

## NOTICE

**NOTICE is hereby given that** the 49<sup>th</sup> (Forty Ninth) Annual General Meeting (AGM) of the Members of **Amines & Plasticizers Limited** will be held on Friday, September 27, 2024, at 4.00 P.M. (IST) through Two-way 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 March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon.
2. **To declare Dividend** of 25% i.e ₹ 0.50 per Equity Share of face value of ₹ 2/- each for the Financial Year ended March 31, 2024.
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 appoint Mr. Nikunj Sureshchandra Seksaria (DIN: 07014263) as an Independent Director of the Company.**

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

**“RESOLVED THAT** on the recommendation of the Nomination and Remuneration Committee and with the approval of the Board of Directors of the Company in their respective meetings held on August 08, 2024 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Nikunj Sureshchandra Seksaria (DIN: 07014263) as a Non-Executive Independent Director of the Company and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013

read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for appointment as a Non-Executive Independent Director of the Company under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for the first term of Five (5) consecutive years on the Board of the Company w.e.f. September 27, 2024 up to September 26, 2029.

5. **To appoint Mr. Pragyam Vivek Pittie (DIN: 10735025) as an Independent Director of the Company.**

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

**“RESOLVED THAT** on the recommendation of the Nomination and Remuneration Committee and with the approval of the Board of Directors of the Company in their respective meetings held on August 08, 2024 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 hereinafter referred as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Pragyam Vivek Pittie (DIN: 10735025) as a Non-Executive Independent Director of the Company and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for appointment as a Non-Executive Independent Director of the Company under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of

whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for the first term of Five (5) consecutive years on the Board of the Company w.e.f. September 27, 2024 up to September 26, 2029”.

**6. To appoint Ms. Dhanyashree Abhay Jadeja (DIN: 10732864) as an Independent Director of the Company.**

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

**“RESOLVED THAT** on the recommendation of the Nomination and Remuneration Committee and with the approval of the Board of Directors of the Company in their respective meetings held on August 08, 2024 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the appointment of Ms. Dhanyashree Abhay Jadeja (DIN: 10732864) as a Non-Executive Independent Director of the Company and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for appointment as a Non-Executive Independent Director of the Company under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold

office for the first term of Five (5) consecutive years on the Board of the Company w.e.f. September 27, 2024 up to September 26, 2029”.

**7. To re-appoint Mr. Yashvardhan Ruia (DIN: 00364888) as a Whole Time Director designated as Executive Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 190, 196, 197, 200, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of appropriate and/or concerned authorities 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 deem to include any Committee which the Board may have constituted or hereinafter 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 June 01, 2025 to May 31, 2030 with a remuneration for a period of Three (3) years from June 01, 2025 to May 31, 2028 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 June 1, 2025 for a period of Five years i.e. up to May 31, 2030.

**2. Overall Remuneration:**

The remuneration payable to him for a period June 1, 2025 to May 31, 2028 shall be as follows:

- I. Salary: ₹ 4,50,000/- 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.
- II. Perquisites : Perquisites are classified into three categories A,B & C as follows :

**Category 'A'**

- i) House Rent Allowance

**Housing I:**

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

**Housing II:**

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

**Housing III:**

In case the Company does not provide accommodation, he shall be entitled to house rent allowance subject to the ceiling laid down in Housing I.

- ii) Gas & Electricity expenses at actuals, subject to an overall ceiling of 5% of Annual Salary
- iii) Bonus @ 20% of the Annual Salary per year.
- iv) Medical Reimbursement – Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.
- v) Leave entitlement – One month leave per year.

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

**Category 'B'**

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

- a) Contribution to Provident Fund and Super-Annuation Fund 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 cars for use for Company's business and telephones at residence will not be considered as perquisites.

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, travelling 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 ₹ 2 Crore per annum.

**RESOLVED FURTHER THAT** in the event if in any financial year, during the tenure of Mr. Yashvardhan Ruia (DIN: 00364888), as a Whole Time Director

designated as an “Executive Director” of the Company, the Company has no profits or its profits are inadequate, the Board be and is hereby authorised to pay the remuneration to Mr. Yashvardhan Ruia, Executive Director as minimum remuneration by way of salary, perquisites and other allowances, as per the terms and conditions mentioned in the resolution and explanatory statement, notwithstanding that such payment may be in excess of the individual limits prescribed by Section 197 and Schedule V of the Act (including statutory modification(s) or enactment(s) thereto, for the time being in force), and notwithstanding that the payment of such remuneration to the Executive Director together with the payment of remuneration to all other directors (including the managing director, whole-time directors, and others directors) may be in excess of the aggregate limits prescribed by Section 197 and Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e)(ii) of the Securities 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 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 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.”

#### 8. To ratify Remuneration to Cost Auditors.

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 as amended from time to time, M/s A G Anikhindi & Co., Cost Accountants (Firm Registration No.100049), Kolhapur, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2025 be paid a remuneration of ₹ 2,40,000/- (Rupees Two Lakh Forty Thousand only) as also the payment of Goods and Service Tax as applicable and re-imbursalment of out of pocket expenses incurred in connection with the aforesaid audit”

#### 9. To approve Related Party Transactions.

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

**“RESOLVED THAT** authority is hereby delegated to the Board of Directors of the Company to enter into transactions, including those repetitive in nature and in the ordinary course of business at arm’s length with related parties following provisions of Section 188 of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, also those in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and in connection therewith, the Board may take such steps as may be necessary for and on behalf of the Company.”

## 10. To invite / renew Unsecured Deposits from Members.

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 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 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/ Company Secretary be and are hereby authorised to formulate the Scheme, to file necessary forms and to do compliance as required under the Companies Act, 2013, the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any.

Place: Mumbai

Date: August 08, 2024

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

Sd/-

**Hemant Kumar Ruia**

Chairman & Managing Director

**(DIN: 00029410)**

### Registered Office :

T-11, 3rd Floor, Grand Plaza,  
Paltan Bazar, G. S. Road,  
Guwahati – 781 008. Assam.  
CIN: L24229AS1973PLC001446  
Website: www.amines.com  
Email : legal@amines.com  
Contact : 022 62211000  
Fax – 022 24938162



# NOTES

## I. General Information:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 4 to Item No. 10 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Directors as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard – 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI").
2. The Ministry of Corporate Affairs, Government of India vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 respectively ("MCA Circulars") has allowed conducting of Annual General Meeting ("AGM") by Companies through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility upto September 30, 2024. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD/POD/2/P/CIR/2023/167 dated October 7, 2023 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 49<sup>th</sup> AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 49<sup>th</sup> AGM shall be the Corporate Office at Mumbai.
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC/ OAVM, PURSUANT TO MCA CIRCULARS, PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP, AND ROUTE MAP OF THE AGM ARE NOT ANNEXED TO THIS NOTICE. However, pursuant to Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting, for participation in the 49<sup>th</sup> AGM through VC/ OAVM facility and e-Voting during the 49<sup>th</sup> AGM of the Company.
4. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 05, 2020, the matter of Special Business as appearing at Item Nos. 4 to 10 of the accompanying notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 13, 2024 to September 27, 2024 (both days inclusive) for the purpose of AGM.
6. 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.
7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.amines.com](http://www.amines.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSEIL at [www.nseindia.com](http://www.nseindia.com) and on the website of Link Intime India Pvt. Ltd. (RTA/LIPL) at [www.linkintime.co.in](http://www.linkintime.co.in).
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 issued by the ICSI and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business

to be transacted at the 49<sup>th</sup> AGM and facility for those members participating in the 49<sup>th</sup> AGM to cast vote through e-Voting system. For this purpose, LinkIntime shall provide facility for voting through remote e-Voting, for participation through VC/ OAVM facility.

9. In case of shareholders whose e-mail ID is already registered with the Company/ Link Intime India Pvt. Ltd., the Registrar and Transfer Agent/Depositories, log in details for e-voting shall be sent on their registered e-mail address.
10. In case shareholder holding shares in physical mode has not registered his/her e-mail address with the Company/ Link Intime India Pvt. Ltd.,/Depositories, he/she may do so by sending scan copy of a signed request letter mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address legal@amines.com or to Link Intime India Pvt. Ltd., (UNIT: Amines and Plasticizers Limited), C 101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083, Tel: 022-49186000, e-mail:rnt.helpdesk@linkintime.co.in.
11. 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.
12. Record Date and Dividend: The Record Date for the purpose of payment of dividend for FY 2023-24 is **Friday, September 13, 2024**. The dividend on Equity Shares, if declared at the AGM, will be paid on or before October 26, 2024 to those Members or their mandates :

(a) whose name appears at the end of the business hours on **September 13, 2024** in the list of Beneficial owners to be furnished by Depositories in respect of the shares held in demat form; and

(b) to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on **September 13, 2024**.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Link Intime India Pvt. Ltd (in case of shares held in physical mode) and DPs (in case of shares held in demat mode).

A Resident individual shareholder with PAN who is not liable to pay income tax and who has submitted yearly declaration in Form No. 15G/15H, can avail the benefit of non-deduction of tax at source. In case the shareholder wishes to submit the Form tax exemption they can do so by sending applicable forms duly filled and signed at gogreen@amines.com on or before September 16, 2024 Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, if they have submitted necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

13. SEBI Regulations has mandated Companies to credit the dividends electronically to the Members' bank account. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts will be used by the Company for payment of dividend.
14. Members holding shares in physical/electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI. Shareholders holding shares in Dematerialized mode are requested to register complete bank account details with the DPs and shareholders holding shares in physical mode shall

send a duly signed request letter to the Company's RTA, Link Intime India Private Limited mentioning the name, folio no., bank details, self-attested PAN card and original cancelled cheque leaf. In case of absence of name of the first Shareholder on the original cancelled cheque or initials on the cheque, bank attested copy of first page of the Bank Passbook/ Statement of Account along with the original cancelled cheque shall be provided.

15. In case the Company is unable to pay the dividend to any Shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall retain the same till KYC is completed, unless otherwise prescribed by the SEBI.
16. A separate email communication is being sent to the shareholders, informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The said communication and draft of the exemption forms and other documents are available on the Company's website at [www.amines.com](http://www.amines.com). The resident and non-resident shareholders should send the scanned copies of the requisite documents at [gogreen@amines.com](mailto:gogreen@amines.com) on or before September 16, 2024 to enable the Company to determine the appropriate TDS/withholding tax rate, as may be applicable.
17. In terms of Section 152 of the Act, Mr. Yashvardhan Ruia (DIN:00364888), Director, shall retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.
18. The Company had appointed M/s SARA & Associates, Chartered Accountants (FRN:120927W), Mumbai as the Statutory Auditors of the Company at the 47<sup>th</sup> AGM of the Company held on September 28, 2022 for a term of 5 years.
19. A brief profile of Directors retiring by rotation, proposed to be appointed and re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorships 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 & B to this Notice.
20. 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 may inspect the same by sending email to [legal@amines.com](mailto:legal@amines.com) at 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. September 27, 2024.

21. SEBI vide its Master Circular dated May 17, 2023 and subsequent notifications thereto, had made it mandatory for holders of physical securities to furnish details of PAN, KYC (Postal Address, Mobile Number, E-mail, Bank Details, Signature) and Nomination / Optout of Nomination. In order to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the aforesaid Acts, SEBI, vide its Circular dated November 17, 2023, has done away with the provision regarding freezing of folios lacking PAN, KYC, and Nomination details or referring them to the administering authorities.

Further SEBI has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

The relevant forms are available on the website of Company and RTA. Further, relevant FAQs published by SEBI on its website can be viewed at the following link : [https://www.sebi.gov.in/sebi\\_data/fagfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/fagfiles/jan-2024/1704433843359.pdf)

#### **Shares held in dematerialised form:**

Members holding shares in demat form are requested to submit/update their KYC details with their respective depository participant.



Members holding shares in physical form are again requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) along with other documents as stipulated in the said circular. To encourage the shareholders holding shares in physical mode, towards updating their e-KYC details and in line with the SEBI circulars issued from time to time in this aspect, the facility of allowing the shareholders to temporarily register their email address and contact details for casting their votes through remote e-voting, has been dispensed with.

Members, holding shares in physical mode, who wish to receive the Annual Reports and Notice of AGM in hard copy are requested to complete their e-KYC by updating their details in Form ISR-1. Members holding securities in demat mode are requested to register/update their address, contact details, email address, etc., with their respective DPs to enable us to dispatch the same at their registered address. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhaar details by the date specified by the Central Board of Direct Taxes.

- 22 SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing certain prescribed service requests. Accordingly, members who still hold shares in physical form are advised to dematerialize their holdings. Further, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at [www.amines.com](http://www.amines.com) and on the website of LIPL at <https://web.linkintime.co.in>. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.
- 23 In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available to the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at [www.amines.com](http://www.amines.com). Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialized form and to the Company/LIPL, in case the shares are held by them in physical form. The Company has sent reminders on May 29, 2023 and August 1, 2024 for updation of KYC as prescribed SEBI to all the shareholders holding shares in physical form.
- 24 Members may note that, in terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialized form.
- 25 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.
- 26 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 (7) 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 (7) consecutive years or more shall be transferred to the Demat Account of IEPF Authority notified by the MCA ('IEPF Demat Account').

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](http://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 consecutive years are required to be transferred to the 'Investor Education and Protection Fund'. Accordingly, unpaid dividend up to the year ended March 31, 2016, has already been transferred to the said Fund.

d. Members who have not encashed their dividend warrants for the year ended March 31, 2017 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
2016-17	27/09/2017	2	0.30	30/10/2024
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
2020-21	23/09/2021	2	0.40	26/10/2028
2021-22	28/09/2022	2	0.40	31/10/2029
2022-23	29/09/2023	2	0.50	01/11/2030

Members who have not so far claimed their dividend for any financial years are also advised to claim it from the Company or Link Intime India Pvt.Ltd., Mumbai.

27 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 Foliros in the identical order of names.

28 In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

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

**A General Instructions**

1. 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 49<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 September 20, 2024 ('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 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 / Institutional Members are required to scan and send a certified true copy of the Board Resolution together with attested specimen signature(s) of the duly authorised representative(s), 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 gayatrihideandco@gmail.com with a copy marked to the Company at legal@amines.com.
5. The Board has appointed Ms. Gayatri Phatak (ACS No. 31886 / COP No. 11816) of M/s. G. S. Bhide & 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 two working days 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), National Stock Exchange of India Ltd. (NSEIL). The said results shall also be displayed at the registered office of the Company.

## **B PROCESS AND MANNER FOR ATTENDING THE 49<sup>th</sup> 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>> and register with your following details :-

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 15 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open for 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 Insta Meet:**

- i The 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 at least 7 days prior to the date of AGM i.e.on or before 4.00 p.m.(IST) on, September 20,2024.
- ii 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.
- iii Shareholders who would like to ask detailed questions, may send the same in advance mentioning their name, demat account number/folio number, email id, mobile number at agm.speaker@amines.com, at least 7 days prior to the date of AGM i.e.on or before 4.00 p.m. (IST) by September 20,2024. The same will be replied to by the Management at the AGM.
- iv Shareholders will get confirmation on first come first served basis depending upon the provision made by the Company.
- v 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.
- vi Please remember ‘speaking serial number’ and start your conversation with panellist by switching on video and audio of your device.
- vii 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 Insta Meet:**

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 Insta MEET 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 cast 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 Electronic 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 - 49186000**.

**Remote e-Voting Instructions for shareholders.**

The remote e-voting period begins on Tuesday, September 24, 2024 at (IST) 09:00 A.M. and ends on Thursday, September 26, 2024 at (IST) 05:00 P.M. The remote e-voting module shall be disabled by LinkIntime India Pvt Ltd for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 20, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 20, 2024.

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.



**Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:**

<u>Type of Shareholders</u>	<u>Login Method</u>
<p><b>1. Individual Shareholders holding securities in demat mode with NDSL</b></p>	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz... <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ol>
<p><b>2. Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p><b>3. Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>

<u>Type of Shareholders</u>	<u>Login Method</u>
<p><b>Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:</b></p> <p>Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under :</p>	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>2. Click on <b>“Sign Up”</b> under <b>‘SHARE HOLDER’</b> tab and register with your following details :-               <ol style="list-style-type: none"> <li>A. <b>User ID:</b> Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</li> <li>B. <b>PAN :</b> Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>C. <b>DOB/DOI :</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. <b>Bank Account Number :</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ol> <ul style="list-style-type: none"> <li>* Shareholders holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> <li>* Shareholders holding shares in <b>NSDL form</b>, shall provide ‘D’ above</li> </ul> <ul style="list-style-type: none"> <li>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>▶ Click “confirm” (Your password is now generated).</li> </ul> </li> <li>3. Click on ‘Login’ under <b>‘SHARE HOLDER’</b> tab.</li> <li>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on <b>‘Submit’</b>.</li> </ol> <p><b>Cast your vote electronically :</b></p> <ol style="list-style-type: none"> <li>1. After successful login, you will be able to see the notification for e-voting. Select <b>‘View’</b> icon.</li> <li>2. E-voting page will appear.</li> <li>3. Refer the Resolution description and cast your vote by selecting your desired option <b>‘Favour / Against’</b> (If you wish to view the entire Resolution details, click on the <b>‘View Resolution’</b> file link).</li> <li>4. After selecting the desired option i.e. Favour / Against, click on <b>‘Submit’</b>. A confirmation box will be displayed. If you wish to confirm your vote, click on <b>‘Yes’</b>; else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>

**Guidelines for Institutional Shareholders:**

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.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on:- **Tel: 022 - 49186000**.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login Type</b>	<b>Helpdesk Details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in at 022 - 48867000 & 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- ➔ 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 is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate) : Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

**Place:** Mumbai

**Date:** August 08,2024

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

**Hemant Kumar Ruia**  
Chairman & Managing Director  
(DIN: 00029410)

## **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 10 of the accompanying Notice convening the 49<sup>th</sup> Annual General Meeting of the Members of the Company.

#### **Item Nos 4 to 6:-**

The Members of the Company at its 44<sup>th</sup> Annual General Meeting (AGM) held on September 29, 2019, reappointed Dr. Pandurang Hari Vaidya, Mr. Brijmohan Jindel and Mr. Arun Shanker Nagar as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a period of Five (5) consecutive years ("Second term") in line with the explanation to Sections 149 (10) and 149 (11) of the Act and their term is ending on September 28, 2024.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of their analysis of qualification, experience and suitability of new incumbent Independent Directors, has recommended to the Board, appointment of Mr. Nikunj Sureshchandra Seksaria (DIN: 07014263), Mr. Pragyan Vivek Pittie (DIN: 10735025) and Ms. Dhanyashree Abhay Jadeja (DIN: 10732864) as Independent Directors for a first term of Five (5) consecutive years on the Board of the Company.

Mr. Nikunj Seksaria is graduated from The University of Texas, Austin in 1997 with a double degree Bachelor in Business with a major in Finance and a Bachelor in Arts with a major in Economics. He has over 25+ years of investment banking experience across geographies including India, USA, UK, Singapore and the GCC. He is proficient in corporate finance advisory roles including domestic, cross-border sell- and buy-side, portfolio restructuring, buy-outs, contested and distressed situations and financing.

Mr. Pragyan Pittie is a Bachelor of Management Studies and has also completed the International Baccalaureate program. He is engaged in his family businesses including in Harinagar Sugar Mills Ltd and has been instrumental in execution of several high value projects including setting up a 5MW captive Power Plant with a 35TPH Bagasse fired Steam Boiler and setting up a 16 MW Steam Turbine. In the family businesses, he also oversees real estate aspects of the group including investments, development of landholdings and has worked on large transactions for assets across Hyderabad, Kolkata, Mumbai and Yavatmal.

Ms. Dhanyashree Jadeja is the Co-founder and Partner at Jadeja & Satiya, Advocates. She is widely acknowledged for her skills and expertise as a Lawyer. Her practice focuses on complex Commercial Civil Litigations, Alternate Dispute Resolution, Mergers & Acquisitions, General Corporate Advisory and Securities Laws. She has successfully spearheaded various high-profile litigations, both civil and criminal, before various courts, tribunals and arbitrations. As part of her practice, she advises clients on sensitive and complex issues and also advises her clients in critical situations. She has regularly represented and advised diverse and prestigious clientele including public companies and multinational corporations. Ms. Dhanyashree Jadeja has been practising law since 2008. Before founding Jadeja & Satiya, Advocates, Dhanyashree was associated with Desai & Diwanji, Advocates. She is a professional member of Bar Council of Maharashtra & Goa, Bombay Bar Association and Supreme Court Bar Association.

Mr. Nikunj Seksaria (DIN: 07014263), Mr. Pragyan Pittie (DIN: 10735025) and Ms. Dhanyashree Jadeja (DIN: 10732864) are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors and declarations to the effect that they meet with the criteria of independence as prescribed under Section 149 (6) of the Act and the SEBI (LODR) Regulations, 2015 and the Company has received notices in writing from members as per Section 160 of the Act proposing their candidature for the office of Independent Directors of the

Company and they are not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

In the opinion of the Board, Mr. Nikunj Seksaria (DIN: 07014263), Mr. Pragyan Pittie (DIN: 10735025) and Ms. Dhanyashree Jadeja (DIN:10732864) fulfil the conditions for appointment as Independent Directors as specified in the Act and the SEBI (LODR) Regulations, 2015. All the proposed appointees are independent of the management. The Board, based on the expertise and suitability evaluation of these appointees considers that, given their background, experience and contributions made by them in the corporate field, their association would be beneficial to the Company. Accordingly, it is proposed to appoint them as Independent Directors of the Company, not liable to retire by rotation and to hold office for a First Term of Five (5) consecutive years with effect from September 27, 2024 upto September 26, 2029.

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

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

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Nikunj Seksaria (DIN: 07014263), Mr. Pragyan Pittie (DIN: 10735025) and Ms. Dhanyashree Jadeja (DIN: 10732864) as Non-Executive Independent Directors require approval of members of the Company. Further, in terms of Regulation 25(2A) of the Listing Regulations, their appointment as a Non-Executive Independent Director requires approval of members of the Company by passing a special resolution.

Mr. Nikunj Seksaria (DIN: 07014263), Mr. Pragyan Pittie (DIN: 10735025) and Ms. Dhanyashree Jadeja (DIN: 10732864) shall be deemed to be concerned or interested in the resolution set out at Item no. 4, 5 and 6 respectively of the Notice to the extent of their shareholding interest, if any, in the Company and compensation that may be received by them in the future. Relatives of Mr. Nikunj Seksaria (DIN: 07014263), Mr. Pragyan Pittie (DIN: 10735025) and Ms. Dhanyashree Jadeja (DIN: 10732864) may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolutions set out at Item nos. 4, 5 and 6 of this Notice for approval by the members.

#### **Item No. 7:-**

Mr. Yashvardhan Ruia (DIN:00364888) was re-appointed as Whole Time Director designated as Executive Director of the Company at the 45<sup>th</sup> Annual General Meeting of the Company for a period of Five years with effect from June 01, 2020 till May 31, 2025 at remuneration as approved in the said AGM. The Board of Directors in their meeting held on August 08, 2024 on the recommendation of the Nomination and Remuneration Committee (NRC), has proposed the re-appointment of Mr. Yashvardhan Ruia for a further term at a revised remuneration considering his growing contribution and pivotal role in the growth and performance of the Company.



Pursuant to the provisions of (i) SEBI (LODR) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, the details of Director whose appointment as Executive Director is proposed is provided in “Annexure B” to this Notice. The statement as required under Section II of Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 7 is annexed hereto as Annexure-C.

The resolution seeks the approval of the members in terms of Sections 190, 196, 197, 200 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for reappointment of Mr. Yashvardhan Ruia, Executive Director for a period of Five years with effect from June 01, 2025 till May 31, 2030 at a revised remuneration for a period of 3 years i.e. from June 01, 2025 till May 31, 2028.

As per regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, approval of the shareholders by way of 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 recommends the Special Resolution set forth in Item no.7 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, Maharashtra to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2025.

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 ₹ 2,40,000/- 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. 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 recommends the Ordinary resolution set out at item No.8 of the Notice for approval by the Members.

#### **Item No.9:-**

Your Company routinely enters into transactions including contracts and/or arrangements, repetitive in nature and in the ordinary course of business at arm’s length basis with related parties from time to time, including but not limited to availing or rendering of services, granting loans / making investments etc. Based on the transactions hitherto undertaken with related parties in India and its subsidiaries, transactions to be undertaken for FY 2024-2025 are given

in Table below, in respect whereof Audit Committee of Board of Directors of your Company have accorded Omnibus approval following provisions of Section 177 of the Companies Act, 2013.

<b>Nature of Transaction</b>	<b>Amount (₹ in Lakh)</b>
<b>Amines &amp; Plasticizers FZLLC :</b>	
Sale of Goods	15000.00
Purchase of Goods	15000.00
Loans @ 9% per annum	1000.00

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

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

The Board of Directors recommends the Ordinary resolution set out at item No. 9 of the Notice for approval by the Members.

#### **Item No. 10:-**

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 deposit by your Company and thus approval of the members is sought for accepting / renewing unsecured deposits from members of the Company. The funds raised will be utilised for general corporate purposes 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 proposed resolution.

The Board of Directors recommends the Ordinary resolution set out at item No. 10 of the Notice for approval by the Members.

**Place:** Mumbai

**Date:** August 08, 2024

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

**Hemant Kumar Ruia**  
Chairman & Managing Director  
(DIN: 00029410)

## Annexure A

### Details of Directors seeking appointment in forthcoming Annual General Meeting. (Item Nos. 4 to 6)

<b>Name of the Director and DIN</b>	Mr. Nikunj Sureshchandra Seksaria (DIN: 07014263)	Mr. Pragyan Vivek Pittie (DIN: 10735025)	Ms. Dhanyashree Abhay Jadeja (DIN: 10732864)
<b>Date of Birth</b>	August 02, 1975	October 22, 1992	May 03, 1983
<b>Category and Designation</b>	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
<b>Date of first appointment on the Board</b>	Not Applicable	Not Applicable	Not Applicable
<b>Qualification, Brief Resume and nature of expertise in specific functional areas</b>	<p>Mr. Nikunj Seksaria is graduated from the University of Texas, Austin in 1997 with a double Degree Bachelor in Business with a major in Finance and a Bachelor in Arts with a major in Economics. He has over 25+ years of investment banking experience across geographies including India, USA, UK, Singapore and the GCC. He is proficient in corporate finance advisory including domestic, cross-border sell and buy-side, portfolio restructuring, buy-outs, contested and distressed situations and financing. He has served as Managing Director and led the Indian Financial Institutions Group practice at InCred Capital and Citigroup as a strategic advisor to banks, insurance companies, specialty finance companies, Fintech and transportation leasing businesses. He has advised on over USD 100 bn worth of transactions across M&amp;A, Financing and Restructuring.</p>	<p>Mr. Pragyan Pittie is Bachelor of Management Studies and prior thereto he has also completed the International Baccalaureate program. He started his career as a real estate broker in Jones Lang LaSalle (International Property Consultants) and thereafter, from last decade he has been engaged, in the Pittie family business including in Harinagar Sugar Mills Ltd and has been overseeing the operations of 12,500 TCD Sugar Plant, 14.5 MW Co-generation Power Plant and 165 KLPD Ethanol Distillery. In the family business, he also handles the real estate aspects of the group including investments, development of landholding and has worked on large transactions for assets across Hyderabad, Kolkata, Mumbai and Yavatmal.</p>	<p>Ms. Dhanyashree Jadeja is the Co-founder and Partner at Jadeja &amp; Satiya. She is widely acknowledged for her skills and expertise as an lawyer. Her practice focuses on complex Commercial Civil Litigations, Alternate Dispute Resolution, Mergers &amp; Acquisitions, General Corporate Advisory And Securities Laws. She has successfully spearheaded various high-profile litigations, both civil and criminal, before various Courts, Tribunals and arbitrations. As part of her practice, she advises clients on sensitive and complex issues and also advises her clients in critical situations. She has regularly represented and advised diverse and prestigious clientele including public companies and multinational corporations. Ms. Dhanyashree Jadeja has been practising law since 2008. Before founding Jadeja &amp; Satiya, Advocates, Dhanyashree was associated with Desai &amp; Diwanji, Advocates. She is a professional member of Bar Council of Maharashtra &amp; Goa, Bombay Bar Association and Supreme Court Bar Association.</p>
<b>Terms &amp; conditions of Appointment/ reappointment</b>	Terms and Conditions of appointment is as per the provisions of the Companies Act, 2023 and the Listing Regulations, Remuneration Policy of the Company and as per the explanatory statement.		

## Annexure A continued

### Details of Directors seeking appointment in forthcoming Annual General Meeting. (Item Nos. 4 to 6)

<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	As mentioned in the respective Explanatory statement.	As mentioned in the respective Explanatory statement.	As mentioned in the respective Explanatory statement.
<b>Details of remuneration sought to be paid</b>	As per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. <a href="http://www.amines.com">www.amines.com</a>		
<b>Remuneration last drawn for FY 2023-24 and upto date.</b>	NIL	NIL	NIL
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	NIL	NIL	NIL
<b>Number of Board Meetings attended during the year FY 2023-24 and up to date</b>	Not Applicable	Not Applicable	Not Applicable
<b>Directorships held in other Companies, excluding foreign Companies as on March 31, 2024 and upto date.</b>	Sanka Advisory Services Pvt. Ltd.	NIL	NIL
<b>Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on March 31, 2024 and up to date</b>	NIL	NIL	NIL
<b>Name of the Listed Entities from which the Director has resigned in the past three years</b>	NIL	NIL	NIL
<b>Number of shares held as on March 31, 2024 and upto date</b>	NIL	NIL	NIL
<b>Shareholding as Beneficial Owner as on March 31, 2024 and upto date</b>	NIL	NIL	NIL
<b>The justification for choosing the appointee for appointment as Independent Director.</b>	As provided in the explanatory statement	As provided in the explanatory Statement	As provided in the explanatory Statement

## **Annexure B**

### **Details of Director seeking re-appointment in forthcoming Annual General Meeting. (Item No.7)**

<b>Name of the Director</b>	<b>Mr. Yashvardhan Ruia</b>
DIN	00364888
Date of Birth and	February 12,1988
Age	36 years
Date of Initial Appointment	May 10, 2017
Expertise in specific functional area and Experience	Rich experience in the field of Business Development and Marketing. Overseeing working of all Division Heads and In-charge of Engineering and Fabrication Division.
Qualifications	Bachelors in Management Studies from Mumbai University and M.Sc. (Marketing) from Manchestor Business School, the University of Manchestor, UK.
List of Directorship of other Companies	<p><b><u>Private Companies :</u></b></p> <ol style="list-style-type: none"> <li>1. Ruia Gases Private Ltd.</li> <li>2. Hemyash Buildwell Pvt Ltd.</li> <li>3. Multiwyn Investments and Holdings Pvt. Ltd.</li> <li>4. Chefair Investment Pvt. Ltd.</li> <li>5. Western India Automobile Association.</li> </ol>
List of Membership / Chairmanship of Committees of other Board / Companies.	Nil
Shareholding in Amines & Plasticizers Limited	2000 Nos. of Equity Shares
No. of Board Meetings attended during the year.	Six (6)
Remuneration, Terms and Conditions of Appointment / Re-appointment	As per the resolution and explanatory statement of the AGM Notice.
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.
Remuneration last drawn	As per Annexure C, Part II, Para 2.



## (Annexure C)

### STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013 ; SPECIAL RESOLUTION AT ITEM NO. 7

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

a) Standalone Financial performance based on given indicators :

( ₹ in Lakh)

Particulars	2023-2024	2022-2023	2021-2022
Income for the year	64739.47	59407.02	56808.31
Profit before Interest, Depreciation and Tax	7106.08	4310.60	4523.74
Net Profit/(Loss) for the Current Year	3930.29	2086.15	2374.69
Other Comprehensive income (net of tax)	5.23	(27.83)	(13.50)
Earlier Years Balance Brought forward	16738.86	14934.12	12826.71
Dividend and Tax thereon	(275.10)	(220.08)	(220.08)
Other Transfer to / (from) Retained Earnings	(12.20)	(33.50)	(33.70)
Balance carried to Balance Sheet	20387.08	16738.66	14934.12
Net Profit available for Appropriation	20387.08	16738.66	14934.12

b) Consolidated Financial performance based on given indicators:

( ₹ in Lakh)

Particulars	2023-2024	2022-2023	2021-2022
Income for the year	64970.82	60005.46	56836.88
Profit before Interest, Depreciation and Tax	7181.95	4523.46	4536.63
Net Profit/(Loss) for the Current Year	3982.83	2287.21	2385.74
Other Comprehensive income (net of tax)	16.50	(29.01)	(14.56)
Earlier Years Balance Brought forward	16896.90	14892.28	12774.88
Dividend and Tax thereon	(275.10)	(220.08)	(220.08)
Other Transfer to / (from) Retained Earnings	(12.20)	(33.50)	(33.70)
Balance carried to Balance Sheet	20608.92	16896.70	14892.28
Net Profit available for Appropriation	20608.92	16896.70	14892.28

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

Mr. Yashvardhan Ruia (DIN : 00364888) has done his Bachelors in Management Studies from Mumbai University and Master of Science (Marketing) from Manchestor Business School, the University of Manchestor,UK.He has rich experience in the field of Business Development and Marketing and has travelled extensively world over,thereby bringing expert knowledge and experience and thus enhancing the growth and trajectory of the Company.He has been actively associated with the Company since 2017especially with Engineering Division, major purchases and is also looking after all major operational and policy decisions.. His expertise and in depth knowledge in operations and business development amongst others have been exceptional over the years and has benefited the Company.Mr.Yashvardhan Ruia is also actively involved in the operations of UAE subsidiary augmenting its growth in the overseas markets.

**2. Past remuneration:**

Remuneration drawn by Mr.Yashvardhan Ruia for last three financial years was as under:

<b>Financial Year</b>	<b>Amount (in ₹ )</b>
<b>2021-2022</b>	<b>5341301.00</b>
<b>2022-2023</b>	<b>5229559.00</b>
<b>2023-2024</b>	<b>6048265.00</b>

**3. Recognition & Awards:**

Nil

**4. Job Profile and his Suitability:**

Mr.Yashvardhan Ruia would be responsible for the day-to-day management of the affairs of the Company under the superintendence and supervision of the Board of the Company and also responsible to guide Divisional Heads and to carry out policy changes and expansion program of the Company.

**5. Remuneration proposed:**

As per details given in Resolution no. 7 above.

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

Taking into consideration the size of the Company, the profile assigned to Mr.Yashvardhan Ruia, the responsibilities that has been and would be shouldered by him and the industry benchmarks, the remuneration proposed to be paid is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and complicated nature of its business. Moreover, in his position as Executive Director of the Company, he also devotes his substantial time in overseeing the operations of the foreign subsidiary.

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

Beside the remuneration proposed, Mr.Yashvardhan Ruia, does not have any other pecuniary relationship with the Company and he is related to Mr.Hemant Kumar Ruia, Chairman and Managing Director in capacity as his son. He is one of the Promoters of the Company. Mr.Yashvardhan Ruia, Executive Director holds 2000 Nos.equity shares in the share capital of the Company.

### III. OTHER INFORMATION:

#### 1. Reasons for inadequacy of profits :

The Company is passing Special Resolution pursuant to the sub-section (1) of Section 197 of the Companies Act, 2013 as a matter of abundant precaution as the profitability of the Company may or may not be adequate in future.

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

- i. The Company's multi-product plant is a continuous plant and management is working to achieve optimum production mix and optimal utilization of the resources available with the Company.
- ii. The Company is making constant efforts in enhancing its Research and Development activities with main thrust on developing new speciality products and thereby the existing infrastructure of the Company can be utilized to its optimum level. There are new opportunities being tapped in unexplored segments of Chemical Industry by emphasizing reliance on new product development.
- iii. The multi-product plant has been upgraded with the latest plant technology. The Company has advantage over its competitors with up-gradation of plant and integrated manpower resources. The Company has the ability to receive and process multiple orders daily and is offering customised products to its customers. The factory has been functioning continuously to cater to domestic and export demand.
- iv. Increase in selling prices of the products.
- v. Introduction of new products and tie up with established manufactures/ companies.

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

With the above-mentioned measures, the Company will be able to improve its top line and profitability. A well-maintained multi-product plant, increased production capacity and reduction in CNG / fuel prices and tie up with a Solar Power company are expected to reduce the operational / energy cost thereby improving the bottom line of the Company.

### IV. DISCLOSURES :

Disclosures in the Board of Directors' report as required under the heading 'Corporate Governance' has been given in the Board's Report.

**Place:** Mumbai

**Date:** August 08, 2024

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

**Hemant Kumar Ruia**  
Chairman & Managing Director  
(DIN: 00029410)