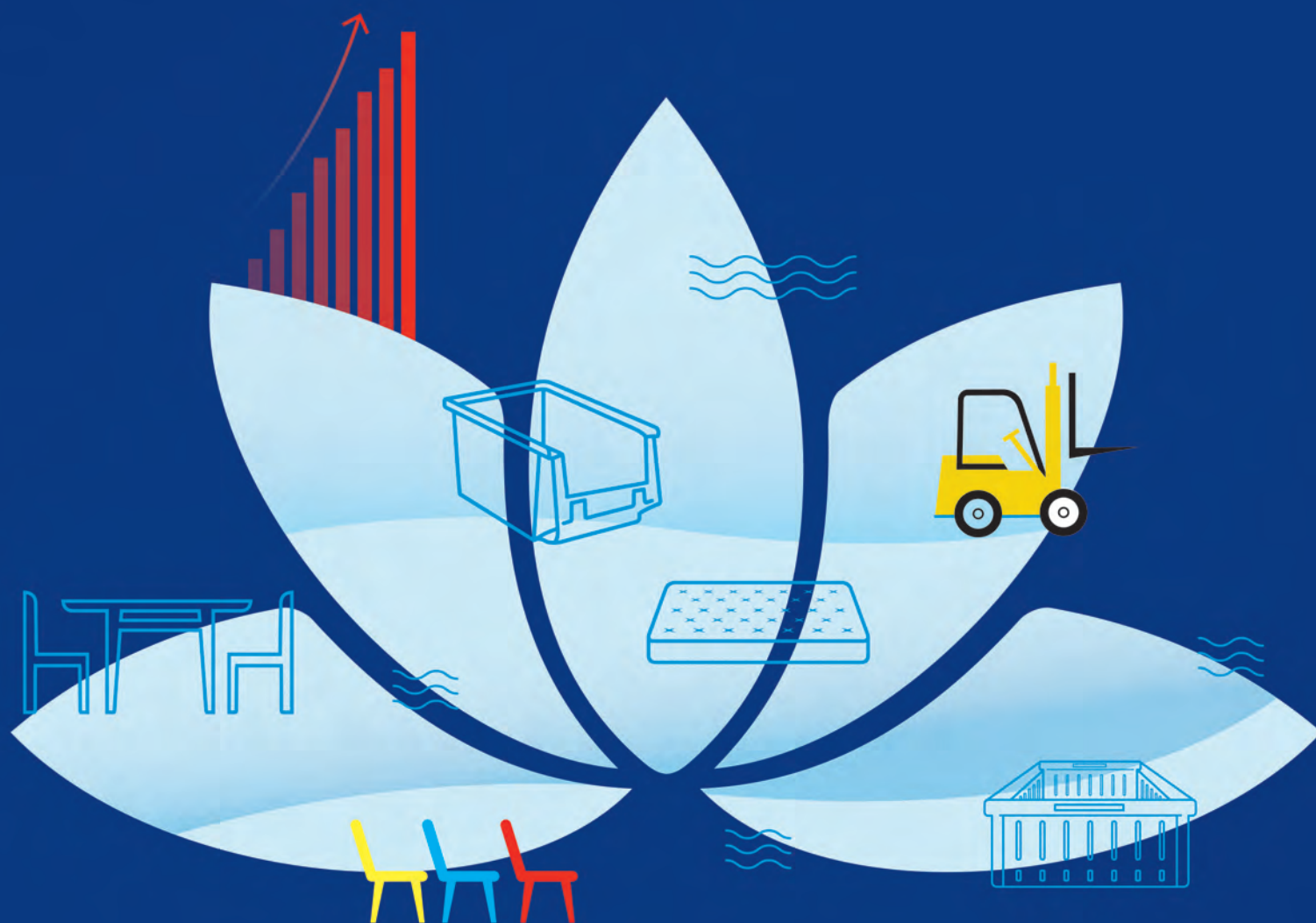


ANNUAL REPORT
2016 - 2017



"Growth is
never by mere chance;
it is the result of forces
working together"

Nilkamal Limited



● MOULDED FURNITURE



● BUBBLE GUARD



● MATERIAL HANDLING SOLUTIONS



● MATTRESS



● HOME DECOR



● CUSTOM RANGE



**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
Ms. Hiroo Mirchandani	- Director
Mr. K. R. Ramamoorthy	- Director
Mr. K. Venkataramanan (appointed w.e.f. November 5, 2016)	- Director
Mr. Mahendra V. Doshi	- Director
Mr. Mufazzal S. Federal	- Director
Mr. S. K. Palekar	- 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 & Co. LLP

M/s. Vora & 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 Thirty First 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 Tuesday, August 8, 2017 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, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on equity shares for the year ended March 31, 2017.
3. To appoint a Director in place of Mr. Manish V. Parekh (DIN: 00037724), who retires by rotation and being eligible, offers himself for re-appointment.
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 139,142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby approves the retirement of M/s. Vora and Associates, Chartered Accountants (ICAI Registration No. 111612W) – one of the Joint Statutory Auditors of the Company, upon the expiry of their term of office and further upon the recommendations of the Audit Committee, ratifies the continuation of appointment of M/s. B S R & Co. LLP, Chartered Accountants (ICAI Registration No. 101248W/ W-100022) till the conclusion of the Thirty Second Annual General Meeting of the Company, as approved by the members at the Twenty Eighth Annual General Meeting held on September 6, 2014 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, 2018 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:

5. 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 Sections 149, 152 and Schedule IV of the Companies Act, 2013 and the Rules made thereunder read with the provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. K. Venkataramanan (DIN: 00001647), who was appointed as an Additional Director of the Company with effect from November 5, 2016, under Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office as such for a period of three years upto the conclusion of the Thirty Fourth Annual General Meeting to be held in calendar year 2020."

6. 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 to conduct audit of cost records of the Company for the financial year 2017-2018 at remuneration of ₹ 3.25 Lacs (Rupees Three Lacs Twenty Five Thousand Only) plus service tax and reimbursement of out of pocket expenses at actual, be and is hereby ratified and confirmed."

7. 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 188(1)(f) 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 subject to such other applicable provisions of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the payment of a revised remuneration to Mr. Mihir Parekh - Associate Vice President, relative of Director, appointed at a place of profit in the Company, at a basic salary of ₹ 75,900 per month in a scale of ₹ 75,000 to ₹ 175,000 per month plus HRA, provident fund, other perquisites and allowances as per the Company's policy, with effect from April 1, 2017, with further authority to the Board of Directors to alter the said remuneration from time to time within the given scale of basic salary, alongwith the terms and conditions thereof, for the period from April 1, 2017 to March 31, 2022."

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of the 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/appointment as Director under Item Nos. 3 and 5 of the Notice, as required pursuant to Regulation 36(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges, is also annexed.

3. 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.
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 meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 2, 2017 to Tuesday, August 8, 2017, both days inclusive.
6. The final dividend, as recommended by the Board, if approved at the Annual General Meeting, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as on August 1, 2017 as per the downloads furnished to the Company by Depositories for this purpose. In case of shares held in physical form, dividend will be paid to the shareholders, whose names shall appear on the Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on August 1, 2017.
7. 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.
8. 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.
9. 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.
10. 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.
11. Members, wishing to claim dividends, which remain unclaimed for the financial years 2010-2011 onwards, are requested to write to the Company or its Registrar and Transfer Agents, M/s. Link Intime India Private Limited at C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai: 400083. It may be noted that once such unclaimed dividends are transferred on expiry of seven years to the Investor Education and Protection Fund (IEPF), no claim shall lie in respect thereof. Further, shares on which the dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act, and the applicable Rules. The shares transferred to the IEPF can be claimed back by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the "Rules".
12. Any request for revalidation of dividend warrant(s) by any member of the Company may be directed to the Company or its Registrar and Transfer Agents, M/s. Link Intime India Private Limited.
13. The Notice of the 31st 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.
14. The Annual Report 2016-2017 of the Company, as circulated to the members of the Company, is also available on the Company's website at 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 and National Stock Exchange of India Limited – www.nseindia.com.
15. Members desiring any information as regards the Accounts are requested to write to the Company at its Corporate Office atleast 10 days prior to the date of meeting so as to enable the Management to keep the information ready.
16. 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.

17. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Thirty First 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 5, 2017 at 10.00 am and ends on August 7, 2017 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 1, 2017 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.
- (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 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:

	For Members holding shares in Demat Form and Physical Form
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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DIVIDEND BANK DETAILS OR DATE OF BIRTH	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"> 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).

- (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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(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. 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 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.
- 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 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, under help section or write an email to 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 1, 2017. 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 1, 2017 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 1, 2017, may obtain the login ID and password by sending a request at 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.
- 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 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**

**Priti P. Dave
Company Secretary**

Place: Mumbai
Date: May 11, 2017

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

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Pursuant to the provisions of Section 139(2) of the Companies Act, 2013, as amended, the Company cannot re-appoint any firm as an auditor of the Company for more than two terms of five consecutive years. In case any existing auditor has completed the said term, they shall mandatorily retire at the first Annual General Meeting of the Company held after completion of a period of three years from April 1, 2014, i.e. at the Annual General meeting of the Company to be held in the year 2017.

Hence, in terms of the provisions of Section 139(2) mentioned above, the term of appointment of M/s. Vora and Associates, Chartered Accountants, as the auditors of the Company shall expire at the ensuing Annual General Meeting.

The Audit Committee and the Board of Directors have placed on record their appreciation for the professional services rendered by M/s. Vora and Associates, Chartered Accountants, during their long association with the Company as its auditors.

Further, in view of the above, the appointment of M/s. B S R and Co. LLP, Chartered Accountants, having Registration No. 101248W/ W-100022, the other Joint Statutory Auditor, have been continued for a term till the conclusion of the Thirty Second Annual General Meeting of the Company.

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 No. 5

Mr. K. Venkataramanan was appointed as an Additional Director (Independent) on the Board with effect from November 5, 2016.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. K. Venkataramanan will hold office upto the conclusion of the ensuing Annual General Meeting of the Company. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member alongwith a deposit of ₹ 100,000 proposing the candidature of Mr. K. Venkataramanan for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. K. Venkataramanan (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. K. Venkataramanan as an Independent Director of the Company for a period up to the conclusion of Thirty Fourth Annual General Meeting of the Company to be held in calendar year 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. K. Venkataramanan, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter of appointment of Mr. K. Venkataramanan as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No Director, Key Managerial Personnel or their relatives, except Mr. K. Venkataramanan, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

Item No. 6

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 2017-2018. 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 along with the reimbursement of expenses incurred towards the audit 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. 6 for the approval of the members.

Item No. 7

Mr. Mihir H. Parekh, designated as the Associate Vice President, holds a place of profit in the Company and is a related party pursuant to Section 2(76) of the Companies Act 2013 ("the Act"). Further, pursuant to the provisions of Section 188 of the Act and the rules made thereunder, the appointment of any related party to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding ₹ 2,50,000 requires the prior approval of members of the Company. Hence, approval of members is sought for the revision in the remuneration payable to him by the Company as proposed in the resolution under this item of business.

Mr. Mihir H. Parekh holds a B.E. (Hons) Engineering Business Management from the University of Warwick, UK and MSc Management degree from the London Business School UK. Prior to joining the Company from June 1, 2015, he was associated with various organisations of national and international repute since March 2010, wherein he had gained business and management exposure. At present he looks after the expansion in new product line of the Company.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

- (a) Name of the related party: Mr. Mihir H. Parekh;
- (b) Name of the Director or Key Managerial Personnel who is related: Mr. Hiten V. Parekh – Joint Managing Director;
- (c) Nature of relationship: Mr. Mihir H. Parekh is son of Mr. Hiten V. Parekh, Joint Managing Director and one of the Promoters of the Company. Mr. Mihir H. Parekh is himself holding 11,500 equity shares in the Company, constituting 0.08% of the paid-up equity share capital of the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement:

Revision in the remuneration payable to Mr. Mihir H. Parekh - Associate Vice President, at a basic salary of ₹ 75,900 per month, in the scale of ₹ 75,000 to ₹ 175,000 per month plus HRA, provident fund, other perquisites and allowances as per the Company's policy, with effect from April 1, 2017.

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

Other relatives of Mr. Mihir H. 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 resolution set out at Item No. 7 of the Notice.

The Board recommends the resolution set forth in Item No. 7 for the approval of the members.

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

**Priti P. Dave
Company Secretary**

Place: Mumbai
Date: May 11, 2017

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/ 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. Manish V. Parekh

Director Identification Number (DIN)	:	00037724
Date of joining the board	:	April 1, 2000
Brief resume of the Director including nature of expertise in specific functional areas	:	Mr. Manish V. Parekh, aged 48 years, holds a bachelor's degree in Commerce from Mumbai University. He has rich experience of 26 years in the field of marketing and distribution. He is the pillar behind the enormous dealer network which is responsible for catering to requirements from the remotest region of the country. He is the brains behind the introduction of variety of designs and products of a varied range in the market, due to which the Company had become a generic brand name for the customers nationwide. His seamless zeal has helped the Company to become a market leader in the country and one of the largest producers of moulded plastic furniture in the world. He is 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'. Under his guidance, the Company's retail business '@home' has grown in a short span of time to provide quality furniture, accessories and design solutions
Relationship of Directors inter-se	:	Mr. Manish V. Parekh is the son of Mr. Vamanrai V. Parekh and brother of Mr. Hiten V. Parekh.
Number of shares held in the Company	:	1,191,658
Directorships and Committee memberships held in other companies*	:	None

Mr. K. Venkataramanan

Director Identification Number (DIN)	:	00001647
Date of joining the board	:	November 5, 2016
Brief resume of the Director including nature of expertise in specific functional areas	:	Mr. K. Venkataramanan, aged 72 years, is a distinguished Alumni of IIT, Delhi. He was associated with L&T for over four decades, and was appointed as Chief Executive Officer and Managing Director on April 1, 2012 and retired from the said position on September 30, 2015. He is the first Asian to become the Chairman of the Board of Directors of the Engineering & Construction Risk Institute Inc., USA. He is an Honorary Fellow of the Institute of Chemical Engineers, UK - the world's most reputed body in chemical engineering space. He is also a Fellow of the Indian Institute of Chemical Engineers and was the Chairman of the Capital Goods Committee of FICCI. He has received numerous awards and accolades at national and international levels.
Relationship of Directors inter-se	:	Mr. K. Venkataramanan is not related to any of the other Directors on the Board.
Number of shares held in the Company	:	Nil
Directorships and Committee memberships held in other companies*	:	1) L&T Hydrocarbon Engineering Limited 2) Kirloskar Pneumatic Company Limited 3) Vedanta Limited Member – Stakeholders' Relationship Committee

*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.