



# AMINES & PLASTICIZERS LIMITED

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

May 28, 2024

<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 2023-24**

With reference to the above captioned subject matter and pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019, NSE Circular No. NSE/CML/2023/30 and BSE Notice No. 20230410-41 both dated 10<sup>th</sup> April, 2023, please find enclosed copy of Annual Secretarial Compliance Report dated 28<sup>th</sup> May, 2024 for the Financial Year 2023-24 issued by M/s. G. S. Bhide & Associates, Practicing Company Secretaries and the Company's Secretarial Auditor.

Kindly take the same on your record & oblige.

Thanking You

Yours faithfully,  
For Amines and Plasticizers Ltd

Hemant Kumar Ruia  
Chairman & Managing Director  
DIN: 00029410  
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 2023-24**

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 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, Guajrat

**Date:** 28<sup>th</sup> May, 2024

**UDIN:** A031886F000452108

For **G. S. Bhide & Associates**

Company Secretaries

**Gayatri V. Phatak**

Proprietor

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



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## ANNUAL SECRETARIAL COMPLIANCE REPORT

### FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2024

[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, 2024, 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 the Company;
- 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, 2024 (**Review Period**) in respect of compliance with the provisions of:



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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);

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; **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**

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.



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- b) There is no action taken against the Company, its Promoters, Directors, either by the SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various Circulars) under the aforesaid Acts/Regulations and Circulars/Guidelines issued there under.
- c) 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.



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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 updated as per the regulations/circulars/guidelines issued by SEBI	Yes	Not any
3	Maintenance and disclosures on Website:  The Listed entity is maintaining a functional website.  Timely dissemination of the documents/ information under a separate section on the website.  Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-	Yes	Not any



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	directs to the relevant document(s)/ section of the website		
4	Disqualification of Director:  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Not any
5	To examine details related to Subsidiaries of listed entities:  (a) Identification of material subsidiary companies  (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	Not any
6	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.	Yes	Not any
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Not any
8	Related Party Transactions:  (a) The listed entity has obtained prior approval of Audit Committee for all	Yes	Not any



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	Related party transactions  (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		
9	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.	Yes	Not any
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not any
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	Not any
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	NA	Not any





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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.	<p>Compliances with the following conditions while appointing/re-appointing an Auditor</p> <p>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</p> <p>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 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>	NA	Not Any
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</p>	NA	No such resignation



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	<p>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 listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	<p>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.</p>	NA	No such resignation



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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
NOT APPLICABLE										

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, Guajrat

**Date:** 28<sup>th</sup> May, 2024

**UDIN:** A031886F000452108

For **G. S. Bhide & Associates**  
Company Secretaries

**Gayatri V. Phatak**  
Proprietor

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