

# ANNUAL REPORT 2015-2016

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## NOTICE

**NOTICE** is hereby given that 25<sup>th</sup> Annual General Meeting of the Members of **ALFA ICA (INDIA) LIMITED** will be held on Thursday, **15<sup>th</sup> September, 2016** at 4.00 P.M. at the Registered office of the Company at 1-4, Uma Industrial Estate, Iyawa, Sanand, Ahmedabad – 380 015 to transact the following business:-

### ORDINARY BUSINESS:

- To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
- To appoint a Director, Ms. Pooja Tikmani (DIN 06944249), who retires by rotation and being eligible offers herself for re-appointment.  
“**RESOLVED THAT** Ms. Pooja Tikmani (DIN 06944249) who retires by rotation at this meeting and being eligible has offered herself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”
- To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors ) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), M/s. O.P. Bhandari & Co., Chartered Accountants (Firm Registration No. 112633W), be and hereby appointed as Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2017 and to hold office till the conclusion of the 26th AGM, at such remuneration as shall be fixed by the Board of Directors of the Company.”

### SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:  
“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 30 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”  
“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

BY Order of the Board of Directors

**Rishi Tikmani**

Whole-time Director

(DIN: 00638644)

Place : Ahmedabad

Date : 10<sup>th</sup> August, 2016

### NOTES

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her self and proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. In case 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. The proxies in order to be effective must be received at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
- Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 09<sup>th</sup> September, 2016 to Thursday, 15<sup>th</sup> September, 2016 (both days inclusive).
- Members holding shares in demat form are requested to contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandates, etc. Members holding shares in physical form are requested to intimate such changes to Registrar and Transfer Agents of the Company.

5. Details of Director retiring by rotation as required to be provided under the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are given in detail in the Annexure to this Notice.
6. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically.
7. Members/Proxies should fill Attendance Slip for attending the meeting.
8. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
10. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31<sup>st</sup> March, 2016 is uploaded on the Company's website [www.alfaica.com](http://www.alfaica.com).

Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.

**11. Voting through electronic means:**

In compliance with provisions of Regulation 44 of the Listing Regulations, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the Secretarial Standard on General Meetings, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The voting period begins on 12.09.2016 at 10 a.m. and ends on 14.09.2016 at 5.30 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of (record date) of 08.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**In case of members receiving e-mail:**

- i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii) Click on "Shareholders" tab.
- iii) Now, select the "COMPANY NAME" i.e. ALFA ICA (INDIA) LIMITED from the drop down menu and click on "SUBMIT"
- 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:

	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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio 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. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.</li> </ul>

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- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly 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 the relevant Company, i.e. The ALFA ICA (INDIA) 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If 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) Note for Non-Individual Shareholders and Custodians
  - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

### **In case of members receiving the physical copy:**

Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.

### **GENERAL INSTRUCTIONS FOR VOTING:**

- a. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the company as on 08.09.2016
- b. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [tohelpdesk.evoting@cdslindia.com](mailto:tohelpdesk.evoting@cdslindia.com)
- e. The Scrutinizer, after scrutinising the votes cast at the meeting through poll and through e-voting will, not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.alfaica.com](http://www.alfaica.com) and on the website of [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- f. The results of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within three days of the AGM.

**INFORMATION OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

(PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS &amp; SECRETARIAL STANDARD -2)

Name of Director	POOJA TIKMANI DIN: 06944249
Date of Birth	12.01.1980
Date of Appointment	18.08.2014
Relationship with other Directors Inter se	Mr. Rishi Tikmani - Brother
Profile & Expertise in Specific functional Areas	In charge Purchase, Design Selection, Environment/Pollution
Experience (No. of years)	14
Qualification	B.E.
No. of Equity Shares held in the Company	40,000
List of other Companies in which Directorships are held	Nil
List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held	N.A.

**AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 TO THE RESOLUTIONS MENTIONED UNDER THE HEAD SPECIAL BUSINESS OF THE NOTICE CONVENING THE 25<sup>th</sup> ANNUAL GENERAL MEETING.****ITEM NO 4: BORROWING POWERS OF THE COMPANY**

Section 180(1)(c) of the Companies Act, 2013, requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution. The Company for its day-to-day operations and future expansion will require funds. It is, therefore, proposed that the Board of Directors of the Company be authorized to borrow funds upto a limit of Rs. 30 Crores (Rupees Thirty Crores only).

Accordingly, the Board recommends the Resolution at Item No. 4 of the Notice for approval of the members by a Special Resolution through postal ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

BY Order of the Board of Directors

Place : Ahmedabad  
Date : 10<sup>th</sup> August, 2016

**Rishi Tikmani**  
Whole-time Director  
(DIN: 00638644)

## ALFA ICA (INDIA) LIMITED

CIN:L20100GJ1991PLC016763

Regd.Office:1-4, Uma Industrial Estate, Village Vasana- Iyawa, Tal. Sanand, Dist. Ahmedabad, Gujarat-380015

Email:info@alfaica.com Website: www.alfaica.com

### 25<sup>th</sup> Annual General Meeting- Thursday 15<sup>th</sup> September, 2016

#### ATTENDANCE SLIP

FolioNo./DP ID and Client ID : \_\_\_\_\_ No. of Shares : \_\_\_\_\_

Name and address of First/Sole Member : \_\_\_\_\_

I, hereby record my presence at the 25<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 15<sup>th</sup> September, 2016 at 4.00 P.M. at the Registered office of the Company 1-4, Uma Industrial Estate, Iyawa, Sanand, Ahmedabad – 380 015.

\_\_\_\_\_  
Name of Member/Proxy (Block Letters)

\_\_\_\_\_  
Signature of Member/Proxy

#### Notes:

- A member/proxy wishing to attend the Meeting must complete this Attendance Slip before coming to the Meeting and hand it over at the entrance.
- Please bring your copy of the Annual Report to the Meeting.

## ALFA ICA (INDIA) LIMITED

CIN:L20100GJ1991PLC016763

Regd.Office:1-4, Uma Industrial Estate, Village Vasana- Iyawa, Tal. Sanand, Dist. Ahmedabad, Gujarat-380015

Email:info@alfaica.com Website: www.alfaica.com

#### Form No. MGT-11

#### Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

### 25<sup>th</sup> Annual General Meeting- Thursday 15<sup>th</sup> September, 2016

Name of the Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail id : \_\_\_\_\_

Folio No. / Client ID No. : \_\_\_\_\_

DP ID : \_\_\_\_\_

I/We, being the member (s) holding \_\_\_\_\_ shares of the ALFA ICA (INDIA) LIMITED, hereby appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mailid : \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mailid : \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mailid : \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual general meeting of the company, to be held on Thursday 15<sup>th</sup> September, 2016 at 4.00 P.M. at 1-4, Uma Industrial Estate, Village Vasana- Iyawa, Tal. Sanand, Dist. Ahmedabad, Gujarat-380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

#### **Resolution No.**      **Subject matter of the resolution**

##### **Ordinary Bussiness**

1      Adoption of the audited financial statements for the financial year ended March 31, 2016 together with the reports of the Board of Directors' and Auditors' thereon.

2      Appoint a Director, Shri Pooja Tikmani (DIN06944249), who retires by rotation and being eligible offers herself for re-appointment

3      Ratification of appointment of the statutory auditors of the Company

##### **Special Bussiness**

4      Borrowing Powers of the Company

Affix  
Re. 1/-  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016 (Signature of the member/ Proxy)

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.