



# AMINES & PLASTICIZERS LIMITED

(ISO 9001:2008, ISO 14001:2004, OHSAS 18001:2007 CERTIFIED COMPANY)

September 3, 2022

To,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**Mumbai – 400 001**

Dear Sir/Madam,

**Sub: Notice of Annual General Meeting of the Company for the Year Ended 31st March, 2022**

**Scrip Code : 506248**

With regard to the captioned matter and in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”, we are enclosing herewith Notice of the 47<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Wednesday, September 28, 2022 at 4.00 P.M (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) for the year ended 31st March, 2022. Pursuant to Regulation 42 of the Listing Regulations, Register of Members and Share Transfer Books of the Company will remain closed during the period as mentioned below.

Scrip Code, Type of Security & paid-up value	Book Closure date	Purpose
506248, Equity Shares of Rs. 2/- each fully paid.	Friday, 16 <sup>th</sup> September, 2022 to Wednesday, 28 <sup>th</sup> September, 2022 (both days inclusive)	Annual General Meeting of the Company to be held on 28 <sup>th</sup> September, 2022 and Dividend.

Request you to kindly make a note of the same and oblige.

Thanking you,  
Yours sincerely,  
For **Amines & Plasticizers Limited**

Ajay Puranik  
President – Legal & Company Secretary  
FCS No: 4288  
Encl : As above.

## NOTICE

**NOTICE** is hereby given that the Forty Seventh Annual General Meeting (AGM) of the Members of **AMINES & PLASTICIZERS LIMITED** will be held on Wednesday, 28<sup>th</sup> September, 2022, at 4.00 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

### ORDINARY BUSINESS:

- 1. To receive, consider and adopt** the Audited Financial Statements (including the Consolidated Financial Statements) for the financial year ended 31<sup>st</sup> March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
- 2. To declare Dividend** of 20% i.e ₹ 0.40 per Equity Share of face value of ₹ 2/- each for the Financial Year ended 31<sup>st</sup> March, 2022.
- 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.
- 4. Appointment of Statutory Auditors for a term of 5 years :**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment (s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s. S A R A & Associates, Chartered Accountants (Firm Registration No.120927W), be and are hereby appointed as the Statutory Auditors of the Company, for a term of 5 years i.e. from the conclusion of this 47<sup>th</sup> Annual General Meeting until the conclusion of the 52<sup>nd</sup> Annual General Meeting to be held in the year 2027 at a remuneration upto ₹ 2,40,000/- (Rupees Two Lakhs Forty Thousand only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ended March 31, 2023, and the Board of Directors be and is hereby further authorized to finalize the terms and conditions of appointment, including remuneration of the Statutory Auditor for the subsequent remaining period, based on the recommendation of the Audit Committee.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

### SPECIAL BUSINESS:

- 5. Ratification of Remuneration to Cost Auditors.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 as amended from time to time, M/s A G Anikhindi & Co., Cost Accountants (Firm Registration No. 100049), Kolhapur appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2023 be paid a remuneration of ₹ 2,15,000/- (Rupees Two Lakhs Fifteen Thousand only) as also the payment of Goods and Service Tax as applicable and re-imbusement of out of pocket expenses incurred in connection with the aforesaid audit”

- 6. Revision in Remuneration of Chairman and Managing Director – Mr. Hemant Kumar Ruia (DIN :00029410) :**

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

**“RESOLVED THAT** in modification of the earlier resolution passed by the Shareholders of the Company at the 44<sup>th</sup> Annual General Meeting (AGM) held on 25<sup>th</sup> September, 2019 and upon the recommendation of the Nomination and Remuneration Committee of the Board and in accordance with the provisions of Sections 196,

## NOTICE

197,203 and other applicable provisions,if any,read with Schedule V of the Companies Act,2013 as amended read with Rules made thereunder and 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) the consent of the members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Hemant Kumar Ruia, Chairman and Managing Director of the Company with effect from 1<sup>st</sup> April, 2022 for the remainder of the tenure of his office i.e. till 31<sup>st</sup> March, 2024 and the minimum remuneration payable to him in case of absence or inadequacy of profits in any year, with powers to the Board, which shall include any Committee thereof, to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable to him from time to time as it deems fit in such manner as may be mutually agreed upon, on such terms and conditions as set herein below :

**Designation** : Chairman and Managing Director

**1. Period:**

The appointment is effective from 1<sup>st</sup> April, 2019 for a period of Five years i.e. up to 31<sup>st</sup> March, 2024.

**2. Overall Remuneration:**

The remuneration payable to him for a period April 1, 2022 to March 31, 2024 shall be as follows:

- I. Salary: ₹ 871000/- 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 of residence at Mumbai, Kolkata, New Delhi and Chennai.

**Housing II:**

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

**Housing III:**

In case the Company provides no accommodation, he shall be entitled to house rent allowance subject to the ceiling laid down in Housing I.

- ii) 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 two months' salary over a period of two years.
- v) Leave Travel Concession – For self and family once in a year according to the rules of the Company.
- vi) Club fees - Fees of clubs, subject to a maximum of two clubs but this will not include admission and life membership fees.
- vii) Personal Accident Insurance – Premium not to exceed ₹ 24,000/- in a year. Explanation-Family means the spouse and the dependent children of the Chairman and Managing Director.

**CATEGORY 'B'**

The Chairman and Managing 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) Encashment of Leave at the end of the tenure.

Since, Mr. Hemant Kumar Ruia is above the age of 60 years, Superannuation and Gratuity Entitlement will not be applicable.

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### CATEGORY 'C'

Provision of Cars for use on Company's business and telephones at residence will not be considered as perquisites.

In case of loss or inadequacy of profits in any financial year, the Chairman and Managing Director will be entitled to a minimum remuneration by way of salary and perquisites as specified above subject to the limits specified in that regard in Schedule V to the Companies Act, 2013 or as amended from time to time.

Mr. Hemant Kumar Ruia will not be entitled to any sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall not be liable to retire by rotation. The Company shall reimburse to the Chairman and Managing Director, entertainment, traveling and all other expenses incurred by him for the business of the Company. He is also entitled to any loyalty benefit program, keyman insurance policies as may be decided by the Board from time to time.

Subject to the superintendence and control of the Board of Directors, he shall be responsible for the day-to-day management of the affairs of the Company.

The overall remuneration payable shall not exceed ₹ 2.40 Crores per annum.

Either party giving to the other party three-month's notice in writing can terminate this agreement.

**RESOLVED FURTHER THAT** by virtue of powers vested in him and as required under Section 203 of the Companies Act, 2013, Mr. Hemant Kumar Ruia be also entrusted the role of Chief Executive Officer of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at its discretion from time to time to fix the actual remuneration and/or perquisites of Mr. Hemant Kumar 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. Hemant Kumar Ruia.

**RESOLVED FURTHER THAT** save and except as aforesaid, the Special Resolution approved and passed by the Members at the 44th AGM of the Company held on 25<sup>th</sup> September, 2019 with respect to the appointment of Mr. Hemant Kumar Ruia, as Chairman and Managing Director shall continue to remain in force and effect;

**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."

### 7. Invitation / Renewal of Unsecured Deposits from Members.

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

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

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

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### 8. **Maintaining the Registers and Indexes of Members and Copies of Annual Returns at the Corporate / Head Office of the Company and/or the Registrar and Transfer Agent of the Company :**

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

**“RESOLVED THAT** in supersession of all earlier resolutions passed by the Members in this regard and pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members be and is hereby accorded to keep and maintain the registers and other records as required to be maintained by the Company as per Section 88 of the Act and copies of annual returns filed under Section 92 of the Act, together with the copies of certificates and other documents required to be annexed thereto or any other Statutory documents as may be required thereunder, at the Corporate / Head Office of the Company at Mumbai and / or at office of the Registrar and Transfer Agent of the Company or such other place where the office of the Registrar and Transfer Agent of the Company is situated from time to time.”

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to take all such actions and to do all such acts, deeds, matters, and things as may be considered necessary, desirable and expedient for giving effect to this resolution.”

Place: Mumbai

Date : 12/08/2022

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

**Sd/-**

**Ajay Puranik**

President (Legal) & Company Secretary  
Membership No. F4288

**Registered Office :**

Poal Enclave, C/o Pranati Builders Private Ltd.,

Principal J.B. Road, Chenikuthi,

Guwahati – 781 003. Assam.

CIN: L24229AS1973PLC001446

Website: www.amines.com

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.8 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. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 5, 2022, respectively, (“MCA Circulars”) allowing, inter-alia, conduct of AGMs by Companies through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”) facility upto December 31, 2022, in accordance with the requirements provided in paragraph 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 47<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 47<sup>th</sup> AGM shall be the Corporate / Head Office of the Company at Mumbai.
3. In terms of the MCA Circulars, physical attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies and hence the Proxy Form and Attendance Slip including Route Map 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 47<sup>th</sup> AGM through VC/OAVM facility and e-Voting during the 47<sup>th</sup> AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 16<sup>th</sup> September, 2022 to 28<sup>th</sup> September, 2022 (both days inclusive) for the purpose of AGM.
5. Attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-2022 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 2021-2022 will also be available on the Company’s website [www.amines.com](http://www.amines.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Link Intime India Pvt.Ltd at [www.linkintime.co.in](http://www.linkintime.co.in).
7. 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 47<sup>th</sup> AGM and facility for those members participating in the 47<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.
8. In case of shareholder’s whose e-mail ID is already registered with the Company/ Link Intime India Pvt. Ltd., the Registrar and Transfer Agent (‘RTA’)/Depositories, log in details for e-voting shall be sent on their registered e-mail address.
9. 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 49186180, e-mail: rnt.helpdesk@linkintime.co.in.

- 10 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.
- 11 The dividend on Equity Shares, if declared at the AGM, will be paid on or before Thursday, 27<sup>th</sup> October, 2022 to those Members or their mandates:
  - (a) whose name appears at the end of the business hours on Thursday, 15<sup>th</sup> September, 2022 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 Thursday, 15<sup>th</sup> September, 2022.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from 1<sup>st</sup> 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 Thursday, 15<sup>th</sup> September, 2022. 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.

- 12 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. Members holding shares in physical/electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI.
- 13 Shareholders holding shares in dematerialised 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.
- 14 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 dispatch the dividend warrants / pay order to such Shareholder by post.
- 15 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. The resident and nonresident shareholders should send the scanned copies of the requisite documents at gogreen@amines.com on or before September 15, 2022 to enable the Company to determine the appropriate TDS/ withholding tax rate, as may be applicable.

- 16 In terms of Section 152 of the Act, Mr. Yashvardhan Ruia (00364888), Director, shall retire by rotation at the ensuing AGM. Mr. Yashvardhan Ruia (00364888), being eligible, offers himself for re-appointment.
- 17 The Company's Statutory Auditors, M/s BDG & Associates, Chartered Accountants (FRN : 11973W), having registration number 119739W, are retiring at this AGM after completing two consecutive terms. The Company had received consent cum eligibility certificate from M/s. S A R A & Associates, Chartered Accountants (Firm Registration No.120927W), Mumbai. Accordingly, the Board proposes appointment of M/s. S A R A & Associates, Chartered Accountants, Mumbai for a term of 5 years as detailed at item no. 4 of the Notice and Explanatory Statement.
- 18 A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, nature of his expertise in specific functional areas, names of companies in which he holds directorship and membership/chairmanship of Board Committee(s), shareholding and relationship between directors inter se as stipulated under Regulation 36 of SEBI Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standards – 2 on General Meetings are provided in Annexure - A to this Notice.
- 19 Relevant documents as required by law and referred to in the accompanying Notice and in the Explanatory Statement shall be available for inspection through electronic mode. Members can inspect the same by sending email to legal@amines.com 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. 28<sup>th</sup> September, 2022.
- 20 SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the members are advised to dematerialize their holdings.
- 21 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 dematerialised form only while processing certain prescribed service requests. Accordingly, 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.
- 22 In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for 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 dematerialised form and to the Company/LIPL, in case the shares are held by them in physical form.
- 23 Members may note that, in terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialised form.
- 24 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.
- 25 Unclaimed Dividends:
- Members of the Company are requested to note that as per the provisions of Section 124(5) and Section 124(6) of the Act, dividends not encashed / claimed by the Member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF), also all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Demat Account of IEPF Authority notified by the MCA ('IEPF Demat Account').



Reminder letters dtd July 07, 2022 have been sent to all the shareholders, whose shares are liable to be transferred to the said Fund. Shareholders are requested to claim their unpaid/ unclaimed dividend, if any on equity shares to avoid any transfer of shares or dividend in the future to the IEPF Account. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority.

Members/ claimants whose shares, unclaimed dividend have been transferred to the IEPF, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5 (available on iepf.gov.in) along with requisite fees, if any, as decided by the IEPF Authority from time to time. The Member/ Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

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

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

c. Amounts of dividend remaining unclaimed/ unpaid for a period of seven consecutive years are required to be transferred to the 'Investor Education and Protection Fund'. Accordingly, unpaid dividend up to the year ended March 31, 2014, has already been transferred to the said Fund.

d. Members who have not encashed their dividend warrants for the year ended March 31, 2015 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
2014-15	23.09.2015	2	0.20	26/10/2022
2015-16	16.03.2016	2	0.20	19/04/2023
2016-17	27.09.2017	2	0.30	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

Shareholders 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.

26 Members are requested to :

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

27 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.

## **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 47<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 21<sup>st</sup> September, 2022 ('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](mailto:enotices@linkintime.co.in) in with a copy marked to the Company on [legal@amines.com](mailto: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 [pcs.skm@gmail.com](mailto:pcs.skm@gmail.com) with a copy marked to the Company at [legal@amines.com](mailto:legal@amines.com) and upload the same at the E-voting platform at the time of registration.
5. The Board has appointed Ms. Suman Makhija (FCS No. 9925 CP No. 13322) of SK Makhija & Associates, Company Secretaries as the Scrutinizer (hereinafter referred to as ('the Scrutinizer') to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.
6. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company [www.amines.com](http://www.amines.com) and on the LIPL website <https://instavote.linkintime.co.in> and shall also be forwarded to BSE Limited (BSE).

### **B PROCESS AND MANNER FOR ATTENDING THE 47th 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 Insta Meet <<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 30 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time.The Company shall provide VC/OAVM facility to Members to attend the AGM.The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders’ relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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

- i 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 Wednesday,September 21,2022.
- 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, atleast 7 days prior to the date of AGM i.e.on or before 4.00 p.m.(IST) on Wednesday, September 21, 2022. 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 panelist 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 InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note :** Shareholders/ Members, who will be present in the Annual General Meeting through Insta Meet 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 Insta Meet. However, they will not be eligible to vote again during the meeting.

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

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

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

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

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

The remote e-voting period begins on Sunday, 25<sup>th</sup> September, 2022 at (IST) 09:00 A.M. and ends on Tuesday, 27<sup>th</sup> September, 2022 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. Wednesday, 21<sup>st</sup> September, 2022, 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 Wednesday, September 21, 2022.

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>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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, user will be provided links for the respective ESP where the EVoting is in progress.</li> </ul>
<b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b>	<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.</li> <li>• Once 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

<u>Type of Shareholders</u>	<u>Login Method</u>
<p><b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b></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> <ul style="list-style-type: none"> <li><input type="checkbox"/> 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/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li>B. <b>PAN :</b> 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.</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.                   <ul style="list-style-type: none"> <li>• Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> </li> </ol> </li> <li><input type="checkbox"/> 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><input type="checkbox"/> Click “confirm” (Your password is now generated).</li> </ul> </li> <li>2. Click on ‘Login’ under <b>‘SHARE HOLDER’</b> tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on <b>‘Submit’</b>.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</li> <li>5. E-voting page will appear.</li> <li>6. 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>7. 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 <b>‘No’</b> and accordingly modify your vote.</li> </ol>

### **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.

### **Individual Shareholders holding securities in Physical mode & Evoting Service Provider is LINKINTIME, have forgotten the password :**

- ➡ Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
- ➡ Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **‘Submit’**.
- In case shareholders/ members are having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

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

- Shareholders/ members 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.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

<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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22-23058542-43.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact InstaVote Support Desk, Link Intime India Private Limited at 022-49186000.

Place: Mumbai

Date: 12.08.2022

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

Sd/-

**Ajay Puranik**

President (Legal) & Company Secretary

Membership No. F4288

## **ANNEXURE TO NOTICE**

### **STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("THE ACT"): EXPLANATORY STATEMENT FOR RESOLUTION NOS. 4 TO 8 OF THE NOTICE**

#### **Resolution No:4:- Ordinary Resolution**

##### **Appointment of Statutory Auditors for a term of 5 years :-**

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 and Regulation 36(5) of The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the statement sets out herein below all material facts.

The Company can appoint or reappoint an Audit Firm as Statutory Auditors for not more than two consecutive terms. Accordingly, the existing Firm of Statutory Auditors M/s BDG & Associates, Chartered Accountants (FRN:119739W) have completed 2 consecutive terms with the Company. The Company had received consent cum eligibility certificate from M/s. S A R A & Associates, Chartered Accountants (FRN: 120927W ). The Board of Directors, at its meeting held on August 12, 2022, based on the recommendation of the Audit Committee, approved the appointment of M/s. S A R A & Associates, Chartered Accountants (FRN: 120927W) for a term of 5 years to hold the office from the conclusion of the 47<sup>th</sup> AGM till the conclusion of the 52<sup>nd</sup> AGM to be held in the year 2027, at a remuneration of ₹ 2,40,000/- (Rupees Two Lakhs Forty Thousand only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses for the financial year ended March 31, 2023 and proposed the same for approval of the members. Besides the audit services, the Company would also obtain Limited Review and other certifications which are to be mandatorily received from the statutory auditors under various regulations/requirements. The Remuneration proposed to incoming auditors is in the same range as given to the existing auditors. The Board of Directors and the Audit Committee shall approve the revision in the remuneration of the statutory auditors, for the remaining part of the tenure, based on the performance review and any additional efforts on account of changes in regulations or management processes, business acquisitions, internal restructuring or other considerations.

M/s. S A R A & Associates, has confirmed that they remain independent, as required by the relevant ethical and independence requirements as enunciated in the Act and the Code of Ethics issued by the ICAI, that are relevant to their audit of the standalone and consolidated financial statements under the provisions of the Act and the Rules made thereunder. They are not under a relationship that would be thought to influence their independence as auditors of the Company/Group. M/s. S A R A & Associates, has consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141 of the Act and confirmed that they hold a valid certificate issued by the 'Peer Review Board of ICAI'. They have also furnished a declaration confirming their independence in terms of section 141 of the Act and declared that they have not taken up any prohibited non-audit assignments for the Company. S A R A & Associates has been in the profession for over 21 years and is a Category - I Firm of Chartered Accountants as per ICAI's classification. The Firm has expertise in the areas of Statutory Audits, Internal and System Audits, Bank Audits, PSU's Audits, Income Tax, International Tax, Transfer Pricing, Tax Planning, Goods and Service Tax, VAT, Service Tax, Restructuring, Management Consultancy, Finance, Corporate Law, Valuation, Mergers and Acquisitions, etc. S A R A & Associates has 12 Partners and 65 Professionals on board with 3 Offices across the Mumbai. Based on the recommendation made by the Audit Committee, after assessing the performance of M/s. S A R A & Associates, and considering their experience and expertise, the Board recommends the Appointment of M/s. S A R A & Associates, Chartered Accountants as Statutory Auditors for a term of 5 years, as set out in the Resolution no. 4 for approval of the Members as an Ordinary Resolution. None of the Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.



As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the special businesses mentioned under resolutions Nos. 5 to 8 of the accompanying Notice of the 47<sup>th</sup> Annual General Meeting.

### **Resolution no.5: Ordinary Resolution**

#### **Ratification of Cost Auditor's Remuneration FY 2022-23 :-**

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, 2023.

In terms of provisions of Section 148 of the Companies Act, 2013 read with Rules made thereunder, the remuneration payable to the Cost Auditor has to be ratified by the Shareholders of the Company. The Board has approved the remuneration of ₹ 2,15,000/- plus Goods and Service tax and out of pocket expenses if any, of M/s A G Anikhindi & Co., Cost Auditors and the ratification by the shareholders is sought for the same by an Ordinary Resolution at Item No.5 of the Notice.

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

The Board recommends ratification of remuneration of Cost Auditors, as set out in Resolution no. 5 of the Notice for approval by the Members as an Ordinary Resolution.

### **Resolution no.6: Special Resolution**

#### **Revision in Remuneration of Chairman and Managing Director – Mr. Hemant Kumar Ruia (DIN:00029410) :-**

The Company at its 44<sup>th</sup> Annual General Meeting held in the year 2019 appointed Mr. Hemant Kumar Ruia (DIN :00029410) as the Chairman and Managing Director of the Company for a period of 5 years effective April 01, 2019 to March 31, 2024. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Hemant Kumar Ruia was approved for a period of Three Years w.e.f. April 1, 2019 to March 31, 2022. The approval of the Members pursuant to Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable as detailed in the resolution to Mr. Hemant Kumar Ruia as the Chairman and Managing Director of the Company for the period April 1, 2022 to March 31, 2024.

In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the Nomination and Remuneration Committee at its meeting held on February 04, 2022, the Board of Directors of the Company at its meeting held on even date have (subject to such other approvals as may be necessary), approved the payment of remuneration as detailed in the resolution, as minimum remuneration to Mr. Hemant Kumar Ruia in the absence or inadequacy of profits in any financial year during his remaining tenure i.e. upto March 31, 2024. 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.6 is annexed hereto as **Annexure-B**.

The resolution seeks the approval of the members in terms of Sections 196, 197, 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 remuneration to be paid to Mr. Hemant Kumar Ruia as the Chairman and Managing

Director of the Company for the remainder period of 2 (Two) years with effect from 01st April, 2022.

None of the Directors, Key Managerial personnel or their respective relatives other than Mr. Hemant Kumar Ruia and Mr. Yashvardhan Ruia, who is related to Mr. Hemant Kumar Ruia is in any way interested or concerned in the resolution.

The Board recommends the special resolution set forth in Item no.6 for approval of the members.

### **Resolution no.7: Ordinary Resolution**

#### **Acceptance of Unsecured Deposits from Members:-**

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 deposits by your Company and thus approval of the members is sought for accepting / renewing unsecured deposits from members of the Company. The money raised will be used 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 recommends passing of the Ordinary Resolution as set out at Item No.7 of this Notice.

### **Resolution No.8: Special Resolution.**

#### **Maintaining the Registers and Indexes of Members and copies of Annual Returns at the Corporate / Head Office of the Company and/or at the Office of the Registrar and Transfer Agent of the Company:-**

As required under the provisions of Section 94 of the Companies Act, 2013 ('the Act'), certain documents such as the Registers and Indexes of Members, Debenture holders & any other security holders and certain other registers, certificates, records, returns etc., are required to be kept at the registered office of the Company. However, such registers, records, returns etc., can also be kept at any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company. Given the large number of shareholders are in Mumbai and for operational convenience, the approval of the Members is sought by a Special Resolution to enable the Company to keep and maintain the registers, returns and other records as required under Section 88 of the Act, copies of Annual Returns as filed/to be filed under Section 92 of the Act, and other Statutory documents at the Corporate / Head Office of the Company at Mumbai and/or of the Registrar and Transfer Agent of the Company or such other place where the office of the Registrar and Transfer Agent of the Company is situated from time to time. The time for inspection of documents, by shareholders or such persons as are entitled to such inspection, will be between 11:00 a.m. to 1:00 p.m. on any working day of RTA or by writing to the Company at [legal@amines.com](mailto:legal@amines.com) except when the Registers and Books are closed under the provisions of the Act or the Articles of Association of the Company.

None of the Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Resolution no.8 of the Notice for approval by the Members as a Special Resolution.

**Details of Directors seeking appointment / re-appointment / revision in the remuneration in forthcoming Annual General Meeting.**  
**47<sup>th</sup> Annual General Meeting**

**Annexure A**

<b>Name of the Director</b>	<b>Mr. Yashvardhan Ruia</b>	<b>Mr. Hemant Kumar Ruia</b>
DIN	00364888	00029410
Date of Birth and Age	12/02/1988 34 years	24/02/1958 64 years
Date of Initial Appointment	10 <sup>th</sup> May 2017	30 <sup>th</sup> May 1992
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 Division.	Chairing the Board of Directors. Devising Policies, Developing markets and Managing day to day operations of the Company.
Qualifications	Bachelors in Management Studies from Mumbai University and M.Sc. (Marketing) from Manchestor Business School, the University of Manchestor, UK.	Bachelor of Commerce & Law.
List of Directorship of other Companies	<b>Public Companies :</b> 1. Alumilite Architecturals Limited. <b>Private Companies :</b> 1. Ruia Gases Private Ltd. 2. Hemyash Buildwell Pvt Ltd. 3. Multiwyn Investments and Holdings Pvt. Ltd. 4. Chefair Investment Pvt. Ltd. 5. Western India Automobile Association.	<b>Public Companies :</b> 1. APL Infotech Limited. 2. The Seksaria Biswan Sugar Factory Limited. 3. APL Holdings & Investments Limited. <b>Private Companies:</b> 1. Multiwyn Investments and Holdings Pvt. Ltd. 2. Chefair Investment Pvt. Ltd. 3. APL Realtors Pvt. Ltd. 4. Rodix Properties Pvt. Ltd. 5. Hemyash Buildwell Pvt. Ltd.
List of Membership / Chairmanship of Committees of other Board / Companies.	<u>Alumilite Architecturals Limited.</u> 1. Audit Committee – Member.	<u>The Seksaria Biswan Sugar Factory Limited :</u> 1. Audit Committee – Member. 2. Nomination and Remuneration Committee – Member.
Shareholding in Amines & Plasticizers Limited	2000 Equity Shares	21999030 Equity Shares
No. of Board Meetings attended during the year.	4	4
Remuneration, Terms and Conditions of Appointment / Reappointment	As approved by Members at the 45th AGM held in 2020.	As detailed in Resolution No. 6.
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.	Father of Mr. Yashvardhan Ruia, Executive Director of the Company.

## (Annexure B)

### STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013; SPECIAL RESOLUTION AT ITEM NO. 6

#### 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 Lakhs)

Particulars	2021-2022	2020-2021	2019-2020
Income for the year	56,808.31	44,676.12	40,319.93
Profit before Interest, Depreciation and Tax	4,523.74	5,776.12	4,585.65
Net Profit/(Loss)	2,374.69	3,270.59	2,473.67
Other Comprehensive income (net of tax)	(13.50)	9.57	(41.65)
Earlier Years Balance Brought forward	12,826.71	9,581.32	7,570.34
Depreciation reversed on Capital Subsidy received	-	-	-
Dividend and Tax thereon	(220.08)	-	(397.98)
Other Transfer to / (from) Retained Earnings	(33.70)	(34.77)	(23.05)
Balance carried to Balance Sheet	14,934.12	12,826.71	9,581.32
Net Profit available for Appropriation	14,934.12	12,826.71	9,581.32

b) Consolidated Financial performance based on given indicators :

( ₹ in Lakhs)

Particulars	2021-2022	2020-2021	2019-2020
Income for the year	56,836.88	44,676.12	40,319.93
Profit before Interest, Depreciation and Tax	4,536.63	5,766.61	4,573.68
Net Profit/(Loss)	2,385.74	3,259.38	2,460.03
Other Comprehensive income (net of tax)	(14.56)	8.29	(38.41)
Earlier Years Balance Brought forward	12,774.88	9,541.98	6,906.98
Depreciation reversed on Capital Subsidy received	-	-	-
Dividend and Tax thereon	(220.08)	-	(397.98)
Other Transfer to / (from) Retained Earnings	(33.70)	(34.77)	611.36
Balance carried to Balance Sheet	14,892.28	12,774.88	9,541.98
Net Profit available for Appropriation	14,892.28	12,774.88	9,541.98

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

Mr. Hemant Kumar Ruia is a first generation Entrepreneur and has been associated with the Company since 1982. He is holding Degrees in Commerce and Law from Bombay University. He has a varied and rich experience in various fields. He has been associated with the Company in different senior positions for the past 40 years. Since then he has steered the destiny of Company with a single-minded focus of making APL an internationally reputed Chemical Company. He has been responsible for the strategic decision making as well as day-to-day affairs of the Company. Even during the recent Pandemic, he had ensured that the Plant runs on a continues basis and performance of the Company improves. He has created, developed and managed business in such a way that in last 15 years revenue of the Company grew multifold and there is a consistent upgrade in profits of the Company. He played a leading role in building and developing brand name for the Company in Chemical Industry and today "Amines" is considered as one of the respected company in its segment. During this period, Shri. Hemant Kumar Ruia has taken many initiatives to expand Company's operations, introducing new specialty chemicals and also tapping new markets for the same. Under his leadership, the Company has grown from a domestic level Chemical Company to a Company of International repute having multiple overseas renowned customers.

**2. Past remuneration:**

Remuneration drawn by Mr. Hemant Kumar Ruia in his previous term from 01-04-2019 to 31-03-2022 was as follows:

<b>Financial Year</b>	<b>Amount (in ₹)</b>
2019-2020	1,45,31,413.00
2020-2021	1,45,38,253.00
2021-2022	1,85,33,490.00*

\*includes leave travel allowance and leave encashment.

**3. Recognition & Awards :**

Nil

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

Mr. Hemant Kumar Ruia as Chairman and Managing Director of the Company chairs the meetings of Board of Directors and is a driving force behind all Board decisions. He has been looking after the overall affairs and operations of the Company under the guidance, supervision and control of the Board of Directors. He is involved in policy planning, vision, strategy and long term development activities of the Company. He has been instrumental in ensuring that the Company sustains its performance during the Covid Pandemic and ensured safety and well being of entire workforce. Its because of his timely action and leadership that the Company waded through difficult times and came to its present position. The Company thus has made enormous progress under the stewardship of Mr. Hemant Kumar Ruia and his vision is to make APL as one of the Top most respected Indian Chemical Company.

**5. Remuneration proposed :**

As per details given in Resolution above.

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

Taking into consideration the size of the Company, the profile assigned to Mr. Hemant Kumar 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 Chairman and Managing Director of the Company, Mr. Ruia 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. Hemant Kumar Ruia, do not have any other pecuniary relationship with the Company and he is related to Mr. Yashvardhan Ruia, Executive Director in capacity as his father. He is one of the Promoters of the Company. Mr. Hemant Kumar Ruia, Chairman and Managing Director holds 21998930 equity shares in the share capital of the Company.

**III. OTHER INFORMATION:**

**1. Reasons for loss or inadequacy of profits :**

The Company's profits are inadequate mainly due to extremely high operational cost during the year under review. The Covid pandemic surfaced through new mutation which slowed down the production activities and had put a lot of pressure on logistics. In addition to this, turmoil on international front rocketed the Crude prices thus affecting PNG/ fuel prices adversely. Even raw material prices have increased considerably which had severely impacted margins. The competition in the Export market continues with a lot of International players in the field. The Company is also facing competition from few domestic Chemical manufacturers. All the above factors impacted the profitability of the Company during the year under review.

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

- i. The Company's multi-product plant is in operation continuously and management is systematically working to achieve the 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 programme 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 Company has at its disposal a multi-product plant which has been upgraded with latest plant technology. The Company has advantage over its competitors with upgradation 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.

**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 substantial reduction in PNG / fuel prices are expected to reduce the operational 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' shall be given in the Directors Report.

Place: Mumbai  
Date: 12.08.2022

By Order of the Board of Directors  
For **AMINES & PLASTICIZERS LIMITED**  
Sd/-  
**Ajay Puranik**  
President (Legal) & Company Secretary  
Membership No. F4288