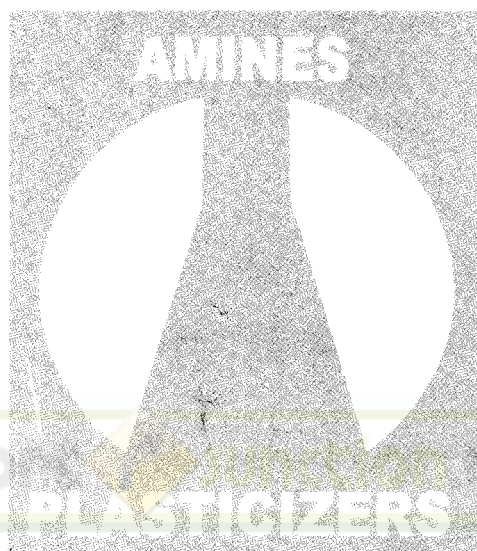


AMINES & PLASTICIZERS LIMITED



**Annual Report
2007 - 08**

	HEMANT KUMAR RUIA	<i>Chairman & Managing Director</i>
DIRECTORS	{	K.K. SEKSARIA
		DR. M.K. SINHA
		DR. P.H. VAIDYA
		A. S. NAGAR
		B. M. JINDEL
	AJAY PURANIK	<i>Company Secretary</i>
BANKER	STATE BANK OF INDIA	
AUDITORS	D. BASU & COMPANY LODHA & COMPANY	
REGISTERED OFFICE	NOONMATI, GUWAHATI, ASSAM	

REGISTRAR & SHARE TRANSFER AGENT

SHAREPRO SERVICES	Satam Estate, 3 rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai – 400 099.
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AMINES & PLASTICIZERS LIMITED**NOTICE**

NOTICE is hereby given that the Thirty Third Annual General Meeting of the members of Amines & Plasticizers Ltd will be held on Tuesday, 30th September, 2008 at 2.00 P.M. at Hotel Nandan, Paltan Bazaar, Guwahati, Assam, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2008, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Mithilesh Kumar Sinha, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr. Pandurang Hari Vaidya who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT in terms of article 83 of the Articles of Association of the Company and pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII as amended and all other applicable provisions, if any, and subject to such approvals and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded for the re-appointment of Shri Hemant Kumar Ruia as Chairman & Managing Director of the Company for a period of 5 years with effect from 1st April, 2008 on such terms and conditions, including expressly the remuneration payable to him as set out here in below:

1. Period :

The appointment will be effective from 1st April,

2008 for a period of five years i.e. up to 31st March, 2013.

2. Overall Remuneration:

The remuneration payable to him shall be as follows:

- i) Salary : Rs.55,000/- per month with annual increment of such amount as may be decided by the Board.
- ii) Perquisites : Perquisites are classified into three categories A,B,C as follows :

CATEGORY 'A'

- i) House Rent Allowance

Housing I:

Mumbai, New Delhi, Kolkata and Chennai : 50 % of the salary.

Housing II:

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

Housing III:

In case the Company provides no accommodation, he shall be entitled to house rent allowance subject to the ceiling laid down in Housing I.

- ii) Gas, Electricity and Water expenses at actuals, subject to an overall ceiling of 10% of annual salary.
- iii) Reimbursement of House maintenance expenses subject to a maximum of one month's salary per year.
- iv) Furnishing allowance: one month's salary per year.
- v) Bonus @ 20% of the annual salary per year
- vi) Medical Reimbursement – Expenses incurred for self and family subject to a ceiling of one and half month's salary in a year or seven and half months' salary over a period of five years.

AMINES & PLASTICIZERS LIMITED



- vii) Leave Travel Concession – For self and family once in a year according to the rules of the Company.
- viii) Club fees : Fees of clubs, subject to a maximum of two clubs but this will not include admission and life membership fees.
- ix) Personal Accident Insurance – Premium not to exceed Rs.5,000/- in a year.Explanation-Family means the spouse, the dependent children and dependant parents of the Chairman and Managing Director.

CATEGORY 'B'

The Chairman and Managing Director shall also be eligible to the following perquisites, which shall not be included in the computation of the ceiling for the purpose of remuneration or minimum remuneration.

- a) Contribution to Provident Fund, Superannuation Fund or Annuity fund to the extent these either singly or taken together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

CATEGORY 'C'

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

Earned Leave :

On full pay and allowance as per the rules of the Company. In case of loss or inadequacy of profits in any financial year, the Chairman and Managing Director will be entitled to a minimum remuneration by way of salary and perquisites as specified above subject to the limits specified in that regard in Schedule XIII to the Companies Act, 1956, from time to time.

Shri Hemant Kumar Ruia will not be entitled to any sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall not be liable to retire by rotation. The Company shall reimburse to the Chairman and Managing Director, entertainment, traveling and all other expenses incurred by him for the

business of the Company.

Subject to the superintendence and control of the Board of Directors, he shall be responsible for the day-to-day management of the affairs of the Company.

The said reappointment can be terminated by either party giving to the other party three-month's notice in writing.

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

For Amines & Plasticizers Ltd.

by Order of the Board

Place : Mumbai
Date : 29/08/2008

AJAY PURANIK
(Company Secretary)

Registered Office:
Noonmati,
Guwahati - 781 020, Assam.

NOTES:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (2) Instrument of proxy in order to be effective must be deposited at the Company's Registered Office at Noonmati, Guwahati, Assam or Head Office at Mumbai not less than 48 hours before the commencement of the Annual General Meeting.
- (3) An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of item no. 5 of the Notice is annexed hereto.
- (4) The Register of Members and Share Transfer Books of the Company will remain closed from 15th September, 2008 to 19th September, 2008(both days inclusive).
- (5) The Company has connectivity with both the

AMINES & PLASTICIZERS LIMITED

Depositories i.e, Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Limited (NSDL) and ISIN No. is INE275D01014. Members are requested to dematerialize their shares for scrip less trading.

- (6) Members holding shares in physical form are requested to notify immediately any change of address, if any, to the Company's Registrar & Share Transfer Agent and in case their

shares are held in dematerialized form this information should be passed on directly to their respective depository participants and not to the Company/STA, without any delay.

- (7) Members desirous of getting any information on the accounts or operations of the Company, are requested to forward their queries to the Company at least seven working days prior to the meeting so that the required information can be made available at the meeting.

ANNEXURE TO NOTICE, EXPLANATORY STATEMENT

(Pursuant to Section 173 (2) of the Companies Act, 1956)

Item No. 5:

The Board of Directors at their meeting held on 31st January, 2008 on the recommendation of the Remuneration Committee, re-appointed Shri Hemant Kumar Ruia as Chairman & Managing Director w.e.f. 1st April, 2008 for a period of 5 years.

Shri Hemant Kumar Ruia is a graduate in Commerce and Law from Bombay University, having a varied and rich experience in various fields. He has been associated with the Company for past 27 years and is looking after all major policy decisions as well as day-to-day affairs of the Company. During this tenure, he has taken many initiatives to diversify Company operations into various areas mainly technology and engineering fields. Under his leadership, the Company has grown from a domestic level Company to a Company of International repute.

Considering his long association, vast experience in the activities of the Company and the exceptional contribution made by him in the Company's growth, the Board feels that it is in the interest of the Company to re-appoint Shri Hemant Kumar Ruia

as Chairman & Managing Director for a term of five years w.e.f. 1st April, 2008 and hence, recommends the passing of resolution mentioned at Item No.5.

Except Shri. Hemant Kumar Ruia, none of the Directors of the Company is in any way interested in the said resolution.

The terms and conditions detailed in the resolution proposed to be passed at Item No. 5 of the Notice be also considered as an abstract of the re-appointment of Shri Hemant Kumar Ruia and a memorandum as to the nature of concern or interest in the said reappointment, as required under Section 302 of the Companies Act, 1956.

For Amines & Plasticizers Ltd.

by Order of the Board

Place : Mumbai
Date : 29/08/2008

AJAY PURANIK
(Company Secretary)

AMINES & PLASTICIZERS LIMITED

**Details of Directors seeking re-appointment in forthcoming
Annual General Meeting**

Name of the Director	MITHILESH KUMAR SINHA	PANDURANG HARI VAIDYA
Date of Birth	02.09.1935	25.05.1939
Date of Re-appointment	29.09.2006	29.09.2006
Expertise in specific functional area	Vast experience in Banking Industry	Wide experience in HRD, Finance and General Administration
Qualifications	M.A., Phd.	M.Com., Phd.
Number of outside Directorships held in Public Limited Companies as on 31.03.08	6	1
Name of the outside Public Limited Companies in which directorships held as on 31.03.08	Austral Coke & Projects Ltd. Flexo Film Wraps (India) Ltd. APL Infotech Ltd. Bang Overseas Ext. Limited Prag Bosimi Synthetics Ltd. Radaan Media Works (India) Ltd.	Ariva Industries (India) Ltd.
Chairman/ Member of the Committee of the Board of Public Companies on which he is a Director as on 31.03.08	Nil	Nil

AMINES & PLASTICIZERS LIMITED**DIRECTORS' REPORT**

Your Directors have pleasure in presenting their Thirty Third Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2008.

(Rupees in Lacs)

FINANCIAL RESULTS	For the year ended 31.03.2008	For the year ended 31.03.2007
Income	10692.31	9272.62
Profit before Interest, Depreciation and Taxes	738.73	629.86
Less : Interest	381.00	268.54
Depreciation	55.68	47.13
Profit before tax	302.05	314.19
Provision for taxation		
➤ Current Tax	33.05	104.30
➤ Deferred Tax	23.81	16.17
➤ Fringe Benefit Tax	10.19	8.89
➤ Wealth Tax	0.12	—
➤ MAT Credit Entitlement	(17.81)	—
Profit after Tax	252.69	184.83
Tax Provision relating to earlier year reversed	55.77	—
Balance of profit brought forward from the previous year	534.49	349.66
Balance of profit carried to Balance Sheet	842.95	534.49

DIVIDEND:

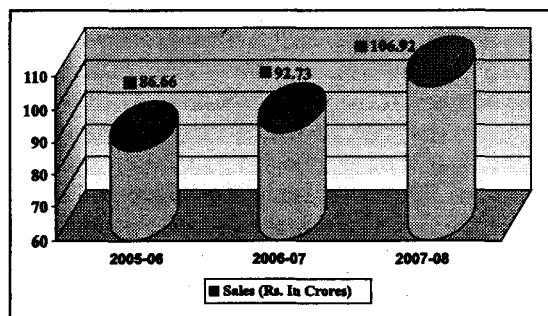
In order to conserve resources, your Directors do not recommend any dividend for the year under consideration.

The current year Order book position is satisfactory and the Company expects to continue its growth. The Company has also increased its strength in providing technical services from which revenue is expected to continue.

OPERATIONS AND FUTURE PROSPECTS:

During the year under review the income of the Company rose to Rs.106.92 Crores from Rs.92.73 Crores i.e, more than 15% higher as compared to last year. The profit after tax for the year increased from Rs. 1.85 Crores to Rs. 2.53 Crores i.e, approx. 36% higher as compared to last year.

During the period under review, the Company was able to increase its sales and also revenue from Technical Services inspite of stiff competition and steep increase in raw material and fuel prices.

SALES PERFORMANCE

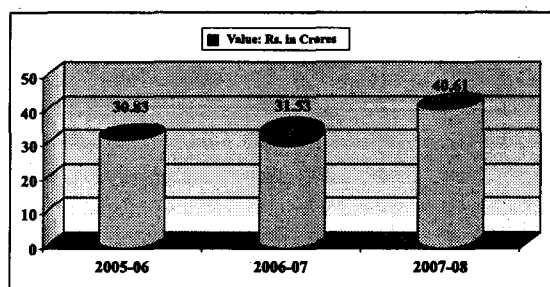
AMINES & PLASTICIZERS LIMITED



EXPORTS:

The export revenue of the Company was Rs.40.61 Crores as compared to Rs. 31.53 Crores achieved during the previous year. The Company was thus able to increase its export growth by approx. 30% over last year.

EXPORT PERFORMANCE



ISO CERTIFICATION:

At present the Company has an ISO 9001:2000 certification by DET NORSKE VERITAS(DNV).The Company is in the process of getting Integrated Management System i.e. ISO 14001:2004 and OHSAS 18001:2007 through DNV. This will help in controlling pollution and improving safety and health of persons in and around work area. This will enable the Company to improve environment and create safe working conditions.

RESEARCH & DEVELOPMENT:

The Company's R&D efforts towards development of new products/process and formulations with due consideration to safety and environmental factors has helped in expanding the customer base in India and abroad, especially in key sectors such as oil and gas refineries, fertilizer units, pharma and specialty textiles. Specific requirements in various Natural Gas/Refinery Gas Treating applications, concerning the "Corrosive" hydrogen-sulphide (H_2S) and 'Global Warming' culprit carbon-di-oxide (CO_2) are met successfully not only in India but also in various overseas units. It is creditable that your Company's specialty Gas Treating Solvents, specifically designed by blending one of our large

volume product (Methyl Diethanolamines) with proper additives, gets recognition all over the world against stiff giant competitor's similar products due to its better performance. This field is bound to boom further in future as more and more gas wells are struck all over the world.

One of environmental friendly product is a resounding success in the "viscose" (Specialty textile) field to the extent that highly environmental conscious European Companies prefer our products to that of competitors due to its less toxic nature. Further, the commercial production of few drug intermediates developed by in-house R&D this year by novel methods has given boost to our R&D team for scaling new heights in future.

As reported last year, the Company developed a special technology for Pressure Swing Adsorption in association with a reputed Technical Institute in Mumbai. During the year, the Pilot Plant was commissioned with the use of which the Company secured orders for technical services which are already reflected in the current year accounts and revenues are expected to continue in the coming years.

SICK INDUSTRIAL COMPANIES (SPECIAL PROVISIONS) ACT, 1985:

During the year under review, the Company has complied with the re-payment schedule and other directives as provided in the sanctioned Rehabilitation Scheme and all dues were paid in time as per the prescribed schedule. As per the directives, the Company has set up a Management Committee which meets every month and reviews all compliances. The Auditors appointed by the Hon'ble BIFR, have conducted periodical Audit as prescribed and submitted their report to the Hon'ble BIFR.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Dr. M. K. Sinha and Dr. P. H. Vaidya, Directors, retire by rotation and are eligible for re-appointment. The Board recommends their

AMINES & PLASTICIZERS LIMITED



appointment.

The Board of Directors has re-appointed Mr. Hemant Kumar Ruia as Chairman & Managing Director, subject to the approval of the members at the ensuing Annual General Meeting for a term of five years w.e.f. 01/04/2008 to 31/03/2013.

AUDITORS:

M/s. D. Basu & Co. and M/s. Lodha & Co., Chartered Accountants, Auditors of the Company, hold office until conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received letters from them to the effect that their appointment, if made, would be within the prescribed limits under section 224(I B) of the Companies Act, 1956. The Audit Committee of the Board has recommended the re-appointment of M/s. D. Basu & Co. & M/s. Lodha & Co. as Auditors of the Company.

INSURANCE:

All properties and insurable interest of the Company including buildings, plant and machineries, stores and spares have been adequately insured.

SUBSIDIARY:

During the year under review, the Company initiated the process of forming a subsidiary "APL Engineering Services Private Limited" to venture out in the field of Service providers for integrated design, engineering, construction, installation and project management of industrial, mechanical, electrical, civil and information technology. Further, few Corporate / Entities approached the Company for various advisory related services and therefore, the Company decided to act as advisors, analyzers, contractors and project management consultants to projects pertaining to chemical, civil, mechanical, electrical, engineering and also for executing projects relating to construction of building, both commercial and residential, roads, highways, bridges, cross country pipelines and all other structural projects of this nature.

Your Company's subsidiary APL Infotech Limited is in the final stage of its software development

project. The Company is engaged in R&D of software applications, preparing software solutions and applications for Oil and Gas Industry for pipe leak detection and other related activities which has synergy with your Company's existing business. The software developed for the above purpose has been further extended to be used in the construction industry in the domestic as well as in the international markets. During the current year, the Company has already received orders from clients in this respect.

As per the exemption Order no.47/531/2008-CL-III dated 26/08/2008 passed by the Central Government under Section 212 (8) of the Companies Act, 1956, the financial statements of the subsidiary companies have not been attached. However, a statement under Section 212 (3), which also contains relevant information in terms of the exemption order, is attached. Annual Accounts of subsidiary Companies have been kept at Head Office and can be inspected and obtained by members during office hours till the date of Annual General Meeting of the Company.

FIXED DEPOSITS:

The Company has not accepted or renewed any Deposits from public during the year under review and there is no unpaid or unclaimed deposits lying with the Company.

BALANCE SHEET ABSTRACT & COMPANY'S GENERAL BUSINESS PROFILE:

Information pursuant to Department of Company Affairs Notification relating to the Balance Sheet Abstract and Company's General Business Profile is given in the Annual Report for the information of the Shareholders.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Pursuant to the provisions of Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, prescribed

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particulars as applicable is annexed hereto as Annexure 'A' and forms part of this Report.

PARTICULARS OF EMPLOYEES:

None of the employees of the Company fall under the provision of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, during the year under report.

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of provisions of Section 217 (2AA) of the Companies Act, 1956, the Directors on the Board confirm that :

- 1) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures wherever applicable;
- 2) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- 3) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) The Directors have prepared the annual accounts on a going concern basis.

INDUSTRIAL RELATIONS:

The industrial relations remained cordial during the year under review.

CORPORATE GOVERNANCE:

Corporate Governance primarily involves transparency, full disclosure, independent monitoring of the state of affairs and being fair to all stakeholders. The Company has complied with the mandatory provisions of Corporate Governance. As prescribed under the Listing Agreement of the Stock Exchanges, a separate report on Corporate Governance appears after this report. A certificate from M/s. VKM and Associates, Practicing Company Secretaries with regard to compliance of the Corporate Governance Code by the Company is annexed hereto and forms part of this report. Further, a separate Management Discussion & Analysis Report is also enclosed with this report.

APPRECIATION:

The Directors wish to express their appreciation of the support and co-operation of officials of the Central and State Government and take this opportunity to thank all its Bankers, suppliers, business associates and customers who continue to repose their trust in the Company.

The Directors are also grateful to the shareowners for their continued support, confidence and the faith reposed in the Company. Your Directors also acknowledge the valuable contributions of its employees at all levels with whose dedication and committed efforts, the Company has been able to enhance its position in the market place.

For and on behalf of the Board

HEMANT KUMAR RUIA

Place : Mumbai
Date : 29/08/2008

*Chairman &
Managing Director*