



# AMINES & PLASTICIZERS LIMITED

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

September 26, 2015

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

Dear Sirs,

**Sub: Intimation about the outcome of the 40<sup>th</sup> Annual General Meeting (AGM) of the Company held on 23<sup>rd</sup> September, 2015**

**Security Code No.506248**

With regard to the captioned subject, we wish to inform you that the 40<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company was held on 23<sup>rd</sup> September, 2015 at RND Banquet Hall, Hotel Gateway, G.S. Road, Christian Basti, Guwahati, Assam - 781005. The Chairman of the meeting in order regulate the meeting provided the facility of voting at the AGM by poll, to all those members and proxy, who attended the AGM and who did not participate in remote evoting.

The Board of Directors of the Company had appointed Ms. Suman Makhija of SK Makhija & Associates, Practising Company Secretary as the scrutiner for the remote evoting and voting at the AGM. The Scrutinizer has submitted her report and accordingly, the following resolutions as stated in the Notice of the AGM, were passed with requisite majority:-

1. Adoption of:
  - the Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, together with Reports of the Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2015, together with Report of the Auditors thereon
2. Declaration of dividend on Equity shares.
3. Re- appointment of Director in place of Ms. Nimisha Minesh Dutia(DIN : 06956876 ) .



CORPORATE OFFICE : 'D' BUILDING, 6<sup>TH</sup> FLOOR, SHIV SAGAR ESTATE, DR. ANNIE BESANT ROAD, WORLI, MUMBAI - 400 018.

PHONE : +91-22-2493 5282 - 90 • FAX : +91-22-2493 8162 • E-MAIL : amines@vsni.com

WEBSITE : www.amines.com • CIN No.: L24229AS1973PLC001446

REGD. OFFICE : POAL & ENCLAVE, C/o. PRANATI BUILDERS PVT. LTD., PRINCIPAL J.B. ROAD, CHENIKUTHI, GUWAHATI - 781 003, ASSAM.



4. Approval for Ratification of the appointment of M/s Bhandari Dastur Gupta & Associates, Chartered Accountants (Firm Registration No. 119739W) as Statutory Auditors of the Company on a remuneration as may decided by the Board:
5. Approval of Remuneration of Cost Auditor
6. Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013
7. Approval for the Issue of Bonus Shares

Enclosed, please find

1. the Report under clause 35A of the Listing Agreement
2. Consolidated Scrutinizer's Report on Remote Evoting and Poll

Kindly take the same on record and oblige.

Your faithfully,

For Amines & Plasticizers Limited,

Ajay Puranik  
Sr. Vice President (Corporate Affairs)  
& Company Secretary.



Encl: As Above



# AMINES & PLASTICIZERS LIMITED

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

September 26, 2015

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

Dear Sirs,

**Sub: Submission of voting result of the matters conducted at the 40<sup>th</sup> Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2015**

**Ref: Clause 35A of the Listing Agreement.**

**Security Code No.506248**

A.	<b>Date of the Annual General Meeting</b>	23 <sup>rd</sup> September, 2015		
B.	<b>Book Closure date</b>	21 <sup>st</sup> August, 2015 to 22 <sup>nd</sup> August, 2015		
C.	<b>Total number of shareholders on record date</b>	4676		
D.	<b>No. of Shareholders Present in the meeting either in person or through proxy</b>			
	<b>Shareholders</b>	<b>Present in Person</b>	<b>Present through proxy</b>	<b>Total</b>
	Promoter and Promoter Group	3	1	4
	Public	15	0	15
	<b>Total</b>	<b>18</b>	<b>1</b>	<b>19</b>
E.	<b>No. of Shareholders through video conferencing</b>	Not arranged		

Further, the following details of voting results are given below agenda wise.

The Mode of Voting for all resolutions was Poll conducted at the Meeting and E-voting.



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REGD. OFFICE : POAL & ENCLAVE, C/o. PRANATI BUILDERS PVT. LTD., PRINCIPAL J.B. ROAD, CHENIKUTHI, GUWAHATI - 781 003, ASSAM.



**Resolution No 1:-** To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, 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, 2015, together with Report of the Auditors thereon

Resolution : Ordinary Resolution

Promoter/Publ ic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	20127375	20127375	100.00 %	20127375	0	100 %	0
Public – Institutional holders	5750	0	0	0	0	0	0
Public-Others	7376875	93771	1.27%	93771	0	100%	0
Total	27510000	20221146	73.50%	20221146	0	100%	0

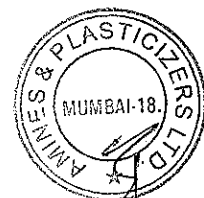
\*Under this column, the valid votes polled are mentioned.

\*\* Includes body corporate.

**Resolution No. 2:-** Declaration of dividend on Equity shares for the financial year ended 31<sup>st</sup> March, 2015

Resolution : Ordinary Resolution

Promoter/Publ ic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	20127375	20127375	100.00 %	20127375	0	100 %	0
Public – Institutional holders	5750	0	0	0	0	0	0
Public-Others	7376875	93771	1.27%	93771	0	100%	0
Total	27510000	20221146	73.50%	20221146	0	100%	0





\*Under this column, the valid votes polled are mentioned.

**Resolution No. 3:** Appoint a Director in place of Ms. Nimisha Minesh Dutia(DIN : 06956876 )who retires by rotation and being eligible, offers herself for re-appointment.

Resolution : Ordinary Resolution

Promoter/Publ ic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	20127375	20127375	100.00 %	20127375	0	100 %	0
Public – Institutional holders	5750	0	0	0	0	0	0
Public-Others	7376875	93136	1.27%	93136	0	100%	0
Total	27510000	20220511	73.50%	20220511	0	100%	0

\*Under this column, the valid votes polled are mentioned.

**Resolution No. 4:** Ratify the appointment of M/s Bhandari Dastur Gupta & Associates, Chartered Accountants (Firm Registration No. 119739W) as Statutory Auditors of the Company on a remuneration as may decided by the Board:

Resolution : Ordinary Resolution

Promoter/Publ ic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	20127375	20127375	100.00 %	20127375	0	100 %	0
Public – Institutional holders	5750	0	0	0	0	0	0
Public-Others	7376875	93771	1.27%	93771	0	100%	0
Total	27510000	20221146	73.50%	20221146	0	100%	0





\*Under this column, the valid votes polled are mentioned.

**Resolution No. 5:** Approval of Remuneration of Cost Auditor.  
Resolution : Special Resolution

Promoter/PUBLIC	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	20127375	20127375	100.00 %	20127375	0	100 %	0
Public – Institutional holders	5750	0	0	0	0	0	0
Public-Others	7376875	93771	1.27%	93771	0	100%	0
Total	27510000	20221146	73.50%	20221146	0	100%	0

\*Under this column, the valid votes polled are mentioned.

**Resolution No. 6:** Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.  
Resolution : Special Resolution

Promoter/PUBLIC	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	20127375	20127375	100.00 %	20127375	0	100 %	0
Public – Institutional holders	5750	0	0	0	0	0	0
Public-Others	7376875	93771	1.27%	93771	0	100%	0
Total	27510000	20221146	73.50%	20221146	0	100%	0

\*Under this column, the valid votes polled are mentioned.





**Resolution No. 7: Approval for the Issue of Bonus Shares**  
**Resolution : Special Resolution**

Promoter/Publ ic	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against  (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* ]100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	20127375	20127375	100.00 %	20127375	0	100 %	0
Public – Institutional holders	5750	0	0	0	0	0	0
Public-Others	7376875	93771	1.27%	93771	0	100%	0
Total	27510000	20221146	73.50%	20221146	0	100%	0

\*Under this column, the valid votes polled are mentioned.

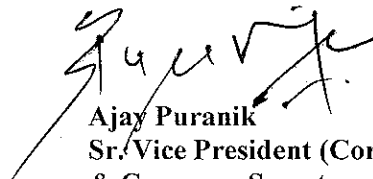
\*\* Includes body corporate.

Kindly take the note of the same.

**Thanking you,**

Your faithfully,

For Amines & Plasticizers Limited


  
Ajay Puranik  
Sr. Vice President (Corporate Affairs)  
& Company Secretary.



# SK Makhija & Associates

Company Secretaries

 pcs.skm@gmail.com

 809 786 9828

## Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 40<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Amines & Plasticizers Limited held on 23<sup>rd</sup> September, 2015 at RND Banquet Hall, Hotel Gateway, G.S. Road, Christian Basti, Guwahati, Assam - 781005

Ref: 40<sup>th</sup> Annual General Meeting of the Equity shareholders of Amines & Plasticizers Limited held on September 23, 2015 at Guwahati.

Dear Sir,

I, Suman Makhija, Practicing Company Secretary, was appointed by the Board of Directors of Amines & Plasticizers Limited as Scrutinizer vide Board resolution dated 27<sup>th</sup> August, 2015 pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions, at the 40<sup>th</sup> Annual General Meeting of the Shareholders of Amines & Plasticizers Limited, and submit my report as under:

The compliance with the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 40<sup>th</sup> Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast or against, if any to the Chairman on the resolutions, based on the report generated from the electronic voting system provided by CDSL and voting through ballot paper conducted at the AGM.

1. The remote e-voting period remained open from Saturday, 19<sup>th</sup> September, 2015 (09.00 a.m) to Tuesday, 22<sup>nd</sup> September, 2015 (5.00 p.m) both days inclusive.
2. The shareholders holding shares as on "cut off" date, i.e 16<sup>th</sup> September, 2015, were entitled to vote on the proposed resolutions.
3. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of CDSL.





4. After the closing of the poll as announced by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by us.
5. The locked ballot box was subsequently opened by me in the presence of two witnesses, Ms. Aditi Dutta and Mr. Sanjay Choudhary who are not in employment of the Company, and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations / proxies lodged with the Company.
6. I did not find any poll paper which was incomplete, invalid and/or defective.
7. The Consolidated result of the Ballot held at the aforesaid 40<sup>th</sup> Annual General Meeting as well as remote e-voting are as under:

**Resolution 1:**

**Adoption of:**

- a. the Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, 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, 2015, together with Report of the Auditors thereon
- (i) Votes in favour of the resolution:

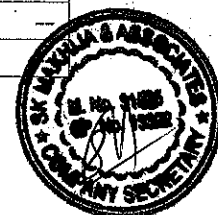
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	5	841	100
Ballot	23	20220305	100
Total	28	20221146	100

- (ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

- (iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0



**Resolution 2:**

**Declaration of dividend on Equity shares**

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	5	841	100
Ballot	23	20220305	100
Total	28	20221146	100

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

**Resolution 3:**

**Re- appointment of Director in place of Ms. Nimisha Minesh Dutia(DIN : 06956876 ) who retires by rotation and being eligible, offers herself for re-appointment.**

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	3	206	100
Ballot	23	20220305	100
Total	28	20220511	



(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	2	635	100
Ballot	0	0	--
Total	2	635	100

**Resolution 4:**

Ratification of the appointment of M/s Bhandari Dastur Gupta & Associates, Chartered Accountants (Firm Registration No. 119739W) as Statutory Auditors of the Company on a remuneration as may decided by the Board:

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	5	841	100
Ballot	23	20220305	100
Total	28	20221146	100

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--



(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

**Resolution 5:**

**Approval of Remuneration of Cost Auditor.**

(i) Votes in favour of the resolution:

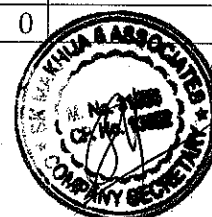
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	5	841	100
Ballot	23	20220305	100
Total	28	20221146	100

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--



**Resolution No. 6**

**Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.**

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	5	841	100
Ballot	23	20220305	100
Total	28	20221146	100

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

**Resolution No. 7**

**Approval for the Issue of Bonus Shares**

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	5	841	100
Ballot	23	20220305	100
Total	28	20221146	100



(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

(iii) Abstained from Voting:

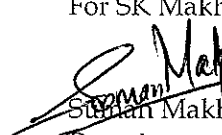
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

8. All the resolutions mentioned in the AGM Notice dated 27<sup>th</sup> August, 2015 as per the details above stand passed under Remote Evoting and voting conducted at the AGM by way of Ballot with requisite majority and hence deemed to have been passed on the date of AGM.

The Ballot Papers and other relevant records relating to evoting and physical voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the minutes of the 40<sup>th</sup> Annual General Meeting.

Thanking you,

Yours sincerely,  
For SK Makhi

  
Sudhan Makhi  
Proprietor  
M. No. A31535  
CP No 13322



Countersigned by the Chairman

  
**For Amines & Plasticizers Limited**

**Chairman & Managing Director**

Place: Mumbai

Dated: 26<sup>th</sup> September 2015