

ANNUAL REPORT

NOTICE

Notice is hereby given that the 37th Annual General Meeting of the Members of the Company will be held on Thursday, the 29th day of September, 2016 at 2.30 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, 2016 including audited Balance Sheet as at 31st March, 2016 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. Sanjay S. Lalbhai (holding DIN 00008329), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint M/s. B. R. Shah & Associates, Chartered Accountants (Firm Registration Number: 129053W) as statutory auditors of the Company for a term of five years to hold office from the conclusion of 37th Annual General Meeting until the conclusion of 42nd Annual General Meeting to be held in the calendar year 2021 (subject to ratification of their appointment at every AGM) and fixed their remuneration.

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: July 29, 2016

AMOL DICALITE LIMITED

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 Monday, 26th September, 2016 to Thursday, 29th September, 2016 (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. 22nd September, 2016.
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. 22nd September, 2016 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 Ahmedabad Stock Exchange Limited and The Calcutta Stock Exchange Limited.

12. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 26th September, 2016 (9.00 a.m.) and ends on 28th September,

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2016 (5.00 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 22nd September, 2016 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) • 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. • 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 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.

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- (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
Mr. Sanjay S. Lalbhai (DIN: 00008329) Date of Birth: 10th April, 1954 Date of Appointment: 29th March, 1982 B.Sc. , MMS	He has been associated as a Director of the Company for more than three decades. He has expertise in Business Strategy, Product Development & Branding, Operations and General Management. He holds 6000 (0.83%) Equity Shares of the Company.	1. Amol Dicalite Ltd. 2. Arvind Ltd. 3. Arvind Lifestyle Brands Ltd. 4. Adani Ports & Special Economic Zone Ltd. 5. Arvind Brands and Retail Ltd. 6. Arvind Infrastructure Ltd. 7. Arvind Retail Ltd. He is a member of Stakeholder Relationship Committee of Arvind Ltd. He is a Chairman of Stakeholder Relationship Committee of Arvind Infrastructure Ltd.

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 Chairman & Managing Director
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