the Cost Records of the Company for the financial year 2016-2017. In terms of provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

No Director, Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

**Item Nos. 5 to 7**

At the Twenty Ninth Annual General Meeting of the Company held on August 4, 2015, the members had re-appointed Mr. Hiten V. Parekh, Mr. Manish V. Parekh and Mr. Nayan S. Parekh as the Executive Directors of the Company for a period of five years with effect from April 1, 2015 and had also approved the terms and conditions of their appointment, including the remuneration payable to the said Executive Directors.

With a view of overseeing the succession planning of the top management personnel in the Company and considering the fact that the Executive Directors have been independently managing the critical business functions of the various business verticals of the Company and they have been in the current position for over two decades, it is considered desirable to recognize their role by appropriately re-designating them. The Company aims to deepen the focus in each of these verticals as well as drive synergies between them using the enriched experience of the said Executive Directors. Furthermore, this would also ensure that their designation appropriately reflects their top management role and responsibilities to the stakeholders at large.

Hence, in view of the same and based upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on November 2, 2015, approved the re-designation of the said Executive Directors for the remaining tenure of their respective appointment on the same terms and conditions including remuneration as approved earlier by the Members:

**Mr. Hiten V. Parekh**

Mr. Hiten V. Parekh – Executive Director, is associated with the Company since inception and in his early tenure was involved across all business functions of the Company, thereby gaining a through insight of the business. He is also to be credited for setting up the Company's manufacturing subsidiary at Sri Lanka. He looks after the functions of various factories of the Company and has also been instrumental in launching the Company's retail business under the brand name '@home' as well as the mattress business of the Company. He exercises constant vigil on quality control of the Company's products, which has enabled the Company to successfully obtain numerous quality standards certifications and awards. This has enabled the Company to uphold its status as a quality market leader in the industry and thus making the name of 'Nilkamal' synonymous with trust and quality in the minds of the customers.

In view of the same, it is proposed to elevate Mr. Hiten V. Parekh from the current designation of Executive Director to Joint Managing Director.

Mr. Hiten V. Parekh is interested in the resolution set out at Item No. 5 of the Notice. Mr. Manish V. Parekh – President and Executive Director and Mr. Vamanrai V. Parekh - Chairman, being related to Mr. Hiten V. Parekh may be deemed to be interested in the said Item.

Other relatives of Mr. Hiten V. Parekh may be deemed to be interested in the resolution set out at Item No. 5 of the Notice to the extent of their shareholding interest, if any, in the Company.

**Mr. Manish V. Parekh**

Mr. Manish V. Parekh - the Executive Director of the Company is associated with the Company for around two decades. He oversees the moulded furniture business of the Company and is the pillar behind the enormous dealer network, which is beyond the reach of other players in the market and has resulted in the Company becoming a market leader in the country and the largest producer of moulded plastic furniture in the world. He contributed in building Nilkamal brand and making it generic amongst the households in India and Sri Lanka. He is also instrumental in launching the @home business of the Company, and building '@home' as a brand thus making the said business a prominent player in the organized retail sector. Further, he was successful in setting up an online portal for '@home' business of the Company.

In view of the same, it is proposed to re-designate Mr. Manish V. Parekh from the current designation of Executive Director to President and Executive Director (Furniture).

Mr. Manish V. Parekh is interested in the resolution set out at Item No. 6 of the Notice. Mr. Hiten V. Parekh – Joint Managing Director and Mr. Vamanrai V. Parekh - Chairman, being related to Mr. Manish V. Parekh may be deemed to be interested in the said Item.

Other relatives of Mr. Manish V. Parekh may be deemed to be interested in the resolution set out at Item No. 6 of the Notice to the extent of their shareholding interest, if any, in the Company.

**Mr. Nayan S. Parekh**

Mr. Nayan S. Parekh - the Executive Director of the Company, is also associated with the Company for around two decades. He heads the Material Handling Business of the Company and is also responsible for looking into the operations of various factories of the Company. His constant endeavor towards innovation, designing and providing material handling solutions comparable to international standards has made Nilkamal a 'One Stop Material Handling Shop' for all industries. He has been instrumental in setting up two foreign Joint Ventures of the Company and also for setting up Company's profitable subsidiary viz NCB-FZE at Ajman, which is a free trade zone.

In view of the same, it is proposed to re-designate Mr. Nayan S. Parekh from the current designation of Executive Director to President and Executive Director (Material Handling).

Mr. Nayan S. Parekh is interested in the resolution set out at Item No. 7 of the Notice. Mr. Sharad V. Parekh – Managing Director, being related to Mr. Nayan S. Parekh may be deemed to be interested in the said Item.

Other relatives of Mr. Nayan S. Parekh may be deemed to be interested in the resolution set out at Item No. 7 of the Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the aforesaid resolutions set out at Item Nos. 5 to 7 of the Notice.

Though the members consent is not required for the above re-designation, however, as a good corporate governance practice, the Board recommends the resolution set forth in Item Nos. 5 to 7 for the approval of the members.

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

Place: Mumbai  
Date: May 14, 2016

**Priti P. Dave  
Company Secretary**



**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**  
**(Pursuant to Regulation 36 of Securities and Exchange Board of India**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**Mr. Hiten V. Parekh**

Director Identification Number (DIN)	:	00037550
Date of joining the board	:	December 9, 1985
Brief resume of the Director including nature of expertise in specific functional areas	:	<p>Mr. Hiten V. Parekh, aged 52 years, holds a bachelor's degree in Commerce from Mumbai University and a Diploma in Quality Systems and Management. He is associated with the Company since incorporation and has over 30 years of rich experience in the manufacturing sector. He overlooks the functions of several of its factories located across the country and acts as checkpoint for quality control and assurance of the Company's products, which has enabled the Company to uphold its status as a quality market leader in the industry and has also helped to gain several awards to the Company. He is one amongst the first few persons in the plastics processing industry to extend the Company's business out of India and took a step forward by setting up business at Sri Lanka.</p> <p>He is also instrumental in launching the Company's retail business of lifestyle furniture, furnishing and accessories under the brand name '@home' and the Company's foray into mattress business under the brand name 'Nilkamal Mattrezzz'.</p>
Relationship of Directors inter-se	:	Mr. Hiten V. Parekh is the son of Mr. Vamanrai V. Parekh and brother of Mr. Manish V. Parekh.
Number of shares held in the Company	:	1,209,962
Directorships and Committee memberships held in other companies*	:	None

\*Alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of only Audit Committees and Stakeholders' Relationship Committees have been included in the aforesaid table.

## DIRECTORS' REPORT

### REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS FOR THE YEAR ENDED MARCH 31, 2016.

Dear Members,

Your Directors are pleased to present the **30<sup>th</sup> Annual Report** and the Audited Statement of Accounts for the financial year ended March 31, 2016.

#### FINANCIAL PERFORMANCE:

The financial performance of the Company for the financial year ended March 31, 2016 is summarised below:-

(₹ in Lacs)

	2015-2016	2014-2015
Gross Turnover and Other Income	201,296	191,896
Net Turnover and Other Income	187,946	179,291
<b>Profit before Depreciation and Tax</b>	<b>20,592</b>	<b>11,427</b>
Less: Depreciation on Fixed Assets	5,263	5,376
<b>Profit before Tax</b>	<b>15,329</b>	<b>6,051</b>
Less: Provision for Taxes	4,940	1,805
<b>Profit after Tax</b>	<b>10,389</b>	<b>4,246</b>
Amount Available for Appropriations	30,596	21,870
Less: Appropriations:		
i) Interim Dividend	1,045	-
ii) Proposed Final Dividend	-	672
iii) Total Tax on Dividend	96	101
iv) Transfer to General Reserves	5,000	890
Leaving a Balance to be carried forward	24,455	20,207
Earnings Per Share (₹)	70	28
Cash Earnings Per Share (₹)	105	64
Book Value per Share (₹)	392	330

#### YEAR IN RETROSPECT

During the financial year 2015-2016, your Company has recorded a gross turnover of ₹ 200,376 lacs up from ₹ 191,271 lacs of the previous financial year. Profit before Tax was up by 153% from ₹ 6,051 lacs to ₹ 15,329 lacs due to softening of the raw material prices alongwith the improved operational efficiencies. Consequently the earnings per share also went up from ₹ 28 to ₹ 70. The plastic business has achieved a volume growth of 3% and value growth of 5%.

The performance of the Company's retail business operated under the brand name '@home' had witnessed an upturn, achieving turnover of ₹ 23,805 lacs, which was up by 9% vis-à-vis ₹ 21,750 lacs of the previous financial year. The Company's 16 @home stores are spread PAN India in 12 cities.

#### RESERVES

Your Directors proposes to carry a sum of ₹ 5,000 lacs to the General Reserve Account out of the profits available.

#### DIVIDEND

During the year under review, your Company had declared interim dividend twice, the first interim dividend of ₹ 2.50 i.e. 25% on November 5, 2015 and the second interim dividend of ₹ 4.50 i.e. 45% on March 14, 2016, thus aggregating to ₹ 7.00 i.e. 70% for the financial year 2015-2016. Considering the aforesaid interim dividends, the Company has not recommended any final dividend for the financial year 2015-2016 on the equity shares of the Company.

The total outflow on account of the interim dividends (including distribution tax, surcharge and education cess) amounts to ₹ 1,141 lacs for the financial year 2015-2016.

#### AWARDS AND RECOGNITIONS

Your Company constantly strives towards reducing carbon foot prints, energy conservation and preserving the environment by adopting right practices for saving the scarce resources. In recognition of the same, all the Company's units have been awarded the ISO 50001:2011 EnMS Certifications from TUV-SUD Germany.

Further, with its drive to obtain Quality Management and Energy Efficiency, your Company has achieved the First prize under the National Award for Energy Conservation from BEE-Government of India for its Hosur Unit. Furthermore, the Company has also received Sustainability 4.0 Believer's certificate from "Frost and Sullivans" for its Vasona Plant, which certifies that the Company's business is sustainable.