

# AMINES & PLASTICIZERS LIMITED

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

October 1, 2014

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

Dear Sirs,

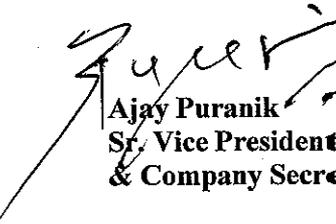
**Sub: Sub: Submission of voting result of the matters conducted at the 39<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2014.**

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

**Security Code No.506248**

Pursuant to Clause 35A of the Listing Agreement, please find enclosed the details in the prescribed format of voting results for the matters conducted at the Annual General Meeting of the Company held on 29.09.2014

Your faithfully,  
For Amines & Plasticizers Limited.

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

Encl: As Above

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@vsnl.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.



# AMINES & PLASTICIZERS LIMITED

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

October 1, 2014

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

Dear Sirs,

**Sub: Submission of voting result of the matters conducted at the 39<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2014.**

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

**Security Code No.506248**

A.	<b>Date of the Annual General Meeting</b>	29 <sup>th</sup> September, 2014		
B.	<b>Book Closure date</b>	22 <sup>nd</sup> September, 2014 to 29 <sup>th</sup> September, 2014		
C.	<b>Total number of shareholders on record date</b>	4133		
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	12	1	13
	<b>Total</b>	<b>15</b>	<b>2</b>	<b>17</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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**Resolution No 1:-** Adoption of the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and Report of the Directors and Report of the Auditors thereon.

Resolution : Ordinary 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	4025475	4025475	100.00 %	4025475	0	100 %	0
Public – Institutional holders	1200	0	0	0	0	0	0
Public-Others	1475325	19126	1.30%	19126	0	100%	0
Total	5502000	4044601	73.51%	4044601	0	100%	0

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

\*\* Includes body corporate.

**Resolution No. 2:-** Declaration of Dividend on Equity shares.

Resolution : Ordinary 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	4025475	4025475	100.00 %	4025475	0	100 %	0
Public – Institutional holders	1200	0	0	0	0	0	0
Public-Others	1475325	19126	1.30%	19126	0	100%	0
Total	5502000	4044601	73.51%	4044601	0	100%	0

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

\*\* Includes body corporate.





**Resolution No. 3:** Appointment of M/s Bhandari Dastur Gupta & Associates, Chartered Accountants as the Statutory Auditors of the Company and fixing their remuneration.

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	4025475	4025475	100.00 %	4025475	0	100 %	0
Public – Institutional holders	1200	0	0	0	0	0	0
Public-Others	1475325	19126	1.30%	19126	0	100%	0
Total	5502000	4044601	73.51%	4044601	0	100%	0

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

\*\* Includes body corporate.

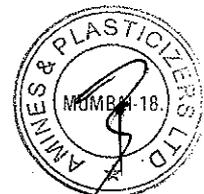
**Resolution No. 4:** Appointment of Mr. Kailashchandra Kesardeo Seksaria(DIN 00115565) as an Independent Director

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	4025475	4025475	100.00 %	4025475	0	100 %	0
Public – Institutional holders	1200	0	0	0	0	0	0
Public-Others	1475325	19126	1.30%	19126	0	100%	0
Total	5502000	4044601	73.51%	4044601	0	100%	0

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

\*\* Includes body corporate.





**Resolution No. 5: Appointment of Dr. Pandurang Hari Vaidya (DIN : 00939149) as an Independent Director of the Company**  
Resolution : Ordinary 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	4025475	4025475	100.00 %	4025475	0	100 %	0
Public – Institutional holders	1200	0	0	0	0	0	0
Public-Others	1475325	19126	1.30%	19126	0	100%	0
Total	5502000	4044601	73.51%	4044601	0	100%	0

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

\*\* Includes body corporate.

**Resolution No. 6: Appointment of Dr. Mithilesh Kumar Sinha (DIN: 00043988) as an Independent Director of the Company.**  
Resolution : Ordinary 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	4025475	4025475	100.00 %	4025475	0	100 %	0
Public – Institutional holders	1200	0	0	0	0	0	0
Public-Others	1475325	19126	1.30%	19126	0	100%	0
Total	5502000	4044601	73.51%	4044601	0	100%	0

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

\*\* Includes body corporate.





**Resolution No. 7: Appointment of Mr. Arun Shanker Nagar (DIN : 00523905) as an Independent Director of the Company**  
**Resolution : Ordinary 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	4025475	4025475	100.00 %	4025475	0	100 %	0
Public – Institutional holders	1200	0	0	0	0	0	0
Public-Others	1475325	19126	1.30%	19126	0	100%	0
<b>Total</b>	<b>5502000</b>	<b>4044601</b>	<b>73.51%</b>	<b>4044601</b>	<b>0</b>	<b>100%</b>	<b>0</b>

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

\*\* Includes body corporate.

**Resolution No. 8: Appointment of Mr. Brijmohan Jindel(DIN : 00071417) as an Independent Director of the Company.**  
**Resolution : Ordinary 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	4025475	4025475	100.00 %	4025475	0	100 %	0
Public – Institutional holders	1200	0	0	0	0	0	0
Public-Others	1475325	19126	1.30%	19126	0	100%	0
<b>Total</b>	<b>5502000</b>	<b>4044601</b>	<b>73.51%</b>	<b>4044601</b>	<b>0</b>	<b>100%</b>	<b>0</b>

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

\*\* Includes body corporate.





**Resolution No. 9:** Appointment of Ms. Nimisha Minesh Dutia (DIN: 06956876) as an Independent Director of the Company  
Resolution : Ordinary 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	4025475	4025475	100.00 %	4025475	0	100 %	0
Public – Institutional holders	1200	0	0	0	0	0	0
Public-Others	1475325	19126	1.30%	19126	0	100%	0
Total	5502000	4044601	73.51%	4044601	0	100%	0

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

\*\* Includes body corporate.

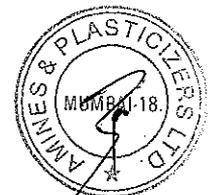
**Resolution No. 10:** Remuneration of the Cost Auditor for the financial year 2014-2015.  
Resolution : Ordinary Resolution

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	4025475	4025475	100.00 %	4025475	0	100 %	0
Public – Institutional holders	1200	0	0	0	0	0	0
Public-Others	1475325	19126	1.30%	19126	0	100%	0
Total	5502000	4044601	73.51%	4044601	0	100%	0

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

\*\* Includes body corporate.

**Resolution No. 11:** Issue of Redeemable Non-Convertible Debentures(NCDs) on Private Placement basis.





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	4025475	4025475	100.00 %	4025475	0	100 %	0
Public – Institutional holders	1200	0	0	0	0	0	0
Public-Others	1475325	19126	1.30%	19126	0	100%	0
Total	5502000	4044601	73.51%	4044601	0	100%	0

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

\*\* Includes body corporate.

**Resolution No. 12: Shifting of Register of Members from Registered Office to Mumbai.**

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	4025475	4025475	100.00 %	4025475	0	100 %	0
Public – Institutional holders	1200	0	0	0	0	0	0
Public-Others	1475325	19126	1.30%	19126	0	100%	0
Total	5502000	4044601	73.51%	4044601	0	100%	0

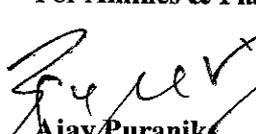
\*Under this column, the valid votes polled are mentioned.

\*\* Includes body corporate.

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 the Scrutinizer

To,  
The Chairman,  
Amines & Plasticizers Limited  
D Building, Shiv Sagar Estate,  
Dr. Annie Besant Road,  
Worli, Mumbai – 400 018

39<sup>th</sup> Annual General Meeting of the Equity shareholders of Amines & Plasticizers Limited held on September 29, 2014 at Guwahati.

**Subject : Results of Evoting and Poll for the matters conducted at the 39<sup>th</sup> Annual General Meeting.**

Dear Sir,

Board of Directors of the Company at its meeting held on 27<sup>th</sup> August 2014 appointed me Scrutinizer for e-voting which commenced on 22/09/2014 at 10.00 am and concluded on 24/09/2014 at 6.00 pm and for the Poll held at the 39<sup>th</sup> Annual General Meeting of the Company on 29<sup>th</sup> September, 2014.

The company had appointed Central Depository Services (India) Limited (CDSL) as the service provider for extending the facility of evoting to the shareholders for the Annual General Meeting. The member whose name appeared in the register of members as on 19<sup>th</sup> September 2014 were entitled to vote on the resolutions stated in the notice of the Annual General Meeting dated 27<sup>th</sup> August, 2014. The evoting results were unblocked by me after the close of the evoting period i.e 24/09/2014 after 6.00 pm.



The result of the Evoting together with Poll is as under:

1. Resolution No. 1. Item No. Adoption of the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and Report of the Directors and Report of the Auditors thereon.

Mode	<b>i) Voted in favour of the resolution</b>		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	17	4044151	100%
Evoting	1	450	100%
Total	18	4044601	100%
<b>ii) Voted in against of the resolution</b>			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	0	0	0
Evoting	0	0	0
Total	0	0	0
<b>iii) Invalid Votes</b>			
	Number of Members voted through Evoting and Poll whose votes were declared invalid		Number of Votes Cast by them (Shares)
Poll	0		0
Evoting	0		0
Total	0		0

2. Resolution : Item No. 2 - Declaration Of Dividend On Equity Shares

Mode	<b>i) Voted in favour of the resolution</b>		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	17	4044151	100%
Evoting	1	450	100%
Total	18	4044601	100%
<b>ii) Voted in against of the resolution</b>			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	0	0	0
Evoting	0	0	0
Total	0	0	0
<b>iii) Invalid Votes</b>			
	Number of Members voted through Evoting and Poll whose votes were declared invalid		Number of Votes Cast by them (Shares)
Poll	0		0
Evoting	0		0
Total	0		0



3. **Resolution :** Item No. 3 - Appointment of M/s Bhandari Dastur Gupta & Associates, Chartered Accountants as the Statutory Auditors of the Company and fixing their remuneration.

Mode	<b>i) Voted in favour of the resolution</b>		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	17	4044151	100%
Evoting	1	450	100%
Total	18	4044601	100%
<b>ii) Voted in against of the resolution</b>			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	0	0	0
Evoting	0	0	0
Total	0	0	0
<b>iii) Invalid Votes</b>			
	Number of Members voted through Evoting and Poll whose votes were declared invalid		Number of Votes Cast by them (Shares)
Poll	0		0
Evoting	0		0
Total	0		0

4. **Resolution :** Item No. 4 Appointment of Mr. Kailashchandra Kesardeo Seksaria (DIN : 00115565) as an Independent Director.

Mode	<b>i) Voted in favour of the resolution</b>		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	17	4044151	100%
Evoting	1	450	100%
Total	18	4044601	100%
<b>ii) Voted in against of the resolution</b>			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	0	0	0
Evoting	0	0	0
Total	0	0	0
<b>iii) Invalid Votes</b>			
	Number of Members voted through Evoting and Poll whose votes were declared invalid		Number of Votes Cast by them (Shares)
Poll	0		0
Evoting	0		0
Total	0		0

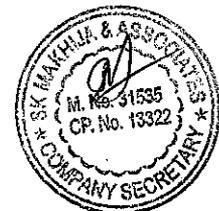


5. Resolution : Item No. 5 Appointment of Dr. Pandurang Hari Vaidya (DIN : 00939149) as an Independent Director.

Mode	i) Voted in favour of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	17	4044151	100%
Evoting	1	450	100%
Total	18	4044601	100%
	ii) Voted in against of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	0	0	0
Evoting	0	0	0
Total	0	0	0
	iii) Invalid Votes		Number of Votes Cast by them (Shares)
	Number of Members voted through Evoting and Poll whose votes were declared invalid		
Poll	0		0
Evoting	0		0
Total	0		0

6. Resolution : Item No. 6 Appointment of Dr. Mithilesh Kumar Sinha (DIN: 00043988) as an Independent Director.

Mode	i) Voted in favour of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	17	4044151	100%
Evoting	1	450	100%
Total	18	4044601	100%
	ii) Voted in against of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	0	0	0
Evoting	0	0	0
Total	0	0	0
	iii) Invalid Votes		Number of Votes Cast by them (Shares)
	Number of Members voted through Evoting and Poll whose votes were declared invalid		
Poll	0		0
Evoting	0		0
Total	0		0



7. Resolution : Item No. 7 Appointment of Mr. Arun Shanker Nagar\_(DIN : 00523905) as an Independent Director.

Mode	<b>i) Voted in favour of the resolution</b>		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	17	4044151	100%
Evoting	1	450	100%
Total	18	4044601	100%
<b>ii) Voted in against of the resolution</b>			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	0	0	0
Evoting	0	0	0
Total	0	0	0
<b>iii) Invalid Votes</b>			
	Number of Members voted through Evoting and Poll whose votes were declared invalid		Number of Votes Cast by them (Shares)
Poll	0		0
Evoting	0		0
Total	0		0

8. Resolution : Item No. 8 Appointment of Mr. Brijmohan Jindel\_(DIN : 00071417) as an Independent Director.

Mode	<b>i) Voted in favour of the resolution</b>		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	17	4044151	100%
Evoting	1	450	100%
Total	18	4044601	100%
<b>ii) Voted in against of the resolution</b>			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	0	0	0
Evoting	0	0	0
Total	0	0	0
<b>iii) Invalid Votes</b>			
	Number of Members voted through Evoting and Poll whose votes were declared invalid		Number of Votes Cast by them (Shares)
Poll	0		0
Evoting	0		0
Total	0		0

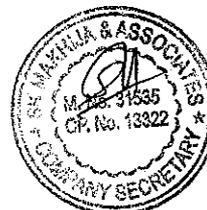


9. Resolution : Item No. 9 : Appointment of Ms. Nimisha Minesh Dutia (DIN: 06956876)  
as an Independent Director of the Company

<b>i) Voted in favour of the resolution</b>			
Mode	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	17	4044151	100%
Evoting	1	450	100%
Total	18	4044601	100%
<b>ii) Voted in against of the resolution</b>			
Mode	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	0	0	0
Evoting	0	0	0
Total	0	0	0
<b>iii) Invalid Votes</b>			
Mode	Number of Members voted through Evoting and Poll whose votes were declared invalid	Number of Votes Cast by them (Shares)	
Poll	0	0	
Evoting	0	0	
Total	0	0	

10. Resolution : Item No. 10 - Remuneration of the Cost Auditor for the financial year 2014-2015.

<b>i) Voted in favour of the resolution</b>			
Mode	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	17	4044151	100%
Evoting	1	450	100%
Total	18	4044601	100%
<b>ii) Voted in against of the resolution</b>			
Mode	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	0	0	0
Evoting	0	0	0
Total	0	0	0
<b>iii) Invalid Votes</b>			
Mode	Number of Members voted through Evoting and Poll whose votes were declared invalid	Number of Votes Cast by them (Shares)	
Poll	0	0	
Evoting	0	0	
Total	0	0	



11. Resolution : Item No. 11 - Issue of Redeemable Non-Convertible Debentures(NCDs) on Private Placement basis.

Mode	<b>i) Voted in favour of the resolution</b>		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	17	4044151	100%
Evoting	1	450	100%
Total	18	4044601	100%
<b>ii) Voted in against of the resolution</b>			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	0	0	0
Evoting	0	0	0
Total	0	0	0
<b>iii) Invalid Votes</b>			
	Number of Members voted through Evoting and Poll whose votes were declared invalid		Number of Votes Cast by them (Shares)
Poll	0		0
Evoting	0		0
Total	0		0

12. Resolution : Item No. 12. Shifting of Register of Members from Registered Office to Mumbai

Mode	<b>i) Voted in favour of the resolution</b>		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	17	4044151	100%
Evoting	1	450	100%
Total	18	4044601	100%
<b>ii) Voted in against of the resolution</b>			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Poll	0	0	0
Evoting	0	0	0
Total	0	0	0
<b>iii) Invalid Votes</b>			
	Number of Members voted through Evoting and Poll whose votes were declared invalid		Number of Votes Cast by them (Shares)
Poll	0		0
Evoting	0		0
Total	0		0



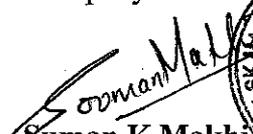
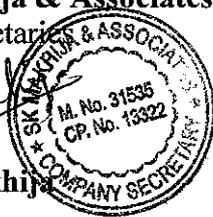
**Conclusion: All the 12 (Twelve Resolutions stands passed under the evoting and Poll at the 39<sup>th</sup> Annual General Meeting of the Company with the requisite Majority.**

The poll papers and all relevant records were sealed and handed over to Mr. Ajay Puranik, Sr. Vice President(Corporate Affairs) & Company Secretary authorized by the Board for safe keeping.

Kindly arrange to declare the results accordingly.

Thanking you,

Yours faithfully,  
For SK Makhija & Associates  
Company Secretaries

  
  
Suman K Makhija

Proprietor

C. P. No.13322

Date: 01/10/2014

Place: Mumbai

## Report of the Scrutinizer

To,  
The Chairman,  
Amines & Plasticizers Limited  
D Building, Shiv Sagar Estate,  
Dr. Annie Besant Road,  
Worli, Mumbai – 400 018

39<sup>th</sup> Annual General Meeting of the Equity shareholders of Amines & Plasticizers Limited to be held on September 29, 2014 at Guwahati.

**Subject : Results of Evoting for the matters to be conducted at the 39<sup>th</sup> Annual General Meeting.**

Dear Sir,

Board of Directors of the Company at its meeting held on 27<sup>th</sup> August 2014 appointed me Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the electronic voting process. The e-voting commenced on 22/09/2014 at 10.00 am and concluded on 24/09/2014 at 6.00 pm for the matters to be conducted at the 39<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 29<sup>th</sup> September, 2014.

The Notice dated 27<sup>th</sup> August, 2014 convening the 39<sup>th</sup> Annual General Meeting of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the AGM to be held on 29<sup>th</sup> September, 2014.

The shareholders holding shares as on cut off date i.e 19<sup>th</sup> September, 2014 were entitled to vote on the proposed resolutions asset out in item Nos. 1 to 12 in the Notice of the 39<sup>th</sup> Annual General Meeting of the Company.

The Company has appointed Central Depository Services (India) Limited (CDSL) as the service provider for extending the facility of evoting to the shareholders for the Annual General Meeting. The member whose name appeared in the register of members as on 19<sup>th</sup> September 2014 were entitled to vote on the resolutions stated in the notice of the Annual General Meeting dated 27<sup>th</sup> August, 2014. The evoting results were unblocked by me after the close of the evoting period i.e 24/09/2014 after 6.00 pm.

The result of the Evoting is as under:



1. Resolution No. 1. Item No. Adoption of the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and Report of the Directors and Report of the Auditors thereon.

Mode	i) Voted in favour of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	1	450	100%
ii) Voted in against of the resolution			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	0	0	0
iii) Invalid Votes			
	Number of Members voted through Evoting and Poll whose votes were declared invalid		Number of Votes Cast by them (Shares)
Evoting	0		0

2. Resolution : Item No. 2 - Declaration Of Dividend On Equity Shares.

Mode	i) Voted in favour of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	1	450	100%
ii) Voted in against of the resolution			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	0	0	0
iii) Invalid Votes			
	Number of Members voted through Evoting and Poll whose votes were declared invalid		Number of Votes Cast by them (Shares)
Evoting	0		0

3. Resolution : Item No. 3 - Appointment of M/s Bhandari Dastur Gupta & Associates, Chartered Accountants as the Statutory Auditors of the Company and fixing their remuneration.

Mode	i) Voted in favour of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	1	450	100%
ii) Voted in against of the resolution			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	0	0	0
iii) Invalid Votes			
	Number of Members voted through Evoting and Poll whose votes were declared invalid		Number of Votes Cast by them (Shares)
Evoting	0		0



4. Resolution : Item No. 4 Appointment of Mr. Kailashchandra Kesardeo Seksaria (DIN : 00115565) as an Independent Director.

Mode	i) Voted in favour of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	1	450	100%
ii) Voted in against of the resolution			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	0	0	0
iii) Invalid Votes			
	Number of Members voted through Evoting and Poll whose votes were declared invalid	Number of Votes Cast by them (Shares)	
Evoting	0	0	

5. Resolution : Item No. 5 Appointment of Dr. Pandurang Hari Vaidya (DIN : 00939149) as an Independent Director.

Mode	i) Voted in favour of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	1	450	100%
ii) Voted in against of the resolution			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	0	0	0
iii) Invalid Votes			
	Number of Members voted through Evoting and Poll whose votes were declared invalid	Number of Votes Cast by them (Shares)	
Evoting	0	0	

6. Resolution : Item No. 6 Appointment of Dr. Mithilesh Kumar Sinha (DIN: 00043988) as an Independent Director.

Mode	i) Voted in favour of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	1	450	100%
ii) Voted in against of the resolution			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	0	0	0
iii) Invalid Votes			
	Number of Members voted through Evoting and Poll whose votes were declared invalid	Number of Votes Cast by them (Shares)	
Evoting	0	0	



7. Resolution : Item No. 7 Appointment of Mr. Arun Shanker Nagar\_(DIN : 00523905) as an Independent Director.

Mode	i) Voted in favour of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	1	450	100%
ii) Voted in against of the resolution			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	0	0	0
iii) Invalid Votes			
	Number of Members voted through Evoting and Poll whose votes were declared invalid	Number of Votes Cast by them (Shares)	
Evoting	0	0	

8. Resolution : Item No. 8 Appointment of Mr. Brijmohan Jindel\_(DIN : 00071417) as an Independent Director.

Mode	i) Voted in favour of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	1	450	100%
ii) Voted in against of the resolution			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	0	0	0
iii) Invalid Votes			
	Number of Members voted through Evoting and Poll whose votes were declared invalid	Number of Votes Cast by them (Shares)	
Evoting	0	0	

9. Resolution : Item No. 9 : Appointment of Ms. Nimisha Minesh Dutia (DIN: 06956876) as an Independent Director of the Company

Mode	i) Voted in favour of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	1	450	100%
ii) Voted in against of the resolution			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	0	0	0
iii) Invalid Votes			
	Number of Members voted through Evoting and Poll whose votes were declared invalid	Number of Votes Cast by them (Shares)	
Evoting	0	0	



10. Resolution : Item No. 10 - Remuneration of the Cost Auditor for the financial year 2014-2015.

Mode	i) Voted in favour of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	1	450	100%
ii) Voted in against of the resolution			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	0	0	0
iii) Invalid Votes			
	Number of Members voted through Evoting and Poll whose votes were declared invalid		Number of Votes Cast by them (Shares)
Evoting	0		0

11. Resolution:Item No. 11-Issue of Redeemable Non-Convertible Debentures(NCDs) on Private Placement.

Mode	i) Voted in favour of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	1	450	100%
ii) Voted in against of the resolution			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	0	0	0
iii) Invalid Votes			
	Number of Members voted through Evoting and Poll whose votes were declared invalid		Number of Votes Cast by them (Shares)
Evoting	0		0

12. Resolution : Item No. 12. Shifting of Register of Members from Registered Office to Mumbai

Mode	iv) Voted in favour of the resolution		
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	1	450	100%
v) Voted in against of the resolution			
	Number of Members voted through Evoting and Poll	Number of Votes Cast by them (Shares)	% of total number of Valid Votes cast
Evoting	0	0	0
vi) Invalid Votes			
	Number of Members voted through Evoting and Poll whose votes were declared invalid		Number of Votes Cast by them (Shares)
Evoting	0		0

Yours faithfully,

For SK Makhija & Associates  
Company Secretaries

Suman K Makhija

Proprietor

C. P. No.13322

Date: 27.09.2014

Place: Mumbai.



# SK Makhija & Associates

Company Secretaries

 pcs.skm@gmail.com

 809 786 9828

## FORM No. MGT-13 Report of the Scrutinizer

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

To,  
The Chairman,  
Amines & Plasticizers Limited  
D Building, Shiv Sagar Estate,  
Dr. Annie Besant Road,  
Worli, Mumbai - 400 018

Ref: 39<sup>th</sup> Annual General Meeting of the Equity shareholders of Amines & Plasticizers Limited held on September 29, 2014 at Guwahati.

Dear Sir,

I, Suman K Makhija, appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), for the Annual General Meeting of the Equity shareholders of Amines & Plasticizers Limited held on 29<sup>th</sup> September, 2014, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with Company



3. I did not find any poll papers invalid.

4. The results of the Poll is as under

**a) Resolution : Item No. 1 - ADOPTION OF ACCOUNTS**

i) Voted in favour of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
17	4044151	100%
ii) Voted in against of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
0	0	0
iii) Invalid Votes		
Number of Members present and voting (in person and proxy) whose votes were declared invalid	Number of Votes Cast by them	
0	0	

**b) Resolution : Item No. 2 - Declaration Of Dividend On Equity Shares**

i) Voted in favour of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
17	4044151	100%
ii) Voted in against of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
0	0	0
iii) Invalid Votes		
Number of Members present and voting (in person and proxy) whose votes were declared invalid	Number of Votes Cast by them	
0	0	



1. **Resolution :** Item No. 3 - Appointment of M/s Bhandari Dastur Gupta & Associates, Chartered Accountants as the Statutory Auditors of the Company and fixing their remuneration.

i) Voted in favour of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
17	4044151	100%
ii) Voted in against of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
0	0	0
iii) Invalid Votes		
Number of Members present and voting (in person and proxy) whose votes were declared invalid	Number of Votes Cast by them	
0	0	

- c) **Resolution :** Item No. 4 Appointment of Mr. Kailashchandra Kesardeo Seksaria (DIN : 00115565) as an Independent Director.

i) Voted in favour of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
17	4044151	100%
ii) Voted in against of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
0	0	0
iii) Invalid Votes		
Number of Members present and voting (in person and proxy) whose votes were declared invalid	Number of Votes Cast by them	
0	0	



- d) Resolution : Item No. 5 Appointment of Dr. Pandurang Hari Vaidya (DIN : 00939149) as an Independent Director.

i) Voted in favour of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
17	4044151	100%
ii) Voted in against of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
0	0	0
iii) Invalid Votes		
Number of Members present and voting (in person and proxy) whose votes were declared invalid	Number of Votes Cast by them	
0	0	

- e) Resolution : Item No. 6 Appointment of Dr. Mithilesh Kumar Sinha (DIN: 00043988) as an Independent Director.

i) Voted in favour of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
17	4044151	100%
ii) Voted in against of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
0	0	0
iii) Invalid Votes		
Number of Members present and voting (in person and proxy) whose votes were declared invalid	Number of Votes Cast by them	
0	0	



- f) Resolution : Item No. 7 Appointment of Mr. Arun Shanker Nagar\_(DIN : 00523905) as an Independent Director.

i) Voted in favour of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
17	4044151	100%
ii) Voted in against of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
0	0	0
iii) Invalid Votes		
Number of Members present and voting (in person and proxy) whose votes were declared invalid	Number of Votes Cast by them	
0	0	

- g) Resolution : Item No. 8 Appointment of Mr. Brijmohan Jindel\_(DIN : 00071417) as an Independent Director.

i) Voted in favour of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
17	4044151	100%
ii) Voted in against of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
0	0	0
iii) Invalid Votes		
Number of Members present and voting (in person and proxy) whose votes were declared invalid	Number of Votes Cast by them	
0	0	



- h) Resolution : Item No. 9 : Appointment of Ms. Nimisha Minesh Dutia (DIN: 06956876) as an Independent Director of the Company

i) Voted in favour of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
17	4044151	100%
ii) Voted in against of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
0	0	0
iii) Invalid Votes		
Number of Members present and voting (in person and proxy) whose votes were declared invalid	Number of Votes Cast by them	
0	0	

- i) Resolution : Item No. 10 - Remuneration of the Cost Auditor for the financial year 2014-2015.

i) Voted in favour of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
17	4044151	100%
ii) Voted in against of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
0	0	0
iii) Invalid Votes		
Number of Members present and voting (in person and proxy) whose votes were declared invalid	Number of Votes Cast by them	
0	0	



- j) Resolution : Item No. 11 - Issue of Redeemable Non-Convertible Debentures(NCDs) on Private Placement basis.

i) Voted in favour of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
17	4044151	100%
ii) Voted in against of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
0	0	0
iii) Invalid Votes		
Number of Members present and voting (in person and proxy) whose votes were declared invalid	Number of Votes Cast by them	
0	0	

- k) Resolution : Item No. 12. Shifting of Register of Members from Registered Office to Mumbai

i) Voted in favour of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
17	4044151	100%
ii) Voted in against of the resolution		
Number of Members present and voting (in person and proxy)	Number of Votes Cast by them	% of total number of Valid Votes cast
0	0	0
iii) Invalid Votes		
Number of Members present and voting (in person and proxy) whose votes were declared invalid	Number of Votes Cast by them	
0	0	



5. A Compact Disc (CD) containing a list of equity shareholders who voted 'FOR', 'AGAINST' and those whose resolutions were declared as invalid for each resolution is enclosed.
6. The poll papers and all relevant records were sealed and handed over to Mr. Ajay Puranik, Sr. Vice President(Corporate Affairs) & Company Secretary authorized by the Board for safe keeping.

Thanking you,

Place : Mumbai

Date : 01/10/2014

Yours sincerely,  
For SK Makhija & Associates.



*Suman K Makhija*  
Suman K Makhija  
Proprietor