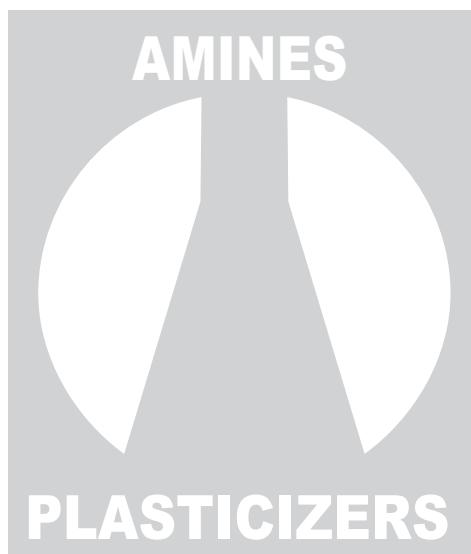


AMINES & PLASTICIZERS LIMITED



AN ISO 9001 : 2008 COMPANY

**Annual Report
2009 - 10**

	HEMANT KUMAR RUIA	<i>Chairman & Managing Director</i>
DIRECTORS	<div> <div></div> <div> K.K. SEKSARIA DR. M.K. SINHA DR. P.H. VAIDYA A. S. NAGAR B. M. JINDEL </div> </div>	
	AJAY PURANIK	<i>Company Secretary</i>
BANKER	STATE BANK OF INDIA	
AUDITORS	D. BASU & COMPANY LODHA & COMPANY	
REGISTERED OFFICE	PAUL ENCLAVE, PRINCIPAL J.B. ROAD, CHENIKUTHI, GUWAHATI – 781 003, ASSAM	
REGISTRAR & SHARE TRANSFER AGENT	M/s. Sharepro Services (India) Pvt. Ltd., 13 AB, Samhita Warehousing Complex, 2 nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072	

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NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the members of Amines & Plasticizers Ltd will be held on Monday, 20th September, 2010 at 3.00 p.m. at Hotel Nandan, Paltan Bazaar, Guwahati, Assam – 781 003, to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2010, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon
2. To declare dividend on Preference Shares
3. To declare dividend on Equity Shares
4. To appoint a Director in place of Mr. Brijmohan Jindel, who retires by rotation and is eligible, for re-appointment
5. To appoint a Director in place of Dr. Mithilesh Kumar Sinha, who retires by rotation and is eligible, for re-appointment
6. To appoint Auditors and to fix their remuneration

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 80 and other applicable provisions, if any of the Companies Act, 1956 and article 3 of the Articles of Association of the Company and subject to such other approvals, permissions and/or sanctions as may be necessary and subject to the terms of issue/ reissue, consent of the Company be and is hereby accorded to the Board of Directors of the Company to fully redeem out of its distributable profits 19385, cumulative redeemable Preference Shares of Rs.100/- each carrying cumulative right to dividend @ 14%, at par.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things

and matters as may be necessary to give effect to the above resolution and/or to settle any question, doubt, difficulty in connection with redemption or right of Preference Shareholders to dividend unto the date of redemption or otherwise as may be deemed fit, proper or desirable by the Board”.

For **Amines & Plasticizers Ltd.**

By Order of the Board

Place : Mumbai
Date : 28.05.2010

AJAY PURANIK
(Company Secretary)

Registered Office:

Chenikuthi,
Guwahati - 781 003, 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 Chenikuthi, Guwahati, Assam or at Head Office at Mumbai not less than 48 hours before the commencement of the Annual General Meeting.
- (3) The relative Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the business set out in item no. 7 of the Notice is annexed hereto.
- (4) The Dividend on Preference Shares and Equity Shares as recommended by the Board of Directors, if declared at the meeting, will be made payable after 20th September, 2010 to those Shareholders whose names appear in the Register of Members as on 20th September, 2010.
- (5) The Register of Members and Share Transfer Books of the Company will remain

AMINES & PLASTICIZERS LIMITED



closed from 13th September, 2010 to 20th September, 2010 (both days inclusive).

- (6) 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 INE275D01014. Members are requested to dematerialize their shares for scrip less trading.
- (7) 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.

- (8) 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.

For Amines & Plasticizers Ltd.

By Order of the Board

Place : Mumbai
Date : 28.05.2010

AJAY PURANIK
(Company Secretary)

ANNEXURE TO NOTICE

Explanatory Statement, pursuant to Section 173 (2) of the Companies Act, 1956.

Item No.7

The Company had reissued in 1995, 19385, 14% cumulative redeemable Preference Shares of Rs. 100/- each to be redeemed at par on or before 9th April 2015. At a meeting of the Board of Directors of the Company held to approve Annual Accounts for the year ended 31st March 2010, it was also proposed to redeem these Preference Shares due to its high dividend rate. Accordingly, it was decided to redeem fully out of distributable profits 19385, 14% cumulative redeemable Preference Shares of Rs.100/- each at par and to approach the Shareholders for their consent. The Preference Shareholders have given their consent for redemption.

The Special Resolution in item no. 7 of the Notice is being proposed for obtaining approval of the Members for the above purpose.

None of the Directors of the Company except Mr. Hemant Kumar Ruia (being interested through one of his Associate Companies holding Preference Shares) is concerned or interested in the said special resolution.

For Amines & Plasticizers Ltd.

By Order of the Board

Place : Mumbai
Date : 28.05.2010

AJAY PURANIK
(Company Secretary)

AMINES & PLASTICIZERS LIMITED



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

Name of the Director	BRIJMOHAN JINDEL	DR. MITHILESH KUMAR SINHA
Date of Birth	13.06.1945	02.09.1935
Date of Re-appointment	27.09.2007	30.09.2008
Expertise in specific functional area	Rich and varied experience in Income Tax, Accounts & Finance	Wide experience in Banking Industry
Qualifications	BA, IRS (Indian Revenue Service)	M.A., Phd.
Number of outside Directorships held in Public Limited Companies as on 31.03.10	0	6
Other Directorship / Committee Membership held as on 31.03.10	Jindel Builders Private Limited Solidarity Financial Services Private Limited	Austral Coke & Project Ltd. Flexo film Wraps (India) Ltd. APL Infotech Limited Bang Overseas Ext. Limited Prag Bosimi Synthetics Ltd. Radaan Media Works (India) Ltd.
Chairman / Member of the Committee of the Board of Public Companies on which he is a Director as on 31.03.10	NIL	NIL
Shareholding	NIL	NIL

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their Thirty Fifth Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2010.

(Rupees in Lakhs)

FINANCIAL RESULTS	For the year ended 31.03.2010	For the year ended 31.03.2009
Income	17069.74	16151.46
Profit before Interest, Depreciation and Taxes	1089.79	1085.09
Less : Interest	519.70	496.40
Depreciation	68.84	65.51
Profit before Tax	501.25	523.18
Provision for taxation	199.35	180.75
Profit after Tax	301.90	342.43
Balance of profit brought forward from the previous year	1131.40	842.95
Arrears of Preference Dividend	—	43.43
Proposed Dividend on:		
Preference Shares	2.71	2.71
Equity Shares	55.02	—
Corporate Dividend Tax	9.81	7.84
Balance of Profit carried to Balance Sheet	1365.77	1131.41

DIVIDEND:

Your Directors are pleased to recommend Dividend of Rs.14/- per Share (i.e. @ 14% p.a.) on 19,385 Redeemable Cumulative Preference Shares of Rs.100/- each for the year 2009-2010 and Re.1/- per Share (i.e. 10%) on 55,02,000 Equity Shares of Rs.10/- each subject to approvals.

OPERATIONS AND FUTURE PROSPECTS:

During the year under review, the income of the Company grew marginally by 5.68% to Rs.17069.74 Lakhs as against Rs.16151.46 Lakhs in the previous year. The Profit before tax was lower at Rs.501.25 Lakhs from Rs.523.18 Lakhs in the previous year. The Profit after tax for the current year stood at Rs. 301.90 Lakhs as against Rs.342.43 Lakhs during the previous year.

During the year under review in spite of the recessionary trend in the global market, the Company's products enjoyed a reasonably good demand. Sales in the domestic market were higher as compared to exports.

In the current year, due to the strengthening of the Rupee, the realizations are lower as compared to earlier years. However, the company continues its thrust on international and domestic sales.

Your Company in-coordination with the shut down of a major raw-material supplier also closed its Plant for about 45 days and has undertaken a major expansion work for increasing its capacities in certain products. The expansion would be completed in the 2nd quarter of the current year.

The company is also putting up a new

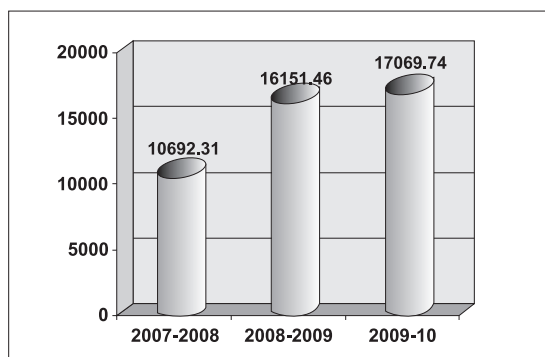
AMINES & PLASTICIZERS LIMITED



ethoxylation plant for catering to various specialty products for which it is in talks with a major Multi National Company. The Plant and Machinery has already been ordered and erection is in process.

The benefits of the expansion and the new ethoxylation plant would accrue from the 3rd quarter of the current year.

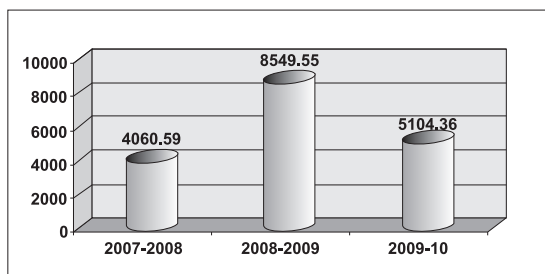
SALES PERFORMANCE (RS. IN LAKHS)



EXPORTS:

The export revenue of the Company was Rs. 5104.36 Lakhs as compared to Rs. 8549.55 Lakhs during the previous year. The Company's exports were lower primarily due to global uncertainty and the lower demand in international market due to the recessionary trend. The demand for the Company's specialty products in the international market continued and helped to a great extent in generating exports revenue during the year under review.

EXPORT PERFORMANCE (RS. IN LAKHS)



As reported earlier, the technology developed by the Company for Pressure Swing Adsorption with a reputed technical institute has been commissioned and is working to the full satisfaction of the customer. The Company is

trying to develop this business further during the current year.

ISO CERTIFICATION:

During the year under review, ISO 9001:2000 certification has been upgraded to 9001:2008 wherein main emphasis is on saving cost by conserving natural resources. Further, the Company has also obtained ISO 14001:2004 and OHSAS 18001:2007 Certification from DNV.

ISO 14001:2004 Certification relates to conservation of natural resources whereby the environment becomes less polluted. OHSAS 18001:2007 Certification relates to Safety and Health. Various measures have been taken by the Company in order to ensure compliance.

REACH COMPLIANCE:

As reported earlier the Company pre-registered all the products being exported under "The Registration Evaluation Authorization and Restriction of Chemicals" (REACH) and has obtained the required pre- registration numbers.

CREDIT RATING:

As required under BASEL II Norms stipulated by RBI for Credit facilities availed by the Company, the Company had obtained BB+ Credit rating from CRISIL.

RESEARCH & DEVELOPMENT:

As the future of the Pharma Industry looks very bright, thanks to globalization, the Company's R & D efforts are focused in the development of new Drug Intermediates, impurity profiling of the same and analytical method development. Our R & D also concentrates on process development/ improvement to make our products competitive with emphasis on plant friendliness, improving selectivity and reducing effluents generation. With development of Contract Manufacturing based on our Quality Production Standards and dedicated research on the anvil, the Company is looking forward to excellent business and growth opportunities in future.

In the field of Petro Chemicals, the Company continued its R & D efforts in developing new products/formulations for the Oil & Gas, Refineries, Fertilizer units and Steel Plants,

AMINES & PLASTICIZERS LIMITED



besides making tailor-made Gas Treating Specialty Solvents, as per customer requirements, depending on our High-Tech Simulators induced results. It is noteworthy that, the performance of your Company's Specialty Gas Treating Solvents based on Methyl Diethanolamine (MDEA) are well appreciated all over the world, despite stiff competition from giant multinationals.

DIRECTORS:

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

AUDITORS:

M/s. D. Basu & Co. (Firm Regn No: 30111E) Kolkata, and M/s. Lodha & Co., (Firm Regn No: 301051E) Mumbai, 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(1B) 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 for a further term.

STATUTORY DISCLOSURES:

REDEMPTION OF PREFERENCE SHARES:

19385, 14% Redeemable Cumulative Preference Shares of Rs.100/- each have been proposed to be redeemed at par out of distributable profits. Necessary steps are being taken for its redemption and a special resolution to this effect has been included in the Notice of the ensuing Annual General Meeting for the consideration of the Members 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 COMPANIES:

APL Engineering Services Private Limited, a 100% Wholly Owned Subsidiary of your Company received orders for Fabrication and supply of Pressure Vessel. These orders were executed and completed during the year under review. The Pressure Vessels supplied are working to the complete satisfaction of the customer. The Company is setting up its own manufacturing and fabrication unit at Vadval, Khopholi. All required Plant and Machinery are in the final stages of erection. The plant is expected to be commissioned in the 2nd quarter of the current Financial Year.

As reported earlier, APL Infotech Limited, a subsidiary of your Company is engaged in the field of software development and trials of its software are being done on a multiple Oil Line belonging to one of the leading Companies in India. The trials so far have been encouraging. A simultaneous effort to show case and have field trials in another gas transmission company's gas pipeline is on.

As per the exemption order number:- 47/121/2010-CL-III dt. 03/03/2010 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. The Annual Accounts of subsidiary Companies have been kept at the Registered/Head Office of the Company 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

AMINES & PLASTICIZERS LIMITED



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 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 adherence to regulatory framework, financial prudence, fair and transparent process and reporting systems. 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:

Your directors would like to record sincere appreciation of the support and co-operation that your Company received from all the Customers, Collaborators, Government Agencies, Financial Institutions, Bankers, Suppliers, Shareholders, Employees and others who have reposed their trust and confidence in the Company.

For and on behalf of the Board

HEMANT KUMAR RUIA

Chairman &

Managing Director

Place : Mumbai

Date : 28/05/2010

ANNEXURE 'A'

Statement pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

A. Conservation of Energy

a. Energy Conservation measures taken :

I) Electrical Energy:

- i) Incorporating AC Drive for Boiler ID fan has resulted in reducing starting current and thereby reduced energy consumption.
- ii) Regular upgradation of electrical system is carried out on a continuous basis, so as to minimize electrical losses.
- iii) Regular preventive/predictive maintenance of electrical system is carried out to ensure minimal losses.
- iv) High voltage lamps are being phased out and energy efficient metal halide lamps are retrofitted to save electricity & improve lux levels.
- v) Higher power factor is being maintained which has not only reduced maximum demand but also saved electrical losses.
- vi) Replacement of old high rating motors by new motors has helped to reduce energy consumption and process down time.
- vii) Installation of turbo ventilators with transparent sheet has effectively helped in switching off lights and thereby saving energy.

II) Briquette/Furnace Oil/LDO Consumption:

- i) Conversion of fuel for Boiler from Furnace oil to Briquette fired has resulted in huge savings & also helped the Company in reducing pollution.
- ii) Consumption of fuel oil/briquette has lowered due to better utilization of Plant and Machinery combined with optimum product mix output.
- iii) Periodic cleaning and usage of cooling water additives is continued to reduce in not only scaling thus resulting in better heat transfer.
- iv) Heat losses are reduced by proper Insulation on piping and equipments.
- v) Usage of fuel additives and boiler water additives is being continued to obtain better heat generation efficiency

b. Additional investments and proposals, if any, being implemented for reduction of consumption of energy :

- i) Conversion from use of LDO to Briquette is being proposed and is likely to be implemented during the next year.
- ii) Restructuring of the plant configuration with additional balancing equipments is being proposed to increase and obtain better plant capacities so that optimum plant utilization can be achieved and thereby reduction in energy consumption.