



AMINES & PLASTICIZERS LIMITED

(ISO 9001:2015, ISO 14001:2015, OHSAS 18001:2007 CERTIFIED COMPANY)

August 30, 2019

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Submission of Notice of 44th Annual General Meeting to be held on 25th September, 2019.
Security Code No. 506248.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith Notice of the 44th Annual General Meeting of the Company scheduled to be held on Wednesday, September 25, 2019 at 12.00 Noon at the Hotel Nandan, GS Road, Paltan Bazar, Guwahati – 781008, Assam, India.

The above is also available on the Company's website viz. www.amines.com

This is for your information and record.

Thanking You.

Yours faithfully,
For **AMINES & PLASTICIZERS LIMITED.**


AJAY PURANIK
President – Legal & Company Secretary.
Encl: As above



NOTICE

NOTICE is hereby given that the 44th Annual General Meeting (AGM) of the Members of **AMINES & PLASTICIZERS LIMITED** will be held on Wednesday, 25th September, 2019, at 12.00 Noon at Hotel Nandan, G S Road, Paltan Bazar, Guwahati – 781008, Assam, India to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt** the Audited Financial Statements (including the Consolidated Financial Statements) for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
- 2. To declare Dividend** of 15% i.e 30 paise per Equity Share of face value of ₹ 2/- each for the Financial Year ended March 31, 2019.
- 3. To appoint a Director** in place of Ms. Nimisha Dutia (DIN : 06956876) who retires by rotation and being eligible, offers herself for re appointment.

SPECIAL BUSINESS:

- 4. To re-appoint Dr. Pandurang Hari Vaidya (DIN: 00939149) as an Independent Director of the Company.**

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

“RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee and with the approval of the Board of Directors of the Company in their respective meetings held on 13th August, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Pandurang Hari Vaidya (DIN: 00939149) as a Non-Executive Independent Director of the Company whose current period of office is

expiring on 28th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for reappointment for the second term under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for Five (5) consecutive years on the Board of the Company for a term w.e.f. 29th September, 2019 upto 28th September, 2024.

- 5. To re-appoint Dr. Mithilesh Kumar Sinha (DIN: 00043988) as an Independent Director of the Company.**

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

“RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee and with the approval of the Board of Directors of the Company in their respective meetings held on 13th August, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Mithilesh Kumar Sinha (DIN: 00043988) as a Non-Executive Independent Director of the Company whose current period of office is expiring on 28th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the

Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for reappointment for the second term under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for Five (5) consecutive years on the Board of the Company for a term w.e.f. 29th September, 2019 upto 28th September, 2024."

6. To re-appoint Mr. Arun Shanker Nagar (DIN: 00523905) as an Independent Director of the Company.

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

"RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their respective meetings held on 13th August, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Arun Shanker Nagar (DIN: 00523905) as a Non-Executive Independent Director of the Company whose current period of office is expiring on 28th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, rules made

thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for Five (5) consecutive years on the Board of the Company for a term w.e.f. 29th September, 2019 upto 28th September, 2024."

7. To re-appoint Mr. Brijmohan Jindel (DIN: 00071417) as an Independent Director of the Company.

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

"RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their respective meetings held on 13th August, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Brijmohan Jindel (DIN: 00071417) as a Non-Executive Independent Director of the Company whose current period of office is expiring on 28th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for reappointment for the second term under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-

Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years on the Board of the Company for a term w.e.f. 29th September, 2019 upto 28th September, 2024."

8. To re-appoint Mr. Hemant Kumar Ruia (DIN: 00029410) as Chairman & Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of appropriate and/or concerned authorities and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to such other conditions and modifications, as may be prescribed, imposed or suggested by any of such appropriate and/or concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company without any further approval of the members of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee which the Board may have constituted or herein after constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Hemant Kumar Ruia (DIN : 00029410) as the Chairman & Managing Director of the Company for a period of Five (5) years with effect from 1st April, 2019 to 31st March, 2024 with a revised remuneration for the period of Three (3) years from 01st April, 2019 to 31st March, 2022 on such terms and conditions, including expressly the remuneration and the minimum remuneration payable to him in case of

absence or inadequacy of profits in any year with powers to the Board to alter, amend, vary and modify the terms and conditions of the said reappointment and remuneration payable to him from time to time as it deems fit in such manner as may be mutually agreed upon, on the terms and conditions as set out below :

Designation: Chairman & Managing Director

1. Period:

The appointment will be effective from 1st April, 2019 for a period of Five years i.e. up to 31st March, 2024.

2. Overall Remuneration :

The remuneration payable to him for a period April 1, 2019 to March 31, 2022 shall be as follows :

- I. Salary : ₹670000/- per month with annual increment of such amount as may be decided by the Board within the overall ceiling as may be permitted under the Act.
- II. Perquisites : Perquisites are classified into Three categories A,B,C as follows :

CATEGORY 'A'

- i) House Rent Allowance

Housing I:

House Rent Allowances to the extent 50% of the basic salary in case Mumbai, Kolkata, New Delhi and Chennai and in other cities it will be 40% of the basic salary.

Housing II:

In case the accommodation is owned by the Company, 10% of the salary shall be deducted by the Company.

Housing III:

In case the Company provides no accommodation, he shall be entitled to house rent allowance subject to the ceiling laid down in Housing I.

- ii) Gas & Electricity expenses at actuals, subject to an overall ceiling of 5% of Annual Salary.
- iii) Bonus @ 20% of the Annual Salary per year.
- iv) Medical Reimbursement – Expenses incurred for

self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

- v) Leave Travel Concession – For self and family once in a year according to the rules of the Company.
- vi) Club fees - Fees of clubs, subject to a maximum of two clubs but this will not include admission and life membership fees.
- vii) Personal Accident Insurance – Premium not to exceed ₹ 20,000/- in a year.

Explanation-Family means the spouse and the dependent children of the Chairman & Managing Director.

CATEGORY 'B'

The Chairman & Managing Director shall also be eligible to the following perquisites, which shall not be included in the computation of the ceiling for the purpose of remuneration or minimum

“RESOLVED THAT in modification of the earlier resolution passed by the Shareholders of the Company at the 42nd Annual General Meeting (AGM) held on 27th September, 2017 and upon the recommendation of the Nomination and Remuneration Committee of the Board and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 as amended read with Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Yashvardhan Ruia, Executive Director of the Company with effect from 1st April, 2019 for the remainder of the tenure of his office i.e. till 31st May, 2020 and the minimum remuneration payable to him in case of absence or inadequacy of profits in any year, with powers to the Board, which shall include any Committee thereof, to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable to him from time to time as it deems fit in such manner as may be mutually agreed upon, on such terms and conditions as set below :

Designation : Executive Director

1. Period :

The revised remuneration shall be effective from 1st April, 2019 till 31st May, 2020.

2. Remuneration :

The revised remuneration payable to him shall be as follows :

- a) Salary: ₹1,50,000/- per month.
- b) Perquisites : Perquisites are classified into Three categories A,B,C as follows :

CATEGORY ‘A’

- i) House Rent Allowance:

Housing I :

House Rent Allowances to the extent 50% of the basic salary in case Mumbai, Kolkata, New Delhi and

Chennai and in other cities it will be 40% of the basic salary.

Housing II :

In case the accommodation is owned by the Company, 10% of the salary shall be deducted by the Company.

Housing III :

In case the Company provides no accommodation, he shall be entitled to house rent allowance subject to the ceiling laid down in Housing I.

- ii) Bonus @ 20% of the Annual Salary per year
- iii) Medical Reimbursement – Expenses incurred for self and family subject to a ceiling of one month’s salary in a year.
- iv) Leave Travel Concession – For self and family once in a year according to the rules of the Company.
- v) Club fees - Fees of clubs, subject to a maximum of two clubs but this will not include admission and life membership fees.
- vi) Personal Accident Insurance – Premium not to exceed ₹15,000/- in a year.

Explanation-Family means the spouse and the dependent children of the Executive Director.

CATEGORY ‘B’

The Executive Director shall also be eligible to the following perquisites, which shall not be included in the computation of the ceiling for the purpose of remuneration or minimum remuneration.

- A. Contribution to Provident Fund and Super Annuation Fund to the extent not taxable under the Income Tax Act, 1961.
- B. Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service.
- C. Encashment of Leave at the end of the tenure.

CATEGORY ‘C’

Provision of Car for use on Company’s business and telephone at residence will not be considered as perquisites.

In case of loss or inadequacy of profits in any financial year, the Executive Director will be entitled to a minimum remuneration by way of salary and perquisites as specified above subject to the limits

specified in that regard in Schedule V to the Companies Act, 2013 or as amended from time to time.

Mr. Yashvardhan Ruia will not be entitled to any sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall be liable to retire by rotation. The Company shall reimburse to the Executive Director, entertainment, traveling and all other expenses incurred by him for the business of the Company. He is also entitled to any loyalty benefit program, keyman insurance policies as may be decided by the Board / Company from time to time.

The overall remuneration payable shall not exceed ₹50,00,000/- per annum.

RESOLVED FURTHER THAT the Board be and is hereby authorized at its discretion from time to time to fix the actual remuneration and/or perquisites of Mr. Yashvardhan Ruia and revise such remuneration and/ or perquisites from time to time within the Statutory limits and to vary/ modify/ amend the terms and condition of the appointment from time to time as may be agreed to by the Board and Mr. Yashvardhan Ruia.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable from 01st April, 2019 for the remaining of the period of his present appointment i.e till 31st May, 2020.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company, be and are hereby severally authorised to make necessary application if any to such authorities, as may be required, for seeking its approval to the said appointment and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

10. Approval of Related Party Transactions.

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

"RESOLVED THAT authority is hereby delegated to the Board of Directors of the Company to enter into transactions, including those repetitive in nature

and in the ordinary course of business at arms length with related parties following provisions of Section 188 of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, also those in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force) and in connection therewith, the Board may take such steps as may be necessary for and on behalf of the Company."

11. Ratification of Remuneration to Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 as amended from time to time, M/s A G Anikhindi & Co., Cost Accountants (Firm Registration No. 100049), Kolhapur appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020 be paid a remuneration of ₹2,15,000/- (Rupees Two Lakhs Fifteen Thousand only) as also the payment of Goods and Service Tax as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit."

12. Approval of Charges for Service of Documents on the Shareholders :

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the shareholders be and is hereby accorded to charge from the member the fee in

advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the Shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Place: Mumbai
Date: 13/08/2019

By Order of the Board of Directors
For **Amines & Plasticizers Limited**

Ajay Puranik
President (Legal) & Company Secretary

Registered Office :

Poal Enclave, C/o Pranati Builders Private Ltd.,
Principal J.B. Road, Chenikuthi,
Guwahati – 781 003. Assam.
CIN: L24229AS1973PLC001446
Website: www.amines.com

NOTES

- (1) In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning Special Business to be transacted at the AGM is annexed and forms part of this Notice.
- (2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/ HERSELF ONLY ON A POLL AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE OR AT THE CORPORATE HEAD OFFICE AT MUMBAI NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- (3) A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying Voting Right. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The proxy form is annexed to this notice. Proxies submitted on behalf of Companies, Societies etc., must be supported by appropriate resolutions/authority as applicable.
- (4) Corporate members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board

Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.

- (5) In terms of Section 152 of the Act, Ms. Nimisha Dutia, Director, shall retire by rotation at the ensuing AGM. Ms. Nimisha Dutia (DIN: 06956876), being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends re-appointment of Ms. Nimisha Dutia.
- (6) A statement giving the details of the Director seeking appointment / re-appointment, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, is annexed hereto.
- (7) The requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, Government of India, New Delhi. Accordingly, the Company had ratified the appointment of Statutory Auditors in the 43rd AGM held on 27th September, 2018 for period of 4 years i.e upto commencing from the conclusion of the 43rd AGM till the conclusion of the 47th AGM of the Company to be held in the year 2022 without seeking further ratification from Members.
- (8) Members are requested to bring their attendance slip duly completed and signed along with their copy of annual report to the AGM.
- (9) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- (10) The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 18th September, 2019 to Wednesday, 25th September, 2019 (both days inclusive) for the purpose of AGM and declaration of dividend.
- (11) The dividend on Equity Shares, if declared at the AGM, will be paid on or before Thursday, 24th October, 2019 to those Members or their mandates:
 - (a) whose name appears at the end of the business hours on Wednesday, 18th September, 2019 in the list of Beneficial owners to be furnished by Depositories in respect of the shares held in demat form; and
 - (b) to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Wednesday, 18th September, 2019.
- (12) The Company has connectivity with both the Depositories i.e., Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Limited (NSDL) and ISIN No. is INE275D01022. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management.
- (13) Members holding shares in physical form are requested to notify immediately change of address, if any, to the Company's Registrar & Share Transfer Agent (R&TA), M/s Sharex Dynamic (India) Pvt. Ltd. having its office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 in respect of their physical share folios, if any, quoting their folio numbers and in case their shares are held in dematerialized form this information should be passed on directly to their respective depository participants and not to the Company/ R&TA, without any delay. Members are also requested to intimate their email id to the Company/R&TA for faster communication. All share transfer documents and correspondence should be addressed to the R&TA at the address given above.
- (14) (a) In order to provide protection against fraudulent encashment of dividend warrants, Members who hold shares in physical form are requested to intimate to the Company's R&TA the following information to be incorporated on the dividend warrants duly signed by the sole or first joint holder :
 - (i) Name of the Sole/First joint holder and the Folio Number
 - (ii) Particulars of Bank Account, viz:

Name of the Bank
 Name of the Branch
 Complete address of the Bank with Pin Code number
 Account type whether Saving or Current
 Bank Account Number
 MICR Code
 IFSC Code

- (b) Members holding shares in demat form may please note that their Bank account details, as furnished by their Depository Participant (DP) to the Company, shall be printed on their Dividend Warrants as per the applicable regulation of the Depositories and the Company shall not entertain any direct request from the Members for deletion of or change in Bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form shall not be automatically applicable to shares held in demat form. Members who wish to change their Bank details or particulars are requested to contact their DP.
- (c) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the Members for remittance through National Electronic Clearing Services (NECS) / Electronic Clearing System (ECS). The NECS / ECS facility is available at locations designated by Reserve Bank of India. In this regard, Members holding shares in demat form and desirous of availing the NECS / ECS facility are requested to contact their DP. Further, Members holding shares in physical form and desirous of availing the NECS / ECS facility are requested to contact the R&TA of the Company.
- (15) Pursuant to the provisions of Sections 124 of the Act, the amounts of dividends remaining unclaimed for a period of seven (7) years are to be transferred to the Investor Education and Protection Fund set up by the Central Government. Since the Company had not declared any dividend in the year 2010-11, no unclaimed dividend were transferred to Investor Education and Protection Fund ('said Fund') of the Central Government. Further, pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, audit, Transfer and Refund) Rules, (Uploading of information regarding unpaid and unclaimed amounts lying with the Company as on September 27, 2018, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company (www.amines.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Unclaimed dividend for the FY 2011-12 will fall due for transfer to the said Fund on November 1, 2019. Those Members who have not encashed their dividends for the FY 2011-12, are requested to claim it from the RTA of the Company immediately.

Details of dividend declared for the previous years are given below :

Date of Declaration	Face Value of Shares	Dividend per share	Due Date of the proposed transfer to the Investor Education and Protection Fund
28/09/2012	₹ 10/-	₹ 0.50	01/11/2019
27/09/2013	₹ 10/-	₹ 0.50	31/10/2020
29/09/2014	₹ 10/-	₹ 1.00	02/11/2021
23/09/2015	₹ 2/-	₹ 0.20	26/10/2022
16/03/2016	₹ 2/-	₹ 0.20	19/04/2023
27/09/2017	₹ 2/-	₹ 0.30	31/10/2024
27/09/2018	₹ 2/-	₹ 0.30	31/10/2025

Members who have not encashed the Dividend Warrants for the above years are requested to return the time barred dividend warrants or forward their claims to the Company.

Shareholders who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or Sharex Dynamic (India) Pvt Ltd., Mumbai.

- (16)** Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") as amended from time to time all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to Investor Education and Protection Fund ('said Fund'). Accordingly, the Shares against which dividend remained unpaid / unclaimed for seven consecutive years as on 30th October, 2017 have been transferred to the IEPF Account of the Government on 30th November, 2017. The details of the said shareholders are uploaded on the Company's website www.amines.com. Since the Company had not declared any dividend in the year 2010-11, no shares were transferred to Investor Education and Protection Fund ('said Fund') of the Central Government during the year under review.

Reminder letters dtd 27/07/2019 have been sent to all the shareholders, whose shares are liable to be transferred to the said Fund. Shareholders are requested to claim their unpaid/ unclaimed dividend, if any on equity shares to avoid any transfer of shares or dividend in the future to the IEPF Account. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority.

Members/ claimants whose shares, unclaimed dividend have been transferred to the IEPF, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5 (available on iepf.gov.in) along with requisite fees, if any, as decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

- (17)** Soft copy of the Annual Report for the year 2018-19 is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purpose, unless any member has requested same through physical means. For members other than above, physical copies of the Annual Report are being sent through permitted mode. Members are requested to support Green Initiative by registering / updating their e-mail addresses with the Depository Participants (in case of shares held in Demat Form) or with Sharex Dynamic (India) Pvt Ltd (in case of shares held in physical form).
- (18)** Electronic copy of the Notice of the 44th AGM of the Company inter alia indicating the process and manner of evoting along with the Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company / Depository Participant (s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 44th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
- (19)** 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 their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Sharex Dynamic (India) Pvt. Ltd
- (20)** Pursuant to SEBI Circular dated April 20, 2018 the shareholders of the Company holding shares in physical form are required to update their PAN and Bank Account details with the Company / RTA. The Company has sent letter dated 06th June, 2018, with KYC Forms to all its shareholders holding shares in physical form to enable the shareholders to provide the necessary details.
- Further, SEBI vide its Notification dated 08th June, 2018 has mandated that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with depositories. Shareholders are requested to make a note of the same.
- (21)** The Annual Accounts of the Subsidiary Companies alongwith other necessary statutory records are kept open for inspection by any member in the Registered Office of the Company and of the Subsidiary Company

concerned. The Company shall furnish a hard copy of the accounts of subsidiaries free of cost once to any shareholder on demand.

- (22) The Annual Report for the year 2018-19 of the Company circulated/mailed to the Members will be available on the Company's website www.amines.com. The physical copies of the aforesaid documents will also be available at the Company's Registered office for inspection during all Working days (except Saturdays and Sundays and Public Holidays) between 11.00 am to 4.00 pm upto the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's e-mail id : legal@amines.com
- (23) Members holding shares in physical form are advised to avail the Nomination facility in respect of their shares by filling the prescribed form. Members holding shares in electronic form may contact their DP for recording their Nomination.
- (24) A route map showing directions to reach the venue of the 44th AGM is given at the end of this Notice.

Process for members opting for e-voting is as under :

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 44 of the SEBI Regulations the Company is providing the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to its members to exercise their right to vote at the 44th AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL), as amended from time to time, the Members are provided with the facility to exercise their vote at the 44th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited CDSL. The members attending the AGM, who have not already cast their vote through the remote e-voting shall be able to exercise their voting rights at the AGM. The members who have cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 22nd September, 2019 at 9.00 am and ends on 24th September, 2019 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of (record date) September 18, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members holding shares in physical or in demat form as on September 18, 2019, shall only be eligible for e-voting.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 - AMINES AND PLASTICIZERS LTD.
- (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 changed 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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.

Other Instructions :

1. Any person, who acquires shares of the Company and becomes member of the Company after 16th August, 2019 i.e. the date considered for dispatch of the Notice and holding shares as of the cut-off date i.e. 18th September, 2019, should follow the same procedure for E-Voting as mentioned above.
2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again. The facility for voting through Polling paper shall also be made available at the venue of the 44th AGM. The members attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. If a Member casts votes by both modes i.e. remote e-voting and polling papers at the AGM, then voting done through remote e-voting shall prevail and polling paper shall be treated as invalid.
3. Ms. Suman Makhija of M/s S.K. Makhija & Associates, Practicing Company Secretary (CP No. 13322) has been appointed as the Scrutinizer to scrutinize the e-voting and voting process at the AGM in a fair and transparent manner.
4. The Scrutinizer shall within the prescribed period from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
5. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.amines.com and on the website of CDSL e-voting www.evotingindia.com within two days of the passing of the Resolutions at the AGM of the Company and communicated to BSE Limited where the shares of the Company are listed.

By Order of the Board of Directors
For **Amines & Plasticizers Limited**

Place: Mumbai
Date: 13/08/2019

Ajay Puranik
President (Legal) & Company Secretary

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("THE ACT"):

The following explanatory statement sets out all the material facts relating to businesses mentioned at Item Nos.4 to 12 of the accompanying Notice convening the 44th Annual General Meeting of the Members of the Company.

Item Nos:4 to 7:-

As you are aware, the Members of the Company at its 39th Annual General Meeting (AGM) held on 29th September, 2014, appointed Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a period of Five (5) consecutive years ("first term" in line with the explanation to Sections 149 (10) and 149 (11) of The Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of Report of performance evaluation of Independent Directors, has recommended to the Board, reappointment of Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel as Independent Directors for a Second Term of Five (5) consecutive years, on the Board of the Company.

Dr. Pandurang Hari Vaidya has wide experience in the field of Human Resource Development (HRD), Finance and General Management. He is holding a Masters Degree in Commerce and Doctorate in the subject of "Corporation Finance". He is actively associated with several NGOs and Charitable, Educational institutions imparting his valuable knowledge and guidance for the betterment of various sections of the Society. Considering his vast experience in social and academic field, he has been entrusted with the task of heading the Corporate Social Responsibility (CSR) Committee of the Company and the Company is immensely benefitting from his valuable inputs from time to time for identifying certain projects / agencies for undertaking suitable projects / programs. Dr. Mithilesh Kumar Sinha was the former Managing Director of State Bank of India (SBI). He is a post graduate in Arts and Doctorate in the subject of "Operations Research", having wide experience in the Banking Industry. His in depth knowledge in finance and banking has been instrumental in advising on financial matters, devising MIS, framing the Internal Control System and Internal Audit functions in addition to his role in suggesting the mitigating factors in risk management. Mr. Arun Shanker Nagar is a Non-Executive Director of the Company since his initial appointment on 24.01.2003 and is considered as an Independent Director under Clause 49 of the Listing Agreement. Mr. Arun Shanker Nagar has wide experience in General Insurance and Administration. He is holding Degree in Law and also Masters Degree in English Literature. Mr. Brijmohan Jindel is a Non-Executive Director of the Company since his initial appointment on 30.01.2007 and is considered as an Independent Director under Clause 49 of the Listing Agreement. Mr. Brijmohan Jindel is a Retired Chief Commissioner of Income Tax, having over 40 years of wide experience in Taxation and Finance. He is a Bachelor in Arts and an ex- Indian Revenue Services (IRS) officer.

Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors and declarations to the effect that they meet with the criteria of independence as prescribed under Section 149 (6) of the Act and the SEBI (LODR) Regulations, 2015.

The Company has received notices in writing from members as per Section 160 of the Act proposing the candidature of Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel for the office of Independent Directors of the Company.

In the opinion of the Board, Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel fulfil the conditions for appointment as Independent Directors as specified in the Act and the SEBI (LODR) Regulations, 2015. Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel are independent of the management.

The provisions of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on 09th May, 2018 mandates approval of the shareholders for continuation

of directorship of Non- Executive Director(s) who have attained the age of 75 or will attain the age of 75 as on April 1, 2019. Accordingly, a person who is a non-executive Director of the Company and has attained the age of Seventy-five years can continue directorship in the said listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders by way of a special resolution.

Since, all the Directors proposed for re-appointment have attained Seventy-five years of age or will be completing 75 years in the period for which they are proposed to be appointed, their directorship can continue from April 1, 2019 only if the Company obtains the approval of its Members by way of a special resolution.

The Board, based on the performance evaluation of Independent Directors considers that, given their background, experience and contributions made by them during their tenure, the continued association of the aforesaid Independent Directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation and to hold office for a Second Term of Five (5) consecutive years for a term w.e.f. 29th September, 2019 upto 28th September, 2024 on the Board of the Company.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 4 to 7 are provided in the "Annexure A" to this Notice pursuant to the provisions of (i) the SEBI (LODR) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The copy of documents relating to the above items are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions as set out at Item Nos. 4 to 7 of this Notice. The Board recommends the Special Resolutions set out at item Nos. 4 to 7 of the Notice for approval of the members.

Item No.8 :-

The Board of Directors at their meeting held on 25th March, 2019 on the recommendation of the Nomination and Remuneration Committee (NRC), re-appointed Mr. Hemant Kumar Ruia as Chairman & Managing Director for a period of 5 years w.e.f. 1st April, 2019 to 31st March, 2024 on such remuneration as mentioned in the resolution herein above for a period of 3 years i.e 1st April, 2019 to 31st March, 2022.

The Company has received from Mr. Hemant Kumar Ruia (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

The other details of Mr. Hemant Kumar Ruia as required under Secretarial Standard 2 issued by the Institute of Company Secretaries of India and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 are set out in the Annexure A forming part of this Notice.

The statement as required under Section II of Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.8 is annexed hereto as Annexure-B.

The resolution seeks the approval of the members in terms of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the re-appointment of Mr. Hemant Kumar Ruia as the Chairman and Managing Director of the Company for a period of 5 (Five) years with effect from 01st April, 2019. The resolution further seeks approval of the members for payment of remuneration for a period of 3 (Three) years with effect from 01st April, 2019.

No Director, Key Managerial Personnel or their relatives, except Mr. Hemant Kumar Ruia and Mr. Yashvardhan Ruia, is

interested or concerned in the resolution. The terms and conditions detailed in the resolution proposed to be passed at Item No.8 of the Notice be also considered as an abstract of the appointment of Mr. Hemant Kumar Ruia and details of the same are available on the website of the Company and at the Registered Office of the Company and open for inspection by the Members during 11.00 am to 4.00 pm on any business day till the date of the AGM.

The Board recommends the Special Resolution set forth in Item no.8 for approval of the Members.

Item No.9 :-

Mr. Yashvardhan Ruia was appointed as an Executive Director of the Company at the 42nd Annual General Meeting of the Company for a period of Three years with effect from 01st June, 2017 till 31st May, 2020 at a remuneration as approved in the said AGM. The Board of Directors at their meeting held on 25th March, 2019 on the recommendation of the Nomination and Remuneration Committee (NRC), has proposed revision in the remuneration of Mr. Yashvardhan Ruia considering his contribution and role in the growth and performance of the Company.

The statement as required under Section II of Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.9 is annexed hereto as Annexure-C.

The resolution seeks the approval of the members in terms of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for revision in the remuneration of Mr. Yashvardhan Ruia, Executive Director with effect from 01st April, 2019 till the remainder of his present term ending on 31st May, 2020.

No director, key managerial personnel or their relatives, except Mr. Yashvardhan Ruia and Mr. Hemant Kumar Ruia, are interested or concerned in the resolution. The terms and conditions detailed in the resolution proposed to be passed at Item No.9 of the Notice be also considered as an abstract of the appointment of Mr. Yashvardhan Ruia and details of the same are available on the website of the Company and at the Registered Office of the Company and open for inspection by the Members during 11.00 am to 4.00 pm on any business day till the date of the AGM.

The Board recommends the Special Resolution set forth in Item no.9 for approval of the Members.

Item No.10:-

Your Company routinely enters into transactions including contracts and/or arrangements, repetitive in nature and in the ordinary course of business at arms length basis with related parties from time to time with regard to availing or rendering of services, granting loans / making investments etc. Based on the transactions hitherto undertaken with related parties in India and its subsidiaries, transactions to be undertaken for FY 2019-2020 are given in Table below, in respect whereof Audit Committee of Board of Directors of your Company have accorded Omnibus approval following provisions of Section 177 of the Companies Act, 2013.

(₹ in Lakhs)	
Nature of Transaction	Amount
Income	
Interest Received on Loans	
APL Infotech Limited	100.00
Amines & Plasticizers FZE	
Investment	25.00
Loans	100.00

Although in respect of aforesaid related party transactions, not being related parties referred to at fifth proviso of Section 188(1) of the Act, no express permission is required. Your Directors recommend passing of proposed Ordinary Resolution as an abundant precaution and good corporate governance practices.

None of the Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in proposed resolution to the extent it is applicable.

The Board recommends passing of proposed Ordinary Resolution set out at Item No.10 of the Notice.

Item No.11 :-

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s A G Anikhindi & Co., (Firm Registration No. 100049) Cost Accountants, Kolhapur to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020.

In terms of provisions of Section 148 of the Companies Act, 2013 read with Rules made thereunder, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. The Board has approved the remuneration of ₹ 2,15,000/- plus Goods and Service tax and out of pocket expenses if any, of M/s A G Anikhindi & Co. as the Cost Auditors and the ratification by the shareholders is sought for the same by an Ordinary Resolution at Item No.11 of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the said resolution.

The Board recommends passing of the Ordinary resolution set out at item No. 11 of the Notice for approval by the Members.

Item No.12:

As per the provisions of Section 20 of the Companies Act, 2013, a shareholder may request for any document as permitted under the Act through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its Annual General Meeting.

Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in advance by the shareholder to the Company.

None of the Directors of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

The Board recommends passing of the Ordinary Resolution as set out at Item No.12 of this Notice.

Place: Mumbai
Date: 13.08.2019

By Order of the Board of Directors
For **AMINES & PLASTICIZERS LIMITED**

Ajay Puranik
President - Legal & Company Secretary

Details of Directors seeking appointment in forthcoming 44th Annual General Meeting

Annexure A

Name of the Director	Ms. Nimisha Minesh Dutia	Dr. Pandurang Hari Vaidya	Dr. Mithilesh Kumar Sinha
DIN	06956876	00939149	00043988
Date of Birth and Age	12.01.1972 47 years	25.09.1939 79 years	02.09.1935 83 years
Date of Initial Appointment	27.08.2014	18.09.1998	19.12.1997
Expertise in specific functional area and Experience	Working with Educational Institution	Versatile experience in HRD and General Administration	Wide experience in Banking Industry
Qualifications	B.Com and B.Ed	M.Com., Phd (Corporate Finance).	M.A., Phd (Operational Research)
List of Directorship of other Board.	<u>Public Company:</u> NIL <u>Private Company:</u> 1. Anwix Realty Pvt. Ltd.	NIL	<u>Public Companies:</u> 1. APL Infotech Limited <u>Private Companies:</u> NIL
List of Membership / Chairmanship of Committees of other Board.	NIL	NIL	NIL
Shareholding in Amines & Plasticizers Limited	NIL	NIL	NIL
No. of Board Meetings attended during the year.	Two	Four	Five
Remuneration, Terms and conditions of Appointment / Reappointment	As detailed in Resolution No. 3	As detailed in Resolution No. 4	As detailed in Resolution No. 5
Relationship with other directors, manager and other Key Managerial Personnel of the Company	NIL	NIL	NIL

Details of Directors seeking appointment in forthcoming 44th Annual General Meeting

Annexure A

Name of the Director	Mr. Arun Shanker Nagar	Mr. Brijmohan Jindel	Mr. Hemant Kumar Ruia
DIN	00523905	00071417	00029410
Date of Birth and Age	09.10.1946 72 years	13.06.1945 74 years	24.02.1958 61 years
Date of Initial Appointment	24.01.2003	30.01.2007	30.05.1992
Expertise in specific functional area and Experience	Wide Experience in General Insurance and Administration	Rich and varied experience in Income Tax, Accounts & Finance	Devising Policies, Developing markets and Managing day to day operations of the Company
Qualifications	Bachelor of Law, Master in English Literature (M.A.)	BA, IRS (Indian Revenue Service)	B. Com, LLB
List of Directorship of other Board.	NIL	<u>Public Company:</u> NIL <u>Private Company:</u> 1. Solidarity Financial Services Pvt. Ltd. 2. Jindel Builders Pvt. Ltd.	<u>Public Companies:</u> 1. APL Infotech Limited 2. The Seksaria Biswan Sugar Factory Limited 3. APL Holdings & Investments Limited <u>Private Companies:</u> 1. Multiwyn Investments and Holdings Pvt. Ltd. 2. Chefair Investment Pvt. Ltd. 3. Rodix Realty Pvt. Ltd. 4. APL Realtors Pvt. Ltd. 5. Rodix Properties Pvt. Ltd. 6. Hemyash Buildwell Pvt. Ltd.
List of Membership / Chairmanship of Committees of other Board.	NIL	NIL	The Seksaria Biswan Sugar Factory Limited: 1. Audit Committee – Member. 2. Nomination and Remuneration Committee – Member
Shareholding in Amines & Plasticizers Limited	NIL	NIL	21998930 Equity Shares
No. of Board Meetings attended during the year.	Four	Five	Seven
Remuneration, Terms and conditions of Appointment / Reappointment	As detailed in Resolution No. 6	As detailed in Resolution No. 7	As detailed in Resolution No. 8
Relationship with other directors, manager and other Key Managerial Personnel of the Company	NIL	NIL	Father of Mr. Yashvardhan Ruia

(Annexure B)**STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013; SPECIAL RESOLUTION AT ITEM NO. 8****I. GENERAL INFORMATION****1. Nature of Industry :**

Amines & Plasticizers Ltd ("the Company") is into Chemical Industry.

2. Date or Expected Date of Commencement of Commercial Production:

The Company was incorporated on 05th September, 1973 under the Companies Act, 1956. The Certificate for Commencement of Business was issued by the Registrar of Companies, Shillong on 05th September, 1973 and it started commercial production soon thereafter.

3. In Case of New Companies, Expected Date of Commencement of Activities as per Project Approved by Financial Institutions appearing in the Prospectus :

Not Applicable.

4. Financial Performance for the Last 3 Years**(₹ in Lakhs)**

Particulars	2018-19	2017-18	2016-17
Income for the year	45,848.74	33,930.64	32,290.77
Profit before Interest, Depreciation and Tax	3,731.32	3,343.22	3,049.50
Net Profit/(Loss) for the Current Year	1,727.99	1,548.13	1,548.00
Other Comprehensive income (net of tax)	(13.71)	(20.62)	(1.42)
Earlier Years Balance Brought forward	6,103.52	4,794.92	3,282.78
Depreciation reversed on Capital Subsidy received	-	-	-
Dividend and Tax thereon	(199.66)	(198.06)	-
Other Transfer to / (from) Retained Earnings	(47.80)	(20.86)	(34.44)
Balance carried to Balance Sheet	7,570.34	6,103.51	4,794.92
Net Profit available for Appropriation	7,570.34	6,103.51	4,794.92

5. Foreign Investments or Collaborations, if any: NIL**II. INFORMATION ABOUT THE APPOINTEE****1. Background Details:**

Mr. Hemant Kumar Ruia (DIN :00029410) is a first generation Entrepreneur and has been associated with the Company since 1982. He is holding Degrees in Commerce and Law from Bombay University. He has a varied and rich experience in various fields. He has been associated with the Company for the past 37 years and is looking after all major policy decisions as well as day-to-day affairs of the Company. He has created, developed and managed business in such a remarkable way that in last 10 years revenue of the Company grew multifold and there is a consistent upgrade in profits of the Company. He played a leading role in building and developing brand name for the Company in Chemical Industry and today "Amines" is considered as one of the respected company in its segment. During this period, Mr. Hemant Kumar Ruia has taken many initiatives to diversify Company's operations into various areas mainly technology and engineering. Under his leadership, the Company has grown from a domestic level Chemical Company to a Company of International repute having multiple overseas renowned customers.

2. Past remuneration :

Remuneration drawn by Mr. Hemant Kumar Ruia in his previous term from 01.04.2016 to 31.03.2019 was as follows:

Financial Year	Amount (in ₹)
2018-19	1,00,94,914*
2017-18	7645960
2016-17	7714000

*includes Leave Encashment, leave travel allowance and contribution to Super Annuation fund.

3. Recognition & Awards:

Nil

4. Job Profile and his Suitability :

Considering his long association, vast experience in the activities of the Company and the exceptional contribution made by him in the Company's growth, the Board feels that it is in the interest of the Company to re-appoint Mr. Hemant Kumar Ruia as Chairman & Managing Director for a further term of Five years w.e.f. 1st April, 2019.

Subject to the superintendence and control of the Board of Directors, he shall be responsible for the day-to-day management of the affairs of the Company.

5. Remuneration proposed :

As per details given in Resolution above.

6. Comparative Remuneration Profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile assigned to Mr. Hemant Kumar Ruia, the responsibilities that would be shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar Head of the Organisation, in other companies.

7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Beside the remuneration proposed, Mr. Hemant Kumar Ruia, does not have any other pecuniary relationship with the Company and he is related to Mr. Yashvardhan Ruia, Executive Director in capacity as his father.

III. OTHER INFORMATION :

1. Reasons for loss or inadequacy of profits:

The Company's profits are inadequate due to tough competition in Export market with lot of International players in the field. Also it faces stiff competition from few domestic Chemical manufacturers. The Company operates in a Chemical Segment which requires certain raw material which are susceptible to fluctuations in prices. Since the nature of raw material is highly sensitive, the same cannot be imported. The Company is thus vulnerable to Ethylene Oxide price volatility. During the year under report there was a continuous uptake in crude oil prices which has resulted in constant increase in raw material prices. The power bills and other overheads had also gone up substantially since the Company has moved on to eco-friendly fuel. During the year under review, there was increase of over 37% in expenditure as compared to previous year which has impacted margins.

2. Steps taken by the company to improve performance :

- Optimal utilization of the resources available with the Company, by using Company's multi-product plant to achieve optimum production mix.

- ii. Continuous thrust on new product development to capture untapped areas of Chemical Industry. The Company is constantly working on enhancing its Research and Development activities, wherein the main thrust will be developing new speciality products and thereby the existing infrastructure of the Company can be utilized at its peak level. The Company has full-fledged in-house Research and Development Division and Multi-Product Plant at its disposal which helps to cater to the needs of variety of customers and additional demand.
- iii. With the help of upgraded plant technology and integrated manpower resources, the Company has acquired an edge over its competitors. The Company has the ability to receive and process multiple orders and also offer services to customers to customise products based on their needs. The factory has been functioning at its fullest capacity to cater to increase in domestic demand and export. Also in-house Engineering division is self-sufficient which has helped to reduce cost on maintenance of Plant, Machineries and other Equipments.

3. Expected increase in productivity and profits in measurable terms :

With the above mentioned steps taken by the Company, the Company will be able to improve its sales and profit. A well maintained plant and increased production capacity are expected to increase turnover of the Company.

IV. DISCLOSURES :

Disclosures in the Board of Directors' report as required under the heading 'Corporate Governance' shall be given in the Directors Report.

(Annexure C)

STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013; SPECIAL RESOLUTION AT ITEM NO. 9

I. GENERAL INFORMATION

1. Nature of Industry :

Amines & Plasticizers Ltd ("the Company") is into Chemical Industry.

2. Date or Expected Date of Commencement of Commercial Production:

The Company was incorporated on 05th September, 1973 under the Companies Act, 1956. The Certificate for Commencement of Business was issued by the Registrar of Companies, Shillong on 05th September, 1973 and it started commercial production soon thereafter.

3. In Case of New Companies, Expected Date of Commencement of Activities as per Project Approved by Financial Institutions appearing in the Prospectus: Not Applicable.

Particulars	2018-19	2017-18	2016-17
Income for the year	45,848.74	33,930.64	32,290.77
Profit before Interest, Depreciation and Tax	3,731.32	3,343.22	3,049.50
Net Profit/(Loss) for the Current Year	1,727.99	1,548.13	1,548.00
Other Comprehensive income (net of tax)	(13.71)	(20.62)	(1.42)
Earlier Years Balance Brought forward	6,103.52	4,794.92	3,282.78
Depreciation reversed on Capital Subsidy received	-	-	-
Dividend and Tax thereon	(199.66)	(198.06)	-
Other Transfer to / (from) Retained Earnings	(47.80)	(20.86)	(34.44)
Balance carried to Balance Sheet	7,570.34	6,103.51	4,794.92
Net Profit available for Appropriation	7,570.34	6,103.51	4,794.92

5. Foreign Investments or Collaborations, if any: NIL

II. INFORMATION ABOUT THE APPOINTEE

1. Background Details:

Mr. Yashvardhan Ruia (DIN : 00364888) has done his Bachelors in Management Studies from Mumbai University and Master of Science (Marketing) from Manchestor Business School, the University of Manchestor, UK. He has rich experience in the field of Business Development and Marketing and has travelled extensively world over, thereby bringing expert knowledge and ideas, enhancing the growth and trajectory of the Company. He has been associated with the Company and especially with its Engineering Division for past couple of years and is looking after all major operational as well as day-to-day affairs of the said Division. His expertise and in depth knowledge in the Fabrication process and functioning amongst others has been exceptional over the years and has benefited to the Company. Also, he is involved in software development division of the Company through its subsidiary "APL Infotech Ltd" in his capacity as Director. Over the years he has been instrumental in tie-ups with major Software Marketing Companies for marketing of the software. He has also taken many initiatives for canvassing the software products in the Top Universities and Educational Institutions.

2. Past remuneration:

Remuneration drawn by Mr. Yashvardhan Ruia in his previous term from 01.06.2017 to 31.03.2019 was as follows :

Financial Year	Amount (in ₹)
2018-19	2404070
2017-18	1891010

3. Recognition & Awards : Nil**4. Job Profile and his Suitability :**

Mr. Yashvardhan Ruia would be responsible for the day-to-day management of the affairs of the Company under the superintendence and supervision of the Board of the Company and also fully accountable to carry out expansion program of the Company. He has been also entrusted with the additional assignment of leading Company's subsidiary "APL Infotech Ltd" which is into software development. He is instrumental in tying up with various marketing agencies to market "PAnORaMA" software developed by the Company. Considering his expertise, knowledge and association with the Company and the contribution made by him in the Company's growth, it is necessary to reward him with the increase in his salary.

5. Remuneration proposed :

As per details given in Resolution above.

6. Comparative Remuneration Profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile assigned to Mr. Yashvardhan Ruia, the responsibilities that would be shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any :

Beside the remuneration proposed, Mr. Yashvardhan Ruia, does not have any other pecuniary relationship with the Company and he is related to Mr. Hemant Kumar Ruia, Chairman & Managing Director in capacity as his son.

III. OTHER INFORMATION :**1. Reasons for loss or inadequacy of profits :**

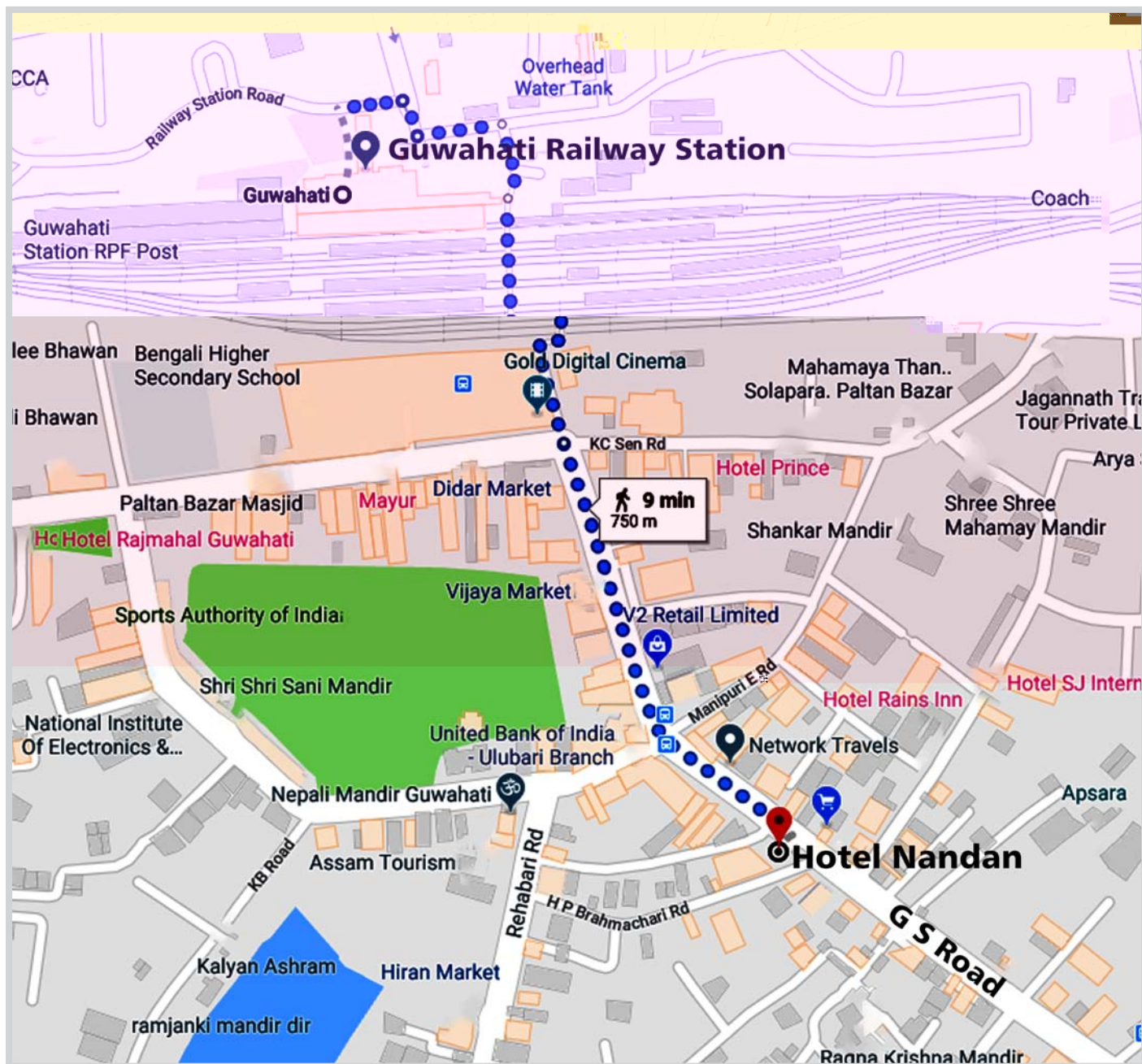
The Company's profits are inadequate due to tough competition in Export market with lot of International players in the field. Also it faces stiff competition from few domestic Chemical manufacturers. The Company operates in a Chemical Segment which requires certain raw material which are susceptible to fluctuations in prices. Since the nature of raw material is highly sensitive, the same cannot be imported. The Company is thus vulnerable to Ethylene Oxide price volatility. During the year under report there was a continuous uptake in crude oil prices which has resulted in constant increase in raw material prices. The power bills and other overheads had also gone up substantially since the Company has moved on to eco-friendly fuel. During the year under review, there was increase of over 37% in expenditure as compared to previous year which has impacted margins.

2. Steps taken by the company to improve performance:

- Optimal utilization of the resources available with the Company, by using Company's multi-product plant to achieve optimum production mix.

- ii. Continuous thrust on new product development to capture untapped areas of Chemical Industry. The Company is constantly working on enhancing its Research and Development activities, wherein the main thrust will be developing new speciality products and thereby the existing infrastructure of the Company can be utilized to its peak level. The Company has full-fledged in-house Research and Development Division and Multi-Product Plant at its disposal which helps to cater to the needs of variety of customers and additional demand.
- iii. With the help of upgraded plant technology and integrated manpower resources, the Company has

**Map showing place of the 44th Annual General Meeting to be held
on 25th September, 2019,
at Hotel Nandan, G S Road, Paltan Bazar, Guwahati – 781008.**





Amines & Plasticizers Limited

Reg. Office: Poal Enclave, C/o. Pranati Builders Pvt. Ltd. Principal J.B. Road, Chenikuthi, Guwahati, Assam 781 003.

Corp. Office: 'D' Building, 6th Floor, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

Tel No: 022 2493 5282/88, Fax: 2493 8162, **Email :** legal@amines.com, **Website:** www.amines.com

CIN: L24229AS1973PLC001446

ATTENDANCE SLIP 44TH ANNUAL GENERAL MEETING – 25TH SEPTEMBER, 2019

SERIAL NO.:

Name & Address of
Sole Member :

Name of Joint Holder(s) :

Folio No / Client ID / DP ID:

No. of Shares held :

I certify that I am a registered Member / Proxy for the registered Member of the Company. I hereby record my presence at the 44th Annual General Meeting of the Company held at Hotel Nandan, GS Road, Paltan Bazar, Guwahati – 781008, on Wednesday, 25th September, 2019.

Name of the Member/ Proxy

Sign of the Member/ Proxy*

(* in case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/power of attorney should be accompanied with the above form)

Note :

Shareholder/ Proxy are requested to bring this Attendance slip at the meeting and handover the same at the entrance duly signed.

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	# DEFAULT PAN

Since, you have not registered / updated your PAN with the Company / Depository Participant, please use the number mentioned in above column under PAN field to login for e-Voting.

* Please use your actual PAN, if you have already registered / updated your PAN with the Company / Depository Participant

Note: For detailed e-voting instructions, please refer "Notice" enclosed herewith under "E-Voting facility".



Amines & Plasticizers Limited

Reg. Office: Poal Enclave, C/o. Pranati Builders Pvt. Ltd. Principal J.B. Road, Chenikuthi, Guwahati, Assam 781 003.
Corp. Office: 'D' Building, 6th Floor, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400 018.
Tel No: 022 2493 5282/88, Fax: 2493 8162, **Email :** legal@amines.com, **Website:** www.amines.com
CIN: L24229AS1973PLC001446

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No / Client ID / DP ID:

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint

1.Name: _____ of _____

E-mail Id _____ Signature: _____ or failing him

2.Name: _____ of _____

E-mail Id _____ Signature: _____ or failing him

3.Name: _____ of _____

E-mail Id _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual General Meeting of the Company held on Wednesday, 25th September, 2019 at 12.00 Noon at Hotel Nandan, GS Road, Paltan Bazar, Guwahati – 781 008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	FOR (✓)	AGAINST (X)
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.		
2.	Declaration of dividend of 30 paise per Equity Share of face value of ₹ 2/- each for the financial year ended 31 st March, 2019.		
3.	Re- appointment of Ms. Nimisha Dutia (DIN : 06956876) who retires by rotation and being eligible, offers herself for re-appointment.		
Special Business			
4.	Re- appointment of Dr. Pandurang Hari Vaidya (DIN: 00939149) as an Independent Director of the Company for a further term of Five years.		
5.	Re- appointment of Dr. Mithilesh Kumar Sinha (DIN: 00043988) as an Independent Director of the Company for a further term of Five years.		
6.	Re- appointment of Mr. Arun Shanker Nagar (DIN: 00523905) as an Independent Director of the Company for a further term of Five years.		
7.	Re- appointment of Mr. Brijmohan Jindel (DIN: 00071417) as an Independent Director of the Company for a further term of Five years.		
8.	Re- appointment of Mr. Hemant Kumar Ruia (DIN: 00029410) as Chairman & Managing Director of the Company for a period of Five years.		
9.	Revision in remuneration of Mr. Yashvardhan Ruia, Executive Director.		
10.	Approval of Related Party Transactions.		
11.	Ratification of remuneration of the Cost Auditor for the financial year 2019-20.		
12.	Approval of Charges for Service of Documents on the Shareholders.		

Signed this _____ day of _____ 2019

Signature of Shareholder(s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp
here of
Re. 1/-

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office / Corporate Head office of the Company, not less than 48 hours before the commencement of the Meeting.
- If you wish to vote for any of the resolutions, insert "✓" in the box marked "FOR". If you wish to vote against any of the resolutions, insert "X" in the box marked "AGAINST". Failure to mark "✓" / "X" in the box will entitle your proxy to cast your vote at his discretion.
- 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. A member holding more than Ten percent of the total share capital of the Company may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.
- A Proxy need not be a member of the Company.
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 44th Annual General Meeting.