

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of the Members of **AMINES & PLASTICIZERS LIMITED** will be held on Wednesday, 27th September, 2017, at 12.30 P.M. at Hotel Nandan, G S Road, Paltan Bazar, Guwahati – 781008, Assam, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017, together with Reports of the Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017, together with Report of the Auditors thereon.
2. To declare Dividend of 30 paise per Equity Share of face value of ₹ 2/- each for the Financial Year ended March 31, 2017.
3. To appoint a Director in place of Ms. Nimisha Minesh Dutia (DIN : 06956876) who retires by rotation and being eligible, offers herself for re-appointment.
4. To re- appoint M/s B D G & Associates, Chartered Accountants, Mumbai (Firm Registration No. 119739W) as Statutory Auditors of the Company for a period of 5 years from the conclusion of the ensuing Annual General Meeting till the conclusion of the 47th Annual General Meeting of the Company to be held in the year 2022.

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

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made under chapter X of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. B D G & Associates, Chartered Accountants (Firm Registration No. 119739W) be and is hereby re-appointed as the Statutory Auditors of the Company for a term of Five (5) consecutive years to hold the office from the conclusion of this Annual General Meeting till the conclusion of 47th Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment at every Annual General Meeting, at such remuneration plus applicable taxes, out of pocket expenses etc as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

5. **Appointment of Mr. Yashvardhan Hemant Kumar Ruia as Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Yashvardhan Hemant Kumar Ruia (DIN:00364888), who was appointed as an Additional Director of the Company with effect from 10th May, 2017 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under section 161(1) of the Act but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. **Appointment of Mr. Yashvardhan Hemant Kumar Ruia as Whole Time Director designated as Executive Director of the Company for a period from June 1, 2017 to May 31, 2020:**

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

“RESOLVED THAT pursuant to the provisions of sections 190, 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder, read with Schedule V of the Act (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 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 to the appointment of and payment of remuneration to Mr. Yashvardhan Hemant Kumar Ruia, (DIN 00364888) as the Whole Time Director designated as Executive Director (ED) for a period of Three (3) years with effect from 01st June, 2017 till 31st May, 2020 with powers to the Board 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 the terms and conditions as set out below :

Designation : Executive Director

1. Period :

The appointment will be effective from 1st June, 2017 for a period of Three years i.e. up to 31st May, 2020.

2. Overall Remuneration :

The remuneration payable to him shall be as follows:

- i) Salary : ₹ 1,00,000/- 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 of residence at Mumbai, Kolkata, New Delhi and Chennai.

Housing II :

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

Housing III :

In case accommodation is not provided by the Company, 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 10% 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 salary in a year or Three month's 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 ₹ 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 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 Encashment of Leave at the end of the tenure.

CATEGORY 'C'

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

In case of loss or inadequacy of profits in any financial year, the Executive 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. 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, lodging, boarding 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 said appointment can be terminated by either party giving to the other party three-month's notice in writing.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be necessary, expedient and desirable to give effect to this resolution."

7. Remuneration of the Cost Auditor for the financial year 2017-2018.

To consider and if thought fit, to pass, with or without modification(s) 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, 2018 be paid a remuneration of Rs. 2,15,000/- (Rupees Two Lakhs Fifteen Thousand only) as also the payment of Goods and Service Tax as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit".

8. Power to make Investment, Loans, Guarantees or provide Security.

To consider and if thought fit, to pass with or without modification(s) following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body corporate(s) / person(s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more

trenches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 1,000,000,000 (Indian Rupees One Thousand Million Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

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

Place: Mumbai

AJAY PURANIK

Date: 10.08.2017

Sr. Vice President (Corporate Affairs)
& Company Secretary

Registered Office:

Poal and Enclave C/o Pranati Builders Pvt. Ltd.

Principal J.B. Road, Chenikuthi

Guwahati – 781 003. Assam.

CIN: L24229AS1973PLC001446

Website: www.amines.com

NOTES

- (1)** In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning Special Business to be transacted at the meeting is annexed and forms part of this Notice.
- (2)** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (3)** A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. Proxies in order to be effective, must be deposited at the Company's Registered Office or at the Corporate Head Office at Mumbai not less than forty-eight hours before the commencement of the meeting. The proxy form is annexed to this notice. Proxies submitted on behalf of companies, societies etc., must be supported by appropriate resolutions/authority as applicable.
- (4)** Corporate members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
- (5)** The dividend on Equity Shares as recommended by the Board of Directors, if declared at the AGM, will be payable after September 28, 2017 to those members :
 - a)** whose name appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Registrar and Transfer Agent on or before September 18, 2017; and
 - b)** whose name appear as Beneficial Owners in the list of Beneficial Owners as on September 18, 2017 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
- (6)** A statement giving the details of the Director seeking appointment / re-appointment, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, is annexed hereto.
- (7)** The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2017 to 27th September 2017 (both days inclusive).
- (8)** 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. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management.
- (9)** Members holding shares in physical form are requested to notify immediately change of address, if any, to the Company's Registrar & Share Transfer Agent (R&TA), M/s Sharex Dynamic (India) Pvt. Ltd. Unit no.1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072 in respect of their physical share folios, if any, quoting their folio numbers and in case their shares are held in dematerialized form this information should be passed on directly to their respective depository participants and not to the Company /R&TA, without any delay. Members are also requested to intimate their email ID to the Company/R&TA for faster communication. All share transfer documents and correspondence should be addressed to the R&TA at the address given above.
- (10)** Pursuant to the provisions of Sections 124 of the Act, the amounts of dividends remaining unclaimed for a period of seven (7) years are to be transferred to the Investor Education and Protection Fund set up by the Central Government. Further, pursuant to the provisions of Investor Education and Protection Fund Rules, information regarding unpaid and unclaimed amounts lying with the Company as on September 27, 2016 (date of last Annual General Meeting) has been uploaded on the website of the Company (www.amines.com), as also on the website of the Ministry of Corporate Affairs(www.mca.gov.in).

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

Date of Declaration	Face Value of Shares	Dividend per share (Rs.)	Due Date of the proposed transfer to the Investor Education and Protection Fund
20.09.2010	₹ 10/-	₹ 1	24/10/2017
28.09.2012	₹ 10/-	₹ 0.50	01/11/2019
27.09.2013	₹ 10/-	₹ 0.50	31/10/2020
29.09.2014	₹ 10/-	₹ 1	02/11/2021
23.09.2015	₹ 2/-	₹ 0.20	26/10/2022
16.03.2016	₹ 2/-	₹ 0.20	19/04/2023

Members who have not encashed the Dividend Warrants for the above years are requested to return the time barred dividend warrants or forward their claims to the Company.

The Company had not declared any dividend prior to the financial year 2009-2010 and Company was not liable to transfer any amount to Investor Protection and Education Fund till date. As stated above the dividend declared by the Company in the financial year 2009-2010 will be due for transfer to the said Fund on October 24, 2017, those members who have not encashed their dividends for the FY 2009-10, are requested to claim it from the Company or Sharex Dynamic (India) Pvt Ltd, the Registrars and Share Transfer Agents of the Company, immediately. Those shareholders who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or Sharex Dynamic (India) Pvt Ltd.

Attention of members is also drawn to the provisions of Section 124 (6) of the Act which require the company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. Members are advised to take suitable action wherever required and if applicable.

- (11)** Soft copy of the Annual Report for the year 2016-17 is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purpose, unless any member has requested same through physical means. For members other than above, physical copies of the Annual Report is being sent in permitted mode. Members are requested to support Green Initiative by registering / updating their e-mail addresses with the Depository participant (in case of shares held in Demat Form) or with Sharex Dynamic (India) Pvt Ltd (in case of shares held in physical form).
- (12)** Electronic copy of the Notice of the 42nd AGM of the Company inter alia indicating the process and manner of evoting along with the Attendance Slip and Proxy Form are 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 physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 42nd AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
- (13)** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Sharex Dynamic (India) Pvt. Ltd
- (14)** The Annual Accounts of the Subsidiary Company are kept open for inspection by any member at the Registered Office of the Company and of the Subsidiary Company concerned. The Company shall furnish a hard copy of the accounts of subsidiary free of cost once to any shareholder on demand.
- (15)** The Annual Report for the year 2016-2017 of the Company circulated/mailed to the Members will be available on the Company's website www.amines.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during all Working days (except Saturdays and

Sundays and Public Holidays) between 11.00 am to 1.00 pm upto the date of AGM. 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 request to the Company's investor e-mail id : legal@amins.com

(16) A route map showing directions to reach the venue of the 42nd AGM is given at the end of this Notice.

Process for members opting for e-voting is as under :

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 44 of the SEBI Regulations, the Company is providing the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to its members to exercise their right to vote at the 42nd AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL), as amended from time to time. The Members are provided with the facility to exercise their vote at the 42nd Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by CDSL. The members attending the AGM, who have not already cast their vote through the remote e-voting shall be able to exercise their voting rights at the AGM. The members who have cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

- (A) The voting period begins on 24th September, 2017 at 9.00 am and ends on 26th September, 2017 at 5.00 pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of (record date) September 21, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members holding shares in physical or in demat form as on September 21, 2017, shall only be eligible for evoting.
- (i) Log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders/ Members
 - (iii) Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vi) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of AMINES AND PLASTICIZERS LIMITED.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions :

1. Any person who acquires shares of the Company and becomes member of the Company after

18th August, 2017 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2017 may obtain the login ID and password by sending a request at sharexindia@vsnl.com.

2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again. The facility for voting through Polling paper shall also be made available at the venue of the 42nd AGM. The members attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
3. Ms. Suman Makhija of M/s S.K. Makhija & Associates, Practicing Company Secretary (CP No. 13322) has been appointed as the Scrutinizer to scrutinize the e-voting and voting process at the 42nd AGM in a fair and transparent manner.
4. The Scrutinizer shall within the prescribed period from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
5. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.amines.com and on the website of CDSL e-voting www.evotingindia.in within two days of the passing of the Resolutions at the AGM of the Company and communicated to BSE Limited where the shares of the Company are listed.

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

Place: Mumbai
Date: 10/08/2017

AJAY PURANIK
Sr. Vice President (Corporate Affairs)
& Company Secretary

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("THE ACT):

The following explanatory statement sets out all the material facts relating to Businesses mentioned at Item Nos. 4 to 8 of the accompanying Notice convening the 42nd Annual General Meeting of the Company.

Item No. 4: -

The Company had appointed M/s B D G & Associates, Chartered Accountants, Mumbai (Registration No. 119739W) as the Statutory Auditors of the Company for a term of 3 years in the year 2014. Accordingly, as the said term is expiring, the Board of Directors of the Company propose appointment of M/s B D G & Associates, Chartered Accountants, as the Statutory Auditors of the Company for a further period of 5 years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2022 for approval of members.

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 of Directors recommend the Ordinary resolution set out at item No. 4 of the Notice for approval by the Members.

Item No. 5: -

The Board of Directors at their meeting held on 10th May, 2017 on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Yashvardhan Hemant Kumar Ruia as an Additional Director on the Board of the Company. The Company has received a Notice in writing from a member along with deposit of the requisite amount pursuant to Section 160 of the Companies Act, 2013 (hereinafter referred to as 'the Act'), proposing the candidature of Mr. Yashvardhan Ruia for the office of Director of the Company.

Except Mr. Yashvardhan Ruia and Mr. Hemant Kumar Ruia (Father of Mr. Yashvardhan Ruia), 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 of Directors recommend the Ordinary resolution set out at item No. 5 of the Notice for approval by the Members.

Item No. 6: -

In terms of sections 190, 196, 197, 198 and Schedule V of the Act and rules made thereunder, the Board of Directors of the Company at their meeting held on 30th May, 2017, had on the recommendation of NRC appointed (subject to the approval of the Members

at the ensuing General Meeting), Mr. Yashvardhan Ruia as a Whole Time Director designated as "Executive Director" for a period of 3 years commencing from 01st June, 2017 of the Company at a remuneration as stated in Resolution at item number 6.

Mr. Yashvardhan Ruia has done his Bachelors in Management Studies from Mumbai University and Master of Science (Marketing) from Manchester Business School, the University of Manchester, 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 trajectory of the Company. He has been associated with the Company and especially with its Engineering Division for past few years 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 has been exceptional over the years.

Considering his association with the Company, expertise and knowledge, the Board feels that it is in the interest of the Company to appoint Mr. Yashvardhan Ruia as Executive Director for a term of Three years w.e.f. 1st June, 2017 and hence, recommends the passing of the resolution mentioned at the Item No. 6 of the Notice.

In case the Company in any Financial Year has no profits or if profits are inadequate anytime during the tenure of office of Mr. Yashvardhan Ruia, as Executive Director, he shall be paid a minimum remuneration as stated in resolution at Item No. 6 of the Notice, with the liberty to the Board to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to him in such manner as may be permitted and subject to approval of such authority(ies) as may be required, in accordance with the provisions of the Companies Act, 2013 and Schedule V thereto or any modification thereto and as may be agreed by and between the Board and Mr. Yashvardhan Ruia, without any further approval of the members of the Company.

Except Mr. Yashvardhan Ruia and Mr. Hemant Kumar Ruia (Father of Mr. Yashvardhan Ruia), none of the Directors of the Company is in any way interested in the said 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. Yashvardhan Ruia

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("THE ACT):

and details of the same are available on the website of the Company.

The Board of Directors recommend the Ordinary Resolution set out at item No. 6 of the Notice for approval by the members.

Item No. 7:-

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 to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2018.

In terms of provisions of Section 148 of the Companies Act, 2013 read with Rules made thereunder, the remuneration payable to the to the Cost Auditor has to be ratified by the Members 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. as the Cost Auditors and the ratification by the shareholders is sought for the same by an Ordinary Resolution at Item No. 7 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 of Directors recommend the Ordinary resolution set out at item No. 7 of the Notice for approval by the Members.

Item No. 8:-

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make/give any loans, investment or give guarantee or provide any security beyond the prescribed ceiling as provided therein, if Special

Resolution is passed by the shareholders of the lending/investing Company.

The Company has in the course of its business formed or proposes to form various subsidiaries wherein, the Company is holding or may hold shares, either directly or through its other subsidiaries. Such companies require support from the Company from time to time in the form of infusion of fund into their business for the expansion activities as well as for business operations. With a view to meet the fund requirements of some of the subsidiaries, the Company proposes to provide assistance in form of direct loans or extension of guarantees or provision of securities for loans from other parties or investment into the subsidiaries of the said companies as and when required.

The increasing business operations and future growth plans of the Company may necessitate making further investments in/ providing loans to or giving guarantee to or providing security to these subsidiaries/other body corporate(s) including associates companies over a period of time in the future.

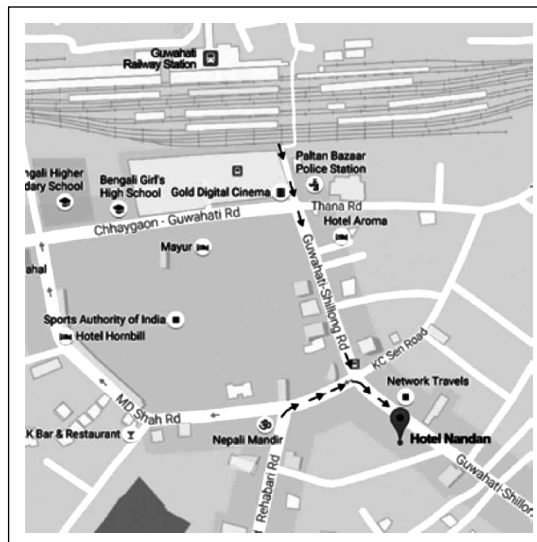
The proposed resolution is enabling in nature for any further loan/investment/guarantee/ security, if any made or given to subsidiaries/ other bodies corporate as per the provisions of the Companies Act, 2013. Hence, prior approval of the members of the Company is sought for exercising these powers by the Board.

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. Your Directors recommend the Special resolution for approval by the Members.

**Details of Directors seeking re-appointment at the Forthcoming Annual General Meeting
(In pursuance to SEBI (Listing Obligations and Disclosure Requirements) Regulations,
2015 and Secretarial Standards -2 on General Meeting)**

Particulars	Yashvardhan Ruia	Nimisha Minesh Dutia
DIN	00364888	06956876
Age	29 years	45 years
Qualifications	Bachelors in Management Studies from Mumbai University and M.Sc. (Marketing) from Manchester Business School, the University of Manchester, UK	Bachelor of Commerce and Bachelor of Education (B.Ed)
Date of First Appointment on Board	10.05.2017	27.08.2014
Expertise in specific functional area/ Brief Resume	Mr. Yashvardhan Ruia has rich experience in the field of Business Development and Marketing. He has been associated with the Company and especially with its Engineering Division for past few years and is looking after all major operations of the said Division. He has expert and in depth knowledge in the Fabrication process.	Ms. Nimisha Dutia has wide Experience in working with School / Educational Institutions.
Remuneration, Terms and conditions of Appointment/ Reappointment	As detailed in resolution No.6	Liable to Retire by rotation Sitting fees to be paid for the meetings attended.
Remuneration last drawn (including sitting fees, if any)	NIL	Sitting Fees paid. Details mentioned in the Corporate Governance report
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company.	Son of Mr. Hemant Kumar Ruia, Chairman and Managing Director of the Company.	NA
Details of outside Directorships held in Public Limited Companies as on 31.03.2017	APL Infotech Limited	NIL
Chairman/ Member of the Committee of the Board of Public Companies on which he is a Director as on 31.03.2017	NIL	NIL
Shareholding in Amines & Plasticizers Limited as on 31.03.2017	NIL	NIL
Number of Board Meetings attended during the year	NA	3

Map showing place of the 42nd Annual General Meeting to be Held on 27th September, 2017,
at Hotel Nandan, G S Road, Paltan Bazar, Guwahati – 781008.



AMINES & PLASTICIZERS LTD.



Amines & Plasticizers Limited

Reg. Office: Poal and Enclave, C/o. Pranati Builders Pvt. Ltd. Principal J.B. Road, Chenikuthi Guwahati, Assam 781 003.

Corp. Office: 'D' Building, 6th Floor, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

Tel No: 022 2493 5282/88, Fax: 2493 8162, **Email :** legal@amines.com, **Website:** www.amines.com

CIN: L24229AS1973PLC001446

ATTENDANCE SLIP 42nd ANNUAL GENERAL MEETING – 27th SEPTEMBER, 2017

SERIAL NO.:

Name & Address of
Sole Member :

Name of Joint Holder(s) :

Folio No / Client ID / DP ID:

No. of shares held :

I certify that I am a registered Member / Proxy for the registered Member of the Company. I hereby record my presence at the 42nd Annual General Meeting of the Company held at Hotel Nandan, GS Road, Paltan Bazar, Guwahati – 781008, on Wednesday, 27th September, 2017 at 12.30 pm.

Name of the Member/ Proxy

Sign of the Member/ Proxy*

(* in case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/power of attorney should be accompanied with the above form)

Note :

Shareholder/ Proxy are requested to bring this Attendance slip at the meeting and handover the same at the entrance duly signed.

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	(PAN / SEQUENCE NO.)

Since, you have not registered / updated your PAN with the Company / Depository Participant, please use the number mentioned in above column under PAN field to login for e-Voting.

* Please use your actual PAN, if you have already registered / updated your PAN with the Company / Depository Participant

Note: For detailed e-voting instructions, please refer "Notice" enclosed herewith under "E-Voting facility".



Amines & Plasticizers Limited

Reg. Office: Poal and Enclave, C/o. Pranati Builders Pvt. Ltd. Principal J.B. Road, Chenikuthi Guwahati, Assam 781 003.

Corp. Office: 'D' Building, 6th Floor, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

Tel No: 022 2493 5282/88, Fax: 2493 8162, Email : legal@amines.com, Website: www.amines.com

CIN: L24229AS1973PLC001446

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No / Client ID / DP ID:

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint

1.Name: _____ of _____

E-mail Id _____ Signature: _____ or failing him

2.Name: _____ of _____

E-mail Id _____ Signature: _____ or failing him

3.Name: _____ of _____

E-mail Id _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Company held on Wednesday, 27th September, 2017 at 12.30 pm at Hotel Nandan, GS Road, Paltan Bazar, Guwahati – 781008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
Ordinary Business			
1.	Receive, consider and adopt: a. the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017, together with 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, together with the Report of the Auditors thereon		
2.	Declaration of dividend of 30 paise per Equity Shares of face value of ₹ 2/- each for the financial year ended 31 st March, 2017		
3.	Re- appointment of Ms. Nimisha Minesh Dutia (DIN :06956876) who retires by rotation and being eligible, offers herself for re-appointment		
4.	Re- appointment of M/s B D G & Associates, Chartered Accountants, Mumbai (Firm Registration No. 119739W) as Statutory Auditors of the Company for a period of 5 years from the conclusion of the 42 nd Annual General Meeting till the conclusion of 47 th Annual General Meeting of the Company to be held in the year 2022		
Special Business			
5.	Appointment of Mr. Yashvardhan Ruia as a Director of the Company		
6.	Appointment of Mr. Yashvardhan Ruia as a Whole Time Director designated as an Executive Director of the Company for a period from June 1, 2017 to May 31, 2020		
7.	Approval of Remuneration of Cost Auditor for Financial Year 2017-18		
8.	Power to make Investment, Loans, Guarantees or provide Security		

Signed this _____ day of _____ 2017

Signature of Shareholder(s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp
here of
Re. 1/-

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- If you wish to vote for any of the resolutions insert "✓" in the box marked "FOR". If you wish to vote against any of the resolutions, insert "X" in the box marked "Against". Failure to mark "✓/X" in the box will entitle your proxy to cast your vote at his discretion.
- 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. A member holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 42nd Annual General Meeting.