



AMINES & PLASTICIZERS LIMITED

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

September 6, 2023

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, 2023

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 48th Annual General Meeting of the Company scheduled to be held on Friday, September 29, 2023 at 4.00 P.M (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) for the year ended 31st March, 2023. 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.	Monday, 18 th September, 2023 to Friday, 29 th September, 2023 (both days inclusive)	Annual General Meeting of the Company to be held on 29 th September, 2023 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 48th Annual General Meeting (AGM) of the Members of **Amines & Plasticizers Limited** will be held on Friday, 29th September, 2023, at 4.00 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt** the Audited Financial Statements (including the Consolidated Financial Statements) for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
- To declare Dividend** of 25% i.e ₹ 0.50 per Equity Share of face value of ₹ 2/- each for the Financial Year ended March 31, 2023.
- To appoint a Director** in place of Ms. Nimisha Dutia (DIN : 06956876) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. 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, 2024 be paid a remuneration of ₹ 215000/- (Rupees Two lakh fifteen thousand only) as also the payment of Goods and Service Tax as applicable and re-imbursalment of out of pocket expenses incurred in connection with the aforesaid audit”

5. Revision in Remuneration of Executive Director – Mr. Yashvardhan Ruia (DIN : 00364888) :

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 45th Annual General Meeting (AGM) held on 29th September, 2020 and upon the recommendation of the Nomination and

Remuneration Committee of the Board and in accordance with the provisions of Sections 196, 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. Yashvardhan Ruia, Executive Director of the Company with effect from 1st June, 2023 for the remainder of the tenure of his office i.e. till 31st May, 2025 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 below :

Designation : Executive Director

1. Period :

The appointment is effective from 1st June, 2020 for a period of Five years i.e. up to 31st May, 2025.

2. Overall Remuneration :

The remuneration payable to him for a period June 1, 2023 to May 31, 2025 shall be as follows :

- Salary: ₹ 3,00,000/- per month with annual increment of such amount as may be decided by the Board within the overall ceiling as may be permitted under the Act.
- Perquisites : Perquisites are classified into Three categories A, B, C as follows :

CATEGORY ‘A’

- House Rent Allowance

Housing I :

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

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Housing II:

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

Housing III:

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

- ii) Gas & Electricity expenses at actuals, subject to an overall ceiling of 5% of Annual Salary.
- iii) Bonus @ 20% of the Annual Salary per year.
- iv) Medical Reimbursement – Expenses incurred for self and family subject to a ceiling of one month's salary in a year or 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 ₹ 15,000/- in a year.

Explanation-Family means the spouse and the dependent children of the Executive Director.

CATEGORY 'B'

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

- a) Contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- c) Accumulated Leave encashable at the end of the tenure.

CATEGORY 'C'

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

Mr. Yashvardhan Ruia will not be entitled to any sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall be liable to retire by rotation. The Company shall reimburse to the Executive Director, entertainment, 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 ₹ 1 Crore per annum.

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

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. Yashvardhan Ruia and revise such remuneration and/ or perquisites from time to time within the statutory limits and to vary/ modify/ amend the terms and conditions of the reappointment from time to time as may be agreed to by the Board and Mr. Yashvardhan Ruia.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. Yashvardhan Ruia, the remuneration by way of salary, perquisites, commission or any other allowances as specified above in accordance with the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration for a period not exceeding two years.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded for payment of aggregate annual remuneration to Mr. Yashvardhan Ruia along with other executive promoter Directors exceeding 5% of net profits of the Company.

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RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members at the 45th AGM of the Company held on 29th September, 2020 with respect to the appointment of Mr. Yashvardhan Ruia, as Executive 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."

6. To re-appoint Mr. Hemant Kumar Ruia (DIN: 00029410) as Chairman & Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of appropriate and/or concerned authorities 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) subject to such other conditions and modifications, as may be prescribed, imposed or suggested by any of such appropriate and/or concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company without any further approval of the members of the Company (hereinafter referred to as "the Board" which term shall deem to include any Committee which the Board may have constituted or herein after constitute to exercise its powers including the

powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Hemant Kumar Ruia (DIN : 00029410) as the Chairman & Managing Director of the Company for a period of Five (5) years with effect from 1st April, 2024 to 31st March, 2029 with a revised remuneration for a period of Three (3) years from 01st April, 2024 to 31st March, 2027 on such terms and conditions, including expressly the remuneration and the minimum remuneration payable to him in case of absence or inadequacy of profits in any year with powers to the Board to alter, amend, vary and modify the terms and conditions of the said reappointment and remuneration payable to him from time to time as it deems fit in such manner as may be mutually agreed upon, on the terms and conditions as set out below :

Designation : Chairman & Managing Director

1. Period :

The appointment will be effective from 1st April, 2024 for a period of Five years i.e. up to 31st March, 2029.

2. Overall Remuneration :

The remuneration payable to him for a period April 1, 2024 to March 31, 2027 shall be as follows :

- i) Salary: ₹10,00,000/- per month with annual increment of such amount as may be decided by the Board within the overall ceiling as may be permitted under the Act.
- ii) Perquisites : Perquisites are classified into Three categories A, B, C as follows :

CATEGORY 'A'

- i) House Rent Allowance

Housing I :

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

Housing II :

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

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Housing III:

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

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

CATEGORY 'C'

Provision of Cars for use on Company's business and telephone 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 ₹ 2.5 Crores per annum.

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

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 the aforesaid remuneration shall be payable for a period of (Three) 3 years from the date of re-appointment and shall be revised thereafter with the approval of the members of the Company or such Authority as may be required.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded for payment of aggregate annual remuneration to Mr. Hemant Kumar Ruia along with other executive promoter Directors exceeding 5% of net profits of the Company.

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.

8. Borrowing powers of the Board :

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

"RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders by means of Postal Ballot on 23rd March, 2019 under Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other approvals, sanctions and permissions as may be necessary, consent of the Company be and is hereby accorded

to the Board of Directors of the Company to borrow such sum or sums of monies in any manner or form, from time to time as may be required for the purpose of business of the Company, with or without security, in Indian or in any other currency and upon such terms and conditions as they may think fit, from any one or more of the Company 's Bankers and/or from any one or more other persons, firms, body corporates, or financial institutions whether by way of cash credit, advance or deposit, loans, bill discounting, hundi, bills of exchange, debentures / bonds, promissory notes, external commercial borrowings, and any other instrument issued in accordance with the guidelines or notifications issued by the Reserve Bank of India, Securities and Exchange Board of India, Ministry of Corporate Affairs, or otherwise notwithstanding that monies to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board and outstanding at any time, shall not exceed Rs.250 Crores (Rupees Two hundred and fifty crores only) excluding interest thereon.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approach Bankers/ financial institutions /corporates bodies/ other persons, appoint agencies, financial advisor, legal consultants and to finalise and execute agreements, documents, papers and to do all such acts, deeds, things and matters as may be necessary to give effect to the above resolution and to settle, resolve any matter or difficulty or doubt in relation thereto or otherwise considered necessary or appropriate by the Board."

9. Creation of charge and/or mortgage :

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

"RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders by means of Postal Ballot on 23rd March, 2019 under Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory

modifications or re-enactment thereof for the time being in force) and subject to such other approvals, sanctions and permissions as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging, hypothecation and / or charging all or any of the immovable and movable properties of the Company, present and future and / or the whole or substantially the whole of the undertaking or undertakings of the Company on such terms and conditions and at such time or times and in such form or manner as the Board may think fit in favour of Bank(s)/Financial Institution(s)/Corporates/Debenture Trustees / other Lenders and / or consents as may be necessary to secure various financial / cash / credit / deposit facilities granted or to be granted to the Company from time to time under one or more sanctions together with interest at agreed rate, additional interest, commitment charges, premium on pre-payment or on redemption, liquidated damages, costs, charges or expenses and all other moneys payable by the Company to Bank(s) and / or

Financial Institution(s)/Trustees / Lenders in terms of the respective loan agreement(s), hypothecation agreement(s), Memorandum of Entry, letter(s) of sanction, trusteeship agreements, memorandum of terms and conditions entered into or to be entered into by the Company in respect of the said facilities.

RESOLVED FURTHER THAT the charge and / or mortgage / or hypothecation to be created by the Company as aforesaid may have such ranking for priority or otherwise as the Board of Directors of the Company may decide and as may be agreed to by the concerned Bank(s) and / or Financial Institution(s)/Trustees/Lenders.

RESOLVED FURTHER THAT the Board of Directors or a Committee of Directors of the Company be and are hereby authorized to finalise and execute agreements, deeds, documents, papers and to do all such acts, things and matters as may be necessary to give effect to the above resolution and to settle, resolve any matter or difficulty or doubt in relation thereto or otherwise considered necessary or appropriate by the Board."

Place: Mumbai
Date : 11/08/2023

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

Sd/-
Ajay Puranik
President (Legal) & Company Secretary
Membership No. F4288

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

NOTES

I. General Information :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No.4 to Item No.9 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Directors as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard – 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI")..
2. The Ministry of Corporate Affairs, Government of India ("MCA") vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively ("MCA Circulars") has allowed conducting of Annual General Meeting ("AGM") by Companies through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility upto September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No.20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 48th 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 48th AGM shall be 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 48th AGM through VC/ OAVM facility and e-Voting during the 48th AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2023 to 29th September, 2023 (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 2022-23 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 2022-23 will also be available on the Company's website www.amines.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Link Intime India Pvt. Ltd at 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 48th AGM and facility for those members participating in the 48th 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 Saturday 28th October, 2023 to those Members or their mandates :
- whose name appears at the end of the business hours on Saturday, September 16, 2023 in the list of Beneficial owners to be furnished by Depositories in respect of the shares held in demat form; and
 - 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 Saturday, September 16, 2023.

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

A Resident individual shareholder with PAN who is not liable to pay income tax and who has submitted yearly declaration in Form No. 15G/15H, can avail the benefit of non-deduction of tax at source. In case the shareholder wishes to submit the Form tax exemption they can do so by sending applicable forms duly filled and signed at gogreen@amines.com on or before 16th September, 2023. 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 Members holding shares in physical/electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI. Shareholders holding shares in Dematerialized mode are requested to register complete bank account details with the DPs and shareholders holding shares in physical mode shall send a duly signed request letter to the Company's RTA, Link Intime India Private Limited mentioning the name, folio no., bank details, self-attested PAN card and original cancelled cheque leaf. In case of absence of name of the first Shareholder on the original cancelled cheque or initials on the cheque, bank attested copy of first page of the Bank Passbook/ Statement of Account along with the original cancelled cheque shall be provided.

- 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 at the address registered with Company / RTA/ Depositories.
- 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 16, 2023 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, Ms. Nimisha Dutia (06956876), Director, shall retire by rotation at the ensuing AGM, Ms. Nimisha Dutia (06956876), being eligible, offers herself for re-appointment.
- 17 The Company had appointed M/s SARA & Associates, Chartered Accountants (FRN:120927W), Mumbai as the Statutory Auditors of the Company at the 47th AGM of the Company held on September 28, 2022 for a term of 5 years.
- 18 A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, nature of her expertise in specific functional areas, names of companies in which she 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 – I 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. 29th September, 2023.

- 20 SEBI vide its circular dated 16th March 2023, namely 'Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination' has now made it mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank account details and Specimen signature for their corresponding folio numbers through Form ISR-1. The said form is available on the website of the Company at <https://www.amines.com/kyc-forms.html>. The shareholders are also requested to register their email address through the said Form ISR-1 to avail the online services.

The shareholders may please note that on or after 1st October 2023, where the aforementioned documents/information as stipulated in the circular are not available with the Registrar and Share Transfer Agent ('RTA'), such folio(s), pertaining to a security holder shall stand frozen. The security holder(s) whose folio(s) have been frozen shall be eligible :

- i. to lodge grievance or avail any service request from the RTA only after furnishing the complete documents / details as required in Form ISR-1;
- ii. for any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from 1st April 2024 and only after furnishing the complete documents / details as required in Form ISR-1.

Frozen folios shall be referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December 2025.

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

Members, holding shares in physical mode, who wish to receive the Annual Reports and Notice of e-AGM for FY2023 in hard copy are requested to complete their e-KYC by updating their details in Form ISR-1. For members holding securities in demat mode, they are kindly requested to register/update their address, contact details, email address, etc., with their respective DPs for us to dispatch the same at their registered address. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhaar details by the date specified by Central Board of Direct Taxes.

- 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 dematerialized form only while processing certain prescribed service requests. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings. Further, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at www.amines.com 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. Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialized form and to the Company/LIPL, in case the shares are held by them in physical form. The Company has sent reminders on May 29, 2023 for updation of KYC as prescribed SEBI to all the shareholders holding shares in physical form.
- 23 Members may note that, in terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialized 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:
 - a. Members of the Company are requested to note that as per the provisions of Section 124(5) and Section 124(6) of the Act, dividends not encashed / claimed by the Member of the Company, within a period of seven 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').

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

c. Amounts of dividend remaining unclaimed/ unpaid for a period of seven years are required to be transferred to the 'Investor Education and Protection Fund'. Accordingly, unpaid dividend up to the year ended March 31, 2016, has already been transferred to the said Fund.

d. Members who have not encashed their dividend warrants for the year ended March 31, 2017 or any subsequent year(s) are requested to lodge their claims with the RTA at the earliest.

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

Financial year	Date of Declaration	Face Value of Shares (₹)	Dividend per share (₹)	Due Date of the proposed transfer to the Investor Education and Protection Fund
2016-17	27/09/2017	2	0.30	30/10/2024
2017-18	27/09/2018	2	0.30	30/10/2025
2018-19	25/09/2019	2	0.30	02/11/2026
2019-20	04/03/2020	2	0.30	09/04/2027
2020-21	23/09/2021	2	0.40	26/10/2028
2021-22	28/09/2022	2	0.40	31/10/2029

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 :

- (a) 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;
- (b) 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.
- (c) quote their Folio Numbers/Client ID/DP ID and contact details in all correspondence; and
- (d) consolidate their holdings into one Folio in case they hold shares under multiple Foliros 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. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

II. Instructions for attending the AGM and Electronic Voting :

A General Instructions

1. Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the 48th 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 22nd September, 2023 ('Cut-off Date').
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as on Cut-off Date, may obtain the login ID and password by sending a request at enotices@linkintime.co.in in with a copy marked to the Company on legal@amines.com. However, if the Member is already registered with LIPL for remote e-voting, then he/she/it can use his/her/its existing User ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on Cut-off Date should treat the same as intimation only.
4. Corporate / Institutional Members are required to scan and send a certified true copy of the Board Resolution together with attested specimen signature(s) of the duly authorised representative(s), pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to gayatribhideandco@gmail.com with a copy marked to the Company at legal@amines.com.
5. The Board has appointed Ms. Gayatri Phatak (ACS No. 31886 CP No. 11816) of GS Bhide & Associates, Company Secretaries as the Scrutinizer (hereinafter referred to as ('the Scrutinizer') to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.
6. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 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 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 48th AGM THROUGH INSTAMEET

For a smooth experience of AGM proceedings, shareholders who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link <https://www.webex.com/downloads.html/>. Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

1. Open the internet browser and launch the URL for InstaMeet <<https://instameet.linkintime.co.in>> and register with your following details:-

Select the “**Company**” and ‘**Event Date**’ and register with your following details : -

- i. Demat Account No.or Folio No:Enter your 16 digit Demat Account No.or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - ii. PAN:Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you,if applicable.
 - iii. Mobile No.:Enter your mobile number.
 - iv. Email ID : Enter your email id,as recorded with your DP/Company.
2. Click “Go to Meeting”
 3. Members can log in and join 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 atleast 7 days prior to the date of AGM i.e.on or before 4.00 p.m.(IST) on Friday, September 22,2023.
- 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 Friday, September 22,2023.The same will be replied 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 InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through 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 or contact on:- Tel:022-49186175.

Remote e-Voting Instructions for shareholders.

The remote e-voting period begins on Tuesday, 26th September, 2023 at (IST) 09:00 A.M. and ends on Thursday, 28th September, 2023 at (IST) 05:00 P.M. The remote e-voting module shall be disabled by LinkIntime India Pvt Ltd for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 22nd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 22nd September, 2023.

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

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

Guidelines for Institutional Shareholders :

Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

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

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on:- Tel:022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode :

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

- Click on '**Login**' under '**SHAREHOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit!**'

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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

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

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

Place: Mumbai
Date: 11.08.2023

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 9 OF THE NOTICE

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. 4 to 9 of the accompanying Notice of the 48th Annual General Meeting.

Resolution No:4:- Ordinary Resolution

Ratification of Cost Auditor's Remuneration FY 2023-24 :-

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, 2024.

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 Rs. 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.4 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 commends ratification of remuneration to be paid to the Cost Auditors, as set out in Resolution no.4 of the Notice for approval by the Members as an Ordinary Resolution.

Resolution no.5 : Special Resolution

Revision in Remuneration of Executive Director – Mr.Yashvardhan Ruia (DIN:00364888)-

The Company at its 45th Annual General Meeting held in the year 2020 appointed Mr.Yashvardhan Ruia (DIN :00364888) as the Executive Director of the Company for a period of 5 years effective June 01, 2020 to May 31, 2025. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr.Yashvardhan Ruia was approved for a period of Three Years w.e.f. June 01, 2020 to May 31, 2023. 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.Yashvardhan Ruia as the Executive Director of the Company for the period June 1, 2023 to May 31, 2025.

In accordance with 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 May 29, 2023, 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, also as a minimum remuneration to Mr.Yashvardhan Ruia in the absence or inadequacy of profits in any financial year during his remaining tenure i.e. upto May 31, 2025.

The other details of Mr.Yashvardhan Ruia as required under Secretarial Standard 2 issued by the Institute of Company Secretaries of India and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 are set out in the Annexure A forming part of this Notice.

The statement as required under Section II of Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.5 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. Yashvardhan Ruia as the Executive Director of the Company for the remainder period of 2 (Two) years with effect from 01st June, 2023.

The terms and conditions detailed in the resolution proposed to be passed at Item No. 5 of the Notice be also considered as an abstract of the Remuneration of Mr. Yashvardhan Ruia and details of the same are available on the website of the Company and at the Registered Office of the Company and open for inspection by the Members during 11.00 am to 4.00 pm on any business day till the date of the AGM.

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

The Board recommends the special resolution set forth in Item no.5 for approval of the members of the Company.

Resolution no.6: Special Resolution

Re-appointment of Mr. Hemant Kumar Ruia (DIN : 00029410) as Chairman and Managing Director for a period of 5 years

The Board of Directors at their meeting held on 11/08/2023 on the recommendation of the Nomination and Remuneration Committee (NRC), subject to the approval of the Shareholders, has proposed re-appointment of Mr. Hemant Kumar Ruia as Chairman & Managing Director for a period of 5 years w.e.f. 1st April, 2024 to 31st March, 2029 on such remuneration as mentioned in the resolution herein above for a period of 3 years i.e 1st April, 2024 to 31st March, 2027.

The Company has received from Mr. Hemant Kumar Ruia (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

Mr. Hemant Kumar Ruia is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent to act as Director. Mr. Hemant Kumar Ruia is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The other details of Mr. Hemant Kumar Ruia as required under Secretarial Standard 2 issued by the Institute of Company Secretaries of India and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 are set out in the Annexure A forming part of this Notice.

The statement as required under Section II of Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.6 is annexed hereto as Annexure-C.

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 the re-appointment of Mr. Hemant Kumar Ruia as the Chairman and Managing Director of the Company for a period of 5 (Five) years with effect from 01st April, 2024. The resolution further seeks approval of the members for payment of remuneration for a period of 3 (Three) years with effect from 01st April, 2024.

No Director, Key Managerial Personnel or their relatives, except Mr. Hemant Kumar Ruia and Mr. Yashvardhan Ruia, is interested or concerned in the resolution. The terms and conditions detailed in the resolution proposed to be passed at Item No. 6 of the Notice be also considered as an abstract of the appointment of Mr. Hemant Kumar Ruia and details of the same are available on the website of the Company and at the Registered Office of the Company and open for inspection by the Members during 11.00 am to 4.00 pm on any business day till the date of the AGM.

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 pre-requisite 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 funds raised will be utilised for general corporate purposes of the Company.

None of the Directors of the Company, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 7 for approval of the Members of the Company.

Resolution No.8: Special Resolution.

Borrowings power of the Board :-

As you are aware, your Company continues to grow in operations and expanding its capacity to cater to ever growing demand to its specialty products. In view of the additional requirements of the funds for business of the Company, your directors feel that the borrowing limit should be enhanced from existing Rs. 200 Crores to Rs. 250 Crores. For borrowing moneys in excess of aggregate of paid-up share capital and free reserves of the Company, the permission of the Shareholders is necessary under Section 180(1) (c) of the Companies Act, 2013 by passing a Special Resolution. Earlier, the Company had sought permission from the members on 23rd March, 2019 through Postal Ballot. This enhancement if approved will enable the Company to borrow money from time to time in various forms including short term finances upto Rs. 250 Crores (Rupees Two hundred and fifty crores Only) excluding the interest thereon.

In compliance of the provisions of Section 180(1) (c) of the Companies Act, 2013 your Board proposes a Special resolution at item No. 8 of the Notice for the consent of its members enabling the Company to borrow monies upto Rs. 250 Crores (Rupees Two hundred and fifty crores Only) excluding the interest thereon.

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

The Board of Directors of your Company recommends the Special Resolution as set out at Item No. 8 in the accompanying notice for the approval of the Members of the Company.

Resolution no.9:Special Resolution.
Creation of the charge and/or mortgage :

As per the provisions of Section 180(1)(a) of the Companies Act, 2013 the Company needs to obtain consent of the shareholders by Special Resolution for hypothecation / mortgage/create charge on the moveable and/or immovable properties/assets of the Company. Borrowings and other such credit facilities availed or to be availed by the Company are required to be secured by mortgaging, charging, and / or hypothecating the immovable and movable properties of the Company and/ or the whole or substantially the whole of the undertaking(s) of the Company, present and future, as may be necessary.

The Company through Postal Ballot process on 23rd March, 2019 had sought permission from its members for creating charge and/or mortgage / or hypothecation on any of its moveable or immovable properties for an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only) excluding interest thereon. In compliance with the provisions of Section 180(1)(a) of the Companies Act, 2013, your Board proposes a Special resolution at item No. 9 of the Notice seeking consent from its members to authorize the Board of Directors / Key Managerial Personals to create charge and/ or mortgage on moveable or immovable properties of the Company upto Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only) excluding the interest thereon.

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

The Board of Directors of your Company recommends the Special Resolution as set out at Item No.9 in the accompanying notice for the approval of the Members of the Company.

Place: Mumbai
Date : 11/08/2023

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

(Annexure I)

Name of the Director	Ms. Nimish Dutia
DIN	06956876
Date of Birth and Age	12/01/1972 51 years
Date of Initial Appointment	14.08.2014
Expertise in specific functional area and Experience	Wide Experience in working with Educational Institutions.
Qualifications	B.Com and B.Ed
List of Directorship of other Board.	NIL
List of Membership / Chairmanship of Committees of other Board	NIL
Shareholding in Amines & Plasticizers Limited	NIL
No. of Board Meetings attended during the year.	Two
Remuneration, Terms and conditions of Appointment / Reappointment	As detailed in resolution No. 3. Re-appointment is by rotation. No remuneration other than sitting fees for meetings attended is paid.
Relationship with other directors, manager and other Key Managerial Personnel of the Company	NIL

Details of Directors seeking appointment / re-appointment / revision in the remuneration in forthcoming Annual General Meeting.
48th Annual General Meeting

Annexure A

Name of the Director	Mr. Yashvardhan Ruia	Mr. Hemant Kumar Ruia
DIN	00364888	00029410
Date of Birth and Age	12/02/1988 35 years	24/02/1958 65 years
Date of Initial Appointment	10 th May 2017	30 th 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	<p>Public Companies :</p> <p>1. Alumilite Architecturals Limited.</p> <p>Private Companies :</p> <p>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.</p>	<p>Public Companies :</p> <p>1. APL Infotech Limited. 2. The Seksaria Biswan Sugar Factory Limited. 3. APL Holdings & Investments Limited.</p> <p>Private Companies:</p> <p>1. Multiwyn Investments and Holdings Pvt. Ltd. 2. Chefair Investment Pvt. Ltd. 3. APL Realtors Pvt. Ltd. 4. Hemyash Buildwell Pvt. Ltd.</p>
List of Membership / Chairmanship of Committees of other Board / Companies.	<u>Alumilite Architecturals Limited.</u>	<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.	7	7
Remuneration, Terms and Conditions of Appointment / Reappointment	As detailed in Resolution No. 5	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. 5

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 05th September, 1973 under the Companies Act, 1956. The Certificate for Commencement of Business was issued by the Registrar of Companies, Shillong on 05th 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	2022-2023	2021-2022	2020-2021
Income for the year	59,407.02	56808.31	44676.12
Profit before Interest, Depreciation and Tax	4,310.60	4523.74	5776.12
Net Profit/(Loss) for the Current Year	2,086.15	2374.69	3270.59
Other Comprehensive income (net of tax)	(27.83)	(13.50)	9.57
Earlier Years Balance Brought forward	14,934.12	12826.71	9581.32
Depreciation reversed on Capital Subsidy received	-	-	-
Dividend and Tax thereon	(220.08)	(220.08)	-
Other Transfer to / (from) Retained Earnings	(33.50)	(33.70)	(34.77)
Balance carried to Balance Sheet	16,738.86	14934.12	12826.71
Net Profit available for Appropriation	16,738.86	14934.12	12826.71

b) Consolidated Financial performance based on given indicators:

(₹ in Lakhs)

Particulars	2022-2023	2021-2022	2020-2021
Income for the year	60,005.46	56836.88	44676.12
Profit before Interest, Depreciation and Tax	4,523.46	4536.63	5766.61
Net Profit/(Loss) for the Current Year	2,287.21	2385.74	3259.38
Other Comprehensive income (net of tax)	(29.01)	(14.56)	8.29
Earlier Years Balance Brought forward	14,892.28	12774.88	9541.98
Depreciation reversed on Capital Subsidy received	-	-	-
Dividend and Tax thereon	(220.08)	(220.08)	-
Other Transfer to / (from) Retained Earnings	(33.50)	(33.70)	(34.77)
Balance carried to Balance Sheet	16,896.90	14892.28	12774.88
Net Profit available for Appropriation	16,896.90	14892.28	12774.88

5. Foreign Investments or Collaborations, if any: NIL

II. INFORMATION ABOUT THE APPOINTEE

1. Background Details:

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

2. Past remuneration:

Remuneration drawn by Mr. Yashvardhan Ruia in his previous term from 01-06-2020 to 31-05-2023 was as follows:

Financial Year	Amount (in ₹)
2020-2021	4,905,346.00
2021-2022	5,341,301.00
2022-2023	5,229,559.00

3. Recognition & Awards :

Nil

4. Job Profile and his Suitability:

Mr. Yashvardhan Ruia would be responsible for the day-to-day management of the affairs of the Company under the superintendence and supervision of the Board of the Company and also responsible to guide Divisional Heads and to carry out expansion program of the 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. Yashvardhan Ruia, the responsibilities that has been and would be shouldered by him and the industry benchmarks, the remuneration proposed to be paid is lower as comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and complicated nature of its business. Moreover, in his position as Executive Director of the Company, he also devotes his substantial time in overseeing the operations of the foreign subsidiary.

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

Beside the remuneration proposed, Mr. Yashvardhan Ruia, does not have any other pecuniary relationship with the Company and he is related to Mr. Hemant Kumar Ruia, Chairman and Managing Director in capacity as his son. He is one of the Promoters of the Company. Mr. Yashvardhan Ruia, Executive Director holds 2000 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 high operational cost during the year under review. Unrest on international front rocketed the Crude prices thus affecting CNG/ fuel prices adversely. Even raw material prices have increased considerably which has 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 a continuous plant and management is working to achieve optimum production mix and optimal utilization of the resources available with the Company.
- ii. The Company is making constant efforts in enhancing its Research and Development activities with main thrust on developing new speciality products and thereby the existing infrastructure of the Company can be utilized to its optimum level. There are new opportunities being tapped in unexplored segments of Chemical Industry by emphasizing reliance on new product development.
- iii. The multi-product plant has been upgraded with the latest plant technology. The Company has advantage over its competitors with upgradation of plant and integrated manpower resources. The Company has the ability to receive and process multiple orders daily and is also offering customised products to its customers. The plant has been functioning continuously to cater to domestic and export demand.
- iv. Increase in selling prices of the products.
- v. Introduction of new 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 reduction in CNG / fuel prices and tie up with a Solar Power company are expected to reduce the operational / energy cost thereby improving the bottom line of the Company.

IV. DISCLOSURES :

Disclosures in the Board of Directors' report as required under the heading 'Corporate Governance' shall be given in the Directors Report.

(Annexure C)**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 05th September, 1973 under the Companies Act, 1956. The Certificate for Commencement of Business was issued by the Registrar of Companies, Shillong on 05th 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	2022-2023	2021-2022	2020-2021
Income for the year	59,407.02	56808.31	44676.12
Profit before Interest, Depreciation and Tax	4,310.60	4523.74	5776.12
Net Profit/(Loss) for the Current Year	2,086.15	2374.69	3270.59
Other Comprehensive income (net of tax)	(27.83)	(13.50)	9.57
Earlier Years Balance Brought forward	14,934.12	12826.71	9581.32
Depreciation reversed on Capital Subsidy received	-	-	-
Dividend and Tax thereon	(220.08)	(220.08)	-
Other Transfer to / (from) Retained Earnings	(33.50)	(33.70)	(34.77)
Balance carried to Balance Sheet	16,738.86	14934.12	12826.71
Net Profit available for Appropriation	16,738.86	14934.12	12826.71

b) Consolidated Financial performance based on given indicators :

(₹ in Lakhs)

Particulars	2022-2023	2021-2022	2020-2021
Income for the year	60,005.46	56836.88	44676.12
Profit before Interest, Depreciation and Tax	4,523.46	4536.63	5766.61
Net Profit/(Loss) for the Current Year	2,287.21	2385.74	3259.38
Other Comprehensive income (net of tax)	(29.01)	(14.56)	8.29
Earlier Years Balance Brought forward	14,892.28	12774.88	9541.98
Depreciation reversed on Capital Subsidy received	-	-	-
Dividend and Tax thereon	(220.08)	(220.08)	-
Other Transfer to / (from) Retained Earnings	(33.50)	(33.70)	(34.77)
Balance carried to Balance Sheet	16,896.90	14892.28	12774.88
Net Profit available for Appropriation	16,896.90	14892.28	12774.88

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 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 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 Chemical segment. During this period, Mr. 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 last three years 01-04-2020 to 31-03-2023 was as follows:

Financial Year	Amount (in ₹)
2020-2021	14538253
2021-2022	18533490*
2022-2023	18775543

*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:

Besides the remuneration proposed, Mr. Hemant Kumar Ruia, does 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 high operational cost during the year under review. Unrest on international front rocketed the Crude prices thus affecting CNG/ fuel prices adversely. Even raw material prices have increased considerably which has 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 a continuous plant and management is working on 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 activities with main thrust on developing new speciality products and thereby the existing infrastructure of the Company can be utilized to its optimum level. There are new opportunities being tapped in unexplored segments of Chemical Industry by emphasizing reliance on new product development.
- iii. The multi-product plant has been upgraded with the latest plant technology. The Company has advantage over its competitors with upgradation of plant and integrated manpower resources. The Company has the ability to receive and process multiple orders daily and is also offering customised products to its customers. The plant has been functioning continuously to cater to domestic and export demand.
- iv. Increase in selling prices of the products.
- v. Introduction of new 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 reduction in CNG / fuel prices and tie up with a Solar Power company are expected to reduce the operational / energy cost thereby improving the bottom line of the Company.

IV. DISCLOSURES:

Disclosures in the Board of Directors' report as required under the heading 'Corporate Governance' shall be given in the Directors Report.

Place: Mumbai
Date: 11.08.2023

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

Sd/-
Ajay Puranik
President (Legal) & Company Secretary
Membership No. F4288