

Annual Report 2017-18



INFOTECH



OIL & GAS



**TEXTILE
AUXILIARY
CHEMICALS**



**GAS TREATING
CHEMICALS
& SERVICES**



**INDUSTRIAL
GASES**



**PHARMACEUTICAL
INTERMEDIATES**



**ENGINEERING
& PROJECTS**

AMINES & PLASTICIZERS LTD.





COMPANY INFORMATION

BOARD OF DIRECTORS

CHAIRMAN AND MANAGING DIRECTOR

HEMANT KUMAR RUIA

EXECUTIVE DIRECTOR

YASHVARDHAN RUIA

DIRECTORS:

K. K. SEKSARIA

Dr. M. K. SINHA

Dr. P. H. VAIDYA

A. S. NAGAR

B. M. JINDEL

NIMISHA DUTIA

PRESIDENT (LEGAL) & COMPANY SECRETARY

AJAY PURANIK

CHIEF FINANCIAL OFFICER

PRAMOD SHARMA

BANKER:

STATE BANK OF INDIA

SYNDICATE BANK

STATUTORY AUDITOR:

M/S B D G & ASSOCIATES

Chartered Accountants

AMINES & PLASTICIZERS LTD.

REGISTERED OFFICE:

POAL & ENCLAVE, PRINCIPAL J. B. ROAD,
CHENIKUTHI, GUWAHATI -781 003,
ASSAM.

REGISTRAR & SHARE TRANSFER AGENT:

SHAREX DYNAMIC (INDIA) PVT. LTD.
UNIT NO. I, LUTHRA IND. PREMISES, SAFED POOL,
ANDHERI KURLA ROAD, ANDHERI (EAST),
MUMBAI - 400072.



S.n.	Contents:	Page nos.
1.	Notice	01
2.	Directors' Report	12
3.	Corporate Governance Report	40
4.	Management Discussion and Analysis	57
5.	Independent Auditors' Report	63
6.	Balance Sheet	70
7.	Profit & Loss Account	71
8.	Cash Flow Statement	74
9.	Notes to the Accounts	75
10.	Independent Auditors' Report on Consolidated Financial Statements	110
11.	Consolidated Accounts	114

NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of **AMINES & PLASTICIZERS LIMITED** will be held on Thursday, 27th September, 2018, at 11.30 A.M. at Hotel Nandan, G S Road, Paltan Bazar, Guwahati – 781008, Assam, India to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt:
 - a. Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, together with Reports of the Directors and Auditors thereon; and
 - b. Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018, together with Report of the Auditors thereon.
2. To declare Dividend of 30 paise per Equity Share of face value of ₹ 2/- each for the Financial Year ended March 31, 2018.
3. To appoint a Director in place of Mr. Yashvardhan Ruia (DIN : 00364888) who retires by rotation 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 an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 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) and in partial modification of the resolution passed by the Members of the Company at the 42nd Annual General Meeting (AGM) of the Company held on 27th September, 2017, the consent of the Members be and is hereby accorded for ratification of the appointment of M/s. B D G & Associates, Chartered Accountants (Firm Registration No. 119739W) Mumbai, as the Statutory Auditors of the Company to hold the office for a period of 4 years commencing from the conclusion of this 43rd AGM

till the conclusion of the 47th AGM of the Company to be held in the year 2022 without seeking any further ratification from the shareholders of the Company for their appointment as Statutory Auditors for the remainder of their term at such remuneration plus applicable taxes, out of pocket expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

5. To consider, and if thought fit, to pass the following resolution as a Special Resolution for continuation of directorship of Mr. Kailashchandra Kesardeo Seksaria :

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. Kailashchandra Kesardeo Seksaria (DIN: 00115565) in the Company, who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. September 28, 2019 on the existing terms and conditions.”

6. To consider, and if thought fit, to pass the following resolution as a Special Resolution for continuation of directorship of Dr. Pandurang Hari Vaidya :

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Dr. Pandurang Hari Vaidya (DIN: 00939149) in the Company, who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. September 28, 2019 on the existing terms and conditions.”

7. To consider, and if thought fit, to pass the following resolution as a Special Resolution for continuation of directorship of Dr. Mithilesh Kumar Sinha :



"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Dr. Mithilesh Kumar Sinha (DIN: 00043988) in the Company, who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. September 28, 2019 on the existing terms and conditions.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 as amended from time to time, M/s A G Anikhindi & Co., Cost Accountants(Firm Registration No. 100049), Kolhapur appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019 be paid a remuneration of Rs. 2,15,000/- (Rupees Two Lakhs Fifteen Thousand only) as also the payment of Goods and Service Tax as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit".

By Order of the Board of Directors
For **Amines & Plasticizers Limited**

AJAY PURANIK
President (Legal) & Company Secretary

Place: Mumbai
Date: 13/08/2018

Registered Office:
Poal and Enclave C/o Pranati Builders Private Ltd
Principal J.B. Road, Chenikuthi,
Guwahati – 781 003. Assam.
CIN: L24229AS1973PLC001446
Website: www.amines.com

NOTES

- (1) In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning Special Business to be transacted at the meeting is annexed and forms part of this Notice.
- (2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE OR AT THE CORPORATE HEAD OFFICE AT MUMBAI NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- (3) A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying Voting Right. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The proxy form is annexed to this notice. Proxies submitted on behalf of companies, societies etc., must be supported by appropriate resolutions/authority as applicable.
- (4) Corporate members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board

Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.

- (5) The dividend on Equity Shares as recommended by the Board of Directors, if declared at the AGM, will be payable on or after September 28, 2018 to those members :
- whose name appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Registrar and Transfer Agent on or before September 17, 2018; and
 - whose name appear as Beneficial Owners in the list of Beneficial Owners as on September 17, 2018 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
- (6) A statement giving the details of the Director seeking appointment / re-appointment, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, is annexed hereto.
- (7) The Register of Members and Share Transfer Books of the Company will remain closed from 17th September, 2018 to 27th September 2018 (both days inclusive).
- (8) The Company has connectivity with both the Depositories i.e., Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Limited (NSDL) and ISIN No. is INE275D01022. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management.
- (9) Members holding shares in physical form are requested to notify immediately change of address, if any, to the Company's Registrar & Share Transfer Agent (R&TA), M/s Sharex Dynamic (India) Pvt. Ltd. Unit no.1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072 in respect of their physical share folios, if any, quoting their folio numbers 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/R&TA, without any delay. Members are also requested to intimate their email id to the Company/R&TA for faster communication. All share transfer documents and correspondence should be addressed to the R&TA at the address given above.
- (10) Pursuant to the provisions of Sections 124 of the Companies Act, 2013, the amounts of dividends remaining unclaimed for a period of seven (7) years are to be transferred to the Investor Education and Protection Fund set up by the Central Government. Accordingly, all unclaimed dividend declared in the year 2009-2010 has been transferred to Investor Education and Protection Fund ('said Fund') of the Central Government. Further, pursuant to the provisions of Investor Education and Protection Fund Rules, information regarding unpaid and unclaimed amounts lying with the Company as on September 27, 2017 (date of last Annual General Meeting) has been uploaded on the website of the Company (www.amines.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

Details of dividend declared for the previous years are given below:

Date of Declaration	Face Value of Shares	Dividend per share	Due Date of the proposed transfer to the Investor Education and Protection Fund
28.09.2012	₹ 10/-	₹ 0.50	01/11/2019
27.09.2013	₹ 10/-	₹ 0.50	31/10/2020
29.09.2014	₹ 10/-	₹ 1.00	02/11/2021
23.09.2015	₹ 2/-	₹ 0.20	26/10/2022
16.03.2016	₹ 2/-	₹ 0.20	19/04/2023
27.09.2017	₹ 2/-	₹ 0.30	31/10/2024

Members who have not encashed the Dividend Warrants for the above years are requested to return the time barred dividend warrants or forward their claims to the Company.

The Company had not declared any dividend for the financial year 2010-2011 and hence does not have and is not liable to transfer any amount to Investor Education and Protection Fund during the current year. Shareholders who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or Sharex Dynamic (India) Pvt Ltd., Mumbai.

- (11) Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") as amended from time to time all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). Accordingly, the Shares against which dividend remained unpaid / unclaimed for seven consecutive years as on 30th October, 2017 have been transferred to the IEPF Account of the Government on 30th November, 2017. The details of the said shareholders are uploaded on the Company's website www.amines.com

As stated earlier, the Company had not declared any dividend in the year 2010-11 and hence the Company is not liable to transfer any shares to the IEPF Account in the current year. Shareholders are requested to claim their unpaid/ unclaimed dividend, if any on equity shares to avoid any transfer of shares or dividend in the future to the IEPF Account. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application, the details of which are available at www.iepf.gov.in.

- (12) Soft copy of the Annual Report for the year 2017-18 is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purpose, unless any member has requested same through physical means. For members other than above, physical copies of the Annual Report is being sent through permitted mode. Members are requested to support Green Initiative by registering / updating their e-mail addresses with the Depository participant (in case of shares held in Demat Form) or with Sharex Dynamic (India) Pvt Ltd (in case of shares held in physical form).
- (13) Electronic copy of the Notice of the 43rd AGM of the Company inter alia indicating the process and manner of evoting along with the Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company /Depository Participant (s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 43rd AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
- (14) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Sharex Dynamic (India) Pvt. Ltd.
- (15) Pursuant to SEBI Circular dated April 20, 2018 the shareholders of the Company holding shares in physical form are required to update their PAN and Bank Account details with the Company / RTA. The Company has sent letter dated 06th June, 2018, with KYC Forms to all its shareholders holding shares in physical form to enable the shareholders to provide the necessary details.

Further, SEBI vide its Notification dated 08th June, 2018 has mandated that except in case of transmission or transposition of securities, effective December 5, 2018, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with depositories. Shareholders are requested to make a note of the same and take appropriate steps well in advance.

- (16) The Annual Accounts of the Subsidiary Company are kept open for inspection by any member in the Registered Office of the Company and of the Subsidiary Company concerned. The Company shall furnish a hard copy of the accounts of subsidiaries free of cost once to any shareholder on demand.

- 17) The Annual Report for the year 2017-18 of the Company circulated/mailed to the Members will be available on the Company's website www.amines.com. The physical copies of the aforesaid documents will also be available at the Company's Registered office for inspection during all Working days (except Saturdays and Sundays and Public Holidays) between 11.00 am to 1.00 pm upto the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor e-mail id : ajayp@amines.com
- (18) A route map showing directions to reach the venue of the 43rd AGM is given at the end of this Notice.

Process for members opting for e-voting is as under :

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 44 of the SEBI Regulations the Company is providing the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to its members to exercise their right to vote at the 43rd AGM. The Members are provided with the facility to exercise their vote at the 43rd Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited CDSL. The members attending the AGM, who have not already cast their vote through the remote e-voting shall be able to exercise their voting rights at the AGM. The members who have cast their vote through remote evoting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 24th September, 2018 at 9.00 am and ends on 26th September, 2018 at 5.00 pm. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members holding shares in physical or in demat form as on September 21, 2018, shall only be eligible for e-voting.
- (ii) Log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders /Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of AMINES AND PLASTICIZERS LIMITED.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians