

**FORM DPT.1
CIRCULAR INVITING DEPOSITS**

[Pursuant to section 73 (2) and other applicable provisions of the Companies Act, 2013 and rule 4(1) of the Companies (Acceptance of Deposits) Rules, 2014]

The circular or circular in the form of advertisement shall contain the following:

1. GENERAL INFORMATION

a.	Name, address, website and other contact details of the company;	<p>Amines and Plasticizers Limited Regd Office : Poal Enclave, C/o Pranati Builders Pvt. Ltd. Principal J.B. Road, Chenikuthi, Guwahati – 781 003, Assam. Corp. Office : ‘D’ Building, 6th Floor, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400 018, Maharashtra. Website : www.amines.com E-mail : ajayp@amines.com Contact No: 022 24935282 Fax : 022 24938162</p>											
b.	Date of incorporation of the company;	05 th September, 1973											
c.	Business carried on by the company and its subsidiaries with the details of branches or units, if any;	<p>The main business of Amines and Plasticizers Limited is manufacturing of different varieties of organic and inorganic chemical compounds like ethanalamines, alkyl alkanolamines, morpholine and its derivatives, alkyl morpholines and gas treating solvents (methyl diethanolamine based) and morpholine oxide, which are used in oil refineries, natural gas plants, ammonia plants, petrochemical plants, pharmaceutical, textile, oilfield chemicals, cosmetic and agrochemical industry. APL Engineering Services is a division of the Company and is engaged mainly in fabrication of equipments and engineering activities.</p> <p>Plants and Units: Amines and Plasticizers Ltd. <u>Unit 1: [Chemical Plant]</u> D-21 and D-21A Thane Belapur Road, Turbhe, Navi Mumbai – 400 705. <u>Unit 2: [APL Industrial Gases]</u> Survey No. 49, Village Vadval, Taluka Khalapur, Dist. Raigad – 410202. <u>Unit 3: [APL Engineering Services]</u> Survey No. 49, Village Vadval, Taluka Khalapur, Dist. Raigad – 410202.</p> <p>The details of business of our Company’s subsidiaries are as follows: Subsidiaries:</p> <ol style="list-style-type: none"> 1. Amines and Plasticizers FZE, Wholly owned subsidiary Company in Ras Al Khaimah, United Arab Emirates - Amines and Plasticizers FZE is formed to extend the Company’s business activities in the Middle East region. 2. APL Infotech Limited (51% Subsidiary) having its Registered Office at ‘D’ Building, 6th Floor, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400 018, India. The Company holds 51% shareholding since 2007. APL Infotech Ltd. is into the business of software development and marketing and has developed a Pipe Leak Detection Software for which the Company has made efforts to reach various customers, tied up with various software marketing agencies to market and sell its software products. 											
d.	Brief particulars of the management of the company;	<p>The operations and day to day affairs of the Company are looked after by Mr. Hemant Kumar Ruia, Chairman and Managing Director and Mr. Yashvardhan Ruia, Executive Director under the guidance and supervision of the Board of Directors. Further, different functions are headed by the Functional heads and professional managers.</p>											
e.	Names, addresses, DIN and occupations of the directors;	<table border="1"> <thead> <tr> <th data-bbox="580 1538 1070 1599">Name of Director, Designation, Occupation and DIN</th> <th data-bbox="1075 1538 1476 1599">Address</th> </tr> </thead> <tbody> <tr> <td data-bbox="580 1606 1070 1686">Mr. Hemant Kumar Ruia, Chairman and Managing Director; Entrepreneur. DIN : 00029410.</td> <td data-bbox="1075 1606 1476 1686">4th Floor, Mimraj Bldg, 405, Kalbadevi Road, Mumbai – 400002.</td> </tr> <tr> <td data-bbox="580 1693 1070 1800">Mr. Kailashchandra Kesardeo Seksaria, Non Executive and Independent Director. Industrialist. DIN : 00115565</td> <td data-bbox="1075 1693 1476 1800">Seksaria Building, 74, Netaji Subhash Road, Mumbai, Maharashtra.</td> </tr> <tr> <td data-bbox="580 1807 1070 1915">Dr. Pandurang Hari Vaidya, Non Executive and Independent Director, Retired Banker. DIN : 00939149</td> <td data-bbox="1075 1807 1476 1915">27/C, Prachi Society, Shahaji Raje Marg, Vile Parle (E), Mumbai - 400057, Maharashtra.</td> </tr> <tr> <td data-bbox="580 1921 1070 2029">Dr. Mithilesh Kumar Sinha, Non Executive and Independent Director, Retired Banker. DIN : 00043988</td> <td data-bbox="1075 1921 1476 2029">Flat No. 1604 and 1603, Orchid Vasant Valley A K Vaidya Marg, Malad East Mumbai 400097.</td> </tr> </tbody> </table>		Name of Director, Designation, Occupation and DIN	Address	Mr. Hemant Kumar Ruia, Chairman and Managing Director; Entrepreneur. DIN : 00029410.	4 th Floor, Mimraj Bldg, 405, Kalbadevi Road, Mumbai – 400002.	Mr. Kailashchandra Kesardeo Seksaria, Non Executive and Independent Director. Industrialist. DIN : 00115565	Seksaria Building, 74, Netaji Subhash Road, Mumbai, Maharashtra.	Dr. Pandurang Hari Vaidya, Non Executive and Independent Director, Retired Banker. DIN : 00939149	27/C, Prachi Society, Shahaji Raje Marg, Vile Parle (E), Mumbai - 400057, Maharashtra.	Dr. Mithilesh Kumar Sinha, Non Executive and Independent Director, Retired Banker. DIN : 00043988	Flat No. 1604 and 1603, Orchid Vasant Valley A K Vaidya Marg, Malad East Mumbai 400097.
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		<p>Mr. Arun Shanker Nagar, Non Executive and Independent Director, Retired from General Insurance Company of India DIN : 00523905</p> <p>Mr. Brijmohan Jindel Non Executive and Independent Director, Retired Chief Commissioner of Income Tax. DIN : 00071417</p> <p>Mr. Yashvardhan Ruia Executive Director, Business. DIN : 00364888</p> <p>Ms. Nimisha Dutia Non Executive and Non - Independent Director, Educationalist. DIN: 06956876</p>	<p>Flat No. 45, Jayshree, 75, Worli Sea Face, Worli Colony S. O. Mumbai 400030.</p> <p>Flat No B-1102, 11th Floor, Saipride, Sector-18, Plot No-05, Palm Beach Road, Sanpada, Navi Mumbai, Maharashtra, India 400705</p> <p>Mimraj Bldg., 405, Kalabadevi, Mumbai, Maharashtra, India-400002.</p> <p>Room no. 40, 1st Floor, 149/151, Karsandas Natha Building, Bangarwadi Prarthana Samaj, Girgoan Mumbai 400004.</p>
f.	Management's perception of risk factors;	<p>The Company is in the business of manufacturing and dealing of specialty chemicals in the domestic as well as in international market. The specialty chemicals requires certain raw materials which are susceptible to fluctuations in prices and also since the nature of the raw material is highly sensitive and hazardous, the same cannot be imported. The Company faces stiff competition from domestic as well as international players. However, the Company has over a period of time through its constant efforts on R&D has established its Brand name in the Chemical industry. The Company has in-house Research and Development Team consisting of highly experienced professionals which is responsible for innovation of various new products, simulations, process and variants of chemicals useful in different sectors and industries. The Company has a Multi-product plant at its disposal which helps to cater to the needs of variety of customers. In addition to this, diversified product portfolio and large customer base are main strengths of the Company. Since the Company has a part of its income from the international market, the Company is exposed to foreign currency fluctuations which largely gets mitigated by imports. The Company thus has natural hedging between exports and imports in order to offset the effects of Forex fluctuations.</p>	
g.	Details of default, including the amount involved, duration of default and present status, in repayment of-		
	i) statutory dues;	Nil	
	ii) debentures and interest thereon;	Nil	
	iii) loan from any bank or financial institution and interest thereon.	Nil	

2. PARTICULARS OF THE DEPOSIT SCHEME

a.	Date of passing of board resolution;	February 11, 2019																										
b.	Date of passing of resolution in the general meeting authorizing the invitation of such deposits;	Through postal Ballot resolution, the result of which was declared on March 23, 2019.																										
c.	Type of deposits, i.e., whether secured or unsecured;	Unsecured																										
d.	i. Amount which the company can raise by way of deposits as per the Act and the rules made thereunder.	35% of the aggregate of the paid-up share capital and free reserves from its Members i.e. Rs. 2521.37 Lakhs.																										
	ii. Aggregate of deposits actually held on March 31, 2018.	Nil																										
	iii. Aggregate of deposits actually held on the date of issue of the Circular or advertisement.	Nil																										
	iv. Amount of deposit proposed to be raised. Amount of deposit repayable within the next twelve months;	Rs. 1500 Lakhs from Members only . Nil																										
e.	Terms of raising of deposits : Duration, Rate of interest, mode of payment and repayment;	<table border="1"> <thead> <tr> <th>Scheme</th> <th colspan="3">Non-Cumulative Scheme</th> </tr> </thead> <tbody> <tr> <td>Duration</td> <td>1 Year</td> <td>2 Years</td> <td>3 Years</td> </tr> <tr> <td>Minimum deposit</td> <td colspan="3">Rs. 50,000/- and additional amount can be in multiples of Rs. 50,000/-</td> </tr> <tr> <td>Rate of Interest (p.a.)</td> <td>11.00%</td> <td>11.50%</td> <td>12.00%</td> </tr> <tr> <td>Interest Payment Frequency</td> <td colspan="3">Interest for the calendar quarters payable at the end of the Quarter or on the previous business day in case end of the quarter happens to be a holiday.</td> </tr> <tr> <td>Mode of payment and repayment;</td> <td colspan="3">Payment of interest and principal will be made by direct credit in sole/ first-named depositor's bank account through ECS/ Direct Credit/ RTGS/ NEFT or through cheque</td> </tr> </tbody> </table>			Scheme	Non-Cumulative Scheme			Duration	1 Year	2 Years	3 Years	Minimum deposit	Rs. 50,000/- and additional amount can be in multiples of Rs. 50,000/-			Rate of Interest (p.a.)	11.00%	11.50%	12.00%	Interest Payment Frequency	Interest for the calendar quarters payable at the end of the Quarter or on the previous business day in case end of the quarter happens to be a holiday.			Mode of payment and repayment;	Payment of interest and principal will be made by direct credit in sole/ first-named depositor's bank account through ECS/ Direct Credit/ RTGS/ NEFT or through cheque		
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f.	Proposed time schedule mentioning the date of opening of the Scheme and the time period for which the circular or advertisement is valid;	The Company will be accepting deposits only from Members of the Company. This is a Circular issued by the Company, pursuant to Section 73 (2) (a) and other applicable provisions of the Companies Act, 2013 read with Rule 4 (1) of Companies (Acceptance of Deposits) Rules, 2014, and shall be opened after 30 days from the date of its filing with the Registrar of Companies and shall be valid for a period of 6 months from the closure of financial year or the forthcoming 44 th Annual General Meeting of the Company, whichever is earlier.
g.	Reasons or objects of raising the deposits;	For raising funds to finance the capital expenditure requirement for expansion and other general corporate purposes of the Company.
h.	Credit rating obtained; Name of the Credit Rating Agencies, Rating obtained, Meaning of the rating obtained, Date on which rating was obtained.	The proposed Deposits are Unrated
i.	Extent of deposit insurance; Name of the Insurance Company, terms of the insurance coverage, duration of coverage, extent of coverage, procedure for claim in case of default etc.	Not Applicable since not yet notified by the Ministry of Corporate Affairs, Government of India.
j.	Short particulars of the charge created or to be created for securing such deposits, if any;	The proposed Deposits are Unsecured and therefore no charge has been created.
k.	Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits and the effect of such interest in so far as it is different from the interests of other persons.	No specific material interest is provided, except, if the same are Members, they can place deposits and their interest rate would be same as that payable to Fixed Deposits from other Members.

3. DETAILS OF ANY OUTSTANDING DEPOSITS : NIL

a.	Amount Outstanding;	N
b.	Date of acceptance;	
c.	Total amount accepted:	
d.	Rate of interest;	I
e.	Total number of depositors;	
f.	Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved;	L
g.	Any waiver by the depositors, of interest accrued on deposits;	

4. FINANCIAL POSITION OF THE COMPANY

(₹ in lakhs)

a.	Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of circular or advertisement; (Represent financials as per IND AS)		FY 2017-18	FY 2016-17	FY 2015-16
		Profit before Depreciation & Tax	2,625.33	2,409.57	1,631.53
		Less:- Depreciation	255.00	230.36	195.63
		Profit before Tax	2,370.33	2,179.21	1,435.90
		Profit after Tax	1,527.51	1,546.58	978.87
b.	Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid or interest paid) (Represent financials as per IND AS)		FY 2017-18	FY 2016-17	FY 2015-16
		Dividend declared	165.06	165.06	110.04
		Dividend %	15%	15%	10%
		Dividend per share (FV Rs. 2/-)	30 paise	30 paise	20 paise
		Interest Coverage Ratio	3.49	3.78	2.56
		Cash Profit + Interest (PAT + Depreciation +Interest)	2,499.78	2,416.32	1,931.84
		Interest paid	717.27	639.38	754.78
c.	A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of circular or advertisement; (Represent financials as per IND AS)	Summary of Financial Position	FY 2017-18	FY 2016-17	FY 2015-16
		<u>Assets</u>			
		Non Current Assets	5,481.37	4,970.35	4,487.06
		Current Assets	13,027.00	10,765.55	9,387.48
		Total	18,508.37	15,735.89	13,874.54
		<u>Liabilities</u>			
		Equity & Reserves	7,304.15	5,962.16	4,436.63
		Non Current Liabilities	2,014.59	1,926.64	2,154.88
		Current Liabilities	9,189.63	7,847.09	7,283.03
		Total	18,508.37	15,735.89	13,874.54

d.	Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular or advertisement; (Represent financials as per IND AS)	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017	For the year ended 31st March, 2016
		Net Cash Flow from Operating Activities	2,097.45	1,065.12	1,215.10
		Net Cash Flow from/ (Used in) Investing Activities	(109.67)	(265.72)	(39.81)
		Net cash flow from / (Used in) Financing activities	(1,601.69)	(784.04)	(1,219.37)
		Net increase/(decrease) in Cash and Cash equivalents	386.09	15.36	(44.08)
		Cash and Cash equivalents - Opening Balance	93.16	77.80	112.79
		- Closing Balance	479.25	93.16	68.71
		e.	Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.	The Company has adopted Indian Accounting Standards (IND AS) from April 01, 2017 with a transition date of April 01, 2016. Accordingly, the Financial Results for the year 2017-18 have been prepared in accordance with Ind AS, as prescribed under Section 133 of the Companies Act, 2013 read with relevant Rules issued thereunder and the other recognised accounting practices and policies to the extent applicable.	

5. A DECLARATION BY THE DIRECTORS THAT-

- the company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest there on;
- the board of directors have satisfied themselves fully with respect to the affairs and prospects of the company and that they are of the opinion that having regard to the estimated future financial position of the company, the company will be able to meet its liabilities as and when they become due and that the company will not become insolvent within a period of one year from the date of issue of the circular or advertisement;
- the company has complied with the provisions of the Act and the rules made thereunder;
- the compliance with the Act and the rules does not imply that repayment of deposits is guaranteed by the Central Government;
- the deposits accepted by the company before the commencement of the Act have been repaid (or will be repaid along with interest on maturity and until they are repaid, they shall be treated as unsecured and ranking pari passu with other unsecured liabilities).
- In case of any adverse change in credit rating, if any, depositors will be given a chance to withdraw deposits without any penalty.
- the deposits shall be used only for the purposes indicated in the Circular or circular in the form of advertisement;
- the deposits accepted by the company (~~other than the secured deposits, if any, aggregate amount of which to be indicated~~) are unsecured and rank pari passu with other unsecured liabilities of the company.

6. DISCLAIMER

It is to be distinctly understood that filing of circular or circular in the Form of advertisement with the Registrar should not in any way be deemed or construed that the same has been cleared or approved by the Registrar or Central Government. The Registrar or Central Government does not take any responsibility either for the financial soundness of any deposit scheme for which the deposit is being accepted or invited or for the correctness of the statements made or opinions expressed in the circular or circular in the Form of advertisement. The depositors should exercise due diligence before investing in the deposit scheme.

This Circular is issued on the authority and in name of the Board of Directors ("Board") of the Company, the text hereof has been approved by the Board at its meeting held on March 25, 2019, and a copy thereof, signed by a majority of directors of the Company, as constituted at the time the Board approved the circular inviting deposit, has been filed with the Registrar of Companies, Shillong, Assam.

Place: Mumbai

By Order of the Board.

Date: March 25, 2019

Hemant Kumar Ruia
Chairman & Managing Director