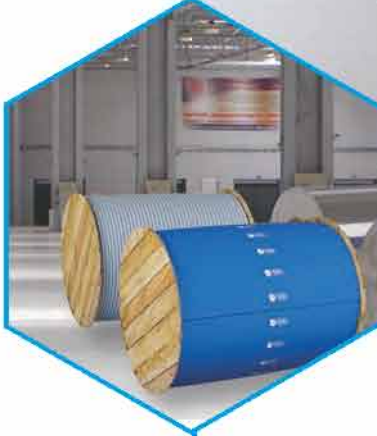


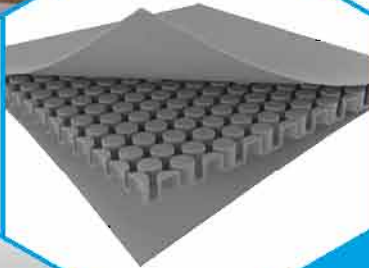
*Nilkamal Limited*

Annual Report 2017-2018

**Protection**



**Packaging**



**One Board,  
Million  
Possibilities**

**Printing**



**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	- 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 and Compliance Officer**

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

**Barjora Factory**

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

**Bhiwandi Factory**

Building No. D-1, Gala No. 101-107, Krishna Complex,  
Near Gajanan Petrol Pump, Mankoli Naka, Moje Dapode,  
Village Bhiwandi, Thane, Maharashtra - 421 302.

**Dharuhera Factory**

Khasra no.17/14/2,15/2/1,16/2,17,18,19/1, Village Malpura,  
Taluka-Dharuhera, Malpura, Rewari, Haryana – 123 401.

**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.

**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 Second 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 Saturday, June 30, 2018 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, 2018, 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, 2018.
3. To appoint a Director in place of Mr. Nayan S. Parekh (DIN: 00037597), 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, and upon the recommendations of the Audit Committee, M/s. B S R & Co. LLP, Chartered Accountants (ICAI Registration No. 101248W/ W-100022) be and are hereby appointed as the Statutory Auditors of the Company to hold office as such until the conclusion of the Thirty Seventh Annual General Meeting of the Company, and that the Board of Directors be and is hereby authorised to fix the remuneration plus applicable taxes and reimbursement of out of pocket expenses payable to them for the said tenure of their appointment, from time to time, 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 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 2018-2019 at remuneration of ₹ 3.25 lacs (Rupees Three Lacs Twenty Five Thousand Only) plus taxes and reimbursement of out of pocket expenses at actual, be and is hereby ratified and confirmed."

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

**"RESOLVED THAT** pursuant to Section 149, 152 of the Companies Act, 2013 ("the Act") and such other applicable provisions, if any, of the Act and the Rules made thereunder, read with Schedule IV of the Act, Ms. Hiroo Mirchandani (DIN: 06992518), whose term of office expires at this Thirty Second Annual General Meeting, be and is hereby re-appointed as an Independent Director, for a further term of 5 (Five) years, to hold office upto the conclusion of the Thirty Seventh Annual General Meeting of the Company to be held in the calendar year 2023."

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

**"RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof), the approval of the Members be and is hereby accorded for re-classification of Ms. Rajul Manoj Gandhi and Mr. Manoj Kantilal Gandhi, forming part of the existing promoter group of the Company from 'Promoter / Promoter Group category' to 'Public category'.

**RESOLVED FURTHER THAT** that the said promoter group seeking re-classification do / will not (i) have any special rights through formal or informal agreements (ii) hold more than 10% of the paid-up capital of the Company (iii) act as a Key Managerial Personnel of the Company.

**RESOLVED FURTHER THAT** on approval of the SEBI/ Stock Exchange(s) for the said re-classification, the Company shall effect such re-classification in the Statement of Shareholding Pattern of the Company from immediate succeeding quarter under Regulation 31 of the Listing Regulations and in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient in this regards, and further delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other employee(s) of the Company as it may consider appropriate in order to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities."



**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. 5 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 Nos. 3 and 6 of the Notice, as required pursuant to Regulation 36(3) 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 PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PER CENT 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 June 24, 2018 to June 30, 2018, both days inclusive.
6. The final dividend, as recommended by the Board, if approved at the Annual General Meeting (AGM), in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as on June 23, 2018 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 June 23, 2018.
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 as trading in physical shares is not feasible and also to eliminate all the risks associated with such 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's 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, 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 Suspense Account in accordance with the Section 124 of the Act, and the applicable Rules. The shares transferred to the IEPF Suspense Account can be claimed back by the concerned shareholders from the IEPF Authority after complying with the procedure prescribed under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
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 32<sup>nd</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.

The Annual Report 2017-2018 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).

14. Members desiring any information as regards the Accounts are requested to write to the Company at its Corporate Office at least 10 days prior to the date of AGM so as to enable the Management to keep the information ready.
15. 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.

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 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 AGM by electronic means through remote e-voting platform provided by Link Intime India Private Limited (LIPL). 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 voting period begins on June 27, 2018 at 10.00 am and ends on June 29, 2018 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 June 23, 2018 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

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

- i) Log-in to e-Voting website of Link Intime India Private Limited (LIPL) by visiting the e-voting system of LIPL at the following URL: <https://instavote.linkintime.co.in>.
- ii) Click on "Login" tab, available under 'Shareholders' section.
- iii) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- iv) Your User ID details are given below:
  - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
  - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
- v) Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter.)

For Shareholders holding shares in Demat Form or 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"> <li>Members who have not updated their PAN with depository Participant or in the Company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or Company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any Company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholder's registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter.)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the Company, you choose to vote.

vii) On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

viii) If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

ix) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

x) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

xi) You can also take the printout of the votes cast by you by clicking on "Print" option on the voting page.

xii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

xiii) During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

xiv) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

xv) In case the shareholders have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

**xvi) General Instructions:**

a) 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. June 23, 2018. 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. June 23, 2018 only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.

b) 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 June 23, 2018, may obtain the login ID and password by sending a request at [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or calling on 022-49186000.

c) 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.

d) 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.

e) 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 atleast 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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 5**

The Board of Directors of the Company, on the recommendation of the Audit Committee, had 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 2018-2019. 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. 5 for the approval of the members.

**Item No. 6**

Ms. Hiroo Mirchandani was appointed as an Independent Director of the Company, in accordance to the provisions of Section 149, 152 and Schedule IV of the Companies Act, 2013 read with the Rules framed thereunder, at the 29<sup>th</sup> Annual General Meeting of the Company held on August 4, 2015 for a term of three years upto the conclusion of this 32<sup>nd</sup> Annual General Meeting.

Since Ms. Hiroo Mirchandani has completed one term as an Independent Director of the Company, she is eligible for re-appointment for one more term. Further, based on the Performance Evaluation of the Independent Directors, conducted by the entire Board (excluding Ms. Hiroo Mirchandani) on various parameters such as performance, leadership, ethics and integrity, Board engagement and time commitment, ability to take balanced decisions regarding stakeholders, etc., the Nomination and Remuneration Committee have recommended re-appointment of Ms. Hiroo Mirchandani for a second term of 5 (five) years upto the conclusion of the 37<sup>th</sup> Annual General Meeting.

The Company has received declaration from her confirming that she meets with the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, she fulfills the conditions for re-appointment as an Independent Director and that she shall not be liable to retire by rotation.

Further, the Company has also received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member proposing her candidature for re-appointment as an Independent Director.

Hence, the Board of Directors of the Company have at their meeting held on May 11, 2018, approved and recommended the aforesaid resolution as set forth at Item No. 6 for the approval of the members.

No Director, Key Managerial Personnel or their relatives, except Ms. Hiroo Mirchandani, to whom the resolution relates, are interested or concerned in the resolution.

**Item No. 7**

The Company was in receipt of requests from Ms. Rajul Manoj Gandhi and Mr. Manoj Kantilal Gandhi, for re-classification from promoter / promoter group category to public category under Regulation 31A (2) & (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015'). Details of their shareholding in the Company are as under:

<b>Sr. No.</b>	<b>Name of applicants classified under Promoter Group category</b>	<b>No. of Equity Shares held</b>	<b>% of Shareholding</b>
1	Ms. Rajul Manoj Gandhi	15,303	0.1025
2	Mr. Manoj Kantilal Gandhi	2,210	0.0148
	<b>Total</b>	<b>17,513</b>	<b>0.1173</b>

Ms. Rajul Manoj Gandhi is daughter of Mr. Vamanrai V. Parekh and sister of Mr. Hiten V. Parekh and Mr. Manish V. Parekh, the Promoters of the Company and Mr. Manoj Kantilal Gandhi is husband of Ms. Rajul Manoj Gandhi and hold equity shares in the Company as stated in table given above. The aforesaid shareholders are leading their lives and occupations independently and are not connected, directly or indirectly, whatsoever, with any activity of the Company. Further, the other persons in the promoter/promoter group of the Company do not have any control over the affairs or the decision making process of these above referred shareholders. The above referred shareholders do not directly or indirectly, exercise control, over the affairs of the Company. They have also never held at any time; any position of key managerial personnel in the Company. They also do not have any special rights through formal or informal arrangements with the Company or Promoters or any person in the Promoter group. They are also never privy to any price sensitive information of the Company.



The proposed re-classification of the shareholding of the Promoter group mentioned in table given above is not pursuant to Regulation 31A (5) or (6) of the Listing Regulation, 2015. However, as a matter of abundant precaution, the Board of Directors recommends passing of Special Resolution as set out at Item No. 7 of this Notice.

No Directors, Key Managerial Personnel and relatives, except Mr. Vamanrai V. Parekh, Mr. Hiten V. Parekh and Mr. Manish V. Parekh, and their relatives, are interested or concerned in the resolution.

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

Place: Mumbai  
Date: May 11, 2018

**Priti P. Dave  
Company Secretary**

**Important notes to the shareholders:**

Some important notes pertaining to dividend and shares of the shareholders are given below. The shareholders can access the same on the Company's website at the below links:

1. The details of dividend which has remained unpaid/ unclaimed for the past seven consecutive years can be viewed on the Company's website at <http://www.nilkamal.com/unclaimed/investors-zone/unclaimed-unpaid-dividend/894>.
2. The details of the members whose shares have been transferred to the IEPF authority is available on the Company's website at <http://www.nilkamal.com/menudetails1/investors-zone/shares-transferred-to-iepf-suspense-account/893>.
3. The details of the members whose shares are liable to be transferred to the IEPF authority is available on the Company's website at <http://www.nilkamal.com/menudetails1/investors-zone/shares-transferred-to-iepf-suspense-account/893>.
4. The details of the members holding shares in physical form and the nomination registered against the same are available on the Company's website at <http://www.nilkamal.com/unclaimed/investors-zone/unclaimed-unpaid-dividend/894>.

**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. Nayan S. Parekh**

Director Identification Number (DIN)	: 00037597
Date of joining the board	: April 1, 2000
Brief resume of the Director including nature of expertise in specific functional areas	: Mr. Nayan S. Parekh, aged 46 years, has a bachelor's degree in plastic engineering from the University of Massachusetts, United States of America. He has on his hands rich experience of more than two decades in various fields. He handles the operations of the Company's Material Handling business and also oversees the operations of various factories. Mr. Nayan S. Parekh was instrumental in setting up the Company's two Joint Ventures viz. Nilkamal Bito Storage Systems Private Limited – the Joint Venture with Bito Lagertechnik Bittmann GmbH, Germany and Cambro Nilkamal Private Limited – the Indo US Joint Venture with Cambro Manufacturing Co. He also played a prominent role in establishing one of the Company's subsidiary viz. NCB-FZE at Ajman.
Relationship of Directors inter-se	: Mr. Nayan S. Parekh is the son of Mr. Sharad V. Parekh.
Number of shares held in the Company	: 1,750,277
Directorships and Committee memberships held in other companies*	: None

**Ms. Hiroo Mirchandani**

Director Identification Number (DIN)	: 06992518
Date of joining the board	: November 6, 2014
Brief resume of the Director including nature of expertise in specific functional areas	: Ms. Hiroo Mirchandani, aged 56 years, is a Chevening Gurukul scholar and has studied Leadership and Globalization at the London School of Economics. She is a graduate from Shri Ram College of Commerce and an MBA in Marketing and Finance from the Faculty of Management Studies, Delhi. She has held P&L roles primarily in consumer goods and healthcare sectors. She currently serves as an Independent Director on several corporate boards which enables her to cross-pollinate the best of corporate governance practices. Ms. Mirchandani brings consumer insights and financial literacy combined with an ability to raise strategic issues from her diverse operational experience and innate curiosity.
Relationship of Directors inter-se	: None
Number of shares held in the Company	: None
Directorships and Committee memberships held in other companies*	: 1. Tata Teleservices (Maharashtra) Limited (i) Audit Committee - Chairman 2. #Punjab National Bank (i) Stakeholders' Relationship Committee – Chairman 3. Tata Communications Payment Solutions Limited (i) Audit Committee - Member 4. DFM Foods Limited (i) Audit Committee – Member 5. Religare Health Insurance Company Limited (i) Audit Committee - Member 6. Roots Corporation Limited (i) Audit Committee - Member

\*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.

#ceased to be a Director of Punjab National Bank with effect from May 2, 2018, and consequently ceased to be a member of its committee.