



AMOL DICALITE LIMITED

A MEMBER OF THE LALBHAI GROUP

**Annual Report
2016-2017**

AMOL DICALITE LIMITED

Directors :	Shri Shreyas C. Sheth Shri Sanjay S. Lalbhai (upto 25-11-2016) Shri Ashok C. Gandhi Shri Naishadh I. Parikh Shri Kaushik D. Shah Shri Darshan B. Sheth Mrs. Priti S. Sheth	Chairman & Managing Director Director Independent Director Independent Director Independent Director Director Director
Audit Committee :	Mr. Kaushik D. Shah Mr. Naishadh I. Parikh Mr. Ashok C. Gandhi	Chairman
Stakeholders Relationship Committee	Mr. Ashok C. Gandhi Mr. Naishadh I. Parikh Mr. Kaushik D. Shah	Chairman
Nomination & Remuneration Committee	Mr. Naishadh I. Parikh Mr. Kaushik D. Shah Mr. Ashok C. Gandhi	Chairman
Chief Financial Officer	Mr. Naishadh S. Desai	CFO
Company Secretary	Mrs. Reepal Bavishi (upto 30-05-2017)	CS
Statutory Auditors	M/s. B. R. Shah & Associates Chartered Accountants, Ahmedabad.	
Bankers :	Bank of India State Bank of India	
Registered Office :	301, 'Akshay', 53, Shrimali Society, Navrangpura, Ahmedabad-380 009 Phone : 079 40246246 F : +91 79 26569103 Email : info@amoldicalite.com Website : www.amoldicalite.com	
Factory :	1, G.I.D.C. Estate Kadi-382 715 (North Gujarat)	
CIN :	L14100GJ1979PLC003439	
ISIN No. :	INE404C01012	
Registrar & Share Transfer Agent :	Link Intime India Pvt. Ltd 5th Floor, 506 to 508, Amarnath Business Center -1 (ABC-1), Besides Gala Business Center, Nr. St. Xavier's Corner, Off. C. G. Road, Navrangpura, Ahmedabad – 380 009. Tel.: 079-26465179 Email: ahmedabad@linkintime.co.in	

Notice of the 38th Annual General Meeting of the Company to be held on Tuesday, the 26th day of September, 2017 at 9.30 a.m. at the Conference Hall, Ahmedabad Textile Mill Owners' Association, Ashram Road, Ahmedabad is enclosed.

Shareholders intending to require information about the accounts to be explained at the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.

AMOL DICALITE LIMITED

NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Members of the Company will be held on Tuesday, the 26th day of September, 2017 at 9.30 a.m. at the Conference Hall, Ahmedabad Textiles Mill Owners' Association, Ashram Road, Ahmedabad -380 009, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss for the year ended on that date and the report of the Board of Directors and Auditors thereon.
2. To declare dividend to the shareholders.
3. To appoint a Director in place of Mrs. Priti S. Sheth (holding DIN 02409190), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), pursuant to the approval of Members at the 37th Annual General Meeting the re-appointment of M/s. B. R. Shah & Associates, Chartered Accountants (Firm Registration Number: 129053W), as Statutory Auditors of the Company be and is hereby ratified to hold office as such from the conclusion of 38th Annual General Meeting until the conclusion of next Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. **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 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accords to the terms of re-appointment of Mr. Shreyas C. Sheth (holding DIN 00009350) as Managing Director of the Company for a period of 3 years with effect from 1st July, 2017, on the terms and conditions of appointment and remuneration as set out in the draft agreement of the reappointment submitted to the meeting and for identification purpose initialed by the Chairman, and that he be paid remuneration by way of salary, perquisites and allowances as approved by the Board of Directors of the Company and the Remuneration Committee and as set out in the Explanatory Statement annexed thereto."

"FURTHER RESOLVED THAT the Board of Directors and the Remuneration Committee be and is hereby severally authorized to alter and vary such terms of reappointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Shreyas C. Sheth."

Registered Office:

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E info@amoldicalite.com
Website : www.amoldicalite.com
CIN : L14100GJ1979PLC003439.

By Order of the Board

Shreyas C. Sheth
Chairman & Managing Director
(DIN: 00009350)

Date: May 30, 2017

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.

2. The instrument of Proxy is sent herewith, in case a member wants to appoint a proxy, duly completed and stamped proxy form, should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/proxies/ authorised representatives are requested to bring attendance slip along with their copy of the Annual Report to the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and the Share Transfer books of the Company will remain closed from **Thursday, 21st September, 2017 to Tuesday, 26th September, 2017 (both days inclusive)** for the purpose of ascertaining the validity of transfer deeds and the Annual General Meeting of the Company.
7. Relevant documents referred to in the accompanying Notice are available for inspection by the Members at the Registered Office of the Company between 3.00 p.m. to 5.00 p.m. on all working days upto the date of the Annual General Meeting.
8. With a view to conserve natural resources, we request shareholders to update and register their email addresses with their Depository Participants or with the Company, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 20th September, 2017.
10. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
11. In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, and regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide the e-voting facility through Central Depository Services (India) Limited (CDSL) to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. 20th September, 2017 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting"). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her discretion, subject to compliance with the instruction for e-voting.

In case of Members who are entitled to vote amongst members present in person at the meeting but have not exercised their right to vote by electronic means, the Chairman of the Company shall allow voting by way of poll for the businesses specified in the accompanying Notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting.

The Chairman of the Company or a person authorised by him in writing will declare the voting results based on the scrutinizer's report received on e-voting and voting at the meeting. The consolidated scrutinizer's report of the total votes casting favour or against, if any will be displayed on the Company's website www.amoldicalite.com and on the website of CDSL and shall also be immediately forwarded to The Calcutta Stock Exchange Limited.

12. The instructions for shareholders voting electronically are as under:

AMOL DICALITE LIMITED

- (i) The voting period begins on **23rd September, 2017 (9.00 a.m.) and ends on 25th September, 2017 (4.00 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 20th September, 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/ Address Sticker.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. OR • 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 the Amol Dicalite Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image

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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. 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.
13. Shri Rajesh Parekh, Practicing Company Secretary (Membership No. ACS-8073) has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
14. The resolutions shall be deemed to have been passed on the date of the Annual General Meeting, subject to the same being passed as Ordinary Resolution with requisite majority and Special Resolution with Seventy five percent or more (2/3rd Majority) majority.
15. Particulars of the Director seeking appointment /reappointment at the ensuing Annual General Meeting of the Company pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:

Name, Age & Qualification of the Director	Brief Resume and expertise of Directors	Name of companies in which the persons holds directorship (Excluding Foreign, Private and Section 8 Companies) and the membership of Committees of the Board
Mrs. Priti S. Sheth (DIN: 02409190) Date of Birth: 10th April, 1954 Date of Appointment: 10th February, 2015 Graduate Psychology Major	She is having experience of more than 25 years in human resources, administration and business being associated with various companies involved in trading, manufacturing and investment. She holds 1350 Equity Shares of the Company.	1. Amol Dicalite Ltd. 2. Aprir Investments Pvt. Ltd. 3. Akin Investments Pvt. Ltd. 4. Adios Investments Pvt. Ltd. 5. Aster Investments Pvt. Ltd. 6. Abdhi Investments Pvt. Ltd. 7. Aloha Investments Pvt. Ltd. 8. Arbor Investments Pvt. Ltd. 9. Acorn Investments Pvt. Ltd.

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Date: May 30, 2017

By Order of the Board

Shreyas C. Sheth
Chairman & Managing Director
(DIN: 00009350)

AMOL DICALITE LIMITED

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

Resolution under Item No. 5 of the Notice relates to the reappointment of Mr. Shreyas C. Sheth as Managing Director of the Company for a further period of three years from 1st July, 2017 to 30th June, 2020 and approval of his remuneration and terms of reappointment.

The Remuneration Committee, at its meeting held on 30th May, 2017, had recommended the reappointment of Mr. Shreyas C. Sheth as Managing Director of the Company and terms of remuneration payable to him for a further period of three years from 1st July, 2017 to 30th June, 2020. The Board of Directors, at its meeting held on 30th May, 2017, had approved the same. The Remuneration Committee and the Board of Directors of the Company are of the opinion that he is fit and proper person to hold the said office and his reappointment will be in the interest of the Company.

The material terms of remuneration of Mr. Shreyas C. Sheth effective from 1st July, 2017 to 30th June, 2020 as approved by both Remuneration Committee and Board of Directors in their respective meetings held on 30th May, 2017 are as under:

Remuneration:

(a) Basic Salary :

Rs. 4,50,000/- (Rupees Four Lakhs Fifty Thousand only) per month.

(b) Perquisites and Allowances:

In addition to salary, the following perquisites / allowances shall be allowed to the Managing Director.

CATEGORY – A

(i) Housing:

The Company shall provide furnished accommodation to the Managing Director. If the Managing Director is having his own accommodation, the Company shall pay house rent allowance at the rate of 30% of the basic salary.

The Company shall provide equipment and appliances, furniture, fixtures and furnishing at the residence of the Managing Director at the entire cost of the Company. The Company shall reimburse the expenses of maintenance, gas, electricity, servants etc.

(ii) Leave Travel Concession:

The Company shall provide leave travel fare for the Managing Director and his family once in a year.

(iii) Personal Accident Insurance:

The Company shall pay/ reimburse Personal Accident Insurance Premium for the Managing Director

(iv) Club Fees:

The Company shall reimburse annual fees for a maximum of two clubs.

(v) Other Allowances:

The Company shall pay other allowances, scholarships etc. as per the Company Policy.

Perquisites shall be valued as per Income-tax Rules wherever applicable and in the absence of any such Rules, Perquisites shall be valued at actual cost, but the total value of benefits/ perquisites/ allowance mentioned in para (i) to (v) shall not exceed Rs. 18,00,000/- p.a.

(vi) Medical Reimbursement:

Medical Expenses actually incurred for self and family shall be reimbursed by the Company.

CATEGORY – B

(i) The Company shall contribute towards Provident Fund/ superannuation Fund/ Annuity Fund provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income tax Act.

(ii) The Company shall pay gratuity as per the rules of the Company.

(iii) Leave with full pay and allowances, as per the rules of the Company, but not more than one month's

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leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per the rules of the Company.

The above shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.

CATEGORY – C

- (i) The Company shall provide Car(s) with Driver at the entire cost of the Company for use on business of the Company. The cost for use of Car for personal purpose shall be recovered by the Company.
- (ii) The Company shall provide telephone and other communication facilities at the residence of the Managing Director at the entire cost of the Company

The above shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.

The abovementioned remuneration may be altered, amended, varied, enhanced or modified from time to time by the Board of Directors of the Company or the Remuneration Committee as it may, in its discretion, deem fit, within the maximum amount payable to Managing Director in accordance with the provisions of the Companies Act, 2013, or any amendments thereto made hereafter in this regard.

MINIMUM REMUNERATION:

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall be paid salary and perquisites as set out above, as the minimum remuneration, subject to a ceiling as may be specified in section II of part II of Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Remuneration Committee of the Board or Board of Directors or the Central Government, if so required, in accordance with the provisions of the Act/ Schedule V thereto. The resolution at Item No. 5 is put before the members as a Special Resolution.

As required under Schedule V to the Companies Act 2013, the relevant details for Item No. 5 to be sent along with the notice calling the general meeting are as under:

I. General Information

Nature of industry: Chemical and Allied Industry

Date or expected date of commencement of commercial production :

The Company was incorporated on 2nd July, 1979 and commenced commercial production thereafter.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not applicable

Financial performance based on given indicators (As per audited financial statements for the year ended 31.03.2017)

Particulars	Rs. in Crores
Sales & Other Income	38.08
EBIDTA	9.22
Net Profit	3.21

Foreign investments or collaborators, if any: Rs.20.14 Lacs

(Investment in Wholly Owned Subsidiaries)

II. Information about the appointee

1 Background details :

Mr. Shreyas C. Sheth, B.Sc., M.B.A.-Finance has joined the company as Chief Executive Officer in the year 1981-82. Since 1996-97 he is working as Managing Director of the company. Mr. Sheth is having experience of more than 34 years in the Perlite Business. He was re-appointed as Managing Director of the company for a period of three years w.e.f.1st July, 2014.

2. Past remuneration:

Particulars	FY. 2016-17	FY. 2015-16
Salary	4756901	4757975
Perquisites/allowances	1015099	1014025
Commission/Bonus	---	---
Total	5772000	5772000

Note: Remuneration includes contribution to Provident Fund and Superannuation.

AMOL DICALITE LIMITED

3. Recognition or awards: ----
4. Job profile and his suitability :

Mr. Shreyas C. Sheth is working as a Managing Director since 1996-97. He carried out the duties as may be entrusted to him by the directors but subject to supervision and control of Board of Directors, from time to time.

Taking into consideration his qualifications and expertise in the relevant fields, he is suited for the responsibilities assigned to him by the Board of Directors.
5. Remuneration proposed: Since the same have been already explained in detail hereinabove, the same are not repeated.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

Considering the size of the Company, the profiles of Mr. Shreyas C. Sheth, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him is commensurate with the remuneration packages paid to similar appointees in other companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any :

Besides the remuneration proposed, Mr. Shreyas C. Sheth does not have any pecuniary relationship with the Company and any managerial personnel.

III Other Information:

1. Reasons of loss or inadequate profit:

There is an impressive improvement in business operations and net profit of the company in last few years. However, the profit is inadequate in terms of payment of adequate remuneration to the Managing Director of the Company. The main reason behind that is the lower volume of business of the company.
2. Steps taken or proposed to be taken for improvement:

To increase the volume of the business of the company, it is going to introduce a new line of product commensurate with the existing business of the company.
3. Expected increase in productivity and profits in measurable terms:

The company expects increase in productivity and profit within next two or three years.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at item no. 5 of the accompanying Notice for the approval of the Members.

The draft of Agreement to be entered into between the Company and Mr. Shreyas C. Sheth for re-appointment and terms of remuneration is available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day.

Since the resolution at Item No. 5 relates to re-appointment of Mr. Shreyas C. Sheth as a Managing Director, he is deemed to be concerned or interested in the said resolution.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

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Date: May 30, 2017

By Order of the Board

Shreyas C. Sheth
Chairman & Managing Director
(DIN: 00009350)

ANNUAL REPORT

DIRECTORS'REPORT

Dear Shareholders,

Your Directors have pleasure in submitting herewith their Annual Report together with the Audited Statement of Accounts for the financial year ended on 31st March, 2017.

FINANCIAL RESULTS:

(Amounts in Rs.)

Particulars	2016-2017 Rs.	2015-2016 Rs.
Earnings before Interest, Depreciation and Tax Adjustments	96,311,466	88,597,261
Less: Interest and Finance Charges	9,633,255	11,973,299
Less: Depreciation and other write off	30,455,177	31,526,144
Less: Provision for Taxation(Current Tax)	24,604,259	18,900,000
Less/(Add) Deferred Tax	(6,019,528)	(3,800,580)
Earnings for the year	37,638,303	29,998,398
(Add) / Less Adjustment for earlier years	-	-
	37,638,303	29,998,398
Add: Balance as per last Balance Sheet	104,610,109	76,370,911
Less: Depreciation transferred to retained earnings on account of change in useful life of assets	-	-
Add: Balance available for Appropriations	142,248,412	106,369,309
Transfer to General Reserve	-	-
Proposed Dividend	-	1,800,000
Tax on above (net of tax provided in books on dividend to be received from subsidiary)	-	(40,800)
Balance Carried to Balance Sheet	142,248,412	104,610,109

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

• Industry structure and development:

Amol Dicalite Limited is the largest producer of Perlite based products in the country with more than 65% market share. It commands a strong leadership position in the product market. The Company produces high quality Perlite based products and supplies to domestic as well as International markets. The Company has a wide range of products to cater different industries depending upon the application.

In addition to being well-known in the industry as a pioneer, its products command a strong brand image. Due to the efforts made by the Company in new applications and customer development, the domestic market has significantly developed over the years.

• Operation:

During the year under review sales and operating income has been Rs.3710.76 Lacs compared to last year's Rs.3675.16 Lacs. Earnings before Interest, Depreciation and Tax Adjustment (EBIDTA) has been Rs.963.11 Lacs as against Rs.885.96 Lacs of last year. Net profit for the year is at Rs.376.38 Lacs as against Rs.299.98 Lacs of last year after providing tax liability.

During the year under review the overall Market remained steady for Filter-Aid products. However, there has been improvement in the project implementation which in turn had improved our project based sales. Our current years orders booking position is good and expect the same to continue next year.

During the year under review overall performance of the Company has improved. Due to effective utilisation of working capital, finance cost has come down while by temporary investing surplus fund other income has increased.

The changes made in sales policy have been beneficial in maintaining the volumes and performance

AMOL DICALITE LIMITED

during the year under review.

The leasing activity is as per expected level during the year under review.

• Outlook:

The outlook for industry in near term can only be viewed with cautious optimism. The ever changing scenario across the globe poses various risks and challenges to the Company. Imports from different countries and domestic competition are expected to continue during the coming year. The company periodically evaluates the global economic and domestic developments to identify the risks, if any arising from such developments. Perlite filter aid market is witnessing aggressive competition from domestic low cost manufacturers. Prices of key raw material and Dollar-rupee exchange rate fluctuates periodically whereas the customers in the user industries expect the prices of the finished products to remain firm for a quarter or even more; on such occasions, it is possible to get affected adversely. Though it is not possible to completely eliminate various risks associated with the business of the company, efforts are made to minimize the impact of such risks on the operations of the company.

The future of Perlite based products looks promising buoyed by strong domestic consumption in diverse industries ranging from Edible Oil to construction industries.

We are focusing more on new applications to guard our profitability against existing and new competitors. Despite challenging economic conditions this year, we battled the headwinds to emerge stronger, to realize our vision of retaining leading marketing positions and delivering better performance.

There has been an overall increase in demand of Perlite based products in India for various applications -

Filteraid

Filteraid finds application in diverse industries such as Starch, Pharma, Edible Oil, Chemical, Dyes and Dye intermediates etc. We produce entire range of Filteraid that are used by our customer. On demand, we also produce tailor made products for our customers.

Expanded Perlite

Perlite has a significant role to play in hot and cold insulation in diverse industries. Demand for Perlite based products in Hot insulation market is not growing because of the availability of cheaper substitute products. The demand of Perlite is continuously increasing in cold insulation application as Perlite is the only mineral which can be used for cold insulation.

• Internal control system and their adequacy:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operation. The scope of Internal Audit is well defined in the organization. The Internal Audit Report regularly placed before the Audit Committee of the Board. The Management monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthening the controls continuously.

The Board of Directors has appointed M/s. Vishal Jhaveri & Associates, Chartered Accountants as Internal Auditors of the Company for the financial year 2017-18.

• Human Resources:

Talent acquisition, retention and development are an integral part of the HR initiatives. The Company has got very cordial relations with the employees at all the levels particularly with the workers. There is no increase in number of people except replacement of any resignation/ retirements. During the year no strikes or lock outs and the industrial relations are being maintained cordial.

• Cautionary statement:

Certain statements in the Management Discussion and Analysis describing the Company's analysis and interpretations are forward looking. Actual results may vary from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events. The risks outlines are not exhaustive. Readers are requested to exercise their own judgment in assessing the risk associated with the Company.

TRANSFER TO RESERVES:

The Company proposes to retain an amounts of Rs. 1046.10 Lacs in the Statement of Profit & Loss and

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do not make any appropriation of amounts to be transferred to the General Reserves of the Company during the year under review.

DIVIDEND:

Your Directors recommend the payment of dividend of Rs. 2.50 per share (25%) for the financial year ended on 31st March, 2017. Last year your Company had paid Rs. 2.50 per share.

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND:

During the year, amount of the unclaimed dividend of Rs. 55,720/- pertaining to the dividend for the year ended 31st March, 2009 was transferred to Investor Education and Protection Fund.

FIXED DEPOSITS:

The Company has neither accepted nor invited any Deposit falling within the purview of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time, during the year under review and therefore details mentioned in Rule 8 (5) (v) & (vi) of Companies (Accounts) Rules, 2014 relating to deposits, covered under Chapter V of the Act is not required to be given.

SUBSIDIARIES AND CONSOLIDATED FINANCIAL STATEMENTS:

Two foreign Companies viz. Amol Cryogenic Insulation (USA) Inc. and Amol Cryogenic Insulation Ltd. UAE continue to be the subsidiaries of the Company during the last financial year ended on 31st March, 2017.

The Oil & Gas Industry has been passing through challenging times that resulted in postponing of likely order or putting the order on hold for execution. USA was no exception. During the year under review US subsidiary has started implementation of pending Orders which were on hold and are optimistic of closing some more orders for the next year to come. The successful execution of these orders is expected to yield good returns. However, the company has made provision for diminution in the investment in the subsidiary in FY 17 as a conservative measure.

The Consolidated Financial Statements include the financials of two foreign subsidiaries of the Company namely; Amol Cryogenic Insulation (USA) Inc and Amol Cryogenic Insulation Ltd. UAE. The Consolidated Financial Statements of the Company are prepared in accordance with the applicable accounting standards issued by the Institute of Chartered Accountants of India are attached herewith and form part of their Report.

FINANCIAL PERFORMANCE OF SUBSIDIARIES:

(Amount in Rs.)

Particulars	Amol Cryogenic Insulation (USA) Inc		Amol Cryogenic Insulation Ltd. (UAE)	
	For the year ended on 31 st December, 2016	For the year ended on 31 st December, 2015	For the year ended on 31 st March, 2017	For the year ended on 31 st March, 2016
Total Income	34,171,183	-	4,565,912	61,23,778
Profit/(Loss) Before Tax	(7,281,420)	(1,72,21,546)	(249,408)	21,43,200
Provision for Taxation *	-	-	-	-
Profit (Loss) after Taxation	(7,281,420)	(1,72,21,546)	(249,408)	21,43,200
Proposed Dividend	-	-	-	19,89,900

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statement of Subsidiaries, Associates and Joint Ventures Companies is given in Form AOC-1 is appended as "Annexure - A" to this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Sanjay S. Lalbhai, Director of the Company has resigned the office of the Director w.e.f. 25.11.2016. The Board places on records its appreciation for the valuable services rendered by him during his tenure as Director of the Company.

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In accordance with the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder, Mrs. Priti S. Sheth (DIN: 02409190), Director of the Company, shall retire by rotation at the ensuing Annual General Meeting and being eligible, had offered himself for re-appointment. The Board recommends his appointment for the consideration of the members of the Company at the ensuing Annual General Meeting. A brief resume of the Director seeking re-appointment at the Annual General Meeting is given in notes to the notice of the Annual General Meeting.

Ms. Reepal Bavishi has resigned as Company Secretary of the Company w.e.f. 30th May, 2017.

As per the provisions of Section 203 of the Companies Act, 2013, Mr. Shreyas C. Sheth, Chairman and Managing Director, Mr. Naishadh S. Desai, Chief Financial Officer and Ms. Reepal Bavishi, Company Secretary (upto 30.05.2017) are the Key Managerial Personnel of the Company.

NUMBER OF MEETINGS OF THE BOARD:

The Board meets at regular interval with gap between two meetings not exceeding 120 days. Four (4) Board Meetings were held on 21.05.2016, 29.07.2016, 11.11.2016 and 13.02.2017 during the financial year 2016-17.

DECLARATION OF INDEPENDENCE:

All Independent Directors have furnished the declarations of independence stating that they meet the criteria of independence as mentioned under Section 149 (6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. The salient aspects covered in the Policy have been outlined in the Corporate Governance Report which forms part of this report.

The remuneration paid to the Directors are in accordance with the Nomination and Remuneration Policy of the Company formulated under Section 178 of the Companies Act, 2013.

EVALUATION OF BOARD'S PERFORMANCE:

Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder and as per the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) for the time being in force), the process for evaluation of the annual performance of the Directors/ Board/ Committees was carried out. The Criteria applied in the evaluation process are detailed in the Corporate Governance Report which forms part of this report.

AUDIT COMMITTEE:

The Audit Committee comprises of three Independent Directors, Mr. Kaushik D. Shah (Chairman), Mr. Ashok C. Gandhi and Mr. Naishadh I. Parikh. Four meetings of the committee were held during the year. For further details, please refer the Corporate Governance Report forming part of the Annual Report.

VIGIL MICHANISM / WHISTLE BLOWER POLICY:

The Company has established the vigil mechanism through Whistle Blower Policy for all the stakeholders of the Company to deal with instances of fraud and mismanagement, if any.

The Whistle Blower Policy will be applicable to all the stakeholders of the Company, which is an extension of the Code of Business Conduct through which the Company seeks to provide a mechanism for the stakeholders to disclose their concerns and grievances on Unethical Behaviour and Improper/Illegal Practices and Wrongful Conduct taking place in the Company for appropriate action. The Whistle Blower Policy may be accessed on the website of the Company.

CORPORATE GOVERNANCE REPORT:

The Corporate Governance Report form part of this Report is set out as separate section, together with the Certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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INSURANCE:

Company's building, machineries and stocks except certain risks which are borne by the Company, are insured against fire, riot, earthquake and malicious damage and where necessary against explosion risk. Standing charges and profits have also been insured.

AUDITORS:

Pursuant to the provisions of Section 139 of the Act and rules framed thereunder B. R. Shah & Associates, Chartered Accountants, (Firm Registration No.129053W) were re-appointed as Statutory Auditors of the Company for a consecutive term of five years to hold office from the conclusion of Thirty Seventh (37th) Annual General Meeting until the conclusion of the Forty second (42nd) Annual General Meeting of the Company to be held in the calendar year 2021, subject to ratification of their re-appointment by Members at every subsequent Annual General Meeting. A certificate from statutory Auditors has been received to the effect that their re-appointment as Statutory Auditors of the Company if ratified at the ensuing Annual General Meeting, would be according to the terms and conditions prescribed under Sections 139 and 141 of the Companies Act, 2013 and rules framed thereunder.

The Board of Directors on recommendation of the Audit Committee recommends ratification of re-appointment of B. R. Shah & Associates, Chartered Accountants, (Firm Registration No.129053W) as the Statutory Auditors of the Company from the conclusion of 38th Annual General Meeting until the conclusion of the next Annual General Meeting.

A resolution seeking ratification of their re-appointment, forms part of the Notice convening the 48th Annual General Meeting and the same is recommended for consideration and approval of Members.

SECRETARIAL AUDIT REPORT:

Pursuant to Section 204 read with Section 134(3) of the Companies Act, 2013, the Board of Directors has appointed Kamlesh Patel, Company Secretary, Ahmedabad as Secretarial Auditor of the Company for Financial Year 2016-17. A Secretarial Audit Report provided by Kamlesh Patel is annexed with the Board's report as "Annexure B".

The Board of Directors has appointed Mr. Kamlesh Patel, Company Secretary, Ahmedabad as Secretarial Auditors of the Company for the financial year 2017-18.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE STATUTORY AUDITORS AND THE SECRETARIAL AUDITORS IN THEIR REPORTS

There is no qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their Audit Report and hence no explanation or comments of the Board is required in this matter.

The qualification made in Secretarial Audit Report in respect of Regulation 17 (1) (b) of SEBI (LODR) Regulations, 2015 the directors state that the Company is in process of identifying and appointing one Independent Director.

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134 (3) (c) of the Companies Act, 2013 in relation to the financial statements for the year 2016-17, the Board of Directors state that :

- a) In preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for the financial year ended on 31st March, 2016 and of the profit and loss of the company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis; and
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

AMOL DICALITE LIMITED

f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Details of investments, loans and guarantee under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, as on 31st March, 2017, are set out in Notes to Financial Statements forming part of this report.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES AND POLICY:

The provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder are not applicable to the Company.

RELATED PARTY TRANSACTIONS:

The particulars of contracts or arrangements entered by the Company with related parties are provided under "Annexure C" in Form AOC – 2.

All related party transactions are presented to the Audit Committee and Board for approval. The Policy on Related Party Transactions as approved by the Board is available on Company's website.

BUSINESS RISK MANAGEMENT:

The Company has formulated Risk Management Policy in order to monitor the risks and to address/mitigate those risks associated with the Company. The Board of Directors do not foresee any elements of risk, which in its opinion may threaten the existence of the Company.

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of Directors/ employees of the Company is set out in "Annexure – D" to this report.

There is no employee drawing salary in excess of limit prescribed under Rule 5(2) & 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence, no information is provided in this report.

EXTRACT OF THE ANNUAL RETURN:

The extract of Annual Return required under Section 134(3)(a) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, forms part of this report as "Annexure E".

MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT:

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2015-16 of the Company to which the financial statement relates and the date of this report. Further there was no change in the nature of business of the Company.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the Regulators /Courts that would impact the going concern status of the Company and its future operation.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Work place (Prevention, Prohibition & Redressal) Act, 2013 and the rules framed thereunder.

During the financial year 2016-17, the Company has not received any complaints on sexual harassment and hence no complaints remain pending as at 31st March, 2017.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

(A) CONSERVATION OF ENERGY -

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- (i) Steps taken or impact on conservation of energy;
 - 1. Use of high efficiency welding machine against conventional welding machine.
 - 2. Replacement of low efficiency electric motors with high efficiency electric motors.
 - 3. Replacement of conventional tube light by LED at various locations. .
- (ii) Steps taken by the Company for utilising alternate sources of energy; Company has decided to utilize solar power for domestic usage.
- (iii) Capital investment on energy conservation equipment;
 - 1. The Company continuously makes investments in its facility for better maintenance and safety of the operations.
 - 2. The Company has undertaken efforts to improve the existing facilities in order to reduce energy consumption.

(B) TECHNOLOGY ABSORPTION -

- (i) Efforts made towards technology absorption;
The Company is planning to utilize waste heat of process to reduce natural gas consumption.
 - (ii) Benefits derived as a result of the above efforts:
Specific consumption of energy is reduced, cost reduction and increase in sales.
 - (iii) Information regarding technology imported, during the last 3 years: Nil
 - (iv) Expenditure incurred on Research and Development: Nil
- (C) Foreign Exchange Earnings and Outgo -
- (a) Foreign Exchange Earnings: Rs. 242,078/-
 - (b) Foreign Exchange Out go: Rs. 1,833,053/-

ACKNOWLEDGEMENTS:

The Directors wish to place on record their appreciation, for the contribution made by the employees, at all levels but for whose hard work, and support, the Company's achievement would not have been possible. The Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

Place: Ahmedabad
Date: May 30, 2017

For and on behalf of the Board
Shreyas C. Sheth
Chairman & Managing Director
(DIN:00009350)

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ANNEXURE -A

AOC-1

Statement containing the salient features of the financial statement of Subsidiaries/Associate Companies /joint Ventures.

(Pursuant to first proviso to Sub-section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies Accounts)Rules, 2014)

Part "A" : Subsidiaries

(Amounts in Rs.)

Sr. No.	Name of the Subsidiary Company	Amol Cryogenic Insulation (USA)Inc	Amol Cryogenic Insulation Limited - UAE
1	Financial Period of the subsidiary ended on	31 st December, 2016	31 st March, 2017
2	Reporting Currency and Exchange rate as on the last date of the relevant Financial year.	(US \$) Item No. 3 to 7 are translated at exchange rate as at 31 st December, 2016 US dollar : 67.95 and Item No. 8 to 12 are translated at annual average exchange rate US dollar : 67.07	(US \$) Item No. 3 to 7 are translated at exchange rate as at 31 st March, 2017 US dollar : 64.84 and Item No. 8 to 12 are translated at annual average exchange rate US dollar : 65.585
3	Share Capital	(20,14,110)	(4,63,807)
4	Reserves and Surplus	66,617,503	(15,922,459)
5	Total Assets	16,380,454	22,353,924
6	Total Liabilities	(80,983,847)	(5,967,658)
7	Investments	-	-
8	Turnover	(34,171,183)	(4,565,912)
9	Profit /(Loss) Before Taxation	(7,281,420)	(249,408)
10	Provision for Taxation	-	-
11	Profit/(Loss) After Taxation	(7,281,420)	(249,408)
12	Proposed Dividend	-	-
13	% of shareholding	100%	100%

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Part “B” : Associates and Joint Ventures

(Statement pursuant to Section 129 (3) of the Companies Act, 2013, related to Associate Companies and Joint Ventures)

Sr. No.	Name of the Associates / Joint Ventures	Name of the Company	Name of the Company
1	Latest Audited Balance Sheet Date	N.A.	N.A.
2	Shares of Associates/Joint Ventures held by the Company on the year end.	N.A.	N.A.
	No.		
	Amount of Investment in Associate/Joint Venture		
	Extend of Holding %		
3	Description of how there is significant influence	N.A.	N.A.
4	Reason why the associate/joint venture is not consolidated	N.A.	N.A.
5	Networth attributable to shareholding as per latest audited Balance Sheet	N.A.	N.A.
6	Profit /(Loss) for the year	N.A.	N.A.
	i. Considered in Consolidation	N.A.	N.A.
	ii. Not Considered in Consolidated	N.A.	N.A.

Place: Ahmedabad
Date: May 30, 2017

Naishadh S. Desai
Chief Financial Officer
Reepal Bavishi
Company Secretary

For and on behalf of the Board
Shreyas C. Sheth
Chairman & Managing Director
(DIN:00009350)

AMOL DICALITE LIMITED

ANNEXURE -B

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,
AmolDicalite Limited
CIN: L14100GJ1979PLC003439
301, "Akshay", 53, Shrimali Society,
Navrangpura,
Ahmedabd-380009

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. AMOL DICALITE LIMITED (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and Compliance- Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the financial year ended on 31st, March, 2017, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as may be applicable from time to time ;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ;(not applicable to the Company during the Audit period)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (not applicable to the Company during the Audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ;(not applicable to the Company during the Audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

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(not applicable to the Company during the Audit period) ; and

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(not applicable to the Company during the Audit period).
- (vi) During the period under report, no specific law is applicable to the Company.

I have also examined compliance with the applicable Clauses/Regulations of the following, to the extent applicable to the Company during the audit period:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges i.e. Ahmedabad Stock Exchange Limited and The Calcutta Stock Exchange Limited read with the Securities and Exchange Board Of India(Listing Obligations and Disclosure Requirements)Regulations, 2015.

I further report, that Compliance by the Company of applicable financial laws, like direct and Indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by Tax auditor/other designated professionals.

I further report that, during the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings as required by law along with agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, standards, etc.

I further report that during the audit period there were no instances of :

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations.

Sd/-

Kamlesh Patel

Practising Company Secretary

ACS. No. 10772

C.P. No.: 12205

Date : 30/05/2017

Place : Ahmedabad

AMOL DICALITE LIMITED

**To,
The Members,
Amol Dicalite Limited
CIN: L14100GJ1979PLC003439
301, "Akshay", 53, Shrimali Society,
Navrangpura,
Ahmedabad-380009.**

Our report of even date provided in form MR-3 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I follow provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis, for the purpose of issuing Secretarial Audit Report.
6. The Secretarial Audit report is neither as assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. I conducted my audit in the manner specified under Section 204 of the Companies Act, 2013 and Rules made there under, which seeks an opinion and reasonable assurance about the compliance status of various applicable acts and rules to the Company.

Sd/-

Kamlesh Patel

Practising Company Secretary

ACS. No. 10772

C.P. No.: 12205

Date : 30/05/2017

Place : Ahmedabad

ANNEXURE -C

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

1. Details of contracts or arrangements or transactions not at Arm's length basis:

Sl.No	Particulars	Details
a)	Name (s) of the related party &nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	N.A.
c)	Duration of the contracts/arrangements /transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
e)	Justification for entering into such contracts or arrangements or transactions	N.A.
f)	Date of approval by the Board	N.A.
g)	Amount paid as advances, if any	N.A.
h)	Date on which the requisite resolution was passed	N.A.
i)	Amount paid as advance, if any	N.A.
j)	Date on which the requisite resolution was passed in N.A. General meeting as required under first proviso to section 188 of the Companies Act, 2013	

2. (i) Details of contracts or arrangements or transactions at Arm's length basis:

Sl. No	Particulars	Details
a)	Name (s) of the related party and nature of relationship	(i) M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad. Mr. Kaushik D. Shah, Independent Director is one of the partners of M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad.
b)	Nature of contracts / arrangements /transaction	Legal & Professional Fees for Income Tax and Company Law Matters.
c)	Duration of the contracts/ arrangements / transaction	For one year from 01.04.2016 to 31.03.2017.
d)	Salient terms of the contracts or arrangements or transaction	Payment of Legal & Professional Fees to be made during the financial year 2016-17 not exceed to Rs. 4 Lacs (Rupees Four Lacs only) for all services.
e)	Date of approval by the Board	Board at its meeting held on 26.05.2016 approved the said contract/arrangement/transaction.
f)	Amount incurred during the year (In lakhs)	Rs. 1,73,257/- (Rupees One Lakh Seventy Three Thousand Two Hundred and Fifty Seven only)

AMOL DICALITE LIMITED

2. (ii) Details of contracts or arrangements or transactions at Arm's length basis:

Sl. No	Particulars	Details
a)	Name (s) of the related party and nature of relationship	Mr. Pratik S. Sheth. Mr. Pratik Sheth is relative (Son) of Mr. Shreyas C. Sheth, Managing Director of the Company
b)	Nature of contracts / arrangements /transaction	Appointed in Office /Place of Profit designated as Manager -Business Development w.e.f.01.06.2011.
c)	Duration of the contracts/ arrangements / transaction	Mr. Pratik S. Sheth is appointed as regular employee of the Company and as such duration of his appointment is not for fixed period.
d)	Salient terms of the contracts or arrangements or transaction	The payment of salary is made on monthly basis in the range of Rs. 1,30,000/- per month to Rs. 2,00,000/- per month with facility of car with annual increase in salary & perquisites as per Board Resolution passed on 26.05.2011 and Special Resolution passed on 09.09.2011 at Annual General Meeting of the Company.
e)	Date of approval by the Board	Board at its meeting held on 26.05.2011 approved payment of remuneration which was subsequently ratified and approved by members by way of Special Resolution at the Annual General Meeting of the Company held on 09.09.2011 pursuant to Section 314 of the Companies Act, 1956.
f)	Amount incurred during the year (In lakhs)	Rs. 19,55,964/- (Rupees Nineteen Lakhs Fifty Five Thousand Nine Hundred and Sixty Four only)

Note: There are no such contracts or arrangements or transactions with related parties which are not at arm's length basis entered by the Company or prevailing during the F.Y. 2015-16.

Place: Ahmedabad

Date: May 30, 2017

For and on behalf of the Board

Shreyas C. Sheth
Chairman & Managing Director
(DIN:00009350)

ANNEXURE -“D”

Information as required pursuant to Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Particulars	Status
i) Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	<p>Directors</p> <p>Ratio of the Remuneration of Directors to Median Remuneration</p> <p>Mr. Shreyas C. Sheth (CMD) 14.75 Mr. Ashok C. Gandhi 0.13 Mr. Kaushik D. Shah 0.11 Mr. Naishadh I. Parikh 0.13 Mr. Sanjay S. Lalbhai 0.02 Mr. Darshan B. Sheth 0.05 Mrs. Priti S. Sheth 0.06</p>
ii) Percentage increase in remuneration of each the Director, the Chief Financial Officer, the Chief Executive Officer, the Company Secretary or the Manager, if any, in the financial year	<p>Directors/ KMP</p> <p>% increase in Remuneration</p> <p>Mr. Shreyas C. Sheth (CMD) - Mr. Ashok C. Gandhi\$ 10.53 Mr. Kaushik D. Shah\$ 62.75 Mr. Naishadh I. Parikh\$ 10.53 Mr. Sanjay S. Lalbhai# - Mr. Darshan B. Sheth# 50.00 Mrs. Priti S. Sheth# 33.33 Mr. Naishadh Desai, CFO 2.95 Ms. Reepal Bavishi, CS 144.17 \$ Remuneration of IDs are based on the presence at the board meetings as well as in committees meetings # Remuneration of NEDs is based on the presence and meetings of Board of Directors.</p>
iii) Percentage increase in the median remuneration of employees in the financial year.	21.53%
iv) Number of permanent employees on the rolls of the Company.	66
v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average increase in salaries of employees other than managerial personnel was 16.71% compared to last year, Whereas average increase in salaries of the Managerial Personnel (Excluding MD) was 9.67% compared to last year. Remuneration to MD remained constant during the year 2016-17 as compared to the previous year.
vi) Key parameters for any variable component of remuneration availed by the Directors	Reimbursement of medical expenses payable to Managing Director is variable component of remuneration as the same is payable on actual basis. Sitting fees payable to ID & NEDs is variable components of remuneration as the same is payable according to their attendance at the Board meeting and committee meetings.
vii) Affirmation that the remuneration is as per the Remuneration Policy of the company	It is affirmed that the remuneration is as per the Remuneration Policy of the Company.

AMOL DICALITE LIMITED

**ANNEXURE –E
FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L14100GJ1979PLC003439
Registration Date	02/07/1979
Name of the Company	AMOL DICALITE LIMITED
Category / Sub-Category of the Company	Company having Share Capital Indian Non-Government Company
Address of the Registered Office and contact details	301, 'Akshay', 53, Shrimali Society, Navrangpura, Ahmedabad-380 009 Tel. No. +91 79 40246246 Email :info@amoldicalite.com Web :www.amoldicalite.com
Whether listed company	Yes
Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	Link Intime India Pvt. Ltd 5th Floor, 506 – 508, Amarnath Business Center – I(ABC-I), Beside Gala Business Center, Nr. St. Xavier's College Corner, Off. C.G. Road, Navrangpura, Ahmedabad – 380 009, Phone & Fax No. 079-26465179, Email Id – ahmedabad@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Filter Aid - Perlite Products and Activities	3802.9019 6806.2000	87.20%
2	Lease Rental	997319	12.80%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary Associate	% of shares held	Applicable Section
1.	Amol Cryogenic Insulation (U.S.A.)Inc.	N.A.	Subsidiary	100%	2(87)(ii)
2.	Amol Cryogenic Insulation Limited (UAE)	N.A.	Subsidiary	100%	2(87)(ii)

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

(i) Category – wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters/ Promoters Gr.									
1) Indian									
a) Individual / HUF	112577	1435	114012	15.84	117067	1435	118502	16.46	0.62
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	131900	1650	133550	18.55	131900	1650	133550	18.55	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other...	0	0	0	0	0	0	0	0	0
Sub-total (A) (1) :-	244477	3085	247562	34.39	248967	3085	252052	35.01	0.62
2) Foreign									
a) NRIs-Individuals	0	9550	9550	1.33	0	9550	9550	1.33	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	216000	216000	30.00	0	216000	216000	30.00	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2) :-	0	225550	225550	31.33	0	225550	225550	31.33	0
Total shareholding of Promoters / Promoters Gr. (A) = (A)(1)+(A)(2)	244477	228635	473112	65.72	248967	228635	477602	66.34	0.62
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	400	400	0.05	0	400	400	0.05	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1) :-	0	400	400	0.05	0	400	400	0.05	0
2) Non-Institutions									
a) Bodies Corp.	3371	1650	5021	0.70	3371	1650	5021	0.70	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individuals shareholders holding nominal share capital									

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upto Rs.1 lakh	152822	88009	240831	33.44	146010	85109	231119	32.10	(1.34)
ii) Individual shareholders holding nominal share									
capital in excess of Rs. 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify) HUF	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Custodians / Clearing member	0	0	0	0	50	0	50	0.01	0.01
NRIs(Non Repatriates)	636	0	636	0.09	686	0	686	0.09	0
Sub-total(B)(2) :-	156829	89659	246488	34.23	155239	86759	241998	33.60	(0.63)
Total Public Shareholding (B)=(B)(1)+(B)(2)	156829	90059	246888	34.28	155239	87159	242398	33.66	(0.63)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	401306	318694	720000	100.00	404206	315794	720000	100.00	0

(ii) Shareholding of Promoters

Sr. No	Name of Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares pledged/ encumbered to total Shares	No. of Shares	% of total shares of the Company	% of shares pledged/ encumbered to total Shares	
1	Grefco Inc.	216000	30.00%	0.00%	216000	30.00%	0.00%	0.00%
2	A. P. Sheth Investment Private Limited	41625	5.78%	0.00%	41625	5.78%	0.00%	0.00%
3	Aagam Holdings Private Limited	30700	4.26%	0.00%	30700	4.26%	0.00%	0.00%
4	Aura Securities Private Limited	24200	3.36%	0.00%	24200	3.36%	0.00%	0.00%
5	Nupur D. Sheth	18500	2.57%	0.00%	18500	2.57%	0.00%	0.07%
6	The Arvind Mills Limited	16500	2.29%	0.00%	16500	2.29%	0.00%	0.00%
7	Shreyas Chinubhai Sheth	14800	2.06%	0.00%	14800	2.06%	0.00%	0.00%
8	Pallavi Chinubhai Sheth	9550	1.33%	0.00%	9550	1.33%	0.00%	0.00%
9	Pratik Shreyas Sheth	9432	1.31%	0.00%	9432	1.31%	0.00%	0.00%
10	Shripal Chinubhai Sheth	7150	0.99%	0.00%	0	0.00%	0.00%	(0.99%)
11	Shreyas Chinubhai Sheth	7050	0.98%	0.00%	7050	0.98%	0.00%	0.00%
12	Asmita Shripal Sheth	6000	0.83%	0.00%	6000	0.83%	0.00%	0.00%
13	Darshan B. Sheth	5845	0.81%	0.00%	5845	0.81%	0.00%	0.00%
14	Anukul Investments Private Limited	5250	0.73%	0.00%	5250	0.73%	0.00%	0.00%
15	Amol Shripal Sheth	4800	0.67%	0.00%	4800	0.67%	0.00%	0.00%
16	B P Sheth Investment Private Limited	4625	0.64%	0.00%	4625	0.64%	0.00%	0.00%
17	Abdhi Investments Private Limited	4000	0.56%	0.00%	4000	0.56%	0.00%	0.00%
18	Sunil Siddharth	4000	0.56%	0.00%	4000	0.56%	0.00%	0.00%
19	Darshan Bipin Sheth	3650	0.51%	0.00%	3750	0.52%	0.00%	0.01%
20	Aloha Investments Private Limited	3350	0.47%	0.00%	3350	0.47%	0.00%	0.00%

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21	Aanal Abhilash Shodhan	2500	0.35%	0.00%	2500	0.35%	0.00%	0.00%
22	Shona Jayesh Parikh	2500	0.35%	0.00%	2500	0.35%	0.00%	0.00%
23	Vimla S. Lalbhai	2000	0.28%	0.00%	2000	0.28%	0.00%	0.00%
24	Sanjaybhai Shrenikbhai Lalbhai	2000	0.28%	0.00%	2000	0.28%	0.00%	0.00%
25	Vimlaben S. Lalbhai	2000	0.28%	0.00%	2000	0.28%	0.00%	0.00%
26	Taral S. Lalbhai	2000	0.28%	0.00%	2000	0.28%	0.00%	0.00%
27	Swati S. Lalbhai	2000	0.28%	0.00%	2000	0.28%	0.00%	0.00%
28	Sheth Sanjay Shrenikbhai	2000	0.28%	0.00%	2000	0.28%	0.00%	0.00%
29	Sanjaybhai Shrenikbhai Lalbhai	2000	0.28%	0.00%	2000	0.28%	0.00%	0.00%
30	Jayshreeben Sanjaybhai Lalbhai	2000	0.28%	0.00%	2000	0.28%	0.00%	0.00%
31	Lalbhai Shrenikbhai Kasturbhai	2000	0.28%	0.00%	2000	0.28%	0.00%	0.00%
32	Kalpanaben Shripalbhai Morakhia	2000	0.28%	0.00%	2000	0.28%	0.00%	0.00%
33	Jayshreeben Sanjaybhai Lalbhai	2000	0.28%	0.00%	2000	0.28%	0.00%	0.00%
34	M/s. Acorn Investments Pvt. Ltd.	1650	0.23%	0.00%	1650	0.23%	0.00%	0.00%
35	Rutika Shreyas Sheth	1500	0.21%	0.00%	1500	0.21%	0.00%	0.00%
36	Priti Shreyas Sheth	1350	0.19%	0.00%	1350	0.19%	0.00%	0.00%
37	D B Sheth Investment Pvt. Ltd.	950	0.13%	0.00%	950	0.13%	0.00%	0.00%
38	Aprir Investments Private Limited	600	0.08%	0.00%	600	0.08%	0.00%	0.00%
39	Pratik Shreyas Sheth	500	0.07%	0.00%	500	0.07%	0.00%	0.00%
40	Nupur D. Sheth	500	0.07%	0.00%	500	0.07%	0.00%	0.00%
41	Payal Amol Sheth	500	0.07%	0.00%	500	0.07%	0.00%	0.00%
42	Arun P. Sheth	400	0.06%	0.00%	400	0.06%	0.00%	0.00%
43	Shreyas Chinubhai Sheth	0	0.00%	0.00%	7150	0.99%	0.00%	0.99%
44	Rutika Shreyas Sheth	200	0.03%	0.00%	200	0.03%	0.00%	0.00%
45	Shripal Chinubhai Sheth	200	0.03%	0.00%	200	0.03%	0.00%	0.00%
46	Asmita Shripal Sheth	150	0.02%	0.00%	150	0.02%	0.00%	0.00%
47	Darshan Bipin Sheth	150	0.02%	0.00%	4540	0.63%	0.00%	0.61%
48	Arunbhai P. Sheth	100	0.01%	0.00%	100	0.01%	0.00%	0.00%
49	Darshan Bipin Sheth	100	0.01%	0.00%	100	0.01%	0.00%	0.00%
50	Akin Investments Pvt. Ltd.	100	0.01%	0.00%	100	0.01%	0.00%	0.00%
51	Arun P. Sheth	50	0.01%	0.00%	50	0.01%	0.00%	0.00%
52	Rutika Shreyas Sheth	50	0.01%	0.00%	50	0.01%	0.00%	0.00%
53	Arun P. Sheth	20	0.00%	0.00%	20	0.00%	0.00%	0.00%
54	Darshan B. Sheth	15	0.00%	0.00%	15	0.00%	0.00%	0.00%
	TOTAL	473112	65.75%	0.00%	477602	66.37%	0.00%	0.62%

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(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Darshan Bipin Sheth					
	At the beginning of the Year		150	0.02%	150	0.02%
	Date wise increase/Decrease Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat/equity etc.);	12.08.2016 (Transmission)	4390	0.61%	4540	0.63%
	At the end of the year		4540	0.63%	4540	0.63%
2.	Mr. Darshan Bipin Sheth					
	At the beginning of the Year		3650	0.51%	3650	0.51%
	Date wise increase/Decrease Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat/equity etc.);	12.08.2016 (Purchase)	100	0.01%	3750	0.52%
	At the end of the year		3750	0.52%	3750	0.52%
3.	Mr. Shripal Chinubhai Sheth					
	At the beginning of the Year		7150	0.99%	7150	0.99%
	Date wise increase/Decrease Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat/equity etc.);	13.05.2016 (Transmission)	7150	0.99%	-	-
	At the end of the year		-	-	-	-
4.	Mr. Shreyas Chinubhai Sheth					
	At the beginning of the Year		-	-	-	-
	Date wise increase / Decrease Promoters Shareholding during the year specifying the reasons for increase/decrease (e. g. allotment/transfer / bonus / sweat / equity etc.) ;	13.05.2016 (Transmission)	7150	0.99%	-	-
	At the end of the year		7150	0.99%	7150	0.99%

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

Sr. No.	Top ten Shareholders and their Shareholding as at 01/04/2016		Sr. No.	Top ten Shareholders and their Shareholding as at 31/03/2017			
	No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company		
1.	BHAVNA GOVINDBHAI DESAI	7100	0.99%	1.	BHAVNA GOVINDBHAI DESAI	7100	0.99%
2.	GOVINDBHAI BALDEV DESAI	6300	0.88%	2.	GOVINDBHAI BALDEV DESAI	6300	0.88%
3.	SANJAY HASMUKHLAL AJMERA	4200	0.58%	3.	SANJAY HASMUKHLAL AJMERA	4200	0.58%
4.	AMITA VIJAY SHAH	3100	0.43%	4.	AMITA VIJAY SHAH	3100	0.43%
5.	DASHARATH MOZAR	2850	0.40%	5.	DASHARATH MOZAR	2850	0.40%
6.	AJAY KUMAR	2300	0.32%	6.	AJAY KUMAR	2700	0.38%
7.	NARENDRA NARAYANJI SHETHIA	2600	0.36%	7.	NARENDRA NARAYANJI SHETHIA	2600	0.36%
8.	AAKASH NAYAN PARIKH	2275	0.32%	8.	AAKASH NAYAN PARIKH	0	0.00%
9.	BELA NAYAN PARIKH	2115	0.29%	9.	BELA NAYAN PARIKH	0	0.00%
10.	ALPA PUROHIT	2560	0.36%	10.	ALPA PUROHIT	2560	0.36%
11.	ANUPA SHAH	2338	0.32%	11.	ANUPA SHAH	2338	0.32%
12.	HARINAXI JASUBHAI	2000	0.28%	12.	HARINAXI JASUBHAI	2000	0.28%

(v) Change in Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) : (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Mr. Aakash Nayan Parikh				
	At the beginning of the Year	2275	0.32%	2275	0.32%
	Date wise increase/ Decrease Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat/ equity etc.);	12.08.2016 (Sale)	2275	0.32%	-
	At the end of the year	-	-	-	-

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2.	Mr. Bela Nayan Parikh					
	At the beginning of the Year		2115	0.29%	2115	0.29%
	Date wise increase/Decrease Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat/ equity etc.);	12.08.2016 (Sale)	2115	0.29%	-	-
	At the end of the year		-	-	-	-
3.	Mr. Ajay Kumar					
	At the beginning of the Year		2300	0.32%	2300	0.32%
	Date wise increase/Decrease Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat/ equity etc.);	10.05.2016 (Purchase)	50	0.01%	2350	0.33%
		10.06.2016 (Purchase)	150	0.02%	2500	0.35%
		10.08.2016 (Purchase)	150	0.02%	2650	0.37%
		31.01.2016 (Purchase)	50	0.01%	2700	0.38%
	At the end of the year		2700	0.38%	2700	0.38%

(vi) Shareholding of Directors and Key Managerial Personnel :

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year (01/04/2016)		Cumulative Shareholding during the year (31/03/2017)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mr. Shreyas C. Sheth	21850	3.04%	29000	4.03%
2	Mr. Ashok C. Gandhi	1000	0.14%	1000	0.14%
3	Mr. Kaushik D. Shah	400	0.06%	400	0.06%
4	Mr. Naishadh I. Parikh	200	0.03%	200	0.03%
5	Mr. Darshan B. Sheth	9760	1.36%	14250	1.98%
6	Mrs. Priti S. Sheth	1350	0.19%	1350	0.19%

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(vii) Change in Shareholding of Directors and Key Managerial Personnel:

Sr. No.			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Mr. Darshan Bipin Sheth					
	At the beginning of the Year		150	0.02%	150	0.02%
	Date wise increase/ Decrease Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment/ transfer / bonus / sweat/equity etc.);	12.08.2016 (Transmission)	4390	0.61%	4540	0.63%
	At the end of the year		4540	0.63%	4540	0.63%
2.	Mr. Darshan Bipin Sheth					
	At the beginning of the Year		3650	0.51%	3650	0.51%
	Date wise increase/Decrease Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat/ equity etc.);	12.08.2016 (Purchase)	100	0.01%	3750	0.52%
	At the end of the year		3750	0.52%	3750	0.52%
3.	Mr. Shreyas Chinubhai Sheth					
	At the beginning of the Year		-	-	-	-
	Date wise increase/Decrease Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat/ equity etc.);	13.05.2016 (Purchase)	7150	0.99%	-	-
	At the end of the year		3750	0.52%	3750	0.52%

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(vi) V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	94,012,118	0	0	94,012,118
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	562,415	0	0	562,415
Total (i+ii+iii)	94,574,533	0	0	94,574,533
Change in Indebtedness during the financial year				
• Addition	289,672	0	0	289,672
• Reduction	88,920,767	0	0	88,920,767
Net Change	88,631,095	0	0	88,631,095
Indebtedness at the end of the financial year				
i) Principal Amount	5,653,766	0	0	5,653,766
ii) Interest due but not paid	289,672	0	0	289,672
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	5,943,438	0	0	5,943,438

(vii) Remuneration of Directors and Key Managerial Personnel:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager Mr. Shreyas Chinubhai Sheth, Managing Director	Total Amount
1.	Gross Salary		
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	4756901	4756901
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	421892	421892
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	0	0
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify.....	NIL	NIL
5.	Others, please specify PF, Super-Annuation, Personal Accident Insurance Premium etc.	593207	593207
	Total (A)	5772000	5772000
	Ceiling as per the Act		Within the limit

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B. Remuneration to other directors:

Sr. No.	Name & Classification of Director	Fee for attending board/committee meetings	Commission	Others	Total
1.	Mr. Ashok C. Gandhi (Non-Executive Director)	52500	0	0	52500
2.	Mr. Kaushik D. Shah (Non-Executive Director)	41500	0	0	41500
3.	Mr. Naishadh I. Parikh (Non-Executive Director)	52500	0	0	52500
4.	Mr. Sanjay S. Lalbhai	6000	0	0	6000
5.	Mr. Darshan B. Sheth	18000	0	0	18000
6.	Mrs. Priti S. Sheth	24000	0	0	24000

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

Sr. No.	Particulars of Remuneration	Name of Key Managerial Personnel (KMP) Mr. Naishadh S. Desai, Chief Financial Officer	Name of Key Managerial Personnel (KMP) Ms. Reepal Bavishi Company Secretary	Total Amount
1.	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1750764	364200	2114964
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	32400	NIL	32400
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961			NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify.....	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	Total (A)	441156	31237	472393
	Ceiling as per the Act	2224320	395437	2619757

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VII. Penalties/ Punishment/ Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding/ Fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding			NIL		
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding			NIL		
C. OTHER OFFICERS					
IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding			NIL		

REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy on Code of Corporate Governance:

Corporate Governance is a set of systems, processes and principles which ensure that a Company is governed in the best interests of all stakeholders. It is about promoting fairness, equity, transparency, accountability and respect for laws. The aim of "Good Corporate Governance" is to manage affairs of the company in a transparent manner in order to maximize long-term value of the Company for the benefit of its shareholders and all other stakeholders.

2. Board of Directors:

Board composition and category of Directors:

The composition of the Board and category of Directors as on 31st March, 2017 is as follows:

Category	Name of Directors
Executive – Non Independent Director	Mr. Shreyas C. Sheth
Non-Executive – Non Independent Directors	Mr. Sanjay S. Lalbhai* Mr. Darshan B. Sheth Mrs. Priti S. Sheth
Non-Executive – Independent Directors	Mr. Ashok C. Gandhi Mr. Kaushik D. Shah Mr. Naishadh I. Parikh

The composition of the Board is in conformity with Regulation 17 of the SEBI (LODR) Regulations, 2015 as well as the Companies Act, 2013. The Board of Directors is chaired by an Executive- Non Independent Director.

Except between Mr. Shreyas C. Sheth (Chairman & Managing Director) and his wife, Mrs. Priti S. Sheth (Non-executive Director), there is no relationship between the Directors inter-se.

*Mr. Sanjay S. Lalbhai ceased to be a Director of the Company due to his resignation w.e.f. 25th November, 2016.

Number of Board Meetings:

During the financial year 2016-17, 4 (Four) meetings of the Board of Directors were held and the maximum time gap between two meetings did not exceed one hundred and twenty days. The Board meets at least once in each quarter to review the quarterly financial results and other items on the Agenda. The Dates of the Board meetings are as under:

Dates on which meetings were held:

21st May, 2016	29th July, 2016
11th November, 2016	13th February, 2017

As per the disclosure received, none of the Directors of the Company hold memberships/ Chairmanships more than the prescribed limits across all companies in which he/she is a Director.

Details of attendance at Board Meetings, last Annual General Meeting and number of other Directorship(s) and Chairmanship(s)/ Membership(s) of Committee of each Director in various companies:

Name of Director	Attendance at the Board Meeting(s)		Attendance at last AGM	As on 31st March, 2017		
	Held	Attended		Directorship in Public Companies (including Amol Dicalite Ltd.)	Membership and Chairmanship of the Committee of the Board of other Companies*	
					Member	Chairman
Mr. Shreyas C. Sheth	4	4	Yes	1	2*	1*
Mr. Sanjay S. Lalbhai	4	1	No	#**	#**	#**
Mr. Ashok C. Gandhi	4	4	Yes	5	8	1

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Mr. Kaushik D. Shah	4	3	No	5	4	4
Mr. Naishadh I. Parikh	4	4	No	6	3	1
Mr. Darshan B. Sheth	4	3	No	3	-	-
Mrs. Priti S. Sheth	4	4	Yes	1	-	-

* In accordance with Regulation 26 of SEBI (LODR) Regulations, 2015, Membership(s)/ Chairmanship(s) of only Audit Committee and Stakeholder Relationship Committees in public limited companies have been considered.

** Mr. Sanjay S. Lalbhai Resigned as a director of the Company w.e.f. 25/11/2016.

No. of Equity Shares held by NEDs:

The shareholding of the Non-executive Directors of the Company as on 31st March, 2017 is as follows:

Name of Director	Nature of Directorship	No. of Shares Held	% to the paid up share capital
Mr. Sanjay S. Lalbhai*	Non-Executive - Non Independent Director	6000	0.83
Mr. Ashok C. Gandhi	Non-Executive – Independent Director	1000	0.14
Mr. Kaushik D. Shah	Non-Executive – Independent Director	400	0.06
Mr. Naishadh I. Parikh	Non-Executive - Independent Director	200	0.03
Mr. Darshan B. Sheth	Non-Executive - Non Independent Director	14250	1.98
Mrs. Priti S. Sheth	Non-Executive - Non Independent Director	1350	0.19

*Mr. Sanjay S. Lalbhai ceased to be a Director of the Company due to his resignation w.e.f. 25th November, 2016.

Board Procedures:

Minimum four pre-scheduled Board Meetings are held annually. Additional Board Meetings are convened by giving appropriate notice to address the Company's specific needs. In case of urgency of matters, resolutions are passed by circulation. The Board quarterly reviews compliance reports of all laws applicable to the Company.

The Board is given briefed on areas covering operations of the Company, business strategy, plans etc. before approving the quarterly/ annual financial results of the Company.

The Board has complete access to any information within the Company which includes the information as specified in Regulation 17 of the SEBI (LODR) Regulations, 2015.

The items / matters required to be place before the Board, inter-alia, include:

- Annual operating plans and budgets including capital budgets and any updates;
- Quarterly results of the Company;
- Company's annual financial Results, Financial Statements, Auditor's Report and Board's Report;
- Minutes of meeting of the Audit Committee and other Committees of the Board, as also Resolutions passed by circulation;
- Show cause, demand, prosecution notices and penalty notices, which are materially important;
- Fetal or serious accidents, dangerous occurrences and any material effluent or pollution problems;
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company;
- Any issue, which involves possible public or product liability claims of substantial nature

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- Significant labour problems and their proposed solutions. Any significant development in Human Resources front;
- Sale of material nature of investments, subsidiaries and assets, which is not in normal course of business;
- Details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material;
- Non-compliance of any regulatory, statutory or listing requirements and shareholders' service such as non-payment of dividend, delay in share transfer;
- Appointment, remuneration and resignation of Directors;
- Declaration of Independent Directors;
- Appointment or removal of the Key Managerial Personnel (KMP);
- Appointment of Internal and Secretarial Auditors;
- Secretarial Audit Report submitted by Secretarial Auditor;
- Recommendation of Dividend;
- Significant changes in accounting policies and internal controls;
- Recommending appointment of and fixing of remuneration of the Auditors as recommended by the Audit Committee;
- Proposal of major investments, mergers, amalgamations and reconstructions
- Borrowing of moneys, and
- Any other information which is relevant for decision making by the Board.

The agenda and notes on agenda are circulated to Directors in advance. All material information is incorporated in the agenda for facilitating meaningful discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is placed before the meeting. In special and exceptional circumstances, additional or supplementary item(s) on agenda are permitted.

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board and its committee for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

Independent Directors:

The Board includes Directors with independent standing in their respective fields/ profession and who can effectively contribute to the Company's business and policy decisions. The Independent Directors have been appointed for a tenure of 5 (Five) years up to the conclusion of the 40th Annual General Meeting of the Company in the calendar year 2019. Their appointment was approved by the shareholders at their AGM held on 20th September, 2014. The Independent Directors have submitted declarations that they meet the criteria of Independence laid down under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and have confirmed that they do not hold directorship more than the prescribed limit in the SEBI (LODR) Regulations, 2015.

Independent Directors' Meeting:

During the year under review, the Independent Directors met on 13th February, 2017, without the attendance of Non-Independent Directors and members of the management, inter alia, to discuss on the following:

- To review performance of non-independent directors and the Board as a whole;
- To review performance of chairperson of the Company; and
- To assess the quality, quantity and timeliness of flow of information between the Company management and the Board that was necessary for the Board to effectively and reasonably perform their duties.

Familiarization programmes for Independent Directors:

Independent Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

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Periodic presentations are made at the Board and Board Committee Meetings, on the business and performance updates of the Company, business strategy and risks involved.

Plant visit where the Company's operations are carried out is organized for the Independent Directors to enable them to understand the operations of the Company.

The details of familiarization programmes for Independent Directors are hosted on the website of the Company.

Evaluation of Board's Performance:

Pursuant to the provisions of the Companies Act 2013 and the SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of the Directors individually as well as the evaluation of Board and of the Committees of the Board.

The following were the Evaluation Criteria:

(a) For Non -Executive & Independent Directors:

- Knowledge and Skills and Leadership abilities
- Contribution towards enhancing Board's competency
- Professional conduct
- Contribution towards strategic planning for the growth of the Company
- Contribution towards strengthening internal control system, Corporate Governance and Legal Compliance environment
- Contribution as a balancing force for the protection of all stakeholders' interest
- Attendance at the Board/ Committee meetings and participation there-at

(b) For Executive Directors:

- Performance as Team Leader/Member
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set Goals/KRA and achievements
- Strategic planning and Overall operational and financial performance of the Company
- Adherence of internal controls systems
- Sharing of Information with the Board
- Corporate Governance and Legal Compliance Matrix

The Directors expressed their satisfaction with the evaluation process.

3. Committees of the Board:

The Committees of Board are constituted as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

3.1 Audit Committee:

The Audit Committee is, inter alia, entrusted with the responsibility to monitor the financial reporting, audit process, determine the adequacy of internal controls, evaluate and approve transactions with related parties, disclosure of financial information and recommendation of appointment of Statutory Auditors and Internal Auditors.

Composition of Audit Committee:

The Audit Committee of the Board comprises three Independent Directors namely Mr. Kaushik D. Shah, Chairman, Mr. Ashok C. Gandhi and Mr. Naishadh I. Parikh.

The Committee's composition meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015. Members of the Audit Committee possess financial/ accounting expertise/ exposure.

Brief description of terms of reference:

The terms of reference of the Audit Committee are as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial informa-

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- tion to ensure that the financial statement is correct, sufficient and credible;
2. Reviewing, with Management, the quarterly and annual financial statements before submission to the Board for approval with particular reference to the matters specified in the Listing Agreement;
 3. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditors, fixing of audit fees, terms of appointment and approving payments for any other services;
 4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report as per Section 134(3)(c) of the Companies Act, 2013;
 - b. Changes in the accounting policies and practices and the reasons for the same, major accounting entries involving estimates based on the exercise of judgment by management and significant adjustments made in the financial statements arising out of audit findings;
 - c. Compliance with the SEBI (LODR) Regulations, 2015 and other legal requirements relating to financial statements; and
 - d. Qualifications in the draft audit report, if any.
 5. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post –audit discussion to ascertain any area of concern;
 6. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
 7. Reviewing the appointment, removal and terms of remuneration of Internal Auditors and to review the adequacy of internal audit function;
 8. Formulating in consultation with the Internal Auditors, the scope, functioning, periodicity and methodology for conducting the internal audit;
 9. Evaluation of internal financial controls and risk management system of the Company;
 10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 11. Discussion with internal auditors any significant findings and follow up thereon;
 12. Approval or any subsequent modification of transactions of the Company with related parties;
 13. Scrutiny of inter-corporate loans and investments;
 14. Valuation of undertakings or assets of the Company, wherever it is necessary;
 15. Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy; overseeing the functioning of the same;
 16. Monitoring the end use of funds raised through public offers and related matters;
 17. Approval of appointment of CFO, after assessing the qualifications, experience and background etc. of the candidate;
 18. Reviewing the management discussion and analysis of financial conditions and results of operations and other matters;
 19. Reviewing the statement of significant related party transactions submitted by management;
 20. Reviewing Internal audit reports relating to internal control weaknesses; and
 21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Meeting Details:

Four meetings of the Audit Committee were held during the year on 21st May, 2016, 29th July, 2016, 11th November, 2016 and 13th February, 2017.

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Attendance of each Member at the Audit Committee meetings held during the year:

Name of the Committee Member	No. of Meetings attended
Mr. Kaushik D. Shah	3
Mr. Ashok C. Gandhi	4
Mr. Naishadh I. Parikh	4

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 29th September, 2016.

The Audit Committee invites the head of the finance function, CFO, Statutory Auditors or his representative and Internal Auditors or his representative to be present at its meetings. The Company Secretary acts as the secretary to the audit committee.

3.2 Nomination and Remuneration Committee:

Composition of the Committee:

The Nomination and Remuneration Committee of the Board comprises of three Independent Directors namely Mr. Naishadh I. Parikh, Chairman, Mr. Kaushik D. Shah and Mr. Ashok C. Gandhi.

The Committee's constitution and terms of reference are in compliance with the provisions of the Section 178 of the Companies Act, 2013 and rules framed thereunder and Regulation 19 of the SEBI (LODR) Regulations, 2015.

Brief description of terms of reference:

The Nomination and Remuneration Committee is empowered with the following terms of reference and responsibilities in accordance with the provisions of the law and the Nomination and Remuneration Policy:

1. To identify persons who are qualified to become directors, and who may be appointed in senior management positions in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;
2. To formulate criteria for determining qualifications, positive attributes and independence of a director;
3. To recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
4. To carry out the evaluation of every director's performance and formulate criteria for evaluation of Independent Directors, Board/ Committees of Board and review the terms of appointment of independent directors on the basis of the report of performance evaluation of Independent Directors;
5. Devise a policy on Board Diversity;
6. To undertake any other matters as the Board may decide from time to time; and
7. To perform such other functions as may be necessary or appropriate for the performance and its duties

Meeting Details:

One meeting of the Nomination and Remuneration Committee was held during the year on 13th February, 2017.

Attendance of each Member at the Nomination and Remuneration Committee meetings held during the year:

Name of the Committee Member	No. of Meetings attended
Mr. Kaushik D. Shah	1
Mr. Ashok C. Gandhi	1
Mr. Naishadh I. Parikh	1

Remuneration Policy, details of remuneration:

The Company's Nomination, Remuneration and Evaluation policy for Directors, Key Managerial Personnel

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and other employees is available on the website of the Company. The policy provides for criteria for appointment and remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under Section 178 of the Companies Act, 2013. The remuneration paid to the Directors is as per the terms laid down in the policy of the Company.

The Director's remuneration and sitting fees paid in respect of the financial year 2016 - 17 are given below:

Managing Director Remuneration:

Managing Director	Salary	Perquisites	Contribution to Provident & Other Funds	Total
Mr. Shreyas C. Sheth	4756901	421892	593207	5772000

The tenure of office of the Managing Director is of 3 years from the date of his appointment and he shall be free to resign from his office by giving three calendar months' notice in writing to the Company.

The Non-Executive Directors' are paid remuneration by way of sitting fees.

Name of Directors	Sitting Fees for Meetings
Mr. Ashok C. Gandhi	52500
Mr. Kaushik D. Shah	41500
Mr. Naishadh I. Parikh	52500
Mr. Sanjay S. Lalbhai	6000
Mr. Darshan B. Sheth	18000
Mrs. Priti S. Sheth	24000

Besides above, the Company does not pay any commission or remuneration to its Non-Executive Directors.

None of the Independent Directors or their relatives has any material pecuniary relationship with the Company, its subsidiaries or their promoters or directors during the two immediately preceding financial years or during the current financial year.

3.3 Stakeholders Relationship Committee:

Composition of the Committee:

The Stakeholders Relationship Committee of the Board comprises of three Independent Directors namely Mr. Ashok C. Gandhi, Chairman, Mr. Kaushik D. Shah and Mr. Naishadh I. Parikh.

The Composition of the Stakeholder Relationship Committee is in compliance with the provisions of the Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015.

Brief description of terms of reference:

1. Oversee and review all matters connected with the transfer of the Company's shares;
2. Consider, resolve and monitor redressal of investor's/ shareholder's grievance related to transfer of shares, non-receipt of Annual Report, non-receipt of dividend etc;
3. Oversee the performance of the Company's Share Transfer Agent;
4. Recommend methods to upgrade the standard of services to investors;
5. Carry out any other function as is referred by the Board from time to time; and
6. Perform such other functions as may be necessary or appropriate for the performance of its duties.

Meeting Details:

Four meetings of the Stakeholders Relationship Committee were held during the year on 21st May, 2016, 29th July, 2016, 11th November, 2016 and 13th February, 2017.

Attendance of each Member at the Stakeholders Relationship Committee meetings held during the year:

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Name of the Committee Member	No. of Meetings attended
Mr. Kaushik D. Shah	3
Mr. Ashok C. Gandhi	4
Mr. Naishadh I. Parikh	4

Ms. Reepal Bavishi, Company Secretary is the compliance officer for complying with the requirement of Corporate Laws.

The number of complaints received and resolved to the satisfaction of investors during the year under review is Nil. There was no complaint outstanding as on 31st March, 2016.

4. Code of Conduct:

The Company has adopted a Code of Conduct for the Board Members and Senior Managerial Personnel of the company. The Code of Conduct has been posted on the website of the Company. All the Board Members and Senior Managerial Personnel have affirmed their compliance with the said Code of Conduct for the financial year 2015-16. The declaration to this effect signed by the Managing Director of the Company forms part of the report.

5. General Body Meetings:

i) The last 3 Annual General Meetings of the Company were held as under:

Financial Year	Location	Date	Time
2015-16	ATMA Hall, Ashram Road, Ahmedabad – 380009	29th September, 2016	2:30 p.m.
2014-15	ATMA Hall, Ashram Road, Ahmedabad – 380009	28th September, 2015	1:30 p.m.
2013-14	ATMA Hall, Ashram Road, Ahmedabad – 380009	20th September, 2014	1:00 p.m.

ii) Special Resolutions passed at the last three Annual General Meetings:

2015-16

No Special Resolutions were passed at the Annual General Meetings held on 29th September, 2016.

2014-15

- Adoption of new set of Articles of Association of the Company.

2013-14

- Re-appointment of Mr. Shreyas C. Sheth as managing director of the company for a period of three years.
- Borrowing monies in excess of paid-up capital and free reserves of the Company.
- Creation of mortgage and/ or charge on the immovable and movable properties of the Company in favour of lenders to secure the financial assistance.
- Keeping and inspecting the registers, returns etc. at a place other than the registered office of the company:
- Alteration of articles of association by inserting new article 158A.

iii) Extraordinary General Meeting:

No Extra Ordinary General Meeting was held during last three financial years.

iv) Details of Resolution passed through Postal Ballot:

No resolution has been passed through exercise of postal ballot during the previous year.

6. Disclosures:

1. Related Party Transactions

All transaction entered into by the Company with related parties during the FY 2016-17, were

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in the ordinary course of business and on arm's length basis. The details of the related party transactions are set out in the Notes to Financial Statement forming part of this Annual Report. Also, the Related Party Transactions undertaken by the Company were in compliance with the provisions of Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015. There are no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large.

The Company's policy on materiality of related party transactions and on dealing with related party transactions has been placed on the website of the Company.

2. There has been no instance of non compliance by the company on any matter related to capital market. Hence, no penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority during the last three years.

3. **CEO/CFO Certification:**

As required under Regulation 17 of the SEBI (LODR) Regulations, 2015, the CEO/CFO certificate for the financial year 2015-16 signed by Mr. Shreyas C. Sheth, Managing Director and Mr. Naishadh S. Desai, CFO, was placed before the Board of Directors of the Company at their meeting held on 21st May, 2016.

4. **Whistle Blower Policy:**

The Company believes in conducting its business and working with all its stakeholders, including employees, customers, suppliers, shareholders and business associates in an ethical and lawful manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour;

The Company prohibits any kind of discrimination, harassment, victimization or any other unfair practice being adopted against any of its stakeholders. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism with an object to provide its stakeholders a framework and to establish a formal mechanism or process whereby concerns can be raised in line with Company's commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication.

7. **Subsidiary Companies:**

Two foreign Companies viz. Amol Cryogenic Insulation (USA) Inc. and Amol Cryogenic Insulation Ltd. UAE continuing to be the wholly owned subsidiaries of the Company during the last financial year ended on 31st March, 2017.

None of the above Subsidiary Companies are material Subsidiary Company in terms of Regulation 16 of the SEBI (LODR) Regulations, 2015. However, the company has formulated a policy for determining material subsidiaries and uploaded on the website of the Company.

8. **Means of communication:**

The quarterly, half yearly and annual results are published in the English and vernacular language newspapers. The same were sent to the Stock Exchanges and were displayed on the website of the Company.

The Annual Report is circulated to members and others entitled thereto. The Annual Report is displayed on the website of the Company.

All the periodical compliance filings like shareholding pattern, corporate governance report, statement of investor complaints etc. are in accordance with the SEBI (LODR) Regulations, 2015 and filed with stock exchanges.

9. **General Shareholder information :**

- i) **Annual General Meeting:**

Date : 26th September, 2017

Time : 9.30 a.m.

Venue : ATMA Hall, Ashram Road, Ahmedabad - 380009

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ii) Financial Calendar:

The Financial Year of the Company is for a period of 12 months from 1st April to 31st March.

First Quarter Result : By the end of September, 2017.

Second Quarter Result : By the end of December, 2017.

Third Quarter Result : By the end of January, 2018.

Fourth Quarter Result/Year end Result : In the Middle of May, 2018

iii) Date of Book closure: 21st September, 2017 to 26th September, 2017 (both days inclusive)

iv) Dividend Payment Date: 29th September, 2017

v) Listing on Stock Exchange:

Sr. No.	Name of Stock Exchange	Code	Address
1	Ahmedabad Stock Exchange	03810	Kamdhenu Complex, Opp. Sahajanand College, Panjrapole, Ambawadi, Ahmedabad – 380015
2	The Calcutta Stock Exchange Ltd.	11608	7, Lyons Range, Kolkata – 700001

The Company is in receipt of a Letter dated 11th January, 2017 from the Ahmedabad Stock Exchange that it is undergoing its exit policy and has further instructed the Company not to make the compliance related to the Stock Exchange with them. As the Company has not received the bill, it has not paid Annual Listing fees for the year 2016-17 and 2017-18 to the Ahmedabad Stock Exchange.

The Company has paid Annual Listing Fees for the year 2016-17 as well as 2017-18 to the Calcutta Stock Exchange.

vi) Market Price Data:

The shares of the Company are listed at Ahmedabad Stock Exchange Ltd. and The Calcutta Stock Exchange Ltd. As no Screen based Trading/ trading Floor is available at both the exchanges, data of market price of shares of the Company are not available.

vii) Share price performance in comparison to broad based indices – BSE Sensex and NSE Nifty as on 31st March, 2017:

As the shares of the Company are not traded on the exchanges, details of share prices performance in comparison to broad based indices cannot be made.

viii) Registrar and Transfer Agent:

Link Intime India Pvt. Ltd

5th Floor, 506 to 508, Amarnath Business Center -1 (ABC-1),

Besides Gala Business Center, Nr. St. Xavier's Corner,

Off. C. G. Road, Navrangpura, Ahmedabad – 380 009.

Tel.: 079-26465179

Email: ahmedabad@linkintime.co.in

viii) Share Transfer System:

The Shares lodged for transfer are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.

A summary of approved transfers, transmission etc. by the committee meetings are placed before the Board of Directors from time to time. The Company obtains a half yearly compliance certificate from a Company Secretary in Practice as required under SEBI (LODR) Regulations, 2015 and files a copy of the said certificate with stock exchanges.

ix) Distribution of shareholding as on 31st March, 2017:

DISTRIBUTION OF SHAREHOLDING BASED ON SHARES HELD							
SR. NO.	SHARES RANGE			NUMBER OF SHAREHOLDERS	% OF TOTAL SHARE-HOLDERS	TOTAL SHARES FOR THE RANGE	% OF ISSUED CAPITAL
1	1	to	500	2033	95.8058	175907	24.4315
2	501	to	1000	34	1.6023	25641	3.5613
3	1001	to	2000	24	1.1310	40575	5.6354
4	2001	to	3000	6	0.2828	15510	2.1542
5	3001	to	4000	5	0.2356	18200	2.5278
6	4001	to	5000	4	0.1885	18165	2.5229
7	5001	to	10000	9	0.4241	63677	8.8440
8	10001	to	*****	7	0.3299	362325	50.3229
	Total			2122	100.0000	720000	100.0000

x) Shareholding Pattern of the Company as on 31st March 2017

Sr. No.	Category	No. of shares	Percentage of Share holding %
A.	Shareholding of Promoter and Promoter Group		
1.	Indian	252052	35.01
2.	Foreign	225550	31.33
	Total Shareholding of Promoter and Promoter Group	477602	66.34
B.	Public Shareholding		
1.	Institutions	400	0.05
2.	Non- institutions	241998	33.61
	Total Public Shareholding	242398	33.66
	Total (A) + (B)	720000	100

xi) Dematerialization of shares and liquidity:

Mode of Holding	% of Share Capital
Electronic - NSDL	47.21
Electronic - CDSL	8.93
Physical	43.86
Total	100.00

Demat ISIN: INE404C01012

xii) Outstanding GDRs / ADRs / Warrants or any Convertible instruments and their impact on equity :

The Company does not have any outstanding ADRs, GDRs, Warrants or any Convertible Instruments as on 31st March, 2017.

xiii) Plant Location: Amol Dicalite Ltd.

1, G.I.D.C. Estate, Kadi - 382 715 (North Gujarat).

AMOL DICALITE LIMITED

xiv) Address for correspondence:

Shareholders may communicate with the Company at its Registered Office or at the office of Registrar and Share Transfer Agents of the Company.

Amol Dicalite Limited (CIN: : L14100GJ1979PLC003439) 301, "Akshay", 53, Shrimali Society, Navrangpura, Ahmedabad – 380 009 Tel :079- 40246246 / 26560458 Fax: 079-26569103 Email : info@amoldicalite.com	Link Intime India Pvt. Ltd 5th Floor, 506 to 508, Amarnath Business Center-1 (ABC-1), Besides Gala Business Center, Nr. St. Xavier's Corner, Off. C. G. Road, Navrangpura, Ahmedabad – 380 009. Tel.: 079-26465179 Email: ahmedabad@linkintime.co.in
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xv) Transfer of unclaimed amounts of dividend to Investor Education and Protection Fund:

In terms of Section 205C of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Company is required to transfer the amounts of dividend remaining unclaimed for a period of seven years from the date of transfer to the unpaid dividend account to the Investor Education and Protection Fund (IEPF).

During the year under review, the amounts of the unclaimed dividend of Rs. 55,720/- pertaining to the dividend for the year ended 31st March, 2009 was transferred to Investor Education and Protection Fund.

Those Members who have so far not encashed their Dividend Warrants for the financial years 2009-10 to 2015-16 are requested to approach the Company or Registrar and Transfer Agent for payment thereof.

10. Non compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of Para C to Schedule V of the SEBI (LODR) Regulations, 2015:

The Company has complied with the requirements to the extent applicable except requirement of appointing one Independent Director as per Regulation 17 (1) (b) of the SEBI (LODR) Regulations, 2015.

11. Compliance with Mandatory Requirement and adoption of Non Mandatory Requirements:

The Company has complied with mandatory requirements, except Regulation 17 (1) (b) of the SEBI (LODR) Regulations, 2015.

The status of compliance with discretionary recommendations and adoption of the non-mandatory requirements as specified in regulation 27(1) of the SEBI (LODR) Regulations, 2015, is provided below:

- The Board: The Chairman of the Company is Executive Director.
- Shareholder Rights: Half-yearly and other Quarterly financial statements are published in newspapers, uploaded on company's website www.amoldicalite.com and same are not being sent to the shareholders.
- Modified Opinion(s) in Audit Report: The Company already has a regime of un-qualified financial statement. Auditors have raised no qualification on the financial statements.
- Separate posts of Chairperson and Chief Executive Officer: Mr. Shreyas C. Sheth is the Chairman and Managing Director of the Company.
- Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

The above Report was placed before the Board at its meeting held on 30th May, 2017 and the same was approved.

Place: Ahmedabad

Date: May 30, 2017

For and on behalf of the Board

Shreyas C. Sheth
Chairman & MD (DIN:00009350)

Auditor's Certificate on Corporate Governance

To the Members of
Amol Dicalite Limited,
Ahmedabad

We have examined the compliance of conditions of Corporate Governance by Amol Dicalite Limited, for the year ended on 31st March, 2017, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedure and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Listing Regulations, 2015. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the regulations of Corporate Governance as stipulated in the Listing Regulations, 2015.

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For B. R. Shah & Associates

Firm Registration Number: 129053W

Chartered Accountants

Sd/-

Bhavik Shah

Partner

Membership Number: 129674

Place : Ahmedabad

Date : May 30, 2017

AMOL DICALITE LIMITED

CEO/ CFO Certification

The Board of Directors
Amol Dicalite Limited
Ahmedabad.

Sub: Compliance Certificate under regulation 17 (8) of SEBI (Listing Obligations & Disclosure requirements) Regulation, 2015

- A. We, Mr. Shreyas C. Sheth, Chairman & Managing Director and Mr. Naishadh Desai, CFO of the Company have reviewed financial statements and the cash flow statement for the year ended 31st March, 2017 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company 's internal control system over financial reporting.

Shreyas C. Sheth
Chairman & MD

Naishadh Desai
CFO

Place: Ahmedabad
Date: May 30, 2017

Declaration of Compliance with the Code of Conduct

In accordance with Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Managerial Personnel of the Company have affirmed compliance with the Code of Conduct for Board Members and Senior Managerial Personnel, as applicable to them, for the financial year ended 31st March, 2017.

Place : Ahmedabad
Date : May 30, 2017

For Amol Dicalite Ltd.

Shreyas C. Sheth
Chairman & MD
DIN:00009350

INDEPENDENT AUDITORS' REPORT

To the Members of Amol Dicalite Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Amol Dicalite Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for matters stated in Section 134(5) of the companies Act, 2013 (the "Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017, and its profit and its cash flows for the year ended on that date

Matter of Emphasis

We draw attention to Note 38 to financial statement regarding company's investment of Rs. 20,14,110/- in the equity shares of Amol Cryogenic Insulations (USA) Inc., 100% subsidiary (ACI). Over and above this investment, Company has given a loan of Rs. 3,53,64,203/- and also provided bank guarantee of

AMOL DICALITE LIMITED

Rs. 1,94,52,000/- for overdraft facility availed by ACI. ACI has significant accumulated losses and its net worth has been completely eroded. As at December 31, 2016 it has negative net worth of Rs. 6,66,17,503/-. Management, based on the orders on hand and on-going negotiations for some contract and market value of assets of the Company, has formed a view that ACI will make profit and it will turn around in coming years and would be able to pay loan and other trade liabilities. However, Management feels that the value of investment may not be recoverable and accordingly the diminution in value of investment have been provided.

Our opinion is not modified in respect of this matters

Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order, 2016' ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 25 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
 - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management –Refer Note 37

For B. R. Shah & Associates
Firm Registration Number: 129053W
Chartered Accountants

Bhavik Shah

Partner

Membership Number: 129674

Place : Ahmedabad
Date : May 30, 2017

ANNUAL REPORT

Annexure to Auditors' Report

Referred to in Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date to the members of Amol Dicalite Limited on the financial statements as of and for the year ended March 31, 2017

- i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) Fixed assets have been physically verified by the management during the year, however as it is still being reconciled with the books, discrepancies, if any, is not yet known to us.
- (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment/ fixed assets are held in the name of the company
- ii) The inventory has been physically verified at reasonable intervals by the Management during the year and the discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of this clause of the said Order are not applicable to the company.
- iv) The company has complied with provisions of section 185 and 186 of the companies Act, 2013 in respect of loans, investments, guarantees and security.
- v) The Company has not accepted any deposits and thus reporting under clause 3(v) of the Order is not applicable to the Company.
- vi) We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been prescribed under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues including income tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues, as applicable, with the appropriate authorities.
- (b) According to the records of the Company, the dues outstanding of income-tax, sales-tax, , service tax, duty of custom, duty of excise ,value added tax and cess on account of any dispute, are as follows

Name of the statute	Nature of dues	Amount (Rs.) (Net of Payment)	Period to which the amount relates	Forum where the dispute is pending
The Income Tax Act, 1961	Income tax	41,82,771	2007 to 2014	CIT / ITAT Appeal
Service Tax Act	Service Tax	4,72,39,657	2008 to 2015	CESTAT Appeal

- viii. According to the records of the Company examined by us and the information and explanations given to us, the Company has neither defaulted in repayment of dues to financial institution or banks nor has it issued any debentures during the year.
- ix. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

AMOL DICALITE LIMITED

- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year nor have we been informed of any such case by the Management.
- xi. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013
- xii. The company is not a Nidhi Company. Accordingly, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. All transaction with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financials Statements as required by the applicable accounting standards;
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. According to the information and explanations given to us and the records of the Company examined by us, the company has not entered into any non-cash transactions with directors or any person connected to him.
- xvi. The company is not required to be registered under sections 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

Place : Ahmedabad
Date : May 30, 2017

For B. R. Shah & Associates
Firm Registration Number: 129053W
Chartered Accountants
Bhavik Shah
Partner
Membership Number: 129674

Annexure A to Independent Auditors' Report

Referred to in Annexure referred to in paragraph 2 (f) under the heading "Report on other legal and regulatory requirements" of our report of even date to the members of Amol Dicalite Limited on the financial statements as of and for the year ended March 31, 2017

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of Amol Dicalite Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B. R. Shah & Associates
Firm Registration Number: 129053W
Chartered Accountants
Bhavik Shah
Partner
Membership Number: 129674

Place : Ahmedabad
Date : May 30, 2017

AMOL DICALITE LIMITED

BALANCE SHEET AS AT 31 MARCH, 2017

	Notes	As at 31 March 2017	Amount in Rupees As at 31 March 2016
Equity and Liabilities			
Shareholders' funds			
Share capital	3	7,200,000	7,200,000
Reserves and surplus	4	312,022,434	274,384,131
		319,222,434	281,584,131
Non-current liabilities			
Long-term borrowings	5	3,688,798	25,971,996
Deferred tax liabilities (net)	6	5,830,572	11,850,100
Other long-term liabilities	7	5,312,000	5,312,000
Long-term provisions	8	2,434,045	2,269,473
		17,265,415	45,403,569
Current liabilities			
Short-term borrowings	9	37,780	43,748,540
Trade payables	10		
Dues to micro, medium and small enterprise		-	-
Dues to others		16,156,503	17,150,826
Other current liabilities	10	33,522,134	35,156,892
Short-term provisions	8	832,994	2,221,827
		50,549,411	98,278,085
Total		387,037,260	425,265,785
Assets			
Non-current assets			
Fixed assets			
Tangible assets	11	116,153,023	145,761,699
Non-current investments	12	487,807	2,501,917
Other non-current assets	15	1,846,410	3,379,440
		118,487,240	151,643,056
Current assets			
Inventories	13	34,408,958	33,759,984
Trade receivables	14	43,873,639	42,533,516
Cash and bank balances	15	33,494,966	7,234,900
Short-term loans and advances	16	127,482,038	159,926,681
Other current assets	17	29,290,419	30,167,648
		268,550,020	273,622,729
Total		387,037,260	425,265,785
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For B.R. Shah & Associates

Firm Registration Number : 129053W

Chartered Accountants

Bhavik K. Shah

Partner

Membership Number 129674

Place : Ahmedabad

Date : May 30, 2017

For and on behalf of the board of directors of

Amol Dicalite Limited

Shreyas C. Sheth

[Chairman and Managing Director]

DIN : 00009350

Naishadh S. Desai

[CFO]

Place : Ahmedabad

Date : May 30, 2017

Reepal Bavishi

[Company Secretary]

ANNUAL REPORT

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2017

Particulars	Notes	Amount in Rupees	
		For the year ended 31 March 2017	For the year ended 31 March 2016
Income			
Revenue from operation (gross)	18	351,600,879	351,995,721
Less: excise duty		24,412,570	22,154,425
Revenue from operation (net)		327,188,309	329,841,296
Other income	19	19,474,497	15,519,907
Total revenue		346,662,806	345,361,203
Expenses			
Cost of materials consumed	20	81,969,796	79,579,859
Purchase of traded goods		23,177,831	34,478,585
Changes in inventories of finished goods and work-in-progress	21	6,245,462	3,792,049
Employee benefit expenses	22	43,855,904	40,856,256
Finance costs	23	9,633,255	11,973,299
Depreciation and amortisation expenses	11	30,455,177	31,526,144
Other expenses	24	95,102,347	98,057,193
Total expenses		290,439,772	300,263,385
Profit before tax		56,223,034	45,097,818
Tax expenses			
Current tax		24,604,259	18,900,000
Deferred tax		(6,019,528)	(3,800,580)
Total tax expenses		18,584,731	15,099,420
Profit for the year		37,638,303	29,998,398
Earning per equity share (nominal value of share Rs.10 (31 March 2016: Rs. 10))			
Basic and Diluted	31	52.28	41.66
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For B.R. Shah & Associates
 Firm Registration Number : 129053W
 Chartered Accountants
Bhavik K. Shah
 Partner
 Membership Number 129674
 Place : Ahmedabad
 Date : May 30, 2017

For and on behalf of the board of directors of
Amol Dicalite Limited
Shreyas C. Sheth
 [Chairman and Managing Director]
 DIN : 00009350
Naishadh S. Desai
 [CFO]
 Place : Ahmedabad
 Date : May 30, 2017
Reepal Bavishi
 [Company Secretary]

AMOL DICALITE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2017

	For the year ended 31 March 2017	Amount in Rupees For the year ended 31 March 2016
Cashflow from operating activities		
Profit before tax	56,223,034	45,097,818
Add: Adjustments for		
Depreciation and amortisation	30,455,177	31,526,144
Interest expenses	7,302,766	9,284,207
Bad debt written off	1,945,558	310,378
Provision for diminution in value of investment	2,014,110	-
Loss on sales of fixed assets	4,531	-
Unrealised foreign exchange loss	1,590,975	-
	<u>43,313,117</u>	<u>41,120,729</u>
Less: Adjustments for		
Interest income	17,447,233	12,908,127
Dividend from subsidiary	-	1,989,900
Liabilities no longer required written back	28,384	152,288
Unrealised foreign exchange gain	-	1,128,203
	<u>17,475,617</u>	<u>16,178,518</u>
Operating profit before working capital changes	<u>82,060,534</u>	<u>70,040,029</u>
Movements in working capital :		
Increase/ (decrease) in trade payables	(965,939)	(5,728,124)
Increase/ (decrease) in other liabilities and provisions	1,305,573	(4,001,311)
Decrease / (increase) in trade receivables	(4,876,656)	10,284,813
Decrease / (increase) in inventories	(648,974)	3,283,261
Decrease / (increase) in current assets, loans and advances	(6,713,968)	(5,684,900)
Decrease / (increase) in other non current assets	1,533,030	(3,072,631)
Cash generated from operations	<u>71,693,600</u>	<u>65,121,137</u>
Direct taxes paid (net of refunds)	(22,986,506)	(15,673,567)
Net cash flow from/(used in) in operating activities (A)	<u>48,707,094</u>	<u>49,447,570</u>
Cash flows from investing activities		
Purchase of fixed assets including capital advances	(855,281)	(1,357,225)
Proceeds from sale of fixed assets	4,250	-
Loan (given to) / received from subsidiary	(3,013,271)	(20,459,346)
Intercorporate deposit (net)	34,709,104	(11,735,387)
Interest received	18,183,594	12,638,749
Dividends received from subsidiary company	1,989,900	1,877,700
Net cash flow from/(used in) in investing activities (B)	<u>51,018,296</u>	<u>(19,035,509)</u>
Cash flows from financing activities		
Repayment of borrowings (net)	(68,103,171)	(17,233,142)
Interest paid	(7,575,509)	(9,600,125)
Dividend paid on equity shares	(1,782,637)	(1,845,699)
Net cash flow from/ (used in) in financing activities (C)	<u>(77,461,317)</u>	<u>(28,678,966)</u>
Net increase/(decrease) in cash and cash equivalents (A+B+C)	<u>22,264,073</u>	<u>1,733,095</u>
Cash and cash equivalents at the beginning of the year	3,911,791	2,178,696
Cash and cash equivalents at the end of the year	<u>26,175,864</u>	<u>3,911,791</u>
Components of cash and cash equivalents		
Cash on hand	142,771	276,658
Balances with banks in current account	26,033,093	3,635,133
Total cash and cash equivalents (note 15)	<u>26,175,864</u>	<u>3,911,791</u>

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2017**Notes:**

- 1) The above Cash flow statement has been prepared under the 'Indirect method' set out in Accounting Standard 3 - Cash flow statements referred to in the Company's Accounting Standards Rules 2006.
- 2) Cash flow in bracket indicates cash out flow.
- 3) Cash and cash equivalents does not include balances with schedule bank on dividend account Rs 432,425/- (Previous year Rs. 415,062/-) and in margin money deposit Rs.8,733,087 /- (Previous year Rs. 6,287,487/-) which are not available for use by the Company.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For B.R. Shah & Associates

Firm Registration Number : 129053W

Chartered Accountants

Bhavik K. Shah

Partner

Membership Number 129674

Place : Ahmedabad

Date : May 30, 2017

For and on behalf of the board of directors of

Amol Dicalite Limited

Shreyas C. Sheth

[Chairman and Managing Director]

DIN : 00009350

Naishadh S. Desai

[CFO]

Place : Ahmedabad

Date : May 30, 2017

Reepal Bavishi

[Company Secretary]

Notes to financial statements for the year ended 31 March 2017**1) Basis of Preparation:**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Section 133 of the Companies Act, 2013 ("the 2013 Act") read with Rule 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on accrual basis under historical cost convention and going concern basis. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

The significant accounting policies adopted by the Company are detailed below.

All the assets and liabilities have been classified as current or non-current as per the normal operating cycle of the Company and other criteria set out in Schedule III to the Companies Act 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2) Statement of Significant Accounting Policies:**a) Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of Goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed

AMOL DICALITE LIMITED

Notes to financial statements for the year ended 31 March 2017

to the buyer. The company collects sales taxes and value added taxes (VAT), wherever applicable, on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

Income from Services

Revenues from job work charges are recognised immediately when the service is provided. The company collects service tax on behalf of the government and, therefore, it is not an economic benefit flowing to the company. Hence, it is excluded from revenue.

Interest

Revenue is recognised on a time proportion basis taking into account the outstanding amount and the applicable rate.

Lease rental income:

Lease Income from operating lease has been accounted in the statement of Profit and Loss on actual basis.

Dividend:

Dividend income is accounted for in the year in which the right to receive the same is established.

c) Valuation of Inventory

Raw materials, packing materials, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, packing material and stores and spares is determined on a first in first out basis.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty and is determined on a first in first out basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

d) Fixed Assets and Depreciation

Cost:

Fixed assets are stated at cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Depreciation:

Premium on lease hold land is amortized over the period of lease.

Depreciation is being provided on a pro-rata basis on the 'Straight Line Method' over the estimated useful lives of the assets as prescribed under Schedule II to the Companies Act, 2013.

e) Foreign Currency Translation

Initial Recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency as on the date of the transaction.

Conversion:

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are

Notes to financial statements for the year ended 31 March 2017

carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange Differences:

Gains and losses arising on account of differences in foreign exchange rates on settlement / translation of monetary assets and liabilities are recognised in the statement of profit and loss account.

f) Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

g) Retirement and other employee benefits

Retirement benefits in the form of Provident Fund and Superannuation Fund are defined contribution scheme and the contributions are charged to the statement of profit and loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation at the year end. The actuarial valuation is done as per projected unit credit method. Long term leave encashment includes provision for leave which is expected to be en-cashed / utilized after twelve months from the Balance Sheet date.

Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the statement of profit and loss as income or expense.

h) Government grants and subsidies

Grants and subsidies from government are recognised when there is reasonable assurance that (i) the company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognised as deferred income and released to income in equal amounts over the expected useful life of the related asset.

Where the company receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost, it is recognised at a nominal value.

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' funds.

i) Income Taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable

AMOL DICALITE LIMITED

Notes to financial statements for the year ended 31 March 2017

income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

j) Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Profit and Loss Account. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

k) Operating Leases

Assets acquired as leases where a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as Operating Leases. Lease rentals are charged to Profit and Loss Account on an accrual basis.

l) Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

m) Segment Reporting

The Company's operating businesses are organized and managed separately according to the nature of products, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the geographical location of the customers.

n) Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable

Notes to financial statements for the year ended 31 March 2017

to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o) Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

p) Provisions and Contingencies

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

3. Share capital

Amount in Rupees

	As at 31 March 2017	As at 31 March 2016
Authorised shares 20,00,000 (Previous year 20,00,000) Equity shares of Rs. 10/- each	20,000,000	20,000,000
Issued, subscribed and fully paid-up shares 7,20,000 (Previous year 7,20,000) Equity shares of Rs. 10/- each fully paid	7,200,000	7,200,000
Total issued, subscribed and fully paid-up share capital	7,200,000	7,200,000

a. Terms/rights attached to equity shares

The company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

The Board of Directors, in its meeting on May 30, 2017, have proposed a final dividend of Rs. 2.5/-per equity share for the financial year ended March 31, 2017. The proposal is subject to the approval of shareholders at the ensuing Annual General Meeting and if approved would result in a cash outflow of approximately Rs.18,00,000 including corporate dividend tax.

b. Details of shareholders holding more than 5% shares in the company

	As at 31 March 2017		As at 31 March 2016	
	Numbers	% holding	Numbers	% holding
Equity shares of Rs. 10 each fully paid				
GREFCO Inc	216,000	30.00%	216,000	30.00%
A P Sheth Investments Private Limited	41,625	5.78%	41,625	5.78%

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Notes to financial statements for the year ended 31 March 2017

4. Reserves and surplus

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Capital redemption reserve	400,000	400,000
General reserve	169,374,022	169,374,022
Surplus in statement of profit and loss		
Balance as per last financial statements	104,610,109	76,370,911
Less: Depreciation transferred to retained earning on account of change in useful life of assets (net of deferred tax credit)	-	-
Profit for the year	37,638,303	29,998,398
Less: Appropriation		
Proposed final equity dividend (amount per share Rs Nil (31 March 2016:Rs 2.50))*	-	1,800,000
Tax on proposed equity dividend (net)	-	(40,800)
(Net of tax of Rs.Nil (previous year Rs. 2,77,307/- provided in books on dividend to be received from subsidiary)		
Total appropriations	-	1,759,200
Balance as at the end of the year	142,248,412	104,610,109
Total	312,022,434	274,384,131

*Pursuant para 14 of Revised Accounting Standard 4: Contingencies and Events Occurring After the Balance Sheet Date : "If an enterprise declares dividends to shareholders after the balance sheet date, the enterprise should not recognise those dividends as a liability at the balance sheet date unless a statute requires otherwise. Such dividends should be disclosed in notes". Accordingly, from current year, Final dividends on shares are recorded as a liability on the date of approval by the shareholders.

5. Long-term borrowings

	Amount in Rupees			
	Non-current portion		Current maturities	
	As at 31 March 2017	As at 31 March 2016	As at 31 March 2017	As at 31 March 2016
Term loans - Secured				
Indian rupee loan from banks	3,688,798	25,939,238	22,149,500	24,038,000
Vehicle loans from banks	-	32,758	32,869	253,582
	3,688,798	25,971,996	22,182,369	24,291,582
The above amount includes				
Secured borrowings	3,688,798	25,971,996	22,182,369	24,291,582
Amount disclosed under the head "Trade payables and other current liabilities" (note 10)	-	-	(22,182,369)	(24,291,582)
Net amount	3,688,798	25,971,996	-	-

Notes to financial statements for the year ended 31 March 2017

Nature of security

i) Term loan amounting to Rs. 5,949,500/- (Previous year: Rs. 13,888,369/-) is secured against hypothecation of movable fixed assets and current assets, purchased therefrom and escrow of lease rentals receivables from the leasee.

ii) Term loan amounting to Rs. 19,888,798/- (Previous year Rs. 36,088,869/-) is secured against hypothecation of movable fixed assets and current assets, purchased therefrom and escrow of lease rentals receivables from the leasee.

iv) Vehicle loans aggregating to Rs. 32,869/- (Previous year: Rs. 286,340/-) are secured by way of hypothecation of respective vehicle.

Terms of repayment

Repayable in 94 equal monthly instalment from the date of loan (December-2009) along with interest @ 13.20% with monthly rest.

Repayable in 90 equal monthly instalment from the date of loan (January-2011) along with interest @ 13.20% with monthly rest.

Repayable in 36 equal monthly instalment from the date of respective loan along with interest 9.90%

6. Deferred tax liabilities (net)

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Deferred tax liability		
Difference in written down value as per tax books and accounting books	6,730,641	12,739,925
Gross deferred tax liabilities	6,730,641	12,739,925
Deferred tax assets		
Impact of provision for compensated absences charged to statement of profit and loss but allowed for tax purpose on payment basis	900,069	889,825
Gross deferred tax assets	900,069	889,825
Net deferred tax liabilities	5,830,572	11,850,100
7. Other long-term liabilities		
		Amount in Rupees
	As at 31 March 2017	As at 31 March 2016
Security deposits	5,312,000	5,312,000
Total	5,312,000	5,312,000

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Notes to financial statements for the year ended 31 March 2017

8. Provisions

	Long-term		Amount in Rupees Short-term	
	As at 31 March 2017	As at 31 March 2016	As at 31 March 2017	As at 31 March 2016
Provision for employee benefits				
Provision for compensated absences	2,434,045	2,269,473	832,994	421,827
	2,434,045	2,269,473	832,994	421,827
Other provisions				
Proposed dividend	-	-	-	1,800,000
Corporate tax on dividend (net)	-	-	-	-
	-	-	-	1,800,000
	2,434,045	2,269,473	832,994	2,221,827

9. Short-term borrowings

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Cash-credit from banks (secured) ⁽¹⁾	37,780	43,748,540
	37,780	43,748,540

⁽¹⁾ Cash-credit from banks are secured by hypothecation of stocks, book debts, plant and machinery and mortgage of immovable properties except textile plants of the company situated at Santej. The cash credit is repayable on demand and carries interest @ 10.45% p.a.

10. Trade payables and other current liabilities

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Trade payables		
Dues to micro, medium and small enterprise (Refer note no. 30)	-	-
Dues to others	16,156,503	17,150,826
Other current liabilities		
Current maturities of long-term borrowings (note 5)	22,182,369	24,291,582
Interest accrued and due on borrowings	289,672	562,415
Advances from customers	3,893,992	3,876,461
Statutory liabilities	2,506,225	3,205,387
Unclaimed dividend ⁽¹⁾	432,425	415,062
Other payables	4,217,451	2,805,985
	33,522,134	35,156,892
	49,678,637	52,307,718

⁽¹⁾ There is no amount due and outstanding to be credited to Investor education and protection fund as at 31 March 2017

Notes to financial statements for the year ended 31 March 2017

Tangible Assets	Amount in Rupees									
	GROSS BLOCK ⁽¹⁾					DEPRECIATION			NET BLOCK	
	As at 31/03/2016	Additions	Adjustment / Deductions	As at 31/03/2017	Upto 31/03/2016	For the Year	Adjustment/ Deduction	Upto 31/03/2017	As at 31/03/2017	As at 31/03/2016
Land leasehold	524,889	-	9,235	515,654	-	-	-	-	515,654	524,889
Buildings ⁽²⁾	15,868,719	80,229	-	15,948,948	8,253,493	319,967	-	8,573,460	7,375,488	7,615,226
Plant and machinery	120,518,182	505,185	-	121,023,367	88,415,921	4,750,049	-	93,165,970	27,857,397	32,102,261
Electrical installations	1,766,069	-	-	1,766,069	1,680,250	-	-	1,680,250	85,819	85,819
Furniture and fixtures	2,276,347	40,330	-	2,316,677	2,211,748	4,695	-	2,216,443	100,234	64,599
Office equipment	9,055,622	229,537	-	9,285,159	8,123,475	281,215	-	8,404,690	880,469	932,147
Vehicles	6,037,150	-	49,151	5,987,999	3,522,020	628,256	40,371	4,109,905	1,878,094	2,515,130
Total A	156,046,978	855,281	58,386	156,843,873	112,206,907	5,984,182	40,371	118,150,718	38,693,155	43,840,071
Assets leased										
Plant and machinery_Leased	238,915,412	-	-	238,915,412	137,022,842	24,461,760	-	161,484,602	77,430,810	101,892,570
Office equipment_Leased	581,157	-	-	581,157	552,099	-	-	552,099	29,058	29,058
Total B	239,496,569	-	-	239,496,569	137,574,941	24,461,760	-	162,036,701	77,459,868	101,921,628
Grand total (A+B)	395,543,547	855,281	58,386	396,340,442	249,781,848	30,445,942	40,371	280,187,419	116,153,023	145,761,699
Previous year	391,970,482	3,582,300	9,235	395,543,547	218,264,940	31,516,908	-	249,781,848	145,761,699	

⁽¹⁾ At cost, except Leasehold Land, which is at cost, less amounts written off.

⁽²⁾ Includes cost of premises on ownership basis Rs.42,74,208/- (Previous year Rs.42,74,208/-).

AMOL DICALITE LIMITED

Notes to financial statements for the year ended 31 March 2017

12. Non-current investments

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Trade investments (valued at cost)		
Unquoted equity instruments		
Investment in subsidiaries		
10 Equity shares of US \$ 1,000 each fully paid up in Amol Cryogenic Insulation Limited (Total US\$ 10,000)	463,807	463,807
50 Equity shares of US \$ 1,000 each fully paid up in Amol Cryogenic Insulation (USA) Inc. (Total US\$ 50,000) (Refer note no.38)	2,014,110	2,014,110
Less: Provision for diminution in value of investment	2,014,110	-
	463,807	2,477,917
Non-trade investments (valued at cost unless stated otherwise)		
Investment in equity instruments (quoted)		
800 Equity shares of Rs. 10 each fully paid up in Tyche Industries Ltd	201,000	201,000
Less: Provision for diminution in value of investment	191,000	191,000
	10,000	10,000
100 Equity shares of Rs.10 each fully paid up in N.K. Industries Ltd	4,000	4,000
374 Equity shares of Rs. 1 each fully paid up in Asahi India Glass Ltd	10,000	10,000
	24,000	24,000
Investment in equity instruments (unquoted)		
20,000 Equity shares of Rs.10 each fully paid up in Gujarat Synthwood Ltd	200,000	200,000
Less: provision for diminution in value of investment	200,000	200,000
	-	-
Total of Non-current Investments	487,807	2,501,917

	Book value as at		Market value as at	
	31 March 2017	31 March 2016	31 March 2017	31 March 2016
Aggregate value of quoted investment	24,000	24,000	142,814	91,941
Aggregate value of unquoted investment	463,807	2,477,917	-	-
	487,807	2,501,917	142,814	91,941

13. Inventories (Valued at lower of cost and net realizable value)

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Raw materials (includes in transit Rs.65,04,853/- (Previous year Rs.11,50,572/-))	13,783,331	12,476,248
Finished goods	9,518,240	14,510,192
Stores, spares and packing material	11,107,387	6,773,544
	34,408,958	33,759,984

Details of inventory

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Goods manufactured		
Filter aid and Perlite product	9,518,240	14,510,192

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Notes to financial statements for the year ended 31 March 2017

14. Trade receivables

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment	3,652,671	2,039,989
Other receivables	40,220,968	40,493,527
	43,873,639	42,533,516

15. Cash and bank balance

	Amount in Rupees			
	Non-current portion		Current portion	
	As at 31 March 2017	As at 31 March 2016	As at 31 March 2017	As at 31 March 2016
Cash and cash equivalents				
Cash on hand	-	-	142,771	276,658
Balance with banks				
In current accounts	-	-	61,109	3,635,133
In exchange earners foreign currency account	-	-	5,716,803	-
Debit balance of cash credit account	-	-	20,255,181	-
	-	-	26,175,864	3,911,791
Other bank balances				
Deposits with remaining maturity for less than 12 months	-	-	6,886,677	185,725
Deposits with remaining maturity for more than 12 months	1,846,410	3,379,440	-	2,722,322
Unpaid dividend account	-	-	432,425	415,062
	1,846,410	3,379,440	7,319,102	3,323,109
Amount disclosed under "Other non-current assets" head	1,846,410	3,379,440		
	-	-	33,494,966	7,234,900

16. Short-term loans and advances

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Unsecured considered good		
Advances recoverable in cash or kind	1,308,890	341,060
Other loans and advances		
Loan to subsidiaries	40,492,882	37,479,611
Deposits	1,437,447	2,182,965
Pre-paid expenses	2,698,222	2,933,413
Advance tax (net)	14,314,403	15,932,156
Loan to employees	158,100	264,400
Advance to suppliers	3,217,731	1,622,008
Intercompany deposit	59,765,726	94,474,830
Balance with government authorities	4,088,637	4,696,238
	126,173,148	159,585,621
Total	127,482,038	159,926,681

AMOL DICALITE LIMITED

Notes to financial statements for the year ended 31 March 2017

17. Other current assets

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Interest accrued on fixed deposits	276,833	1,013,194
Subsidy receivable	29,013,586	27,164,554
Dividend receivable from subsidiary	-	1,989,900
Total	29,290,419	30,167,648

18. Revenue from operations

	Amount in Rupees	
	For the year ended 31 March 2017	For the year ended 31 March 2016
Revenue from operations - Gross		
Sale of products	274,439,502	265,898,170
Revenue from rendering of service	34,599,083	43,948,169
Lease rental income	41,772,000	41,772,000
	350,810,585	351,618,339
Less: excise duty	24,412,570	22,154,425
Total - Revenue from operations - Net	326,398,015	329,463,914
Other operating revenue		
Miscellaneous sales	538,670	57,680
Duty drawback	223,240	167,414
Liabilities written back to the extent no longer required	28,384	152,288
Total - Other operating revenues	790,294	377,382
Total Revenue from operations	327,188,309	329,841,296
Details of revenue		Amount in Rupees
	For the year ended 31 March 2017	For the year ended 31 March 2016
Filter aid- Perlite products and activities ⁽¹⁾	284,626,015	287,691,914
Lease rentals	41,772,000	41,772,000
	326,398,015	329,463,914

⁽¹⁾ Excluding 7 MT (Previous year : 34 MT) material used for site job and including 1897 MT (Previous year : 3275 MT) finished goods purchases.

19. Other Income

	Amount in Rupees	
	For the year ended 31 March 2017	For the year ended 31 March 2016
Interest Income on deposits		
-with banks	610,985	538,351
-with others	16,836,248	12,369,776
Dividend from subsidiary	-	1,989,900
Foreign exchange gain (net)	-	618,600
Miscellaneous income	2,027,264	3,280
	19,474,497	15,519,907

Notes to financial statements for the year ended 31 March 2017

20. Cost of material consumed	Amount in Rupees	
	For the year ended 31 March 2017	For the year ended 31 March 2016
Raw material consumed		
Inventory at the beginnings of the year	11,325,676	11,487,031
Add: Purchases	67,862,761	70,242,584
	79,188,437	81,729,615
Less: inventory at the end of the year	7,278,478	11,325,676
Cost of raw material consumed during the year	71,909,959	70,403,939
Packing material consumed		
Inventory at the beginnings of the year	931,446	1,312,971
Add: Purchases (net)	10,328,053	8,794,395
	11,259,499	10,107,366
Less: inventory at the end of the year	1,199,662	931,446
Cost of packing material consumed during the year	10,059,837	9,175,920
	81,969,796	79,579,859
Details of raw material consumption		
		Amount in Rupees
	For the year ended 31 March 2017	For the year ended 31 March 2016
Perlite ore	68,467,743	67,587,613
Others	3,442,216	2,816,326
	71,909,959	70,403,939
21. Changes in inventories of finished goods and work-in-progress		
		Amount in Rupees
	For the year ended 31 March 2017	For the year ended 31 March 2016
Inventories at the beginning of the year		
Finished goods	14,510,192	15,000,725
Work-in-progress	-	1,447,424
	14,510,192	16,448,149
Less: Inventories at the end of the year		
Finished goods	9,518,240	14,510,192
Work-in-progress	-	-
	9,518,240	14,510,192
Add: Excise Duty on year end inventory of finished goods	1,253,510	1,854,092
	6,245,462	3,792,049
22. Employee benefit expenses		
		Amount in Rupees
	For the year ended 31 March 2017	For the year ended 31 March 2016
Salaries, wages and bonus	32,421,429	30,912,263
Contribution to provident and other fund	3,980,754	3,797,670
Gratuity expenses	1,513,533	853,328
Compensated absences	1,445,268	1,255,722
Staff welfare expenses	4,494,920	4,037,273
	43,855,904	40,856,256

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Notes to financial statements for the year ended 31 March 2017

23. Finance costs

	Amount in Rupees	
	For the year ended 31 March 2017	For the year ended 31 March 2016
Interest on term loans	3,062,670	5,436,517
Interest others	4,240,096	3,847,690
Other borrowing cost	2,330,489	2,689,092
	9,633,255	11,973,299

24. Other expenses

	Amount in Rupees	
	For the year ended 31 March 2017	For the year ended 31 March 2016
Consumption of stores and spares	1,272,430	947,432
Job work charges	170,279	1,273,977
Operating charges	7,720,390	7,166,477
Power and fuel	30,701,353	38,184,658
Repairs and maintenance		
Plant and machinery - Repair	9,543,281	6,288,781
Buildings - Repair	1,036,600	91,007
Others - Repair	380,448	334,804
Rent	120,890	80,283
Machine hire charges	277,667	1,229,663
Rates and taxes	170,673	153,991
Insurance	1,020,121	868,603
Printing and stationary	300,264	355,701
Communication expenses	477,372	443,820
Travelling and conveyance expenses	5,068,329	4,645,971
Payment to auditors	-	-
Audit fees	250,000	190,000
Tax audit fees	57,500	50,000
Other services	178,681	145,870
Vehicle expenses	552,989	525,292
Bad debt written off	1,945,558	310,378
Provision in the value of investment	2,014,110	-
Donation	1,160,000	611,000
Director sitting fees	223,506	178,307
Freight outward and distribution expenses	4,504,995	5,453,024
Sales commission	5,885,288	7,161,024
Advertisement expenses	-	3,000
Legal and professional expenses	15,071,310	13,517,802
Foreign exchange loss (net)	1,590,975	-
Service tax expense	762,012	4,837,433
Miscellaneous expenses	2,640,795	3,008,895
Loss on sale of fixed assets	4,531	-
	95,102,347	98,057,193

25 Contingent Liabilities not provided for

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Income tax demands (including interest) under appeal (net of payments)	4,182,771	5,013,758
Bank guarantee for overdraft for Amol Cryogenic Insulation (USA) Inc	19,452,000	13,266,000
Service tax demand for various years, matter under appeal	47,239,657	41,848,284
	70,874,428	60,128,042

Notes to financial statements for the year ended 31 March 2017

26 Imported and indigenous raw materials consumed

	31 March 2017		31 March 2016	
	Amount in Rupees	Percentage	Amount in Rupees	Percentage
Raw materials				
Imported	67,062,160	93.26%	66,081,378	93.86%
Indigenously obtained	4,847,799	6.74%	4,322,561	6.14%
	71,909,959	100.00%	70,403,939	100.00%

27 C.I.F. value of imports, earning and expenditure in foreign currency

	Amount in Rupees	
	For the year ended 31 March 2017	For the year ended 31 March 2016
a) C.I.F. value of imports		
Raw Materials	59,142,679	72,454,557
Capital goods	-	2,359,772
b) Expenditure in foreign currency		
Consultation charges and expenses	10,849,610	9,064,891
Travelling expenses	1,502,727	1,500,388
Others	4,639,165	2,526,067
	16,991,502	13,091,346
c) Earnings in foreign currency		
Exports at F.O.B. Value	12,552,762	13,245,000
Job receipt	8,444,164 ⁱ	5,655,024
Dividend income	-	1,989,900
Interest income	3,037,495	2,176,617
	24,034,421	23,066,541

28 Remittances in foreign currency

	Amount in Rupees	
	For the year ended 31 March 2017	For the year ended 31 March 2016
Dividend, on 2,16,000 equity shares to one non-resident shareholder for the year	-	540,000

29 Details of dues to Micro and Small Enterprises as per MSMED Act, 2006

The company has not received any intimation from the suppliers regarding status under the Micro, Small and Medium Enterprises Development Act, 2006 ('the act') and hence disclosures regarding a) Amount due and outstanding to suppliers as at end of the accounting year, b) interest paid during the year, c) interest payable at the end of the accounting year and d) interest accrued and unpaid at the end of the accounting year, has not been disclosed or provided. The company is making efforts to get the confirmations from the suppliers as regard their status under the act.

30 Leases

Operating Lease :

- a) The company has given following assets on operating lease to a company for the period of eight years for a monthly rent of Rs. 12,94,000/- (Previous year: Rs. 12,94,000/-), and Rs. 21,87,000/- (Previous year: Rs. 21,87,000/-) respectively.
- Textile plant at Santej, Kalol, Gandhinagar, Gujarat.
 - Textile plant at Santej, Kalol, Gandhinagar, Gujarat.
- b) The future minimum lease rental receipts for leasing of textile plants are as under:

	Amount in Rupees	
	For the year ended 31 March 2017	For the year ended 31 March 2016
Not later than one year	37,890,000	41,772,000
Later than one year but not later than five years	6,561,000	44,451,000
Later than five years	-	-
	44,451,000	86,223,000

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Notes to financial statements for the year ended 31 March 2017

31 Earnings per Share

	Amount in Rupees	
	For the year ended 31 March 2017	For the year ended 31 March 2016
Profit for the year attributable to equity shareholder	37,638,303	29,998,398
Weighted average number of equity shares considered in calculation of basic and diluted earning per share (In Numbers)	720,000	720,000
Nominal value of equity share	Rs. 10/-	Rs. 10/-
Basic and diluted earning per share (In Rupees)	52.28	41.66

33. a) Primary segment : Business segment

Particulars	Amount in Rupees					
	Filter Aid- Perlite Products and Activities		Leasing		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
1 Segment revenue						
External sales	285,416,309	288,069,296	41,772,000	41,772,000	327,188,309	329,841,296
Inter segment sales	-	-	-	-	-	-
Total segment revenue	285,416,309	288,069,296	41,772,000	41,772,000	327,188,309	329,841,296
Less: inter segment revenue	-	-	-	-	-	-
Net Revenue from operations	285,416,309	288,069,296	41,772,000	41,772,000	327,188,309	329,841,296
2 Segment results						
Profit before interest and tax	58,140,941	45,569,637	17,310,240	17,310,240	75,451,181	62,879,877
Interest (net)					(10,144,467)	(3,623,920)
Other unallocable expenditure (net)					29,372,614	21,405,979
Profit before Tax	58,140,941	45,569,637	17,310,240	17,310,240	56,223,034	45,097,818
3 Other information						
Segment assets	106,432,296	111,003,700	81,114,916	101,921,628	187,547,212	212,925,328
Unallocated common assets					199,490,048	212,340,457
Total assets	106,432,296	111,003,700	81,114,916	101,921,628	387,037,260	425,265,785
4 Segment liabilities						
Unallocated common liabilities	25,526,547	25,719,023	4,937,000	4,937,000	30,463,547	30,656,023
Total liabilities	25,526,547	25,719,023	4,937,000	4,937,000	36,075,307	37,819,435
5 Capital expenditure						
Unallocated capital expenditure	639,743	3,337,336	-	-	639,743	3,337,336
Total capital expenditure	639,743	3,337,336	-	-	855,281	3,582,300
6 Depreciation and amortisation						
Unallocated depreciation	4,444,970	5,439,657	24,461,760	24,461,760	28,906,730	29,901,417
Total depreciation	4,444,970	5,439,657	24,461,760	24,461,760	30,455,177	31,526,143

b) Secondary Segment - Geographical segment

Particulars	In India		Outside India		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Segment revenue	306,191,383	310,941,272	20,996,926	18,900,024	327,188,309	329,841,296
Carrying cost of segment assets	340,162,979	382,086,689	46,874,281	43,179,096	387,037,260	425,265,785
Addition to assets	855,281	3,582,300	-	-	855,281	3,582,300

Other Disclosure

- 1 Segments have been identified in line with the Accounting Standard - 17 "Segment Reporting" taking into account the organisation structure as well as the differing risks and returns.
- 2 Company has disclosed Business Segment as the Primary Segment.
- 3 The Segment Revenue, Results, Assets and Liabilities include respective amounts identifiable to each of the segment and amount allocated on reasonable basis.

Notes to financial statements for the year ended 31 March 2017

33 Related Parties*

	Name of Related Party	Relation with the Parties
i	Wholly owned subsidiary Amol Croyogenic Insulation (USA) Inc Amol Croyogenic Insulation Ltd (UAE)	
ii	Key Managerial Personnel Mr. Shreyas C. Sheth	Chairman and Managing Director (CMD)
iii	Relative of Key Managerial Personnel Mr. Pratik S. Sheth	Son of Mr. Shreyas C. Sheth
iv	Entities owned or significantly influenced by Key Managerial Personnels or their relatives or other directors Dhirubhai Shah & Doshi Chinubhai Manibhai Trust	One of the director is partner CMD is trustee

Information in respect of Related Parties

Sr. No.	Name	Wholly owned subsidiary		Key Managerial Personnel		Relative of Key Managerial Personnel		Entities owned or significantly influenced by Key Managerial Personnels or their relatives or other director	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
1	Spares Purchase Amol Croyogenic Insulation (USA) Inc	1,703,693	-	-	-	-	-	-	-
2	Loan given Amol Croyogenic Insulation (USA) Inc Amol Croyogenic Insulation Limited	14,672,614 2,210,657	18,146,230 -	- -	- -	- -	- -	- -	- -
3	Loan Repaid Amol Croyogenic Insulation (USA) Inc	16,907,495	-	-	-	-	-	-	-
4	Interest received Amol Croyogenic Insulation (USA) Inc Amol Croyogenic Insulation Limited	2,734,506 302,989	1,982,420 194,197	- -	- -	- -	- -	- -	- -
5	Dividend recognised Amol Croyogenic Insulation Limited	-	1,989,900	-	-	-	-	-	-
6	Legal and Professional fees Dhirubhai Shah & Doshi	-	-	-	-	-	-	173,257	302,011
7	Remuneration and Other Perquisites Mr. Shreyas C. Sheth Mr. Pratik S. Sheth	- -	- -	5,772,000 -	5,772,000 -	- 1,955,964	- 1,747,431	- -	- -
8	Donation Chinubhai Manibhai Trust	-	-	-	-	-	-	1,150,000	600,000
9	Outstanding balance Amol Croyogenic Insulation (USA) Inc Amol Croyogenic Insulation Limited	35,364,203 5,128,679	34,864,578 2,615,033	- -	- -	- -	- -	- -	- -

*Related party relationship is as identified by the Company on the basis of information available with them and relied upon by the Auditors.

34 Disclosure pursuant to Accounting Standard - 15 (Revised) “ Employee Benefits” :**a Defined contribution plans:**

Amount of Rs. 39,80,754/- (Previous year Rs. 37,97,670/-) is recognised as an expense and included in Employee benefit expenses in note 22 to statement of profit and loss.

b Defined benefit plans:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

The following tables summaries the components of net benefit expense recognised in statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans.

AMOL DICALITE LIMITED

Notes to financial statements for the year ended 31 March 2017

Profit and Loss account	Amount in Rupees				
	For the year ended 31 March 2017		For the year ended 31 March 2016		
I. Net employee benefit expense (recognised in Employee Cost)					
Current Service Cost		686,373		688,637	
Interest Cost on benefit obligation		(118,772)		(3,639)	
Expected Return on Plan Assets		-		-	
Actuarial Gain or (Loss)		945,932		(285,601)	
Benefits paid		-		-	
Net benefit expense		1,513,533		399,397	
Actual return on plan assets		1,269,261		1,216,540	
Balance Sheet					
II. Details of Provision for gratuity :					
Present value of defined benefit obligations at the end of the year		18,177,505		15,919,396	
Less : Fair Value of Plan Assets at the end of the year		19,495,335		17,366,068	
Surplus		(1,317,830)		(1,446,672)	
III. Changes in the present value of the defined benefit obligation are as follows:					
Opening defined benefit obligation		15,919,396		15,189,809	
Interest Cost		1,306,982		1,199,995	
Current Service Cost		686,373		688,637	
Benefit Paid		(524,685)		(886,350)	
Actuarial (Gain)/loss on obligations		789,439		(272,695)	
Closing defined benefit obligation		18,177,505		15,919,396	
IV. Changes in the fair value of plan assets are as follows:					
Fair Value of Plan Assets at the beginning of the year		17,366,068		15,235,878	
Expected Return on Plan Assets		1,425,754		1,203,634	
Contributions		1,384,691		1,800,000	
Benefits Paid		(524,685)		(886,350)	
Actuarial (gain)/loss on Plan Assets		(156,493)		12,906	
Fair Value of Plan Assets at the end of the year		19,495,335		17,366,068	
V. Assumptions :					
Discount Rate		7.26%		8.21%	
Rate of Return on Plan Assets		7.26%		8.21%	
Salary Escalation		6.00%		6.00%	
Attrition Rate		2.00%		2.00%	
VI. The major categories of plan assets					
Life Insurance Corporation of India		100%		100%	
VII. Amount pertaining to defined benefits plans for current and previous four years are as follows :					
	2016-17	2015-16	2014-15	2013-14	2012-13
Defined benefit obligation	18,177,505	15,919,396	15,189,809	11,338,776	10,901,140
Plan assets	19,495,335	17,366,068	15,235,878	13,495,307	12,291,446
(Surplus) / Deficit	(1,317,830)	(1,446,672)	(46,069)	(2,156,531)	(1,390,306)
Experience adjustments on plan liabilities (Gain)/Loss	41,882	(34,342)	1,526,137	136,071	(127,315)
Experience adjustments on plan assets Gain/(Loss)	(156,493)	12,906	(82,848)	41,250	(209,257)

Experience adjustment is on account of attrition in the number of employees as compared to the previous year and change in actuarial assumptions. The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

c Expected gratuity contribution for next year is aggregating Rs. Nil (Previous year Rs. Nil)

d Amount recognised as an expense in respect of compensated leave absences Rs. 14,45,268/- (Previous year Rs. 12,55,722/-)

35 Disclosure in accordance with announcement dated December 2, 2005 issued by The council of The Institute of Chartered Accountants of India (ICAI), with respect to details of foreign currency balances as on March 31, 2017 not hedged.

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF AMOL DICALITE LIMITED
Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Amol Dicalite Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory

AMOL DICALITE LIMITED – CONSOLIDATED

Requirements below, is not modified in respect of the above matters with respect to our reliance on the financial statements certified by the Management.

Matter of Emphasis

We draw attention to Note 38 to financial statement regarding company's investment of Rs. 20,14,110/- in the equity shares of Amol Cryogenic Insulations (USA) Inc., 100% subsidiary(ACI). Over and above this investment, Company has given a loan of Rs. 3,53,64,203/- and also provided bank guarantee of Rs. 1,94,52,000/- for overdraft facility availed by ACI. ACI has significant accumulated losses and its net worth has been completely eroded. As at December 31, 2016 it has negative net worth of Rs. 6,66,17,503/-. Management, based on the orders on hand and on-going negotiations for some contract and market value of assets of the Company, has formed a view that ACI will make profit and it will turn around in coming years and would be able to pay loan and other trade liabilities. However, Management feels that the value of investment may not be recoverable and accordingly the diminution in value of investment have been provided.

Our opinion is not modified in respect of this matters

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 26 to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies.
 - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 34

Place : Ahmedabad
Date : May 30, 2017

For B. R. Shah & Associates
Firm Registration Number: 129053W
Chartered Accountants
Bhavik Shah
Partner
Membership Number: 129674

ANNUAL REPORT

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH, 2017

	Notes	Amount in Rupees	
		As at 31 March 2017	As at 31 March 2016
Equity and Liabilities			
Shareholders' funds			
Share capital	3	7,200,000	7,200,000
Reserves and surplus	4	263,341,504	233,113,882
		270,541,504	240,313,882
Non-current liabilities			
Long-term borrowings	5	3,688,798	25,971,996
Deferred tax liabilities (net)	6	5,830,572	11,850,100
Other long-term liabilities	7	5,312,000	5,312,000
Long-term provisions	8	2,434,045	2,269,473
		17,265,415	45,403,569
Current liabilities			
Short-term borrowings	9	13,146,017	50,365,814
Trade payables	10		
Dues to micro, medium and small enterprise	-	-	-
Dues to others		27,168,627	20,280,545
Other current liabilities	10	33,573,508	39,773,990
Short-term provisions	8	832,994	2,221,827
		74,721,146	112,642,176
Total		362,528,065	398,359,627
Assets			
Non-current assets			
Fixed assets			
Tangible assets	11	116,895,737	146,896,676
Non-current investments	12	24,000	24,000
Other non-current assets	15	1,846,410	3,379,440
		118,766,147	150,300,116
Current assets			
Inventories	13	36,147,227	34,279,504
Trade receivables	14	58,257,659	46,523,705
Cash and bank balances	15	34,182,243	8,771,645
Short-term loans and advances	16	85,884,370	130,306,909
Other current assets	17	29,290,419	28,177,748
		243,761,918	248,059,511
Total		362,528,065	398,359,627
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For B.R. Shah & Associates

Firm Registration Number : 129053W

Chartered Accountants

Bhavik K. Shah

Partner

Membership Number 129674

Place : Ahmedabad

Date : May 30, 2017

For and on behalf of the board of directors of

Amol Dicalite Limited

Shreyas C. Sheth

[Chairman and Managing Director]

DIN : 00009350

Naishadh S. Desai

[CFO]

Place : Ahmedabad

Date : May 30, 2017

Reepal Bavishi

[Company Secretary]

AMOL DICALITE LIMITED – CONSOLIDATED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2017

Particulars	Notes	Amount in Rupees	
		For the year ended 31 March 2017	For the year ended 31 March 2016
Income			
Revenue from operation (gross)	18	386,818,660	358,119,499
Less: excise duty		24,412,570	22,154,425
Revenue from operation (net)		362,406,090	335,965,074
Other income	19	18,404,972	11,766,130
Total revenue		380,811,062	347,731,204
Expenses			
Cost of materials consumed	20	81,969,796	79,579,859
Purchase of traded goods		44,800,960	38,152,372
Changes in inventories of finished goods and work-in-progress	21	6,245,462	3,792,049
Employee benefits expense	22	56,731,435	50,592,421
Finance costs	23	10,294,930	12,324,291
Depreciation and amortisation expense	11	31,224,012	33,064,942
Other expenses	24	98,838,149	102,195,696
Total expenses		330,104,744	319,701,630
Profit before tax		50,706,318	28,029,574
Tax expenses			
Current tax		24,604,259	18,900,000
Deferred tax		(6,019,528)	(3,800,580)
Total tax expenses		18,584,731	15,099,420
Profit for the year		32,121,587	12,930,154
Earning per equity share (nominal value of share Rs.10) (31 March 2016: Rs. 10)			
Basic and Diluted	28	44.61	17.96
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For B.R. Shah & Associates
 Firm Registration Number : 129053W
 Chartered Accountants
Bhavik K. Shah
 Partner
 Membership Number 129674
 Place : Ahmedabad
 Date : May 30, 2017

For and on behalf of the board of directors of
Amol Dicalite Limited
Shreyas C. Sheth
 [Chairman and Managing Director]
 DIN : 00009350
Naishadh S. Desai
 [CFO]
 Place : Ahmedabad
 Date : May 30, 2017

Reepal Bavishi
 [Company Secretary]

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CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2017

	For the year ended 31 March 2017	Amount in Rupees For the year ended 31 March 2016
Cashflow from operating activities		
Profit before tax	50,706,318	28,029,574
Add / (Less): Adjustments to reconcile net profit to net cash provided by operating activities:		
Depreciation and amortisation	31,224,012	33,064,942
Interest expenses	7,797,969	9,536,058
Unrealised foreign exchange loss	1,590,975	-
Bad debt written off	1,945,558	310,378
Loss on sale of fixed asset	4,531	-
Interest income	(14,562,086)	(11,144,250)
Liabilities no longer required written back	(28,384)	(152,288)
Unrealised foreign exchange gain	-	(1,128,203)
	<u>27,972,575</u>	<u>30,486,637</u>
Operating profit before working capital changes	78,678,893	58,516,211
Movements in working capital :		
Increase/ (decrease) in trade payables	6,916,466	(2,598,405)
Increase/ (decrease) in other liabilities and provisions	(9,278,577)	(8,848,061)
Decrease / (increase) in trade receivables	(15,270,487)	7,957,468
Decrease / (increase) in inventories	(1,867,723)	3,253,968
Decrease / (increase) in current assets and loans and advances	(6,705,548)	(5,698,344)
Decrease / (increase) in other non-current assets	1,533,030	(3,072,631)
Cash generated from operations	54,006,054	49,510,207
Direct taxes paid (net of refunds)	(22,986,506)	(15,673,567)
Net cash flow from operating activities (A)	31,019,548	33,836,640
Cash flows from investing activities		
Purchase of fixed assets	(1,231,853)	(2,897,639)
Proceeds from sale of fixed assets	4,250	-
Intercompany deposit (net)	43,665,309	(15,707,774)
Interest received	15,298,447	10,874,872
Exchange rate difference on consolidation of subsidiaries	(1,893,965)	(1,701,620)
Net cash flow used in investing activities (B)	55,842,188	(9,432,161)
Cash flows from financing activities		
Repayment of borrowings (net)	(57,393,782)	(11,808,832)
Interest paid	(8,070,712)	(9,851,976)
Dividend paid on equity shares	17,363	(1,845,699)
Tax on equity dividend paid	-	-
Net cash flow from/ (used in) in financing activities (C)	(65,447,131)	(23,506,507)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	21,414,605	897,972
Cash and cash equivalents at the beginning of the year	5,448,536	4,550,564
Cash and cash equivalents at the end of the year	26,863,141	5,448,536
Components of cash and cash equivalents		
Cash on hand	142,771	276,658
Balances with banks		
- In current account	6,465,189	5,171,878
- In deposit account	-	-
	<u>20,255,181</u>	<u>-</u>
Total cash and cash equivalents (note 15)	26,863,141	5,448,536

AMOL DICALITE LIMITED – CONSOLIDATED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2017

Notes:

- 1) The above cash flow statement has been prepared under the " Indirect Method " set out in Accounting standard 3 - Cash flow statements referred to in the Company's Accounting Standards Rules 2006.
- 2) Cash flow in bracket indicates cash out flow.
- 3) Cash and cash equivalents does not include balances with schedule bank on dividend account Rs 4,32,425 (Previous year Rs. 4,15,062/-) and in margin money deposit Rs 87,33,087/- (Previous year Rs. 62,87,487/-) which are not available for use by the company.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For B.R. Shah & Associates

Firm Registration Number : 129053W

Chartered Accountants

Bhavik K. Shah

Partner

Membership Number 129674

Place : Ahmedabad

Date : May 30, 2017

For and on behalf of the board of directors of

Amol Dicalite Limited

Shreyas C. Sheth

[Chairman and Managing Director]

DIN : 00009350

Naishadh S. Desai

[CFO]

Place : Ahmedabad

Date : May 30, 2017

Reepal Bavishi

[Company Secretary]

Notes to consolidated financial statements for the year ended 31 March 2016

1 Basis of Preparation and Significant accounting policies

- a) The financial statements have been prepared to comply in all material respects with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.
- b) All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

c) Other Significant Accounting Policies:

These are set out in the notes to accounts under "Statement of Accounting Policies" of the Financial Statements of Parent Company and its Subsidiary.

2 Principles of consolidation:

- a) The Consolidated Financial Statements relate to "AMOL DICALITE LIMITED" (The Parent Company) and "AMOL CRYOGENIC INSULATION LIMITED" Dubai and AMOL CRYOGENIC INSULATION (USA) INC. (The wholly owned subsidiary Companies).
- b) The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS -21) "Consolidated Financial Statement" referred to in the Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
- c) The Financial Statements of the Parent Company and its Subsidiaries Company have been combined on a line by line basis by adding together book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transaction resulting in unrealised profit or losses.
- d) The Consolidated Financial Statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the parent Company's separate Financial Statements.
- e) In the Case of Consolidation of Foreign Subsidiaries, transactions are translated as per Accounting Standard AS -11(revised 2003) "Accounting for the effects of changes in Foreign Exchange Rate". The resulting translation differences are accumulated in a foreign fluctuation reserve on consolidation of Foreign Subsidiary until the disposal of net Investments.

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Notes to consolidated financial statements for the year ended 31 March 2017

3. Share capital

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Authorised shares		
2,000,000 (Previous year 2,000,000) Shares of Rs. 10/- each	20,000,000	20,000,000
Issued, Subscribed and fully paid-up shares		
720,000 (Previous year 720,000) Equity shares of Rs. 10/- each fully paid	7,200,000	7,200,000
Total issued, subscribed and fully paid-up share capital	7,200,000	7,200,000

a. Terms/rights attached to equity shares

The company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

The Board of Directors, in its meeting on May 30, 2017, have proposed a final dividend of Rs. 2.5/- per equity share for the financial year ended March 31, 2017. The proposal is subject to the approval of shareholders at ensuing Annual General Meeting and if approved would result in a cash outflow of approximately Rs. 18,00,000/- including corporate dividend tax.

b. Details of shareholders holding more than 5% shares in the company

	As at 31 March 2017		As at 31 March 2016	
	Numbers	% holding	Numbers	% holding
Equity shares of Rs. 10 each fully paid				
GREFCO Inc	216,000	30.00%	216,000	30.00%
A P Sheth Investments Private Limited	41,625	5.78%	41,625	5.78%

4. Reserves and surplus

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Capital redemption reserve	400,000	400,000
Exchange rate fluctuation reserve	(3,409,211)	(1,515,246)
General reserve	169,374,022	169,374,022
Surplus in statement of profit and loss		
Balance as per last financial statements	64,855,106	53,684,152
Add: Profit for the year	32,121,587	12,930,154
Less: Appropriation		
Proposed final equity dividend (amount per share Rs Nil (31 March 2016:Rs 2.50))*	-	1,800,000
Tax on proposed equity dividend (net)	-	(40,800)
Total appropriations	-	1,759,200
Balance as at the end of the year	96,976,693	64,855,106
Total	263,341,504	233,113,882

*Pursuant para 14 of Revised Accounting Standard 4: Contingencies and Events Occurring After the Balance Sheet Date : "If an enterprise declares dividends to shareholders after the balance sheet date, the enterprise should not recognise those dividends as a liability at the balance sheet date unless a statute requires otherwise. Such dividends should be disclosed in notes". Accordingly, from current year, Final dividends on shares are recorded as a liability on the date of approval by the shareholders.

AMOL DICALITE LIMITED – CONSOLIDATED

Notes to consolidated financial statements for the year ended 31 March 2017

5. Long-term borrowings

	Non-Current portion		Amount in Rupees Current maturities	
	As At		As At	
	31 March 2017	31 March 2016	31 March 2017	31 March 2016
Term loans - Secured				
Indian rupee loan from banks	3,688,798	25,939,238	22,149,500	24,038,000
Vehicle loans from Banks	-	32,758	32,869	253,582
Vehicle loans from others	-	-	-	-
	3,688,798	25,971,996	22,182,369	24,291,582
The above amount includes				
Secured borrowings	3,688,798	25,971,996	22,182,369	24,291,582
Amount disclosed under the head "Trade payables and other current liabilities" (note 10)	-	-	(22,182,369)	(24,291,582)
Net amount	3,688,798	25,971,996	-	-

Nature of security

Terms of repayment

"i) Term loan amounting to Rs.59,49,500 (Previous year: Rs. 1,38,88,369/-) is secured against hypothecation of movable fixed assets and current assets, purchased therefrom and escrow of lease rentals receivables from the leasee."

Repayable in 94 equal monthly instalment from the date of loan (December-2009) along with interest @ 13.20% with monthly rest.

ii) Term loan amounting to Rs. 1,98,88,798 (Previous year Rs. 3,60,88,869/-) is secured against hypothecation of movable fixed assets and current assets, purchased therefrom and escrow of lease rentals receivables from the leasee.

Repayable in 90 equal monthly instalment from the date of loan (January-2011) along with interest @ 13.20% with monthly rest.

iii) Vehicle loans aggregating to Rs. 32,869 (Previous year: Rs.2,86,340/-) are secured by way of hypothecation of respective vehicle.

Repayable in 36 equal monthly instalment from the date of respective loan along with interest 9.90%

6. Deferred tax liabilities (net)

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Deferred tax liability		
Difference in written down value as per tax books and accounting books	6,730,641	12,739,925
Gross deferred tax liabilities	6,730,641	12,739,925
Deferred tax assets		
Impact of provision for compensated absences charged to statement of profit and loss but allowed for tax purpose on payment basis	900,069	889,825
Gross deferred tax assets	900,069	889,825
Net deferred tax liabilities	5,830,572	11,850,100
7. Other long-term liabilities		
Security deposits	5,312,000	5,312,000
	5,312,000	5,312,000

Notes to consolidated financial statements for the year ended 31 March 2017

8. Provisions

	Amount in Rupees			
	Long Term		Short Term	
	As At 31 March 2017	As At 31 March 2016	As At 31 March 2017	As At 31 March 2016
Provision for employee benefits				
Provision for compensated absences	2,434,045	2,269,473	832,994	421,827
	2,434,045	2,269,473	832,994	421,827
Other provisions				
Proposed dividend	-	-	-	1,800,000
Corporate tax on dividend	-	-	-	-
	-	-	-	1,800,000
	2,434,045	2,269,473	832,994	2,221,827

9. Short-term borrowings

	Amount in Rupees	
	As at	As at
	31 March 2017	31 March 2016
Cash-credit from banks (secured) ⁽¹⁾	13,146,017	50,365,814
	13,146,017	50,365,814

(1) (1) Cash credit from a bank amounting to Rs.37,780/- (Previous year Rs. 4,37,48,540/-) is secured by hypothecation of stocks, book debts, plant and machinery and mortgage of immovable properties except textile plants of the company situated at Santej and Cash credit of Rs.1,31,08,237/- (Previous Year Rs. 66,17,274/-) taken by subsidiary is secured by guarantee by Holding company.

10. Trade payables and other current liabilities

	Amount in Rupees	
	As at	As at
	31 March 2017	31 March 2016
Trade payables		
Dues to micro, medium and small enterprise (Refer note no. 27)	-	-
Dues to others	27,168,627	20,280,545
Other current liabilities		
Current maturities of long-term borrowings (note 5)	22,182,369	24,291,582
Interest accrued and due on borrowings	289,672	562,415
Advances from Customers	3,893,992	8,474,191
Statutory liabilities	2,557,599	3,224,755
Unclaimed dividend (1)	432,425	415,062
Other payables	4,217,451	2,805,985
	33,573,508	39,773,990
	60,742,135	60,054,535

(1) There is no amount due and outstanding to be credited to Investor education and protection fund as at 31 March 2017

AMOL DICALITE LIMITED - CONSOLIDATED

Notes to consolidated financial statements for the year ended 31 March 2017

11. Fixed assets

Tangible Assets	Amount in Rupees									
	GROSS BLOCK ⁽¹⁾					DEPRECIATION			NET BLOCK	
	As at 31/03/2016	Additions	Adjustments/ Deductions	As at 31/03/2017	Upto 31/03/2016	For the Year	Adjustment/ Deduction	Upto 31/03/2017	As at 31/03/2017	As at 31/03/2016
Land leasehold	524,889	-	9,235	515,654	-	-	-	-	515,654	524,889
Buildings ⁽²⁾	15,868,719	80,229	-	15,948,948	8,253,493	319,967	-	8,573,460	7,375,488	7,615,226
Plant and machinery	144,365,555	881,757	-	145,247,312	111,128,317	5,518,884	-	116,647,201	28,600,111	33,237,238
Electrical installations	1,766,069	-	-	1,766,069	1,680,250	-	-	1,680,250	85,819	85,819
Furniture and fixtures	2,276,347	40,330	-	2,316,677	2,211,748	4,695	-	2,216,443	100,234	64,599
Office equipment	9,055,622	229,537	-	9,285,159	8,123,475	281,215	-	8,404,690	880,469	932,147
Vehicles	6,037,150	-	49,151	5,987,999	3,522,020	628,256	40,371	4,109,905	1,878,094	2,515,130
Total A	179,894,351	1,231,853	58,386	181,067,818	134,919,303	6,753,017	40,371	141,631,949	39,435,869	44,975,048
Plant and machinery_Leased	238,915,412	-	-	238,915,412	137,022,842	24,461,760	-	161,484,602	77,430,810	101,892,570
Office equipment_Leased	581,157	-	-	581,157	552,099	-	-	552,099	29,058	29,058
Total B	239,496,569	-	-	239,496,569	137,574,941	24,461,760	-	162,036,701	77,459,868	101,921,628
Grand total (A+B)	419,390,920	1,231,853	58,386	420,564,387	272,494,244	31,214,777	40,371	303,668,650	116,895,737	146,896,676
Previous year	411,698,678	5,122,714	9,235	416,812,157	236,859,774	33,055,707	-	269,915,481	146,896,676	

(1) At cost, except Leasehold Land, which is at cost, less amounts written off.

(2) Includes cost of premises on ownership basis Rs.4,274,208/- (Previous year Rs.4,274,208/-).

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Notes to consolidated financial statements for the year ended 31 March 2017

12. Non-current investments

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Non-trade investments (valued at cost unless stated otherwise)		
Investment in equity instruments (quoted)		
800 Equity shares of Rs. 10 each fully paid up in Tyche Industries Limited	201,000	201,000
Less: Provision for diminution in value of investment	191,000	191,000
	10,000	10,000
100 Equity shares of Rs. 10 each fully paid up in N.K. Industries Limited	4,000	4,000
374 Equity shares of Rs. 1 each fully paid up in Asahi India Glass Limited.	10,000	10,000
	24,000	24,000
Investment in equity instruments (unquoted)		
20,000 Equity shares of Rs.10 each fully paid up in Gujarat Synthwood Limited	200,000	200,000
Less: provision for diminution in value of investment	200,000	200,000
	-	-
Total of Non-current Investments	24,000	24,000

	Book Value as at		Market Value as at	
	31 March 2017	31 March 2016	31 March 2017	31 March 2016
Aggregate value of quoted investment	24,000	24000	142,814	91,941
Aggregate value of unquoted investment	-	-	-	-
	24,000	24,000	142,814	91,941

13. Inventories (Valued at lower of cost and net realizable value)

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Raw materials (includes in transit Rs.65,04,853/- (Previous year Rs. 11,50,572/-))	15,521,600	12,995,768
Finished goods	9,518,240	14,510,192
Stores, spares and packing material	11,107,387	6,773,544
	36,147,227	34,279,504

Details of inventory

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Goods manufactured		
Filter aid and Perlite product	9,518,240	14,510,192

AMOL DICALITE LIMITED – CONSOLIDATED

Notes to consolidated financial statements for the year ended 31 March 2017

14. Trade receivables

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Outstanding for a period exceeding six months from the date they are due for payment	3,652,671	2,039,989
Other receivables	54,604,988	44,483,716
Total	58,257,659	46,523,705

15. Cash and bank balance

	Amount in Rupees			
	Non-current Portion		Current Portion	
	As at 31 March 2017	As at 31 March 2016	As at 31 March 2017	As at 31 March 2016
Cash and cash equivalents				
Cash on hand	-	-	142,771	276,658
Balance with banks:				
In current accounts	-	-	748,386	5,171,878
In exchange earners foreign currency account			5,716,803	
Deposits with original maturity of less than three months	-	-	-	-
Debit balance in cash credit account			20,255,181	
	-	-	26,863,141	5,448,536
Other bank balances				
Deposits with remaining maturity for less than 12 months			6,886,677	185,725
Deposits with remaining maturity for more than 12 months	1,846,410	3,379,440	-	2,722,322
Unpaid dividend account			432,425	415,062
	1,846,410	3,379,440	7,319,102	3,323,109
Amount disclosed under "Other non-current assets" head	1,846,410	3,379,440		
-			34,182,243	8,771,645

16. Short-term loans and advances

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Unsecured considered good		
Advances recoverable in cash or kind	1,330,475	359,630
Other loans and advances		
Advance tax (net)	14,314,403	15,932,156
Deposits	1,485,705	2,235,145
Pre-paid expenses	2,698,222	2,933,413
Loans to employees	158,100	264,400
Advances to suppliers	3,217,731	1,631,950
Intercorporate deposit	58,597,296	102,262,605
Balance with government authorities	4,082,438	4,687,610
	84,553,895	129,947,279
Total	85,884,370	130,306,909

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Notes to consolidated financial statements for the year ended 31 March 2017

17. Other current assets

	Amount in Rupees	
	As at 31 March 2017	As at 31 March 2016
Interest accrued on fixed deposits	276,833	1,013,194
Subsidy receivable	29,013,586	27,164,554
Total	29,290,419	28,177,748

18. Revenue from operations

	Amount in Rupees	
	For the year ended 31 March 2017	For the year ended 31 March 2016
Revenue from operations - Gross		
Sale of products	309,657,283	272,021,948
Revenue from rendering of service	34,599,083	43,948,169
Lease rental income	41,772,000	41,772,000
	386,028,366	357,742,117
Less: excise duty	24,412,570	22,154,425
Total - Revenue from operations - Net	361,615,796	335,587,692
Other operating revenue		
Miscellaneous sales	538,670	57,680
Duty drawback	223,240	167,414
Liabilities written back to the extent no longer required	28,384	152,288
Total - Other operating revenues	790,294	377,382
Total Revenue from operations	362,406,090	335,965,074
Details of sales		
	For the year ended 31 March 2017	For the year ended 31 March 2016
Filter aid- Perlite products and activities ⁽¹⁾	319,843,796	293,815,692
Lease rentals	41,772,000	41,772,000
	361,615,796	335,587,692

(1) Excluding 7 MT (Previous year : 34 MT) material used for site job and including 4,422 MT (Previous year : 3,754 MT) finished goods purchases

AMOL DICALITE LIMITED – CONSOLIDATED

Notes to consolidated financial statements for the year ended 31 March 2017

19. Other Income

	Amount in Rupees	
	For the year ended 31 March 2017	For the year ended 31 March 2016
Interest Income on deposits		
-with banks	610,985	538,351
-with others	13,951,101	10,605,899
Foreign exchange gain (net)	-	618,600
Miscellaneous income	3,842,886	3,280
	18,404,972	11,766,130

20. Cost of material consumed

Raw material consumed

Inventory at the beginnings of the year	11,325,676	11,487,031
Add: Purchases (net)	67,862,761	70,242,584
	79,188,437	81,729,615
Less: inventory at the end of the year	7,278,478	11,325,676
Cost of raw material consumed during the year	71,909,959	70,403,939

Packing material consumed

Inventory at the beginnings of the year	931,446	1,312,971
Add: Purchases (net)	10,328,053	8,794,395
	11,259,499	10,107,366
Less: inventory at the end of the year	1,199,662	931,446
Cost of packing material consumed during the year	10,059,837	9,175,920
Total	81,969,796	79,579,859

Details of consumption

	For the year ended 31 March 2017	For the year ended 31 March 2016
Perlite ore	68,467,743	67,587,613
Others	3,442,216	2,816,326
	71,909,959	70,403,939

21. Changes in inventories of finished goods and work-in-progress

Inventories at the beginning of the year

Finished goods - Inventories at the beginning of the year	14,510,192	15,000,725
Work-in-progress - Inventories at the beginning of the year	-	1,447,424
	14,510,192	16,448,149

Less: Inventories at the end of the year

Finished goods - Inventories at the end of the year	9,518,240	14,510,192
Work-in-progress - Inventories at the end of the year	-	-
	9,518,240	14,510,192

Excise Duty on year end inventory of finished goods

	1,253,510	1,854,092
	6,245,462	3,792,049

22. Employee benefit expense

Salaries, wages and bonus	45,296,960	40,648,428
Contribution to provident and other fund	3,980,754	3,797,670
Gratuity expenses	1,513,533	853,328
Compensated absences	1,445,268	1,255,722
Staff welfare expenses	4,494,920	4,037,273
	56,731,435	50,592,421

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Notes to consolidated financial statements for the year ended 31 March 2017

23. Finance costs	Amount in Rupees	
	For the year ended 31 March 2017	For the year ended 31 March 2016
Interest on term loans	3,062,670	5,436,517
Interest others	4,735,299	4,099,541
Other borrowing cost	2,496,961	2,788,233
	10,294,930	12,324,291
24. Other expenses		
Consumption of stores and spares	1,272,430	947,432
Job work charges	170,279	1,273,977
Operating charges	7,413,732	7,166,477
Power and fuel	30,701,353	38,184,658
Repairs and maintenance		
Plant and machinery - Repair	10,445,614	6,885,141
Buildings - Repair	1,036,600	91,007
Others - Repair	380,448	334,804
Rent	2,220,132	1,911,821
Machine hire charges	277,667	1,229,663
Rates and taxes	201,792	153,991
Insurance	2,110,331	1,359,655
Printing and stationary	366,294	382,344
Communication expenses	631,281	596,347
Traveling and conveyance expenses	5,185,325	4,905,812
Payment to auditors		
Audit fees	250,000	190,000
Tax audit fees	57,500	50,000
Other services	178,681	145,870
Vehicle expenses	826,484	836,860
Bad debt written off	1,945,558	310,378
Donation	1,160,000	611,000
Director sitting fees	223,506	178,307
Freight outward and distribution expenses	4,504,995	5,453,024
Sales commission to others	5,885,288	7,161,022
Advertisement expenses	-	3,000
Legal and professional expenses	15,893,545	13,959,456
Service tax expense	762,012	4,837,433
Miscellaneous expenses	3,084,452	3,036,217
Foreign exchange loss (net)	1,648,319	-
Loss on sale of Fixed Assets	4,531	-
	98,838,149	102,195,696

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Notes to consolidated financial statements for the year ended 31 March 2017

25 Contingent Liabilities not provided for

	Amount in Rupees	
	As at	As at
	31 March 2017	31 March 2016
Income tax demands (including interest) under appeal (net of payments)	4,182,771	5,013,758
Bank guarantee for overdraft for Amol Cryogenic Insulation (USA) Inc	19,452,000	13,266,000
Service tax demand for various years, matter under appeal	47,239,657	41,848,284
	70,874,428	60,128,042

26 Details of dues to Micro and Small Enterprises as per MSMED Act, 2006

The company has not received any intimation from the suppliers regarding status under the Micro, small and medium enterprises development Act, 2006 ('the act') and hence disclosures regarding a) Amount due and outstanding to suppliers as at end of the accounting year, b) interest paid during the year, c) interest payable at the end of the accounting year and d) interest accrued and unpaid at the end of the accounting year, has not been disclosed or provided. The company is making efforts to get the confirmations from the suppliers as regard their status under the act.

27 Leases

Operating Lease :

a) The company has given following assets on operating lease to a company for the period of eight years for a monthly rent of Rs. 12,94,000/- (Previous year: Rs. 12,94,000/-), and Rs. 21,87,000/- (Previous year: Rs. 21,87,000/-) respectively.

i) Textile plant at Santej, Kalol, Gandhinagar, Gujarat.

ii) Textile plant at Santej, Kalol, Gandhinagar, Gujarat.

b) The future minimum lease rental receipts for leasing of textile plants are as under:

	Amount in Rupees	
	For the year ended	For the year ended
	31 March 2017	31 March 2016
Not later than one year	37,890,000	41,772,000
Later than one year but not later than five years	6,561,000	44,451,000
Later than five years	-	-
	44,451,000	86,223,000

28 Earnings per Share

Profit for the year attributable to equity shareholder	32,121,587	12,930,154
Weighted average number of equity shares considered in calculation of basic and diluted earning per share	720,000	720,000
Nominal value of equity share	Rs. 10 /-	Rs. 10 /-
Basic and diluted earning per share	44.61	17.96

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Notes to consolidated financial statements for the year ended 31 March 2017

29. a) Primary segment : Business segment

Amount in Rupees

Particulars	Filter Aid-Perlite Products and activities		Leasing		Total	
	2016-2017	2015-2016	2016-2017	2015-2016	2016-2017	2015-2016
1 Segment revenue						
External sales	320,634,090	294,193,074	41,772,000	41,772,000	362,406,090	335,965,074
Inter segment sales	-	-	-	-	-	-
Total segment revenue	320,634,090	294,193,074	41,772,000	41,772,000	362,406,090	335,965,074
Less: inter segment revenue	-	-	-	-	-	-
Net Revenue from operations	320,634,090	294,193,074	41,772,000	41,772,000	362,406,090	335,965,074
2 Segment results						
Profit before interest and tax	53,990,465	32,507,021	17,310,240	17,310,240	71,300,705	49,817,261
Interest (net)					(6,764,117)	(1,608,192)
Other unallocable expenditure (net)					27,358,504	23,395,879
Profit before tax	53,990,465	32,507,021	17,310,240	17,310,240	50,706,318	28,029,574
3 Other information						
Segment assets	123,297,297	116,648,386	81,114,916	101,921,628	204,412,213	218,570,014
Unallocated common assets	-	-	-	-	158,115,852	179,779,671
Total assets	123,297,297	116,648,386	81,114,916	101,921,628	362,528,065	398,349,685
4 Segment liabilities						
Unallocated common liabilities	36,538,671	33,436,529	4,937,000	4,937,000	41,475,671	38,373,529
	-	-	-	-	5,663,134	7,182,782
Total liabilities	36,538,671	33,436,529	4,937,000	4,937,000	47,138,805	45,556,311
5 Capital expenditure						
Unallocated capital expenditure	1,016,315	4,877,750	-	-	1,016,315	4,877,750
	-	-	-	-	215,538	244,964
Total capital expenditure	1,016,315	4,877,750	-	-	1,231,853	5,122,714
6 Depreciation and amortisation						
Unallocated depreciation	5,213,805	6,978,455	24,461,760	24,461,761	29,675,565	31,440,216
	-	-	-	-	1,548,447	1,624,726
Total depreciation	5,213,805	6,978,455	24,461,760	24,461,761	31,224,012	33,064,942

B. Secondary Segment – Geographical Segment

Particulars	In India		Outside India		Total	
	2016-2017	2015-2016	2016-2017	2015-2016	2016-2017	2015-2016
Segment revenue	306,191,383	310,941,272	56,214,707	25,023,802	362,406,090	335,965,074
Carrying cost of segment assets	358,624,583	397,118,017	3,903,482	1,231,668	362,528,065	398,349,685
Addition to assets	855,281	3,582,300	376,572	1,540,414	1,231,853	5,122,714

Other Disclosure

- 1 Segments have been identified in line with the Accounting Standard - 17 "Segment Reporting" taking into account the organisation structure as well as the differing risks and returns.
- 2 Company has disclosed Business Segment as the Primary Segment.
- 3 The Segment Revenue, Results, Assets and Liabilities include respective amounts identifiable to each of the segment and amount allocated on reasonable basis.

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Notes to consolidated financial statements for the year ended 31 March 2017

30 Related Parties*

i	Key Managerial Personnel	Mr. Shreyas C. Sheth	Chairman and Managing Director
ii	Relative of Key Managerial Personnel	Mr. Pratik S. Sheth	Son of Mr. Shreyas C. Sheth
iii	Entities owned or significantly influenced by Key Managerial Personnels or their relatives or other directors	Dhirubhai Shah & Doshi Chinubhai Manibhai Trust Arush Marketing	One of the director is partner CMD is trustee Director is Proprietor

Information in respect of Related Parties

Sr. No.	Name	Key Managerial Personnel		Relative of Key Managerial Personnel		Entities owned or significantly influenced by Key Managerial Personnels or their relatives or other director	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
1	Remuneration						
	Mr. Shreyas C. Sheth	5,772,000	5,772,000	-	-	-	-
	Mr. Pratik S. Sheth	-	-	1,955,964	1,747,431	-	-
2	Legal and Professional fees						
	Dhirubhai Shah & Doshi	-	-	-	-	173,257	302,011
3	Donation						
	Chinubhai Manibhai Trust	-	-	-	-	1,150,000	600,000
4	Purchase of goods						
	Arush Marketing	-	-	-	-	-	834,062

*Related party relationship is as identified by the Company on the basis of information available with them and relied upon by the Auditors

31 Government subsidy recognised in the financial statement

Nature of Subsidy

	As at 31 March 2017	As at 31 March 2016
Interest subsidy under Textile Upgradation Fund (TUF) scheme	1,849,032	3,063,261

32 Subsidiary companies considered in the consolidated financial statements are:

Name of the company	% of holding	Country of incorporation	Financial year ends on
Amol Cryogenic Insulation (USA) Inc	100%	United States of America	31 December 2016
Amol Cryogenic Insulation Limited	100%	Dubai	31 March 2017

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Notes to consolidated financial statements for the year ended 31 March 2017

- 33 The details of subsidiaries in terms of general circular No. 2/2011 dated February 8, 2011 issued by Government of India, Ministry of Corporate Affairs, is as under:

Sr No	Particulars	Amount in Rupees	
		Foreign subsidiaries	
		Amol Cryogenic Insulation (USA) Inc	Amol Cryogenic Insulation Limited Inc
1	Share capital	(2,014,110)	(463,807)
2	Reserves and surplus	66,617,503	(15,922,459)
3	Total assets	16,380,454	22,353,924
4	Total liabilities	(80,983,847)	(5,967,658)
5	Details of investments	-	-
6	Turnover and other income	(34,171,183)	(4,565,912)
7	Profit / (Loss) before taxation	(7,281,420)	(249,408)
8	Provision for taxation*	-	-
9	Profit / (Loss) after taxation	(7,281,420)	(249,408)
10	Proposed dividend	-	-

* Net of excess/short provision for tax in respect of earlier years.

Exchange rate taken for conversion to reporting currency of Holding for the purpose of consolidation

Exchange rate for item no 1 to 5 (Closing) INR/USD 67.95 (Dec-2016) 64.84 (Mar-2017)

Exchange rate for item no 6 to 10 (Average) INR/USD 67.07 (Jan-Dec 2016) 65.585 (Apr-Mar 2017)

The audited financial statements of foreign subsidiaries have been prepared in accordance with the Generally Accepted Accounting Principle applicable in India. There are no material transactions from 1st January, 2017 to 31st March, 2017 in respect of subsidiary having financial year ended 31st December, 2016.

- 34 During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December, 30 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBN*	Other Denomination	Total
Closing cash in hand as on November 8, 2016	473,500	42,308	515,808
(+) Permitted receipts	-	494,920	494,920
(-) Permitted payments	-	292,782	292,782
(-) Amount deposited in Banks	473,500	35,000	508,500
Closing cash in hand as on December 30, 2016	-	209,446	209,446

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

- 35 Company has investment of Rs. 20,14,110/- in the equity shares of Amol Cryogenic Insulations (USA) Inc., 100% subsidiary (ACI). Over and above this investment, Company has given a loan of Rs. 3,78,96,097/- (Previous year Rs. 3,48,64,578/-) and also provided bank guarantee of Rs.

1,94,52,000/- (Previous year Rs. 1,32,66,000/-) for overdraft facility availed by ACI. ACI has incurred significant losses during the year and its networth has been completely eroded. As at December 31, 2016 it has negative net worth of Rs. 6,66,17,503/- (Previous year Rs. 5,58,07,091/-). Management, based on the orders on hand and on going negotiations for some contract has formed a view that ACI will make profit and it will turn around in coming years and would be able to pay loan and other trade liabilities. However, Management feels that the value of investment may not be recoverable and accordingly the dimunition in value of investment have been provided

- 36 The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For B.R. Shah & Associates

Firm Registration Number : 129053W

Chartered Accountants

Bhavik K. Shah

Partner

Membership Number 129674

Place : Ahmedabad

Date : May 30, 2017

For and on behalf of the board of directors of

Amol Dicalite Limited

Shreyas C. Sheth

[Chairman and Managing Director]

DIN : 00009350

Naishadh S. Desai

[CFO]

Place : Ahmedabad

Date : May 30, 2017

Reepal Bavishi

[Company Secretary]

AMOL DICALITE LIMITED

Registered Office / Corporate Office :

301, 'Akshay', 53, Shrimali Society, Navrangpura, Ahmedabad-380 009 (India)
Phone : +91-79-40246246, 26560458. Fax : +91-79-26569103. E-mail : info@amoldicalite.com
CIN : L14100GJ1979PLC003439. Website : www.amoldicalite.com

A MEMBER OF THE LALBHAI GROUP

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]

Name of the member(s):
Registered address:
E-mail Id:
Folio No/Client Id:
DP ID:

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him;
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him;
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on the 26th September, 2017 at 9.30 a.m. at Conference Hall, Ahmedabad Textile Mill's Owner's Association Hall, Ashram Road, Ahmedabad -380 009 and at any adjournment thereof in respect of such resolutions as are indicate below:

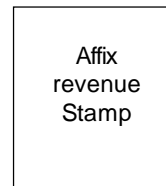
Resolution No.	Description	Optional*	
		For	Against
1	Ordinary Resolution for adoption of Audited Standalone and Consolidated Financial Statements and report thereon for the year ended 31st March, 2017.		
2	Ordinary Resolution for declaration of dividend @25% per share on fully paid up Equity Shares of Rs.10/- each for the year ended on March, 31, 2017.		
3	Ordinary Resolution for re-appointment of Mrs. Priti S. Sheth as a Director of the Company, who retires by rotation.		

Special Business			
4	Ordinary Resolution for ratification of appointment of M/s. B.R. Shah & Associates, Chartered Accountants as Statutory Auditor of the Company for the financial year 2017-18 and to fix their remuneration.		
5	Special Resolution for appointment of Mr. Shreyas Sheth as Managing Director of the Company for a term of 3 years w.e.f. 1st July, 2017 to 30th June, 2020.		

Signed this _____ day of _____ 2017

Signature of Shareholder _____

Signature of Proxy holders(s) _____



Note:

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 38th Annual General Meeting.
- *3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting

DP ID: _____

Folio No.: _____

Client ID: _____

No. of Shares held: _____

Name and Address of the Shareholder (In Block Letters)

I hereby record my presence at the 38th Annual General Meeting of the Company held on Tuesday, 26th September, 2017 at 9.30 a.m. at Conference Hall, Ahmedabad Textile Mill Owners' Association, Ashram Road, Ahmedabad – 380 009.

Member's / Proxy's Signature: _____

BOOK-POST

if undelivered please return to :

Sharepro Services (India) Pvt. Ltd.

UNIT : Amol Dicalite Ltd

416-420, 4th Floor, Devnandan Mall, Opp. Sanyash Ashram,
Nr. M. J. Library, Ashram Road, Ellisbridge, AHMEDABAD-380 006.