



Alkyl Amines Chemicals Limited

Reg. Office: 401-407, Nirman Vyapar Kendra, Plot No.10, Sector 17, Vashi, Navi Mumbai - 400 703.INDIA
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OUR COMMITMENT TO SUSTAINABILITY

July 7, 2017

To,
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400051.

Sub: Notice of Annual General Meeting.

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Annual General Meeting of the company will be held on Tuesday, July 25, 2017.

A copy of the notice convening the meeting is enclosed for your reference.

Kindly take the above information on your records.

Thanking you,

Yours sincerely,
For **ALKYL AMINES CHEMICALS LTD.**

K. P. RAJAGOPALAN
General Manager (Secretarial & Legal)
& Company Secretary

Encl.: As above



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 37th Annual General Meeting of ALKYL AMINES CHEMICALS LIMITED will be held at Chandragupt Hall, 2nd Floor, Hotel Abbott, Sector 2, Vashi, Navi Mumbai 400 703 on Tuesday, July 25, 2017 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Kirat Patel (holding DIN 00019239), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment
4. To appoint Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following as an **Ordinary Resolution**:

"RESOLVED THAT M/s. N.M. Raiji & Co., Chartered Accountants (Firm Registration No. 108296W), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Hemant Shah & Associates, Cost Accountants, (Firm Registration No. 394), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2018 be paid remuneration, as set out in the Statement annexed to the Notice convening the Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary to give effect to this resolution."
6. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149(9), 197 and other applicable provisions, if any, of the Companies Act, 2013 the Articles of Association of the Company, the Directors of the Company (other than the Managing Director and the Executive Directors) together be paid a commission of such an aggregate amount as may from time to time be determined by the Board of Directors but not exceeding 1% of the net profits of the relevant accounting year of the Company as computed in the manner prescribed under section 198 of the said Act and the said aggregate amount shall be divided amongst such Directors in such proportion and in such manner as may be decided by the Board of Directors in that behalf".

"RESOLVED FURTHER THAT the commission as aforesaid shall be payable to the directors (other than the Managing Director and the Executive Directors) of the Company, commencing from the accounting year beginning on 1st April, 2017 for a period of 5 years".

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps as may be necessary and desirable to give effect to this Resolution".

NOTES :

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out all material facts relating to the Business at Item Nos. 3, 5 and 6 is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
3. Register of members and Share Transfer Books will remain closed from July 18, 2017 to July 25, 2017 (both days inclusive) for the purpose of Annual General Meeting.
4. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 4.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
5. (a) Please note that pursuant to Section 124, 125 of the Companies Act, 2013 and all other applicable provisions, all unclaimed/unpaid dividends up to 2006-07 have been transferred to the Account of Central Government. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 29, 2016 (date of last Annual

General Meeting) on the website of the Company (www.alkylamines.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

- (b) 24190 equity shares are lying in the unclaimed suspense account. Concerned shareholders have been again reminded to claim their shares.
6. We have been offering the facility of electronic credit of dividend directly to the respective bank accounts of our shareholders, through National Electronic Clearing Service (NECS) and National Automated Clearing House (NACH). This is in addition to the Bank mandate facility that already exists whereby bank account details are printed on the dividend warrants. Shareholders who would like to avail of the ECS facility or the Bank mandate facility (if not done earlier) are requested to complete and submit the ECS/Bank Mandate Form that is also sent with this Annual Report to the Company's Registrar and Transfer Agents. Kindly note that shareholders holding shares in dematerialised form would receive their dividend directly to the bank account nominated by them to their Depository Participant, as per SEBI directives.
 7. The members are requested to notify change of address, if any, to the Company's Registrar and Transfer Agent.
 8. The shareholders holding shares in physical form are once again advised to seek their shareholding changed to dematerialised form since in terms of SEBI and Stock Exchange guidelines, no physical shares can be traded on the Stock Exchanges.
 9. The members may note that the Company's Equity Shares are listed on the Bombay Stock Exchange and National Stock Exchange and the listing fees to the Stock Exchanges have been paid.
 10. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.
 11. Members may also note that this Notice and the Annual Report for 2016-17 will also be available on the Company's website www.alkylamines.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: legal@alkylamines.com
 12. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being July 17, 2017, to exercise their right to vote at the 37th Annual General Meeting (AGM) by electronic means on any or all of the businesses specified in the Notice (the "Remote e-voting"), and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The Remote e-voting commences on July 20, 2017 (9:00 A.M.) and ends on July 24, 2017 (5:00 P.M.). Details of the process and manner of Remote e-voting along with the User ID and Password are given in the attached sheet.
 - II. The Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those members who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, July 17, 2017.
 - III. The Company has appointed Mr. Prashant Mehta, Practising Company Secretary (Membership No. 5814), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - IV. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will make, within a period not exceeding three (3) working days from the conclusion of the meeting, a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company.
 - V. The results shall be declared within 48 hours of the conclusion of the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.alkylamines.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and NSE Limited.
 13. Members are requested to bring attendance slip alongwith the copy of the Annual Report at the meeting.

By order of the Board

K. P. RAJAGOPALAN
General Manager (Secretarial & Legal)
& Company Secretary

Registered Office :

401-407, Nirman Vyapar Kendra,
Plot No. 10, Sector 17, DBC, Vashi,
Navi Mumbai 400 703.

CIN: L99999MH1979PLC021796

Dated: May 18, 2017

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT AS REQUIRED UNDER CORPORATE GOVERNANCE AND
SECTION 102 OF THE COMPANIES ACT, 2013****ITEM 3**

At the Annual General Meeting held on July 7, 2015 the shareholders had approved appointment of Mr. Kirat Patel as Executive Director upto December 31, 2019 upon the terms and conditions including remuneration. He retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

Mr. Kirat Patel, aged 64, is B.Tech., Mechanical Engineering from Indian Institute of Technology, Mumbai, and M.M.S. (Finance) from Jamnalal Bajaj Institute of Management, Mumbai, and has been working with the Company since its inception. He is Director and a member of Audit Committee & Nomination and Remuneration Committee of Diamines & Chemicals Limited (a company in which our company holds around 30% of the shareholding) and Director of Alkyl Speciality Chemicals Limited (subsidiary of this company). He is also a Director of Kaira Can Company Limited and is the Chairman of their Audit Committee and member of the Nomination & Remuneration Committee. He is also director of the following Companies:

- 1) Anjyko Investments Private Limited.
- 2) Purjeeko Trading & Investment Private Limited.
- 3) Foundation for CfHE.

Mr. Kirat Patel alongwith his relatives holds 1,17,306 equity shares (constituting 0.57% of the equity capital) of the company.

Mr. Kirat Patel is interested in the Resolution, since it relates to his own re-appointment.

ITEM 5

At the last Annual General Meeting, the shareholders had approved appointment and payment of remuneration to Messrs. Hemant Shah & Associates for the year ended March 31, 2017. The Board of Directors has reappointed them to conduct cost audit for the year ending March 31, 2018. The remuneration as recommended by the Audit Committee and approved by the Board of Directors is ₹ 1,25,000/- (exclusive of Service Tax) plus out-of-pocket expenses not exceeding ₹ 10,000/-. The members are requested to pass the resolution for appointment and remuneration payable to M/s. Hemant Shah & Associates, as set out at item No. 5 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

ITEM NO. 6

At the Annual General Meeting held on August 7, 2012 the shareholders had approved payment of a commission not exceeding 1% of the net profits of the company to the Directors (other than Managing Director and the Executive Directors) for the period commencing from the accounting year beginning from 1st April, 2012. As the provision for payment of commission was upto the Accounting Year ended on March 31, 2017, a fresh resolution is proposed approving payment of commission not exceeding 1% of the net profits to the Directors (other than Managing Director and the Executive Directors) for a further period of 5 years commencing from the accounting year beginning 1st April 2017.

The increasing business activities of the company require the Board of Directors to devote more time and attention. Hence, it is considered fair and proper to compensate the Directors for the services rendered by them to the company, by paying of the appropriate amount by way of commission on the net profits of the company.

All the Directors of the company (except Mr. Yogesh Kothari, Mr. Kirat Patel and Mr. Suneet Kothari) may be regarded as concerned or interested in the Resolution.

By order of the Board

K. P. RAJAGOPALAN
General Manager (Secretarial & Legal)
& Company Secretary

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Plot No. 10, Sector 17, DBC, Vashi,
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CIN: L99999MH1979PLC021796

Dated: May 18, 2017

ROUTE MAP OF Annual General Meeting venue

