

## NOTICE

NOTICE is hereby given that the 40th Annual General Meeting of the Members of **AMINES & PLASTICIZERS LIMITED** will be held on Wednesday, 23rd September, 2015 at 1.30 P.M. at RND Banquet Hall, Hotel Gateway, G.S. Road, Christian Basti, Guwahati, Assam 781 005, to transact the following business :

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. the Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, together with Reports of the Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2015, together with Report of the Auditors thereon.
2. To declare dividend on Equity shares.
3. To appoint a Director in place of Ms. Nimisha Minesh Dutia(DIN : 06956876) who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of M/s Bhandari Dastur Gupta & Associates, Chartered Accountants, Mumbai (Firm Registration No. 119739W) as Statutory Auditors of the Company.

### SPECIAL BUSINESS:

5. **Remuneration of the Cost Auditor for the financial year 2015-2016.**

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), 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, 2016 be paid a remuneration of ₹ 2,15,000/- (Rupees Two Lacs Fifteen Thousand only) as also the payment of service tax as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit”.

6. **Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013**

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 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), rules and regulations made thereunder, the enabling provisions of the Articles of Association of the Company and subject to the requisite approvals, consents, permission and/or sanctions as may be required, if any, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Company Secretary be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. **Approval for the Issue of Bonus Shares**

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

**“RESOLVED THAT** in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment

thereof for the time being in force), in accordance with the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time), the relevant provision of the Memorandum and Articles of Association of the Company and subject to such permissions, sanctions and approvals as may be required in this regard and subject to such terms and modifications as may be specified while granting such approvals, consent of the Members be and is hereby accorded to the Board for capitalization of such sum as may be decided by Board which is standing to the credit of the free reserves of the Company or any other permitted reserve / surplus, as may be considered necessary by the Board for the purpose of issue of Bonus Shares of ₹ 2/- (Rupees Two ) each, credited as fully paid up shares to the holders of the existing equity shares of the Company, whose name appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on the record date (to be determined by the Board) for the purpose, in the proportion of One equity share for every One existing equity share held by the Members and that the Bonus Shares so issued shall for all purposes be treated as an increase in the paid-up capital of the Company held by each such member and not an income."

**"RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company".

**"RESOLVED FURTHER THAT** the share certificate(s) in respect of the new equity Bonus shares shall be issued and despatched to the allottees thereof within the period prescribed or that may be prescribed

in this behalf, from time to time, except that the new equity Bonus shares in dematerialized form will be credited to the demat account of the allottees, who are holding the existing equity shares in electronic form and in case of Members who hold equity shares in physical form, the share certificates in respect of the Bonus shares shall be despatched, within such time as prescribed by law and the relevant authorities."

**"RESOLVED FURTHER THAT** the allotment of the new equity Bonus shares to the extent that relate to non-resident members, if any, of the Company; shall be subject to such approval, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as amended from time to time or rules made thereunder, as may be deemed necessary."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take necessary steps for listing of such shares on Stock Exchanges where the securities of the Company are listed as per the provisions of listing agreements with the respective stock exchange and other applicable guidelines, rules and regulations."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue / allotment of bonus shares as the Board may in its absolute discretion deem fit."

By Order of Board of Directors

For **AMINES & PLASTICIZERS LIMITED**

Place : Mumbai  
Date : 27.08.2015

**AJAY PURANIK**  
*Sr. Vice President*  
(Corporate Affairs)  
& *Company Secretary*

**Registered Office:**  
Poal and Enclave  
C/O Pranati Builders Private Ltd.  
Principal J.B. Road, Chenikuthi  
Guwahati - 781 003, Assam.  
CIN: L24229AS1973PLC001446  
Website:www.amines.com

## NOTES:

(1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

(2) The instrument to appoint proxy duly completed and signed in order to be effective must be deposited at the Company's Registered Office at Poal and Enclave, Chenikuthi, Guwahati, Assam or at Head Office at Mumbai not less than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of companies, societies etc., must be supported by appropriate resolutions/authority as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 shareholder.

(3) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to the Special Business at the meeting is annexed hereto.

(4) The Dividend on Equity Shares as recommended by the Board of Directors, if declared at the meeting, will be made payable after 28th September, 2015 to those Shareholders whose names appear in the Register of Members of the Company as on 20<sup>th</sup> August, 2015.

(5) The Register of Members and Share Transfer Books of the Company will remain closed from 21<sup>st</sup> August, 2015 to 22<sup>nd</sup> August, 2015 (both days inclusive).

(6) 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. As you are aware, shares of your company presently are in Trade to Trade category which reduces the liquidity of the shares for trading on the Stock Exchange. If we could achieve higher percentage of dematerialization of shares of the Company that will enable shifting of shares from T/T to Rolling Settlement on the Bombay Stock Exchange, which in turn will increase the tradability of the shares held.

(7) Members holding shares in physical form are requested to notify immediately change of address, if any, to the Company's Registrar & Share Transfer Agent (RTA), M/s Sharepro Services (India) Pvt Ltd. 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka, Andheri (E), Mumbai - 400 072 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/RTA, without any delay. Members are also requested to intimate their email id to the Company/RTA for fast communication.

(8) Details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of Director seeking appointment, at the Annual General Meeting, is separately annexed hereto.

(9) Pursuant to the erstwhile provisions of Sections 205A and 205C of the Companies Act, 1956, 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. It may be noted that once the unclaimed dividend is transferred to the Government as above no claim shall lie in respect of such amount against the Company/Fund. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the

Company as on September 29, 2014 (date of last Annual General Meeting) has been uploaded on the website of the Company ([www.amines.com](http://www.amines.com)) as also on the website of the Ministry of Corporate Affairs.

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

| Date of Declaration | Dividend per share (₹) | Due Date of the proposed transfer to the Investor Education and Protection Fund |
|---------------------|------------------------|---|
| 20.09.2010          | ₹ 1                    | 19.09.2017  |
| 28.09.2012          | ₹ 0.50                 | 27.09.2019  |
| 27.09.2013          | ₹ 0.50                 | 26.09.2020  |
| 29.09.2014          | ₹ 1                    | 28.09.2021  |

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.

- (10) Electronic copy of the Annual Report for the year 2014-15 is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) and have given their positive consent to receive the same through electronic means. For members other than above, physical copies of the Annual Report is being sent in permitted mode.
- (11) 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/ Sharepro Services (I) Pvt Ltd.
- (12) The Annual Accounts of the Subsidiary Companies are kept open for inspection by any member in the Registered Office of the Company and of the Subsidiary Companies concerned. The Company shall furnish a hard copy of the accounts of subsidiaries free of cost to any shareholder on demand.

- (13) The Annual Report for the year 2014-2015 of the Company circulated/mailed to the Members will be available on the Company's website [www.amines.com](http://www.amines.com).

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

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed thereunder, the Members are provided with the facility to exercise their vote at the 40th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited CDSL.

- A. The voting period begins on 19th September, 2015 at 9.00 am and ends on 22nd September, 2015 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 September 16, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (i) (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (ii) Click on "Shareholders" tab.
  - (iii) Now, select the "AMINES & PLASTICIZERS LIMITED" from the drop down menu and click on "SUBMIT"
  - (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:

|                       | <b>For Members holding shares in Demat Form and Physical Form</b>  |
|-----------------------|--|
| 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"> <li>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 last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul> |
| DOB                   | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>   |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut-off date in the Dividend Bank details field.</b></li> </ul>  |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly 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 & Plasticizers Limited."

(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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- B. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- C. **Other Instruction:**
- 1 Any person, who acquires shares of the Company and becomes member of the Company after 20<sup>th</sup> August, 2015 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 16<sup>th</sup> September, 2015 may obtain the login ID and password by sending a request at [anil.s@shareproservices.com](mailto:anil.s@shareproservices.com).
  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 40th 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.
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 a period not exceeding three working days 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 consolidated Scrutinizer's Report of the votes cast in favour 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](http://www.amines.com) and on the website of CDSL within three days of 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 Board of Directors
- For AMINES & PLASTICIZERS LIMITED**
- |                   |   |
|-------------------|---|
| Place : Mumbai    | <b>AJAY PURANIK</b>   |
| Date : 27.08.2015 | <i>Sr. Vice President</i><br>(Corporate Affairs)<br>& 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 7 of the accompanying Notice convening the 40th Annual General Meeting of the Company.

**Item No. 4:-**

In the 39th Annual General Meeting (AGM) of the Company held on September 29, 2014 at Guwahati, M/s Bhandari Dastur Gupta & Associates, Chartered Accountants, Mumbai (Registration No. 119739W) have been appointed as the Statutory Auditors of the Company for a period of three years i.e till 42nd Annual General Meeting of the Company.

In terms of provisions of the Companies Act, 2013, it is necessary to get the appointment ratified by the shareholders in every Annual General Meeting until the expiry of the period of original appointment.

In view of the above, the Board of Directors recommend ratification of the appointment of M/s Bhandari Dastur Gupta & Associates, Chartered Accountants, Mumbai (Registration No. 119739W) as the Statutory Auditors as mentioned in Item No. 4 of the Notice.

**Item No. 5:-**

Pursuant to Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. On the recommendation of the Audit Committee, the Board of Directors had approved the appointment of M/s A G Anikhindi & Co., (Firm Registration No. 100049) Cost Accountants, Kolhapur as the Cost Auditors of the Company to conduct Cost Audit for the Financial year 2015-2016 at a remuneration of ₹ 2,15,000/- plus out-of pocket expenses, service tax etc.

M/s A G Anikhindi & Co., Cost Accountants, have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company in the past years under the provisions of the Companies Act, 1956.

The Board has approved the remuneration of ₹ 2,15,000/- plus 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. 5 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.

**Item No. 6:-**

The existing Articles of Association (“Articles”) of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections/provisions of the Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 (“Act”).

With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and/or deletion. Considering these factors it is necessary to replace the existing Articles by a new set of Articles.

The draft Articles shall be open for inspection by the Members at the Registered Office / Corporate Office of the Company on all working days (i.e except Saturdays, Sundays and Public Holidays) between 11.00 am to 1.00 pm upto the date of this Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

The Board of Directors recommend the Special Resolution set out at item No. 6 of the Notice for approval by the Members.

**Item No. 7:-**

The members may be aware that the operation of the Company has grown significantly during the last few years, which has generated considerable interest in the Company’s Equity Shares in the Market. The total Reserves and Surplus of the Company as per the Audited Financial Statements



as at 31<sup>st</sup> March, 2015 are ₹ 3368.03 Lacs. Considering the position of Reserves and Surplus of the Company and in order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ("the Board") at their meeting held on 27<sup>th</sup> August, 2015 considered it desirable to recommend issue of Bonus Shares in the ratio of 1:1.

Such Fully Paid-up Bonus Shares shall be distributed to the members of Company, whose names shall appear on its Register of Members or in the respective beneficiary account with their respective Depository Participants, on the Record Date to be determined by the Board of Directors of your Company for the purpose of issue of Bonus Shares, in the proportion of 1 (One) new equity share for every 1 (One) existing equity share held by them respectively on the record date.

The Bonus Shares so allotted shall rank pari passu in all respects including dividend with the existing

equity shares of the Company. The proposed issue of Bonus Shares will be made in accordance with the provisions of Companies Act, 2013 and guidelines issued by the Securities Exchange Board of India from time to time and subject to such approvals, as may be required, from the statutory authorities. Further, it is necessary to authorize the Board of Directors / Committee of the Board to complete all the regulatory formalities prescribed by SEBI, Stock Exchanges on which the shares of the Company are listed and / or any other regulatory or statutory authority in connection with the issue of Bonus Shares.

Therefore, the Board recommends the resolution as set out in Item No 1 as a Special Resolution of the accompanying notice for the approval of the members of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

## Details of Directors seeking re-appointment in forthcoming Annual General Meeting

|  |   |
|--|---|
| Name of the Director   | NIMISHA MINESH DUTIA                                    |
| Date of Birth  | 12.01.1972  |
| Date of last appointment   | 27.08.2014  |
| Expertise in specific functional area  | Wide Experience in working with Educational Institution |
| Qualifications   | B.Com., B.Ed.   |
| Number of outside Directorships held in Public Limited Companies as on 31.03.2015                              | Nil   |
| Other Directorship/ Committee Membership held as on 31.03.2015   | Nil   |
| Chairman/ Member of the Committee of the Board of Public Companies on which she is a Director as on 31.03.2015 | Nil   |
| Shareholding   | Nil   |
| Relationship between Directors inter-se  | Nil   |

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

**AJAY PURANIK**  
Sr. Vice President (Corporate Affairs)  
& Company Secretary

Place: Mumbai  
Date: 27/08/2015