



# AMINES & PLASTICIZERS LIMITED

(ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 CERTIFIED COMPANY)

May 19, 2025

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai - 400001. <u>Security code: 506248</u>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra-Kurla Complex, Bandra East, Mumbai- 400051. <u>Symbol: AMNPLST</u>
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Dear Sir / Madam,

**Sub:** Submission of Annual Secretarial Compliance Report for the Financial Year 2024-25

In compliance with Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, NSE Circular No. NSE/CML/2023/30 and BSE Notice No. 20230410-41 both dated April 10, 2023, SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, please find enclosed herewith Annual Secretarial Compliance Report dated May 19, 2025 for the Financial Year 2024-25 issued by M/s. G. S. Bhide & Associates, Practicing Company Secretaries and the Company's Secretarial Auditor (ACS No. 31886, C.P. No. 11816, PRC No. 2016/2022).

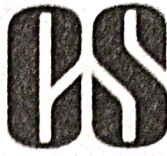
You are requested to kindly take the same on your record.

Thanking You

Yours faithfully,  
**For Amines and Plasticizers Ltd**

**Omkar Mhamunkar**  
**Company Secretary & Compliance Officer**  
**Membership No. ACS 26645**

**Encl:** as above



## G.S.Bhide & Associates

Office: A-708 Raj Sapphire, Opp. St. Xaviers School, Koparli Road, Chharwada Vapi: 396195

Email Id: [gayatribhideandco@gmail.com](mailto:gayatribhideandco@gmail.com) Contact No: 09825506553

To  
The Board of Directors  
Amines and Plasticizers Limited  
Regd. Office: T-11, 3rd Floor, Grand Plaza,  
Paltan Bazar, G. S. Road  
Guwahati Kamrup  
Assam 781008.  
Corp. Office : D/6 Shivsagar Estate,  
Dr. Annie Besant Road,  
Worli, Mumbai - 400018, Maharashtra.

Sub.: Annual Secretarial Compliance Report for the Financial Year 2024-25

Dear Sirs,

I have been engaged by Amines and Plasticizers Limited (hereinafter referred to as the "the listed entity") bearing CIN: L24229AS1973PLC001446 whose Equity Shares are listed on BSE Limited (BSE) and National Stock Exchange (NSE) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019, BSE Notice No. 20230410-41 dated April 10, 2023 and SEBI Master Circular dated November 11, 2024 on LODR Regulations read with Circular dated December 31, 2024 on implementation of LODR Regulations, to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the Management of the Company to keep proper systems to maintain records and devise to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.


My responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

My Audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications considered and necessary and adequate for the said purpose. Annual Secretarial Compliance Report is attached herewith.

Place: Vapi  
Date: 19<sup>th</sup> May, 2025  
UDIN: A031886G000372677



For G. S. Bhide & Associates  
Practicing Company Secretaries

  
Gayatri V. Phatak  
Proprietor

ACS No. 31886 | C.P. No. 11816 | PRC No. 2016/2022





## G.S.Bhide & Associates

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**Email id:** [gayatribhideandco@gmail.com](mailto:gayatribhideandco@gmail.com) **Contact No:** 09825506553

### ANNUAL SECRETARIAL COMPLIANCE REPORT

**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2025**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,  
**Amines and Plasticizers Limited**  
Regd. Office: T-11, 3rd Floor, Grand Plaza,  
Paltan Bazar, G S Road  
Guwahati Kamrup  
Assam 781008.  
Corp. Office: D/6 Shivsagar Estate,  
Dr. Annie Besant Road,  
Worli, Mumbai – 400018, Maharashtra.

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Amines and Plasticizers Limited (hereinafter referred as 'the listed entity') bearing CIN: L24229AS1973PLC001446 having its Registered Office at T-11, 3rd Floor, Grand Plaza, Paltan Bazar, G. S. Road Guwahati Kamrup, Assam 781008. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

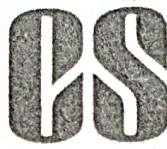
Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

#### I have examined:

- a) All the documents and records made available to us and explanations provided by Amines & Plasticizers Limited ("the listed entity");
- b) the filings/submissions made by the Company to the Stock Exchanges;
- c) Website of the Company;
- d) Any other documents/filings, as may be relevant, which has been relied upon to prepare this Certificate for the year ended on 31<sup>st</sup> March, 2025 (Review Period) in respect of compliance with the provisions of:
  1. The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, Circular, Guidelines issued thereunder and;
  2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under and the Regulations, Circular, Guidelines issued thereunder by the Securities & Exchange Board of India (SEBI);
  3. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings.







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The specific Regulations whose provisions and the Circulars/Guidelines issued thereunder have been examined, includes -

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable to the listed entity for the period under review**
- e) The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021; **Not Applicable to the listed entity for the period under review.**
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the listed entity for the period under review**
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable to the listed entity for the period under review**
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009/ The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable to the listed entity for the period under review**
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable to the listed entity for the period under review;**
- l) Anti-Money Laundering ("AML") Standards and Combating the Financing of Terrorism ("CFT")/ Obligations of Securities Market Intermediaries under the provisions of Prevention of Money Laundering Act, 2002 via The Securities and Exchange Board of India ('SEBI') Master Circular dated June 06, 2024- **Not Applicable to the listed entity for the period under review;**

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- a) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my examination of those records.
- b) BSE and NSE have issued notices to the Company on 21<sup>st</sup> November, 2024 with regard to SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (Chapter-VII(A)-Penal Action for Non-Compliance) for quarter ended on 30<sup>th</sup> September, 2024 and on 17<sup>th</sup> March, 2025 with regard to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (Chapter-VII(A)-Penal Actions for Non-Compliance) for quarter ended on 31<sup>st</sup> December, 2024 imposing a penalty of Rs. 12,000/- and Rs. 78,000/- totaling to Rs. 90,000/- each (excluding GST) for non/delayed compliance of following regulations:







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1. Regulation 18(1): Non-compliance with the constitution of Audit Committee
2. Regulation 19(1)/19(2): Non-compliance with the constitution of Nomination and Remuneration Committee
3. Regulation 20(2) / (2A): Non-compliance with the constitution of Stakeholder Relationship Committee

The Company has filed a waiver application with both BSE and NSE on 03<sup>rd</sup> December, 2024 and 28<sup>th</sup> March, 2025 which inter-alia states that the vacancy of the Committee position during the period 29<sup>th</sup> September, 2024 to 13<sup>th</sup> October, 2024 pertains to a period before amendment of the Listing Regulations as notified on 12<sup>th</sup> December, 2024 wherein the specific timeline is provided in Regulation 17(1E) for filling of vacancy in the Committees. Further the Company has also stated that the vacancy in the committee position was not willful on the part of the Company and the short time taken to fill the vacancy was merely procedural and in due course. The detailed comments by the Board have been disclosed to the Stock Exchanges on 14<sup>th</sup> February, 2025.

- c) Apart from the abovementioned matter, during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Circulars, Guidelines, Standards, etc. mentioned above.
- d) I, further, report that there was no event of appointment/ re-appointment/ resignation of Statutory Auditor of the Listed Entity during the review period. In this regard, I report that the reporting under Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, is not applicable during the Review Period.

I have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and wherever required and affirm that:

Sr.No.	Particulars	Compliance Status (Yes/No)	Observations/ Remarks by PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Not any
2	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely	Yes	Not any







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	updated as per the regulations/circulars/ guidelines issued by SEBI		
3	<p>Maintenance and disclosures on Website:</p> <p>The Listed entity is maintaining a functional website.</p> <p>Timely dissemination of the documents/ information under a separate section on the website.</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</p>	Yes	Not any
4	<p>Disqualification of Director:</p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	Not any
5	<p>To examine details related to Subsidiaries of listed entities:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	Not any
6	<p>Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	Not any
7	<p>Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent</p>	Yes	Not any







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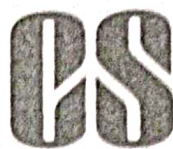
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	Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations		
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee</p>	Yes	Not any
9	<p>Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Not any
10	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	Not any







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11	Actions taken by SEBI or Stock Exchange(s), if any: BSE and NSE have issued notices to the Company on 21 <sup>st</sup> November, 2024 with regard to SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (Chapter-VII(A)-Penal Action for Non-Compliance) for quarter ended on 30 <sup>th</sup> September, 2024 and on 17 <sup>th</sup> March, 2025 with regard to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (Chapter-VII(A)-Penal Actions for Non-Compliance) for quarter ended December 31, 2024 imposing a penalty of Rs. 12,000/- and Rs. 78,000/- each respectively (excluding GST) and for non/delayed compliance of the regulations for non/delayed compliance with respect to regulation 18(1), 19(1)/19(2) and 20(2)/(2A)	Yes	Company has constituted Audit Committee, NRC Committee and Stakeholder Relationship Committee on 14 <sup>th</sup> October, 2024. Further the Company has filed a waiver application on both BSE and NSE on 03 <sup>rd</sup> December, 2024 and 28 <sup>th</sup> March, 2025. The matter is under consideration and response upon the said application from BSE and NSE is still awaited.
12	Additional Non-compliances, if any: Apart from the abovementioned matter, no additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	Not any

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an Auditor  i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or  ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited	NA	Not Any







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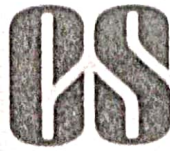
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	<p>review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		
2.	<p>Other conditions relating to resignation of Statutory Auditor</p> <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents have been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee/Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the</p>	NA	No such resignation







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	listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No such resignation

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/Remarks by PCS	Management Response	Remarks
1	Constitution of Audit Committee	18(1)	Committee was not constituted as per the required regulation	BSE NSE	Fine	Vacancy in the committee from 29.09.2024 to 13.10.2024 and hence the Committee was not constituted as per the required regulation.	Rs. 30,000	There was a vacancy in the committee from 29.09.2024 to 13.10.2024.  The Board has re-constituted the committee on 14.10.2024	The Board has re-constituted the committee on 14.10.2024. The Company has also filed a waiver application with both BSE and NSE on 03rd December, 2024 and 28th March, 2025 inter-alia stating that the vacancy of the Committee position during the period 29th September, 2024 to 13th October, 2024 pertains to a period before amendment of the Listing Regulations as notified on 12th December, 2024 wherein the specific timeline is provided in Regulation 17(1E) for filling of vacancy in the Committees. Further, the	The Board has re-constituted the committee on 14.10.2024  The Board has filed the waiver application on 03.12.2024 and 28.03.2025 with both BSE and NSE. The same is under consideration with BSE and the response is awaited.







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									vacancy in the committee position was not willful on the part of the Company and the short time taken to fill the vacancy was merely procedural and in due course. The detailed comments by the Board have been disclosed to the Stock Exchange on 14th February, 2025.	
2	Constitution of Nomination and Remuneration Committee	19(1)/ 19(2)	Committee was not constituted as per required regulation	BSE NSE	Fine	Vacancy in the committee from 29.09.2024 to 13.10.2024 and hence the Committee was not constituted as per the required regulation	Rs. 30,000	There was a vacancy in the committee from 29.09.2024 to 13.10.2024.  The Board has re-constituted the committee on 14.10.2024	The Board has re-constituted the committee on 14.10.2024. The Company has also filed a waiver application with both BSE and NSE on 03rd December, 2024 and 28th March, 2025 inter-alia stating that the vacancy of the Committee position during the period 29th September, 2024 to 13th October, 2024 pertains to a period before amendment of the Listing Regulations as notified on 12th December, 2024 wherein the specific timeline is provided in Regulation 17(1E) for filling of vacancy in the Committees. Further, the vacancy in the committee position was not willful on the part of the Company and the short time taken to fill the	The Board has re-constituted the committee on 14.10.2024  The Board has filed the waiver application on 03.12.2024 and 28.03.2025 with both BSE and NSE. The same is under consideration with BSE and the response is awaited.







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									vacancy was merely procedural and in due course. The detailed comments by the Board have been disclosed to the Stock Exchange on 14th February, 2025.	
3	Constitution of Stakeholder Relationship Committee	20(2)/(2A)	Committee was not constituted as per required regulation	BSE NSE	Fine	Vacancy in the committee from 29.09.2024 to 13.10.2024 and hence the Committee was not constituted as per the required regulation	Rs. 30,000	<p>There was a vacancy in the committee from 29.09.2024 to 13.10.2024.</p> <p>The Board has re-constituted the committee on 14.10.2024</p>	<p>The Board has re-constituted the committee on 14.10.2024. The Company has also filed a waiver application with both BSE and NSE on 03rd December, 2024 and 28th March, 2025 inter-alia stating that the vacancy of the Committee position during the period 29th September, 2024 to 13th October, 2024 pertains to a period before amendment of the Listing Regulations as notified on 12th December, 2024 wherein the specific timeline is provided in Regulation 17(1E) for filling of vacancy in the Committees. Further, the vacancy in the committee position was not willful on the part of the Company and the short time taken to fill the vacancy was merely procedural and in due course. The detailed comments by the</p>	<p>The Board has re-constituted the committee on 14.10.2024</p> <p>The Board has filed the waiver application on 03.12.2024 and 28.03.2025 with both BSE and NSE. The same is under consideration with BSE and the response is awaited.</p>







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									Board have been disclosed to the Stock Exchange on 14th February, 2025.	
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Note: The amount is a combination of the fine levied by the Stock Exchange vide their notice issued on 21st November, 2024, and 17th March, 2025 and the amount pertains to the fine levied by each stock exchange, excluding GST.

The listed entity has taken the following actions to comply with the observations made in previous report

Sr. No	Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/Remarks by PCS	Management Response	Remarks
NOT APPLICABLE										

Place: Vapi

Date: 19<sup>th</sup> May, 2025

UDIN: A031886G000372677



For G. S. Bhide & Associates  
Practicing Company Secretaries

Gayatri V. Phatak  
Proprietor

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