

NOTICE

NOTICE is hereby given that the 41st Annual General Meeting of the Members of **AMINES & PLASTICIZERS LIMITED** will be held on Tuesday, 27th September, 2016, at 11.30 A.M. at Hotel Nandan, GS Road, Paltan Bazar, Guwahati – 781008, Assam, India 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, 2016, together with the Reports of the Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Report of the Auditors thereon.
2. To confirm the Interim Dividend of 20 paise per Equity Share declared on 5,50,20,000 Equity Shares of face value of ₹ 2/- each already paid for the Financial Year ended March 31, 2016.
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 B D G & Associates (Formerly known as Bhandari Dastur Gupta & Associates), Chartered Accountants, Mumbai (Firm Registration No. 119739W) as Statutory Auditors of the Company for the Financial Year 2016-2017.

SPECIAL BUSINESS:

5. **Re-appointment of Shri Hemant Kumar Ruia as a Chairman & Managing Director of the Company for a further term of 3 years with revised remuneration:**

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, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder, read with Schedule V of the Act (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 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 to the re-appointment of and payment of remuneration to Mr. Hemant Kumar Ruia, (DIN 00029410) as Chairman & Managing Director of the Company for a period of 3 years, commencing from April 1, 2016, with powers to the Board to alter, amend, vary and modify the terms and conditions of the said appointment/re-appointment and remuneration payable to him from time to time as it deems fit, in such manner as may be mutually agreed upon, on the draft terms and conditions as set out below:

Designation: Chairman and Managing Director

1. Period:

The appointment will be effective from 1st April, 2016 for a period of Three years i.e. up to 31st March, 2019.

2. Overall Remuneration:

The remuneration payable to him shall be as follows:

- i) Salary: ₹ 3,35,000/- 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 of residence at Mumbai, Kolkata, New Delhi and Chennai.

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 10% 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 and half month's salary in a year or four and half 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 ₹ 15,000/- in a year.

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

CATEGORY 'B'

The Chairman and 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 remuneration.

- a Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or taken together are 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 Chairman and Managing 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.

Shri Hemant Kumar Ruia will not be entitled to any sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall not be liable to retire by rotation. The Company shall reimburse to the Chairman and Managing Director, entertainment, traveling, lodging, boarding 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 from time to time.

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.

The said reappointment can be terminated by either party giving to the other party three-month's notice in writing.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters as may be necessary, expedient and desirable to give effect to this resolution."

6. Remuneration of the Cost Auditor for the financial year 2016-2017.

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, 2017 be paid a remuneration of ₹ 2,15,000/- (Rupees Two Lakhs Fifteen Thousand only) as also the payment of service tax as applicable and re-imbursalment of out of pocket expenses incurred in connection with the aforesaid audit"

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

Place: Mumbai
Date: 05.08.2016

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) 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 meeting 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 ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (3) A person can act as 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. 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. Proxies in order to be effective, must be deposited 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. 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 authorised 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) An Interim Dividend of 10% (20 paise per share on Equity Shares of face value of ₹ 2/- each) declared by the Board of Directors on March 16, 2016 was paid to the shareholders of the Company.
- (6) A statement giving the details of the Director seeking re-appointment under Item No. 3 of the accompanying Notice, 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 Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 17th September, 2016 to Tuesday, 27th September 2016 (both days inclusive).
- (8) 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 by you.
- (9) 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 Sharex Dynamic (India) Pvt. Ltd. Unit no. I, Luthra Ind.Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072 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 faster communication.
- (10) Details as required under provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Director seeking appointment / re-appointment at the Annual General Meeting, is separately annexed hereto.
- (11) Pursuant to the earlier 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 23, 2015 (date of last Annual General Meeting) has been uploaded on the website of the Company (www.amines.com) , as also on the website of the Ministry of Corporate Affairs.

Details of dividend declared for the previous years 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	24/10/2017
28.09.2012	₹ 0.50	01/11/2019
27.09.2013	₹ 0.50	31/10/2020
29.09.2014	₹ 1	02/11/2021
23.09.2015	₹ 0.20	26/10/2022
16.03.2016	₹ 0.20	19/04/2023

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.

- (12) Electronic copy of the Annual Report for the year 2015-16 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.
- (13) Electronic copy of the Notice of the 41st 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.
- (14) 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
- (15) 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.
- (16) The Annual Report for the year 2015-2016 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 1.00 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 investor e-mail id: legal@amines.com

- (17) A route map showing directions to reach the venue of the 41st 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 41st 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 for the 41st 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 evoting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

A The voting period begins on 24th September, 2016 at 9.00 am and ends on 26th September, 2016 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 21, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "AMINES AND 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:

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 last 8 digits of the demat account/folio number in the PAN field. • 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.
Dividend Bank Details OR DOB	<p>Enter the Dividend Bank Details OR Date of Birth (in dd/mm/yyyy) as recorded in your demat account or in the company records in order to log in.</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 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 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 a demat account holder has forgotten the 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, Windows and Apple smart phones. 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.

B Other Instructions:

1. Any person who acquires shares of the Company and becomes member of the Company after 26th August, 2016 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2016 may obtain the login ID and password by sending a request at sharexindia@vsnl.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 41st 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 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 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 the Board of Directors
For **AMINES & PLASTICIZERS LIMITED**

Place: Mumbai
Date: 05.08.2016

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

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 6 of the accompanying Notice convening the 41st 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) were 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.

The Auditors have informed that the name of the Auditors Firm has changed from M/s Bhandari Dastur Gupta & Associates to “B D G & Associates”. In view of the above, the Board of Directors recommend ratification of the appointment of M/s B D G & Associates (formerly known as Bhandari Dastur Gupta & Associates), Chartered Accountants, Mumbai (Registration No. 119739W) as the Statutory Auditors as mentioned in Item No. 4 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 of Directors recommend ratification of Appointment as set out at item No. 4 of the Notice for approval by the Members.

Item No. 5:

The Board of Directors at their meeting held on 10th February, 2016 on the recommendation of the Nomination and Remuneration Committee (NRC), re-appointed Shri Hemant Kumar Ruia as Chairman & Managing Director w.e.f. 1st April, 2016 for a period of 3 years.

Shri Hemant Kumar Ruia is a Graduate in Commerce and Law from Bombay University, having a varied and rich experience in various fields. He has been associated with the Company for the past 35 years and is looking after all major policy decisions as well as day-to-day affairs of the Company. During this tenure, he 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.

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 Shri Hemant Kumar Ruia as Chairman & Managing Director for a further term of three years w.e.f. 1st April, 2016 and hence, recommends the passing of the resolution mentioned at the Item No. 5 of the Notice.

In case the Company in any Financial Year has no profits or if profits are inadequate anytime during the tenure of office of Mr. Hemant Kumar Ruia, as Chairman and Managing Director, he shall be paid a minimum remuneration as stated in resolution at Item No. 5 of the Notice, with the liberty to the Board to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to him in such manner as may be permitted and subject to approval of such authority(ies) as may be required, in accordance with the provisions of the Companies Act, 2013 and Schedule V thereto or any modification thereto and as may be agreed by and between the Board and Mr. Hemant Kumar Ruia, without any further approval of the members of the Company.

Except Shri. Hemant Kumar Ruia, None of the Directors of the Company is in any way interested in the said resolution. The terms and conditions detailed in the resolution proposed to be passed at Item No.5 of the Notice be also considered as an abstract of the re-appointment of Shri. Hemant Kumar Ruia and details of the same are available on the website of the Company.

The Board of Directors recommend the Special Resolution set out at item No. 5 of the Notice for approval by the members.

Item No. 6:

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, 2017.

In terms of provisions of Section 148 of the Companies Act, 2013 read with Rules made thereunder, the remuneration payable to the 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 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. 6 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 of Directors recommend the Ordinary resolution set out at item No. 6 of the Notice for approval by the Members.

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

Name of the Director	Hemant Kumar Ruia	Nimisha Miness Dutia
DIN	00029410	06956876
Age	58 years	44 years
Expertise in specific functional area	Devising Policies and managing day to day operations of the Company	Wide Experience in working with School / Educational Institution
Qualifications	B.COM, LLB	Bachelor of Commerce and Bachelor of Education (B.Ed)
Remuneration, Terms and conditions of Reappointment	Please refer item No. 5 of the Notice and Explanatory Statement	Liable to Retire by rotation. Sitting fees to be paid for the meetings attended
Remuneration last drawn	₹ 34.65 Lakhs	Sitting Fees paid. Details mentioned in the Corporate Governance report
Relationship between Directors Inter-se	NIL	NIL
Number of outside Directorships held in Public Limited Companies as on 31.03.2016	3	NIL
Other Directorship/ Committee Membership held as on 31.03.2016	NIL	NIL
Chairman/ Member of the Committee of the Board of Public Companies on which he is a Director as on 31.03.2016	NIL	NIL
Shareholding	39.98%	NIL

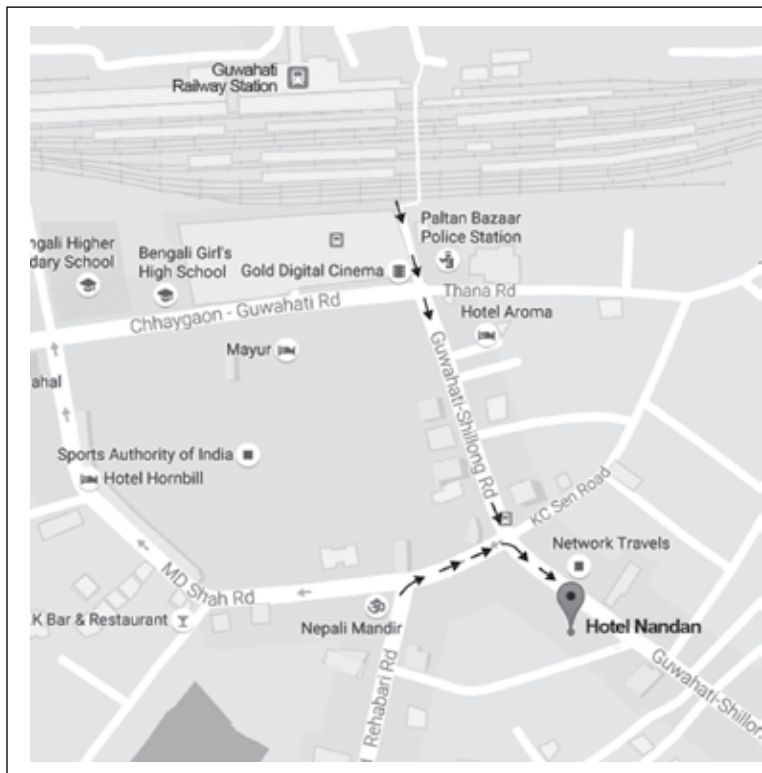
Directorships includes Directorship of other Public Companies and Committee memberships includes only Audit Committee and Stakeholder's Relationship Committee of Public Company.

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

Place: Mumbai
Date: 05.08.2016

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

Map showing place of the Annual General Meeting to be held on 27th September, 2016
at Hotel Nandan, G. S. Road, Paltan Bazar, Guwahati - 781008, Assam, India.





Amines & Plasticizers Limited

Reg. Office: Poal and 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 41st ANNUAL GENERAL MEETING – 27th SEPTEMBER, 2016

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 41st Annual General Meeting of the Company held at Hotel Nandan, GS Road, Paltan Bazar, Guwahati – 781008, on Tuesday, 27th September, 2016 at 11.30 AM.

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	(PAN / SEQUENCE NO.)

Note:
For detailed e-voting instructions, please refer "Notice" enclosed herewith under "[Process for members opting for e-voting](#)". The voting period begins on 24th September, 2016 at 9.00 am and ends on 26th September, 2016 at 6.00 pm. The e-voting module shall be disabled by CDSL for voting thereafter.



Amines & Plasticizers Limited

Reg. Office: Poal and 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) of _____ 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 41st Annual General Meeting of the Company held on Tuesday, 27th September, 2016 at 11.30 am Hotel Nandan, GS Road, Paltan Bazar, Guwahati – 781008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
Ordinary Business			
1.	Receive, consider and adopt: a. the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Report of the Auditors thereon.		
2.	Confirmation of the Interim Dividend declared		
3.	Re- appointment of Ms. Nimisha Minesh Dutia (DIN:06956876) who retires by rotation and being eligible, offers herself for re-appointment.		
4.	Ratification of the appointment of M/s B D G & Associates, Chartered Accountants (Firm Registration No. 119739W) as Statutory Auditors of the Company on a remuneration as may decided by the Board		
Special Business			
5.	Re-appointment of Shri Hemant Kumar Ruia as Chairman & Managing Director of the Company for a further term of 3 years with revised remuneration.		
6.	Approval of Remuneration of Cost Auditor for the Financial year ending on March 31, 2017		

Signed this _____ day of _____ 2016

Affix Revenue Stamp here

Signature of Shareholder(s)

Signature of Proxy holder(s)

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office or Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the columns blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 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.