



## Nilkamal Limited

(CIN: L25209DN1985PLC000162)

**Registered Office:** Survey No.354/2 and 354/3, Near Rakholi Bridge,  
Silvassa Khanvel Road, Vasona, Silvassa 396 230, Union Territory of Dadra and Nagar Haveli.  
Website: [www.nilkamal.com](http://www.nilkamal.com), E-mail : [investor@nilkamal.com](mailto:investor@nilkamal.com)  
Tel: (+91-22) 42358888; Fax: (+91-22) 26818080

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies  
(Management and Administration) Rules, 2014)

Dear Members,

**NOTICE** is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Act"), including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereto, for the time being in force, the resolution(s) appended below are proposed to be passed by the Members of Nilkamal Limited (the "Company") through Postal Ballot/electronic voting (e-voting).

An explanatory statement pursuant to Section 102 of the Act, setting out all material facts and reasons for the proposed resolutions is annexed hereto for your consideration.

1. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for continuation of directorship of Mr. Vamanrai V. Parekh (DIN 00037519) as Non-Executive Director of the Company, on and after April 1, 2019, notwithstanding that he has attained the age of 75 years."

2. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for continuation of directorship of Mr. K. R. Ramamoorthy (DIN 00058467) as an Independent Director of the Company, on and after April 1, 2019 till the expiry of his existing term i.e upto the conclusion of the Annual General Meeting to be held in the calendar year 2019, notwithstanding that he has attained the age of 75 years.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. K. R. Ramamoorthy (DIN 00058467), Independent Director of the Company, who holds office of Independent Director upto the conclusion of the Annual General Meeting to be held in the calendar year 2019, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 her candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from the date of the Annual General Meeting of the Company to be held in the calendar year 2019."

**By Order of the Board of Directors  
For Nilkamal Limited**

Date: January 25, 2019  
Place: Mumbai

**Priti P. Dave  
Company Secretary  
Membership No.: 19469**

Notes:

1. The explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts and reasons in respect of Item Nos. 1 & 2 of this Notice, is annexed herewith for your consideration.
2. As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of SS-2, Secretarial Standard on General Meetings, the relevant details of Director seeking appointment are given in the annexure to this Postal Ballot Notice.

3. The Postal Ballot Notice along with the Postal Ballot Form is being sent to those Members whose names appear on the Register of Members maintained by the Company's Registrars and Transfer Agent (Link Intime India Private Limited ("LIPL"))/List of Beneficial Owners as received from the National Securities Depository Limited and the Central Depository Services (India) Limited as on Friday, February 8, 2019.
4. The Postal Ballot Notice is being sent in electronic form to those Members whose email address is registered with their depository participant (in case of electronic shareholding) or with LIPL (in case of physical shareholding). Further, in case of those Members whose email address is not registered, as aforesaid, physical copy of the Postal Ballot Notice along with the Postal Ballot Form are being sent, in accordance with applicable law. The Postal Ballot Notice has also been uploaded on the website of the Company [www.nilkamal.com](http://www.nilkamal.com);
5. The Company has appointed Pratik M. Shah, Practicing Company Secretaries, Proprietor of Pratik M. Shah (Membership No. FCS 7431), to act as the scrutinizer, for conducting the postal ballot and e-voting process in a fair and transparent manner.
6. The Company is pleased to provide e-voting facility as an alternate, to all the Members of the Company. For this purpose, the Company has entered into an agreement with LIPL for facilitating e-voting to enable the Members to cast their votes electronically, instead of dispatching the Postal Ballot form. e-voting is optional.
7. The duly completed Postal Ballot Form should reach Company's Registrars and Transfer Agent /the Scrutinizer's office not later than 5.00 p.m. on Sunday, March 24, 2019 to be eligible for being considered, failing which, it will be treated as if no reply has been received from the Member.
8. The postal ballot (inclusive of e-voting) period commences on February 23, 2019 (9:00 a.m. IST) and ends on March 24, 2019 (5:00 p.m. IST).
9. Resolutions passed by the members through Postal Ballot/e-voting are deemed to have been passed as if it has been passed at General Meeting of the Members.
10. The Scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Wednesday, March 27, 2019. The result of the postal ballot shall be intimated to the Stock Exchanges where the shares of the Company are listed, and displayed along with the Scrutinizer's report on the Company's website viz., [www.nilkamal.com](http://www.nilkamal.com)
11. All the material documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting i.e. Sunday, March 24, 2019.

#### IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Transfer Agent of the Company.

#### ❖ Instructions for shareholders to vote electronically:

Log-in to e-voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. 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.
5. 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).

	<b>For Shareholders holding shares in Demat Form or 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 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 (4).</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 shareholders 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 there 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.

❖ **Cast your vote electronically**

- 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.
- 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'.

- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- 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.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log onto 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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- In case the shareholders have any queries or issues regarding e-voting, or you may refer the Frequently Asked Questions ("FAQs") and Insta vote e-voting manual available at, under Help section or write an email to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or Call R & T Agent :- Tel : 022 - 49186000.

**By Order of the Board of Directors  
For Nilkamal Limited**

Date: January 25, 2019  
Place: Mumbai

**Priti P. Dave  
Company Secretary  
Membership No.: 19469**

Nilkamal Limited  
(CIN: L25209DN1985PLC000162)  
**Registered Office:**  
Survey no. 354/2 & 354/3,  
Nr. Rakholi Bridge Silvassa,  
Khanvel Road, Vasona, Silvassa  
Union Territory of Dadra and Nagar Haveli  
PIN : 396230

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No.1**

#### **Continuation of directorship of Mr. Vamanrai V. Parekh, who is above 75 years of age, as a Non-Executive Director.**

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of 75 years.

Mr. Vamanrai V. Parekh, Non-Executive Director of the Company has already attained the age of 75 years and thus it is necessary to take approval of shareholders by way of special resolution to continue him as a Non-Executive Director.

Mr. Vamanrai V. Parekh is the Co-founder and one of the Promoter of Nilkamal Limited. He is a person of high repute and has a rich experience of over six decades in plastic industry. He has played an instrumental role in shaping the Company. His in-depth knowledge of plastic industry and strategic guidance on business matters has helped the Company to achieve new heights. Through his pioneering ideas and positive outlook, he continues to serve as a guiding force to the Company. He alongwith Mr. Sharad V. Parekh, Managing Director of the Company has been awarded with the Life Time Achievement Award by The Economic Times in their Polymers Awards 2019 – Excellence in Plastics for their immense contribution towards the plastic industry. He has also been part of several prestigious committees in the plastic industry.

Hence, after considering the background, experience, immense guidance and contributions of Mr. Vamanrai V. Parekh the Board of Directors of the Company ('the Board') at the meeting held on January 25, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the continuation of Directorship of Mr. Vamanrai V. Parekh as a Non-Executive Director with effect from April 1, 2019.

None of the other Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, except Mr. Vamanrai V. Parekh and his relatives in the resolution at Item No. 1 of this Notice.

The Board recommends passing of the Special Resolution at item no. 1.

### **Item no. 2**

#### **Continuation of present tenure of directorship and re-appointment of Mr. K. R. Ramamoorthy, who is above 75 years of age, as an Independent Director.**

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of an Independent Director beyond the age of 75 years.

Mr. K. R. Ramamoorthy, Independent Director of the Company has attained the age of 75 years. Further, at the 28<sup>th</sup> Annual General Meeting held on September 6, 2014, an Ordinary Resolution was passed by the Members of the Company according approval for appointment of Mr. K. R. Ramamoorthy as an Independent Director for five consecutive years i.e. upto the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company to be held in the calendar year 2019.

Mr. K. R. Ramamoorthy has rich and vast experience of over 50 years in commercial and banking field. He was the Chairman and Managing Director of Corporation Bank and later the Chairman & Chief Executive Officer of ING Vysya Bank. He has served as an advisor to CRISIL, a reputed credit rating agency in India and as a consultant to The World Bank. He holds a bachelor's degree in arts from Delhi University and bachelor's degree in law from Madras University. He is also a fellow member of the Institute of Company Secretaries of India. His expertise and contribution to the Company on business strategy, finance and in depth knowledge of several laws is of immense value to the Company.

Hence, after considering the vast banking experience, immense guidance and contributions of Mr. K. R. Ramamoorthy, the Board of Directors of the Company ('the Board') at the meeting held on January 25, 2019, on the recommendation of the Nomination & Remuneration Committee,

recommended for the approval of the Members, the continuation of present tenure of Directorship of Mr. K. R. Ramamoorthy as an Independent Director with effect from April 1, 2019 till the expiry of his existing term i.e. upto the conclusion of the Annual General Meeting to be held in the calendar year 2019 and further his re-appointment as an Independent Director for the second term of five years from the date of Annual General Meeting of the Company to be held in the calendar year 2019. Further, the Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. K. R. Ramamoorthy, for the office of Director, to be re-appointed as an Independent Director under the provisions of Section 149 of the Companies Act, 2013.

Declaration has been received from Mr. K. R. Ramamoorthy that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations.

The Board confirms that Mr. K. R. Ramamoorthy fulfills the conditions for re-appointment as an Independent Director as specified in the Companies Act, 2013 and rules framed thereunder and also the Listing Regulations and that he is independent of the management of the Company.

None of the other Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, except Mr. K. R. Ramamoorthy and his relatives in the resolution at Item No. 2 of this Notice.

The Board recommends passing of the Special Resolution at item no. 2.

By Order of the Board of Directors  
For **Nilkamal Limited**

Date: January 25, 2019  
Place: Mumbai

**Priti P. Dave**  
**Company Secretary**  
**Membership No.: 19469**

**Additional information on Directors being appointed/re-appointed as required under Regulation 36 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 by ICSI:-**

Resolution/ Item No.	1	2
Name of Director	Mr. Vamanrai V. Parekh	Mr. K. R. Ramamoorthy
DIN	00037519	00058467
Age	83	78
Date of Birth	05/01/1936	08/07/1940
Date of appointment on the Board	14/06/1990	30/10/2003
Nature of his expertise in specific functional areas	Mr. Vamanrai V. Parekh, the Co-founder and one of the promoter of Nilkamal Limited has completed inter science from Mumbai University and has over six decades of experience in the plastics industry. He has played an instrumental role in shaping the Company. Under his guidance and leadership the Company has achieved new heights.	Mr. K. R. Ramamoorthy holds a bachelor's degree in arts from Delhi University and bachelor's degree in law from Madras University. He is also a fellow member of the Institute of Company Secretaries of India. He has over 50 years of commercial and banking experience. He was the former Chairman and Managing Director, Corporation Bank and former Chairman & Chief Executive Officer, ING Vysya Bank. He has served as an advisor to CRISIL and as a consultant to The World Bank.
Name of other Companies in which he holds Directorships	1. Nilkamal Foundation	1. Amrit Corp Limited 2. Ujjivan Financial Services Limited 3. Subros Limited
Chairman/ Member of the Committee (s) of the Board of Directors of the Company	<u>Chairman of Committees</u> 1. Stakeholder's Relationship Committee	<u>Chairman of Committees</u> 1. Audit Committee 2. Nomination and Remuneration Committee 3. Corporate Social Responsibility Committee
Chairman/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	NA	<u>Chairman of Committees</u> 1. Amrit Corp Limited- Audit Committee 2. Ujjivan Financial Services Limited- Audit Committee  <u>Member of Committees</u> 1. Subros Limited – Audit Committee 2. Ujjivan Financial Services Limited- Stakeholders Relationship Committee
Shareholding in the Company	1,00,000	Nil
Relationship with other Directors, Manager or Key Managerial Personnel, if any	Mr. Vamanrai V. Parekh and Mr. Sharad V. Parekh are brothers. Further, Mr. Hiten V. Parekh and Mr. Manish V. Parekh are sons of Mr. Vamanrai V. Parekh	None