



**2006-2007
Annual Report**



AMAL LIMITED

Atul 396 020, Gujarat, India
www.amal.co.in



A MEMBER OF LALBHAI GROUP



AMAL LIMITED

BOARD OF DIRECTORS

Dr Rana Vishnoi - Chairman

Mr Mriganka S Dutta

Mr Ghanshyam R Parekh

CHIEF OPERATING OFFICER

Dr Naresh K Chourishi

COMPANY SECRETARY

Mr Dharmesh N Thaker

AUDITORS

V R Parekh & Co.
Chartered Accountants

COST AUDITOR

H R Kapadia
Cost Accountant

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REGISTERED OFFICE

310B, Veer Savarkar Marg (Caddel Road)
Opp India United Mills (Dye Works),
Near Prabhadevi Telephone Exchange,
Dadar (West)
Mumbai 400 028, Maharashtra
Phone No.: (022) 39876000
Fax: (022) 24376061, 24386065

HEAD OFFICE

Atul 396 020, Dist. Valsad, Gujarat
Phone No.: (91-2632) 233663, 234330
Fax: (91-2632) 233402

WORKS

- (i) 136/137, GIDC Industrial Area
Ankleshwar 393 002, Gujarat
Phone No.: (91-2646) 251066,
251271
- (ii) Atul 396 020, Dist. Valsad,
Gujarat
Phone No.: (91-2632) 233227

AMAL LIMITED**NOTICE**

NOTICE is hereby given that the Thirty-Third Annual General Meeting of the Members of Amal Limited will be held at Kilachand Conference Room, 2nd Floor, LNM - IMC Building, IMC Marg, Opp. Churchgate Railway Station, Churchgate, Mumbai 400 020, on Thursday, September 27, 2007 at 4:00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2007 and Profit and Loss Account for the year ended on that date and report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr Ghanshyam R Parekh, who retires by rotation and being eligible offers himself for reappointment.
3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s V R Parekh & Co., Chartered Accountants, Valsad be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company, on a remuneration of Rs 20,000/- (Rupees Twenty Thousand Only) plus applicable service tax and the reimbursement of expenses incurred by them for attending to the audit work of the Company."

By Order of the Board
For Amal Limited

Dharmesh N. Thaker
Company Secretary

Registered Office:
310-B, Veer Savarkar Marg (Caddel Road),
Opp India United Mills (Dye Works),
Near Prabhadevi Telephone Exchange,
Dadar (West)
Mumbai 400 028

June 29, 2007

Notes:

1. Printed copies of Balance Sheet, Profit and Loss Account, the Directors Report, the Auditors Report and every other document required by law to be annexed or attached to the Balance Sheet for the financial year ended March 31, 2007 are enclosed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The Register of members and share transfer books of the Company will remain closed from Monday, September 24, 2007 to Thursday, September 27, 2007 (both days inclusive).
4. Members desirous of any information about the accounts and operations of the Company are requested to write to the Company at least 10 days before the date of the meeting so that the required information can be made available at the meeting.
5. Members/Proxies are requested to bring the enclosed attendance slip with them duly filled in for attending the meeting.
6. Reappointment of Director: At the ensuing Annual General Meeting, Mr Ghanshyam R Parekh retires by rotation and being eligible offers himself for reappointment. The information or details to be provided for the aforesaid Director under the Code of Corporate Governance are as under:

Mr Parekh is an Associate member of the Institute of Chartered Accountants of India and also an Associate member of the Institute of Company Secretaries of India. He carries with him wide knowledge and about 28 years of experience in the field of Finance, Internal Audit, Secretarial and general management. He is on the Board of Atul Infotech Private Limited. He is not holding any equity shares of the Company.



DIRECTORS' REPORT

Your Directors present the Thirty Third Annual Report and Audited accounts for the year ended March 31, 2007.

(Rs in thousands)

1. Financial Results	2006-07	2005-06
Profit/(Loss)		
before taxation	(17584.62)	(36923.34)
Add/(Less) Deferred		
tax/Provision for tax	(101.67)	(355.94)
Profit/(Loss)		
after taxation	(17686.29)	(37279.28)
Interest Waiver		
Received	4367.06	30609.72
Loss After Tax	(13319.23)	(6669.56)
Brought forward	(529230.16)	(522560.60)
Disposable surplus	(542549.39)	(529230.16)
/(Deficit)		
Appropriation		
Balance carried		
forward	(542549.39)	(529230.16)
	(542549.39)	(529230.16)

2. Dividend

As the Company has made a net loss after tax for the year, your directors regret their inability to recommend any dividend.

3. Operations

3.1 Production

Manufacturing Plants of Ankleshwar & Atul Sites are not operated since February 2004 except Sulphuric Acid/Oleum plant, for which your

Company has undertaken job work activity. Plants are not operated due to economic unviability on account of irrational competition from domestic and international market, high operating cost, labour problems and revised pollution control norms by Gujarat Pollution Control Board (GPCB).

3.2 Sales / Income

Since the operations of both the plants are stopped, total income of Rs15834.65 thousands (previous year Rs17400.69 thousands) consists of Sales of Traded products and other income.

3.3 Profitability

The Company has incurred total losses of Rs 13319.23 thousands (previous year Rs6669.56 thousands).

3.4 Waiver from Bankers/Financial Institutions through One-Time Settlement Scheme

The Company has caused to be settled the outstanding dues of Bankers and Financial Institutions through the One Time Settlement (OTS) route. Consequent to the payment of OTS amount, the Company has got the waiver of interest and other charges of Rs43.67 lacs (Previous year Rs306.10 lacs) from the full & final payment. The said interest waiver has been booked as income in the Profit & Loss Account. Regarding the waiver of principal amount of Rs64.94 lacs (Previous year Rs641.78 lacs), the said amount has been transferred to Capital Reserve account.

4. Finance

Due to huge losses suffered by the Company, your Company has caused to be settled the entire dues of all Bankers and Financial Institutions through One Time Settlement Scheme.

AMAL LIMITED**5. Status regarding BIFR**

The Company has filed the reference under Section 15(1) of the Sick Industrial Companies (Special Provisions) Act, 1985 before the Board of Industrial and Financial Reconstruction (BIFR), New Delhi. The said reference was registered by BIFR w.e.f. September 9, 2005. The Company was declared Sick by BIFR w.e.f. July 20, 2006.

6. Directors

Mr Ghanshyam R Parekh, Director of the Company is retiring by rotation at the ensuing Annual General Meeting. Mr Ghanshyam R Parekh, being eligible, offers himself for reappointment.

7. Ecology & Safety

The Company is taking necessary steps for safe disposal of effluent generated from the Sulphuric Acid Plant, which is running at present. Although Dye Intermediates Plants are not functioning, steps are taken, to protect any water contamination problems during monsoon.

8. Insurance

The Company's assets as well as its liability to employees are adequately covered by proper insurance based on risk assessment. The Company has taken public liability insurance policy and has also contributed to the environmental relief fund as per the statutory requirement.

9. Employees

All the workmen and management staff at Ankleshwar & Atul plants were relieved. Company is having a few officers at its Head Office for day-to-day work of the Company. There are no employees of the Company falling under the provisions of Section 217(2A) of the Companies Act, 1956

10. Corporate Governance

A report on Corporate Governance along with a Report from the Auditors of the Company regarding compliance of the conditions of Corporate Governance pursuant to Clause 49 of the Listing Agreement is annexed.

11. Conservation of Energy, Research & Development, Technology Absorption and Foreign Exchange Earnings and Outgo.

Information required under 217(1) (e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 as amended from time to time, forms part of this Report. However, as per the provisions of Section 219(1)(b)(iv), the report and accounts are being sent to all the shareholders of the Company excluding the information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo. Any shareholder interested in obtaining such information/particulars may inspect the same at the Registered Office of the Company or write to the Company Secretary for a copy.

12. Auditor and Auditor's Report

M/s V R Parekh & Co., the Auditors of the Company, will retire at the conclusion of the ensuing Annual General Meeting. They have given their consent to continue to act as Auditors of the Company for the current year, if appointed. The members are requested to re-appoint them and fix their remuneration.

The relevant notes forming part of the accounts are self-explanatory and give full information and explanation in respect of the observations made by the Auditors in their report.

13. Responsibility Statement

Pursuant to Section 217 (2AA) of the Companies Act, 1956 the directors confirm that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- (ii) Such accounting policies have been selected and applied consistently and such judgments and estimates have been made as are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2007 and of the loss of the Company for the year ended on that date.



(iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and

(iv) Since the Company has suspended its operations for quite a long time, it has also relieved all its employees of Ankleshwar and Atul Plants. In such circumstances, it could not be considered as a going concern. However, all potential losses and expenses have been booked during the year.

14. Acknowledgement

The Directors acknowledge the co-operation and support given by the shareholders, the Company's bankers, financial institutions and various government authorities during the year. The Directors sincerely appreciate the contribution made by the employees at all levels.

For and on behalf of the Board of Directors

Rana Vishnoi
Chairman

Atul
June 29, 2007

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ANAL LIMITED**Management Discussion and Analysis****Business at a Glance**

Manufacturing Plants of Ankleshwar & Atul Sites are not operated since February 2004 except Sulphuric Acid/Oleum plant, for which your Company has undertaken job work activity. Plants are not operated due to economic unviability on account of irrational competition from domestic and international market, high operating cost, labour problems and revised pollution control norms by Gujarat Pollution Control Board (GPCB).

Since the operations of both the plants are stopped, total income of Rs15834.65 thousands (previous year Rs17400.69 thousands) consists of sale of traded products and other income.

The Company has incurred a loss of Rs13319.23 thousands (previous year Rs6669.56 thousands). In view of the complete erosion of the net worth, reference to the Board of Industrial and Financial Reconstruction (BIFR), New Delhi, has already been made which was registered by BIFR w.e.f. September 9, 2005. The Company was declared Sick by BIFR w.e.f. July 20, 2006.

All the workmen and management staff at Ankleshwar & Atul plants are relieved. Company is having a few officers at its Head Office for day-to-day work of the Company.

The Company has caused to be settled the outstanding dues of Bankers and Financial Institutions through the One Time Settlement (OTS) route. Consequent to the payment of OTS amount, the Company has got the waiver of interest and other charges of Rs.4367.06 thousands (Previous year Rs.30609.72 thousands) from the full & final payment. The said interest waiver has been booked as income in the Profit & Loss Account. Regarding the waiver of principal amount of Rs.6493.80 thousands (Previous year Rs.64177.80 thousands), the said amount has been transferred to Capital Reserve account.

We have prepared a management discussion and analysis for different product group under each segment as follows:

1. H-acid**a. Industry Structure and Developments**

During the year under review, there were no manufacturing operations. Plant is not operated due to economic unviability on account of irrational competition from domestic and international market, high operating cost, labour problems and revised pollution control norms by Gujarat Pollution Control Board (GPCB).

b. Financial Performance

There were no manufacturing operations during the year, hence no income was generated from sales of manufactured products. Impairment of all the plant assets was booked in the year 2004-05.

c. Opportunity, Threats and Outlook

Although H-acid prices have improved significantly in the market place, we are not in a position to re-start the plant mainly due to very high re-start cost and other labour and pollution related problems.

2. Dye Intermediates at Ankleshwar Plant:**a. Industry Structure and Developments**

The present capacity of the dye intermediates plant of the Company is 1000 MT per annum. The Company was manufacturing a wide range of dye intermediates at its Ankleshwar Plant, which mainly consists of N P J acid, C acid, Sulfo J acid, Sulfo C acid, Epsilon & Violet acid. The products at Ankleshwar are of high contribution products in general but the volumes are small and unpredictable. We have stopped the production of dye intermediates due to high fixed cost, particularly the manpower cost.

b. Financial Performance

There were no manufacturing operations during the year, hence no income was generated from sales of manufactured products. Impairment



of all the plant assets was booked in the year 2004-05.

c. Opportunity, Threats and Outlook

Due to continuous unviable condition, the Company's Ankleshwar site remained closed during the year.

2. Bulk Chemicals:

a. Industry Structure and Developments

The sulphuric/oleum capacities are higher than the demand existing in the market and hence the price realization will be under pressure. The continuous increase in prices of raw materials namely; Sulphur, has pushed up the cost of manufacturing, which is the major concern.

b. Financial Performance

There were no manufacturing operations during the year by the Company, hence no income was generated from sales of manufactured products. All the plant assets were impaired in the year 2004-05. The Company has entered into a job-work agreement for use of equipments of Sulphuric/Oleum plant.

c. Opportunity, Threats and Outlook

The Sulphuric/Oleum plant is situated at Ankleshwar site. The yield and efficiency of the plant is one of the best in the industry. The Company is doing job work for entire production for Atul Ltd. Copper and Zinc metal producers who get Sulphuric acid as a bye-product are major threat for the business.

4. Internal Control System and their adequacy

The Company has developed over the years and put in place a reasonable internal control system for safeguarding the assets of the Company to prevent and detect fraud of any other irregularity. The internal auditor, as a part of their audit program, reviews and assesses the adequacy of the internal control system periodically as well as checks for compliance with the laid down policy and procedures.

5. Human Resources / Industrial Relations

All the workmen and management staff at Ankleshwar & Atul plants were relieved. Company is having a few officers at its Head Office for day-to-day work of the Company.

AMAL LIMITED**REPORT ON CORPORATE GOVERNANCE****1) A brief statement on Company's Philosophy on code of governance:**

The Company's policy on code of governance is the maximization of wealth of its shareholders and a fair shares to lenders, creditors and customers and of course its employees. The Company believes that the corporate governance is all about establishing a discipline in management of Company to make a full disclosure of material facts and total transparency subject to the adverse impact on the Company of the transparency.

2) Board of Directors:

Composition and category of Directors at the end of the year-

Promoters	0
Executive	0
Non-executive	3
Nominees	0

(i) Attendance of each Director at the Board of Directors' Meetings and the last Annual General Meeting:

Sr. No.	Name of Director	Board Meeting 2006-07		Annual General Meeting on Dt.26.09.2006
		Total	Attended	
1.	Dr. Rana Vishnoi	5	4	Present
2.	Mr. Mriganka S Dutta	5	3	Present
3.	Mr. Ghanshyam R Parekh	5	5	Present

(ii) Number of other Board of Directors or Board Committees he is a member or Chairperson of:

Sr. No.	Name of Director	Category	Number of other Directorship held*	Number of other membership / Chair manship on the Committees of the Board
1.	Dr. Rana Vishnoi	I.N.E.D	3	----
2.	Mr. Mriganka S Dutta	I.N.E.D	3	----
3.	Mr. Ghanshyam R Parekh	I.N.E.D	1	----

I.N.E.D – Independent Non Executive Director

* This includes directorships in both public limited as well as private limited companies.

(iii) Number of Board of Directors meetings held, dates on which held:

Five Board of Directors meetings held on

- | | |
|----------------|----------------|
| (1) 26.05.2006 | (4) 31.10.2006 |
| (2) 29.06.2006 | (5) 31.01.2007 |
| (3) 31.07.2006 | |

(iv) Code of Conduct:

At the Board Meeting held on June 29, 2006 the Board of Directors had approved the Code of Conduct applicable to Directors and Senior Management personnel. All the Board Members and Senior Management Personnel have affirmed their compliance with the Code of Conduct. A declaration to this effect signed by the Manager of the Company forms part of this report.



3) **Audit Committee:**

(A) Following are the powers of the Audit Committee :

- (i) to investigate any activity within its terms of reference.
- (ii) to seek information from any employee.
- (iii) to obtain outside legal or other professional advice.
- (iv) to secure attendance of outsiders with relevant expertise, if it considers necessary.

(B) Following are the roles of the Audit Committee :

- (i) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (ii) Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- (iii) Reviewing with the management the annual financial statements before submission to the board, focusing primarily on;
 - a) Any changes in accounting policies and practices
 - b) Major accounting entries based on exercise of judgement by management.
 - c) Qualifications in draft audit report.
 - d) Significant adjustments arising out of audit.
 - e) The going concern assumption.
 - f) Compliance with accounting standards.
 - g) Compliance with stock exchange and legal requirements concerning financial statements.
 - h) Any related party transactions i.e., transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large
- (iv) Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- (v) Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- (vi) Discussion with internal auditors any significant findings and follow up thereon.
- (vii) 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.
- (viii) Discussions with external auditors before the audit commences, nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- (ix) Reviewing the Company's financial and risk management policies.
- (x) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- (xi) To ensure the control of internal control systems.
- (xii) To discuss with the auditors periodically about internal control systems, the scope of audit including the observations of the auditors and review the half-yearly and annual financial statements before submission to the Board.
- (xiii) The Audit Committee shall have authority to investigate into any matter in relation to the items specified in this section or referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and external professional advice, if necessary.

(C) Composition, name of members and Chairperson:

Chairperson : Dr. Rana Vishnoi
 Other Members : Mr. Ghanshyam R Parekh and Mr. Mriganka S Dutta.