

## NOTICE

**NOTICE** is hereby given that the 45<sup>th</sup> Annual General Meeting (AGM) of the Members of **AMINES & PLASTICIZERS LIMITED** will be held on Tuesday, 29<sup>th</sup> September, 2020, at 4.00 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), 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 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
- 2. To confirm Interim Dividend** of 15% i.e. 30 paise per Equity Share declared on 55020000 Equity Shares of face value of ₹ 2/- each already paid for the Financial Year ended 31<sup>st</sup> March, 2020.
- 3. To appoint a Director** in place of Mr. Yashvardhan Ruia (DIN :00364888) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

- 4. Re-appointment of Mr. Yashvardhan Ruia (DIN: 00364888) as Whole Time Director designated as Executive Director of the Company.**

To consider and if thought fit, to pass the following Resolution as a Special Resolution :

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 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 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) 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 be 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. Yashvardhan Ruia (DIN : 00364888) as a Whole Time Director designated as Executive Director of the Company for a period of Five (5) years with effect from 1<sup>st</sup> June, 2020 to 31<sup>st</sup> May, 2025 with a revised remuneration for the period of Three (3) years from 01<sup>st</sup> June, 2020 to 31<sup>st</sup> May, 2023 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 :** Executive Director

#### 1. Period:

The appointment will be effective from 1<sup>st</sup> June, 2020 for a period of Five years i.e. up to 31<sup>st</sup> May, 2025.

#### 2. Overall Remuneration :

The remuneration payable to him for a period 1<sup>st</sup> June, 2020 to 31<sup>st</sup> May, 2023 shall be as follows:

- Salary: ₹2,50,000/- 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.
- Perquisites : Perquisites are classified into Three categories A,B,C as follows:

#### CATEGORY ‘A’

- 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 or three months' salary over a period of three years.
- iv) Leave entitlement – One month leave per year.
- 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 ₹15000/- 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 Superannuation Fund or Annuity 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) Accumulated Leave encashable 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 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 overall remuneration payable shall not exceed ₹ One Crore per annum.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company do pay Mr. Yashvardhan Ruia, the remuneration by way of salary, perquisites, commission or any other allowances as specified above in accordance with the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration for a period not exceeding three years.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e)(ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded for payment of aggregate annual remuneration to Mr. Yashvardhan Ruia along with other executive promoter Directors exceeding 5% of net profits of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised 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 conditions of the reappointment 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 for a period of (Three) 3 years from the date of re-appointment and shall be revised thereafter for the remainder term with the approval of the members of the Company or such authority as may be required.

**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."

#### 5. Ratification of Remuneration to Cost Auditors.

To consider and if thought fit, to pass 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, 2021 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".

#### 6. Invitation / Renewal of Unsecured Fixed Deposit from Members.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to invite/ accept/ renew from time to time unsecured fixed deposits from members of the Company, on such terms and conditions as the Board of Directors may think proper and beneficial for the Company, up to a limit not exceeding 35% of the aggregate paid-up share capital, free reserves and securities premium account of the Company, as prescribed under Rule 3(3) of the Companies (Acceptance of Deposits) Rules, 2014.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to formulate the Scheme, to file necessary forms and to do compliances as required under the Companies Act, 2013, the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any."

Place: Mumbai  
Date: 13/08/2020

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

**Ajay Puranik**

President (Legal) & Company Secretary  
Membership No. F4288

#### 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](http://www.amines.com)  
Email : [ajayp@amines.com](mailto:ajayp@amines.com)  
Contact : 022 24935282/87/88  
Fax : 022 24938162

# NOTES

## I. General Information :

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), Secretarial Standard – 2 on General Meetings in respect of the Special Business under Item Nos.4 to 6 of the accompanying Notice is annexed hereto.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2020 to 29th September, 2020 (both days inclusive) for the purpose of AGM.
3. In view of the ongoing COVID-19 pandemic, the MCA has vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM only. In accordance with the MCA Circulars, special businesses mentioned at Item Nos.4 to 6 of the Notice is considered as unavoidable in nature by the Board of Directors of the Company.
4. Since this AGM is being held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. Attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to General Circular No. 20/2020 dated May 5, 2020 issued by the MCA read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM and Annual Report for the year ended March 31, 2020 are being sent electronically to those Members whose email addresses are registered with the Depository Participants / Registrar and Share Transfer Agent. Notice of the AGM along with the Explanatory Statement and the Annual Report for the year ended March 31, 2020, circulated to Members are also available on the website of the Company [www.amines.com](http://www.amines.com) and on the website of BSE Limited [www.bseindia.com](http://www.bseindia.com).
7. In case the Shareholder's e-mail ID is already registered with the Company/ Sharex Dynamic (India) Pvt. Ltd., the Registrar and Transfer Agent ('RTA') / Depositories, log in details for e-voting shall be sent on the registered e-mail address.
8. In case the Shareholder holding shares in physical mode has not registered his/her e-mail address with the Company/ Sharex Dynamic (India) Ltd./ Depositories, he/she may do so by sending a duly signed request letter with Folio No. and Name of Shareholder to Sharex Dynamic (India) Pvt Ltd. (UNIT: Amines and Plasticizers Limited), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Tel: 022 28515606, e-mail: [support@sharexindia.com](mailto:support@sharexindia.com).  
Alternatively, the Company has enabled a link to update email ids and Bank Details which is as follows:  
**For Email:** [https://sharexindia.com/Email\\_Register.html](https://sharexindia.com/Email_Register.html)  
**For Bank Details:** [https://sharexindia.com/Bank\\_Register.html](https://sharexindia.com/Bank_Register.html)
9. In case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP.
10. In terms of Section 152 of the Act, Mr. Yashvardhan Ruia, Director, shall retire by rotation at the ensuing AGM. Mr. Yashvardhan Ruia (DIN: 00364888), being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends re-appointment of Mr. Yashvardhan Ruia.

11. The Company's Statutory Auditors, Messrs BDG & Associates, Chartered Accountants, registered with the Institute of Chartered Accountants of India vide registration number 119739W, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting of the Members held on 27th September, 2018 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. Pursuant to the Companies (Amendment) Act, 2017 effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. In view of the foregoing amendment, ratification by the Members for continuance of their appointment is not being sought at this AGM.
12. A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, nature of his expertise in specific functional areas, names of companies in which he holds directorship and membership/chairmanship of Board Committee(s), shareholding and relationship between directors inter se as stipulated under Regulation 36 of SEBI Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standards – 2 on General Meetings are provided in Annexure - A to this Notice.
13. Relevant documents as required by law and referred to in the accompanying Notice and in the Explanatory Statement shall be available for inspection through electronic mode. Members can inspect the same by sending email to legal@amines.com. Inspection shall be provided at a mutually convenient time.  
All documents referred to in the Notice will also be available for electronic inspection by the Members without payment of any fee from the date of circulation of this notice up to the date of AGM i.e. 29th September, 2020.
14. With effect from April 01, 2019, in terms of SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are not being processed unless the securities are held in the dematerialized form with the depositories. Therefore, Members holding shares in physical form are requested to dematerialize shares held in physical form at the earliest available opportunity.
15. SEBI has mandated the submission of Permanent Account Number (PAN) by every securities market participant. Members holding shares in electronic form are therefore requested to submit their PAN to the DP with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to Sharex Dynamic (India) Pvt Ltd / Company.
16. Members are advised to avail the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Sharex Dynamic (India) Pvt Ltd . Members holding shares in dematerialized form may contact their respective DP for availing this facility.
17. 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.
18. Unclaimed Dividends :
  - a. Members of the Company are requested to note that as per the provisions of Section 124(5) and Section 124(6) of the Act, dividends not encashed / claimed by the Member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF), also all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Demat Account of IEPF Authority notified by the MCA ('IEPF Demat Account').

Reminder letter dtd. 20/07/2020 has 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.

b. Details of Unclaimed Dividend and Shares attached thereto on Website :

The details of the unpaid/unclaimed dividend are available on the website of the Company i.e. [www.amines.com](http://www.amines.com).

c. Amounts of dividend remaining unclaimed/ unpaid for a period of seven years are required to be transferred to the 'Investor Education and Protection Fund'. Accordingly, unpaid dividend up to the year ended March 31, 2012, has already been transferred to the said Fund.

d. Members who have not encashed their dividend warrants for the year ended March 31, 2013 or any subsequent year(s) are requested to lodge their claims with the RTA at the earliest.

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

Financial year	Date of Declaration	Face Value of Shares (₹)	Dividend per share (₹)	Due Date of the proposed transfer to the Investor Education and Protection Fund
2012-13	27/09/2013	10	0.50	31/10/2020
2013-14	29/09/2014	10	1.00	02/11/2021
2014-15	23/09/2015	2	0.20	26/10/2022
2015-16	16/03/2016	2	0.20	19/04/2023
2016-17	27/09/2017	2	0.30	31/10/2024
2017-18	27/09/2018	2	0.30	30/10/2025
2018-19	25/09/2019	2	0.30	02/11/2026
2019-20	04/03/2020	2	0.30	09/04/2027

Members who have not encashed the Dividend Warrants for the above years are requested to return the time barred dividend warrants for revalidation / issue of Demand Drafts 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.

19. Members are requested to:

- intimate to the Company's RTA, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
- intimate to the respective DP, changes, if any, in their registered addresses/email ID or bank mandates to their DP with whom they are maintaining their demat accounts;
- quote their Folio Numbers/Client ID/DP ID and contact details in all correspondence; and
- consolidate their holdings into one Folio in case they hold shares under multiple Folios in the identical order of names.

**II. Instructions for attending the AGM and Electronic Voting :**

**A. General Instructions :**

- Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the 45<sup>th</sup> AGM. Link Intime

- (I) Pvt Ltd (LIPL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
2. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is 23rd September, 2020 ('Cut-off Date').
  3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as on Cut-off Date, may obtain the login ID and password by sending a request at enotices@linkintime.co.in with a copy marked to the Company on legal@amines.com. However, if the Member is already registered with LIPL for remote e-voting, then he/she/it can use his/her/its existing User ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on Cut-off Date should treat the same as intimation only.
  4. Corporate Members are required to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to pcs.skm@gmail.com with a copy marked to the Company at legal@amines.com and Registrar and Share Transfer Agent at support@sharexindia.com.
  5. The Board of Directors appointed Ms. Suman Makhija (FCS No. 9925 CP No. 13322) of SK Makhija & Associates, Company Secretaries as the Scrutinizer (hereinafter referred to as 'the Scrutinizer') to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.
  6. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
  7. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.amines.com and on the LIPL website <https://instavote.linkintime.co.in> and shall also be forwarded to BSE Limited (BSE).

**B. Process and Manner for Attending the 45th AGM through InstaMeet :**

For a smooth experience of AGM proceedings, shareholders who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link <https://www.webex.com/downloads.html/>. Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

1. Open the internet browser and launch the URL for InstaMeet <<https://instameet.linkintime.co.in>> Select the "Company" and 'Event Date' and register with your following details :-
  - i. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No
    - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
    - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
    - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
  - ii. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.
  - iii. Mobile No.: Enter your mobile number.
  - iv. Email ID: Enter your email id, as recorded with your DP/Company.

2. Click "Go to Meeting"
3. Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

**Instructions for Shareholders/Members to Speak during the AGM through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number at [AGM.speaker@amines.com](mailto:AGM.speaker@amines.com) at least 7 days prior to the date of AGM i.e. on or before 4.00 p.m. (IST) on Tuesday, September 22, 2020.
2. Speakers will only be allowed to express their views/ask questions on first come first served basis during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Shareholders who would like to ask questions, may send the same in advance mentioning their name, demat account number/folio number, email id, mobile number at [AGM.speaker@amines.com](mailto:AGM.speaker@amines.com), at least 7 days prior to the date of AGM i.e. on or before 4.00 p.m. (IST) on Tuesday, September 22, 2020. The same will be replied by the Management suitably.
4. Shareholders will get confirmation on first come first served basis depending upon the provision made by the Company.
5. Shareholders will receive 'speaking serial number' once they mark attendance for the meeting. Shareholders are requested to speak only when Moderator of the meeting will announce the name and serial number for speaking.
6. Please remember 'speaking serial number' and start your conversation with panelist by switching on video and audio of your device.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**C. Instructions for Shareholders to Vote during the AGM through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note : Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from



doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on:- Tel:022-49186175.

### III Instructions For Remote E-voting.

1. Open the internet browser and launch the URL:<https://instavote.linkintime.co.in>

**Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:-

**A. User ID:** Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

**B. PAN :** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI :** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number :** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

**If you have forgotten the password :**

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on:- Tel:022-49186000.

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

Place: Mumbai  
Date: 13/08/2020

**Ajay Puranik**  
President (Legal) & Company Secretary  
Membership No. F4288

## **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 45th Annual General Meeting of the Members of the Company.

#### **Item No 4:-**

Mr.Yashvardhan Ruia was appointed as Whole Time Director designated as Executive Director of the Company at the 42<sup>nd</sup> Annual General Meeting of the Company for a period of Three years with effect from 01<sup>st</sup> June, 2017 till 31<sup>st</sup> May, 2020 at a remuneration as approved in the said AGM.The Board of Directors at their meeting held on 27<sup>th</sup> May,2020 on the recommendation of the Nomination and Remuneration Committee (NRC), has approved reappointment of Mr. Yashvardhan Ruia at a revised remuneration subject to the consent of the Members of the Company considering his growing 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.4 is annexed hereto as Annexure-B.

The resolution seeks the approval of the members in terms of Sections 196, 197 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 reappointment of Mr.Yashvardhan Ruia, Executive Director for a period of Five years with effect from 01<sup>st</sup> June, 2020 till 31<sup>st</sup> May, 2025 at a revised remuneration for a period of 3 years i.e from 01<sup>st</sup> June, 2020 till 31<sup>st</sup> May, 2023.

As per regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, approval of the shareholders by special resolution in a general meeting would be required if the annual remuneration (fees or compensation) exceeded the limits prescribed under that regulation. Since the remuneration to be paid to Mr. Yashvardhan Ruia together with the remuneration being paid to Mr. Hemant Kumar Ruia, Chairman and Managing Director of the Company (both executive directors who are promoters of the Company) is exceeding five per cent of the net profits of the Company, the Board of the Company thought it fit and appropriate to seek the approval of the shareholders by passing a special resolution.

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 Board of Directors recommend Special resolution as set out at item no. 4 of this Notice for approval by the Members.

#### **Item No. 5:-**

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, Maharashtra to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2021.

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 Shareholders of the Company. The Board has approved the remuneration of ₹ 2,15,000/- (Rupees Two Lakhs Fifteen Thousand only) plus Goods and Service Tax and out of pocket expenses if any, of M/s A G Anikhindi & Co., 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.

The Board of Directors recommend the Ordinary resolution as set out at item No.5 of the Notice for approval by the Members.

**Item No.6:-**

Pursuant to Section 73 of the Companies Act 2013 (the Act) read with the Companies (Acceptance of Deposits) Rules, 2014, approval of Shareholders by way of Ordinary Resolution is a prerequisite to accept or renew unsecured fixed deposit by your Company and thus approval of the members is sought for accepting / renewing unsecured deposits from members of the Company.

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

The Board of Directors recommend passing of the Ordinary Resolution as set out at Item No. 6 of this Notice for approval by the Members.

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

**Annexure A**

<b>Name of the Director</b>	<b>Mr. Yashvardhan Ruia</b>
DIN	00364888
Date of Birth and Age	12 <sup>th</sup> February, 1988 32 years
Date of Initial Appointment	10 <sup>th</sup> May 2017
Expertise in specific functional area and Experience	Mr. Yashvardhan Ruia has rich experience in the field of Business Development and Marketing. He has been associated with the Company and especially with its Engineering Division for past few years and is looking after all major operations of the said Division. He has expert and in depth knowledge in the Fabrication process too.
Qualifications	Bachelors in Management Studies from Mumbai University and M.Sc. (Marketing) from Manchester Business School, University of Manchester, UK.
List of Directorship of other Board.	APL Infotech Limited. Alumilite Architecturals Limited.
List of Membership / Chairmanship of Committees of other Board	One
Shareholding in Amines & Plasticizers Limited	2000 Equity Shares
No. of Board Meetings attended during the year.	Five
Remuneration, Terms and conditions of Appointment / Reappointment	As detailed in resolution No. 4
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Son of Mr. Hemant Kumar Ruia, Chairman & Managing Director of the Company.

## **(Annexure B)**

### **STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013; SPECIAL RESOLUTION AT ITEM NO. 4**

#### **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 05<sup>th</sup> 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 :**

Particulars	( ₹ in Lakhs)		
	2019-20	2018-19	2017-18
Income for the year	<b>40,319.93</b>	45,848.74	33,930.64
Profit before Interest, Depreciation and Tax	<b>4,585.65</b>	3,731.32	3,343.22
Net Profit/(Loss) for the Current Year	<b>2,473.67</b>	1,727.99	1,548.13
Other Comprehensive income (net of tax)	<b>(41.65)</b>	(13.71)	(20.62)
Earlier Years Balance Brought forward	<b>7,570.34</b>	6,103.52	4,794.92
Depreciation reversed on Capital Subsidy received	-	-	-
Dividend and Tax thereon	<b>(397.98)</b>	(199.66)	(198.06)
Other Transfer to / (from) Retained Earnings	<b>(23.05)</b>	(47.80)	(20.86)
Balance carried to Balance Sheet	<b>9,581.32</b>	7,570.34	6,103.51
Net Profit available for Appropriation	<b>9,581.32</b>	7,570.34	6,103.51

##### **5. Foreign Investments or Collaborations, if any: NIL**

#### **II. INFORMATION ABOUT THE APPOINTEE**

##### **1. Background Details:**

Mr. Yashvardhan Ruia has done his Bachelors in Management Studies from Mumbai University and Master of Science (Marketing) from Manchester Business School, the University of Manchester, UK. His area of interest and expertise is Business Development and Marketing and he 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 in capacity of Executive Director and handled efficiently Engineering Division of the Company for past few 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 have been exceptional over the years and has benefited the Company.

##### **2. Past remuneration :**

Remuneration drawn by Mr. Yashvardhan Ruia in his previous term from 01.06.2017 to 31.05.2020 was as follows :



Financial Year	Amount (in ₹)
2019-20	34,80,000
2018-19	24,04,070
2017-18	18,91,010

**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 Directors and Chairman & Managing Director of the Company and also fully accountable for developing new markets for the products of 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 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 additional 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:**

Besides 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 slightly impacted due to tough competition in Export market with a 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. Due to spread of pandemic COVID 19, the production facility of the Company was partially impacted in the last quarter of 2019-20 and first quarter of 2020-21, thus affecting the over all output and revenue of the Company to some extent.

**2. Steps taken by the company to improve performance :**

- i. 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 also ventured into the field of manufacture of goods essential in Pharmaceutical industries. 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 process multiple products daily and also offers services to customers to customise products based on their needs. The factory has been functioning at its optimum capacity to cater to 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 managed multi product plant and enhanced 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.

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

Place: Mumbai  
Date: 13/08/2020

**Ajay Puranik**  
President (Legal) & Company Secretary  
Membership No. F4288