



The logo of Amal Ltd portrays a *diya* whose constituents are an earthen pot, *ghee*, a wick and a flame. Our actions (symbolised by the *ghee*) will remain within the boundary of ethics (symbolised by the earthen pot) and we will through hard work (symbolised by the wick) achieve our purpose (symbolised by the flame).

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Patience and perseverance have a magical effect before which difficulties disappear and obstacles vanish.
- John Adams

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Forward looking statements

In this Annual Report, we have shared information and made forward looking statements to enable investors to know our product portfolio, business logic and direction and thereby comprehend our prospects. Such and other statements – written and oral - that we may periodically make are based on our assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'believe', 'estimate', 'intend', 'plan', 'project' or words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realised although we believe we have been prudent in our assumptions. The actual results may be affected because of uncertainties, risks and even inaccurate assumptions. If uncertainties or known or unknown risks materialise or if underlying assumptions prove inaccurate, actual results can vary materially from those anticipated, believed, estimated, intended, planned or projected. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

Corporate profile



Amal Ltd is engaged in manufacturing and marketing bulk chemicals such as Sulphuric Acid and Oleum and their downstream products such as Sulphur Dioxide and Sulphur Trioxide. The plant is located in Ankleshwar, Gujarat, India.

Promoted by Piramal Group in 1974-75, the controlling interest was sold to Atul Ltd of Lalbhai Group in 1985-86.

Directors' Report

Dear Members,

The Board of Directors (Board) presents the Annual Report of Amal Ltd together with the audited statement of accounts for the year ended March 31, 2015.

01. Financial results

(₹ in 000)

	2014-15	2013-14
Revenue from operations	1,88,227	1,62,437
Other income	2,128	2,104
Total revenue	1,90,355	1,64,541
Profit (Loss) from operations before tax and exceptional items	(6,271)	4,284
Exceptional items: income (expense)	503	24,884
Profit for the year after exceptional items	(5,768)	29,168
Tax adjustments	-	-
Profit after tax	(5,768)	29,168
Balance brought forward	(4,28,421)	(4,57,589)
Balance carried forward	(4,34,189)	(4,28,421)

02. Financial performance

During 2014-15, net sales increased by 16% from ₹ 1,624 lacs to ₹ 1,882 lacs. The Company reported a loss of ₹ 63 lacs in 2014-15 against a profit of ₹ 43 lacs in 2013-14 from operations.

03. Dividend

The Board regrets its inability to recommend dividends due to carried forward losses.

04. BIFR status

Revised Draft Rehabilitation Scheme (DRS) submitted by the Company through IDBI Bank Ltd (Operating Agency) to the Board for Industrial and Financial Reconstruction (BIFR) was sanctioned by it as Modified Sanctioned Scheme (MS-13) on July 01, 2013. The Company has initiated actions as per MS-13.

The Board has approved the proposed merger of the Company with Atul Ltd. A share swap ratio of 1 Equity share of face value of ₹ 10 each fully paid up of Atul Ltd for every 50 Equity shares of the face value of ₹ 10 each fully paid up of Amal Ltd has been approved at its meeting held

on December 05, 2014 subject to BIFR and other statutory approvals.

The appointed date of the proposed Scheme is April 01, 2014. The Company is in the process of submitting the Modified Draft Rehabilitation Scheme (MDRS) covering the proposed merger to the BIFR through the Operating Agency for obtaining their approval. Upon approval of the Scheme by the BIFR, effect of the Scheme will be given in the books of account.

05. Conservation of energy, technology absorption, foreign exchange earnings and outgo

This is given at page number 7.

06. Insurance

The Company has taken adequate insurance to cover the risks to its people, plant and machineries, buildings and other assets, profits and third parties.

07. Risk Management

The Management at various levels takes accountability for risk identification, appropriateness of risk analysis, and timeliness as well as adequacy of risk



mitigation decisions at both individual and aggregate levels. It is also responsible for the implementation, tracking and reporting of defined mitigation plans, including periodic reporting to the Audit Committee and the Board.

08. Fixed deposits

During 2014-15 the Company did not accept any fixed deposits.

09. Related Party Transactions

Particulars of contracts or arrangements with related parties are given in the Notes to Accounts at page number 70.

10. Extract of Annual Return

This is given on page number 7.

11. Auditors

Haribhakti & Co LLP, the Statutory Auditors of the Company, will retire at the conclusion of the ensuing Annual General Meeting (AGM). They have given their consent to continue to act as the Auditors for 2015-16, if reappointed.

The relevant notes forming a 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.

The Shareholders appointed R Nanabhoy & Co. as the Cost Auditors for 2015-16 on August 01, 2014.

The Board appointed Nilesh A Pradhan & Co, Practising Company Secretary as the Secretarial Auditor for 2014-15 on April 25, 2014 and his report is given at page number 12.

12. Directors' responsibility statement

Pursuant to Section 134 (5) of the Companies Act, 2013, the Directors confirm this to the best of their knowledge and belief:

12.1 The applicable Accounting Standards were followed along with proper explanations relating to material departures in the preparation of the annual accounts.

12.2 The Accounting Policies were selected and applied consistently and judgments and

estimates were made that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.

12.3 Proper and sufficient care was taken for the 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 fraud and other irregularities.

12.4 The attached annual accounts for the year ended March 31, 2015 were prepared on a going concern basis as the Company has restarted its manufacturing operations at Ankleshwar and intends to expand and diversify its operations as per the proposal submitted to the BIFR. The Company is in the process of putting up the MDRS covering the proposed merger with Atul Ltd.

13. Directors

13.1 Appointments | Reappointments | Cessations

13.1.1 Subject to the approval of the Members in the AGM:

i) Ms S Mahalakshmi was appointed by the Board as an Independent Director, effective August 05, 2014.

ii) Mr T T P Shaheel was appointed by the Board as the Managing Director effective October 18, 2014 and he has resigned on July 11, 2015.

iii) Mr P N Ogale was appointed by the Board as the Managing Director effective July 12, 2015.

13.1.2 According to Article 134 of the Articles of Association of the Company, Mr T R Gopi Kannan retires by rotation and being eligible, offers himself for reappointment at the forthcoming AGM scheduled on September 25, 2015.

13.1.3 During 2014-15 Mr V Koppaka resigned as the Managing Director effective October 18, 2014 and Mr N C Singhal resigned effective February 01, 2015. The Board

	placed on record appreciation of their services.				i) Its Committees namely Audit, Nomination and Remuneration, Stakeholders Relationship
13.2	Policies on appointment and remuneration				ii) The Independent Directors
13.2.1	Appointment				The templates for the above purpose were circulated in advance for feedback of the Directors. In addition, the Chairman also held discussions with the Directors individually.
	While recommending appointment of the Directors, the Nomination and Remuneration Committee considers the following factors:				
	i) Qualification: well educated and experienced in senior leadership positions in industry profession	14.			Key Managerial Personnel and other employees
	ii) Traits: positive attributes and qualities	14.1			Appointments and cessations of the Key Managerial Personnel
	iii) Independence: criteria prescribed in Section 149 (6) of the Companies Act, 2013 for the Independent Directors, including no pecuniary interest and conflict of interest	14.1.1			Mr V Koppaka ceased to be the Managing Director effective October 18, 2014 and Mr T T P Shaheel was appointed as the Managing Director effective October 18, 2014 up to July 11, 2015.
13.2.2	Remuneration of the Non-executive Directors	14.1.2			Mr P N Ogale was appointed as the Managing Director effective July 12, 2015.
	Sitting fees of ₹ 20,000 for attending meeting of the Board and ₹ 10,000 for attending any meeting of the Committees thereof.	14.1.3			Mr S R Kalra was appointed as the Chief Financial Officer effective October 16, 2014.
13.3	Criteria and method of annual evaluation	14.1.4			Mr A N Chhajer ceased to be the Company Secretary effective February 05, 2015.
13.3.1	The criteria for evaluation of performance of a) the Non-independent Directors (Non-executive) b) the Independent Directors c) the Chairman d) the Committees of the Board e) the Board as a whole are summarised in the table at the end of the Directors' Report at page number 5.	14.2			Remuneration
					The Remuneration Policy of the Key Managerial Personnel and other employees is as under:
13.3.2	The Independent Directors have carried out annual:	14.2.1			Components
	i) Review of performance of the Non-independent Directors – Non-executive			i)	Fixed pay
	ii) Review of performance of the Chairperson			a)	Basic salary
	iii) Assessment of quality, quantity and timeliness of the flow of information to the Board			b)	Allowances
	iv) Review of performance of the Board as a whole			c)	Perquisites
				d)	Retirals
				e)	Reimbursements
13.3.3	The Board has carried out annual evaluation of performance of:			ii)	Variable pay
		14.2.2			Factors for determining and changing fixed pay
				i)	Existing compensation
				ii)	Education
				iii)	Experience
				iv)	Salary bands



- v) Performance
- vi) Market benchmark

14.2.3 Factors for determining and changing variable pay

- i) Company performance
- ii) Individual performance
- iii) Grade

15. Analysis of remuneration

A table containing information in accordance with the provisions of Sections 134 (3)(q) and 197 (12) read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given at page number 18.

The Company is not required to disclose the information required pursuant to Sections 134 (3)(q) and 197 (12) of the Act read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time as there were no employee during 2014-15 drawing remuneration exceeding the limit specified there under.

16. Management Discussion and Analysis

Management Discussion and Analysis Report covering performance, is given at page number 20.

17. Corporate Governance

17.1 Statement of declaration given by the Independent Directors

The Independent Directors have given declarations under Section 149 (6) of the Companies Act, 2013.

17.2 Report

The Corporate Governance Report along with the certificate from the Statutory Auditors regarding compliance of the conditions of Corporate Governance pursuant to Clause 49 of the Listing Agreements is given at page number 36. Details about the number of meetings of the Board held during 2014-15 are given at page number 23. The composition of the Audit Committee is given at page number 27. All the recommendations given by the Audit Committee were accepted by the Board.

18. Safety, health and environment

The Company accords high priority to safety, health and environment. It has its own effluent treatment plant at Ankleshwar designed to fully comply with the norms stipulated by the Gujarat Pollution Control Board. The treated water is discharged into common effluent discharge pipeline of Narmada Clean Tech Ltd.

19. Acknowledgements

The Board expresses its sincere thanks to all the customers, employees, investors, lenders, suppliers, regulatory and Government authorities and the Stock Exchanges for their support.

For and on behalf of the
Board of Directors

Mumbai
July 11, 2015

S S Lalbhai
Chairman

Table

Evaluation of	Evaluation by	Criteria
Non-independent Director (Executive)	Independent Directors	Transparency, Leadership (business and people), Governance and Communication
Non-independent Director (Non-executive)	Independent Directors	Preparedness, Participation, Value addition, Governance and Communication
Independent Director	All other Board Members	Preparedness, Participation, Value addition, Governance and Communication
Chairman	Independent Directors	Meeting dynamics, Leadership (business and people), Governance and Communication
Committees	Board Members	Composition, Process and Dynamics
Board as a whole	Independent Directors	Composition, Process and Dynamics

Annexure to the Directors' Report

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1. Conservation of energy, technology absorption and foreign exchange earnings and outgo

Information required under Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 form part of this Report. However, as per the provisions of Section 136 of Companies Act 2013, the Report and Accounts are being sent to all the Members excluding the information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo. Any Member interested in obtaining such particulars may inspect the same at the registered office of the Company or write to the Chief Financial Officer or the Company Secretary for a copy.

2. Subsidiary, associate and joint venture companies

The Company does not have subsidiary, associate and joint venture companies.

3. Corporate Social Responsibility

This is not applicable in case of the Company.

4. Extract of the Annual Return in Form number MGT-9

Form number MGT – 9

Extract of the Annual Return as on March 31, 2015

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

4.1 Registration and other details

- » CIN: L24100MH1974PLC017594
- » Registration date: July 04, 1974
- » Name of the company: Amal Ltd
- » Category | Sub-category of the company: Company limited by shares
- » Address of the registered office and contact details:
Atul House, 310-B, Veer Savarkar Marg, Mumbai 400028, Maharashtra, India
- » Whether listed company: Yes, listed on the Bombay Stock Exchange and Ahmedabad Stock Exchange
- » Name, address and contact details of the Registrar and Transfer Agent: Link Intime India Pvt Ltd, C-13, Pannalal Silk Mill Compound, L B S Marg, Bhandup (West), Mumbai 400078, Maharashtra, India, Telephone: (+91 22) 25946970

4.2 Principal business activities of the Company

All the business activities contributing 10% or more of the total revenue of the Company shall be stated

No.	Name and description of main products services	National Industrial Classification code of the product service	% to total revenue of the Company
1	Basic chemicals	201	100%

4.3 Particulars of holding, subsidiary and associate companies

Nil

4.4 Shareholding pattern (Equity share capital breakup as percentage of total Equity)

4.4.1 Category-wise Shareholding

Category code	Category of the Shareholders	Number of shares held at the beginning of the year (as at April 01, 2014)				Number of shares held at the end of the year (as at March 31, 2015)				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Shareholding of the promoter and the promoter group										
1	Indian									
a)	Individuals Hindu Undivided Family	18,206	-	18,206	0.26	18,206	-	18,206	0.26	-
b)	Central Government State Government(s)	-	-	-	-	-	-	-	-	-
c)	Bodies corporate	36,23,287	-	36,23,287	51.58	36,40,356	-	36,40,356	51.82	0.24
d)	Financial institutions Banks	-	-	-	-	-	-	-	-	-
e)	Any other	-	-	-	-	-	-	-	-	-
Sub total (A)(1)		36,41,493	-	36,41,493	51.84	36,58,562	-	36,58,562	52.08	0.24
B. Public shareholding										
1	Institutions									
a)	Mutual funds UTI Mutual fund	-	1,100	1,100	0.02	-	1,100	1,100	0.02	-
b)	Financial institutions Banks	863	220	1,083	0.02	863	220	1,083	0.02	-
c)	Central Government State Government(s)	-	-	-	-	-	-	-	-	-
d)	Venture capital funds	-	-	-	-	-	-	-	-	-
e)	Insurance companies	-	-	-	-	-	-	-	-	-
f)	Foreign institutional investors	-	-	-	-	-	-	-	-	-
g)	Foreign venture capital investors	-	-	-	-	-	-	-	-	-
h)	Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)		863	1,320	2,183	0.03	863	1,320	2,183	0.03	-
2	Non-institutions									
a)	Bodies corporate	1,57,681	41,119	1,98,800	2.83	1,22,998	41,119	1,64,117	2.34	(0.49)
b)	Individuals									
i)	Shareholders holding nominal share capital up to ₹ 1 Lac	10,78,120	15,13,979	25,92,099	36.90	11,15,329	14,69,844	25,85,173	36.80	(0.10)
ii)	Shareholders holding nominal share capital in excess of ₹ 1 Lac	4,86,458	12,500	4,98,958	7.10	5,38,016	12,500	5,50,516	7.84	0.74
c)	Others									
i)	Non-resident Indians	3,649	-	3,649	0.05	2,615	-	2,615	0.04	(0.01)
ii)	Overseas corporate bodies	-	-	-	-	-	-	-	-	-
iii)	Foreign nationals	-	-	-	-	-	-	-	-	-
iv)	Clearing members	1,471	-	1,471	0.02	34,218	-	34,218	0.49	0.47
v)	Trusts	-	-	-	-	-	-	-	-	-
vi)	Others	85,214	1,133	86,347	1.23	26,483	1,133	27,616	0.39	(0.84)
Sub-total (B)(2)		18,12,593	15,68,731	33,81,324	48.13	18,39,659	15,24,596	33,64,255	47.89	(0.24)
Total Public Shareholding (B) = (B)(1) + (B)(2)		18,13,456	15,70,051	33,83,507	48.16	18,40,522	15,25,916	33,66,438	47.92	(0.24)
C.	Shares held by custodians and against which depository receipts have been issued	-	-	-	-	-	-	-	-	-
Grand total (A+B+C)		54,54,949	15,70,051	70,25,000	100	54,99,084	15,25,916	70,25,000	100	0