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Alkyl Amines Chemicals Limited

**40th Annual Report
2019-20**

FINANCIAL HIGHLIGHTS

₹ in lakhs

Year Ending	31.03.2016	31.03.2017*	31.03.2018	31.03.2019	31.03.2020
Gross Revenue	53,797.46	55,712.94	69,576.86	95,557.04	114,943.68
Revenue Growth %	1.48%	3.56%	24.88%	37.34%	20.29%
Net Sales	47,260.79	48,862.45	60,500.14	83,221.85	97,304.95
EBIDTA **	9,340.63	9,627.37	11,959.45	16,720.97	26,403.14
% EBIDTA to Gross Revenue	17.36%	17.28%	17.19%	17.50%	22.97%
EBIDTA Growth (%)	5.56%	3.07%	24.22%	39.81%	57.90%
Profit before Tax (Rs)	7,248.06	7,393.19	9,577.36	13,019.49	25,970.93
PBT Growth (%)	8.33%	2.00%	29.54%	35.94%	99.48%
Profit After Tax (Rs)	4,985.48	5,035.80	6,428.90	8,374.45	21,528.12
PAT Growth (%)	9.76%	1.01%	27.66%	30.26%	157.07%
Net Fixed Assets	20,327.66	25,484.58	37,357.13	41,957.92	46,835.95
Net Current Assets	11,962.62	6,444.81	5,882.65	6,318.11	14,032.33
Equity Share Capital	1,020.61	1,020.61	1,020.61	1,020.61	1,020.61
Reserve & Surplus (excl. Deferred Tax)/ Other Equity	18,739.90	23,535.95	28,694.75	35,478.71	52,639.07
Book Value	96.88	120.40	145.69	178.95	263.08
Earning per Share - Basic (Rs.)	24.44	24.69	31.52	41.06	105.55
Earning per Share - Diluted (Rs.)	24.44	24.69	31.52	40.95	105.27
Equity Dividend (%)	200.00	100.00	140.00	160.00	400.00
Net Sales to Gross Fixed Assets (%)***	147.09	133.10	117.12	148.64	154.89
Return on Capital Employed (%)	32.98	26.30	25.64	32.65	51.80
Return on Net worth (%)	25.23	20.51	21.63	22.94	46.24
PAT to Net Sales (%) **	10.55	10.31	10.63	10.06	22.12

* Figures of March 31, 2017 have been regrouped according to Ind AS.

** For calculating EBIDTA to Gross Revenue ratio and PAT to Net Sales ratio, Exceptional item has not been considered.

*** For ratio of Net Sales to Gross Fixed Asset, Capital Work-in-Progress has not been considered

BOARD OF DIRECTORS

Yogesh M. Kothari	<i>Chairman & Managing Director</i>
Hemendra M. Kothari (upto 21.05.2019)	<i>Non-Executive Director</i>
Dilip G. Piramal	<i>Independent Director</i>
Shyam B. Ghia	<i>Independent Director</i>
Shobhan M. Thakore	<i>Independent Director</i>
Premal N. Kapadia	<i>Non-Executive Director</i>
Leja Hattiangadi	<i>Independent Director</i>
Chandrashekhar R. Gupte (w.e.f. 21.05.2019)	<i>Independent Director</i>
Kirat Patel	<i>Executive Director</i>
Suneet Kothari	<i>Executive Director</i>

Chintamani D. Thatte *General Manager
(Secretarial) & Company Secretary*

Rahul J. Mehta *General Manager - Finance & Accounts
(Chief Financial Officer)*

Auditors

N.M. Raiji & Co.
Chartered Accountants
Mumbai

Bankers

State Bank of India
Axis Bank Ltd.
Standard Chartered Bank
Citibank

Registrar & Transfer Agents

Sharex Dynamic (India) Private Limited
C-101, 247 Park, L B S Marg,
Vikhroli (West), Mumbai - 400 083
Tel No.: +91 22 2851 5644 / 5606 | Fax : + 91 22 2851 2885
Email : support@sharexindia.com | Website : www.sharexindia.com

Registered Office :

401-407, Nirman Vyapar Kendra,
Plot No. 10, Sector 17, Vashi,
Navi Mumbai - 400 703
Tel.: 022 6794 6618
Fax : 022 6794 6666
E-mail : legal@alkylamines.com
CIN: L99999MH1979PLC021796

Manufacturing Sites :

Patalganga Plant
Plot No. A-7 & A-25,
MIDC Patalganga Industrial Area,
Dist. Raigad - 410 220
Maharashtra

Kurkumbh Plant :

Plot No. D-6/1 & D-6/2,
MIDC Kurkumbh Industrial Area,
Tal. Daund,
Dist. Pune - 413802
Maharashtra

Dahej Plant :

Plot No. D-2/CH/149/2,
GIDC Dahej-2 Industrial Area,
Tal. Vagra,
Dist. Bharuch - 392110
Gujarat

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th Annual General Meeting of **ALKYL AMINES CHEMICALS LIMITED** will be held on Friday, August 14, 2020 at 2.30 PM IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020, 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, 2020 together with the reports of the Board of Directors and Auditors thereon.
2. To confirm interim dividend of Rs. 10/- per share paid in March, 2020 and to declare final dividend of Rs. 10/- per share recommended by the Board of Directors for the year 2019-20.
3. To appoint a Director in place of Mr. Kirat Patel (DIN 00019239) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

Re-appointment of Mr. Suneet Kothari as an Executive Director

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force and subject to any approval as may be necessary, the Company hereby approves the terms of re-appointment and remuneration of Mr. Suneet Kothari (holding DIN 00021421) as Executive Director of the Company for a further period of five years from January 1, 2020 to December 31, 2024, on terms and conditions as set out in the Explanatory Statement annexed hereto including the remuneration to be paid in the event of inadequacy of profits in any financial year, which are hereby specifically approved and sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment as may be agreed between the Board and Mr. Suneet Kothari.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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

Re-appointment of Mr. Kirat Patel as an Executive Director

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and subject to any approval as may be necessary, the Company hereby approves the terms of re-appointment and remuneration of Mr. Kirat Patel (holding DIN 00019239) as Executive Director of the Company for a further period of five years from January 1, 2020 to December 31, 2024, on terms and conditions as set out in the Explanatory Statement annexed hereto including the remuneration to be paid in the event of inadequacy of profits in any financial year, which are hereby specifically approved and sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment as may be agreed between the Board and Mr. Kirat Patel.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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

Re-appointment of Mr. Yogesh M. Kothari as Chairman and Managing Director

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force and subject to any approval as may be necessary, the Company hereby approves the terms of re-appointment and remuneration of Mr. Yogesh M. Kothari (holding DIN 00010015) as Chairman and Managing Director of the Company for a further period of five years from April 1, 2020 to March 31, 2025, on terms and conditions as set out in the Explanatory Statement annexed hereto including

the remuneration to be paid in the event of inadequacy of profits in any financial year, which are hereby specifically approved and sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment as may be agreed between the Board and Mr. Yogesh M. Kothari.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s) and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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

Ratification of Remuneration to Cost Auditor

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), remuneration as set out in the Explanatory Statement annexed to this notice, to be paid to M/s. Hemant Shah & Associates, Cost Accountants, (Firm Registration No. 394), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2021, be and is hereby ratified.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary to give effect to this resolution.”

NOTES:

- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and aforesaid MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue of the AGM will be the Registered Office of the Company.

- An Explanatory Statement setting out all material facts relating to Special Business to be transacted at AGM at Item Nos. 4 to 7 is annexed herewith.

The Board of Directors have considered and decided to include Item Nos. 4 to 7 given above, as Special Business in the AGM, being unavoidable.

- Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website, websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of National Securities Depository Limited (NSDL).
- For receiving all communication (including Annual Report) from the Company electronically: a) Members holding shares in physical mode and who have not registered / updated their email address with the Company can temporarily register / update their email address by clicking on the link https://sharexindia.com/Email_Register.html b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
- Register of Members and Share Transfer Books will remain closed from Saturday, August 8, 2020 to Friday, August 14, 2020 (both days inclusive) for the purpose of Annual General Meeting.
- Members seeking any information with regard to the accounts or any document to be placed at the AGM, are requested to write to the Company on or before Monday, August, 10, 2020 through email on legal@alkylamines.com. The same will be replied / made available by the Company suitably.
- Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF. Please note that pursuant to provisions of Section 124, 125 of the Companies Act, 2013 all unclaimed/unpaid dividends up to 2011-12 have been transferred to the IEPF . The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 6, 2019 (date of last Annual General Meeting) on the website of the Company (www.alkylamines.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
 - 22800 equity shares are lying in the unclaimed suspense account. Concerned shareholders have been reminded to claim their shares.

10. We have been offering the facility of electronic credit of dividend directly to the respective bank accounts of our shareholders, through National Electronic Clearing Service (NECS) and National Automated Clearing House (NACH). Shareholders who would like to avail of the ECS facility (if not done earlier) are requested to communicate with Company's Registrar and Transfer Agents at support@sharexindia.com. Further, the shareholders holding shares in physical form, for receiving dividend electronically can also temporarily register/ update their bank account details at the earliest by clicking on the link: https://sharexindia.com/Bank_Register.html, provided by the Company's Registrar and Transfer Agent. Kindly note that shareholders holding shares in dematerialised form would receive their dividend directly to the bank account nominated by them to their Depository Participant, as per SEBI directives. Dividend warrants/ demand drafts will be dispatched to the registered address of the Shareholders who have not registered/updated their bank account details, after lifting of lockdown and normalisation of postal services.
11. The members are requested to notify change of address, if any, to the Company's Registrar and Transfer Agent.
12. The members may note that the Company's Equity Shares are listed on the BSE Ltd. and the National Stock Exchange Ltd. and the listing fees to the stock exchanges have been paid.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
15. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company's Registrar and Transfer Agent (in case of shares held in physical mode) and with relevant depository participant (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by clicking on the link <https://sharexindia.com/submission-of-form-15g-15h.html> on or before Friday, 31st July 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by submitting these declarations / documents on the link <https://sharexindia.com/submission-of-form-15g-15h.html>. The aforesaid declarations and documents need to be submitted by the shareholders latest by July 31, 2020.

16. Members of the Company had approved the appointment of M/s. N.M. Raiji & Co., Chartered Accountants, Mumbai as Statutory Auditors at the 39th Annual General Meeting of the Company for a balance term of 3 years in their first term of 5 years. Accordingly, M/s. N.M. Raiji & Co., shall be the Statutory Auditors of the Company for the FY 2020-21.

17. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS.

A. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- II. The remote e-voting period commences on Sunday, August 9, 2020 (9:00 a.m. IST) and ends on Thursday, August 13, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, August 7, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- III. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, August 7, 2020.
- IV. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, i.e. August 7, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- V. The Company has appointed Mr. Prashant S. Mehta, Practising Company Secretary (Membership No. A5814), as the Scrutinizer to scrutinize the voting during AGM and remote e-voting process in a fair and transparent manner.
- VI. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholders” section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below

	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is as under :
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001*

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you by NSDL. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice.
6. If you are unable to retrieve or have not received the ‘initial password’ or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, click on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-voting will open

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company which is 113160.

4. Now you are ready for e-voting as the Voting page opens
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

THE PROCEDURE FOR E-VOTING ON THE DAY OF THE AGM IS SAME AS THE INSTRUCTIONS MENTIONED ABOVE FOR REMOTE E-VOTING.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available throughout the proceedings of the AGM. This facility will be available for Members on first come first served basis.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / toll free number 1800-222-990 or contact Mr. Sanjeev Yadav, Assistant Manager- NSDL at sanjeevy@nsdl.co.in / 022-42165335.
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at legal@alkylamines.com from Friday, August 7, 2020 (9:00 a.m. IST) to Monday, August 10, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM for smooth conduct of the AGM

C. GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to acs.pmehta@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

In case of any grievances connected with facility for e-voting, please contact Ms. Sarita Mote, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in/saritam@nsdl.co.in, Tel: 91 22 2499 4890/ 1800-222-990

18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.alkylamines.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

By order of the Board

CS CHINTAMANI D. THATTE
 General Manager (Secretarial)
 & Company Secretary

Registered Office:

401-407, Nirman Vyapar Kendra,
 Plot No. 10, Sector 17, DBC
 Vashi, Navi Mumbai 400 703.
 CIN: L99999MH1979PLC021796

Date: June 23, 2020

ANNEXURE TO THE NOTICE

I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

At the 35th Annual General Meeting held on July 7, 2015 the shareholders had approved re-appointment of Mr. Suneet Kothari as Executive Director for a period of 5 years from January 1, 2015 to December 31, 2019. The Board of Directors, on the recommendation of Nomination and Remuneration Committee and subject to the approval of the Shareholders of the Company, at its meeting held on November 6, 2019 has re-appointed Mr. Suneet Kothari as Executive Director for a further period of 5 years from January 1, 2020 to December 31, 2024 upon the terms and conditions including remuneration as set out hereunder.

The appointment of Mr. Suneet Kothari as an Executive Director and the remuneration proposed to be paid or granted to him are in conformity with the provisions and requirements Companies Act, 2013, Schedule V and Rules thereunder and are subject to the approval of the Members in the General meeting. Accordingly, no approval of the Central Government is required to be obtained for the appointment of Mr. Suneet Kothari as an Executive Director. Further, as per Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the compensation payable to Executive Directors who are Promoters or members of the promoter group, shall be subject to approval of the members by a special resolution if the aggregate annual remuneration to such directors, where there is more than one such directors, exceeds 5 per cent of the net profits of the listed entity. Mr. Yogesh Kothari and Mr. Suneet Kothari are Promoter and member of the Promoter group respectively. Accordingly, the approval of the Members is sought for the re-appointment and remuneration of Mr. Suneet Kothari as an Executive Director.

Mr. Suneet Kothari is working with us since January 15, 2001. He is incharge of Marketing and Procurement. Mr. Suneet Y. Kothari, aged 43 years, is a Chemical Engineer and Chemistry / Biochemistry Graduate from Cornell University, U.S.A. He has successfully completed one year MBA (Masters in Business Administration) course at INSEAD, France / Singapore. Prior to employment with us, he has one and half years' experience with Diamond Technology Partners, U.S.A. as a Management Strategy Consultant. During his tenure with us since January 2001, he played a significant role in setting up the new product development effort and seeing it started off successfully and developing export market.

He is Director of the following Companies:

1. Purjeeko Trading & Investment Pvt. Ltd
2. Atreya Innovations Pvt. Ltd.

He is a member of Risk Management Committee of the Company.

Present remuneration of Mr. Suneet Kothari, as approved by the shareholders is Rs. 6,15,000 per month plus other perquisites like HRA, Medical Reimbursement, LTA, Mediclaim, Provident Fund, Gratuity, etc. He is also entitled for 1% commission on net profits.

The material terms of his remuneration are as under:

a) Basic Salary :

In the range of Rs.8,00,000/- per month to Rs.14,00,000/- per month with effect from April 2020 with annual increment of Rs.1,50,000/-. His present basic salary and House Rent Allowance will continue till March 2020.

Other Perquisites with effect from 1.4.2020:

- b) House Rent Allowance : 60% of basic salary
- c) Medical reimbursement: Reimbursement of actual medical expenses incurred for self and family.
- d) Leave Travel Concession: Reimbursement of actual expenses for self and family once in a year to and fro to any place.
- e) Premium on Mediclaim Policy for self and family, at actuals. This perquisite will be effective with immediate effect from January 1, 2020.
- f) Use of company cars and re-imbursement of driver's salary.
- g) Telephone facilities
- h) Provident Fund: Company's contribution to Provident Fund
- i) Education allowance: Rs. 12,000/- per annum
- j) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- k) Benefit of three clubs.
- l) Commission: One percent commission on net profit as calculated under the applicable provisions of the Companies Act, 2013.
- m) The Executive Director shall be entitled on full pay and allowance, as per rules of the company, not more than 30 days' leave per annum.

The leave accumulated but not availed of can be encashed by him.

- n) The Executive Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including travelling, entertainment, etc.) for and on behalf of the company.
- o) In the event of loss or inadequacy of profits, he shall be paid the above remuneration, except commission on profits.

The remuneration payable to Mr. Suneet Kothari is in consonance with the remuneration being paid by the other companies of similar size in the industry to their managerial personnel.

Mr. Suneet Kothari is son of Mr. Yogesh M. Kothari, who is the Promoter of the Company. He holds 1,53,324 equity shares constituting 0.75% of the equity capital of the Company. They along with their relatives and entities controlled by them hold 1,51,32,788 equity shares constituting 74.19% of the equity capital of the company.

Except Mr. Suneet Y. Kothari himself and his father Mr. Yogesh M. Kothari, Chairman and Managing Director, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 4 of the notice. The Board recommends the special resolution set out at Item No. 4 of the Notice for approval by the Members.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

ITEM NO. 3 and 5:

Mr. Kirat Patel, Executive Director, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment

At the 35th Annual General Meeting held on July 7, 2015 the shareholders had approved re- appointment of Mr. Kirat Patel as Executive Director for a period of 5 years from January 1, 2015 to December 31, 2019. The Board of Directors, on the recommendation of Nomination and Remuneration Committee and subject to the approval of the Shareholders of the Company, at its meeting held on November 6, 2019 has reappointed Mr. Kirat Patel as Executive Director for a further period of 5 years from January 1, 2020 to December 31, 2024 upon the terms and conditions including remuneration as set out hereunder.

The appointment of Mr. Kirat Patel as an Executive Director and the remuneration proposed to be paid or granted to him are in conformity with the provisions and requirements of the Companies Act, 2013, Schedule V and Rules thereunder and are subject to the approval of the Members in the General meeting. Accordingly, no approval of the Central Government is required to be obtained for the appointment of Mr. Kirat Patel as an Executive Director.

Mr. Kirat Patel, aged 67, is B.Tech., Mechanical Engineering from Indian Institute of Technology, Mumbai, and M.M.S. (Finance) from Jamnalal Bajaj Institute of Management, Mumbai, and has been working with the Company since its inception. He is a Director of Kaira Can Company Limited and is a member of their Audit Committee.

He is also director of the following Companies:

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

He is also a member of Corporate Social Responsibility Committee and Chairman of Risk Management Committee of the Company.

Present remuneration of Mr. Kirat Patel, as approved by the shareholders, is Rs. 6,50,000 per month plus other perquisites like HRA, Medical Reimbursement, LTA, Mediclaim, Provident Fund, Gratuity, etc. He is also entitled for 1% commission on net profits.

The material terms of his remuneration are as under :

- a) Basic Salary :
In the range of Rs.8,50,000/- per month to Rs.14,50,000/- per month with effect from April 2020 with annual increment of Rs.1,50,000/-. His present basic salary and house rent allowance will continue till March 2020.
Other Perquisites with effect from 1.4.2020:
- b) House Rent Allowance : 60% of basic salary
- c) Medical reimbursement: Reimbursement of actual medical expenses incurred for self and family.
- d) Leave Travel Concession: Reimbursement of actual expenses for self and family once in a year to and fro to any place.
- e) Premium on Mediclaim Policy for self and family, at actuals. This perquisite will be effective with immediate effect from January 1, 2020.
- f) Use of company cars and re-imbursement of driver's salary.
- g) Telephone facilities
- h) Provident Fund: Company's contribution to Provident Fund
- i) Education allowance: Rs.12,000/- per annum
- j) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- k) Benefit of three clubs.