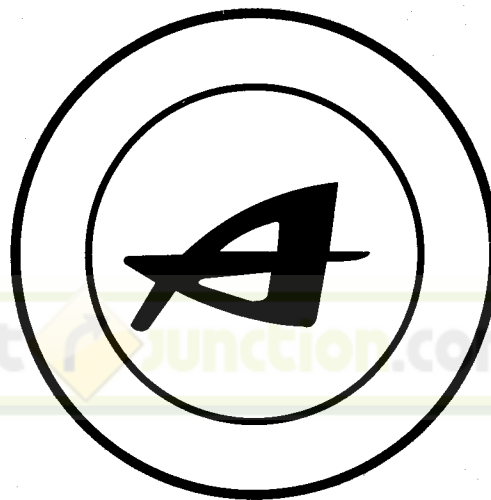


ANNUAL REPORT



2010-2011

AMOL DICALITE LIMITED

A MEMBER OF THE LALBHAI GROUP

AMOL DICALITE LIMITED

Directors : Shri Arun P. Sheth Chairman
Shri Shreyas C. Sheth Managing Director
Shri Sanjay S. Lalbhai
Shri Ashok C. Gandhi
Shri Kaushik D. Shah
Shri Chandravadan S. Shah
Shri Naisadh I. Parikh

Mr. William Jason Guzek } Nominated by Foreign
Mr. Girish N. Shah } Collaborators, Grefco Minerals Inc. U.S.A.

Auditors : M/s. Dalal & Shah
Chartered Accountants
Ahmedabad

Bankers : Bank of India
State Bank of India

Registered Office : 301, 'Akshay',
53, Shrimali Society,
Navrangpura,
Ahmedabad-380 009
Phone : 079 - 26443331, 40246246

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

Register & Share

Transfer Agent : Sharepro Services (India) Pvt. Ltd.
416-420, 4th Floor, Devnandan Mall, Opp. Sanyash Ashram,
Nr. M. J. Library, Ashram Road, Ellisbridge,
Ahmedabad - 380 006. Phone : 079 - 26582381 - 84
Fax : 079 - 26582385, Email : sharepro@shareproservices.com

The ISIN No. is : INE404C01012

Notice of Annual General Meeting of the Company to be held on Friday the 9th September 2011, at 9.30 a.m. at the Meeting Hall, Ahmedabad Textile Mill Owners' Association, Ashram Road, Ahmedabad, is enclosed.

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

Copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting.

AMOL DICALITE LIMITED

DIRECTORS' REPORT

Dear Shareholders:

Your Directors have pleasure in submitting herewith their Annual Report together with the audited Statement of Accounts for the year ended on 31st March 2011.

	2010-2011 Rs.	2009-2010 Rs.
Earning before Interest, Depreciation and Tax Adjustments	10,03,63,644	7,24,30,595
Less: Interest and Finance Charges	1,78,16,576	1,27,93,373
Less Depreciation and other write off	3,48,21,283	2,40,78,204
Less : Provision for Taxation (Current Tax)	95,60,000	76,00,000
Less / (Add): Deferred Tax	78,66,233	44,47,979
Less : MAT credit Entitlement	(15,16,668)	—
Earning for the year	3,18,16,220	2,35,11,039
Add(Less): Adjustments for earlier years	27,499	—
	3,17,88,721	2,35,11,039
Add: Balance as per last Balance Sheet	2,30,80,101	1,66,68,020
Balance Available for Appropriation	5,48,68,822	4,01,79,059
Transfer to General Reserve	2,00,00,000	1,50,00,000
Proposed Dividend	18,00,000	18,00,000
Tax on above	2,98,958	2,98,958
Balance carried to Balance Sheet	3,27,69,864	2,30,80,101

Your Directors recommend the payment of dividend of Rs. 2.50 per share (25 %) for the year ended on 31st March, 2011. Last year your Company had paid Rs. 2.50 per share.

Operation:

During the year under review, sales and operating income has increased from Rs. 2166.25 lacs to Rs. 2683.18 lacs. Earning before Interest, Depreciation and Tax Adjustments (EBIDTA) has improved from Rs. 724.30 lacs to Rs. 1003.64 lacs. Net profit for the year is at Rs. 317.89 lacs against Rs.235.11 lacs of last year after providing the tax liability.

Filter Aid division has performed to its expectation during the year under review and Company expects to do better during the current year. Thermal insulation business has shown moderate growth during the year under review and expects this business to grow further during the current year.

The cryogenic business was able to generate good business and contributed in the growth. For the current year we have jobs on hand and few jobs are under negotiation.

During the year raw material cost and inbound transportation has increased but it was reasonably offset by some favorable exchange rate movement. Gas price has increased substantially during the year which was partially taken care off by increasing our product price. During the current year Company is expecting to increase the volume to recover balance cost.

Leasing activity has shown consistent performance during the year. The Company decided to further invest in leasing activity during the year under review and invested an amount of Rs. 15.40 Crores. The operations started in the last quarter under review. This new lease will now be available for the entire current year and will add to the overall performance of the Company.

The 4 Wind Turbine Generators have worked satisfactorily during the year under review.

The notes to the accounts referred to in the Auditors' Report are self explanatory and therefore do not call for any explanation under Section 217(3) of the Companies Act, 1956.

Subsidiary:

Both the subsidiary Companies have not performed well during the year under review. This is mainly because US market was very sluggish. Company is negotiating some inquiries but does not foresee major improvement in the current year.

A general circular No. 2/2011 has been issued by Ministry of Corporate Affairs on 8th February, 2011 and grants a general exemption from the applicability of Section 212 of the Companies Act, 1956 subject to certain terms and conditions. Henceforth, the Company is not required to apply for exemption from attaching the details as provided under Section 212(1) of the Companies Act, 1956 in respect of the Subsidiary.

As per Accounting Standard AS-21, issued by the Institute of Chartered Accountants of India, the audited Consolidated Financial Statements are annexed.

Insurance:

Company's buildings, 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.

Directors:**Retirement by Rotation:**

Shri Sanjay S. Lalbhai and Shri Naishadh I. Parikh, Directors of the Company, retire by rotation under Article 121 of Articles of Association of the Company and being eligible, offer themselves for re-election.

Directors' Responsibility Statement:

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956 with respect to Directors responsibility statement, it is hereby confirmed that:

- (i) in the preparation of the accounts, for the financial Year ended 31st March, 2011 the applicable accounting standards have been followed;
- (ii) the Directors have 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 at the end of the financial year ended 31st March, 2011 and of the profit of the Company for that year;
- (iii) the Directors have taken proper and sufficient care 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;
- (iv) that the Directors have prepared the annual accounts on a going concern basis.

Auditors:

M/s Dalal & Shah (Firm Registration No. 102020W), Chartered Accountants, the existing auditors, have expressed their unwillingness for re-appointment as Auditors of the Company on their retirement at ensuing Annual General Meeting.

The Board of Directors of the Company proposed the appointment of M/s. B.R. Shah & Associates, Chartered Accountants, as the Auditors of the Company at the ensuing Annual General Meeting.

M/s. B. R. Shah & Associates, Chartered Accountants, have expressed their willingness to act as Auditors of the Company, if appointed and have further confirmed that the said appointment would be in conformity with the provisions of Section 224(1B) of the Companies Act, 1956.

Unclaimed Deposits:

Amount of Unclaimed Deposit as on 31st March, 2011 was Nil. (Previous year it was Nil)

Information Regarding Conservation of Energy, Research and Development, and Employees etc:

Information required under Section 217(1)(a) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 and under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended from time to time, form part of this report. However, as per the provisions of Section 219 (1) (b) (iv), the report and accounts are being sent to all shareholders of the Company excluding the information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo and the Statement of Particulars of Employees. Any shareholder interested in obtaining such particulars may inspect the same at the Registered Office of the Company or write to the Company for a copy.

Listing of Equity Shares:

The Company's equity shares are listed on Ahmedabad Stock Exchange Limited.

Acknowledgement:

The Directors would like to express their deep sense of appreciation to all employees, who are committed to strong work ethics, excellence in performance, exemplary professionalism and commendable teamwork and have thrived in a challenging environment. Finally, the Directors wish to express their gratitude to the members for their unwavering trust and support.

Your Directors trust that you will consider the working result satisfactory.

For and on Behalf of the Board

S/d

Shreyas C. Sheth
Managing Director
Naisadh I. Parikh
Director

26th May, 2011.
Ahmedabad

AMOL DICALITE LIMITED**COMPLIANCE CERTIFICATE**

Registration No. of the Company: 04-3439

Nominal Capital : Rs.2 Crores

To,

The Members

AMOL DICALITE LIMITED

301, 'Akshay', 53, Shrimali Society,

Navrangpura,

Ahmedabad-380009

I have examined the registers, records, books and papers of **M/S. AMOL DICALITE LIMITED** as required to be maintained under the Companies Act, 1956, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, on the date as mentioned in the said Annexure 'B'.
3. The Company being Public Limited Company the provisions of Section 3 (1) (iii) of the Companies Act, 1956, are not applicable.
4. The Board of Directors duly met 4 (Four) times on 08/05/2010, 30/07/2010, 29/10/2010 and 28/01/2011 during the financial year under review in respect of which meetings proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Register of members was closed from 25/08/2010 to 01/09/2010 during the Financial Year under review.
6. The Annual General Meeting for the financial year ended on 31/03/2010 was held on 01/09/2010 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General meeting was held during the financial year under review.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Companies Act, 1956.
9. The Company has duly complied with the provisions of Section 297 of the Companies Act, 1956 in respect of contracts specified in that Section.
10. The Company has made necessary entries in the Register maintained under Section 301 of the Act during the financial year.
11. The Company was not required to obtain any approvals from the Board of Directors, members or Central Government pursuant to section 314 of the Act during the financial year.
12. The Company has not issued duplicate share certificates during the financial year under review.
13. (i) Sharepro Services (India) Pvt. Ltd., Registrar and Transfer Agent of company has delivered all the certificates on lodgement thereof for transfer and transmission of securities. There was no allotment of securities during the financial year.
(ii) The Company has deposited the amount of dividend in a separate Bank Account within the prescribed period during the financial year.
(iii) The Company had posted warrants for dividend to all members of the Company within a period of 30 days from the date of declaration.
(iv) The Company has complied with the provisions of Section 205C of the Companies Act, 1956.
(v) The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional Director, alternate Director and Director to fill casual vacancy during the financial year.
15. There was no appointment of Managing Director / Whole Time Director/ Manager was made during the financial year.
16. The Company has not appointed any sole selling agent during the financial year.

17. The Company was not required to obtain the approval of Company Law Board, Registrar of Companies, Regional Director or such other authorities as may be prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in Form No.24AA to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares / any debentures/ other securities during the financial year.
20. The Company has not bought back any securities during the financial year.
21. The Company has not redeemed any preference shares /debentures during the year under review.
22. There were no transactions necessitating the Company to keep in abeyance rights to dividend, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not accepted or renewed deposits including unsecured loans falling within the purview of Section 58A during the financial year.
24. The amount borrowed by the Company during the financial year is within the borrowing limits of the Company and that necessary resolution as per Section 293(1)(d) of the Act has been passed.
25. The Company has made loans or advances to other bodies corporate and has complied the provisions of section 372A of the Companies Act, 1956.
26. The Company has not altered the provisions of the Memorandum of Association with respect to the situation of the Company's registered office from one State to another during the financial year.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the financial year.
28. The Company has not altered the provisions of the memorandum with respect to the name of the Company during the financial year.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the company during the financial year.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines and penalties or any other punishment was imposed on the Company during the financial year for offences under the Act.
32. The Company has not received any money as security deposit from its employees during the financial year.
33. The Company has deposited both employees' and employer's contribution to Provident Fund with prescribed authorities which is within prescribed time limit.

FOR RAJESH PAREKH & CO.
Company Secretary

RAJESH PAREKH
Proprietor
CP.NO.: 2939
M.NO.: 8073

AHMEDABAD
DATE: 26/05/2011

ANNEXURE 'A'

Statutory and Other Registers maintained by the Company :

-
1. Register of Directors u/s. 303
 2. Register of Members u/s. 154
 3. Register of Share Transfer.
 4. Minutes Book of the Board of Directors Meetings and General Meetings of the Company.
 5. Register of Directors' Shareholding u/s.307
 6. Register of Contracts u/s.301
 7. Register of Charges u/s. 125
 8. Register of Fixed Assets
 9. Register of Investments
 10. Register of Attendance of Board Meetings
 11. Register of Attendance of General Meetings

AMOL DICALITE LIMITED

ANNEXURE "B"

Forms and Return as filed by the Company with the Registrar of Companies, Gujarat during the financial year ended on 31/03/2011

SR. NO.	FORM NO/ RETURN	FILED UNDER SECTION	FOR	DATE OF FILING	WHETHER FILED WITHIN PRESCRIBED TIME	IF DELAY IN FILING WHETHER REQUISITE ADDITIONAL FEES PAID
1.	Statement in Lieu of Advertisement (Form-62)	Rule 4A of Companies (Acceptance of Deposit) Rules, 1975.	Accept Deposit for the year 2010-11	08/06/2010	YES	N.A.
2	Return of Deposit (Form-62)	Rule 10 of Companies (Acceptance of Deposit) Rules, 1975.	For the year 2010-11	28/06/2010	YES	N.A.
3	Form 8	135	Modification of Charge dtd. 08/07/2010	02/08/2010	YES	N.A.
4	Form 66	383(A)	Compliance Certificate	14/09/2010	YES	N.A.
5	Form 23AC Form 23ACA	220	Balance Sheet 31/03/2010	28/09/2010	YES	N.A.
6	Form 20B	159	Annual Return 01/09/2010	14/10/2010	YES	N.A.
7	Form-1	205C	Amt. of unclaimed dividend for the year 2002-03 transfer to Investors Education and Protection Fund	01/11/2010	YES	N.A.
8	Form-1	205C	Amt. of unclaimed FD interest for the year 2002-03 transfer to Investors Education and Protection Fund	01/11/2010	YES	N.A.
9	Form 23AAB	212(8)	Application for exemption from attaching the annual accounts of the subsidiary companies	09/02/2011	YES	N.A.

AUDITORS' REPORT TO THE MEMBERS OF AMOL DICALITE LIMITED

1. We have audited the attached Balance Sheet of **Amol Dicalite Limited** (the "Company") as at March 31, 2011, and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the "Order"), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of "The Companies Act, 1956" of India (the 'Act') 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 4 and 5 of the Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
 - (e) On the basis of written representations received from the directors, as on March 31, 2011 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give, in the prescribed manner, the information required by the Act, and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2011;
 - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Dalal & Shah

Firm Registration Number: 102020W

Chartered Accountants

S Venkatesh

Partner

Membership No. F-037942

Mumbai

Date : May 26, 2011

AMOL DICALITE LIMITED**ANNEXURE TO AUDITOR'S REPORT**

Referred to in Paragraph 3 of the Auditor's Report of even date to the members of Amol Dicalite Ltd. on the Financial Statement for the year ended March 31, 2011.

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies between the book records and the physical inventory have been noticed.
(c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.
2. (a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.
(b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
3. (a) The Company has not granted any loans, secured or unsecured, to Companies, firms or other parties covered in the register maintained under Section 301 of the Act. As the Company has not granted any loans, secured or unsecured, to the parties covered in the register maintained under Section 301 of the Act, Clauses (iii) (b), (iii) (c) and (iii) (d), of the Order are not applicable to the Company for the year.
(b) The Company has taken an unsecured loan from a Company covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year and the year-end balance of such loan amounts to Rs. 3,000,000 and Rs. Nil, respectively. The Company has not taken any loan from firms or other parties listed in the said register.
(c) In our opinion, the rate of interest and other terms and conditions of such loans are not prima facie prejudicial to the interest of the Company.
(d) In respect of the aforesaid loans, the Company is regular in repaying the principal amounts as stipulated and is also regular in payment of interest.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, no major weakness have been noticed or reported.
5. (a) In our opinion and according to the information and explanations given to us, the particulars of purchase of materials under contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section. There were no transactions in respect of sale of goods or services required to be entered in the said register.
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lacs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
8. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the Company.
9. (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 the undisputed statutory dues including

provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities.

- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income-tax, sales-tax, wealth-tax, service-tax, customs duty, excise duty and cess as at March 31, 2011 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Period to which the amount relates	Amount (Rs.)	Forum where the dispute is pending
The Income Tax Act, 1961	Income Tax	1997-1998	2,023,560	High Court
		2001-2002	607,709	I.T.A.T
		2004-2005	662,665	I.T.A.T
		2007-2008	5,343,350	C.I.T
		TOTAL	8,637,285	

10. The Company has no accumulated losses as at March 31, 2011, it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund/ societies are not applicable to the Company.
14. In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments.
15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
16. In our opinion, and according to the information and explanations given to us, on an overall basis, the term loans have been applied for the purposes for which they were obtained.
17. On the basis of an overall examination of the balance sheet of the Company, in our opinion and according to the information and explanations given to us, prima facie, as at the close of the year short term funds amounting to Rs. 8,757,056 stand utilised for long term investments.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
19. On the basis of the records and documents examined by us, the Company has not issued any secured debentures during the year.
20. The Company has not raised any money by public issues during the year.
21. 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 instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

Mumbai

Date : May 26, 2011

For Dalal & Shah
Firm Registration No.: 102020W
Chartered Accountants
S. Venkatesh
Partner (Membership No. F-037942)