

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the Members of the Company will be held on Monday, the 28th day of September, 2015 at 1.30 p.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, 2015 including audited Balance Sheet as at 31st March, 2015 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 Mr. Darshan B. Sheth (holding DIN 00133960), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint M/s. B. R. Shah & Associates, Chartered Accountants, Ahmedabad as Statutory Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT Mrs. Priti S. Sheth (DIN 02409190), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 10th February, 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a member alongwith requisite deposit under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including a committee thereof) be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

Registered Office:

301, 'Akshay',
53, Shrimali Society,
Navrangpura, Ahmedabad-380 009
T +91 79 40246246 F +91 79 26569103
E info@amoldicalite.com
Website : www.amoldicalite.com
CIN : L14100GJ1979PLC003439.

By Order of the Board
Shreyas C. Sheth
Chairman & Managing Director
(DIN: 00009350)

Date: August 13, 2015

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.**

AMOL DICALITE LIMITED

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 Saturday, 19th September, 2015 to Monday, 28th September, 2015 (both days inclusive) for the purpose of ascertaining the validity of transfer deeds and the Annual General Meeting of the Company.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
8. Payment of dividend as recommended by the Directors, if approved at the Annual General Meeting, will be made payable on or after 28th September, 2015.
9. The Companies Act, 2013 provides nomination facility to the members. As a member of the Company, you have an option to nominate any person as your nominee to whom your shares shall vest in the unfortunate event of your death. It is advisable to avail of this facility especially by the members who currently hold shares in their single name. Nomination can avoid the process of acquiring right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialized form, the nomination form needs to be forwarded to your Depository Participant.
10. Members seeking any information or clarification on the accounts are requested to send written requests to the Company, at least 7 days before the date of the meeting to enable the management to keep the required information available at the meeting.
11. Relevant documents referred to in the accompanying Notice and statements 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.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in their address or demise of any member as soon as possible.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
14. 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.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Sharepro Services (India)

ANNUAL REPORT

Private Limited, Share Transfer Agent for consolidation into a single folio.

16. 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. 21st September, 2015.
17. In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, and Clause 35B of the Listing Agreement, the Company is pleased to provide the e-voting facility through National Securities Depository Limited (NSDL) to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. 21st September, 2015, 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 in terms of Rule 20 (4) (xi) of the said Rules 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 information and other instructions regarding Remote e-voting are detailed in Separate sheet.

18. 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.
19. 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.
20. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the AGM make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person so authorised by him in writing, who shall countersign the same.
21. The results shall be declared forthwith by the Chairman of the meeting or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL and shall also be immediately forwarded to the Ahmedbad Stock Exchange Limited.
22. 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.
23. Particulars of the Director seeking appointment /reappointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Listing Agreement :

Name, Age & Qualification of the Director	Brief Resume and expertise of Directors	Name of companies in which the persons holds directorship and the membership of Committees of the Board
Mr. Darshan B. Sheth (Age : 54 years) Diploma in Business Management	He has rich experience of 30 years in the field of manufacturing and sale of chemicals. He has experience of more than 15 years in the field of trading in derivatives, investments in shares and stock market operations. He holds 8460 (1.18%) Equity Shares of the Company.	1. Alchemie Private Limited 2. Panorama Shares & Stock Brokers Limited 3. A.P. Sheth Investments Pvt. Ltd., 4. B.P. Sheth Investments Pvt. Ltd. 5. D.B. Sheth Investments Pvt. Ltd. 6. Paramount credits Limited He is not a Chairman/member of any committee of the Board.

AMOL DICALITE LIMITED

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

Item No. 5

The Board of Directors at their meeting held on 10th February, 2015 appointed Mrs. Priti S. Sheth (DIN 02409190) as an Additional Director of the Company. Mrs. Priti S. Sheth holds office upto the date of the forthcoming Annual General Meeting.

Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a member proposing her candidature for the office of Director. A brief profile of Mrs. Priti S. Sheth is given herein for the information of the shareholders.

Mrs. Priti S. Sheth aged 55 years has graduated in 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 is on the board of various companies since long time.

The names of the companies in which she holds other Directorship are as under:

Corporate Identification Number	Name of the Company
U65910GJ1982PTC005323	Aprir Investments Pvt. Ltd.
U65910GJ1982PTC005345	Akin Investments Pvt. Ltd.
U65910GJ1982PTC005339	Adios Investments Pvt. Ltd.
U65910GJ1982PTC005335	Aster Investments Pvt. Ltd.
U65910GJ1981PTC004529	Abdhi Investments Pvt. Ltd.
U65910GJ1981PTC004528	Aloha Investments Pvt. Ltd.
U65910GJ1981PTC004527	Arbor Investments Pvt. Ltd.
U65910GJ1981PTC004530	Acorn Investments Pvt. Ltd.

She holds 1350 equity shares of the Company.

The Board recommends the Resolution set out at Item No. 5 in this Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives except Mrs. Priti S. Sheth herself, Mr. Shreyas C. Sheth, Chairman and Managing Director who is a relative of Mrs. Priti S. Sheth and Key Managerial Personnel is interested or concerned in the proposed resolution.

Item No. 6

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Indian Companies Act, 1956. The Articles of Association were amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting.

The Board recommends the Special Resolution set out at Item no. 6 for the approval of Members.

None of the Directors or Key Managerial Personnel and the relatives of Directors or Key Managerial Personnel, are concerned or interested in the proposed Resolution.

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By Order of the Board

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