

NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of **AMINES & PLASTICIZERS LIMITED** will be held on Thursday, 27th September, 2018, at 11.30 A.M. at Hotel Nandan, G S Road, Paltan Bazar, Guwahati – 781008, Assam, India to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt:
 - a. Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, together with Reports of the Directors and Auditors thereon; and
 - b. Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018, together with Report of the Auditors thereon.
2. To declare Dividend of 30 paise per Equity Share of face value of ₹ 2/- each for the Financial Year ended March 31, 2018.
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. To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in partial modification of the resolution passed by the Members of the Company at the 42nd Annual General Meeting (AGM) of the Company held on 27th September, 2017, the consent of the Members be and is hereby accorded for ratification of the appointment of M/s. B D G & Associates, Chartered Accountants (Firm Registration No. 119739W) Mumbai, as the Statutory Auditors of the Company to hold the office for a period of 4 years commencing from the conclusion of this 43rd AGM

till the conclusion of the 47th AGM of the Company to be held in the year 2022 without seeking any further ratification from the shareholders of the Company for their appointment as Statutory Auditors for the remainder of their term at such remuneration plus applicable taxes, out of pocket expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

5. To consider, and if thought fit, to pass the following resolution as a Special Resolution for continuation of directorship of Mr. Kailashchandra Kesardeo Seksaria :

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. Kailashchandra Kesardeo Seksaria (DIN: 00115565) in the Company, who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. September 28, 2019 on the existing terms and conditions.”

6. To consider, and if thought fit, to pass the following resolution as a Special Resolution for continuation of directorship of Dr. Pandurang Hari Vaidya :

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Dr. Pandurang Hari Vaidya (DIN: 00939149) in the Company, who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. September 28, 2019 on the existing terms and conditions.”

7. To consider, and if thought fit, to pass the following resolution as a Special Resolution for continuation of directorship of Dr. Mithilesh Kumar Sinha :



“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Dr. Mithilesh Kumar Sinha (DIN: 00043988) in the Company, who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. September 28, 2019 on the existing terms and conditions.

8. 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, 2019 be paid a remuneration of Rs. 2,15,000/- (Rupees Two Lakhs Fifteen Thousand only) as also the payment of Goods and Service Tax as applicable and re-imbusement of out of pocket expenses incurred in connection with the aforesaid audit”.

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

AJAY PURANIK
President (Legal) & Company Secretary

Place: Mumbai
Date: 13/08/2018

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 INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE COMPANY’S REGISTERED OFFICE OR AT THE CORPORATE HEAD OFFICE AT MUMBAI NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- (3) A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying Voting Right. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The proxy form is annexed to this notice. Proxies submitted on behalf of companies, societies etc., must be supported by appropriate resolutions/authority as applicable.
- (4) Corporate members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board

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

- (5) The dividend on Equity Shares as recommended by the Board of Directors, if declared at the AGM, will be payable on or after September 28, 2018 to those members :
- a) whose name appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Registrar and Transfer Agent on or before September 17, 2018; and
 - b) whose name appear as Beneficial Owners in the list of Beneficial Owners as on September 17, 2018 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
- (6) A statement giving the details of the Director seeking appointment / re-appointment, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, is annexed hereto.
- (7) The Register of Members and Share Transfer Books of the Company will remain closed from 17th September, 2018 to 27th September 2018 (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.
- (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 (R&TA), M/s Sharex Dynamic (India) Pvt. Ltd. Unit no.1, 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/R&TA, without any delay. Members are also requested to intimate their email id to the Company/R&TA for faster communication. All share transfer documents and correspondence should be addressed to the R&TA at the address given above.
- 10) Pursuant to the provisions of Sections 124 of the Companies Act, 2013, 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. Accordingly, all unclaimed dividend declared in the year 2009-2010 has been transferred to Investor Education and Protection Fund ('said Fund') of the Central Government. Further, pursuant to the provisions of Investor Education and Protection Fund Rules, information regarding unpaid and unclaimed amounts lying with the Company as on September 27, 2017 (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 (www.mca.gov.in).

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

Date of Declaration	Face Value of Shares	Dividend per share	Due Date of the proposed transfer to the Investor Education and Protection Fund
28.09.2012	₹ 10/-	₹ 0.50	01/11/2019
27.09.2013	₹ 10/-	₹ 0.50	31/10/2020
29.09.2014	₹ 10/-	₹ 1.00	02/11/2021
23.09.2015	₹ 2/-	₹ 0.20	26/10/2022
16.03.2016	₹ 2/-	₹ 0.20	19/04/2023
27.09.2017	₹ 2/-	₹ 0.30	31/10/2024



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.

The Company had not declared any dividend for the financial year 2010-2011 and hence does not have and is not liable to transfer any amount to Investor Education and Protection Fund during the current year. 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.

- (11) Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") as amended from time to time all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). Accordingly, the Shares against which dividend remained unpaid / unclaimed for seven consecutive years as on 30th October, 2017 have been transferred to the IEPF Account of the Government on 30th November, 2017. The details of the said shareholders are uploaded on the Company's website www.amines.com

As stated earlier, the Company had not declared any dividend in the year 2010-11 and hence the Company is not liable to transfer any shares to the IEPF Account in the current year. 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 by making an online application, the details of which are available at www.iepf.gov.in.

- (12) Soft copy of the Annual Report for the year 2017-18 is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purpose, unless any member has requested same through physical means. For members other than above, physical copies of the Annual Report is being sent through permitted mode. Members are requested to support Green Initiative by registering / updating their e-mail addresses with the Depository participant (in case of shares held in Demat Form) or with Sharex Dynamic (India) Pvt Ltd (in case of shares held in physical form).
- (13) Electronic copy of the Notice of the 43rd AGM of the Company inter alia indicating the process and manner of evoting along with the Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company /Depository Participant (s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 43rd AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
- (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) Pursuant to SEBI Circular dated April 20, 2018 the shareholders of the Company holding shares in physical form are required to update their PAN and Bank Account details with the Company / RTA. The Company has sent letter dated 06th June, 2018, with KYC Forms to all its shareholders holding shares in physical form to enable the shareholders to provide the necessary details.

Further, SEBI vide its Notification dated 08th June, 2018 has mandated that except in case of transmission or transposition of securities, effective December 5, 2018, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with depositories. Shareholders are requested to make a note of the same and take appropriate steps well in advance.

- (16) The Annual Accounts of the Subsidiary Company are kept open for inspection by any member in the Registered Office of the Company and of the Subsidiary Company concerned. The Company shall furnish a hard copy of the accounts of subsidiaries free of cost once to any shareholder on demand.

- 17) The Annual Report for the year 2017-18 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 : ajayp@amines.com
- (18) A route map showing directions to reach the venue of the 43rd 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 43rd AGM. The Members are provided with the facility to exercise their vote at the 43rd 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.

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 24th September, 2018 at 9.00 am and ends on 26th September, 2018 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, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members holding shares in physical or in demat form as on September 21, 2018, shall only be eligible for e-voting.
- (ii) Log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders /Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of AMINES AND 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions :-

1. Any person, who acquires shares of the Company and becomes member of the Company after 17th August, 2018 i.e. the date considered for dispatch of the Notice and holding shares as of the cut-off date i.e. 21st September, 2018, should follow the same procedure for E-Voting as mentioned above.
2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again. The facility for voting through Polling paper shall also be made available at the venue of the 43rd 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 the prescribed period from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
5. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.amines.com and on the website of CDSL e-voting www.evotingindia.in within two days of the passing of the Resolutions at the AGM of the Company and communicated to BSE Limited where the shares of the Company are listed.

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

Place: Mumbai
Date: 13/08/2018

AJAY PURANIK
President (Legal) & Company Secretary



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

The following explanatory statement sets out all the material facts relating to businesses mentioned at item Nos. 4 to 8 of the accompanying Notice convening the 43rd Annual General Meeting of the Members of the Company.

Item No. 4 :-

At the 42nd Annual General Meeting (AGM) of the Company, the shareholders had approved appointment of M/s. B D G & Associates, Chartered Accountants (Firm Registration No. 119739W) Mumbai as Statutory Auditors of the Company from the conclusion of 42nd AGM till the conclusion of 47th AGM, subject to ratification by the Shareholders at every AGM. The Companies (Amendment) Act, 2017 published in the Gazette of India on January 3, 2018, amended few sections of the Companies Act, 2013 including omission of first proviso to Section 139(1) of the Companies Act, 2013 which provided for ratification of appointment of Statutory Auditors by members at every AGM. The amendment to said Section is already effective from May 7, 2018.

In view of the same, the fresh approval of the members is sought for the ratification of appointment of M/s. B D G & Associates, Chartered Accountants (Firm Registration No. 119739W) Mumbai, as Statutory Auditors of the Company, for the remaining term of Four years i.e. from the conclusion of this 43rd Annual General Meeting till the conclusion of the 47th Annual General Meeting of the Company.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the members. None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in this resolution.

Item Nos. 5 To 7: -

As you are aware, the Members of the Company at its 39th Annual General Meeting (AGM) held on 29th September, 2014, appointed Mr. Kailashchandra Kesardeo Seksaria, Dr. Pandurang Hari Vaidya and Dr. Mithilesh Kumar Sinha as Independent Directors of the Company for a period of Five consecutive years with effect from September 29, 2014.

The provisions of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on 09th May, 2018 mandates approval of the Shareholders for continuation of directorship of Non- executive Director(s) who have attained the age of 75 years or will attain the age of 75 years as on April 1, 2019. Accordingly, a person who is a non-executive Director of the Company and has attained the age of Seventy-five years can continue directorship in the said listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders by way of a special resolution.

Since Mr. Kailashchandra Kesardeo Seksaria, Dr. Pandurang Hari Vaidya and Dr. Mithilesh Kumar Sinha, Independent Directors of the Company have attained Seventy-five years of age, their directorship can continue from April 1, 2019 only if the Company obtains the approval of its Members by way of a special resolution on or before March 31, 2019.

Mr. Kailashchandra Kesardeo Seksaria is an Industrialist of repute and has wide experience in Business and Finance. He is also Director on the Board of several companies. He has been one of the founder Directors of Amines and Plasticizers Limited and is a pillar of strength since the inception of the Company. His wisdom and business insights have always

played an important role in the growth of the Company. Dr. Pandurang Hari Vaidya has wide experience in the field of Human Resource Development (HRD), Finance and General Management. He is holding a Masters Degree in Commerce and Doctorate in the subject of "Corporation Finance". He is actively associated with several NGOs and Charitable, Educational institutions imparting his valuable knowledge and guidance for the betterment of various sections of the Society. Considering his vast experience in social and academic field, he has been entrusted with the task of heading the Corporate Social Responsibility (CSR) Committee of the Company and the Company is immensely benefitting from his valuable inputs from time to time for undertaking suitable projects / programs. Dr. Mithilesh Kumar Sinha was the former Managing Director of State Bank of India (SBI). He is a post graduate in Arts and Doctorate in the subject of "Operations Research", having wide experience in the Banking Industry. His in depth knowledge in finance and banking has been of immense help to the Management in advising on financial matters, devising MIS, framing the Internal Control System and Internal Audit functions in addition to his role in suggesting the mitigating factors in risk management.

In the opinion of the Board of Directors of the Company, Mr. Kailashchandra Kesardeo Seksaria, Dr. Pandurang Hari Vaidya and Dr. Mithilesh Kumar Sinha are persons of high repute, integrity and have rich and varied experience in their respective fields and hence their directorship is recommended to be continued upto the expiry of their present term as Independent Directors i.e. up to September 28, 2019 by passing special resolutions as set out at Item Nos. 5 to 7 of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions as set out at Item Nos. 5 to 7 of this Notice. The Board of Directors recommend the Special Resolutions set out at item Nos. 5 to 7 of the Notice for approval of the members.

Item No. 8 :-

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, 2019.

In terms of provisions of Section 148 of the Companies Act, 2013 read with Rules made thereunder, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. The Board has approved the remuneration of Rs. 2,15,000/- plus Goods and Service tax and out of pocket expenses if any, of M/s A G Anikhindi & Co. as the Cost Auditors and the ratification by the shareholders is sought for the same by an Ordinary Resolution at Item No. 8 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. 8 of the Notice for approval by the Members.



Details of Director seeking re-appointment at the Forthcoming 43rd Annual General Meeting (In pursuance to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meeting)

Name	Yashvardhan Ruia
DIN	00364888
Age	30 years
Qualifications	Bachelors in Management Studies from Mumbai University and Master of Science (Marketing) from Manchester Business School, University of Manchester, UK
Date of First Appointment on Board	10.05.2017
Expertise in specific functional area/ Brief Resume	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 specialized and in depth knowledge in the Fabrication process. In addition, he single handedly managing / heading marketing division of APL Infotech Ltd.
Remuneration, Terms and conditions of Appointment/ Reappointment	Appointed as Executive Director of the Company from 30th May, 2017 for a period of Three Years at a remuneration of Rs.100000/- per month plus other perquisites.
Remuneration last drawn (including sitting fees, if any)	₹ 17.26 Lakhs (P.A.)
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company.	Son of Mr. Hemant Kumar Ruia, Chairman and Managing Director of the Company. Not associated with any other Key Managerial Personnel of the Company.
Details of outside Directorships held in Public Limited Companies as on 31.03.2018	APL Infotech Limited Alumilite Architectures Limited
Chairman/ Member of the Committee of the Board of Public Companies on which he is a Director as on 31.03.2018	Chairman of Audit Committee of Alumilite Architectures Limited
Shareholding in Amines & Plasticizers Limited as on 31.03.2018	2000 Equity Shares (0.004%)
Number of Board Meetings attended during the year	Six.

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: 13/08/2018

AJAY PURANIK
President (Legal) & Company Secretary

**Map showing place of the 43rd Annual General Meeting to be held
on 27th September, 2018,
at Hotel Nandan, G S Road, Paltan Bazar, Guwahati – 781008.**





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 43rd ANNUAL GENERAL MEETING – 27th SEPTEMBER, 2018

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 43rd Annual General Meeting of the Company held at Hotel Nandan, GS Road, Paltan Bazar, Guwahati, Assam – 781008, on Thursday, 27th September, 2018 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	# DEFAULT PAN

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

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

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



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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 43rd Annual General Meeting of the Company to be held on Thursday, 27th September, 2018 at 11.30 AM at Hotel Nandan, GS Road, Paltan Bazar, Guwahati – 781008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item 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, 2018, 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, 2018, together with the Report of the Auditors thereon.		
2.	Declaration of dividend of 30 paise per Equity Share of face value of ₹ 2/- for the financial year ended 31 st March, 2018.		
3.	Re-appointment of Mr. Yashvardhan Ruia (DIN: 00364888) who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
4.	Ratification of appointment of Statutory Auditors for a period of 4 years commencing from the conclusion of ensuing 43 rd Annual General Meeting till the conclusion of 47 th Annual General Meeting.		
5.	Approval for continuation of directorship of Mr. Kailashchandra Kesardeo Seksaria.		
6.	Approval for continuation of directorship of Dr. Pandurang Hari Vaidya.		
7.	Approval for continuation of directorship of Dr. Mithilesh Kumar Sinha		
8.	Ratification of remuneration of the Cost Auditor for the Financial Year 2018-19.		

Signed this _____ day of _____ 2018

Signature of Shareholder(s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp
here of
Re. 1/-

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office / Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
- If you wish to vote for any of the resolutions, insert "√" in the box marked "FOR". If you wish to vote against any of the resolutions, insert "X" in the box marked "AGAINST". Failure to mark "√" / "X" in the box will entitle your proxy to cast your vote at his / her discretion.
- A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.
- A Proxy need not be a member of the Company.
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 43rd Annual General Meeting.