



# AMINES & PLASTICIZERS LIMITED

(ISO 9001:2015, ISO 14001:2015, OHSAS 18001:2007 CERTIFIED COMPANY)

September 10, 2019

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

Dear Sir,

**Sub: Corrigendum to Consolidated Cash Flow statement for the year ended 31<sup>st</sup> March, 2019.**  
**Security Code No. 506248.**

Please find enclosed herewith the Corrigendum to the Consolidated Cash Flow statement for the year ended 31<sup>st</sup> March, 2019.

The said Corrigendum is being published in newspapers and being uploaded on the website of the Company.

You are requested to take the same on record & oblige.

Thanking you,

Yours faithfully,

For **AMINES & PLASTICIZERS LIMITED.**

  
**Ajay Puranik**  
President – Legal & Company Secretary.



Encl: As above.



# AMINES & PLASTICIZERS LIMITED

(ISO 9001:2015, ISO 14001:2015, OHSAS 18001:2007 CERTIFIED COMPANY)

## Corrigendum to Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019 forming a part of Annual Report 2018-19 of Amines and Plasticizers Limited

We draw attention of all the members of Amines and Plasticizers Limited (the Company) towards the Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019 forming a part of the Annual Report 2018-19 of the Company proposed to be approved at the 44<sup>th</sup> Annual General Meeting of the Company scheduled to be held on, Wednesday, 25<sup>th</sup> September, 2019 at 12.00 Noon at Hotel Nandan, G S Road, Paltan Bazar, Guwahati – 781 008, Assam, India.

This corrigendum should be read in conjunction with the Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019 forming a part of Annual Report 2018-19 of the Company:

In the Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019 at Page No. 144 of the Annual Report 2018-19 of the Company at Point B, under the Head 'Cash Flow from Investing Activities', against the item 'Capital Work in Progress' the amount should be read as Rs. (971.00) Lakhs and against the description 'Net Cash Flow from / (Used in) Investing Activities' the amount should be read as Rs. (1,577.64) Lakhs. Accordingly, 'Net increase/(decrease) in Cash and Cash equivalents (Total A+B+C)' the amount should be read as Rs. 557.05 Lakhs and 'Cash and Cash equivalents – Closing Balance' the amount should be read as Rs. 1040.97 Lakhs.

This corrigendum to the Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019 shall form integral part of the Annual Report 2018-19 already circulated to the Shareholders of the Company.

Accordingly, all the concerned shareholders, stock exchange, depositories, share transfer agent, agencies appointed for e-voting, other authorities, regulators and all other concerned persons are requested to take note of the above corrections.

The said Corrigendum is also being published in Newspapers and being uploaded on website of the Company i.e. [www.amines.com](http://www.amines.com).

By Order of the Board  
For Amines and Plasticizers Limited

  
Ajay Puranik  
President – Legal & Company Secretary  
FCS 4288



CORPORATE OFFICE : 'D' BUILDING, 6<sup>TH</sup> FLOOR, SHIV SAGAR ESTATE, DR. ANNIE BESANT ROAD, WORLI, MUMBAI - 400 018.  
PHONE : +91-22-2493 5282 - 90 • FAX : +91-22-2493 8162 • E-MAIL : amines@vsnl.com

WEBSITE : [www.amines.com](http://www.amines.com) • CIN No.: L24229AS1973PLC001446

REGD. OFFICE : POAL & ENCLAVE, C/o. PRANATI BUILDERS PVT. LTD., PRINCIPAL J.B. ROAD, CHENIKUTHI, GUWAHATI - 781 003, ASSAM.



# AMINES & PLASTICIZERS LIMITED

(ISO 9001:2015, ISO 14001:2015, OHSAS 18001:2007 CERTIFIED COMPANY)

August 30, 2019

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

Dear Sir,

**Sub: Submission of Annual Report pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**  
**Security Code No. 506248.**

In compliance with provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Annual Report of the Company for the year ended 31st March, 2019.

You are requested to take the same in your record.

Thanking You.

Yours faithfully,  
For **AMINES & PLASTICIZERS LIMITED.**

  
**AJAY PURANIK**  
**President – Legal & Company Secretary.**



Encl: As above

CORPORATE OFFICE : 'D' BUILDING, 6<sup>TH</sup> FLOOR, SHIV SAGAR ESTATE, DR. ANNIE BESANT ROAD, WORLI, MUMBAI - 400 018.

PHONE : +91-22-2493 5282 - 90 • FAX : +91-22-2493 8162 • E-MAIL : amines@vsnl.com

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# AMINES & PLASTICIZERS LTD.

## 2018-19 ANNUAL REPORT





01

**Operate** and maintain facilities as per best industry practices to attain maximum growth at minimal cost.

02

"**Paramount** importance to environment protection by promoting eco - friendly activities and conserving natural resources."

03

**Continual** improvement in Quality, Environmental Management System and Occupational Health and Safety performance.

04

**Regular** and timely compliance with all the statutory rules / regulations.

05

**Constant** training and up-gradation of safety measures for optimum operation of facilities and safety of work force.

06

**Greater** thrust on employee involvement in management, policy decisions and operations for inclusive growth.

07

**Focus** on innovation and downstream integration, widen product base for import substitution.

## 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

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**PRESIDENT (LEGAL) &  
COMPANY SECRETARY**  
AJAY PURANIK

---

**CHIEF FINANCIAL OFFICER**  
PRAMOD SHARMA

---

**BANKER:**  
STATE BANK OF INDIA  
SYNDICATE BANK  
HDFC BANK

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**STATUTORY AUDITOR:**  
M/S B D G & ASSOCIATES  
Chartered Accountants

## AMINES & PLASTICIZERS LTD.

**REGISTERED OFFICE:**  
POAL ENCLAVE, C/o PRANATI BUILDERS PVT. LTD.,  
PRINCIPAL J. B. ROAD, CHENIKUTHI,  
GUWAHATI - 781 003, ASSAM.

**REGISTRAR & SHARE TRANSFER AGENT:**  
SHAREX DYNAMIC (INDIA) PVT. LTD.  
C - 101, 247 PARK, LBS MARG, VIKHROLI (W),  
MUMBAI - 400083.

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## NOTICE

**NOTICE** is hereby given that the 44th Annual General Meeting (AGM) of the Members of **AMINES & PLASTICIZERS LIMITED** will be held on Wednesday, 25th September, 2019, at 12.00 Noon 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** the Audited Financial Statements (including the Consolidated Financial Statements) for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. **To declare Dividend** of 15% i.e 30 paise per Equity Share of face value of ₹ 2/- each for the Financial Year ended March 31, 2019.
3. **To appoint a Director** in place of Ms. Nimisha Dutia (DIN : 06956876) who retires by rotation and being eligible, offers herself for re appointment.

### SPECIAL BUSINESS:

4. **To re-appoint Dr. Pandurang Hari Vaidya (DIN: 00939149) as an Independent Director of the Company.**

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

**“RESOLVED THAT** on the recommendation of the Nomination and Remuneration Committee and with the approval of the Board of Directors of the Company in their respective meetings held on 13th August, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Pandurang Hari Vaidya (DIN: 00939149) as a Non-Executive Independent Director of the Company whose current period of office is

expiring on 28th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for reappointment for the second term under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for Five (5) consecutive years on the Board of the Company for a term w.e.f. 29th September, 2019 upto 28th September, 2024.

5. **To re-appoint Dr. Mithilesh Kumar Sinha (DIN: 00043988) as an Independent Director of the Company.**

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

**“RESOLVED THAT** on the recommendation of the Nomination and Remuneration Committee and with the approval of the Board of Directors of the Company in their respective meetings held on 13th August, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Mithilesh Kumar Sinha (DIN: 00043988) as a Non-Executive Independent Director of the Company whose current period of office is expiring on 28th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the



Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for Five (5) consecutive years on the Board of the Company for a term w.e.f. 29th September, 2019 upto 28th September, 2024.”

**6. To re-appoint Mr. Arun Shanker Nagar (DIN: 00523905) as an Independent Director of the Company.**

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

**“RESOLVED THAT** on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their respective meetings held on 13th August, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Arun Shanker Nagar (DIN: 00523905) as a Non-Executive Independent Director of the Company whose current period of office is expiring on 28th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, rules made

thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for Five (5) consecutive years on the Board of the Company for a term w.e.f. 29th September, 2019 upto 28th September, 2024.”

**7. To re-appoint Mr. Brijmohan Jindel (DIN: 00071417) as an Independent Director of the Company.**

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

**“RESOLVED THAT** on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their respective meetings held on 13th August, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Brijmohan Jindel (DIN: 00071417) as a Non-Executive Independent Director of the Company whose current period of office is expiring on 28th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-

Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years on the Board of the Company for a term w.e.f. 29th September, 2019 upto 28th September, 2024."

**8. To re-appoint Mr. Hemant Kumar Ruia (DIN: 00029410) as Chairman & Managing Director of the Company.**

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 Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of appropriate and/or concerned authorities and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to such other conditions and modifications, as may be prescribed, imposed or suggested by any of such appropriate and/or concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company without any further approval of the members of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee which the Board may have constituted or herein after constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Hemant Kumar Ruia (DIN : 00029410) as the Chairman & Managing Director of the Company for a period of Five (5) years with effect from 1st April, 2019 to 31st March, 2024 with a revised remuneration for the period of Three (3) years from 01st April, 2019 to 31st March, 2022 on such terms and conditions, including expressly the remuneration and the minimum remuneration payable to him in case of

absence or inadequacy of profits in any year with powers to the Board to alter, amend, vary and modify the terms and conditions of the said reappointment and remuneration payable to him from time to time as it deems fit in such manner as may be mutually agreed upon, on the terms and conditions as set out below :

**Designation :** Chairman & Managing Director

**1. Period :**

The appointment will be effective from 1st April, 2019 for a period of Five years i.e. up to 31st March, 2024.

**2. Overall Remuneration :**

The remuneration payable to him for a period April 1, 2019 to March 31, 2022 shall be as follows :

- I. Salary : ₹670000/- per month with annual increment of such amount as may be decided by the Board within the overall ceiling as may be permitted under the Act.
- II. Perquisites : Perquisites are classified into Three categories A,B,C as follows :

**CATEGORY 'A'**

- i) House Rent Allowance

**Housing I :**

House Rent Allowances to the extent 50% of the basic salary in case Mumbai, Kolkata, New Delhi and Chennai and in other cities it will be 40% of the basic 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 expenses at actuals, subject to an overall ceiling of 5% of Annual Salary.
- iii) Bonus @ 20% of the Annual Salary per year.
- iv) Medical Reimbursement – Expenses incurred for

self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

- v) Leave Travel Concession – For self and family once in a year according to the rules of the Company.
- vi) Club fees - Fees of clubs, subject to a maximum of two clubs but this will not include admission and life membership fees.
- vii) Personal Accident Insurance – Premium not to exceed ₹ 20,000/- in a year.

Explanation-Family means the spouse and the dependent children of the Chairman & Managing Director.

#### **CATEGORY 'B'**

The Chairman & 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 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.

In case of loss or inadequacy of profits in any financial year, the Chairman & 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 V to the Companies Act, 2013 or as amended from time to time.

Mr. 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 & Managing Director, entertainment, traveling and all other expenses

incurred by him for the business of the Company. He is also entitled to any loyalty benefit program, keyman insurance policies as may be decided by the Board from time to time.

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 overall remuneration payable shall not exceed ₹1.68 Crores per annum.

**RESOLVED FURTHER THAT** by virtue of powers vested in him and as required under Section 203 of the Companies Act, 2013, Mr. Hemant Kumar Ruia be also entrusted the role of Chief Executive Officer of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at its discretion from time to time to fix the actual remuneration and/or perquisites of Mr. Hemant Kumar Ruia and revise such remuneration and/ or perquisites from time to time within the statutory limits and to vary/ modify/ amend the terms and conditions of the reappointment from time to time as may be agreed to by the Board and Mr. Hemant Kumar Ruia.

**RESOLVED FURTHER THAT** the aforesaid remuneration shall be payable for a period of (Three) 3 years from the date of re-appointment and shall be revised thereafter with the approval of the members of the Company or such authority as may be required.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company, be and are hereby severally authorised to make necessary application, if any to such Authorities, as may be required, for seeking its approval to the said appointment and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

#### **9. Revision in remuneration of Mr. Yashvardhan Ruia (DIN :00364888), Executive Director.**

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

**“RESOLVED THAT** in modification of the earlier resolution passed by the Shareholders of the Company at the 42nd Annual General Meeting (AGM) held on 27th September, 2017 and upon the recommendation of the Nomination and Remuneration Committee of the Board and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 as amended read with Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Yashvardhan Ruia, Executive Director of the Company with effect from 1st April, 2019 for the remainder of the tenure of his office i.e. till 31st May, 2020 and the minimum remuneration payable to him in case of absence or inadequacy of profits in any year, with powers to the Board, which shall include any Committee thereof, to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable to him from time to time as it deems fit in such manner as may be mutually agreed upon, on such terms and conditions as set below :

**Designation :** Executive Director

**1. Period :**

The revised remuneration shall be effective from 1st April, 2019 till 31st May, 2020.

**2. Remuneration :**

The revised remuneration payable to him shall be as follows :

- a) Salary: ₹1,50,000/- per month.
- b) Perquisites : Perquisites are classified into Three categories A,B,C as follows :

**CATEGORY ‘A’**

- i) House Rent Allowance:

**Housing I:**

House Rent Allowances to the extent 50% of the basic salary in case Mumbai, Kolkata, New Delhi and

Chennai and in other cities it will be 40% of the basic 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) Bonus @ 20% of the Annual Salary per year
- iii) Medical Reimbursement – Expenses incurred for self and family subject to a ceiling of one month’s salary in a year.
- iv) Leave Travel Concession – For self and family once in a year according to the rules of the Company.
- v) Club fees - Fees of clubs, subject to a maximum of two clubs but this will not include admission and life membership fees.
- vi) Personal Accident Insurance – Premium not to exceed ₹15,000/- in a year.

Explanation-Family means the spouse and the dependent children of the Executive Director.

**CATEGORY ‘B’**

The Executive 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 and Super Annuation Fund to the extent 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.

In case of loss or inadequacy of profits in any financial year, the Executive 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 V to the Companies Act, 2013 or as amended from time to time.

Mr. Yashvardhan Ruia will not be entitled to any sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall be liable to retire by rotation. The Company shall reimburse to the Executive Director, entertainment, traveling and all other expenses incurred by him for the business of the Company. He is also entitled to any loyalty benefit program, keyman insurance policies as may be decided by the Board / Company from time to time.

The overall remuneration payable shall not exceed ₹50,00,000/- per annum.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at its discretion from time to time to fix the actual remuneration and/or perquisites of Mr. Yashvardhan Ruia and revise such remuneration and/ or perquisites from time to time within the Statutory limits and to vary/ modify/ amend the terms and condition of the appointment from time to time as may be agreed to by the Board and Mr. Yashvardhan Ruia.

**RESOLVED FURTHER THAT** the aforesaid remuneration shall be payable from 01st April, 2019 for the remaining of the period of his present appointment i.e till 31st May, 2020.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company, be and are hereby severally authorised to make necessary application if any to such authorities, as may be required, for seeking its approval to the said appointment and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

#### 10. Approval of Related Party Transactions.

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

**"RESOLVED THAT** authority is hereby delegated to the Board of Directors of the Company to enter into transactions, including those repetitive in nature

and in the ordinary course of business at arms length with related parties following provisions of Section 188 of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, also those in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force) and in connection therewith, the Board may take such steps as may be necessary for and on behalf of the Company."

#### 11. Ratification of Remuneration to Cost Auditors

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, 2020 be paid a remuneration of ₹2,15,000/- (Rupees Two Lakhs Fifteen Thousand only) as also the payment of Goods and Service Tax as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit"

#### 12. Approval of Charges for Service of Documents on the Shareholders :

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 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the shareholders be and is hereby accorded to charge from the member the fee in





advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the Shareholder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Place: Mumbai  
Date: 13/08/2019

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

**Ajay Puranik**  
President (Legal) & Company Secretary

**Registered Office :**

Poal 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 AGM 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 ONLY ON A POLL AND A 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) In terms of Section 152 of the Act, Ms. Nimisha Dutia, Director, shall retire by rotation at the ensuing AGM. Ms. Nimisha Dutia (DIN: 06956876), being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends re-appointment of Ms. Nimisha Dutia.
- (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 requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, Government of India, New Delhi. Accordingly, the Company had ratified the appointment of Statutory Auditors in the 43rd AGM held on 27th September, 2018 for period of 4 years i.e upto commencing from the conclusion of the 43rd AGM till the conclusion of the 47th AGM of the Company to be held in the year 2022 without seeking further ratification from Members.
- (8) Members are requested to bring their attendance slip duly completed and signed along with their copy of annual report to the AGM.
- (9) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- (10) The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 18th September, 2019 to Wednesday, 25th September, 2019 (both days inclusive) for the purpose of AGM and declaration of dividend.
- (11) The dividend on Equity Shares, if declared at the AGM, will be paid on or before Thursday, 24th October, 2019 to those Members or their mandates:
  - (a) whose name appears at the end of the business hours on Wednesday, 18th September, 2019 in the list of Beneficial owners to be furnished by Depositories in respect of the shares held in demat form; and
  - (b) to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Wednesday, 18th September, 2019.
- (12) 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.
- (13) 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. having its office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 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.
- (14) (a) In order to provide protection against fraudulent encashment of dividend warrants, Members who hold shares in physical form are requested to intimate to the Company's R&TA the following information to be incorporated on the dividend warrants duly signed by the sole or first joint holder :
  - (i) Name of the Sole/First joint holder and the Folio Number
  - (ii) Particulars of Bank Account, viz:

Name of the Bank  
 Name of the Branch  
 Complete address of the Bank with Pin Code number  
 Account type whether Saving or Current  
 Bank Account Number  
 MICR Code  
 IFSC Code

- (b) Members holding shares in demat form may please note that their Bank account details, as furnished by their Depository Participant (DP) to the Company, shall be printed on their Dividend Warrants as per the applicable regulation of the Depositories and the Company shall not entertain any direct request from the Members for deletion of or change in Bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form shall not be automatically applicable to shares held in demat form. Members who wish to change their Bank details or particulars are requested to contact their DP.
- (c) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the Members for remittance through National Electronic Clearing Services (NECS) / Electronic Clearing System (ECS). The NECS / ECS facility is available at locations designated by Reserve Bank of India. In this regard, Members holding shares in demat form and desirous of availing the NECS / ECS facility are requested to contact their DP. Further, Members holding shares in physical form and desirous of availing the NECS / ECS facility are requested to contact the R&TA of the Company.
- (15) Pursuant to the provisions of Sections 124 of the Act, 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. Since the Company had not declared any dividend in the year 2010-11, no unclaimed dividend were transferred to Investor Education and Protection Fund ('said Fund') of the Central Government. Further, pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, audit, Transfer and Refund) Rules, (Uploading of information regarding unpaid and unclaimed amounts lying with the Company as on September 27, 2018, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company ([www.amines.com](http://www.amines.com)), as also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)). Unclaimed dividend for the FY 2011-12 will fall due for transfer to the said Fund on November 1, 2019. Those Members who have not encashed their dividends for the FY 2011-12, are requested to claim it from the RTA of the Company immediately.

**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  |
| 27/09/2018          | ₹ 2/-                | ₹ 0.30             | 31/10/2025  |

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.

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.

- (16)** 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 ('said Fund'). 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](http://www.amines.com). Since the Company had not declared any dividend in the year 2010-11, no shares were transferred to Investor Education and Protection Fund ('said Fund') of the Central Government during the year under review.

Reminder letters dtd 27/07/2019 have been sent to all the shareholders, whose shares are liable to be transferred to the said Fund. 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.

Members/ claimants whose shares, unclaimed dividend have been transferred to the IEPF, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5 (available on [iepf.gov.in](http://iepf.gov.in)) along with requisite fees, if any, as decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

- (17)** Soft copy of the Annual Report for the year 2018-19 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 are being sent through permitted mode. Members are requested to support Green Initiative by registering / updating their e-mail addresses with the Depository Participants (in case of shares held in Demat Form) or with Sharex Dynamic (India) Pvt Ltd (in case of shares held in physical form).
- (18)** Electronic copy of the Notice of the 44th 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 44th 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.
- (19)** 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
- (20)** 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, 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.
- (21)** The Annual Accounts of the Subsidiary Companies alongwith other necessary statutory records 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.

- (22) The Annual Report for the year 2018-19 of the Company circulated/mailed to the Members will be available on the Company's website [www.amines.com](http://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 4.00 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 e-mail id : [legal@amines.com](mailto:legal@amines.com)
- (23) Members holding shares in physical form are advised to avail the Nomination facility in respect of their shares by filling the prescribed form. Members holding shares in electronic form may contact their DP for recording their Nomination.
- (24) A route map showing directions to reach the venue of the 44th 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 44th AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL), as amended from time to time, the Members are provided with the facility to exercise their vote at the 44th 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 22nd September, 2019 at 9.00 am and ends on 24th September, 2019 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 (record date) September 18, 2019, 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 18, 2019, shall only be eligible for evoting.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:



| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| 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"> <li>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.</li> <li>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.</li> </ul> |
| 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"> <li>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).</li> </ul>  |

- (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 - AMINES AND PLASTICIZERS LTD.
- (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 login 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
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### Other Instructions :

1. Any person, who acquires shares of the Company and becomes member of the Company after 16th August, 2019 i.e. the date considered for dispatch of the Notice and holding shares as of the cut-off date i.e. 18th September, 2019, should follow the same procedure for E-Voting as mentioned above.
2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again. The facility for voting through Polling paper shall also be made available at the venue of the 44th AGM. The members attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. If a Member casts votes by both modes i.e. remote e-voting and polling papers at the AGM, then voting done through remote e-voting shall prevail and polling paper shall be treated as invalid.
3. Ms. Suman Makhija of M/s S.K. Makhija & Associates, Practicing Company Secretary (CP No. 13322) has been appointed as the Scrutinizer to scrutinize the e-voting and voting process at the AGM in a fair and transparent manner.
4. The Scrutinizer shall within the prescribed period from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
5. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.amines.com](http://www.amines.com) and on the website of CDSL e-voting [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the Resolutions at the AGM of the Company and communicated to BSE Limited where the shares of the Company are listed.

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

Place: Mumbai  
Date: 13/08/2019

**Ajay Puranik**  
President (Legal) & Company Secretary

## **ANNEXURE TO NOTICE**

### **STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("THE ACT"):**

The following explanatory statement sets out all the material facts relating to businesses mentioned at Item Nos.4 to 12 of the accompanying Notice convening the 44th Annual General Meeting of the Members of the Company.

#### **Item Nos:4 to 7:-**

As you are aware, the Members of the Company at its 39th Annual General Meeting (AGM) held on 29th September, 2014, appointed Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a period of Five (5) consecutive years ("first term" in line with the explanation to Sections 149 (10) and 149 (11) of The Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of Report of performance evaluation of Independent Directors, has recommended to the Board, reappointment of Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel as Independent Directors for a Second Term of Five (5) consecutive years, on the Board of the Company.

Dr. Pandurang Hari Vaidya has wide experience in the field of Human Resource Development (HRD), Finance and General Management. He is holding a Masters Degree in Commerce and Doctorate in the subject of "Corporation Finance". He is actively associated with several NGOs and Charitable, Educational institutions imparting his valuable knowledge and guidance for the betterment of various sections of the Society. Considering his vast experience in social and academic field, he has been entrusted with the task of heading the Corporate Social Responsibility (CSR) Committee of the Company and the Company is immensely benefitting from his valuable inputs from time to time for identifying certain projects / agencies for undertaking suitable projects / programs. Dr. Mithilesh Kumar Sinha was the former Managing Director of State Bank of India (SBI). He is a post graduate in Arts and Doctorate in the subject of "Operations Research", having wide experience in the Banking Industry. His in depth knowledge in finance and banking has been instrumental in advising on financial matters, devising MIS, framing the Internal Control System and Internal Audit functions in addition to his role in suggesting the mitigating factors in risk management. Mr. Arun Shanker Nagar is a Non-Executive Director of the Company since his initial appointment on 24.01.2003 and is considered as an Independent Director under Clause 49 of the Listing Agreement. Mr. Arun Shanker Nagar has wide experience in General Insurance and Administration. He is holding Degree in Law and also Masters Degree in English Literature. Mr. Brijmohan Jindel is a Non-Executive Director of the Company since his initial appointment on 30.01.2007 and is considered as an Independent Director under Clause 49 of the Listing Agreement. Mr. Brijmohan Jindel is a Retired Chief Commissioner of Income Tax, having over 40 years of wide experience in Taxation and Finance. He is a Bachelor in Arts and an ex- Indian Revenue Services (IRS) officer.

Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors and declarations to the effect that they meet with the criteria of independence as prescribed under Section 149 (6) of the Act and the SEBI (LODR) Regulations, 2015.

The Company has received notices in writing from members as per Section 160 of the Act proposing the candidature of Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel for the office of Independent Directors of the Company.

In the opinion of the Board, Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel fulfil the conditions for appointment as Independent Directors as specified in the Act and the SEBI (LODR) Regulations, 2015. Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel are independent of the management.

The provisions of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on 09th May, 2018 mandates approval of the shareholders for continuation

of directorship of Non- Executive Director(s) who have attained the age of 75 or will attain the age of 75 as on April 1, 2019. Accordingly, a person who is a non-executive Director of the Company and has attained the age of Seventy-five years can continue directorship in the said listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders by way of a special resolution.

Since, all the Directors proposed for re-appointment have attained Seventy-five years of age or will be completing 75 years in the period for which they are proposed to be appointed, their directorship can continue from April 1, 2019 only if the Company obtains the approval of its Members by way of a special resolution.

The Board, based on the performance evaluation of Independent Directors considers that, given their background, experience and contributions made by them during their tenure, the continued association of the aforesaid Independent Directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation and to hold office for a Second Term of Five (5) consecutive years for a term w.e.f. 29th September, 2019 upto 28th September, 2024 on the Board of the Company.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 4 to 7 are provided in the "Annexure A" to this Notice pursuant to the provisions of (i) the SEBI (LODR) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The copy of documents relating to the above items are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions as set out at Item Nos. 4 to 7 of this Notice. The Board recommends the Special Resolutions set out at item Nos. 4 to 7 of the Notice for approval of the members.

#### **Item No.8 :-**

The Board of Directors at their meeting held on 25th March, 2019 on the recommendation of the Nomination and Remuneration Committee (NRC), re-appointed Mr. Hemant Kumar Ruia as Chairman & Managing Director for a period of 5 years w.e.f. 1st April, 2019 to 31st March, 2024 on such remuneration as mentioned in the resolution herein above for a period of 3 years i.e 1st April, 2019 to 31st March, 2022.

The Company has received from Mr. Hemant Kumar Ruia (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

The other details of Mr. Hemant Kumar Ruia as required under Secretarial Standard 2 issued by the Institute of Company Secretaries of India and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 are set out in the Annexure A forming part of this Notice.

The statement as required under Section II of Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.8 is annexed hereto as Annexure-B.

The resolution seeks the approval of the members in terms of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the re-appointment of Mr. Hemant Kumar Ruia as the Chairman and Managing Director of the Company for a period of 5 (Five) years with effect from 01st April, 2019. The resolution further seeks approval of the members for payment of remuneration for a period of 3 (Three) years with effect from 01st April, 2019.

No Director, Key Managerial Personnel or their relatives, except Mr. Hemant Kumar Ruia and Mr. Yashvardhan Ruia, is

interested or concerned in the resolution. The terms and conditions detailed in the resolution proposed to be passed at Item No.8 of the Notice be also considered as an abstract of the appointment of Mr.Hemant Kumar Ruia and details of the same are available on the website of the Company and at the Registered Office of the Company and open for inspection by the Members during 11.00 am to 4.00 pm on any business day till the date of the AGM.

The Board recommends the Special Resolution set forth in Item no.8 for approval of the Members.

#### Item No.9 :-

Mr.Yashvardhan Ruia was appointed as an Executive Director of the Company at the 42nd Annual General Meeting of the Company for a period of Three years with effect from 01st June, 2017 till 31st May, 2020 at a remuneration as approved in the said AGM.The Board of Directors at their meeting held on 25th March, 2019 on the recommendation of the Nomination and Remuneration Committee (NRC), has proposed revision in the remuneration of Mr. Yashvardhan Ruia considering his contribution and role in the growth and performance of the Company.

The statement as required under Section II of Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.9 is annexed hereto as Annexure-C.

The resolution seeks the approval of the members in terms of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for revision in the remuneration of Mr.Yashvardhan Ruia, Executive Director with effect from 01st April, 2019 till the remainder of his present term ending on 31st May, 2020.

No director, key managerial personnel or their relatives, except Mr.Yashvardhan Ruia and Mr. Hemant Kumar Ruia, are interested or concerned in the resolution. The terms and conditions detailed in the resolution proposed to be passed at Item No.9 of the Notice be also considered as an abstract of the appointment of Mr.Yashvardhan Ruia and details of the same are available on the website of the Company and at the Registered Office of the Company and open for inspection by the Members during 11.00 am to 4.00 pm on any business day till the date of the AGM.

The Board recommends the Special Resolution set forth in Item no.9 for approval of the Members.

#### Item No.10:-

Your Company routinely enters into transactions including contracts and/or arrangements, repetitive in nature and in the ordinary course of business at arms length basis with related parties from time to time with regard to availing or rendering of services, granting loans / making investments etc. Based on the transactions hitherto undertaken with related parties in India and its subsidiaries, transactions to be undertaken for FY 2019-2020 are given in Table below, in respect whereof Audit Committee of Board of Directors of your Company have accorded Omnibus approval following provisions of Section 177 of the Companies Act, 2013.

| ( ₹ in Lakhs)                        |        |
|--------------------------------------|--------|
| Nature of Transaction                | Amount |
| <b>Income</b>                        |        |
| <b>Interest Received on Loans</b>    |        |
| APL Infotech Limited                 | 100.00 |
| <b>Amines &amp; Plasticizers FZE</b> |        |
| Investment                           | 25.00  |
| Loans                                | 100.00 |

Although in respect of aforesaid related party transactions, not being related parties referred to at fifth proviso of Section 188(1) of the Act, no express permission is required. Your Directors recommend passing of proposed Ordinary Resolution as an abundant precaution and good corporate governance practices.

None of the Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in proposed resolution to the extent it is applicable.



The Board recommends passing of proposed Ordinary Resolution set out at Item No.10 of the Notice.

**Item No.11 :-**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s A G Anikhindi & Co., (Firm Registration No. 100049) Cost Accountants, Kolhapur to conduct the audit of the cost records of the Company for the Financial Year ending March 31,2020.

In terms of provisions of Section 148 of the Companies Act, 2013 read with Rules made thereunder, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. The Board has approved the remuneration of ₹ 2,15,000/- plus Goods and Service tax and out of pocket expenses if any, of M/s A G Anikhindi & Co. as the Cost Auditors and the ratification by the shareholders is sought for the same by an Ordinary Resolution at Item No.11 of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the said resolution.

The Board recommends passing of the Ordinary resolution set out at item No. 11 of the Notice for approval by the Members.

**Item No.12:**

As per the provisions of Section 20 of the Companies Act, 2013, a shareholder may request for any document as permitted under the Act through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its Annual General Meeting.

Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in advance by the shareholder to the Company.

None of the Directors of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

The Board recommends passing of the Ordinary Resolution as set out at Item No.12 of this Notice.

Place: Mumbai  
Date: 13.08.2019

By Order of the Board of Directors  
For **AMINES & PLASTICIZERS LIMITED**

**Ajay Puranik**  
President - Legal & Company Secretary

**Details of Directors seeking appointment in forthcoming  
44th Annual General Meeting**

**Annexure A**

| <b>Name of the Director</b>  | <b>Ms. Nimisha Minesh Dutia</b>   | <b>Dr. Pandurang Hari Vaidya</b>                       | <b>Dr. Mithilesh Kumar Sinha</b>  |
|--|---|--|---|
| DIN  | 06956876  | 00939149   | 00043988  |
| Date of Birth and Age  | 12.01.1972<br>47 years  | 25.09.1939<br>79 years                                 | 02.09.1935<br>83 years  |
| Date of Initial Appointment  | 27.08.2014  | 18.09.1998   | 19.12.1997  |
| Expertise in specific functional area and Experience   | Working with Educational Institution  | Versatile experience in HRD and General Administration | Wide experience in Banking Industry   |
| Qualifications   | B.Com and B.Ed  | M.Com., Phd (Corporate Finance).                       | M.A., Phd (Operational Research)  |
| List of Directorship of other Board.   | <u>Public Company:</u><br>NIL<br><br><u>Private Company:</u><br>1. Anwix Realty Pvt. Ltd. | NIL  | <u>Public Companies:</u><br>1. APL Infotech Limited<br><br><u>Private Companies:</u><br>NIL |
| List of Membership / Chairmanship of Committees of other Board.                              | NIL   | NIL  | NIL   |
| Shareholding in Amines & Plasticizers Limited  | NIL   | NIL  | NIL   |
| No. of Board Meetings attended during the year.  | Two   | Four   | Five  |
| Remuneration, Terms and conditions of Appointment / Reappointment                            | As detailed in Resolution No. 3   | As detailed in Resolution No. 4                        | As detailed in Resolution No. 5   |
| Relationship with other directors, manager and other Key Managerial Personnel of the Company | NIL   | NIL  | NIL   |

## Details of Directors seeking appointment in forthcoming 44th Annual General Meeting

### Annexure A

| Name of the Director   | Mr. Arun Shanker Nagar                                  | Mr. Brijmohan Jindel   | Mr. Hemant Kumar Ruia   |
|--|---|--|---|
| DIN  | 00523905  | 00071417   | 00029410  |
| Date of Birth and Age  | 09.10.1946<br>72 years                                  | 13.06.1945<br>74 years   | 24.02.1958<br>61 years  |
| Date of Initial Appointment  | 24.01.2003  | 30.01.2007   | 30.05.1992  |
| Expertise in specific functional area and Experience   | Wide Experience in General Insurance and Administration | Rich and varied experience in Income Tax, Accounts & Finance   | Devising Policies, Developing markets and Managing day to day operations of the Company   |
| Qualifications   | Bachelor of Law, Master in English Literature (M.A.)    | BA, IRS (Indian Revenue Service)   | B. Com, LLB   |
| List of Directorship of other Board.   | NIL   | <u>Public Company:</u><br>NIL<br><br><u>Private Company:</u><br>1. Solidarity Financial Services Pvt. Ltd.<br>2. Jindel Builders Pvt. Ltd. | <u>Public Companies:</u><br>1. APL Infotech Limited<br>2. The Seksaria Biswan Sugar Factory Limited<br>3. APL Holdings & Investments Limited<br><u>Private Companies:</u><br>1. Multiwyn Investments and Holdings Pvt. Ltd.<br>2. Chefair Investment Pvt. Ltd.<br>3. Rodix Realty Pvt. Ltd.<br>4. APL Realtors Pvt. Ltd.<br>5. Rodix Properties Pvt. Ltd.<br>6. Hemyash Buildwell Pvt. Ltd. |
| List of Membership / Chairmanship of Committees of other Board.                              | NIL   | NIL  | The Seksaria Biswan Sugar Factory Limited:<br>1. Audit Committee – Member.<br>2. Nomination and Remuneration Committee – Member   |
| Shareholding in Amines & Plasticizers Limited  | NIL   | NIL  | 21998930 Equity Shares  |
| No. of Board Meetings attended during the year.  | Four  | Five   | Seven   |
| Remuneration, Terms and conditions of Appointment / Reappointment                            | As detailed in Resolution No. 6                         | As detailed in Resolution No. 7  | As detailed in Resolution No. 8   |
| Relationship with other directors, manager and other Key Managerial Personnel of the Company | NIL   | NIL  | Father of Mr. Yashvardhan Ruia  |

**(Annexure B)****STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013; SPECIAL RESOLUTION AT ITEM NO. 8****I. GENERAL INFORMATION****1. Nature of Industry :**

Amines & Plasticizers Ltd ("the Company") is into Chemical Industry.

**2. Date or Expected Date of Commencement of Commercial Production:**

The Company was incorporated on 05th September, 1973 under the Companies Act, 1956. The Certificate for Commencement of Business was issued by the Registrar of Companies, Shillong on 05th September, 1973 and it started commercial production soon thereafter.

**3. In Case of New Companies, Expected Date of Commencement of Activities as per Project Approved by Financial Institutions appearing in the Prospectus :**

Not Applicable.

**4. Financial Performance for the Last 3 Years**

(₹ in Lakhs)

| Particulars                                       | 2018-19   | 2017-18   | 2016-17   |
|---|-----------|-----------|-----------|
| Income for the year                               | 45,848.74 | 33,930.64 | 32,290.77 |
| Profit before Interest, Depreciation and Tax      | 3,731.32  | 3,343.22  | 3,049.50  |
| Net Profit/(Loss) for the Current Year            | 1,727.99  | 1,548.13  | 1,548.00  |
| Other Comprehensive income (net of tax)           | (13.71)   | (20.62)   | (1.42)    |
| Earlier Years Balance Brought forward             | 6,103.52  | 4,794.92  | 3,282.78  |
| Depreciation reversed on Capital Subsidy received | -         | -         | -         |
| Dividend and Tax thereon                          | (199.66)  | (198.06)  | -         |
| Other Transfer to / (from) Retained Earnings      | (47.80)   | (20.86)   | (34.44)   |
| Balance carried to Balance Sheet                  | 7,570.34  | 6,103.51  | 4,794.92  |
| Net Profit available for Appropriation            | 7,570.34  | 6,103.51  | 4,794.92  |

**5. Foreign Investments or Collaborations, if any: NIL****II. INFORMATION ABOUT THE APPOINTEE****1. Background Details:**

Mr. Hemant Kumar Ruia (DIN :00029410) is a first generation Entrepreneur and has been associated with the Company since 1982. He is holding Degrees in Commerce and Law from Bombay University. He has a varied and rich experience in various fields. He has been associated with the Company for the past 37 years and is looking after all major policy decisions as well as day-to-day affairs of the Company. He has created, developed and managed business in such a remarkable way that in last 10 years revenue of the Company grew multifold and there is a consistent upgrade in profits of the Company. He played a leading role in building and developing brand name for the Company in Chemical Industry and today "Amines" is considered as one of the respected company in its segment. During this period, Mr. Hemant Kumar Ruia has taken many initiatives to diversify Company's operations into various areas mainly technology and engineering. Under his leadership, the Company has grown from a domestic level Chemical Company to a Company of International repute having multiple overseas renowned customers.

## 2. Past remuneration :

Remuneration drawn by Mr. Hemant Kumar Ruia in his previous term from 01.04.2016 to 31.03.2019 was as follows:

| Financial Year | Amount (in ₹) |
|----------------|---------------|
| 2018-19        | 1,00,94,914*  |
| 2017-18        | 7645960       |
| 2016-17        | 7714000       |

\*includes Leave Encashment, leave travel allowance and contribution to Super Annuation fund.

## 3. Recognition & Awards:

Nil

## 4. Job Profile and his Suitability :

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 Mr. Hemant Kumar Ruia as Chairman & Managing Director for a further term of Five years w.e.f. 1st April, 2019.

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.

## 5. Remuneration proposed :

As per details given in Resolution above.

## 6. Comparative Remuneration Profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile assigned to Mr. Hemant Kumar Ruia, the responsibilities that would be shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar Head of the Organisation, in other companies.

## 7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Beside the remuneration proposed, Mr. Hemant Kumar Ruia, does not have any other pecuniary relationship with the Company and he is related to Mr. Yashvardhan Ruia, Executive Director in capacity as his father.

## III. OTHER INFORMATION :

### 1. Reasons for loss or inadequacy of profits:

The Company's profits are inadequate due to tough competition in Export market with lot of International players in the field. Also it faces stiff competition from few domestic Chemical manufacturers. The Company operates in a Chemical Segment which requires certain raw material which are susceptible to fluctuations in prices. Since the nature of raw material is highly sensitive, the same cannot be imported. The Company is thus vulnerable to Ethylene Oxide price volatility. During the year under report there was a continuous uptake in crude oil prices which has resulted in constant increase in raw material prices. The power bills and other overheads had also gone up substantially since the Company has moved on to eco-friendly fuel. During the year under review, there was increase of over 37% in expenditure as compared to previous year which has impacted margins.

### 2. Steps taken by the company to improve performance :

- Optimal utilization of the resources available with the Company, by using Company's multi-product plant to achieve optimum production mix.



- ii. Continuous thrust on new product development to capture untapped areas of Chemical Industry. The Company is constantly working on enhancing its Research and Development activities, wherein the main thrust will be developing new speciality products and thereby the existing infrastructure of the Company can be utilized at its peak level. The Company has full-fledged in-house Research and Development Division and Multi-Product Plant at its disposal which helps to cater to the needs of variety of customers and additional demand.
- iii. With the help of upgraded plant technology and integrated manpower resources, the Company has acquired an edge over its competitors. The Company has the ability to receive and process multiple orders and also offer services to customers to customise products based on their needs. The factory has been functioning at its fullest capacity to cater to increase in domestic demand and export. Also in-house Engineering division is self-sufficient which has helped to reduce cost on maintenance of Plant, Machineries and other Equipments.

**3. Expected increase in productivity and profits in measurable terms :**

With the above mentioned steps taken by the Company, the Company will be able to improve its sales and profit. A well maintained plant and increased production capacity are expected to increase turnover of the Company.

**IV. DISCLOSURES :**

Disclosures in the Board of Directors' report as required under the heading 'Corporate Governance' shall be given in the Directors Report.

## **(Annexure C)**

### **STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013; SPECIAL RESOLUTION AT ITEM NO. 9**

#### **I. GENERAL INFORMATION**

##### **1. Nature of Industry :**

Amines & Plasticizers Ltd ("the Company") is into Chemical Industry.

##### **2. Date or Expected Date of Commencement of Commercial Production:**

The Company was incorporated on 05th September, 1973 under the Companies Act, 1956. The Certificate for Commencement of Business was issued by the Registrar of Companies, Shillong on 05th September, 1973 and it started commercial production soon thereafter.

##### **3. In Case of New Companies, Expected Date of Commencement of Activities as per Project Approved by Financial Institutions appearing in the Prospectus: Not Applicable.**

##### **4. Financial Performance for the Last 3 Years**

( ₹ in Lakhs)

| <b>Particulars</b>                                | <b>2018-19</b> | <b>2017-18</b> | <b>2016-17</b> |
|---|----------------|----------------|----------------|
| Income for the year                               | 45,848.74      | 33,930.64      | 32,290.77      |
| Profit before Interest, Depreciation and Tax      | 3,731.32       | 3,343.22       | 3,049.50       |
| Net Profit/(Loss) for the Current Year            | 1,727.99       | 1,548.13       | 1,548.00       |
| Other Comprehensive income (net of tax)           | (13.71)        | (20.62)        | (1.42)         |
| Earlier Years Balance Brought forward             | 6,103.52       | 4,794.92       | 3,282.78       |
| Depreciation reversed on Capital Subsidy received | -              | -              | -              |
| Dividend and Tax thereon                          | (199.66)       | (198.06)       | -              |
| Other Transfer to / (from) Retained Earnings      | (47.80)        | (20.86)        | (34.44)        |
| Balance carried to Balance Sheet                  | 7,570.34       | 6,103.51       | 4,794.92       |
| Net Profit available for Appropriation            | 7,570.34       | 6,103.51       | 4,794.92       |

##### **5. Foreign Investments or Collaborations, if any: NIL**

#### **II. INFORMATION ABOUT THE APPOINTEE**

##### **1. Background Details:**

Mr. Yashvardhan Ruia (DIN : 00364888) has done his Bachelors in Management Studies from Mumbai University and Master of Science (Marketing) from Manchestor Business School, the University of Manchestor, UK. He has rich experience in the field of Business Development and Marketing and has travelled extensively world over, thereby bringing expert knowledge and ideas, enhancing the growth and trajectory of the Company. He has been associated with the Company and especially with its Engineering Division for past couple of years and is looking after all major operational as well as day-to-day affairs of the said Division. His expertise and in depth knowledge in the Fabrication process and functioning amongst others has been exceptional over the years and has benefited to the Company. Also, he is involved in software development division of the Company through its subsidiary "APL Infotech Ltd" in his capacity as Director. Over the years he has been instrumental in tie-ups with major Software Marketing Companies for marketing of the software. He has also taken many initiatives for canvassing the software products in the Top Universities and Educational Institutions.

**2. Past remuneration:**

Remuneration drawn by Mr. Yashvardhan Ruia in his previous term from 01.06.2017 to 31.03.2019 was as follows :

| Financial Year | Amount (in ₹) |
|----------------|---------------|
| 2018-19        | 2404070       |
| 2017-18        | 1891010       |

**3. Recognition & Awards : Nil****4. Job Profile and his Suitability :**

Mr. Yashvardhan Ruia would be responsible for the day-to-day management of the affairs of the Company under the superintendence and supervision of the Board of the Company and also fully accountable to carry out expansion program of the Company. He has been also entrusted with the additional assignment of leading Company's subsidiary "APL Infotech Ltd" which is into software development. He is instrumental in tying up with various marketing agencies to market "PAnORaMA" software developed by the Company. Considering his expertise, knowledge and association with the Company and the contribution made by him in the Company's growth, it is necessary to reward him with the increase in his salary.

**5. Remuneration proposed :**

As per details given in Resolution above.

**6. Comparative Remuneration Profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile assigned to Mr. Yashvardhan Ruia, the responsibilities that would be shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any :**

Beside the remuneration proposed, Mr. Yashvardhan Ruia, does not have any other pecuniary relationship with the Company and he is related to Mr. Hemant Kumar Ruia, Chairman & Managing Director in capacity as his son.

**III. OTHER INFORMATION :****1. Reasons for loss or inadequacy of profits :**

The Company's profits are inadequate due to tough competition in Export market with lot of International players in the field. Also it faces stiff competition from few domestic Chemical manufacturers. The Company operates in a Chemical Segment which requires certain raw material which are susceptible to fluctuations in prices. Since the nature of raw material is highly sensitive, the same cannot be imported. The Company is thus vulnerable to Ethylene Oxide price volatility. During the year under report there was a continuous uptake in crude oil prices which has resulted in constant increase in raw material prices. The power bills and other overheads had also gone up substantially since the Company has moved on to eco-friendly fuel. During the year under review, there was increase of over 37% in expenditure as compared to previous year which has impacted margins.

**2. Steps taken by the company to improve performance:**

- i. Optimal utilization of the resources available with the Company, by using Company's multi-product plant to achieve optimum production mix.



- ii. Continuous thrust on new product development to capture untapped areas of Chemical Industry. The Company is constantly working on enhancing its Research and Development activities, wherein the main thrust will be developing new speciality products and thereby the existing infrastructure of the Company can be utilized to its peak level. The Company has full-fledged in-house Research and Development Division and Multi-Product Plant at its disposal which helps to cater to the needs of variety of customers and additional demand.
- iii. With the help of upgraded plant technology and integrated manpower resources, the Company has acquired an edge over its competitors. The Company has the ability to receive and process multiple orders and also offer services to customers to customise products based on their needs. The factory has been functioning at its fullest capacity to cater to increase in domestic demand and export. Also in-house Engineering division is self-sufficient which has helped to reduce cost on maintenance of Plant, Machineries and other Equipments.

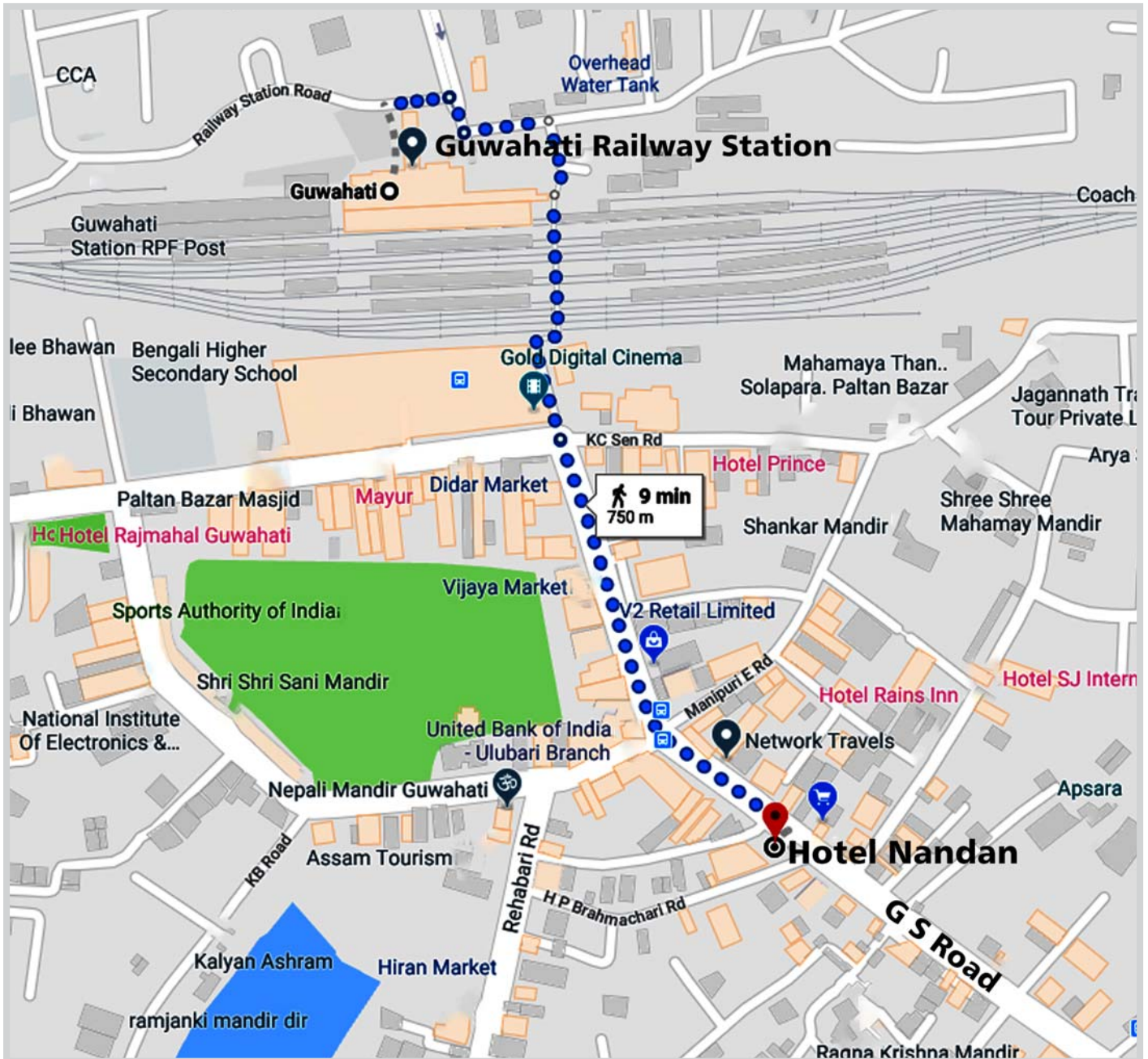
**3. Expected increase in productivity and profits in measurable terms :**

With the above mentioned steps taken by the Company, the Company will be able to improve its sales and profit. A well maintained plant and increased production capacity are expected to increase turnover of the Company.

**IV. DISCLOSURES:**

Disclosures in the Board of Directors' report as required under the heading 'Corporate Governance' shall be given in the Directors Report.

**Map showing place of the 44<sup>th</sup> Annual General Meeting to be held  
on 25<sup>th</sup> September, 2019,  
at Hotel Nandan, G S Road, Paltan Bazar, Guwahati – 781008.**





## DIRECTORS' REPORT

To,  
The Members,

The Board of Directors are pleased to present the Company's Forty Fourth Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2019.

### FINANCIAL SUMMARY AND HIGHLIGHTS: -

( ₹ in Lakhs)

| Particulars                                    | Consolidated<br>Year Ended |            | Standalone<br>Year Ended |            |
|--|----------------------------|------------|--------------------------|------------|
|  | 31/03/2019                 | 31/03/2018 | 31/03/2019               | 31/03/2018 |
| <b>Total Income</b>                            | <b>45,767.48</b>           | 33,858.19  | <b>45,848.74</b>         | 33,930.64  |
| Profit before Finance Cost, Depreciation & Tax | 3,647.21                   | 3,270.77   | 3,731.32                 | 3,343.22   |
| Finance Costs                                  | 800.20                     | 717.89     | 799.49                   | 717.89     |
| Depreciation                                   | 268.83                     | 255.00     | 268.83                   | 255.00     |
| Profit before Tax                              | 2,578.18                   | 2,297.88   | 2,663.00                 | 2,370.33   |
| Less: Tax Expenses                             | 935.01                     | 822.20     | 935.01                   | 822.20     |
| <b>Net Profit</b>                              | <b>1,643.17</b>            | 1,475.68   | <b>1,727.99</b>          | 1,548.13   |
| Other comprehensive Income for the year        | (14.83)                    | (20.62)    | (13.71)                  | (20.62)    |
| <b>Total comprehensive Income for the year</b> | <b>1,628.34</b>            | 1,455.06   | <b>1,714.28</b>          | 1,527.51   |

The Standalone total income rose by 35.12% for the financial year 2018-19 and stood at ₹45,848.74 Lakhs as compared to ₹33,930.64 Lakhs in the previous year. The finance cost during the year increased by 11.37% from ₹717.89 Lakhs in the previous year to ₹799.49 Lakhs. The Profit before tax was ₹2663.00 Lakhs as against ₹2370.33 Lakhs in the previous year. The Profit for the year stood at ₹1727.99 Lakhs as compared to ₹1548.13 Lakhs, thereby registering a growth of 11.62%. The revenue from the Export sales witnessed a stupendous growth of 75.21% during the year under review and stood at ₹19334.92 Lakhs as compared to ₹11035.49 Lakhs. The revenue from Domestic operations grew by 16.87% and stood at ₹26171.37 Lakhs as against ₹22393.89 Lakhs.

The total revenue on a consolidated basis of the Company was ₹45767.48 Lakhs as compared to ₹33858.19 Lakhs in the previous year. The profit for the year on consolidated basis was ₹1643.17 Lakhs as compared to ₹1475.68 Lakhs.

As you are aware, your Company is mainly engaged in the production of Alkyl alkonalamines which finds its utility in textile industry, cosmetics, pharma and gas treating, whereas the other major product – morpholine and its derivatives are used in textile fiber industry, water treatment chemicals as well as in pharma. The gas treating solvents manufactured by the Company find their application in various industries such as oil refineries, natural gas plants, ammonia plants and petrochemical plants. The demand for Company's products has been increasing and accordingly the Company is in the process of enhancing its production capacity for major products like Alkyl alkonalamines and Morpholine derivatives. After carrying out feasibility study and assessing viability of the expansion it was proposed to increase capacities and accordingly construction of plants have already commenced and expected to be completed during the current financial year.

### DIVIDEND AND RESERVES :

Your Directors are pleased to recommend a dividend of 15% i.e. ₹0.30 per Equity Share of the Face Value of ₹2/- each payable to those Shareholders whose names appear in the Register of Members as on the

Book Closure Date. The Dividend for the year ended 31st March, 2019 is subject to the approval of Shareholders at the 44th Annual General Meeting of the Company to be held at Guwahati, Assam and will be paid on or after 26th September, 2019. If approved by the Shareholders at the said Annual General Meeting, the Dividend will absorb ₹198.99 Lakhs inclusive of Tax on Dividend of ₹33.93 Lakhs to be borne by the Company. During the year under review, your Company transferred a sum of ₹33.40/- Lakhs to the Debenture Redemption Reserve (Previous Year: ₹33.40/- Lakhs) and no amount was transferred to General Reserve.

#### **SHARE CAPITAL :**

The Authorised Share Capital of the Company is ₹16,01,00,000/- (Rupees Sixteen Crores One Lakh only) comprising of Equity Share Capital of ₹1350.00 Lakhs and Preference Share Capital of ₹251.00 Lakhs. The paid up Equity Share Capital of the Company is ₹1100.40 Lakhs divided into 55020000 Equity Shares of ₹2/- each. During the year under review, the Company has neither issued shares with differential voting rights nor granted any stock options or sweat equity. As on 31st March, 2019, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

#### **EXPORT :**

During the year under review, the revenue from Export of products was ₹19334.92 Lakhs as compared to ₹11035.49 Lakhs in the previous year. The demand for the Company's products was much higher during the year under review from international markets. The export-oriented products are pre-registered under REACH compliances whereas other products will be registered as and when required.

#### **SUBSIDIARY COMPANIES :**

##### **APL INFOTECH LTD**

As you are aware, APL Infotech Ltd is engaged in association with IIT, Powai, Mumbai, in devising a Software product for pipe leak detection known as "PAnORaMA" which has various versions based on its utility. It analyses flow, pressure and other data to detect a leak accurately within specified performance parameters. One of the version is PAnORaMA LDS, which is a customized LDS (Leak Detection System) application for a network. It is a real time version of PAnORaMA and is useful for pipe network operators. PAnORaMA Academic software, is another version of the main software, which is used for engineering education sector, namely colleges with chemical, mechanical and civil engineering departments. The Company has been making constant efforts to reach out to various customers and has tied up with marketing agencies to market this product. The concept of a pipe leak detection software is one of its kind and hence facing difficulties finding its utility. As on date, the Company has no operations but is working on various commercial propositions and confident of obtaining break through.

##### **AMINES & PLASTICIZERS FZE, UAE - Wholly owned Subsidiary**

As reported earlier, the Company has incorporated a wholly owned subsidiary – Amines & Plasticizers FZE in Ras Al Khaimah, Free Trade Zone, UAE with a view to expand its business operations in the Middle East, Europe and United Arab Emirates. The banking operations of the said subsidiary started during the year, after which the Company has subscribed to the Share Capital in the said Company. The said subsidiary has been incorporated for dealing and trading in Specialty Chemicals and other Alkanolamines products in Middle East, United Arab Emirates and Europe. The operations in the said Company will be commenced with the advent of orders from potential clients in the said regions.

The affairs of the subsidiaries have been reviewed by the Board of Directors of the Company. Pursuant to Section 129 (3) of the Companies Act, 2013, consolidated accounts of the Company and all its subsidiaries have been prepared, which is a part of the Annual Report. A statement containing the salient features of the

financial statement of the Subsidiary in the prescribed format AOC 1 is provided in the Financial Statement, which forms an integral part of this report. The statement also provides the details of performance and financial position of the subsidiary.

### **EXTRACT OF ANNUAL RETURN :**

The details of the extract of the Annual Return in Form MGT – 9, as required under Section 92 of the Companies Act, 2013 is included in this Report as Annexure 1 and forms an integral part of this Report and is also available on the Company's website viz. [www.amines.com](http://www.amines.com).

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL :**

In accordance with the provisions of Section 152 of the Companies Act, 2013('the Act'), Company's Articles of Association, Ms. Nimisha Dutia retires by rotation and being eligible has offered herself for re-appointment. The Board recommends her re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting of the Company. Brief profile of Ms. Nimisha Dutia has been given in the Notice convening the Annual General Meeting.

The Company in the year 2014 had appointed Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel as Independent Directors of the Company for a term of Five years i.e upto 28th September, 2019 at its 39th AGM. The Company has now, on the recommendation of the NRC and subject to the approval of the members at the ensuing Annual General Meeting proposed re-appointment of Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel as Independent Directors on the Board of Directors of the Company in accordance with Section 149(4) of the Act, with effect from 29th September, 2019 to hold office for a 2nd term of 5 (Five) consecutive years upto 28th September, 2024.

During the year under review, with the amendment of Regulation 16 (1) of SEBI (LODR) (Amendment) Regulations, Mr. Kailashchandra Kesardeo Seksaria, who was appointed as an Independent Director in the year 2014 ceased his criteria of Independence by virtue of insertion of new clause (viii) in the said Regulation. Further, being pre-occupied with other activities, Mr. Kailashchandra Kesardeo Seksaria expressed his desire to step down from the Directorship of the Company at the end of his term effective September 28, 2019. The Company has decided not to fill vacancy caused by his vacation of office.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee (NRC) re-appointed Mr. Hemant Kumar Ruia as Chairman & Managing Director for a term of 5 years i.e from 01st April, 2019 to 31st March, 2024 with revised remuneration for a period of 3 years i.e 01st April, 2019 to 31st March, 2022 as detailed in the Notice, subject to the approval of the members.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Company has Three Key Managerial Personnel viz. Mr. Hemant Kumar Ruia as the Chairman & Managing Director and Chief Executive Officer, Mr. Ajay Puranik as the President - Legal & Company Secretary and Mr. Pramod Sharma as the Chief Financial Officer of the Company.

### **NOMINATION AND REMUNERATION POLICY :**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-executive Directors (by way of sitting fees and commission), Key Managerial Personnel, Senior Management and other employees. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel / Senior Management and

performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates. The details of this policy is available on the website of the Company <http://www.amines.com/pdf/policies/Nomination-Remuneration-Policy.pdf> and briefly explained in the Corporate Governance Report.

#### **Declaration by Independent Directors :**

The Company has received declaration of Independence from all the Independent Directors as required under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence under Section 149(6) of the Companies Act, 2013.

#### **Number of Meetings of the Board :**

The Board met 7 times during the Financial Year 2018-19 i.e on 03rd April, 2018, 30th May, 2018, 13th August, 2018, 13th November, 2018, 18th December, 2018, 11th February, 2019 and 25th March, 2019. The particulars of meetings held and attended by each Director are detailed in the Corporate Governance Report, which forms part of this report.

#### **COMMITTEES OF THE BOARD :**

The Board has the following Committees :

1. Audit Committee (AC)
2. Nomination and Remuneration Committee (NRC)
3. Stakeholders Relationship Committee (SRC)
4. Corporate Social Responsibility Committee (CSR)

The details of the Committees along with their composition, number of meetings, attendance and related matters are provided in the Corporate Governance Report, which forms part of this report.

#### **BOARD EVALUATION :**

During the year under review, pursuant to the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a structured questionnaire was prepared after taking into consideration various aspects of Board's functioning like composition of the Board and its Committees, Board culture, performance of specific duties and obligations.

The evaluation framework for assessing the performance of Directors of the Company comprises of important parameters like qualifications, knowledge, level of engagement and contribution, skills and experience in the respective fields, honesty, integrity, ethical behavior and leadership, Independence of judgment, attendance at the meetings, understanding the business, regulatory, competitive and social environment, understanding strategic issues and challenges etc. The Board of Directors expressed their satisfaction over the evaluation process.

#### **CONSOLIDATED FINANCIAL STATEMENTS :**

During the year under report, the Board of Directors ('the Board') reviewed the financial statement of the Company and its subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013 and applicable Indian Accounting Standards, consolidated financial statements of the Company and its subsidiaries are prepared. Further, a statement containing the salient features of the financial statement of the Subsidiary in the prescribed format AOC 1 is annexed to the Financial Statements in the Annual Report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the

consolidated financial statements and related information of the Company and audited accounts of its subsidiary are available on the Company's website [www.amines.com](http://www.amines.com). These documents will also be available for inspection during the business hours on every working day at the Registered Office in Guwahati, Assam, India till the date of the Annual General Meeting of the Company.

In accordance with the provisions of the Companies Act, 2013 ('the Act) and applicable provisions of Indian Accounting Standards on Consolidated Financial Statements, your Directors also provide the Audited Consolidated Financial Statements in the Annual Report.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY :**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in detail in the Notes to Financial Statements.

#### **DEPOSITS :**

The Company has not accepted or renewed any Deposits during the year under review and there is no unpaid or unclaimed deposits lying with the Company. However, the Company had by means of Postal Ballot taken approval from the Members of the Company for acceptance of Deposits from Members under Section 73 of the Companies Act, 2013 and rules made thereunder in the month of March, 2019. Your Company had filed DPT 1 (Circular Inviting Deposits) with Registrar of Companies, Shillong, Assam and subsequently sent the same to all its shareholders through the permitted modes. The main object of raising funds through deposits was to finance the capital expenditure requirement for expansion and other general corporate purposes of the Company.

#### **NON - CONVERTIBLE DEBENTURES (NCDs) :**

The Secured Non-Convertible Debentures (NCDs) issued by the Company stands at its original issue value being Rupees Thirteen Crores and Thirty-Five Lakhs as on March 31, 2019. The said NCDs were issued on a private placement basis in March 2015 for a period of Ten years and are fully secured. The Company has been timely and regularly servicing interest to its Debenture holders on a quarterly basis. During the year under review, no Call and/or Put options were exercised.

#### **RELATED PARTY TRANSACTIONS (RPTs) :**

All Related Party Transactions are first placed before the Audit Committee for its prior / omnibus approval which are of a foreseen and repetitive nature and thereafter referred to the Board. The transactions entered into with the related parties are at arm's length and in the ordinary course of business and are in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There were no material related party transactions entered into by the Company during the financial year which attracted the provisions of Section 188 of the Companies Act, 2013. The requisite disclosure, if any in Form AOC - 2 is furnished in Annexure 2. All related party transactions are mentioned in the Notes to the Financial Statements and also disclosed to Stock Exchange on half yearly basis pursuant to clause 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the transactions with any of related parties were in conflict with the Company's interest. The policy on Related Party and Material Related Party is put up on the website of the Company viz. <http://www.amines.com/pdf/policies/Policy-on-Related-Party-Transaction.pdf>

#### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY :**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relates and the date of the Report.



**STATUTORY AUDIT :**

The Company had appointed M/s B D G & Associates, Chartered Accountants (Firm Registration No. 119739W), Mumbai, as the Statutory Auditors of the Company for a period of 5 years at the 42nd Annual General Meeting (AGM) held in the year 2017 on a remuneration as may be mutually agreed upon by the Board of Directors and Statutory Auditors. Their appointment was subject to ratification by the Members at every subsequent Annual General Meeting held after the said AGM. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been done away with. Further, pursuant to the said amendment, the Company had passed a resolution ratifying the appointment of Auditors for remaining of their tenure in the previous AGM held on 27th September, 2018. Hence the resolution seeking ratification of the Members for continuance of their appointment at this AGM is not being sought and they will continue to be Statutory Auditor of the Company till the expiry of their original term.

The requisite certificate / declaration as required under Sections 139(1), 141, of the Companies Act, 2013 have been received from them. There is no audit qualification, reservation or adverse remark by Statutory Auditors on the Financial Statements for the year under review.

**COST AUDIT :**

As per the requirement of the Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of cost records of the Company every year.

The Board of Directors on the recommendation of the Audit Committee has appointed M/s A.G. Anikhindi & Co, Cost Accountants, Kolhapur, Maharashtra as Cost Auditors to audit the cost accounts of the Company for the financial year 2019-20 at a remuneration of ₹2,15,000/- per annum plus taxes as applicable and reimbursement of out of pocket expenses. As required under the Companies Act, 2013 a resolution seeking members' approval for ratification of the remuneration payable to the Cost Auditor forms a part of the Notice convening the 44th Annual General Meeting. The Cost Audit Report for the financial year 2017-18 was filed in Form CRA -4 with the Ministry of Corporate Affairs, Government of India on October 23, 2018.

**SECRETARIAL AUDIT :**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s SK Makhija & Associates, Practicing Company Secretary (CP No. 13322), Mumbai to carry out the Secretarial Audit of the Company. The Secretarial Audit Report for the period 01st April, 2018 to 31st March, 2019 is included as Annexure 3 and forms an integral part of this Report. There is no secretarial audit qualification in the report for the year under review.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :**

The Company has in place Internal Financial Control system commensurate with the size, scale and business operations, which are constantly assessed and strengthened with new / revised standard operating procedures. It ensures proper recording of financial and operational information and compliance of various internal controls and other regulatory and statutory compliances. The Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 and other applicable provisions, if any, of the Act read together with the Companies (Indian Accounting Standards) Rules, 2015. During the year under review, no material or serious observation have been reported by the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

Your Company's Financial Statements are prepared on the basis of the Significant Accounting Policies that are selected

by the Management and approved by the Audit Committee and the Board. These Accounting Policies are reviewed from time to time. Internal Audit plays a key role in providing assurance to the Board of Directors. In order to maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee. The Internal Auditor monitors & evaluates the efficacy of Internal Financial Control system in the Company, its compliance with operating system, accounting procedures & policies at all the locations of the Company. Based on their report of the Internal Audit function, corrective actions in the respective area are undertaken and controls are strengthened. Internal Financial Control Audit has also been undertaken by the Statutory Auditor M/s B D G & Associates, Chartered Accountants, Mumbai. For the year ended 31st March, 2019, the Board is of the opinion that the Company has sound Internal Financial Controls commensurate with the nature and size of its business operations.

### **CREDIT RATING :**

During the year under review, the Company has obtained Credit Rating from ICRA Ltd. ICRA has assigned ICRA BBB+ (pronounced ICRA triple B plus) with 'Positive Outlook' for long term credit facilities availed by the Company and [ICRA] A2 (pronounced ICRA A two) for the short term rating. As far as rating from Brickworks is concerned, the Management has decided to discontinue their ratings at the end of their rating period in view of better rating obtained from ICRA and cost saving.

### **ISO CERTIFICATION :**

The Company has an ISO 9001:2015 certification which is valid up to 11th January, 2021. Periodic Audit conducted by Det Norske Veritas (DNV - GL) is successful for continuation of the certification. The focus of QMS (Quality Management System) is on continual improvement by implementing the strategic tools for business to gain competitive advantage through products and services that are safe, reliable and trustworthy. Besides this, understanding the needs and expectations of Interested Parties helps to find ways to improve the quality of products and services offered to increase customer satisfaction and reduce business risks.

Besides QMS (Quality Management System), APL has Environmental Management System (EMS) and Occupational Health & Safety (OH&S) certifications. The recertification audit as per ISO 14001- 2015 standard conducted by Det Norske Veritas (DNV-GL) is successful and ISO 14001:2015 certification is valid upto 08th April, 2022. ISO has introduced new standard for OH&S in 2018. APL has successfully implemented the new standard ISO 45001:2018 and cleared the audit conducted by Det Norske Veritas (DNV-GL).

ISO 14001:2015 (Environmental Management System) Certification relates to conservation of natural resources resulting in maintaining clean environment, safe work place, safe operations, commitment to compliance and healthy atmosphere. Determination of Life Cycle Perspective is a new concept incorporated in the EMS. As such, the Company is committed to ensure minimum impact to environment through its operations.

ISO 45001:2018 (Occupational Health and Safety Management System) Certification gives guidance for its use to enable to provide safe and healthy workplaces by preventing work-related injury and ill health as well as by proactively improving its Occupational Health & Safety performance. Various measures have been taken by APL in order to ensure compliance in its true spirit.

### **INSURANCE :**

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

### **INDUSTRIAL RELATIONS :**

The industrial relations remained cordial during the year under review.

**DIRECTORS' RESPONSIBILITY STATEMENT :**

To the best of knowledge and belief and according to the information and explanations obtained, your Directors make the following statement in terms of Section 134 (3)(c) of the Companies Act, 2013:

- a) that in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures wherever applicable, if any;
- b) the Directors have 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 31st March, 2019 and of the profit of the Company for the year under review;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) that the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

Pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, prescribed particulars as applicable is annexed hereto as Annexure 4 and forms part of this Report.

**PARTICULARS OF EMPLOYEES :**

The Statement containing information as required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as Annexure 5 and forms an integral part of this Report. A statement comprising names of top 10 employees in terms of remuneration drawn and every persons employed throughout the year who were in receipt of remuneration, in terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is marked as Annexure 5A and forms an integral part of this annual report. The above Annexure is not being sent along with this annual report to the members in line with the provisions of Section 136 of the Act. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered / Corporate Office of the Company. The aforesaid Annexure is also available for inspection by the Members at the Registered Office of the Company, 21 days before and up to the date of the ensuing 44th Annual General Meeting of the Company during the business hours on working days.

**DISCLOSURE UNDER THE SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 :**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints regarding sexual harassment, if any. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is summary of sexual harassment complaints received and disposed off during each Calendar year:

- No. of Complaints received : Nil
- No. of Complaints disposed off : NA

### **RISK MANAGEMENT :**

With the growth in business operations of the Company, it is essential to reassess and revisit the risk management framework from time to time. Your Company has been constantly reviewing the factors to mitigate risk associated with operations, revenues, regulations and accomplishment of objectives by addressing them. In order to maximize returns in any business it is necessary to mitigate the risks associated in the business operations. The foreseeable risks can be classified into financial risk, commodity price risks, regulatory risks, geo-political risks and other strategic risks. The Company has at various levels trained its employees to identify, prevent and mitigate the risks that may affect the business and operations of the Company. The risk management framework is reviewed periodically by the Board and the Audit Committee keeping a check on overall effectiveness of the risk management of the Company. A detailed note on risks, concerns and mitigating factors have been given in the Management Discussion & Analysis Report.

### **ESTABLISHMENT OF VIGIL MECHANISM :**

The corporate affairs of the Company are carried out in a fair and transparent manner. The Company has in place a Whistle Blower Policy as a vigil mechanism as envisaged in the Companies Act, 2013 read with the Rules thereunder and the Listing Regulations. This Policy has been adopted, circulated and placed on the website of the Company in order to provide a secure environment and to encourage employees of the Company to report unethical, unlawful or improper practice, acts or activities. Any employee can approach his/her Department Head for any such instance observed or experienced or if in case it involves Managerial Personnel to the Managing Director and thereafter the Audit Committee Chairman. After due investigation the matter shall be dealt with as per the procedure prescribed in the Policy. During the year under review, no employee was denied access to the Audit Committee. The Whistle Blower Policy of the Company has been posted on the website of the Company viz. [www.amines.com](http://www.amines.com).

### **CORPORATE SOCIAL RESPONSIBILITY (CSR) :**

As a part of its CSR initiative, pursuant to Section 135 of the Companies Act, 2013 and relevant Rules, the Board has constituted the CSR Committee and has identified various sectors of the Society based on the needs and requirements in a particular field. During the year under review, the Company has undertaken following activities under its CSR initiatives :

- Education is one of the primary necessity of the children today. Keeping this noble cause in mind the Company has supported the initiative of promoting literacy by providing education to the needy and unprivileged sections of the Society through All India Social Educational Charitable Trust a registered Charitable Trust.
- Water is the most important substance on the earth to survive. There will be no life without water. Availability of clean drinking water is of paramount importance since certain sections of the society have no means of storing and processing water. The Cattle also suffer immensely due to lack of water. Looking at the severe crunch of drinking water and to save human and cattle life, the Company decided to support one such Trust who was undertaking such humane projects. The Company has thus contributed towards this purpose by making water facilities available to the people living in the rural part of Maharashtra for their survival, through a registered Charitable Trust.

A detailed report as required under Section 135 is annexed as Annexure 6 and forms part of this Annual Report.

### **SIGNIFICANT AND MATERIAL CHANGES / ORDERS PASSED BY THE REGULATORS OR COURTS AND TRIBUNALS :**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

**TRANSFERTO IEPF :**

The details of unpaid / unclaimed dividend for a period of 7 consecutive years and underlying shares liable to be transferred to IEPF Authority have been mentioned in detail in the Corporate Governance Report which forms an integral part of the Directors Report.

**CORPORATE GOVERNANCE :**

As prescribed under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a separate section on Corporate Governance Practices followed by the Company together with a Certificate from a Practicing Company Secretary confirming compliance forms an integral part of this Report.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT :**

Management Discussion and Analysis Report for the year under review, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

**APPRECIATION :**

Your Directors express their sincere gratitude for the consistent support and co-operation received from all the stakeholders including its Customers, Government Agencies, Financial Institutions, Bankers, Debenture Trustees, Suppliers, Shareholders, Debenture holders, Employees and other business Associates who have reposed their continued trust and confidence in the Company.

**Place: Mumbai**

**Date: 13.08.2019**

**For and on behalf of the Board**

**Hemant Kumar Ruia**  
**Chairman & Managing Director**  
**DIN : 00029410**



## ANNEXURE 1

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
as on financial year ended on 31.03.2019  
Pursuant to Section 92(3) of the Companies Act, 2013 read with  
The Companies (Management and Administration) Rules, 2014

**I REGISTRATION & OTHER DETAILS :**

|   |  |
|---|--|
| <b>CIN</b>  | L24229AS1973PLC001446  |
| <b>Registration Date</b>  | 05th September, 1973   |
| <b>Name of the Company</b>  | AMINES & PLASTICIZERS LIMITED  |
| <b>Category/Sub-category of the Company</b>   | Company Limited by Shares /<br>Indian Non Government Company   |
| <b>Address of the Registered office &amp; contact details</b>                             | Poal Enclave, C/o Pranati Builders Pvt Ltd.,<br>Principal J B Road, Chenikuthi, Guwahati, Assam - 781003.<br>Contact No.: 03612661797 • Email ID : ajayp@amines.com            |
| <b>Whether listed company</b>   | Yes  |
| <b>Name, Address &amp; Contact details of the Registrar &amp; Transfer Agent, if any.</b> | Sharex Dynamic (India) Private Limited<br>C-101, 247 Park, LBS Marg,<br>Vikhroli (West), Mumbai – 400083.<br>Tel: 2851 5606/ 5644/ 6338.<br>Email ID : support@sharexindia.com |

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

| <b>Sr. No.</b> | <b>Name &amp; Description of main products/services</b> | <b>NIC Code of the Product /service</b>  | <b>% to total turnover of the company</b> |
|----------------|---|--|---|
| a.             | Organic and Inorganic Chemical compounds                | 201- Manufacture of basic chemical, fertilizers and nitrogen compounds, plastic and synthetic rubber in primary forms. | 99.27%                                    |

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES :**

| <b>Sr. No.</b> | <b>Name &amp; Address of the Company</b>  | <b>CIN/GIN</b>        | <b>HOLDING/ SUBSIDIARY/ ASSOCIATE</b> | <b>% OF SHARES HELD</b> | <b>APPLICABLE SECTION</b> |
|----------------|---|-----------------------|---------------------------------------|-------------------------|---------------------------|
| 1.             | APL INFOTECH LTD<br>D/6, Shivsagar Estate,<br>Dr. Annie Besant Road,<br>Worli, Mumbai - 400 018                                   | U99999MH2001PLC134291 | SUBSIDIARY COMPANY                    | 51%                     | Section 2(87)             |
| 2.             | AMINES & PLASTICIZERS FZE<br>Business Centre 03/207,<br>Business Park, P O Box 325367,<br>Ras Al Khaimah,<br>United Arab Emirates | RAKFTZA-FZE-4017213   | WHOLLY OWNED SUBSIDIARY COMPANY       | 100%                    | Section 2(87)             |

## IV SHARE HOLDING PATTERN (Equity Share Capital Break up as % to total Equity)

## 1) Category wise Share holders

| Sr. No.  | Category of Shareholders                                 | No. of Shares held at the beginning of the year i.e 01.04.2018 |             |                 |                   | No. of Shares held at the end of the year i.e 31.03.2019 |             |                 |                   | % change during the year |
|----------|--|--|-------------|-----------------|-------------------|--|-------------|-----------------|-------------------|--------------------------|
|          |  | Demat  | Physical    | Total           | % of Total Shares | Demat  | Physical    | Total           | % of Total Shares |                          |
| <b>A</b> | <b>Promoters</b>   |  |             |                 |                   |  |             |                 |                   |                          |
| 1.       | <b>Indian</b>  |  |             |                 |                   |  |             |                 |                   |                          |
|          | a) Individual/HUF  | 23111980   | 0           | 23111980        | 42.01             | 23111980   | 0           | 23111980        | 42.01             | 0                        |
|          | b) Central Govt.or State Govt.                           | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0                        |
|          | c) Bodies Corporates                                     | 17144770   | 0           | 17144770        | 31.16             | 17144770   | 0           | 17144770        | 31.16             | 0                        |
|          | d) Bank/FI   | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0                        |
|          | e) Any other   | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0                        |
|          | <b>SUB TOTAL:(A) (1)</b>                                 | <b>40256750</b>  | <b>0</b>    | <b>40256750</b> | <b>73.17</b>      | <b>40256750</b>  | <b>0</b>    | <b>40256750</b> | <b>73.17</b>      | <b>0</b>                 |
| 2.       | <b>Foreign</b>   |  |             |                 |                   |  |             |                 |                   |                          |
|          | a) Individuals NRI / Foreign - Individuals               | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0                        |
|          | b) Other Individuals                                     | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0                        |
|          | c) Bodies Corp.  | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0                        |
|          | d) Banks/FII   | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0                        |
|          | e) Qualified Foreign Investor                            | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0                        |
|          | f) Any other,  | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0                        |
|          | <b>SUB TOTAL:(A) (2)</b>                                 | <b>0</b>   | <b>0</b>    | <b>0</b>        | <b>0</b>          | <b>0</b>   | <b>0</b>    | <b>0</b>        | <b>0</b>          | <b>0</b>                 |
|          | <b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b> | <b>40256750</b>  | <b>0</b>    | <b>40256750</b> | <b>73.17</b>      | <b>40256750</b>  | <b>0</b>    | <b>40256750</b> | <b>73.17</b>      | <b>0</b>                 |
| <b>B</b> | <b>PUBLIC SHAREHOLDING</b>                               |  |             |                 |                   |  |             |                 |                   |                          |
| 1.       | <b>Institutions</b>                                      |  |             |                 |                   |  |             |                 |                   |                          |
|          | a) Mutual Funds  | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.000                    |
|          | b) Banks/FI  | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.000                    |
|          | c) Central Govt.   | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.000                    |
|          | d) State Govt.   | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.000                    |
|          | e) Venture Capital Fund                                  | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.000                    |
|          | f) Insurance Companies                                   | 1000   | 1000        | 2000            | 0.004             | 1000   | 1000        | 2000            | 0.004             | 0.000                    |
|          | g) FIIs  | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.000                    |
|          | h) Foreign Venture Capital Funds                         | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.000                    |
|          | i) Others (specify)                                      | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.000                    |
|          | <b>SUB TOTAL (B)(1):</b>                                 | <b>1000</b>  | <b>1000</b> | <b>2000</b>     | <b>0.004</b>      | <b>1000</b>  | <b>1000</b> | <b>2000</b>     | <b>0.004</b>      | <b>0</b>                 |
| 2.       | <b>Non Institutions</b>                                  |  |             |                 |                   |  |             |                 |                   |                          |
|          | <b>a) Bodies corporates</b>                              |  |             |                 |                   |  |             |                 |                   |                          |
|          | i) Indian  | 7414040  | 574820      | 7988860         | 14.52             | 7399635  | 574820      | 7974455         | 14.49             | -0.026                   |
|          | ii) Overseas   | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.000                    |

| Sr. No. | Category of Shareholders   | No. of Shares held at the beginning of the year i.e 01.04.2018 |                |                 |                   | No. of Shares held at the end of the year i.e 31.03.2019 |                |                 |                   | % change during the year |
|---------|--|--|----------------|-----------------|-------------------|--|----------------|-----------------|-------------------|--------------------------|
|         |  | Demat  | Physical       | Total           | % of Total Shares | Demat  | Physical       | Total           | % of Total Shares |                          |
|         | <b>b) Individuals</b>  |  |                |                 |                   |  |                |                 |                   |                          |
|         | i) Individual shareholders holding nominal share capital upto ₹1 lakhs                                       | 3486258  | 1485515        | 4971773         | 9.04              | 3827775  | 1287305        | 5115080         | 9.30              | 0.261                    |
|         | ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh                               | 580222   | 135000         | 715222          | 1.30              | 503890   | 135000         | 638890          | 1.16              | -0.139                   |
|         | <b>(c) Other (specify)</b>   |  |                |                 |                   |  |                |                 |                   |                          |
|         | Non Resident Indians   | 176170   | 0              | 176170          | 0.32              | 137282   | 0              | 137282          | 0.25              | -0.070                   |
|         | Overseas Corporate Bodies  | 0  | 0              | 0               | 0                 | 0  | 0              | 0               | 0                 | 0                        |
|         | Foreign Nationals  | 0  | 0              | 0               | 0                 | 0  | 0              | 0               | 0                 | 0                        |
|         | Clearing Members   | 35525  | 0              | 35525           | 0.07              | 21843  | 0              | 21843           | 0.04              | -0.025                   |
|         | Trusts   | 1500   | 0              | 1500            | 0.00              | 1500   | 0              | 1500            | 0.003             | 0                        |
|         | Investor Education and Protection Fund (IEPF) Authority, Ministry of Corporate Affairs, Government of India* | 872200   | 0              | 872200          | 1.59              | 872200   | 0              | 872200          | 1.59              | 0.000                    |
|         | <b>SUB TOTAL (B)(2):</b>   | <b>12565915</b>  | <b>2195335</b> | <b>14761250</b> | <b>26.83</b>      | <b>12764125</b>  | <b>1997125</b> | <b>14761250</b> | <b>26.83</b>      | <b>0.001</b>             |
|         | <b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>  | <b>12566915</b>  | <b>2196335</b> | <b>14763250</b> | <b>26.833</b>     | <b>12765125</b>  | <b>1998125</b> | <b>14763250</b> | <b>26.834</b>     | <b>0.001</b>             |
|         | <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>   | <b>0</b>   | <b>0</b>       | <b>0</b>        | <b>0</b>          | <b>0</b>   | <b>0</b>       | <b>0</b>        | <b>0</b>          | <b>0.000</b>             |
|         | <b>Grand Total (A+B+C)</b>   | <b>52823665</b>  | <b>2196335</b> | <b>55020000</b> | <b>100.00</b>     | <b>53021875</b>  | <b>1998125</b> | <b>55020000</b> | <b>100.00</b>     | <b>0</b>                 |

\* The voting rights on these shares shall remain frozen till the rightfull owner claims the shares

## 2. Shareholding of Promoters

| Sr. No. | Shareholder's Name                        | Shareholding at the beginning of the year i.e. 01.04.2018 |                                  |  | Shareholding at the end of the year i.e. 31.03.2019 |                                  |  | % changes in share holding during the year |
|---------|---|---|----------------------------------|--|---|----------------------------------|--|--|
|         |   | No.of Shares  | % of total shares of the company | % of shares Pledged/encumbered to total shares | No.of Shares  | % of total shares of the company | % of shares Pledged/encumbered to total shares |  |
| 1       | Hemant Kumar Ruia                         | 21998930  | 39.98                            | 0  | 21998930  | 39.98                            | 0  | 0  |
| 2       | Multiwyn Investments and Holdings Pvt Ltd | 12064770  | 21.93                            | 0  | 12064770  | 21.93                            | 0  | 0  |
| 3       | Chefair Investment Pvt Ltd                | 5080000   | 9.23                             | 0  | 5080000   | 9.23                             | 0  | 0  |
| 4       | Shalini Ruia                              | 1111050   | 2.02                             | 0  | 1111050   | 2.02                             | 0  | 0  |
| 5       | Yashvardhan Ruia                          | 2000  | 0.004                            | 0  | 2000  | 0.004                            | 0  | 0  |

## 3. Change in Promoters Shareholding

| Sr. No. | Shareholders Name                         | Shareholding at the beginning of the year i.e 01.04.2018 |                                | Date       | Increase/ Decrease in shareholding | Reason | Cumulative Shareholding during the year (01-04-18 to 31-03-19) |  |
|---------|---|--|--------------------------------|------------|------------------------------------|--------|--|--|
|         |   | No.of Shares at the beginning                            | % of the shares of the company |            |                                    |        | Cumulative Shares during the year                              | % of total Shares of the company during the year |
| 1       | Hemant Kumar Ruia                         | 21998930   | 39.98                          | 01-04-2018 | No Change                          |        |  |  |
|         | At the end of the year i.e. 31-03-2019    |  |                                | 31-03-2019 |                                    |        | 21998930   | 39.98  |
| 2       | Multiwyn Investments and Holdings Pvt Ltd | 12064770   | 21.93                          | 01-04-2018 | No change                          |        |  |  |
|         | At the end of the year i.e. 31-03-2019    |  |                                | 31-03-2019 |                                    |        | 12064770   | 21.93  |
| 3       | Chefair Investment Pvt Ltd                | 5080000  | 9.23                           | 01-04-2018 | No change                          |        |  |  |
|         | At the end of the year i.e. 31-03-2019    |  |                                | 31-03-2019 |                                    |        | 5080000  | 9.23   |
| 4       | Shalini Ruia                              | 1111050  | 2.02                           | 01-04-2018 | No change                          |        |  |  |
|         | At the end of the year i.e. 31-03-2019    |  |                                | 31-03-2019 |                                    |        | 1111050  | 2.02   |
| 5       | Yashvardhan Ruia                          | 2000   | 0.004                          | 01-04-2018 | No Change                          |        |  |  |
|         | At the end of the year i.e. 31-03-2019    |  |                                | 31-03-2019 |                                    |        | 2000   | 0.004  |

#### 4. Shareholding pattern of Top Ten Shareholders

(other than Directors, Promoters and Holders of GDRs and ADRs):

| Sr. No. | Shareholder's Name  | Shareholding at the Beginning of the year                                 |                                | Date                                   | Increase/ Decrease in shareholding | Reason    | Cumulative Shareholding During the year (01-04-2018 - 31-03-2019) |                                  |
|---------|---|---|--------------------------------|--|------------------------------------|-----------|---|----------------------------------|
|         |   | No. of Shares at the beginning (01-04-2018) /end of the Year (31-03-2019) | % of the shares of the company |  |                                    |           | No. of Shares   | % of total Shares of the company |
| 1       | India Carbon Limited<br>At the end of the year i.e. 31-03-2019                                    | 6990000   | 12.704                         | 01-04-2018<br>31-03-2019               | 0                                  | No Change | 6990000   | 12.704                           |
| 2       | Investor Education And Protection Fund (IEPF) Authority<br>At the end of the year i.e. 31-03-2019 | 872200  | 1.585                          | 01-04-2018<br>31-03-2019               | 0                                  | No Change | 872200  | 1.585                            |
| 3       | Goneril Investment & Trading Company Ltd.<br>At the end of the year i.e. 31-03-2019               | 255000  | 0.463                          | 01-04-2018<br>31-03-2019               | 0                                  | No Change | 255000  | 0.463                            |
| 4       | Tower Investment & Trading Company Ltd.<br>At the end of the year i.e. 31-03-2019                 | 250250  | 0.455                          | 01-04-2018<br>31-03-2019               | 0                                  | No Change | 250250  | 0.455                            |
| 5       | Dipak Himatsingka<br>At the end of the year i.e. 31-03-2019                                       | 244830  | 0.445                          | 01-04-2018<br>31-03-2019               | 0                                  | No Change | 244830  | 0.445                            |
| 6       | Navbharat Metal Containers Private Limited<br>At the end of the year i.e. 31-03-2019              | 182570  | 0.332                          | 01-04-2018<br>16-11-2018<br>31-03-2019 | 500                                | Buy       | 183070<br>183070  | 0.333<br>0.333                   |
| 7       | Anita Himatsingka<br>At the end of the year i.e. 31-03-2019                                       | 135000  | 0.245                          | 01-04-2018<br>31-03-2019               | 0                                  | No Change | 135000  | 0.245                            |
| 8       | Vivek Himatsingka<br>At the end of the year i.e. 31-03-2019                                       | 125500  | 0.228                          | 01-04-2018<br>31-03-2019               | 0                                  | No Change | 125500  | 0.228                            |
| 9       | Payal Himatsingka<br>At the end of the year i.e. 31-03-2019                                       | 76500   | 0.139                          | 01-04-2018<br>31-03-2019               | 0                                  | No Change | 76500   | 0.139                            |
| 10      | Alexander Murugavel<br>At the end of the year i.e. 31-03-2019                                     | 57060   | 0.104                          | 01-04-2018<br>31-03-2019               | 0                                  | No Change | 57060   | 0.104                            |



**Shareholding pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

|    |                         |       |       |   |        |      |            |       |  |       |       |
|----|-------------------------|-------|-------|---|--------|------|------------|-------|--|-------|-------|
| 11 | SADHANA JAYENDRA MASTER | 76332 | 0.139 | 01-04-2018                                |        |      |            |       |  |       |       |
|    |                         |       |       | 27-04-2018                                | -33    | Sold | 76299      | 0.139 |  |       |       |
|    |                         |       |       | 01-06-2018                                | -1653  | Sold | 74646      | 0.136 |  |       |       |
|    |                         |       |       | 08-06-2018                                | -27600 | Sold | 47046      | 0.086 |  |       |       |
|    |                         |       |       | 15-06-2018                                | 2954   | Buy  | 50000      | 0.091 |  |       |       |
|    |                         |       |       | 28-09-2018                                | -817   | Sold | 49183      | 0.089 |  |       |       |
|    |                         |       |       | 05-10-2018                                | -9083  | Sold | 40100      | 0.073 |  |       |       |
|    |                         |       |       | 12-10-2018                                | -8700  | Sold | 31400      | 0.057 |  |       |       |
|    |                         |       |       | 19-10-2018                                | 1000   | Buy  | 32400      | 0.059 |  |       |       |
|    |                         |       |       | 02-11-2018                                | 1000   | Buy  | 33400      | 0.061 |  |       |       |
|    |                         |       |       | 30-11-2018                                | 500    | Buy  | 33900      | 0.062 |  |       |       |
|    |                         |       |       | 22-02-2019                                | 200    | Buy  | 34100      | 0.062 |  |       |       |
|    |                         |       |       | 01-03-2019                                | 1000   | Buy  | 35100      | 0.064 |  |       |       |
|    |                         |       |       | At the end of the year<br>i.e. 31-03-2019 |        |      | 31-03-2019 |       |  | 35100 | 0.064 |

**5. Shareholding of Directors and Key Managerial Personnel :**

| Sr. No. | Shareholder's Name   | Shareholding at the beginning of the year i.e. 01.04.2018 |                                |                          | Cumulative Shareholding during the year (01-04-2018 - 31-03-2019) |           |               | % of total Shares of the Company during the year |
|---------|--|---|--------------------------------|--------------------------|---|-----------|---------------|--|
|         |  | No. of Shares at the beginning /end of the Year           | % of the shares of the company | Date                     | Increase/ Decrease in shareholding                                | Reason    | No. of Shares |  |
| 1       | Mr. Hemant Kumar Ruia - Chairman & Managing Director<br>At the end of the year i.e. 31-03-2019     | 21998930  | 39.98                          | 01-04-2018<br>31-03-2019 | 0   | No Change | 21998930      | 39.98  |
| 2       | Mr. Yashvardhan Ruia - Executive Director<br>At the end of the year i.e. 31-03-2019                | 2000  | 0.004                          | 01-04-2018<br>31-03-2019 | 0   | No Change | 2000          | 0.004  |
| 3       | Mr. Ajay Puranik - President - Legal & Company Secretary<br>At the end of the year i.e. 31-03-2019 | 500   | 0                              | 01-04-2018<br>31-03-2019 | 0   | No Change | 500           | 0  |

Note: 1. Mr. KK Seksaria, Mr. A S Nagar, Dr. P H Vaidya, Dr. M K Sinha, Mr. B M Jindel and Ms. Nimisha Dutia did not hold any shares of the Company during the FY 2018-19.

2. Mr. Pramod Sharma, Chief Financial Officer of the Company who is a Key Managerial Personnel, did not hold any shares of the Company during the FY 2018-19.

**V INDEBTEDNESS:**

(₹ In Lakhs)

| <b>Indebtedness of the Company including interest outstanding/accrued but not due for payment</b> |   |                        |                 |                           |
|---|---|------------------------|-----------------|---------------------------|
|   | <b>Secured Loans excluding deposits</b> | <b>Unsecured Loans</b> | <b>Deposits</b> | <b>Total Indebtedness</b> |
| <b>Indebtedness at the beginning of the financial year</b>  |   |                        |                 |                           |
| i) Principal Amount   | 4010.54                                 | 349.91                 | 0               | 4360.45                   |
| ii) Interest due but not paid   | 0                                       | 0                      | 0               | 0                         |
| iii) Interest accrued but not due   | 0                                       | 0                      | 0               | 0                         |
| <b>Total (i+ii+iii)</b>   | <b>4010.54</b>                          | <b>349.91</b>          | <b>0</b>        | <b>4360.45</b>            |
| <b>Change in Indebtedness during the financial year</b>   |   |                        |                 |                           |
| Additions   | 2711.31                                 | 0                      | 0               | 2711.31                   |
| Reduction   | 0                                       | 349.910                | 0               | 349.91                    |
| <b>Net Change</b>   | <b>2711.31</b>                          | <b>-348.910</b>        | <b>0</b>        | <b>2361.40</b>            |
| <b>Indebtedness at the end of the financial year</b>  |   |                        |                 |                           |
| i) Principal Amount   | 6721.85                                 | 0                      | 0               | 6721.85                   |
| ii) Interest due but not paid   | 6.51                                    | 0                      | 0               | 6.51                      |
| iii) Interest accrued but not due   | 0                                       | 0                      | 0               | 0                         |
| <b>Total (i+ii+iii)</b>   | <b>6728.36</b>                          | <b>0</b>               | <b>0</b>        | <b>6728.36</b>            |

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :**

A. Remuneration to Managing Director, Whole time director and/or Manager :

(₹ In Lakhs)

| <b>Sl.No</b> | <b>Particulars of Remuneration</b>   | <b>Chairman &amp; Managing Director</b> | <b>Executive Director</b> | <b>Total</b>  |
|--------------|--|---|---------------------------|---------------|
| 1            | Gross salary   | Mr. Hemant Kumar Ruia                   | Mr. Yashvardhan Ruia      |               |
|              | (a) Salary as per provisions contained in Section 17(1) of the Income Tax, 1961. | 68.34                                   | 20.40                     | <b>88.74</b>  |
|              | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961                   | 32.61                                   | 3.64                      | <b>36.25</b>  |
|              | (c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961    | -                                       | -                         | -             |
| 2            | Stock option   | -                                       | -                         | -             |
| 3            | Sweat Equity   | -                                       | -                         | -             |
| 4            | Commission   | -                                       | -                         | -             |
|              | as % of profit   | -                                       | -                         | -             |
|              | others (specify)   | -                                       | -                         | -             |
| 5            | Others, please specify   | -                                       | -                         | -             |
|              | <b>Total (A)</b>   | <b>100.95</b>                           | <b>24.04</b>              | <b>124.99</b> |
|              | Ceiling as per the Act   | 84.00                                   | 42.00                     |               |

\* Includes Leave encashment of Three years amounting to ₹8.93 Lakhs claimed at the end of the tenure which is exempted from ceiling and Leave Travel Allowances for Three years amounting to ₹10.05 Lakhs taken together.

## B. Remuneration to other directors:

(Amount in ₹)

| Sl. No | Particulars of Remuneration                    | Name of the Directors   |                          |                      |                       | Total Amount      |
|--------|--|---|--------------------------|----------------------|-----------------------|-------------------|
| 1.     | Independent Directors                          | <b>Dr P H Vaidya</b>  | <b>Dr M K Sinha</b>      | <b>Mr. A S Nagar</b> | <b>Mr. B M Jindel</b> |                   |
|        | • Fee for attending board / committee meetings | 50000.00  | 62500.00                 | 47500.00             | 62500.00              | 222500.00         |
|        | • Commission                                   | 0   | 0                        | 0                    | 0                     | 0.000             |
|        | • Others                                       | 0   | 0                        | 0                    | 0                     | 0.000             |
|        | <b>Total (1)</b>                               | <b>50000.00</b>   | <b>62500.00</b>          | <b>47500.00</b>      | <b>62500.00</b>       | <b>222500.00</b>  |
| 2.     | Other Non-Executive Directors                  | <b>Mr. K K Seksaria</b>   | <b>Ms. Nimisha Dutia</b> |                      |                       |                   |
|        | • Fee for attending board / committee meetings | 50000.00  | 20000.00                 | -                    | -                     | 70000.00          |
|        | • Commission                                   | 0   | 0                        | -                    | -                     |                   |
|        | • Others                                       | 0   | 0                        | -                    | -                     |                   |
|        | <b>Total (2)</b>                               | <b>50000.00</b>   | <b>20000.00</b>          | -                    | -                     | <b>70000.00</b>   |
|        | <b>Total (B)=(1+2)</b>                         |   |                          |                      |                       | <b>292500.000</b> |
|        | Total Managerial Remuneration                  |   |                          |                      |                       |                   |
|        | Overall Ceiling as per the Act                 | - ₹28.12 Lakhs (being 1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)<br>- Ceiling for Board / Committee meeting is ₹ 1.00 Lakh per meeting. |                          |                      |                       |                   |

## C. Remuneration To Key Managerial Personnel other than MD/Manager/WTD :

(₹ In Lakhs)

| Sl.No | Particulars of Remuneration   | Key Managerial Personnel |                          |              |
|-------|---|--------------------------|--------------------------|--------------|
|       |   | Company Secretary        | CFO                      | Total        |
| 1     | Gross Salary  | <b>Mr. Ajay Puranik</b>  | <b>Mr. Pramod Sharma</b> |              |
|       | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 33.69                    | 19.02                    | 52.71        |
|       | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | 0.73                     | 0.5                      | 1.23         |
|       | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | -                        | -                        | -            |
| 2     | Stock Option  | -                        | -                        | -            |
| 3     | Sweat Equity  | -                        | -                        | -            |
| 4     | Commission  | -                        | -                        | -            |
|       | as % of profit  |                          |                          |              |
|       | others  | -                        | -                        | -            |
|       | <b>Total</b>  | <b>34.42</b>             | <b>19.52</b>             | <b>53.94</b> |

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :**

| Type   | Section of the Companies Act. | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority (RD / NCLT/ COURT) | Appeal made, if any (give Details) |
|--|-------------------------------|-------------------|--|------------------------------|------------------------------------|
| A COMPANY<br>Penalty<br>Punishment<br>Compounding                      | -<br>-<br>-                   | -<br>-<br>-       | -<br>-<br>-  | -<br>-<br>-                  | -<br>-<br>-                        |
| B DIRECTORS<br>Penalty<br>Punishment<br>Compounding                    | -<br>-<br>-                   | -<br>-<br>-       | -<br>-<br>-  | -<br>-<br>-                  | -<br>-<br>-                        |
| C OTHER OFFICERS<br>IN DEFAULT<br>Penalty<br>Punishment<br>Compounding | -<br>-<br>-                   | -<br>-<br>-       | -<br>-<br>-  | -<br>-<br>-                  | -<br>-<br>-                        |

Date: 13.08.2019  
Place: Mumbai

For and on behalf of the Board of Directors

**Hemant Kumar Ruia**  
Chairman & Managing Director  
(DIN:00029410)

**ANNEXURE 2****Form AOC-2**

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contract/arrangements entered into by the Company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis for the year ended March 31, 2019.

| Name of the Related party & Nature of Contract | Nature of Relationship | Duration of Contract | Salient terms | Amount in (Rs.) |
|--|------------------------|----------------------|---------------|-----------------|
| NIL  | NIL                    | NIL                  | NIL           | NIL             |

2. Details of material contracts or arrangements or transactions at Arm's length basis for the year ended March 31, 2019.

| Name of the Related Party & Nature of Contract | Nature of Relationship | Duration of Contract | Salient Terms | Amount in (Rs.) |
|--|------------------------|----------------------|---------------|-----------------|
| NIL  | NIL                    | NIL                  | NIL           | NIL             |

Date: 13.08.2019  
Place: Mumbai

For and on behalf of the Board of Directors

**Hemant Kumar Ruia**  
Chairman & Managing Director  
(DIN:00029410)





## ANNEXURE 3

### Form No. MR 3

#### Secretarial Audit Report

For the Financial Year Ended 31st March, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Amines & Plasticizers Limited,  
Poal Enclave, C/o Pranati Builders Pvt Ltd.  
Principal J B Road, Chenikuthi,  
Guwahati, Assam -781003.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Amines & Plasticizers Limited (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, statutory registers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2019 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; applicable to the extent of loan / investment made in Wholly Owned Subsidiary, Amines & Plasticizers FZE, Ras Al Khaimah, UAE.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable

during the audit period);

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable during the audit period);and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended.

VI. Management has identified and confirmed the following laws as being specifically applicable to the Company and complied with :

- i) Factories Act, 1948.
- ii) Industries (Development & Regulation) Act, 1951
- iii) Environment (Protection) Act 1986;
- iv) Air (Prevention and Control of Pollution) Act, 1974;
- v) Water (Prevention and Control of Pollution) Act, 1981
- vi) Income Tax Act and other Indirect Tax laws;
- vii) All applicable Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, workmen compensation etc ;
- viii) Industrial Disputes Act, 1947;
- ix) Hazardous Chemical Rules;
- x) The Manufacture, Storage and Import of Hazardous Chemical Rules, 1989;
- xi) Trademarks Act, 1999;
- xii) The Shops and Establishments Act, 1948.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

To the best of my knowledge and belief, during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

#### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously/majority as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has passed following resolutions which are having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc are mentioned below :



1. The Company has passed a Special Resolution under Section 73 of the Companies Act, 2013 for invitation and acceptance of Deposits from Members of the Company through Postal Ballot on March 23, 2019.
2. The Company has passed a Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for Borrowing powers upto ₹ 200 Crores through Postal Ballot on March 23, 2019.
3. The Company has passed a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charge / mortgage on the assets of the Company through Postal Ballot on March 23, 2019.
4. The Board of Directors at their Meeting held on March 25, 2019 has re-appointed Mr. Hemant Kumar Ruia as the Chairman & Managing Director of the Company for a further period of Five (5) years i.e. 01st April, 2019 to 31st March, 2024, at remuneration for a period of Three (3) years i.e. 01st April, 2019 to 31st March, 2022, subject to approval of the Members.
5. The Board of Directors at their Meeting held on March 25, 2019 has revised the remuneration payable to Mr. Yashvardhan Ruia, Executive Director of the Company with effect from 01st April, 2019 for the remainder of his term i.e upto 31st May, 2020, subject to the approval of Members.

Place : Mumbai  
Date : 13.08.2019

**For SK Makhija & Associates  
Company Secretaries**

**Suman Makhija  
Proprietor**  
FCS 9925 | CP No. 13322

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information under Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2019.

### **A. Conservation of Energy :**

#### **i. The steps taken or impact on conservation of energy :**

1. Company has incorporated LED fixtures in lighting system in place of high wattage fixtures, which has helped to reduce consumption and also to attain higher Lux level,
2. Electrical losses have been minimized by regular upgradation of electrical system on a continuous basis,
3. Turbo ventilators are installed in product drum storage area to save electrical consumption,
4. Maintaining higher power factor and continuous monitoring has minimized maximum demand & electrical losses,
5. Energy efficient motors are used in electrical system to reduce consumption.

#### **ii. The steps taken by the Company for utilizing alternate sources of energy :**

1. Conversion of oil fired Boiler into natural gas fired has ensured less maintenance & reduction in pollution levels,
2. Better fuel combustion has been obtained due to persistent usage of additives for bio mass fuel,
3. Continuous checking of insulation on pipelines and replacement wherever necessary has resulted in better efficiency,
4. Treating of Boiler water with additives has led to better Thermal efficiency,
5. SO<sub>2</sub> emission has significantly reduced by ensuring maximum utilisation of Briquette fired thermopac over LDO fired,
6. Effective addition of water treatment chemicals has helped in reducing scale formation thereby resulting in better heat transfer.
7. Installation of PNG fired Thermopac to reduce pollution level and for cost effectiveness,
8. Extension of existing amine plant is underway to increase capacity and install additional Reactors and ancillary equipments for enhancing production mix capacity to meet product demands,
9. LDO fired Thermopac will be converted to PNG in line with Boiler,
10. Additional balancing equipments are being installed to increase and to obtain better plant product qualities/capacities so that optimum plant utilization can be achieved and thereby reduction in energy consumption,

#### **iii. The capital investment on energy conservation equipments :**

The Capital investment on energy conservation equipments is ₹ 127.72 Lakhs during the FY 2018-19.

### **B. Technology Absorption :**

#### **i. the efforts made towards technology absorption :**

- a) New process technology absorption in R&D pilot plant for flaking machine and gas reactor adding new facilities in R&D to cater growth of new range of products.
- b) Absorption of design and engineering from R&D process has yielded quality products for local and export customer.
- c) Technical persons exposed to international symposiums, exhibitions has helped to adopt advance technology for commercial production so as to benefit industrial growth.

#### **ii. The benefits derived like product improvement, cost reduction, product development or import substitution :**

- a) Fulfilled commitments for growing needs of local and international customers.
- b) Enhanced production capability resulted in overall growth of our industry.
- c) Successful certification of ISO 9001:2015, ISO 14001:2015 & ISO 45001-2018.
- d) Adaptation of latest technical skills has helped to produce quality products.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year – NOT APPLICABLE.

iv. The expenditure incurred on Research and Development: ₹101.73 Lakhs.

**C. Foreign Exchange Earnings and Outgo :**

| Sr. No. | Particulars   | Current Year 2018 -19<br>(₹ In Lakhs) | Previous Year 2017-18<br>(₹ In Lakhs) |
|---------|---|---------------------------------------|---------------------------------------|
| 1.      | Foreign exchange earned Exports of goods on FOB basis | 17574.16                              | 10407.61                              |
| 2.      | CIF value of Imports                                  | 14,255.79                             | 12368.31                              |
| 3.      | Expenditure in foreign currencies                     | 856.08                                | 376.34                                |

Date: 13.08.2019  
Place: Mumbai

For and on behalf of the Board of Directors

**Hemant Kumar Ruia**  
Chairman & Managing Director  
(DIN:00029410)



## ANNEXURE 5

## Particulars pursuant to Section 197(12) of the Companies Act, 2013 and relevant Rules thereunder:-

|   |   |  |
|---|---|--|
| a | the ratio of the remuneration of each Director* to the median remuneration of the employees of the company for the financial year;  | Mr. Hemant Kumar Ruia, Chairman & Managing Director - 20:1<br>Mr. Yashvardhan Ruia, Executive Director - 5:1   |
| b | the percentage increase in remuneration of each Director, Chief Executive Officer, Company Secretary, Chief Financial Officer or Manager, if any, in the financial year;  | CMD : NIL<br>ED : NIL<br>CS : 10%<br>CFO : 10%   |
| c | the percentage increase in the median remuneration of employees in the financial year;  | 10%  |
| d | the number of permanent employees on the rolls of company ;   | 227  |
| e | average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; | The Company's philosophy is based on principle of Pay for Performance while maintaining internal equity and external parity. Appointment of CMD/ ED is for a period of 3 years and revision in the remuneration is generally considered at the time of reappointment. On an average 10% increment was given to CS, CFO and all other members of the staff. |
| f | affirmation that the remuneration is as per the remuneration policy of the company ;  | It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees adopted by the Company.  |

\* Only sitting fees is paid to Non -Executive Directors as detailed in the Corporate Governance Report.

**Date: 13.08.2019**  
**Place: Mumbai**

**For and on behalf of the Board of Directors**

**Hemant Kumar Ruia**  
**Chairman & Managing Director**  
**(DIN:00029410)**

## ANNEXURE 6

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR policy including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

The Company has been undertaking CSR activities since past Five years. The Company identifies certain projects on its own or Trusts / Agencies which carry out CSR activities which are then short-listed and finalized by the CSR Committee and approved by the Board.

The Company has framed a CSR policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is

<http://www.amines.com/pdf/policies/CORPORATE-SOCIAL-RESPONSIBILITY-CSR-POLICY.pdf>

2. Composition of CSR Committee:-

- Dr.P.H.Vaidya - Independent Director – Chairman of the Committee
- Mr.Hemant Kumar Ruia – Chairman & Managing Director
- Mr.B.M.Jindel – Independent Director

3. Average Net Profit of the Company for last Three financial years:-

Average Net Profit: ₹ 1996.56 Lakhs

4. Prescribed CSRExpenditure (two percent of the amount as in item 3 above)

The Company is required to spend ₹ 39.93 Lakhs towards CSR for the Financial Year 2018-19.

5. Details of CSR spent during the Financial Year :-

- Total Amount to be spent for the Financial Year: ₹ 39.93 Lakhs.
- Total Amount spent during the year: ₹ 40.00 Lakhs
- Amount unspent, if any: **Not Applicable**
- Manner in which the amount spent during the financial year is detailed below :

| 1                  | 2                                    | 3                                      | 4  | 5  | 6  | 7   | 8  |
|--------------------|--------------------------------------|--|--|--|--|---|--|
| Sr. No.            | CSR Projects / Activities identified | Sector in which the project is covered | Projects or programs(1) Local area or other (2) Specify the State and district where projects or programs was undertaken | Amount outlay (budget) project or programs wise (₹ in Lakhs) | Amount spent on the projects or programs Sub head: 1. Direct Expenditure on projects 2. Overheads (₹ in Lakhs) | Cumulative Expenditure upto the reporting period (₹ in Lakhs) | Amount spent : Direct or through implementing agency. (₹ in Lakhs) |
| 1.                 | Promotion of education               | Literacy                               | All India basis  | 30.00  | 1)30.00<br>2) NIL  | 30.00   | 30.00 through All India Social Educational Charitable Trust        |
| 2.                 | Making available safe drinking water | Health Care                            | Village Vashi, Mangaon District, Maharashtra.  | 10.00  | 1)10.00<br>2) NIL  | 10.00   | 10.00 through Lalbaugh Friend Circle Charitable Trust, Mumbai.     |
| Total (₹ in Lakhs) |                                      |  |  |  | 40   | 40  | 40   |

In accordance with the Company's CSR policy and in compliance with the Companies (Corporate Social Responsibility) Rules 2014, Amines & Plasticizers Ltd. has identified sectors focusing mainly on literacy, health care, environment and sustainability in order to maintain social and ecological balance in the Society. The Company has thus thought of a versatile theme in its Corporate Social Responsibility activities. During the year under review, the Company has provided financial support for promoting primary and secondary education and enabling higher education and providing quality education to children from all sections of the Society. Also, contributed generously towards providing pure drinking water to the people living in rural areas who faced severe draught conditions. A brief Note on Corporate Social Responsibility activities done by the Company is as follows :

- The Education is one of the primary necessity of the children today. Keeping this noble cause in mind the Company has supported the initiative of promoting literacy by providing education to the needy and unprivileged sections of the Society through a registered charitable Trust.
  - Water is the most important substance on the earth to survive. There will be no life without water. Village Vashi is located in a very remote area in the District Mangaon, Maharashtra which has a population of about 200 people. The region had faced several droughts in the past and availability of clean drinking water is of paramount importance since they have no means of storing and processing water. Cattle also suffer immensely due to lack of water. Looking at the severe crunch of drinking water and to save human and cattle life, the Company decided to take measures to dig Bore Well and to repair the existing Well for storage of water. The Company has contributed towards this purpose by making water facilities available to the people living in this rural part of Maharashtra for their survival, through a registered charitable Trust.
6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report. – **Not Applicable.**
  7. We hereby confirm that the implementation and monitoring of CSR Policy, is in compliance with the CSR Objectives and Policy of the Company.

Sd/-

**Pandurang Hari Vaidya**  
Chairman of the CSR Committee

Sd/-

**Hemant Kumar Ruia**  
Chairman & Managing Director

**Date: 13.08.2019**  
**Place: Mumbai**

## REPORT ON CORPORATE GOVERNANCE

Good Corporate Governance aims at enhancing the value of the Company and all its stakeholders in the long term by ensuring transparency, disclosures, accountability and integrity into business practices. The Company believes that the ethical business practice is the important attribute for all-round growth of a Company. As envisaged in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has been sharing all necessary information and complying with all the applicable requirements of the said Regulations. The Corporate Governance is about maintaining a valuable relationship and trust with all the stakeholders, commitment to values and promoting corporate fairness. Your Company has a strong foundation that reflects its ethical values through just and equitable corporate behavior, compliance of laws in true letter and spirit and application of best management practices.

Your Company confirms the compliance with the requirements of Corporate Governance as enlisted in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

### 1. Board of Directors (Board)

#### a) Composition and Category of Directors:

The Board of Directors of your Company as on 31st March, 2019, comprises of Chairman & Managing Director, One Executive Director, Four Non Executive & Independent Directors and Two Non- Executive & Non- Independent Directors; one of them is a Women Director. The composition of the Board of Directors is in conformity with the applicable provisions of the SEBI (LODR) Regulations, 2015 as well as the Companies Act, 2013 read with applicable rules.

As mandated under Regulation 26(1) of the SEBI (LODR) Regulations, 2015, none of the Directors is a member in more than Ten Committees and none of them is a Chairperson of more than Five Committees across all listed entities in which they are Directors. As per declarations given, none of the directors serves as an Independent Director in more than Seven listed companies. Further, the Chairman & Managing Director of the Company does not serve as an Independent Director in any listed company.

#### Board Meetings

The Meetings of the Board are held at the Corporate Office of the Company in Mumbai.

| Name of the Director  | Date of joining the Board | Category of Directorship | Attendance particulars |          | No. of other directorships and committee chairmanships and memberships in Public Companies other than APL  |             |             |
|-----------------------|---------------------------|--------------------------|------------------------|----------|--|-------------|-------------|
|                       |                           |                          | Board Meeting          | Last AGM | Other Directorships # (Category of Directorship)   | Committee @ |             |
|                       |                           |                          |                        |          |  | M           | C           |
| Mr. Hemant Kumar Ruia | 30/05/1992                | CMD and Promoter         | 7                      | Yes      | 1. APL Infotech Ltd (Chairman)<br>2. The Seksaria Biswan Sugar Factory Ltd (Independent Director)<br>3. APL Holdings & Investments Ltd (Non-Executive Director)        | -<br>2<br>- | -<br>-<br>- |
| Mr. Yashvardhan Ruia  | 10/05/2017                | ED and Promoter          | 7                      | Yes      | 1. APL Infotech Ltd (Executive Director)<br>2. Alumilite Architechurals Ltd. (Independent Director)<br>3. Western India Automobile Association (Professional Director) | -           | -           |

|                    |            |         |   |     |  |   |   |
|--------------------|------------|---------|---|-----|--|---|---|
| Mr. K. K. Seksaria | 14/08/1984 | NE      | 5 | No  | 1. Rolcon Engineering Company Ltd. (Independent Director)<br>2. Ishwarshakti Holding and Traders Ltd (Executive Director)<br>3. The Seksaria Biswan Sugar Factory Ltd (Chairman & Managing Director) | 1 | 1 |
| Dr. M. K. Sinha    | 19/12/1997 | NE & ID | 5 | No  | 1. APL Infotech Ltd. (Independent Director)  | - | - |
| Dr. P. H. Vaidya   | 18/09/1998 | NE & ID | 4 | No  | -  | - | - |
| Mr. A. S. Nagar    | 24/01/2003 | NE & ID | 4 | No  | -  | - | - |
| Mr. B. M. Jindel   | 30/01/2007 | NE & ID | 5 | Yes | -  | - | - |
| Ms. Nimisha Dutia  | 27/08/2014 | NE      | 2 | No  | -  | - | - |

**Note :**

1. Mr. Hemant Kumar Ruia and Mr. Yashvardhan Ruia are related to each other. None other directors are related interse.
2. Brief profiles of each of the above directors are available on the Company's website [www.amines.com](http://www.amines.com)
3. Maximum tenure of Independent Director is in accordance with the Companies Act, 2013 and rules made thereunder.

|  |                                     |
|--|-------------------------------------|
| APL = Amines & Plasticizers Ltd.   |                                     |
| M = Membership;  | C = Chairmanship;                   |
| NE = Non-Executive;  | CMD = Chairman & Managing Director; |
| ID = Independent;  | ED = Executive Director;            |
| # Directorships in Private Limited Companies excluded;   |                                     |
| @ comprises of Audit and Stakeholder Relationship Committee of Indian Public Limited Companies other than Amines and Plasticizers Ltd; |                                     |

**b) Independent Directors :**

The Non-Executive Independent Directors have given the declaration that they fulfill the conditions of Independence specified in Section 149(6) of the Companies Act, 2013 and Rules made thereunder and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The meeting of Independent Directors without the presence of non-independent directors and members of the Management was held on 11th February, 2019. All the Independent Directors were present at this Meeting. Pursuant to Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 the Independent Directors do not serve as an independent director in more than seven listed entities.

**c) Familiarization Programme for Independent Directors :**

It is important to familiarize the Directors of the Company with new updates in laws, statutes, business operations / policies from time to time in order to provide them an insight of their roles, rights and responsibilities and enable them to take well informed decisions. The Company had conducted the Familiarization Programme during the year under review for Independent Directors with regards to their roles, rights, responsibilities, nature of the industry in which the entity operates, business model of the



listed entity, organizational structure and economic features of the market and competitive environment. The programme encompassed suitable exposure in the form of awareness, latest changes in statutes/laws to acquaint them with the Company and its operations. Further on a regular basis, the Independent Directors are updated on various matters inter- alia covering the Company's policies, subsidiaries businesses and operations, industry and regulatory updates, finance aspect, strategy and other relevant matters to discharge their duties to the best of their abilities. The Board of Directors of the Company comprises of eminent persons from different fields having vast expertise in their respective fields. Also, all the Independent Directors are associated with the Company since quite a long time and thus know Company's operations / practices very well. The details of such Familiarization Programme for Independent Directors are disclosed on Company website and can be accessed at <http://www.amines.com/pdf/policies/Familiriazation-of-Independent-Director-programmee.pdf>

**d) Meetings :**

During the Financial Year; 1st April, 2018 to 31st March, 2019, Seven Board Meetings were held on following dates – 03rd April, 2018; 30th May, 2018; 13th August, 2018; 13th November, 2018; 18th December, 2018, 11th February, 2019 and 25th March, 2019. The Board thus met at least once in every Calendar Quarter and the gap between two meetings did not exceed one hundred and twenty days. All these meetings had requisite quorum. The details of attendance of the Directors at these Meetings are given in the table at Point no. 1 (a) above.

**e) Board Agenda :**

The Board of Directors meet frequently depending upon urgency and importance of matters. Once in a quarter they meet to review and take on record the quarterly financial results and status of the action taken on points arising from the earlier meetings. The agenda for the Board Meetings is comprehensive and prepared in consultation with the Chairman & Managing Director and the Executive Director of the Company. The Notice of the meeting is sent to all the directors well in advance with the agenda of the meeting and other relevant papers. Every Director is at liberty to suggest inclusion of items in the agenda and propose resolutions. All necessary information as required under the applicable provisions of the Act and / or Listing Regulations is placed before the Board. The Chairman & Managing Director apprises the Board at every Meeting of the overall performance of the Company and its subsidiaries. As required under Secretarial Standards, the draft minutes of the meeting are circulated to all the Directors for their perusal and approval. The minutes of Board Meeting are signed by the Chairman of the Board Meeting at its next Meeting. At the Board meetings / Committee meetings senior management personnel are invited to provide additional inputs for the items being discussed by the Board of Directors. The important decisions taken at the Board Meetings are communicated to the Functional / Divisional Heads by the Company Secretary.

The details of remuneration paid to the Directors are given under the head Remuneration paid to the Directors during the year 2018-19 which forms part of a para on Nomination and Remuneration Committee. The Board of Directors of the Company has Four Mandatory Committees as on 31/03/2019.

As required under Listing Regulations, none of the Non-Executive Directors hold any share and/or convertible instruments in the Company.

**2. Audit Committee :**

**a) Terms of Reference :**

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's financial reporting process and internal controls. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function. The terms of reference of Audit Committee inter alia amongst other things include mainly the following :

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending the appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to: -
  - a. matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b. changes, if any, in accounting policies and practices and reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by management,
  - d. compliance with accounting standards,
  - e. significant adjustments made in the financial statements arising out of audit findings;
  - f. compliance with listing and other legal requirements relating to financial statements;
  - g. disclosure of related party transactions, if any;
  - h. modified opinion(s) in the draft audit report, if any.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the Auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the Official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults, if any in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of the appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. Review of information as mandated by the SEBI Listing Regulations.

**b) Composition of Audit Committee :**

The composition of the Audit Committee is in accordance with Regulations 18 of the SEBI Listing Regulations with an Independent Director as the Chairman and 3 out of 4 other members being Independent Directors. All the members of the Committee possess financial knowledge and have requisite financial management expertise. The members have vast knowledge and experience in the field of finance, taxation and accounts. The Audit Committee comprises of Five Members viz. Mr. B. M. Jindel, Mr. Hemant Kumar Ruia, Mr. A S Nagar, Dr. M K Sinha and Dr. P H Vaidya. Except Mr. Hemant Kumar Ruia all other members of the Audit Committee are Non-executive and Independent Directors. Mr. B M Jindel is the Chairman of the Audit Committee. Mr. Ajay Puranik, President (Legal) & Company Secretary acts as the Secretary to the Committee. Chief Financial Officer, Mr. Pramod Sharma and Statutory Auditors of the Company attend meetings by invitation.

**Attendance :**

Five Audit Committee meetings were held during the Financial Year; 1st April 2018 to 31st March, 2019 on following dates i.e. on 30th May, 2018; 13th August, 2018; 13th November, 2018; 11th February, 2019 and 25th March, 2019. The requisite quorum was present at all the Meetings.

| Name of the Director  | Designation | Category                     | No. of Meetings Attended |
|-----------------------|-------------|------------------------------|--------------------------|
| Mr. B. M. Jindel      | Chairman    | Non Executive & Independent  | 5                        |
| Mr. Hemant Kumar Ruia | Member      | Chairman & Managing Director | 5                        |
| Mr. A. S. Nagar       | Member      | Non Executive & Independent  | 3                        |
| Dr. M. K. Sinha       | Member      | Non Executive & Independent  | 5                        |
| Dr. P H Vaidya        | Member      | Non Executive & Independent  | 4                        |

The Chairman of the Audit Committee, Mr. B M Jindel was present at the 43rd Annual General Meeting of the Company held on 27th September, 2018 at Guwahati, Assam.

**3. Nomination and Remuneration Committee (NRC) :**

The Nomination and Remuneration Committee discharges the functions as envisaged under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Composition of the Committee is given in this report.

**a) Terms of Reference :**

The terms of reference include :

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;

- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) decision on extension or continuation of the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors

**b) Composition and meetings :**

The NRC comprises of Mr. B. M. Jindel, Chairman, Mr. K. K. Seksaria, Dr. P. H. Vaidya and Mr. Arun Shanker Nagar, Independent Directors and Mr. Hemant Kumar Ruia, Chairman & Managing Director of the Company. Mr. Ajay Puranik, President (Legal) & Company Secretary acts as the Secretary to the Committee.

**Attendance :**

Two meetings were held during the Financial Year; 1st April, 2018 to 31st March, 2019 on following dates i.e. on 30th May, 2018 and 25th March, 2019. The requisite quorum was present at both the Meetings.

| Name of the Director  | Designation | Category                     | No. of Meetings Attended |
|-----------------------|-------------|------------------------------|--------------------------|
| Mr. B. M. Jindel      | Chairman    | Non Executive & Independent  | 2                        |
| Mr. Hemant Kumar Ruia | Member      | Chairman & Managing Director | 2                        |
| Dr. P. H. Vaidya      | Member      | Non Executive & Independent  | 1                        |
| Mr. K. K. Seksaria    | Member      | Non Executive & Independent  | 2                        |
| Mr. A. S. Nagar       | Member      | Non Executive & Independent  | 2                        |

Mr. Ajay Puranik, President (Legal) & Company Secretary of the Committee was present at the meetings held on 30th May, 2018 and 25th March, 2019.

**REMUNERATION POLICY**

The Nomination and Remuneration Committee has considered the factors laid down under Section 178(4) of the Companies Act, 2013 while formulating the Remuneration Policy.

**Remuneration to Non Executive Directors :**

The only remuneration paid to the Non-Executive Directors is by way of Sitting Fees. The Non- Executive Directors are paid sitting fees for each meeting of the Board and Audit Committee attended by them. The sitting fees paid to the Non-Executive Directors are:

- i) A sitting fee of ₹10,000/- for every meeting of the Board of Directors;
- ii) A sitting fee of ₹2,500/- for every meeting of the Audit Committee.

The total amount of sitting fees (excluding Goods & Service Tax) paid during the Financial year was ₹2,92,500/- (Rupees Two Lakhs Ninety Two Thousand Five Hundred only)

The Non – Executive Directors/ Independent Directors do not have any material pecuniary relationship or transactions with the Company.

**Remuneration to Executive Directors/ KMP :**

During the year under review, the Company had two Executive / Whole Time Directors, Mr. Hemant Kumar Ruia and Mr. Yashvardhan Ruia. The appointment and remuneration of Mr. Hemant Kumar Ruia, Chairman & Managing Director and Mr. Yashvardhan Ruia, Executive Director are approved and governed by the

resolutions passed in the meeting of the members of the Company. The Remuneration to the Executive Directors includes Salary, perquisites, allowance, contributions to Provident and Super Annuation Funds, accident and keyman insurance policies and such other benefits as approved by the members. The remuneration paid to other Key Managerial Personnel (KMP) are by way of salary, perquisites and allowances. The remuneration has been devised based on Company's overall performance, employee contribution towards the same, contribution in key areas, time management, team building, trends in the industry in order to reward and retain talent in the Company. The increment in the remuneration of the KMPs viz. Company Secretary and the Chief Financial Officer is approved by the Nomination and Remuneration Committee and is effective from 1st April.

### Performance Evaluation :

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out a formal process of the annual performance evaluation of the Board, Committees and individual Directors based on various criteria. The performance was evaluated on parameters such as performance of the board against the performance benchmarks set, overall value addition, participation in deliberations of the Board, qualifications, experience, special contribution, utility etc. A brief questionnaire was prepared covering various aspects including the above areas of competencies. The evaluation of the Chairman & Managing Director, Executive Director and Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

The Criteria of making payments to Non-Executive Directors is displayed on the Company's website [www.amines.com](http://www.amines.com)

### Details of remuneration paid to the Directors for the year 2018-19:

#### c) Remuneration of Non-Executive Directors :

All Directors except Mr. Hemant Kumar Ruia and Mr. Yashvardhan Ruia are Non - Executive and therefore no remuneration is paid except sitting fees during the year under review as mentioned below:

| Name of Director   | Sitting Fees Paid (₹) |                         |
|--------------------|-----------------------|-------------------------|
|                    | Board Meeting         | Audit Committee Meeting |
| Mr. K. K. Seksaria | 50,000                | —                       |
| Dr. M. K. Sinha    | 50,000                | 12,500                  |
| Dr. P. H. Vaidya   | 40,000                | 10,000                  |
| Mr. A. S. Nagar    | 40,000                | 7,500                   |
| Mr. B. M. Jindel   | 50,000                | 12,500                  |
| Ms. Nimisha Dutia  | 20,000                | —                       |

#### d) Remuneration to Chairman & Managing Director and Executive Director :

The remuneration paid to the Chairman & Managing Director is by way of approval of the members through the Special Resolution passed at the 41st Annual General Meeting of the Company held on 27th September, 2016. The term of appointment of the Chairman & Managing Director is for a period of Three years effective from 1st April 2016. The remuneration paid to the Executive Director is by way of approval of the members through the Ordinary Resolution passed at the 42nd Annual General Meeting of the Company held on 27th September, 2017. The term of appointment of the Executive Director is for a period of Three years effective from 1st June, 2017. The appointment of the Chairman & Managing Director and Executive Director can be terminated by

either party giving three months' notice in writing. There is no concept of severance fees in the terms of appointment of the Chairman & Managing Director and Executive Director. The total remuneration paid to Mr. Hemant Kumar Ruia, Chairman & Managing Director and Mr. Yashvardhan Ruia, Executive Director during the financial year 2018-2019 is shown in detail here under:

( Amount in ₹ )

|                              | Salary     | Perquisites | Supper Annuation contribution | Bonus    | Total    |
|------------------------------|------------|-------------|-------------------------------|----------|----------|
| Chairman & Managing Director | 79,28,333* | 7,59,581    | 6,03,000                      | 8,04,000 | 10094914 |
| Executive Director           | 18,00,000  | 220070      | -                             | 240000   | 2260070  |

The amount contributed towards provident fund, super annuation has not been included in the total remuneration paid. The Company does not have any performance linked commission, incentives and stock option scheme.

\*Salary paid to Mr. Hemant Kumar Ruia, Chairman & Managing Director includes Leave encashment of Three years claimed at the end of the tenure which is exempted from ceiling and Leave Travel Allowances for Three years taken together.

#### 4 Stakeholder Relationship Committee (SRC) :

The Company gives highest importance to Investor Relations and all the stakeholders are treated at par and strives to achieve the appropriate balance between various stakeholders, in the best interest of the Company. It mainly focuses on the expeditious and effective redressal of the Shareholder's grievances in order to strengthen Investor Relations.

##### a) Composition :

The Committee comprises of Three Non-Executive Independent Directors and an Executive Director. The Committee comprises of Mr. B M Jindel, Mr. A S Nagar, Mr. Hemant Kumar Ruia, and Dr. M K Sinha. All members except Mr. Hemant Kumar Ruia, Chairman & Managing Director are Non – Executive and Independent Directors of the Company. Mr. B. M. Jindel is the Chairman of the Stakeholder Relationship Committee.

##### b) Terms of Reference:

The constitution and terms of reference of Stakeholders Relationship Committee Section 178 (5) of the Act and Regulation 20 of the Listing Regulations as amended from time to time.

The Committee specifically looks into redressing of investors' complaints including Non-receipt of annual reports, non receipt of declared dividends and complaints related to transfer / transmission etc. of shares. The Committee also monitors and reviews the performance and service standards of the Share Transfer Agent and provides continuous guidance to improve the service levels for investors.

##### c) Committee Meetings :

The investor correspondence and grievances are being attended by M/s Sharex Dynamic (I) Pvt. Ltd., Registrar and Share Transfer Agents of the Company and a periodical report is being presented to the Committee. There were no major complaints from the investors. Routine complaints relating to non-receipt of annual report/ bonus / split share certificates, non - receipt of dividend, transfer / transmission of shares, dematerialization of shares, request of change in address etc. were attended to from time to time. The Company has not received any major /serious complaints of the shareholders through Securities and Exchange Board of India (SEBI) Portal during the year under review.



The Committee met Two times during the Financial Year 2018-19 viz. 30th May, 2018 and 25th March, 2019. The requisite quorum was present at both the Meetings.

Composition of the Committee and attendance of each Director at these meetings are as follows:

| Name of the Director | Designation | No. of Meetings Attended |
|----------------------|-------------|--------------------------|
| Mr. B. M. Jindel     | Chairman    | 2                        |
| Mr. A. S. Nagar      | Member      | 2                        |
| Mr. H. K. Ruia       | Member      | 2                        |
| Dr. M. K. Sinha      | Member      | 2                        |

**d) Compliance Officer :**

Mr. Ajay Puranik, President (Legal) & Company Secretary is the Compliance Officer pursuant to Regulation 6 of the SEBI (LODR) Regulations, 2015.

**e) Details of complaints received and resolved during the year :**

|   |     |
|---|-----|
| Complaints pending as on April 1, 2018                              | NIL |
| Number of Shareholders' complaints received during the year         | 5   |
| Number of complaints not solved to the satisfaction of shareholders | NIL |
| Number of pending complaints as on March 31, 2019                   | NIL |

**5 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR) :**

As per the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 the Company has constituted a Corporate Social Responsibility (CSR) Committee.

**Terms of Reference :**

- formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII (as may be amended from time to time) of the Companies Act, 2013;
- recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- monitor the Corporate Social Responsibility Policy of the Company from time to time.

**Composition of the Committee:**

The CSR Committee of the Company comprises of Three members. Dr. P H Vaidya is the Chairman of the Committee. The other members of the CSR Committee include Mr. Hemant Kumar Ruia, Chairman & Managing Director, Mr. B M Jindel Non-Executive and Independent Director. The composition of the CSR Committee is in accordance with the provisions of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014. As per Section 135 of the Companies Act, 2013 the Company has spent ₹40 Lakhs for the Financial Year 2018-19. The Company has formulated a CSR Policy, which is uploaded on the website of the Company.

(Weblink : <http://www.amines.com/pdf/policies/CORPORATE-SOCIAL-RESPONSIBILITY-CSR-POLICY.pdf> )

A detailed report on the CSR activities in conformity with the necessary provisions of the Act forms a part of the Board's Report.

**Meetings :**

During the year under review, Two meetings were held viz. on 30th May, 2018 and 11th February, 2019. The requisite quorum was present at both the Meetings

| Name of the Director  | Designation | Category                       | No. of Meetings Attended |
|-----------------------|-------------|--------------------------------|--------------------------|
| Dr. P H Vaidya        | Chairman    | Non Executive & Independent    | 2                        |
| Mr. Hemant Kumar Ruia | Member      | Chairman and Managing Director | 2                        |
| Mr. B M Jindel        | Member      | Non Executive & Independent    | 2                        |

## 6. General Body Meeting :

### a) Annual General Meeting :

| Financial Year | Date and Time                    | Location | Special Resolution   |
|----------------|----------------------------------|----------|--|
| 2017-18        | 27th September, 2018 at 11.30 AM | Guwahati | - Approval of members of the Company for continuation of directorship of Mr. Kailashchandra Seksaria who has attained the age of 75 years upto the expiry of his present term.<br>- Approval of members of the Company for continuation of directorship of Dr. Pandurang Hari Vaidya who has attained the age of 75 years upto the expiry of his present term. |
| 2016-17        | 27th September, 2017 at 12.30 PM | Guwahati | - Approval of Members of the Company, under section 186 of Companies Act, 2013, to authorize the Board of Directors to make investment, give guarantees and acquire securities not exceeding an amount of INR 1,000,000,000.   |
| 2015-16        | 27th September, 2016 at 11.30 AM | Guwahati | - Re-appointment of Mr. Hemant Kumar Ruia as the Chairman & Managing Director of the Company for a further term of 3 years with revised remuneration.  |

### b) Resolutions passed through Postal Ballot :

During the year under review, Postal Ballot process was conducted vide Notice dated 11th February, 2019. The Company had as per the Notice dated 11th February, 2019 passed Three Special Resolutions, details of the same are mentioned below. The Company had appointed Ms. Suman Makhija, Practicing Company Secretary as Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner. The Company had engaged the services of CDSL to provide voting facility to its Members. The details of results of Postal Ballot are as under :

| Particulars  | No. & % of votes received | No. & % of votes in favour | No. & % of votes against |
|--|---------------------------|----------------------------|--------------------------|
| 1. <b>Special Resolution:</b> Approval for invitation and acceptance of Deposits from Members of the Company (Section 73 of the Companies Act, 2013) | 40451028<br>(73.52%)      | 40451016<br>(99.994%)      | 12<br>(0.006%)           |
| 2. <b>Special Resolution:</b> Borrowing powers of the Board (Section 180(1) (c) of the Companies Act, 2013)  | 40451028<br>(73.52%)      | 40451016<br>(99.994%)      | 12<br>(0.006%)           |
| 3. <b>Special Resolution:</b> Creation of the charge and/or mortgage (Section 180(1)(a) of the Companies Act, 2013)                                  | 40451028<br>(73.52%)      | 40451016<br>(99.994%)      | 12<br>(0.006%)           |

At present there is no Special Resolution proposed to be conducted through postal ballot.

## 7. Governance Codes :

### Code of Conduct :

In compliance with the Listing Regulations and the Companies Act, 2013, the Company has framed Code of Conduct and Ethics. The code of conduct is applicable to Directors, Employees and Non- Executive Directors including Independent Directors to such an extent as may be applicable to them depending on their roles and responsibilities. The Company has devised and adopted "Code of Conduct" (the "Code") for all the Board members and Senior officials of the Company for ethical, professional conduct and the Code is posted on the website of the Company [www.amines.com](http://www.amines.com). The Code requires Directors and Senior Officials of the Company to act honestly, fairly, ethically and with integrity. They are expected to conduct themselves in a professional, courteous and respectful manner in the best interest of the Company. Annual confirmation regarding compliance with the Code is obtained from every person covered by the Code of Conduct. All the members of the Board and Senior Executives have affirmed compliance to the Code as on 31st March, 2019. A declaration to this effect signed by the Chairman & Managing Director is forming part of the report.

### Conflict of Interests :

The Directors of the Company inform the Board about their interests in other Companies by virtue of Directorship / Committee Memberships held by them and changes taken place during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concerns or interests.

### Insider Trading Code :

The Company has adopted Code of internal procedures & Conduct for regulating, monitoring and reporting of Trading by Insiders ('the Code') in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations) as amended as on date. The Code is applicable to Promoters, all Directors and such designated employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations.

The Company has also formulated Code of Fair Disclosure for practices and procedures for fair disclosures of unpublished price sensitive information in compliance with PIT Regulations. The said codes are displayed on the Company's website viz. [www.amines.com](http://www.amines.com)

## 8. CEO / CFO Certification:

The Chairman & Managing Director of the Company Mr. Hemant Kumar Ruia and Chief Financial Officer of the Company Mr. Pramod Sharma have certified compliances with the stipulations of Regulation 17(8) of the SEBI (LODR) 2015 in relation to Annual Financial Statements for the Financial year 2018-19.

## 9. Information regarding Unclaimed Shares :

The Company has no unclaimed shares that are required to be transferred to Unclaimed Suspense Account. Accordingly, Regulation 39(4) read with Schedule VI of the SEBI (LODR) Regulations, 2015 is not attracted during the year.

**10. Means of Communication :**

This is being done through submission of quarterly, half yearly and annual financial results to the Stock Exchange in accordance with the SEBI (LODR) Regulations, 2015, and publication in the Newspapers.

- a) The quarterly, half yearly and annual financial results are published in 2 News papers circulated in the State of Assam, where registered office of the Company is situated.
  - i) Times of India / Financial Express (English)
  - ii) Dainandin Barta / Amor Assam (Assamese).
- b) The quarterly, half yearly and annual Financial Results, Shareholding Pattern, Board Meeting details and other necessary information are posted on the website of the Company [www.amines.com](http://www.amines.com)
- c) This report on Corporate Governance forms part of the Annual Report 2018-19 of the Company and a Certificate from a Practicing Company Secretary confirming compliance is enclosed herewith.
- d) A report on Management Discussion & Analysis is also a part of the Company's Annual Report.

**11 Compliance :**

The Board reviews periodically compliance reports of all Laws applicable to the Company as well as steps taken by the Company to rectify instances of non- compliances, if any.

**12 Subsidiary Company :**

The minutes of the meetings of the Board of Directors and the Financial Statements for the year ended March 31, 2019 of APL Infotech Limited and Amines & Plasticizers FZE subsidiaries of the Company were placed before the Board and the Audit Committee for their information and review.

**13 GENERAL SHAREHOLDER INFORMATION****a) Company Registration Details :**

The Company is registered in the State of Assam, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24229AS1973PLC001446 and listed on the BSE Limited.

**b) Annual General Meeting for the Financial Year 2018-2019 :**

|                                      |   |  |
|--------------------------------------|---|--|
| Date                                 | : | September 25, 2019   |
| Day                                  | : | Wednesday  |
| Time                                 | : | 12.00 Noon.  |
| Venue                                | : | Hotel Nandan, GS Road, Paltan Bazar, Guwahati – 781008, Assam. |
| Financial Year                       | : | April 1, 2018 to March 31, 2019                                |
| Book Closure                         | : | 18/09/2019 (Wednesday) to 25/09/2019 (Wednesday)               |
| Last date for receipt of proxy Forms | : | Monday, September 23, 2019 before 12.00 Noon.                  |

**c) Financial Calendar for 2019-20 (Tentative) :**

The Financial Year of the Company is April - March of every year and the tentative details of the financial calendar for the year 2019-2020 are as under :

|  |   |  |
|--|---|--|
| Results for the Quarter Ending on  | : | Tentative time of declaration.               |
| 30th September, 2019   | : | Between 10th November to 14th November 2019. |
| 31st December, 2019  | : | Between 10th February to 14th February 2020. |
| 31st March, 2020   | : | Between 20th May to 30th May 2020.           |
| Forty Fifth Annual General Meeting of the Company, for the year ending 31st March 2020 | : | September 2020.                              |

- d) Dividend Payment date** : Dividend as recommended for the year 2018-19, if approved by the Members at the 44th AGM, will be paid on or after 26/09/2019. Other necessary details regarding unclaimed dividend is mentioned in the Notes to Notice of the 44th AGM.

**e) Dividend Announcement :**

The Board of Directors at their Meeting held on 27th May, 2019, recommended dividend payout, subject to approval of the Shareholders at the ensuing 44th Annual General Meeting of the Company @ 30 paise per share on equity shares of the face value of ₹2 each for the Financial Year 2018-19. The Dividend shall be paid to the members whose names appear on Company's Register of Members on September 18, 2019 in respect of physical shareholders and whose name appear in the list of Beneficial Owner on September 18, 2019 furnished by NSDL and CDSL for this purpose. The dividend if declared at the said Annual General Meeting shall be paid on or after 26/09/2019.

**Payment of Dividend** - The Company pays dividend as per the modes prescribed under Regulation 12 of the Listing Regulations. The declared dividend is paid by the Company within the statutory time period prescribed under the Companies Act, 2013.

**Unclaimed Dividends and underlying Shares** – Pursuant to Section 124(5) of the Companies Act, 2013 ('the Act') read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules') the Companies are required to transfer the dividend together with interest accrued, if any that has remained unclaimed for a period of Seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF), a fund established under sub section (1) of section 125 of the Act. As reported earlier the unpaid / unclaimed dividend for the financial year 2009-10 was transferred to the Fund in November, 2017. The details of unclaimed / unpaid dividend are available on the website of the Company viz. [www.amines.com](http://www.amines.com).

**Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid / unclaimed dividend on shares for a consecutive period of seven years.**

Pursuant to Section 124 (6) of the Act read with the Rules, all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be credited to the Demat

Account of the IEPFA within a period of 30 days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonuses, etc), if any, accruing on such shares shall also be credited to Demat Account of IEPFA and voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Accordingly, during the year under review, there were no Equity shares required to be transferred to the demat account of IEPF Authority, since the Company had not declared dividend in the year 2010-11. The details of the shareholders whose shares are transferred to IEPF during the year 2017-18 are available on the Website of the Company [www.amines.com](http://www.amines.com). Further, pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the Company as on September 27, 2018 (date of last Annual General Meeting) has been uploaded on the website of the Company ([www.amines.com](http://www.amines.com)), as also on the website of the Ministry of Corporate Affairs([www.mca.gov.in](http://www.mca.gov.in)).

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the aforesaid rules.

The Company has sent out individual communication to the concerned Members whose shares are liable to be transferred to IEPFA on November 01, 2019, to take immediate action in the matter. As required under the IEPF Rules, the Company has also published a Notice informing the Members' who have not claimed their dividend for a period of 7 years to claim the same from the Company before they are transferred to IEPFA.

Therefore it is in the interest of the shareholders to regularly claim dividends declared by the Company, if it remains unpaid.

Pursuant to the aforesaid provision, the dividend for the years mentioned below will be transferred to the IEPF on the respective dates, if the dividend remains unclaimed for seven years, and the corresponding shares will also be transferred to IEPF if dividend is unclaimed for seven consecutive years.

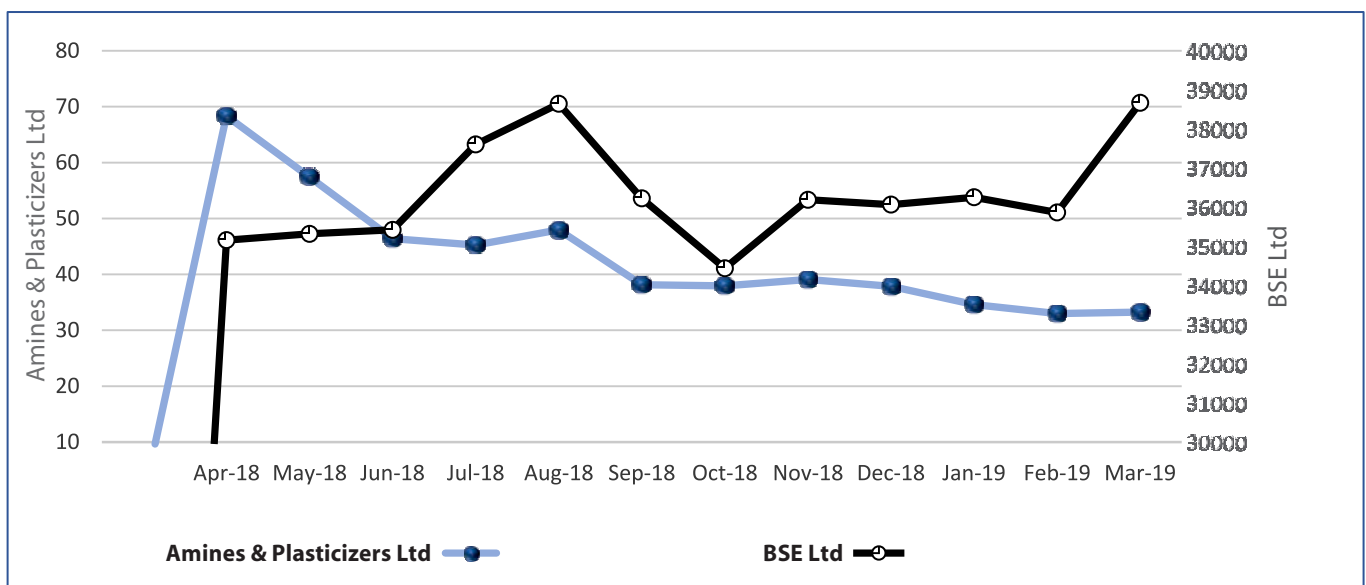
| Financial Year | Date of Declaration | Face Value of Shares (₹) | Dividend per Share (₹) | Unclaimed Dividend Amount as on 31.03.2019 (₹) | Due Date of the proposed transfer to the Investor Education and Protection Fund |
|----------------|---------------------|--------------------------|------------------------|--|---|
| 2011-12        | 28/09/2012          | 10                       | 0.50                   | 70,971.50                                      | 01/11/2019  |
| 2012-13        | 27/09/2013          | 10                       | 0.50                   | 82,656.00                                      | 31/10/2020  |
| 2013-14        | 29/09/2014          | 10                       | 1.00                   | 150,462.00                                     | 02/11/2021  |
| 2014-15        | 23/09/2015          | 2                        | 0.20                   | 145,477.00                                     | 26/10/2022  |
| 2015-16        | 16/03/2016          | 2                        | 0.20                   | 296,059.00                                     | 19/04/2023  |
| 2016-17        | 27/09/2017          | 2                        | 0.30                   | 450,842.00                                     | 31/10/2024  |
| 2017-18        | 27/09/2018          | 2                        | 0.30                   | 195,383.00                                     | 30/10/2025  |

**f) Information on Directors being appointed/ re-appointed :** The information regarding Directors seeking appointment /re-appointment at the ensuing Annual General Meeting is given in the Notice convening the Annual General Meeting.



- g) Listing on Stock Exchanges** : BSE Limited, P. J. Towers, Dalal Street, Mumbai – 400 001.  
Annual Listing Fees of ₹354000/-for the Financial year 2019-20 has been paid to BSE Ltd.
- h) Stock Code** : 506248
- i) Market Information** : Market price data-monthly high/ low of Company's Equity Shares & Sensex during the last financial year.

| Month          | Amines & Plasticizers Ltd.<br>Face Value of Shares ₹ 2/- |         | BSE Sensex |          |
|----------------|--|---------|------------|----------|
|                | High (₹)   | Low (₹) | High (₹)   | Low (₹)  |
| April 2018     | 81.10  | 60.65   | 35213.3    | 32972.56 |
| May 2018       | 71.15  | 57.40   | 35993.53   | 34302.89 |
| June 2018      | 57.00  | 45.00   | 35877.41   | 34784.68 |
| July 2018      | 50.00  | 41.00   | 37644.59   | 35106.57 |
| August 2018    | 59.70  | 45.10   | 38989.65   | 37128.99 |
| September 2018 | 51.50  | 37.85   | 38934.35   | 35985.63 |
| October 2018   | 42.00  | 29.95   | 36616.64   | 33291.58 |
| November 2018  | 47.90  | 36.00   | 36389.22   | 34303.38 |
| December 2018  | 40.00  | 34.60   | 36554.99   | 34426.29 |
| January 2019   | 42.35  | 33.75   | 36701.03   | 35375.51 |
| February 2019  | 36.45  | 29.00   | 37172.18   | 35287.16 |
| March 2019     | 39.00  | 31.00   | 38748.54   | 35926.94 |



**j) Registrar and Transfer Agent :**

The Board of Directors of the Company has appointed M/s Sharex Dynamic (India) Pvt Ltd as Registrar and Transfer Agent of the Company. Details of Sharex Dynamic (India) Pvt. Ltd are as follows:

**Sharex Dynamic (India) Pvt. Ltd.****Unit : Amines & Plasticizers Ltd**

C-101, 247 Park, LBS Marg,

Vikhroli (West), Mumbai – 400083.

Tel : (022) 2851 5606/ 5644/ 6338

Fax No : (022) 28512885

E – Mail :- support@sharexindia.com

**k) Share Transfer System :**

Trading in Equity Shares of the Company through recognized Stock Exchange is permitted only in the dematerialized form.

The physical Share Transfers, Transmissions, Transposition, etc., are processed based on number of requests received and keeping in view the prescribed timeline. The shares lodged for physical Transfer/Transmission/ Transposition are registered as per the requirement of the SEBI (LODR) Regulations, 2015, if the documents are complete in all respects. Adequate care is taken to ensure that no share transfers are pending for more than the period stipulated in the SEBI (LODR) Regulations, 2015.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in dematerialized form with depositories. Therefore, shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

To ensure smooth processing of Share Transfers, Transmissions, Transposition etc. Mr. Hemant Kumar Ruia, Chairman & Managing Director and Mr. Ajay Puranik, President (Legal) & Company Secretary of the Company have been severally authorized to consider the transfers and the same are placed before the Stakeholders Relationship Committee for approval and ratification. The statement containing all details have been placed before the Board for their noting.

In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with Regulation 40(9) of the SEBI (LODR) Regulations, 2015, a Company Secretary in Practice carries out audit of the System of Transfer and a Certificate to that effect is obtained and filed with Stock Exchange on half yearly basis.

**Nomination**

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

### Electronic Clearing Service

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the Bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the Members' bank account through ECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

### Service of documents through electronic mode

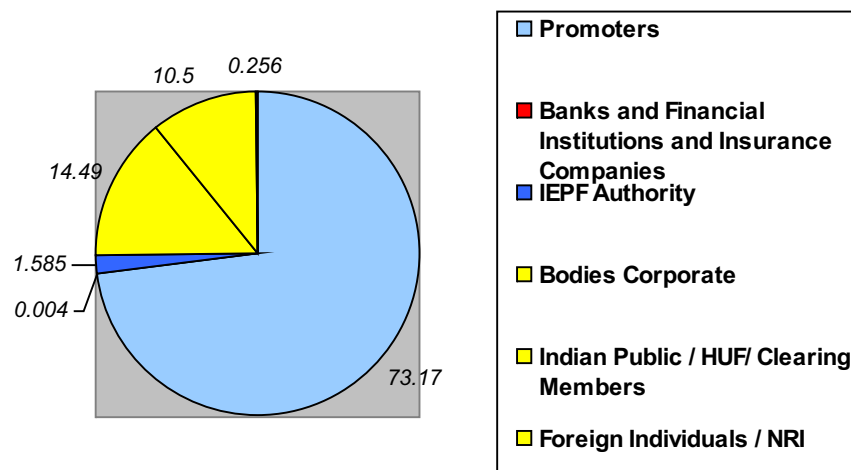
As a part of Green Initiative, the members who wish to receive the notices/documents through e-mail, may kindly intimate their e-mail addresses to the Company's Registrar and Share Transfer Agent, Sharex Dynamic (India) Pvt. Ltd, to its dedicated e-mail id i.e., "[support@sharexindia.com](mailto:support@sharexindia.com)."

### I) Shareholding Pattern as on 31/03/2019 :

Quarterly Shareholding pattern is submitted with stock exchange and uploaded on the website of the Company [www.amines.com](http://www.amines.com). Extract is reproduced herein below:-

| Sr.No. | Category  | No. of Shares held | % of Shareholding |
|--------|---|--------------------|-------------------|
| 1      | Promoters   | 40256750           | 73.17             |
| 2      | Banks / Financial Institutions and Insurance Companies. | 2000               | 0.004             |
| 3      | IEPF Authority  | 872200             | 1.585             |
| 4      | Bodies Corporate  | 7974455            | 14.49             |
| 5      | Indian Public /HUF / Clearing Members                   | 5777313            | 10.50             |
| 6      | Foreign Individuals or NRI                              | 137282             | 0.256             |
|        | <b>Total</b>  | <b>55020000</b>    | <b>100.00</b>     |

### Pie chart showing the Shareholding of the Company



**m) Distribution of Shareholding as on 31/03/2019 :**

| No. of Equity Shares Held | No. of Shareholders | Percentage of Shareholders | No. of Shares   | Percentage of Shares |
|---------------------------|---------------------|----------------------------|-----------------|----------------------|
| UPTO TO 100               | 1440                | 26.125                     | 77638           | 0.141                |
| 101 TO 200                | 619                 | 11.269                     | 102160          | 0.186                |
| 201 TO 500                | 1434                | 26.106                     | 557013          | 1.012                |
| 501 TO 1000               | 933                 | 16.985                     | 785017          | 1.427                |
| 1001 TO 5000              | 881                 | 16.039                     | 2045838         | 3.718                |
| 5001 TO 10000             | 113                 | 2.057                      | 819914          | 1.490                |
| 10001 TO 100000           | 61                  | 1.111                      | 1321820         | 2.402                |
| 100001 TO Above           | 12                  | 0.218                      | 49310600        | 89.623               |
| <b>Total</b>              | <b>5493</b>         | <b>100.00</b>              | <b>55020000</b> | <b>100.00</b>        |

**n) Dematerialization of shares and liquidity:**

The total shareholding held in the electronic form as on 31/03/2019 is 53021875 with NSDL and CDSL which amounts to 96.37% of the total paid up capital of the Company. The market lot of the Equity Share of your Company is 1 (One) Share, as the trading in the Equity shares of your Company is permitted only in the dematerialized format.

Total number of shares demated and physical holding as on 31/03/2019 :

|          | No. of Shareholders | No of Shares | % of Paid Up Capital |
|----------|---------------------|--------------|----------------------|
| NSDL     | 2594                | 12673606     | 23.035               |
| CDSL     | 1750                | 40443774     | 73.507               |
| Physical | 1256                | 1902620      | 3.458                |
| Total    | 5600                | 55020000     | 100.00               |

**o) Reconciliation of Share Capital Audit :**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) and the total issued and listed capital. The audit is carried out every Quarter and the Report thereon is submitted to the Stock Exchange where the shares of the Company are listed. The audit confirms that the total Listed and Paid up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

\* **Depositories** : Central Depository Services (India) Ltd. (CDSL)  
National Securities Depository Ltd. (NSDL)

\* **ISIN** : INE275D01022

**p) Outstanding GDRs/ADRs** : No such GDRs/ADRs/Warrants or any convertible instruments were issued and outstanding.



- q) Plant Locations :-**
- : Chemical Plant (Unit No. I)  
D21/21A, TTC Industrial Area,  
Thane – Belapur Road, Turbhe,  
Navi Mumbai – 400 705.
  - : APL Industrial Gases Plant (Unit No. II)  
(A division of Amines & Plasticizers Limited)  
Survey No. 49, Village Vadval,  
Taluka Khalapur, Dist. Raigad, Maharashtra – 420 020.
  - : APL Engineering Services (Unit No. III)  
(A division of Amines & Plasticizers Limited)  
Survey No. 49, Village Vadval, Taluka Khalapur, District,  
Raigad, Maharashtra - 410202.
- r) Address for Correspondence :**
- Corporate Office :
- 'D' Bldg, 6th Floor, Shivsagar Estate,  
Dr. Annie Besant Road, Worli,  
Mumbai – 400 018.
- Registered Office :
- Poal Enclave, C/o Pranati Builders Pvt. Ltd.,  
Principal J. B. Road, Chenikuthi,  
Guwahati, Assam – 781 003.

#### **AFFIRMATIONS AND DISCLOSURES :**

- a. Compliances with Governance Framework - The Company is in compliance with all mandatory requirements under the Listing Regulations.

The Company has followed the Guidelines of Indian Accounting Standards laid down by the Central Government and The Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

The Company has been complying with applicable Secretarial Standards issued by the Institute of Company Secretaries of India, a Statutory Body.

- b. Related party transactions - All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the financial year. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS". A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. [www.amines.com](http://www.amines.com)

None of the transactions with Related Parties were in conflict with the interest of Company. All the

transactions are on arm's length basis and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

- c. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during last three Financial Years.

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non compliance of any matter related to the capital markets during the last three Financial years.

- d. Vigil Mechanism / Whistle Blower Policy Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations:

The Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. The President – Legal & Company Secretary of the Company is the Vigilance Officer who can be approached to report the concern. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. [www.amines.com](http://www.amines.com)

- e. Disclosure of Accounting Treatment in the preparation of the financial statements :

The Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013 : The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

- f. Risk Management : Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.
- g. Commodity price risk and Commodity hedging activities -The major raw material procured by the Company is Ethylene Oxide, which is sourced locally. Due to its highly inflammable nature, it cannot be imported. The Company does not have material exposure for this commodity and accordingly, no hedging activities for the same are carried out. The Company however, exports Morpholine derivatives and foreign exchange risk is largely mitigated by natural hedge (by way of import of Morpholine).
- h. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Not Applicable
- i. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority: The Certificate of Company Secretary in Practice is annexed herewith as a part of the report.
- j. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year: Not Applicable



- k. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Details relating to fees paid to the Statutory Auditors are given in Note 30 to the Standalone Financial Statements and Note 30 to the Consolidated Financial Statements.

- l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No complaints filed / received by the Internal Complaints Committee / Company during the year.

- m. Non-mandatory requirements

Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time to time.

#### **DETAILS OF ADOPTION OF NON-MANDATORY (DISCRETIONARY) REQUIREMENTS**

Non-mandatory (discretionary) requirements under Regulation 27 of the Listing Regulations The status of compliance with the non-mandatory requirements of the Listing Regulations is provided below :

- The Board

The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company since the Chairman of the Company is an Executive Director.

- Shareholders rights

The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to Stock Exchanges and updated on the website of the Company.

- Modified opinion(s) in audit report

There are no modified opinions in audit report.

- Reporting of Internal Auditor

In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee.

#### **Mandatory / Non Mandatory compliances :**

The Company has been complying with all mandatory legislations including but not restricted to Indian Accounting Standards, Secretarial Standards, Internal Financial Controls, Code of Conduct, Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information, Corporate Social Responsibility etc.

The Company does not have any material subsidiary.

The Company does not have any shares lying in the demat suspense account/ unclaimed suspense account.

**The disclosures of the Compliance with Corporate Governance requirements specified in regulations 17 to 27 and regulation 46(2) of SEBI (Listing Obligations Disclosure Requirements) 2015.**

| Sr. No | Particulars                                       | Regulations             | Brief Descriptions of the Regulations   | Compliance Status (Yes/No/N.A.)            |
|--------|---|-------------------------|---|--|
| 1.     | Board of Directors                                | 17(1)                   | Composition of Board  | Yes  |
|        |   | 17(2)                   | Meeting of Board of Directors   | Yes  |
|        |   | 17(3)                   | Review of Compliance Reports  | Yes  |
|        |   | 17(4)                   | Plans for orderly succession for appointments   | Yes, as and when applicable                |
|        |   | 17(5)                   | Code of Conduct   | Yes  |
|        |   | 17(6)                   | Fees / Compensation   | Yes  |
|        |   | 17(7)                   | Minimum Information to be placed before the Board   | Yes  |
|        |   | 17(8)                   | Compliance Certificate  | Yes  |
|        |   | 17(9)                   | Risk Assessment and Management  | Yes  |
|        |   | 17(10)                  | Performance Evaluation  | Yes  |
| 2.     | Audit Committee                                   | 18(1)                   | Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting                              | Yes  |
|        |   | 18(2)                   | Meeting of Audit Committee  | Yes  |
|        |   | 18(3)                   | Role of the Committee and Review of information by the Committee  | Yes  |
| 3.     | Nomination and Remuneration Committee             | 19(1) & (2)             | Composition of Nomination and Remuneration Committee  | Yes  |
|        |   | 19(3)                   | Presence of the Chairman of the Committee at the Annual General Meeting   | Yes  |
|        |   | 19(4)                   | Role of the Committee   | Yes  |
| 4.     | Stakeholders Relationship Committee               | 20(1), (2) & (3)        | Composition of Stakeholder Relationship Committee   | Yes  |
|        |   | 20(4)                   | Role of the Committee   | Yes  |
| 5.     | Risk Management Committee                         | 21(1), (2) & (3)        | Composition of Risk Management Committee  | NA (Since not in top 500 listed Companies) |
|        |   | 21(4)                   | Role of the Committee   | NA (Since not in top 500 listed Companies) |
| 6.     | Vigil Mechanism                                   | 22                      | Formulation of Vigil Mechanism for Directors and Employees.   | Yes  |
| 7.     | Related Party Transactions.                       | 23(1),(5),(6),(7) &(8)  | Policy for Related Party Transactions.  | Yes  |
|        |   | 23(2)&(3)               | Approval including omnibus approval of Audit Committee for all Related Party Transactions and review of transactions by the Committee | Yes  |
|        |   | 23(4)                   | Approval for Material Related Party Transactions.   | NA (since none)                            |
| 8.     | Subsidiaries of the Company                       | 24(1)                   | Composition of Board of Directors of Unlisted Material Subsidiary   | NA (since none)                            |
|        |   | 24(2),(3),(4),(5) & (6) | Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of listed entity                     | NA   |
| 9.     | Obligations with respect to Independent Directors | 25(1)&(2)               | Maximum Directorship & Tenure   | Yes  |
|        |   | 25(3)                   | Meeting of Independent Directors  | Yes  |
|        |   | 25(4)                   | Review of Performance by the Independent Directors  | Yes  |
|        |   | 25(7)                   | Familiarization of Independent Directors  | Yes  |

|     |   |           |   |     |
|-----|---|-----------|---|-----|
| 10. | Obligations with respect to Directors and Senior Management | 26(1)&(2) | Memberships & Chairmanship in Committees  | Yes |
|     |   | 26(3)     | Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel | Yes |
|     |   | 26(4)     | Disclosure of Shareholding by Non- Executive Directors  | Yes |
|     |   | 26(5)     | Disclosures by Senior Management about potential conflicts of Interest  | Yes |
| 11. | Other Corporate Governance Requirements                     | 27(1)     | Compliance of Discretionary Requirements  | Yes |
|     |   | 27(2)     | Filing of Quarterly Compliance Report on Corporate Governance   | Yes |
| 12. | Disclosures on Website of the Company                       | 46(2)(b)  | Terms and conditions of appointment of Independent Directors  | Yes |
|     |   | 46(2)(c)  | Composition of various committees of Board of Directors   | Yes |
|     |   | 46(2)(d)  | Code of Conduct of Board of Directors and Senior Management Personnel   | Yes |
|     |   | 46(2)(e)  | Details of establishment of Vigil Mechanism / Whistle Blower policy   | Yes |
|     |   | 46(2)(f)  | Criteria of making payments to Non-Executive Directors  | Yes |
|     |   | 46(2)(g)  | Policy on dealing with Related Party Transactions   | Yes |
|     |   | 46(2)(h)  | Policy for determining Material Subsidiaries  | Yes |
|     |   | 46(2)(i)  | Details of familiarisation programmes imparted to Independent Directors   | Yes |

## DECLARATION OF CODE OF CONDUCT

To  
**The Members of  
Amines & Plasticizers Limited**

This is to confirm that Board has laid down a code of conduct for all Board members and senior management of the Company. It is further confirmed that all directors and senior management personnel of the Company have affirmed compliance with the code of conduct of the Company as at 31st March 2019, as envisaged in Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For Amines & Plasticizers Ltd**

**Place: Mumbai  
Date : 13.08.2019**

**Hemant Kumar Ruia  
Chairman & Managing Director  
DIN : 00029410**

## Certificate of Non- Disqualification of Directors

### [Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members of  
**Amines & Plasticizers Limited**  
Regd. Office: Poal Enclave, Principal J B Road,  
Chenikuthi, Guwahati -781003, Assam.  
Corp. Office : D/6 Shivsagar Estate,  
Dr. Annie Besant Road, Worli,  
Mumbai – 400018, Maharashtra.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Amines & Plasticizers Limited (CIN: L24229AS1973PLC001446) having registered office at Poal Enclave, Principal J B Road, Chenikuthi, Guwahati -781003, Assam and Corporate / Head Office at D/6 Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400018, Maharashtra (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sr. No | Name of Director              | DIN      | Date of Appointment |
|--------|-------------------------------|----------|---------------------|
| 1      | Mr. Hemant Kumar Ruia         | 00029410 | 30/05/1992          |
| 2      | Mr. Yashvardhan Ruia          | 00364888 | 10/05/2017          |
| 3      | Mr. Kailashchandra K Seksaria | 00115565 | 14/08/1984          |
| 4      | Dr. Mithilesh Kumar Sinha     | 00043988 | 19/12/1997          |
| 5      | Dr. Pandurang H Vaidya        | 00939149 | 18/09/1998          |
| 6      | Mr. Arun Shanker Nagar        | 00523905 | 24/01/2003          |
| 7      | Mr. Brijmohan Jindel          | 00071417 | 30/01/2007          |
| 8      | Ms. Nimisha M Dutia           | 06956876 | 27/08/2014          |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai  
Date : 13.08.2019

For **SK Makhija & Associates**  
Company Secretaries

**Suman Makhija**  
Proprietor  
FCS : 9925, CP : 13322



## CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of  
**Amines & Plasticizers Limited**

We have examined the compliance of conditions of Corporate Governance by Amines & Plasticizers Limited, for the year ended March 31, 2019, as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of our information and according to our examination of relevant records and the explanations given to us, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 as applicable.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai  
Date : 13.08.2019

For **SK Makhija & Associates**  
Company Secretaries

**Suman Makhija**  
Proprietor  
FCS : 9925, CP : 13322

**Certificate by Chief Executive Officer (CEO) and Chief Financial Officer (CFO)  
(Pursuant to Regulation 17(8) of the SEBI (LODR) Regulations 2015**

- (A) We have reviewed the attached financial statements and the cash flow statement for the year ended 31st March, 2019 and to the best of our knowledge and belief :
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated to the Auditors and the Audit Committee :
- i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. that there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Amines & Plasticizers Ltd**

**Hemant Kumar Ruia  
Chairman & Managing Director**

**Place: Mumbai  
Date: 27.05.2019**

**For Amines & Plasticizers Ltd**

**Pramod Sharma  
Chief Financial Officer**



## MANAGEMENT DISCUSSION AND ANALYSIS

Amines & Plasticizers Limited ("APL"), which started its journey with a small Unit cum Factory at Turbhe, Navi Mumbai in 1973 has now grown into a Company of repute in Chemical Industry. It has at its disposal a multiproduct plant catering to needs of various customers domestically and internationally. APL as a Group has diversified into Infotech and Engineering activities in addition to strengthening its core business of producing specialty chemicals.

### OVERVIEW OF THE ECONOMY

The year 2018 was a volatile year as factors such as global trade war, rate hikes by US Federal Reserves and spike in crude prices internationally to a four year high all of which impacted the investor sentiments. Emerging markets like India witnessed foreign outflows leading to currency weakness and higher inflation. In order to curtail inflation, RBI raised interest rates. In domestic market, high raw material prices, high labor cost, consistent increase in fuel and power prices impacted earnings and growth. However, the reversal in trend in the 2nd half of previous financial year in terms of softening of crude oil prices and liquidity in banking system have eased the pressure on Indian domestic manufacturing companies thereby increase in earnings. Integrating economic, societal and environmental sustainability in operations would be a theme of doing business in coming years.

### BUSINESS OVERVIEW

The Company is engaged in the production of alkyl alkanolamines, morpholine derivatives and gas treating solvents which finds application in various industries such as oil refineries, natural gas plants, ammonia plants, petrochemical plants, pharmaceuticals and agro chemicals. Alkyl Alkanolamines are mostly used in oil refineries and gas treating plants, whereas Morpholine Derivatives is used majorly in Textile Fiber Industries. As reported earlier, the Company manufactures over 50 different varieties of organic chemicals / amines / solvents and Agrochemicals. Petrochemicals is a core business segment of the Company, response from many of our Clients are encouraging. We are hopeful to cater to their renewed demand and add more Customers in the course of business.

### Our Customers :-

The Company operates in a niche segment of chemical industry having a large client base that includes all Public Sector Oil Companies / Refineries and Petrochemical Industries. As reported earlier, our foray into Textile and Electronic Chemicals yielded results and few customers operating in the said segments continue to be buyers of our products.

### SUBSIDIARY COMPANIES PROGRESS :

#### APL Infotech Ltd :

As reported earlier, the Company is exploring various opportunities of marketing PANORAMA (a pipeline detection software) by tying up with various specialized "software products marketing" agencies and software consultants to explore the possibility of a breakthrough from amongst their clients based in India as well as Abroad. However, in view of lack of regulatory support and awareness, the management is finding it difficult to attract customer interest. The software product developed by the Company is a highly technologically advanced product and is ahead of time and Company is making every possible effort to reach prospective and relevant customers to market this product.

**AMINES & PLASTICIZERS FZE :**

The Company has incorporated a wholly owned subsidiary 'Amines & Plasticizers FZE' in Ras Al Khaimah, Free Trade Zone in UAE with a view to extend its business reach internationally particularly in the Middle-East countries, Europe and United Arab Emirates. The said subsidiary has been incorporated for dealing and trading in Specialty Chemicals and other Alkanolamines products in those regions. The operations in the said Company is expected to commence with the advent of orders from potential global clients.

**International Organization for Standardization (ISO) Compliance :**

Amines is one of the oldest chemical companies to achieve ISO quality management system certification way back in 1999. Over a period of time, it has achieved and upgraded to Quality ISO 9001: 2015, Environment ISO 14001: 2015 and Occupational Safety Management System ISO 45001: 2018.

Details of the above mentioned certifications are elaborated in the Directors' Report.

**TfS (Together for Sustainability) :**

As reported earlier, APL had joined TfS (Together for Sustainability) forces by successfully going through TfS Assessment and Audit conducted by TfS approved auditing agency, an initiative taken by 19 European Multinational Chemical Companies. The initiative is created to increase transparency with regard to sustainability standards in supply chains. The mission is to support in managing complexity and risks in increasingly global operations and improving the economic, social and ecological conditions in global supply chains by engaging in dialogue with the suppliers.

Further, the Company has also obtained registration under REX (Registered Exporter) for obtaining concessional duty for imports from India to European Union, Norway, Switzerland and Turkey.

**GREEN INITIATIVE :**

As a responsible corporate citizen, a step that Company can take in protection and conservation of the Environment is by reducing the consumption of papers and paper correspondence with the Stakeholders through electronic mode. The Shareholders are requested to register their e – mail ID with Registrar and Share Transfer Agent of the Company to support the Green Initiative of the Company if the shares are held in physical form and with their Depository Participants where the shares are held in demat form. As a part of Green Initiative and larger reach, the Annual Report of the Company and all major corporate communication would be uploaded on the Company's website: [www.amines.com](http://www.amines.com) for information and perusal.

**E-voting :**

Pursuant to the provisions of the Companies Act, 2013 read with rules made there under and the Listing Obligations, the Company has been with the assistance of Central Depository Services (India) Limited (CDSL) providing remote voting (voting from a place other than the venue of the Annual General Meeting) to its shareholders. The facility of E-voting can be availed by all the Shareholders having their shares in dematerialized form as well as in physical form. Detailed procedure for e-voting is mentioned in the Notes to the Notice of the 44th Annual General Meeting of the Company.

**INDUSTRY STRUCTURE AND DEVELOPMENT :**

During the year under review, the Indian Economy grew moderately as compared to the previous year due to various factors. The growth of Indian economy was moderate which is approximately 1% lower than the previous year. The chemical industry in India is a key constituent of Indian economy. In terms of value and production volume, Indian

chemical industry is the 3rd largest producer in Asia and 6th in the World. Favorable demographics and strong economic growth are driving demand for chemicals. External demand and specialty chemicals have also contributed strongly to the growth of the industry. From 2014 - 2015, India's chemical industry was valued at US\$137 billion, with overall chemical and chemical product sales of US\$147 billion. Bulk chemicals, petrochemicals, and specialty chemicals accounted for 65% of total sales.

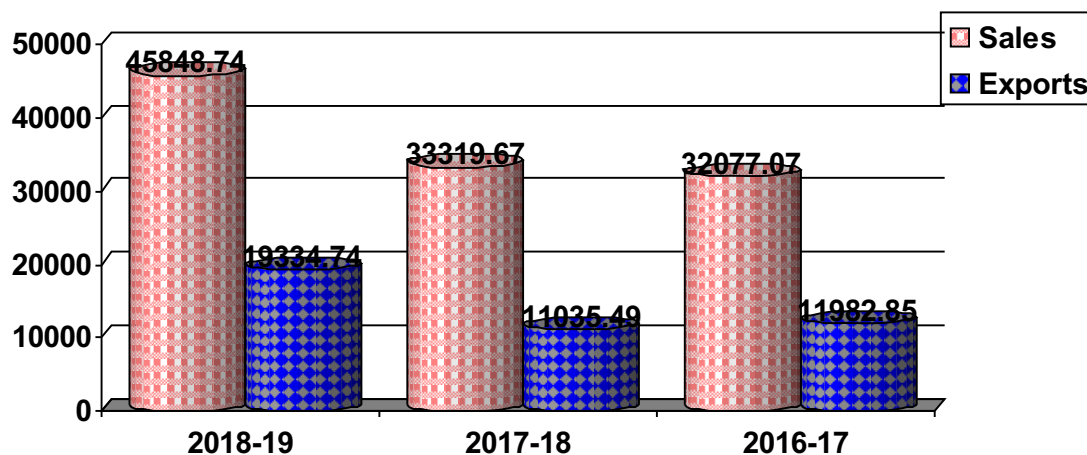
Despite its apparently large size and significant contribution to gross domestic product (GDP), the Indian chemical industry accounts for 3% of the worldwide chemical market, valued at US\$4.3 trillion. Excluding pharmaceutical products, it ranks 14th in chemical exports and 8th in imports.

India's chemical industry accounts for about 10% of the country's manufactured exports. This has remained relatively constant over the last four years. While the overall Indian chemical industry has grown 10–12% annually, the specialty chemicals business has grown at about 14%.

### **COMPANY'S OPERATIONAL PERFORMANCE :**

During the year under review, the Total Revenue of the Company has increased by 35.12% to ₹45,848.74/- Lakhs as compared to ₹33,930.64/- Lakhs. The Company's Profit after Tax remained stable at ₹1727.99/- Lakhs. The Chart depicts the export sale as compared to total sales of the Company over last 3 years.

### **SALES & EXPORT PERFORMANCE (₹ in Lakhs)**



### **PRODUCTWISE PERFORMANCE :**

During the year under review, the Alkyl Alkonolamines and Morpholine Derivatives continue to be the major contributor in the Company's total turnover. Alkyl Alkonolamines has higher demand from local market whereas, Morpholine Derivatives has been more in demand in the international market. On an aggregate, Alkyl Alkonolamines contributes around 70% of the total turnover, whereas Morpholine Derivatives contribute around 20% to the Total turnover. Both these products have different variants based on their utility and composition.

During the year under review, the Quantative sales of Alkyl Alkolnamines has registered an increase and the realization was also better as compared to previous year. The Company's product Alkyl Alkolamines registered major increase in demand from the Domestic Markets and on the other hand the Company has developed new consumers for Morpholine Derivatives in the International Market resulting in quantitative and value increase in the exports sales. The oil field chemicals were well accepted in the international market registering an increase in the quantitative sales.

**RESEARCH AND DEVELOPMENT PROGRAMMES :****I) The Research & Development efforts are focused on :**

- a) developing Ethoxylate and Propoxylate of commercial value,
- b) developing import substitutes for local customers,
- c) developing export potential products, Synthesized Non – Ionic surfactants,
- d) initiating newly developed technologies for energy fuel and surface water savings.
- e) Continual efforts to add new molecules as mould releasing agents for rubber, auxiliaries for automobile industries.

**II) Benefits derived :**

- a) Enhancement in product range for local and exports.
- b) Newly developed Ethoxylate and Propoxylate have export potential.
- c) Customer base in local and international markets increased for various products.
- d) Specialty product formulations for refineries and gas plants to cater to local and international customers.

**III) Future plan of action :**

- a) To add range of surfactants based on ethylene oxide and propylene oxide.
- b) To add newly developed R&D imports substitutes for local customers.
- c) To explore new range of specialty products to develop a new customer base.
- d) To develop technology so as to enhance yield quality for existing product formulations.
- e) To design and develop new product / formulations for refineries / gas plants.

Three of our products, one product of Aryl Alkanolamine and two Alkyl Morpholines products, are REACH Registered as "Intermediate" ('TII' - Transported Isolated Intermediate) and the Company has already started exporting the same to European countries.

Your Company has made conscious efforts to adopt 'Green Chemistry' practices, which is typical now, with one of our product, which we export to Europe, USA, China, Thailand and Korea fetching good response. The contribution of this product to Textile industry is enormous, as Viscous fibre manufacturing causes high pollution. With this product, which is renewable, the fibres of better quality are made with least, almost nil pollution.

Efforts towards reduction in Greenhouse gases, responsible for 'global warming' continues with our contribution to acidic gases absorption in various Gas Streams, utilizing our Alkyl Alkanolamine and Formulated solvents. The demand has increased tremendously all over the world for these products to the extent that we are enhancing our capacity going for expansion of plant. In addition, this product finds application in Electronic chemical formulations.

Our 'Heat Stable Salts (HSS)' removal, mobile skid-mounted units, for the purification of MDEA too, finding customers from various Gas plants, Refineries, owing to its good performance.

Some of our products contribute to automobile, cement, cosmetics, paints and coatings industries to large extent. In oil field chemicals, products suitable as, Hydrogen Sulfide Scavenger and Drilling Packer Fluid Corrosion Inhibitor, continue to get repeated orders. Surfactants in all fields, based on our Ethylene oxide/ Propylene Oxide-based products are steadily finding new market and will contribute to the growth of the Company in the near future.

### **OPPORTUNITIES, THREATS, RISKS MANAGEMENT :**

The Company being in the Chemical sector has various opportunities, threats, risks and concerns which are general and also industry specific. Even Global geopolitical situations are also playing vital role in Company's performance. US Administrations tough stance on international trades with other countries and sanctions on few Nations are affecting global business sentiments and it is expected to slow down business to some extent. However, the Company is hopeful that United Nations / G20 Countries summits will streamline the core issues and peaceful solution will be arrived at.

As a prudent business policy, your Company places high emphasis on product development, acquiring new technology and improving production facilities. In house Research and Development facility and adoption of latest technological changes have helped in introducing new specialty custom made products having higher margins.

Your Company operates in a chemical segment which has inherent element of risks ranging from variation of raw material prices due to volatility in Oil and Gas prices, fuel cost and plant operation safety. Earlier, the Company was reliant on Furnace Oil as a major source of fuel. Later the same was replaced by Natural Bio mass fuel as the same was eco friendly and cost saving. The local authorities have now insisted to use only Piped Natural Gas (PNG) as a fuel and hence the Company has started using the same incurring much higher fuel cost.

The Company also constantly identifies key risk factors such as product development, credit / recovery risk and competitive risk. As reported earlier, the Company has a full-fledged Research and Development division which consists of highly qualified and experienced professionals who constantly research on developing new products to suit customer needs. For credit risk in order to avoid payment defaults, the management is very careful in its credit policy towards its new customers in domestic and International markets. The Company undertakes various Safety measures such as Hazop study, Fire Safety Audit, training of personnel at factory premises through mock drills by its internal safety departments as well as through external auditors. The Company is also subject to External audits from raw material suppliers and customers to ensure safe plant operations. The suggestions received during Audit are carefully examined and implemented. All Plant personnel are provided with required safety equipments and the Company ensures compliance.

The chemical industry continues playing a decisive role in the economic development, since almost all industries use chemical products in various forms and solutions, either as a raw material or as an ingredient in their final manufactured goods. Your Company being in the chemical business since the last 5 decades has a brand name and has the advantage of deeper penetration in market and recognition amongst its peers. Your Company also enjoys less competition from new entrants since the chemical segment in which your Company operates has a high cost entry barrier. As reported earlier, due to timely expansion of product facilities and capacities, upgradation of plant and deployment of new talent in addition to retention of experienced staff resulted in seizing more opportunities which has reflected in the overall performance of the Company. Also in-house Engineering division is self-sufficient to carry out mechanical and expansion fabrication work in the Plant which has helped to reduce the capital expenditure and the running cost on maintenance of Plant, machineries and other equipments. The expansion of the plant capacities is majorly done in house.

In Competitive risk, the Company faces competition from few domestic and international Chemical manufacturers. The Company has state of the art in-house Research and Development Division consisting of highly experienced professionals which are responsible for innovation of various new products, simulations, process and variants of chemicals useful in different industrial segments / sectors. The Company also has Multi-product Plants at its disposal which helps to cater to the needs of variety of customers. Diversified product portfolio and large customer base continue to be the main strengths of the Company. Your Company being in the manufacturing segment requires certain raw material which are susceptible to fluctuations in prices. Also, since the nature of raw material is highly

sensitive, the same cannot be imported. The Company is thus vulnerable to their price volatility. The Company has been taking every possible step in order to mitigate the effects of unstable global conditions through reaching out to new customers, exploring new chemical markets and constant efforts by its R&D Team in developing unique and innovative Specialty products which have higher margins, to suit its customer needs. As regards fluctuations in Forex, the Company has natural hedging between exports and imports. The Management encourages the concept of "One Team" and constantly through its Division / Functional Heads initiate interaction with staff to understand their concerns and seek their suggestions for improving working environment.

#### **INTERNAL CONTROL SYSTEM :**

The Company has a proper internal control mechanism, keeping in mind the size and nature of the business. The Company follows procedures, systems, policies and processes to ensure accuracy in financial information recording, optimum use of resources and compliance with statutes and laws. The Company conducts its internal audit through Mr. Niranjan J. Mehtani, Chartered Accountant, Mumbai who regularly monitors the operations and his observations and recommendations are discussed with the Management. The internal audit team independently reviews and strengthens the control measures. The Company being into chemical segment also gives strong emphasis to environmental protection measures.

#### **HUMAN RESOURCE MANAGEMENT :**

The Company believes that employees at all levels are the most critical element, responsible for the growth of the Company. It ensures a safe, conducive and productive work environment across all its work place. The Company provides regular skill and personnel development training to enhance employee productivity. The experienced and talented employee pool plays a key role in enhancing business efficiency, devising strategies, setting-up systems and evolving business as per industry requirements. Employee contribution to the Company has enabled us to maintain its leadership position in chemical segment. Nurturing people is a key organisational goal and leadership mandate. The total number of employees on consolidated basis as on 31 March, 2019 stood at 227.

#### **FINANCIAL PERFORMANCE :**

During the year under review, the Company registered over 35% growth in total revenue as compared to the previous year. The domestic sales were higher aggregating to approximately 61% of the total revenue. The net profit after tax remained constant owing to higher cost of raw materials consumed, power cost, increased employees benefit expenses and marginally higher interest outgo as compared to the previous year. The Company's export contributed around 39% to the total revenue as against 33% compared to previous year.

( ₹ in Lakhs)

| <b>FINANCIAL RESULTS</b>                     | <b>2018-19</b>  | 2017-18  |
|--|-----------------|----------|
| <b>Total Income</b>                          | <b>45848.74</b> | 33930.64 |
| Total Expenditure                            | 42117.42        | 30477.71 |
| Profit before Depreciation, Interest and Tax | 3731.32         | 3343.22  |
| Less:  |                 |          |
| Depreciation                                 | 268.83          | 255.00   |
| Interest                                     | 799.49          | 717.89   |
| <b>Profit Before Tax</b>                     | <b>2663.00</b>  | 2370.33  |
| Tax Expense                                  | 935.01          | 822.20   |
| <b>Profit After Tax</b>                      | <b>1727.99</b>  | 1548.13  |



During the year, the total income of the Company rose by approximately 35.12% at ₹ 45848.74 Lakhs as compared to ₹ 33930.64 in the previous year. The Company's expenditure outgo also increased by 38.19 % approximately which stood at ₹ 42117.42 Lakhs in the year under review as compared to ₹ 30477.71 Lakhs in the previous year.

### **RESULTS OF OPERATIONS :**

( ₹ in Lakhs)

| <b>Income</b>                        | <b>Year ending 31.03.2019</b> | <b>Year ending 31.03.2018</b> |
|--------------------------------------|-------------------------------|-------------------------------|
| Income from sale of products (Gross) | 45054.58                      | 33096.83                      |
| Sale of Services - Engineering       | 106.92                        | 108.03                        |
| Export Incentives                    | 344.79                        | 224.52                        |
| Other Income                         | 342.45                        | 501.26                        |
| <b>Total Income</b>                  | <b>45848.74</b>               | <b>33930.64</b>               |

The gross revenue from sales includes export revenue of ₹ 19334.92 Lakhs and domestic sales of ₹ 26171.03 Lakhs i.e. approximately 61% of domestic sales and 39% of export sales during the year under report.

### **SAFE HARBOUR CLAUSE :**

Certain statements in this Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, availability and prices of raw materials, changes in Government regulations, Tax regimes, economic developments within India and the Countries in which the Company conducts business and other ancillary factors. Your Company is not obliged to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events or otherwise.

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF AMINES & PLASTICIZERS LIMITED

#### Report on the Standalone Financial Statements

#### Opinion

1. We have audited the accompanying standalone financial statements of Amines & Plasticizers Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows for the year then ended, and including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'Standalone Financial Statements').
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2019, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matter described below to be the key audit matters determined to be communicated in our report on standalone financial statements.

| Key Audit Matters  | How our audit addressed the key audit matter   |
|--|--|
| <b>Recoverability of Amounts from a Subsidiary Company for loans and interest thereon provided to APL Infotech Limited</b> (as described in note 5 and 12 of the Ind AS financial statements)  |  |
| <p>As at 31 March 2019, loans including Interest aggregating to Rs.675.03 lakhs.</p> <p>As the Subsidiary has no operations and based on the management perception to upgrade the software and are working out commercial propositions to generate revenues from the same moving forward.</p> <p>Based on an internal assessment and feedback from users of the software, the management expects to generate Cashflow which will be used to pay off the dues</p> | <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding of management's process and evaluated design and tested operating effectiveness of controls around identification of indicators of impairment under Ind AS, and around evaluation of the business of the subsidiary to determine recoverable ability of the said amounts</li> <li>• Assessed the appropriateness of methodology and evaluation model used by the management to estimate the recoverable value of software by the subsidiary.</li> </ul> |

|  |   |
|--|---|
|  | <ul style="list-style-type: none"> <li>• Verified the internal correspondence relating to the management intent to identify a suitable commercial proposition for the software to generate cash flows.</li> <li>• Assessed cash flow forecasts to ensure consistency with current operations of the Company and performed sensitivity analysis on key assumptions used in management's calculated recoverable value.</li> </ul> |
| Considering the materiality of the amounts involved, the significant management judgement required in estimating the timelines of recoverability of the amounts and such estimates and judgements being inherently subjective, this matter has been identified as a key audit matter for the current year audit. | Based on our procedures, we also considered the adequacy of disclosures in respect of recoverable from Subsidiary Company venture in the notes to the standalone financial statements   |

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

6. The Company's management and Board of Directors is responsible for the other information. The other information comprises the included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon.
7. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibility of Management for the Standalone Financial Statements

9. The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
10. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
11. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

12. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our

opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

13. As part of an audit in accordance with SAs, we have exercised professional judgment and maintain professional skepticism throughout the audit. We also:
  - ◆ Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and have obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - ◆ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - ◆ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - ◆ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - ◆ Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
14. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
15. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

17. As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.
18. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), we give in the "Annexure A," a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

19. Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report that
- i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - iii. The Standalone Financial Statements dealt with by this report are in agreement with the books of account;
  - iv. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act;
  - v. on the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act;
  - vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" expressed an unmodified opinion;
20. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in the standalone financial statements Refer Note 31 to the standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses needs to be provided as at March 31, 2019;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2019.
  - iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31 March 2019. Hence, reporting under this clause is not applicable.

**For B D G & Associates**

Chartered Accountants

FRN No. 119739W

**Rameshkumar L Sharma**

Partner

Membership No. 047896

Place: Mumbai

Date : 27th May, 2019

## INDEPENDENT AUDITORS' REPORT

### Annexure A to Independent Auditors' Report

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation, of fixed assets.
  - (b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
  - (c) The title deeds of all the immovable properties (which are included under the Note 3 - 'Property, plant and equipment') are held in the name of the Company.
2. The Inventory physical verification have been conducted at reasonable intervals by the Management during the year, except for goods-in-transit and stocks lying with third parties. For stocks lying with the third parties at the yearend, written confirmations have been obtained by the management. The discrepancies noticed on physical verification of inventory by Management as compared to book records were not material.
3. The Company has granted unsecured loans, to companies covered in the register maintained under Section 189 of the Act.
  - a) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
  - b) In respect of the aforesaid loans, the schedule repayment of principal and payment of interest has been stipulated, and the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable.
 

In respect of exposure to one of the subsidiary APL Infotech Limited, where the total value of investment and loans (with Interest) aggregating to Rs. 681.01 lakhs, as explained the company is under the process of upgrading the software based on the feedback received from prospective users. As informed the Company has also initiated steps to explore commercial propositions for generating revenues from the software. The company is also hopeful of identifying suitable tie ups with software companies for the software in coming years which will generate cash flows that will facilitate to repay its principal and interest accrued thereon at the earliest and on the basis of such representation by the management, the terms and conditions of the aforesaid loan has not been considered prejudicial to the interest of the Company.
  - c) In respect of the aforesaid loans, there is no amount which is overdue for loans granted to these Companies
4. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act 2013 in respect of the loans and investments made and guarantees and security provided by it.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public within the meaning of section 73 to 76 of the Companies Act 2013, and the rules framed thereunder to the extent notified.
6. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
7. In respect of statutory dues:
  - a) According to the information and explanations given to us and according to the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess, Goods and Services Tax and any other material statutory dues with the appropriate authorities, wherever applicable.
 

Further, no undisputed amounts payable in respect of aforesaid dues were outstanding as at March 31, 2019 for a period of more than 6 months from the date they became payable.



- b) According to the information and explanations given to us and records examined by us, there are no disputed dues in respect of Income Tax, Sales Tax, Service Tax, Duty on Custom, Duty on Excise, Value Added tax, Goods and, Cess except the following :

| Name of the Statute                                 | Nature of Dues                   | Period to which it relates | Amount (in Lacs) | Amount Paid/ adjusted (in Lacs) | Forum where dispute is pending |
|---|----------------------------------|----------------------------|------------------|---------------------------------|--------------------------------|
| Central Excise & Customs                            | Cenvat Input Credit - Commission | 2010 to 2015               | 385.60           | 28.92                           | CESTAT                         |
| Central Excise & Customs                            | Cenvat Input Credit - Commission | 2015-16                    | 25.55            | 1.92                            | Commissioner (Appeals)         |
| Central Excise & Customs                            | Insurance Travel Medical         | 2010 to 2015               | 8.35             | 0.84                            | Commissioner (Appeals)         |
| The Central Sales Tax Act, 1956 and Value Added Tax | Sales Tax and VAT                | 2013-2014                  | 9.86             | 1.24                            | Joint Commissioner (Appeals)   |

8. As According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or dues to debenture holders as at the balance sheet date. The Company did not have any outstanding loans or borrowings from government during the year.
9. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments). In our opinion the term loans were applied for the purposes for which the loans were obtained.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
11. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
13. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone Ind AS financial statements as required under Indian Accounting Standard (AS) 24, Related Party Disclosures specified under Section 133 of the Act.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
15. The Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

#### For B D G & Associates

Chartered Accountants  
FRN No. 119739W

#### Rameshkumar L Sharma

Partner  
Membership No. 047986  
Place: Mumbai  
Date: 27th May, 2019

## INDEPENDENT AUDITORS' REPORT

### Annexure B to Independent Auditors' Report

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

##### 1. Report on internal financial controls over financial reporting

We have audited the internal financial controls over financial reporting of Amines & Plasticizers Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

##### 2. Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

##### 3. Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

##### 4. Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.



## 5. Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## 6. Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### For B D G & Associates

Chartered Accountants  
FRN No. 119739W

### Rameshkumar L Sharma

Partner  
Membership No. 047986  
Place: Mumbai  
Date: 27th May, 2019

## BALANCE SHEET AS AT 31ST MARCH 2019

(₹ in lakhs)

| Particulars   | Note No. | As at 31st March, 2019 | As at 31st March, 2018 |
|---|----------|------------------------|------------------------|
| <b>ASSETS</b>   |          |                        |                        |
| <b>1 Non-Current Assets</b>                                       |          |                        |                        |
| a) Property, Plant and Equipment                                  | 3        | 4,332.96               | 3,987.61               |
| b) Capital Work-in-Progress                                       | 3        | 1,060.23               | 89.23                  |
| c) Other Intangible Assets  | 3        | 4.95                   | 7.08                   |
| d) Financial Assets   |          |                        |                        |
| i) Investments  | 4        | 25.08                  | 6.00                   |
| ii) Loans   | 5        | 450.71                 | 405.05                 |
| e) Other Non-Current Assets                                       | 6        | 1,109.33               | 986.41                 |
| <b>Total Non-Current Assets</b>                                   |          | <b>6,983.26</b>        | <b>5,481.37</b>        |
| <b>2 Current Assets</b>   |          |                        |                        |
| a) Inventories  | 7        | 5,667.28               | 5,829.61               |
| b) Financial Assets   |          |                        |                        |
| i) Trade Receivables  | 8        | 7,669.31               | 4,399.60               |
| ii) Cash and cash equivalents                                     | 9        | 1,012.11               | 479.25                 |
| iii) Bank Balances other than (ii) mentioned above                | 10       | 295.12                 | 251.76                 |
| iv) Loans   | 11       | 26.18                  | 7.82                   |
| v) Other Financial Assets   | 12       | 345.95                 | 310.04                 |
| c) Other Current Assets   | 13       | 2,363.25               | 1,748.92               |
| <b>Total Current Assets</b>                                       |          | <b>17,379.20</b>       | <b>13,027.00</b>       |
| <b>TOTAL ASSETS</b>   |          | <b>24,362.46</b>       | <b>18,508.37</b>       |
| <b>EQUITY AND LIABILITIES</b>                                     |          |                        |                        |
| <b>1 Equity</b>   |          |                        |                        |
| a) Equity Share Capital   | 14       | 1,100.40               | 1,100.40               |
| b) Other Equity   | 15       | 7,703.97               | 6,203.75               |
| <b>Total Equity</b>   |          | <b>8,804.37</b>        | <b>7,304.15</b>        |
| <b>Liabilities</b>  |          |                        |                        |
| <b>2 Non-Current Liabilities</b>                                  |          |                        |                        |
| a) Financial Liabilities  |          |                        |                        |
| i) Borrowings   | 16       | 2,083.28               | 1,360.05               |
| b) Provisions   | 17       | 41.46                  | 37.23                  |
| c) Deferred Tax Liabilities (Net)                                 | 18 B     | 684.32                 | 617.31                 |
| <b>Total Non-Current Liabilities</b>                              |          | <b>2,809.06</b>        | <b>2,014.59</b>        |
| <b>3 Current Liabilities</b>                                      |          |                        |                        |
| a) Financial Liabilities  |          |                        |                        |
| i) Borrowings   | 19       | 4,332.41               | 3,096.61               |
| ii) Trade Payables  | 20       |                        |                        |
| - Due to micro, small and medium enterprises                      |          | 270.30                 | -                      |
| - Due to creditors other than micro, small and medium enterprises |          | 6,967.03               | 5,470.85               |
| iii) Other Financial Liabilities                                  | 21       | 461.48                 | 132.74                 |
| b) Provisions   | 22 A     | 14.19                  | 49.20                  |
| c) Current Tax Liabilities (net)                                  | 22 B     | 150.70                 | 61.15                  |
| d) Other Current Liabilities                                      | 23       | 552.92                 | 379.08                 |
| <b>Total Current Liabilities</b>                                  |          | <b>12,749.03</b>       | <b>9,189.63</b>        |
| <b>TOTAL EQUITY AND LIABILITIES</b>                               |          | <b>24,362.46</b>       | <b>18,508.37</b>       |

The accompanying Notes form an Integral Part of the Standalone Financial Statements. 1 to 44

In terms of our report of even date attached  
**For B D G & Associates**  
Chartered Accountants  
Firm Registration No.: 119739W

**Rameshkumar L. Sharma**  
Partner  
Membership No- 047896

**Date :** 27th May, 2019  
**Place :** Mumbai

**For and on behalf of the Board of Directors**

**Hemant Kumar Ruia**  
Chairman & Managing Director  
Din No. 00029410

**Ajay Puranik**  
President Legal & Company Secretary

**Pramod Sharma**  
Chief Financial Officer

**Yashvardhan Ruia**  
Executive Director  
Din No. 00364888

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

(₹ in lakhs)

| Particulars  | Note No. | For the year ended<br>31st March, 2019 | For the year ended<br>31st March, 2018 |
|--|----------|--|--|
| Revenue from Operations  | 24       | 45,506.29                              | 33,429.38                              |
| Other Income   | 25       | 342.45                                 | 501.26                                 |
| <b>Total Income</b>  |          | <b>45,848.74</b>                       | <b>33,930.64</b>                       |
| <b>Expenses :</b>  |          |  |  |
| Cost of Materials Consumed   | 26       | 32,711.47                              | 22,401.87                              |
| Purchases of Stock-in-Trade  |          | 134.63                                 | 146.05                                 |
| Excise duty and Service Tax  |          | -                                      | 790.60                                 |
| Changes in Inventories of Finished Goods,<br>Stock-in-Process and Stock-in-Trade                 | 27       | (163.97)                               | (206.51)                               |
| Employees Benefit Expenses   | 28       | 1,183.23                               | 1,186.77                               |
| Finance Costs  | 29       | 799.49                                 | 717.89                                 |
| Depreciation and Amortisation Expenses   | 3        | 293.10                                 | 255.00                                 |
| <b>Less : Depreciation on Self Constructed Assets</b>  |          | <b>(24.27)</b>                         | -                                      |
|  |          | <b>268.83</b>                          | 255.00                                 |
| Other Expenses   | 30       | 8,252.06                               | 6,268.64                               |
| <b>Total Expenses</b>  |          | <b>43,185.74</b>                       | <b>31,560.31</b>                       |
| Profit before exceptional items and tax  |          | 2,663.00                               | 2,370.33                               |
| Exceptional items  |          | -                                      | -                                      |
| <b>Profit before tax</b>   |          | <b>2,663.00</b>                        | <b>2,370.33</b>                        |
| <b>Tax Expenses :</b>  |          |  |  |
| Current tax  |          | 868.00                                 | 755.35                                 |
| Deferred tax   |          | 67.01                                  | 66.85                                  |
| <b>Total Tax Expenses :</b>  | 18A      | <b>935.01</b>                          | <b>822.20</b>                          |
| <b>Profit for the year</b>   |          | <b>1,727.99</b>                        | <b>1,548.13</b>                        |
| <b>Other Comprehensive Income :</b>  |          |  |  |
| <b>Items that will not be reclassified to Profit or Loss</b>                                     |          |  |  |
| Remeasurement of post employment benefit obligations<br>through Other Comprehensive Income (OCI) |          | (13.71)                                | (20.62)                                |
| <b>Other Comprehensive Income (Net of Income Tax)</b>  |          | <b>(13.71)</b>                         | <b>(20.62)</b>                         |
| <b>Total Comprehensive Income for the Year</b>   |          | <b>1,714.28</b>                        | <b>1,527.51</b>                        |
| Earning per Equity Share: (Face value of ₹2 each) Basic & Diluted <sup>36</sup>                  |          | <b>3.14</b>                            | 2.81                                   |

The accompanying Notes form an Integral Part of the Standalone Financial Statements.

1 to 44

In terms of our report of even date attached

**For B D G & Associates**  
Chartered Accountants  
Firm Registration No.: 119739W

**Rameshkumar L. Sharma**  
Partner  
Membership No- 047896

**Date :** 27th May, 2019  
**Place :** Mumbai

**For and on behalf of the Board of Directors**

**Hemant Kumar Ruia**  
Chairman & Managing Director  
Din No. 00029410

**Ajay Puranik**  
President Legal & Company Secretary

**Pramod Sharma**  
Chief Financial Officer

**Yashvardhan Ruia**  
Executive Director  
Din No. 00364888

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

## A. Equity Share Capital (₹ in lakhs)

| Particulars                                     | Amount          |
|---|-----------------|
| Balance as at 1 April 2017                      | 1,100.40        |
| Changes in equity share capital during the year | -               |
| <b>Balance as at 31 March 2018</b>              | <b>1,100.40</b> |
| Changes in equity share capital during the year | -               |
| <b>Balance as at 31 March 2019</b>              | <b>1,100.40</b> |

## B. Other Equity (₹ in lakhs)

| Particulars  | Reserves and Surplus |                              |                   | Other Comprehensive Income | Total           |
|--|----------------------|------------------------------|-------------------|----------------------------|-----------------|
|  | Capital Reserve      | Debenture Redemption Reserve | Retained Earnings |                            |                 |
| <b>Balance as at 1st April, 2017</b>   | <b>0.05</b>          | <b>66.80</b>                 | <b>4,796.34</b>   | <b>(1.42)</b>              | <b>4,861.76</b> |
| Total Comprehensive Income for the year ended 31st March, 2018*              | -                    | -                            | 1,548.13          | (20.62)                    | 1,527.51        |
| Dividends  | -                    | -                            | (165.06)          | -                          | (165.06)        |
| Dividend Distribution Tax  | -                    | -                            | (33.00)           | -                          | (33.00)         |
| Transfer to / (from) retained earnings                                       | -                    | 33.40                        | (33.40)           | -                          | -               |
| Short Provision of Income Tax for earlier years                              | -                    | -                            | (0.86)            | -                          | (0.86)          |
| Excess Provision of Income Tax for earlier years                             | -                    | -                            | 13.40             | -                          | 13.40           |
| <b>Balance at the end of the reporting period i.e. 31st March, 2018</b>      | <b>0.05</b>          | <b>100.20</b>                | <b>6,125.55</b>   | <b>(22.04)</b>             | <b>6,203.75</b> |
| <b>Balance at the beginning of the reporting period i.e. 1st April, 2018</b> | <b>0.05</b>          | <b>100.20</b>                | <b>6,125.55</b>   | <b>(22.04)</b>             | <b>6,203.75</b> |
| Total Comprehensive Income for the year ended 31st March, 2019*              | -                    | -                            | 1,727.99          | (13.71)                    | 1,714.28        |
| Dividends  | -                    | -                            | (165.06)          | -                          | (165.06)        |
| Dividend Distribution Tax  | -                    | -                            | (34.60)           | -                          | (34.60)         |
| Transfer to / (from) retained earnings                                       | -                    | 33.40                        | (33.40)           | -                          | -               |
| Short Provision of Income Tax for earlier years                              | -                    | -                            | (14.40)           | -                          | (14.40)         |
|  | -                    | -                            | -                 | -                          | -               |
| <b>Balance at the end of the reporting period i.e. 31st March, 2019</b>      | <b>0.05</b>          | <b>133.60</b>                | <b>7,606.08</b>   | <b>(35.75)</b>             | <b>7,703.97</b> |

\* Movement in Other comprehensive income relates to remeasurements of the net defined benefit plans

In terms of our report of even date attached

**For B D G & Associates**  
Chartered Accountants  
Firm Registration No.: 119739W

**Rameshkumar L. Sharma**  
Partner  
Membership No- 047896

**Date :** 27th May, 2019  
**Place :** Mumbai

**For and on behalf of the Board of Directors**

**Hemant Kumar Ruia**  
Chairman & Managing Director  
Din No. 00029410

**Ajay Puranik**  
President Legal & Company Secretary

**Pramod Sharma**  
Chief Financial Officer

**Yashvardhan Ruia**  
Executive Director  
Din No. 00364888



## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

### Nature of reserves

- a) Capital Reserve :** The Company recognises profit and loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve.
- b) Debenture Redemption Reserve :** The Companies Act requires that where a Company issues debentures, it shall create a debenture redemption reserve out of profits of the Company available for payment of dividend. The Company is required to maintain a Debenture Redemption Reserve of 25% of the value of debentures issued, either by a public issue or on a private placement basis. The amounts credited to the debenture redemption reserve cannot be utilised by the Company except to redeem debentures.
- c) Retained Earnings :** Retained earnings are the profits that the Company has earned till date, less any transfers to other reserve, dividends or other distributions paid to shareholders.

In terms of our report of even date attached

**For B D G & Associates**  
Chartered Accountants  
Firm Registration No.: 119739W

**Rameshkumar L. Sharma**  
Partner  
Membership No- 047896

**Date :** 27th May, 2019  
**Place :** Mumbai

**For and on behalf of the Board of Directors**

**Hemant Kumar Ruia**  
Chairman & Managing Director  
Din No. 00029410

**Ajay Puranik**  
President Legal & Company Secretary

**Pramod Sharma**  
Chief Financial Officer

**Yashvardhan Ruia**  
Executive Director  
Din No. 00364888

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

(₹ in lakhs)

| Particulars   | For the year ended<br>31st March, 2019 | For the year ended<br>31st March, 2018 |
|---|--|--|
| <b>A Cash Flow from Operating Activities</b>                              |  |  |
| Net Profit before Tax and Extraordinary Items                             | 2,663.00                               | 2,370.33                               |
| Adjustments for :   |  |  |
| Depreciation and Amortisation Expenses                                    | 268.83                                 | 255.00                                 |
| Loss on Sale of Fixed assets  | 21.73                                  | 3.59                                   |
| Gain on non current investments   | -                                      | (0.31)                                 |
| Interest Income   | (328.85)                               | (488.77)                               |
| Finance Costs   | 799.49                                 | 717.89                                 |
| <b>Operating Profit before Working Capital Changes</b>                    | <b>3,424.20</b>                        | <b>2,857.73</b>                        |
| Adjusted for :  |  |  |
| Non-Current/Current Financial and Other Assets *                          | (4,150.26)                             | (98.62)                                |
| Inventories   | 162.33                                 | (1,947.61)                             |
| Non-Current/Current Financial and Other Liabilities/Provisions            | 2,224.57                               | 2,011.36                               |
|   | <b>(1,763.36)</b>                      | <b>(34.86)</b>                         |
| <b>Cash Generated from Operations</b>                                     | <b>1,660.84</b>                        | <b>2,822.87</b>                        |
| Direct taxes (paid) /Refund (net of tax paid)                             | (792.85)                               | (725.41)                               |
| <b>Net Cash Flow from Operating Activities (A)</b>                        | <b>867.99</b>                          | <b>2,097.45</b>                        |
| <b>B Cash Flow from Investing Activities</b>                              |  |  |
| Purchase of Fixed Assets  | (1,620.38)                             | (623.61)                               |
| Sale, Square up /(Purchase) of Investments                                | (19.08)                                | 15.53                                  |
| Interest Income   | 328.85                                 | 488.77                                 |
| Sale of Fixed Assets  | 15.59                                  | 9.64                                   |
| <b>Net Cash Flow from/ (Used in) Investing Activities (B)</b>             | <b>(1,295.01)</b>                      | <b>(109.67)</b>                        |
| <b>C Cash Flow from Financing Activities</b>                              |  |  |
| Proceeds/(Repayment) from Long Term Borrowings (Net)                      | 723.23                                 | 21.25                                  |
| Proceeds/(Repayment) from Short Term Borrowings                           | 1,235.80                               | (707.62)                               |
| Dividend and Distribution Tax Paid  | (199.66)                               | (198.06)                               |
| Interest Paid   | (799.49)                               | (717.27)                               |
| <b>Net cash flow from / (Used in) Financing activities (C)</b>            | <b>959.88</b>                          | <b>(1,601.69)</b>                      |
| <b>Net increase/(decrease) in Cash and Cash equivalents (Total A+B+C)</b> | <b>532.86</b>                          | <b>386.09</b>                          |
| <b>Cash and Cash equivalents - Opening Balance</b>                        | <b>479.25</b>                          | <b>93.16</b>                           |
| <b>- Closing Balance (refer note no.9)</b>                                | <b>1,012.11</b>                        | <b>479.25</b>                          |

\* Includes Margin Money in the form of Term Deposits with the Bank for LC /BG and Unclaimed Dividend.

In terms of our report of even date attached

**For B D G & Associates**  
Chartered Accountants  
Firm Registration No.: 119739W

**Rameshkumar L. Sharma**  
Partner  
Membership No- 047896

**Date :** 27th May, 2019  
**Place :** Mumbai

For and on behalf of the Board of Directors

**Hemant Kumar Ruia**  
Chairman & Managing Director  
Din No. 00029410

**Ajay Puranik**  
President Legal & Company Secretary

**Pramod Sharma**  
Chief Financial Officer

**Yashvardhan Ruia**  
Executive Director  
Din No. 00364888



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### Note:1 COMPANY INFORMATION

Amines & Plasticizers Limited (the 'Company') is a public limited Company incorporated in India in the year 1973 having its registered office located at Poal & Enclave c/o Pranati Builders Private Ltd, Principal J. B. Road, Chenikuthi Guwahati-781003 and corporate office located at 6th Floor, 'D' Building, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400018. The Company is listed on the Bombay Stock Exchange (BSE).

The Company manufactures over 60 different varieties of organic chemicals / amines/ solvents / fertilizers. The main products manufactured are Methyl Diethonalamine (MDEA) and N Methyl Morpholine Oxide (NMMO) which are used in Petrochemicals and Oil refineries, Gas plants and Textiles. The Company has manufacturing facilities at Navi Mumbai and sells its products in Indian Market and is regularly exporting to various countries.

### Note:2 SIGNIFICANT ACCOUNTING POLICIES

#### a. Basis of Preparation of Financial Statements

##### Compliance with Ind As

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the financial statements.

##### Historical Cost Convention

The financial statements have been prepared under the historical cost convention except for the followings assets and liabilities which have been measured at their fair value : -

Certain financial assets and liabilities that are measured at fair value (refer-Accounting policy regarding financials instruments)

Defined benefit plans – present value of defined benefit obligation unless otherwise indicated.

#### b. Use of estimates and judgements

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities prospectively. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

- i. Measurement of defined benefit obligations - Note No.37
- ii. Measurement and likelihood of occurrence of provisions and contingencies - Note No.17,22A & 31
- iii. Recognition of deferred tax assets / liabilities – Note No.18B

#### c. Recent accounting developments

- i. **Ind AS 116, Leases** - On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified the Companies (Indian Accounting Standards) Amended Rules, 2019 ("amended rules") which the

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

Company has not applied as they effective for annual periods beginning on or after April 01, 2019.

**Ind AS 116 “Leases”** eliminates the classification of leases as either finance leases or operating leases. All leases are required to be reported on an entity’s balance sheet as assets and liabilities. Leases are capitalized by recognizing the present value of the lease payments and showing them either as right of use of the leased assets or together with property, plant and equipment. If lease payments are made over time a financial liability representing the future obligation would be recognised.

### d. **Property, Plant & Equipment & Intangible Assets :**

#### i. **Property, Plant & Equipment**

The Company had applied for the one time transition exemption of considering the carrying cost on the transition date i.e., 1st April, 2016 as the deemed cost under Ind AS. Hence regarded thereafter as historical cost.

An item of Property, plant and equipment is recognized as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. property, plant and equipment are initially recognized at cost after deducting refundable purchase taxes and including the cost directly attributable to bring the asset to the location and conditions necessary for it to be capable of operating in the manner intended by the management, borrowing cost in accordance with the established accounting policy, cost of restoring and dismantling, if any, initially estimated by the management.

Freehold Land is carried at historical cost. All Other items of Property, Plant & Equipment are stated at historical cost less depreciation. Historical Cost includes expenditure that is directly attributable to the acquisition of the items. After the initial recognition the property, plant and equipment are carried at cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably.

All other repairs and maintenance costs, including regular servicing are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labour, allocation of overheads, directly attributable borrowing costs. Cost of Self-constructed assets is determined using the same principles as for acquired assets after eliminating the component of internal profits.

Any gain or loss arising on retirement or disposal of property, plant and equipment is recognized in the Statement of Profit and Loss.

**Capital work-in-progress assets** in the course of construction for production or/and supply of goods or services or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. At the point when an asset is operating at management’s intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised where the asset is available for use but incapable of operating at normal levels until a period of commissioning has been completed.

#### ii. **Intangible Assets**

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization / depletion and impairment loss, if any. Such cost includes

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

### iii. Depreciation/ Amortization

Depreciation on all property, plant and equipment are provided for, from the date of put to use for commercial production on a pro-rata basis on the straight-line method based on at the useful life prescribed under Schedule II to the Companies Act, 2013. Freehold land is not depreciated.

Depreciation commences when the assets are ready for their intended use. Depreciated assets in property and accumulated depreciation accounts are retained fully until they are removed from service.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible assets with a finite useful life are amortised in a straight-line basis over their estimated useful life

### e. Disposal of Assets

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

### f. Leases

Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Where the Company has substantially acquired all risks and rewards of ownership of the assets, leases are classified as financial lease. Such assets are capitalized at the inception of the lease, at the lower of the fair value or present value of minimum lease payment and liability is created for equivalent amount. Each lease payment is allocated between liability and finance cost so as to obtain constant periodic rate of interest on the outstanding liability for each year. Finance expenses are recognised immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments/receivable are recognised as an expense/income in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### g. Impairment

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### h. Research and development expenditure

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are charged to the Statement of Profit and Loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalised.

### i. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily takes substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of such assets, until such time as the assets are substantially ready for the intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is recognized in the Statement of Profit and Loss.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

### j. Inventories

Inventories are stated at the lower of cost and net realizable value. The cost of finished goods and work in progress includes raw materials, direct labour, other direct costs and related production overheads.

Raw Materials and other materials including packaging, stores and fuels are valued at lower of cost, based on first-in-first-out method arrived at after including freight inward and other expenditure directly attributable to acquisition or net realizable value. Cost of Stores, Spares and fuels are computed on Moving Weighted Average.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

### k. Financial Instruments

#### l. Financial assets

##### a. Initial Recognition and Measurement

The Company recognizes financial assets and financial liabilities when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are recognised at fair value initial recognition except for Trade receivables / payables and where cost of generation or fair value



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

exceeds benefits, which are initially measured at the transaction price. Transaction costs directly related to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities through profit and loss account) are added to or deducted from the cost of financial assets and financial liabilities. Transaction costs directly attributable to the acquisition or issue of the financial assets and financial liabilities at fair value through profit and loss account are recognized immediately in the statement of profit and loss.

### **b. Classification and Subsequent Measurement**

#### **i. Amortised cost :**

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### **ii. Fair value through other comprehensive income (FVOCI) :**

A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### **iii. Fair value through profit and loss (FVTPL) :**

A financial asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

#### **iv. Investments in Subsidiaries**

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

#### **v. Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

All equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income.

#### **vi. Cash and Bank Balances**

**Cash and cash equivalents** – which includes cash in hand, deposits at call with banks and other short-term deposits which are readily convertible into cash and which are subject to an insignificant risk of changes in value and have maturities of less than one year from the date of such deposits.

**Other Bank Balances** – which includes balances and deposits with banks that are restricted for withdrawal and usage.

#### **vii. Trade Receivables and Loans**

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### viii. Debt Instruments

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

### C. Impairment of Financial Asset

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

For financial assets other than trade receivables, as per Ind AS 109, the Company recognizes 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

## II. Financial Liabilities

### a. Initial Recognition and Measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Trade and other payable are initially recognized at the fair value of the consideration received less directly attributable transaction cost.

Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

### b. Classification and Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

## III. Derecognition of Financial Instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

## I. Provision, Contingent Liabilities & Contingent Assets

Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

If the effect of the time value of money is material, provisions are measured on a discounted basis to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arise from past events whose existence will be

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is probable that an outflow of resources will not be required to settle the obligation. However, if the possibility of outflow of resources, arising out of present obligation, is remote, it is not even disclosed as contingent liability. The company does not recognize a contingent liability but discloses its existence in the financial assets.

Contingent assets are neither recognized nor disclosed in the financial statements.

### **m. Revenue Recognition**

The Company manufactures and sells a range of chemicals and other products.

Effective April 01, 2018, the Company has applied Ind AS 115 'Revenue from Contracts with Customers' which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 construction Contracts. The effect on adoption of Ind As 115 was insignificant.

Revenue from sale of goods is recognized when significant risks and rewards of ownership are transferred to the buyer, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably, which coincides with the date of dispatch/bill of lading. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Revenue is measured at fair value of the consideration received or receivable includes freight, wherever applicable and is net of trade discounts, volume rebates and GST.

Export incentives under various schemes are accounted in the year of export.

Revenue from technical services recognized on the basis of milestones for rendering services as per the agreement.

Interest income is recognized on time apportionment basis. Effective interest rate (EIR) method is used to compute the interest income on long term loans and advances. Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

Dividend income on investments is recognised when the right to receive dividend is established.

### **n. Employee Benefits**

#### **i. Defined Contribution Plans**

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Eligible employees receive benefits from a provident fund, which is a defined contribution plan to the Trust/Government administered Trust. Both the employee and the company make contribution to the Amines Plasticizers Limited Employees' provident Fund Trust / Government administered Trust equal to the specified percentage of the covered employee's salary. Company also contributes to a Government administered pension fund on behalf of its employees.

#### **ii. Defined Contribution Plans**

The Company also provides for retirement benefits in the form of gratuity and compensated absences

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

to the employees Company.

For defined benefit plans, the amount recognised as 'Employee benefit expenses' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past / future service benefit changes and settlements (such events are recognised immediately in the Statement of Profit and Loss). Any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

The defined benefit plan surplus or deficit on the Balance Sheet comprises the total for each plan of the fair value of plan assets less the present value of the defined benefit liabilities (using a discount rate by reference to market yields on government bonds at the end of the reporting period)

All defined benefit plans obligations are determined based on valuations, as at the Balance Sheet date, made by independent actuary using the projected unit credit method. The classification of the Company's net obligation into current and non-current is as per the actuarial valuation report.

Liability for balance leave encashment / entitlement is provided on the basis of actuarial valuation at the year end.

### **o. Taxation**

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognized directly in equity or in other comprehensive income.

#### **Current Tax**

Current tax is tax expected tax payable on the taxable income for the year, using the tax rate enacted at the reporting date, and any adjustment to the tax payable in respect of the earlier periods. Taxable profit differs from the net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

#### **Deferred Tax**

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

MAT credit entitlement is recognized and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### **p. Earnings Per Share**

Basic earnings per share is computed by dividing the net profit for the year attributable to equity shareholders of the Company by the weighted-average number of equity shares outstanding during the year. The weighted-average number of equity shares outstanding during the year and for all years presented is adjusted for events such as bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted-average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### **q. Foreign Currency Transactions and Translation**

The financial statements are presented in Indian Rupees (INR), which is the functional currency of the Company and the presentation currency for the financial statements.

Transactions in foreign currencies are recognized at the prevailing exchange rates on the transaction dates. Realized gains and losses on settlement of foreign currency transactions are recognized in the Statement of Profit and Loss.

Foreign currency monetary items (assets and liabilities) at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognized in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

**NOTES FORMING PART OF FINANCIAL STATEMENTS  
AS AT 31ST MARCH 2019**

| Particulars                           | Gross Carrying Block  |               |                        |                        |                        |                                    | Depreciation / Amortisation |                        |                        |                        | Net Carrying Value     |  |
|---------------------------------------|-----------------------|---------------|------------------------|------------------------|------------------------|------------------------------------|-----------------------------|------------------------|------------------------|------------------------|------------------------|--|
|                                       | As at 1st April, 2018 | Additions     | Deduction on Disposals | As at 31st March, 2019 | As at 31st March, 2018 | Depreciation charge for the Period | Deduction on Disposals      | As at 31st March, 2019 | As at 31st March, 2018 | As at 31st March, 2019 | As at 31st March, 2018 |  |
|                                       |                       |               |                        |                        |                        |                                    |                             |                        |                        |                        |                        |  |
| <b>a Property Plant and Equipment</b> |                       |               |                        |                        |                        |                                    |                             |                        |                        |                        |                        |  |
| Freehold Land                         | 14.38                 | -             | -                      | 14.38                  | -                      | -                                  | -                           | -                      | -                      | 14.38                  | 14.38                  |  |
| Leasehold Land (Refer Note 3.1 below) | 124.48                | -             | -                      | 124.48                 | 5.30                   | 2.65                               | -                           | 7.95                   | 7.95                   | 116.53                 | 119.18                 |  |
| Buildings                             | 661.88                | 20.30         | -                      | 682.18                 | 44.90                  | 18.80                              | -                           | 63.70                  | 63.70                  | 618.48                 | 616.98                 |  |
| Plant & Equipments                    |                       |               |                        |                        |                        |                                    |                             |                        |                        |                        |                        |  |
| Research & Development                | 181.90                | 0.70          | -                      | 182.60                 | 20.50                  | 11.66                              | -                           | 32.16                  | 32.16                  | 150.44                 | 161.40                 |  |
| Others                                | 3,137.69              | 575.32        | 29.52                  | 3,683.49               | 314.49                 | 202.62                             | 4.33                        | 512.78                 | 512.78                 | 3,170.71               | 2,823.20               |  |
| Furniture & Fixtures                  | 14.96                 | 0.34          | -                      | 15.30                  | 3.26                   | 1.84                               | -                           | 5.10                   | 5.10                   | 10.20                  | 11.70                  |  |
| Office Equipment                      | 41.00                 | 8.76          | 0.04                   | 49.72                  | 13.68                  | 8.65                               | -                           | 22.33                  | 22.33                  | 27.39                  | 27.32                  |  |
| Vehicles                              | 284.08                | 68.23         | 24.52                  | 327.79                 | 70.63                  | 44.76                              | 12.42                       | 102.97                 | 102.97                 | 224.82                 | 213.45                 |  |
| <b>Total (a)</b>                      | <b>4,460.37</b>       | <b>673.65</b> | <b>54.08</b>           | <b>5,079.94</b>        | <b>472.76</b>          | <b>290.97</b>                      | <b>16.76</b>                | <b>746.98</b>          | <b>746.98</b>          | <b>4,332.96</b>        | <b>3,987.61</b>        |  |
| <b>b Intangible Assets</b>            |                       |               |                        |                        |                        |                                    |                             |                        |                        |                        |                        |  |
| Software                              | 11.28                 | -             | -                      | 11.28                  | 4.20                   | 2.13                               | -                           | 6.33                   | 6.33                   | 4.95                   | 7.08                   |  |
| <b>Total (b)</b>                      | <b>11.28</b>          | <b>-</b>      | <b>-</b>               | <b>11.28</b>           | <b>4.20</b>            | <b>2.13</b>                        | <b>-</b>                    | <b>6.33</b>            | <b>6.33</b>            | <b>4.95</b>            | <b>7.08</b>            |  |
| <b>Total (a+b)</b>                    | <b>4,471.65</b>       | <b>673.65</b> | <b>54.08</b>           | <b>5,091.22</b>        | <b>476.96</b>          | <b>293.10</b>                      | <b>16.76</b>                | <b>753.31</b>          | <b>753.31</b>          | <b>4,337.91</b>        | <b>3,994.69</b>        |  |
| <b>c Capital Work In Progress</b>     |                       |               |                        |                        |                        |                                    |                             |                        |                        |                        |                        |  |
| Plant & Equipment under Installation  |                       |               |                        |                        |                        |                                    |                             |                        |                        | 1,060.23               | 89.23                  |  |
| <b>Total</b>                          | <b>-</b>              | <b>-</b>      | <b>-</b>               | <b>-</b>               | <b>-</b>               | <b>-</b>                           | <b>-</b>                    | <b>-</b>               | <b>-</b>               | <b>1,060.23</b>        | <b>89.23</b>           |  |

3.1 Leasehold land is for the period of 95 years commencing from 1st August, 1968 and renewable for a further period of 95 years at the option of the Company.



## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

| Particulars                           | Gross Carrying Block  |               |                        |                        |                        |                                    | Depreciation / Amortisation |                        |                        | Net Carrying Value |                 |
|---------------------------------------|-----------------------|---------------|------------------------|------------------------|------------------------|------------------------------------|-----------------------------|------------------------|------------------------|--------------------|-----------------|
|                                       | As at 1st April, 2017 | Additions     | Deduction on Disposals | As at 31st March, 2018 | As at 31st March, 2017 | Depreciation charge for the Period | Deduction on Disposals      | As at 31st March, 2018 | As at 31st March, 2017 |                    |                 |
|                                       |                       |               |                        |                        |                        |                                    |                             |                        |                        | (₹ in lakhs)       |                 |
| <b>a Property Plant and Equipment</b> |                       |               |                        |                        |                        |                                    |                             |                        |                        |                    |                 |
| Freehold Land                         | 14.38                 | -             | -                      | 14.38                  | -                      | -                                  | -                           | 14.38                  | 14.38                  | 14.38              | 14.38           |
| Leasehold Land (Refer Note 3.1 below) | 124.48                | -             | -                      | 124.48                 | 2.65                   | 2.65                               | -                           | 119.18                 | 121.83                 | 121.83             | 121.83          |
| Buildings                             | 661.88                | -             | -                      | 661.88                 | 26.62                  | 18.28                              | -                           | 616.98                 | 635.26                 | 635.26             | 635.26          |
| Plant & Equipments                    |                       |               |                        |                        |                        |                                    |                             |                        |                        |                    |                 |
| Research & Development                | 175.80                | 6.10          | -                      | 181.90                 | 9.12                   | 11.38                              | -                           | 161.40                 | 166.68                 | 166.68             | 166.68          |
| Others                                | 2,586.16              | 555.55        | 4.02                   | 3,137.69               | 143.35                 | 171.66                             | 0.52                        | 2,823.20               | 2,442.81               | 2,442.81           | 2,442.81        |
| Furniture & Fixtures                  | 14.23                 | 0.73          | -                      | 14.96                  | 1.48                   | 1.78                               | -                           | 11.70                  | 12.75                  | 12.75              | 12.75           |
| Office Equipment                      | 24.21                 | 16.79         | -                      | 41.00                  | 7.23                   | 6.45                               | -                           | 27.32                  | 16.98                  | 16.98              | 16.98           |
| Vehicles                              | 233.85                | 67.79         | 17.56                  | 284.08                 | 37.79                  | 40.67                              | 7.83                        | 213.45                 | 196.06                 | 196.06             | 196.06          |
| <b>Total (a)</b>                      | <b>3,834.99</b>       | <b>646.96</b> | <b>21.58</b>           | <b>4,460.37</b>        | <b>228.24</b>          | <b>252.87</b>                      | <b>8.35</b>                 | <b>3,987.61</b>        | <b>3,606.75</b>        | <b>3,606.75</b>    | <b>3,606.75</b> |
| <b>b Intangible Assets</b>            |                       |               |                        |                        |                        |                                    |                             |                        |                        |                    |                 |
| Software                              | 11.28                 | -             | -                      | 11.28                  | 2.07                   | 2.13                               | -                           | 7.08                   | 9.21                   | 9.21               | 9.21            |
| <b>Total (b)</b>                      | <b>11.28</b>          | <b>-</b>      | <b>-</b>               | <b>11.28</b>           | <b>2.07</b>            | <b>2.13</b>                        | <b>-</b>                    | <b>7.08</b>            | <b>9.21</b>            | <b>9.21</b>        | <b>9.21</b>     |
| <b>Total (a+b)</b>                    | <b>3,846.27</b>       | <b>646.96</b> | <b>21.58</b>           | <b>4,471.65</b>        | <b>230.31</b>          | <b>255.00</b>                      | <b>8.35</b>                 | <b>3,994.69</b>        | <b>3,615.96</b>        | <b>3,615.96</b>    | <b>3,615.96</b> |
| <b>c Capital Work In Progress</b>     |                       |               |                        |                        |                        |                                    |                             |                        |                        |                    |                 |
| Plant & Equipment under Installation  | -                     | -             | -                      | -                      | -                      | -                                  | -                           | 89.23                  | 112.58                 | 112.58             | 112.58          |
| <b>Total</b>                          | <b>-</b>              | <b>-</b>      | <b>-</b>               | <b>-</b>               | <b>-</b>               | <b>-</b>                           | <b>-</b>                    | <b>89.23</b>           | <b>112.58</b>          | <b>112.58</b>      | <b>112.58</b>   |

3.1 Leasehold land is for the period of 95 years commencing from 1st August, 1968 and renewable for a further period of 95 years at the option of the Company.

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 4 Non Current Investments

( ₹ in lakhs)

| Sr. No.    | Name of the Body Corporate  | No. of Shares |             | Face Value (fully paid up) | Extent of Holding (%) |             | Amount       |             |
|------------|---|---------------|-------------|----------------------------|-----------------------|-------------|--------------|-------------|
|            |   | March, 2019   | March, 2018 |                            | April, 2019           | March, 2018 | March, 2019  | March, 2018 |
| (1)        | (2)   | (3)           | (4)         | (5)                        | (6)                   | (7)         | (8)          | (8)         |
| <b>(a)</b> | <b>Investments measured at Cost<br/>In Unquoted Equity Shares of Subsidiaries</b>         |               |             |                            |                       |             |              |             |
| i          | Amines & Plasticizers FZE   | 100           | -           | AED 1000                   | 100                   | -           | 19.08        | -           |
| ii         | APL Infotech Limited  | 597500        | 597500      | ₹ 10                       | 51                    | 51          | 5.98         | 5.98        |
|            | <b>Total (a)</b>  |               |             |                            |                       |             | <b>25.06</b> | <b>5.98</b> |
| <b>(b)</b> | <b>Investments measured at Fair Value<br/>Through amortized cost<br/>Other Investment</b> |               |             |                            |                       |             |              |             |
|            | Government Securities (NSC)   |               |             |                            |                       |             | 0.02         | 0.02        |
|            | <b>Total (b)</b>  |               |             |                            | -                     | -           | <b>0.02</b>  | <b>0.02</b> |
|            | <b>Total (a+b)</b>  |               |             |                            |                       |             | <b>25.08</b> | <b>6.00</b> |
|            | Aggregate amount of unquoted investments  |               |             |                            |                       |             | <b>25.08</b> | <b>6.00</b> |

Note : During the year, the Company has invested towards Share Capital of Rs. 19.08 lakhs in its WOS UAE subsidiary AMINES AND PLASTICIZERS FZE.

### 5 Non Current Loans

#### Particulars

|   | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---|---------------------------|---------------------------|
| a) Loans to Subsidiaries  |                           |                           |
| i) Loans Receivables considered good - Secured                        | -                         | -                         |
| ii) Loans Receivables considered good - Unsecured                     | 392.23                    | 353.44                    |
| iii) Loans Receivables which have significant increase in Credit Risk | -                         | -                         |
| iv) Loans Receivables - credit Impaired                               | -                         | -                         |
| b) Security Deposits  | 58.48                     | 51.61                     |
| <b>Total</b>  | <b>450.71</b>             | <b>405.05</b>             |

### 6 Other Non-Current Assets

#### Particulars

|  | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|--|---------------------------|---------------------------|
| <b>Unsecured, Considered Good :</b>  |                           |                           |
| a) Capital Advances (Include borrowing cost ₹ 73.85 lakhs<br>(Previous Year: ₹ 76.97 lakhs)) | 1,091.49                  | 974.29                    |
| b) Prepaid Expenses  | 17.84                     | 12.12                     |
| <b>Total</b>   | <b>1,109.33</b>           | <b>986.41</b>             |

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 7 Inventories : (Valued & Certified by the Management) ( ₹ in lakhs)

| Particulars                                     | As at 31st March, 2019 | As at 31st March, 2018 |
|---|------------------------|------------------------|
| a. Raw Materials                                | 1,021.33               | 701.06                 |
| Goods-in-transit                                | 756.74                 | 714.16                 |
|   | <u>1,778.07</u>        | <u>1,415.22</u>        |
| b. Materials for Repacking                      | 664.57                 | 689.92                 |
| Goods-in-transit                                | 1,048.62               | 1,695.76               |
|   | <u>1,713.19</u>        | <u>2,385.68</u>        |
| c. Work-in-progress                             | 1,127.92               | 514.30                 |
|   | <u>1,127.92</u>        | <u>514.30</u>          |
| d. Finished goods - for Trade                   | 57.84                  | 51.85                  |
|   | <u>57.84</u>           | <u>51.85</u>           |
| e. Finished goods                               | 756.18                 | 1,211.82               |
|   | <u>756.18</u>          | <u>1,211.82</u>        |
| f. Stores and spares, Packing Material and Fuel | 234.08                 | 250.74                 |
|   | <u>234.08</u>          | <u>250.74</u>          |
| <b>Total</b>                                    | <b><u>5,667.28</u></b> | <b><u>5,829.61</u></b> |

### 8 Trade Receivables

| Particulars  | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|--|---------------------------|---------------------------|
| <b>Current - Unsecured</b>                                       |                           |                           |
| Trade Receivables considered good - Secured                      | -                         | -                         |
| Trade Receivables considered good - Unsecured                    | 7,669.31                  | 4,399.60                  |
| Trade Receivables which have significant increase in Credit Risk | -                         | -                         |
| Trade Receivables - credit Impaired                              | 1.61                      | 1.61                      |
|  | <u>-</u>                  | <u>-</u>                  |
|  | <b><u>7,670.92</u></b>    | <b><u>4,401.21</u></b>    |
| <b>Less: Provision for bad and doubtful debts</b>                | <b>1.61</b>               | <b>1.61</b>               |
| <b>Total</b>   | <b><u>7,669.31</u></b>    | <b><u>4,399.60</u></b>    |

### 9 Cash and Cash Equivalents

| Particulars                      | As at 31st March, 2019 | As at 31st March, 2018 |
|----------------------------------|------------------------|------------------------|
| <b>Cash and Cash Equivalents</b> |                        |                        |
| (i) <b>Balances with Banks</b>   |                        |                        |
| In Current Accounts              | 973.88                 | 464.86                 |
| ii) Cheques on hand              | 35.02                  | 12.15                  |
| iii) Cash on hand                | 3.21                   | 2.24                   |
|                                  | <u>1,012.11</u>        | <u>479.25</u>          |
| <b>Total</b>                     | <b><u>1,012.11</u></b> | <b><u>479.25</u></b>   |

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 10 Other Balances with Bank

(₹ in lakhs)

| Particulars  | As at 31st March, 2019 |               | As at 31st March, 2018 |               |
|--|------------------------|---------------|------------------------|---------------|
| <b>(i) Earmarked Balances with Banks</b>   |                        |               |                        |               |
| a) Balance in Unclaimed Dividend Accounts  | 13.94                  |               | 11.96                  |               |
| b) Fixed Deposits with banks (to the extent held as margin money for Letters of Credits, Guarantees and other commitments) | 281.18                 | 295.12        | 239.80                 | 251.76        |
| <b>Total</b>   |                        | <b>295.12</b> |                        | <b>251.76</b> |

### 11 Current Loans

#### Particulars

#### Unsecured and Considered Good

Security Deposits

#### Total

| As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---------------------------|---------------------------|
| 26.18                     | 7.82                      |
| <b>26.18</b>              | <b>7.82</b>               |

### 12 Other Financial Assets

#### Particulars

#### Unsecured and Considered Good

Interest receivable on Fixed Deposits

Interest receivable from Subsidiary

Claims and other Receivables

#### Total

| As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---------------------------|---------------------------|
| 22.96                     | 42.29                     |
| 321.68                    | 248.47                    |
| 1.31                      | 19.28                     |
| <b>345.95</b>             | <b>310.04</b>             |

### 13 Other Current Assets

#### Particulars

Export Incentive Receivables

Balances with Government Authorities

VAT Refund Receivables

Prepaid Expenses

Other Advances

#### Total

| As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---------------------------|---------------------------|
| 266.88                    | 153.61                    |
| 1411.42                   | 956.60                    |
| 210.88                    | 465.65                    |
| 105.49                    | 109.22                    |
| 368.58                    | 63.84                     |
| <b>2,363.25</b>           | <b>1,748.92</b>           |

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 14 Equity Share Capital

(₹ in lakhs)

| Particulars                             | As at 31st March, 2019 |                 | As at 31st March, 2018 |                 |
|---|------------------------|-----------------|------------------------|-----------------|
|   | Number                 | Amount          | Number                 | Amount          |
| <b>Authorised</b>                       |                        |                 |                        |                 |
| Equity Shares of ₹ 2 each               | 6,75,00,000            | 1,350.00        | 6,75,00,000            | 1,350.00        |
| <b>Total Equity Shares</b>              | <b>6,75,00,000</b>     | <b>1,350.00</b> | <b>6,75,00,000</b>     | <b>1,350.00</b> |
| Preference Shares of ₹ 100 each         | 2,51,000               | 251.00          | 2,51,000               | 251.00          |
| <b>Total Preference Shares</b>          | <b>2,51,000</b>        | <b>251.00</b>   | <b>2,51,000</b>        | <b>251.00</b>   |
| <b>Total Authorised share Capital</b>   | <b>6,77,51,000</b>     | <b>1,601.00</b> | <b>6,77,51,000</b>     | <b>1,601.00</b> |
| <b>Issued, Subscribed &amp; Paid up</b> |                        |                 |                        |                 |
| Equity Shares of ₹ 2 each fully paid up | 5,50,20,000            | 1,100.40        | 5,50,20,000            | 1,100.40        |
| <b>Total</b>                            | <b>5,50,20,000</b>     | <b>1,100.40</b> | <b>5,50,20,000</b>     | <b>1,100.40</b> |

#### Note:

The Authorized Share Capital of the Company stands increased after adding the Authorized Share Capital of APL Engineering Services Pvt Ltd (wholly owned subsidiary Company, which now stands amalgamated) with the Company pursuant to the Order of Amalgamation dated 22nd March 2017 passed by the Hon. National Company Law Tribunal, Guwahati Bench, Assam.

#### 14.1 Right, Preference and Restrictions attached to Equity Shares

The Company has only one class of equity shares having par value of ₹ 2 per share. Each Shareholder is entitled to one vote per share. In the event of liquidation of the Company the holder of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential payments. However, no such preferential amount exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The Board of Directors at their Meeting held on May 27, 2019 has recommended a final Dividend of 15% (30 paise per share of Face Value ₹ 2/- each) for the year ended March 31, 2019.

#### 14.2 Reconciliation of numbers of Equity Shares

(₹ in lakhs)

| Particulars                                      | As at 31st March, 2019 |                 | As at 31st March, 2018 |                 |
|--|------------------------|-----------------|------------------------|-----------------|
|  | Number                 | Amount          | Number                 | Amount          |
| Shares outstanding at the beginning of the year  | 5,50,20,000            | 1,100.40        | 5,50,20,000            | 1,100.40        |
| Issued during the year                           | -                      | -               | -                      | -               |
| <b>Shares outstanding at the end of the year</b> | <b>5,50,20,000</b>     | <b>1,100.40</b> | <b>5,50,20,000</b>     | <b>1,100.40</b> |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 14.3 Details of members holding Equity Shares more than 5%

(₹ in lakhs)

| Name of Shareholder                       | As at 31st March, 2019 |              | As at 31st March, 2018 |              |
|---|------------------------|--------------|------------------------|--------------|
|   | No. of Shares held     | % of Holding | No. of Shares held     | % of Holding |
| Hemant Kumar Ruia                         | 2,19,98,930            | 39.98%       | 2,19,98,930            | 39.98%       |
| Multiwyn Investments & Holdings Pvt. Ltd. | 1,20,64,770            | 21.93%       | 1,20,64,770            | 21.93%       |
| India Carbon Limited                      | 69,90,000              | 12.70%       | 69,90,000              | 12.70%       |
| Chefair Investment Pvt. Ltd.              | 50,80,000              | 9.23%        | 50,80,000              | 9.23%        |

### 14.4 Aggregate number of shares allotted as fully paid up by way of bonus shares (during 5 years immediately preceding 31 March 2019) :

| Particulars  | 2018-19 | 2017-18 | 2016-2017 | 2015-2016   | 2014-2015 |
|--|---------|---------|-----------|-------------|-----------|
| Equity shares allotted as fully paid up bonus shares by capitalization of capital redemption reserve | -       | -       | -         | 2,75,10,000 |           |

### 15 Other Equity

#### Particulars

#### a. Capital Reserve

Opening Balance  
Closing Balance

As at 31st  
March, 2019

As at 31st  
March, 2018

0.05  
0.05

0.05  
0.05

#### b. Debenture Redemption Reserve

Opening Balance  
Add : Transfer from Statement of Profit & Loss  
Closing Balance

100.20  
33.40  
133.60

66.80  
33.40  
100.20

#### d. Retained Earnings

Opening balance  
Add: Profit for the year  
Excess Provision of Income Tax for earlier years

6,125.55  
1,727.99  
-

4,796.34  
1,548.13  
13.40

#### Less : Appropriations

Transfer to Debenture Redemption Reserve  
Short Provision of Income Tax for earlier years  
Dividend  
Dividend Distribution Tax  
Closing Balance

33.40  
14.40  
165.06  
34.60  
7,606.08

33.40  
0.86  
165.06  
33.00  
6,125.55

#### f. Other Comprehensive Income (OCI)

Opening balance  
Add: Movement in OCI (Net) during the year

(22.04)  
(13.71)  
(35.75)

(1.42)  
(20.62)  
(22.04)

#### Total

7,703.97

6,203.75



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 16 Non Current Borrowings

| Particulars                               | As at 31st<br>March, 2019 | ( ₹ in lakhs)<br>As at 31st<br>March, 2018 |
|---|---------------------------|--|
| Secured -At amortised cost                |                           |  |
| (i) <b>Debentures :</b>                   |                           |  |
| Redeemable Non Convertible *              | 1,327.88                  | 1,327.88                                   |
| (ii) <b>Term loans :</b>                  |                           |  |
| From a bank                               | 703.51                    | -  |
| (iii) <b>Vehicle Loans :</b>              |                           |  |
| From Banks & Other Financial Institutions | 51.89                     | 32.17                                      |
| <b>Total</b>                              | <b>2,083.28</b>           | <b>1,360.05</b>                            |

#### \* Note :

(i) 1335 13% Non Convertible Debentures of ₹ 1 Lac each have been issued which are redeemable at par at the end of 10 years from date of allotment, viz 24-03-2025 for ₹ 740.00 lakhs & 31-03-2025 for ₹ 595.00 lakhs. The company has an option to redeem these debenture earlier; however, no redemption will take place before the end of 1st year.

(ii) The above debentures holders shall get pari passu charge on assets allocated at Land & Building of the company at Survey No 49, Village Vadval, Taluka Khaopli, Dist. Raigad, Maharashtra.

#### 16.1 Repayment & other terms of the Borrowings as at 31st March, 2019 are as follows :

| Nature of Security  | Rate of Interest | Repayment terms as at 31st March, 2019 |               |               |
|---|------------------|--|---------------|---------------|
|   |                  | Total                                  | Within 1 Year | Above 1 Year  |
| <b>Secured Loans :</b>  |                  |  |               |               |
| Term Loan from Bank   |                  |  |               |               |
| Secured by First Charge on specific assets created out of this loan and first pari passu charge on entire fixed assets (land, building, plant & machinery) present and future excluding specific assets created out of this loan and is also personally guaranteed by Managing Director of the Company. | 10.75% p.a.      | 979.51                                 | 276.00        | 703.51        |
| Sanctioned Term Loan of Rs. 1400 Lakhs, repayable in 18 quarterly installments starting from June 2019 and last installment due in September 2023.  |                  |  |               |               |
| <b>Vehicle Loans</b>  |                  |  |               |               |
| Secured against hypothecation of Vehicles purchased.  | 10% to 12%       | 81.43                                  | 29.54         | 51.89         |
| <b>Total</b>  |                  | <b>1,060.94</b>                        | <b>305.54</b> | <b>755.40</b> |

#### 16.2 Repayment & other terms of the Borrowings as at 31st March, 2018 are as follows :

| Nature of Security                                  | Rate of Interest | Repayment terms as at 31st March, 2018 |               |              |
|---|------------------|--|---------------|--------------|
|   |                  | Total                                  | Within 1 Year | Above 1 Year |
| <b>Vehicle Loans</b>                                |                  |  |               |              |
| Secured against hypothecation of Vehicles purchased | 10% to 12%       | 53.63                                  | 21.46         | 32.17        |
| <b>Total</b>  |                  | <b>53.63</b>                           | <b>21.46</b>  | <b>32.17</b> |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 17 Non current Provisions

| Particulars                   | ( ₹ in lakhs)             |                           |
|-------------------------------|---------------------------|---------------------------|
|                               | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
| Leave Encashment (Non Funded) | 41.46                     | 37.23                     |
| <b>Total</b>                  | <b>41.46</b>              | <b>37.23</b>              |

### 18 Income Tax

#### A) Income Tax Expenses

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is as below:

| Particulars  | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|--|---------------------------|---------------------------|
| Profit before tax  | 2,663.00                  | 2,370.33                  |
| Indian statutory income tax rate                                 | 34.94%                    | 34.61%                    |
| Expected income tax expense                                      | 930.45                    | 820.37                    |
| Income exempt from tax/Items not deductible                      | 22.58                     | 21.96                     |
| Additional tax benefit for research and development expenditures | (18.02)                   | (20.13)                   |
| <b>Tax expense as reported</b>                                   | <b>935.01</b>             | <b>822.20</b>             |

#### B) Deferred Tax Assets / Liabilities (net)

| Particulars                                 | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---|---------------------------|---------------------------|
| Deferred Tax Liabilities :                  | 721.39                    | 655.45                    |
| Deferred Tax Assets :                       | (37.07)                   | (38.14)                   |
| <b>Total Deferred Tax Liabilities (Net)</b> | <b>684.32</b>             | <b>617.31</b>             |

Movement in Deferred Tax Assets and Liabilities as at March 31, 2019 is as below :

| Particulars                             | Balance as at<br>April 1, 2018 | Recognised/<br>(reversed)<br>statement of<br>profit and loss | Balance as at<br>March 31, 2019 |
|---|--------------------------------|--|---------------------------------|
| <b>Deferred tax liabilities :</b>       |                                |  |                                 |
| Depericiation                           | 653.41                         | 66.18  | 719.59                          |
| Other                                   | 2.04                           | (0.24)   | 1.80                            |
|   | 655.45                         | 65.94  | 721.39                          |
| <b>Deferred tax assets :</b>            |                                |  |                                 |
| Expenses allowed in the year of payment | 38.14                          | (1.07)   | 37.07                           |
|   | 38.14                          | (1.07)   | 37.07                           |
| <b>Net Deferred Tax Liabilities</b>     | <b>617.31</b>                  | <b>67.01</b>   | <b>684.32</b>                   |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 19 Borrowings-Current

(₹ in lakhs)

| Particulars   | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---|---------------------------|---------------------------|
| <b>Secured -At Amortised Cost</b>   |                           |                           |
| <b>Working Capital Facilities From Banks :</b>  |                           |                           |
| a) State Bank of India :  | 3340.97                   | 2920.40                   |
| b) Syndicate Bank :   | 259.34                    | -                         |
| c) HDFC Bank :  | 732.10                    | -                         |
| Working Capital Loans, granted under Consortium Lending Arrangement, are Secured by a First pari passu charge on all the Current Assets of the Company namely Stocks of Raw Materials, Packing Material, Stocks in Process, Semi-Finished and Finished Goods, Stores and Spares, not relating to Plant and Machinery (consumable stores and spares), bills receivables and book debts and other movables, present and future. First pari passu charge by way of mortgage of Leasehold Land and building and other fixed assets of the Company, situated at Plot No. D-21 and D-21A at MIDC, Turbhe and Factory Land and building and other fixed assets of the Company, situated at Vadval, District Raigad as continuing /collateral security and is also personally guaranteed by Managing Director of the Company. |                           |                           |
| <b>Unsecured</b>  |                           |                           |
| From Others   | -                         | 176.21                    |
| <b>Total</b>  | <b>4,332.41</b>           | <b>3,096.61</b>           |

### 20 Trade Payables

Micro, Small and Medium Enterprises \*  
Others

#### Total

|                 |                 |
|-----------------|-----------------|
| 270.30          | -               |
| 6,967.03        | 5,470.85        |
| <b>7,237.33</b> | <b>5,470.85</b> |

### 20.1 Disclosure in accordance with section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

| Particulars  | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|--|---------------------------|---------------------------|
| <b>Principal amount due</b> to suppliers registered under the MSMED Act and remaining unpaid as at year end  | 270.30                    | -                         |
| <b>Interest due</b> to suppliers registered under the MSMED Act and remaining unpaid as at year end  | 0.15                      | -                         |
| <b>Principal amounts paid</b> to suppliers registered under the MSMED Act, beyond the appointed day during the year                                    | -                         | -                         |
| <b>Interest paid</b> , other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year | -                         | -                         |
| <b>Interest paid</b> , under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year            | -                         | -                         |
| <b>Interest due and payable</b> towards suppliers registered under MSMED Act, for payments already made  | -                         | -                         |
| Further <b>interest remaining due and payable</b> for earlier years  | -                         | -                         |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

**\* Note :-**

The above information regarding dues to Micro & Small Enterprises has been determined to the extent such parties have been identified on basis of information collected with the Company. This has been relied upon by the auditor.

**20.2** Trade Payable include **594.86 lakhs** (Previous Year 173.70 lakhs) being the amount of acceptances of Bills of Exchange by the Company, drawn by the Suppliers.

### 21 Other Financial Liabilities

| Particulars  | ( ₹ in lakhs)             |                           |
|--|---------------------------|---------------------------|
|  | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
| Current maturities of Long-Term Borrowings (Refer Note 16.1) | 305.54                    | 21.46                     |
| Unclaimed Dividends (Refer Note Below)                       | 13.94                     | 11.96                     |
| Interest Accrued but not due on borrowings                   | 1.93                      | 1.23                      |
| Deposits from Dealers and Agents                             | 11.68                     | 20.27                     |
| Statutory Dues   | 73.21                     | 55.62                     |
| Employees Related  | 14.46                     | 12.17                     |
| Other payables   | 40.72                     | 10.03                     |
| <b>Total</b>   | <b>461.48</b>             | <b>132.74</b>             |

**Note :** There are no amounts due for payment to the Investor Education and Protection Fund u/s 125 of The Companies Act, 2013 as at the year end.

### 22 A Current Provisions

| Particulars                     | ( ₹ in lakhs)             |                           |
|---------------------------------|---------------------------|---------------------------|
|                                 | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
| Leave Encashment ( Non- Funded) | 14.19                     | 49.20                     |
| <b>Total</b>                    | <b>14.19</b>              | <b>49.20</b>              |

### 22 B Current Tax Liabilities

| Particulars                          | ( ₹ in lakhs)             |                           |
|--------------------------------------|---------------------------|---------------------------|
|                                      | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
| Current Income Tax Liabilities (Net) | 150.70                    | 61.15                     |
| <b>Total</b>                         | <b>150.70</b>             | <b>61.15</b>              |

### 23 Other Current Liabilities

| Particulars            | ( ₹ in lakhs)             |                           |
|------------------------|---------------------------|---------------------------|
|                        | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
| Advance from Customers | 552.92                    | 379.08                    |
| <b>Total</b>           | <b>552.92</b>             | <b>379.08</b>             |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### 24 Revenue from Operations

| Particulars            | For the year<br>ended 31st<br>March, 2019 | For the year<br>ended 31st<br>March, 2018 |
|------------------------|---|---|
| Sale of Products Gross | 45,054.58                                 | 33,096.83                                 |
| Sale of Services       | 106.92                                    | 108.03                                    |
| Export Incentives      | 344.79                                    | 224.52                                    |
| <b>Total</b>           | <b>45,506.29</b>                          | <b>33,429.38</b>                          |

### 25 Other Income

|                              |               |               |
|------------------------------|---------------|---------------|
| Interest Income              | 328.85        | 488.77        |
| Profit on Sale of Investment | -             | 0.31          |
| Cylinder Rent Received       | 9.60          | 9.60          |
| Sundry Balances written back | 1.02          | -             |
| Other non-operating income   | 2.98          | 2.58          |
| <b>Total</b>                 | <b>342.45</b> | <b>501.26</b> |

### 26 Cost of Materials Consumed

|  |                  |                  |
|--|------------------|------------------|
| Opening Stock  | 3,800.90         | 1,944.71         |
| + Purchase   | 31,489.52        | 23,666.95        |
| - Closing Stock  | (3,491.26)       | (3,800.90)       |
| <b>Consumption of Raw Materials including repacked</b> | <b>31,799.16</b> | <b>21,810.76</b> |
| Packing Material                                       | 912.31           | 591.11           |
| <b>Total</b>   | <b>32,711.47</b> | <b>22,401.87</b> |
| <b>Purchases of Stock-in-Trade</b>                     | <b>134.63</b>    | <b>146.05</b>    |

### 27 Changes in Inventories of Finished Goods & Stock-in-Process and Stock-in-Trade

|  |                 |                 |
|--|-----------------|-----------------|
| <b>Opening Stock :</b>   |                 |                 |
| Finished Goods   | 1,211.82        | 1,273.95        |
| Stock-in-Process   | 514.30          | 361.67          |
| Traded Goods   | 51.85           | 78.88           |
| <b>Total</b>   | <b>1,777.97</b> | <b>1,714.49</b> |
| <b>Closing Stock</b>   |                 |                 |
| Finished Goods   | 756.18          | 1,211.82        |
| Stock- in-Process  | 1,127.92        | 514.30          |
| Traded Goods   | 57.84           | 51.85           |
| <b>Total</b>   | <b>1,941.94</b> | <b>1,777.97</b> |
| Add / (Less):- Variation in excise duty on Opening and Closing Stock of Finished Goods | -               | (143.03)        |
| <b>Total</b>   | <b>(163.97)</b> | <b>(206.51)</b> |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### 28 Employee Benefits Expenses

#### Particulars

|   |                 |                 |
|---|-----------------|-----------------|
| Salaries,Wages, Bonus, Benefits & Amenities   | 1,034.23        | 1,032.04        |
| Contributions to Provident Fund and Other Funds   | 61.69           | 55.63           |
| Employee Welfare Expenses   | 87.31           | 99.10           |
| <b>Sub -Total</b>   | <b>1,183.23</b> | <b>1,186.77</b> |
| Remeasurement of post employment benefit obligations through Other Comprehensive Income (OCI) | 13.71           | 20.62           |

#### Total

**1,196.94**      **1,207.39**

( ₹ in lakhs)

| For the year<br>ended 31st<br>March, 2019 | For the year<br>ended 31st<br>March, 2018 |
|---|---|
| 1,034.23                                  | 1,032.04                                  |
| 61.69                                     | 55.63                                     |
| 87.31                                     | 99.10                                     |
| <b>1,183.23</b>                           | <b>1,186.77</b>                           |

### 29 Finance Costs

#### Interest

|                                 |        |        |
|---------------------------------|--------|--------|
| On Working Capital (Net) *      | 390.16 | 372.98 |
| On Term Loan                    | 5.00   | 4.23   |
| On Others                       | 12.70  | 5.54   |
| On Debentures                   | 174.25 | 174.17 |
| Discounting & Financial Charges | 217.38 | 160.97 |

#### Total

**799.49**      **717.89**

\* 29.1 Borrowing cost amounting to ₹ 73.85 lakhs (P Y : ₹ 76.97 lakhs) have been capitalised towards purchase of under construction residential flat.

### 30 Other Expenses

#### A Other Manufacturing Expenses

|                                 |          |          |
|---------------------------------|----------|----------|
| Power and fuel                  | 2,487.11 | 1,699.43 |
| Research & Development Expenses | 101.03   | 98.00    |
| Laboratory Expenses             | 49.47    | 58.58    |
| Repairs to Machinery            | 314.26   | 298.03   |
| Repairs to Buildings            | 54.55    | 48.43    |

#### Total (A)

**3,006.42**      **2,202.47**

#### B Administrative, Selling & Other Expenses

|                               |          |          |
|-------------------------------|----------|----------|
| Rent                          | 72.57    | 70.95    |
| Rates and Taxes               | 22.79    | 46.69    |
| Repairs & Maintenance Others  | 30.93    | 33.83    |
| Insurance                     | 84.24    | 75.44    |
| Conveyance & Vehicle Expenses | 80.76    | 71.26    |
| Commission on Sales           | 1,788.50 | 2,213.30 |
| Freight Outward               | 2,089.75 | 730.84   |

#### Auditors' Remuneration

|                    |      |      |
|--------------------|------|------|
| Audit fees         | 2.35 | 2.00 |
| Tax Audit Fees     | 0.50 | 0.50 |
| Certification work | 0.62 | 2.12 |

**3.47**      **4.62**

**2.90**      **3.05**

**40.00**      **32.11**

**1,029.73**      **784.08**

#### Total (B)

**5,245.64**      **4,066.17**

#### Total (A+B)

**8,252.06**      **6,268.64**

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### 31 Contingent Liabilities not provided for in respect of :

| Particulars  | ( ₹ in lakhs)             |                           |
|--|---------------------------|---------------------------|
|  | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
| i) Claims against the Company/disputed liabilities not acknowledged as debt.   | 5.14                      | 5.14                      |
| ii) As per Sales Tax Authorities   | 39.63                     | -                         |
| iii) Show cause notice / demands of Excise Authorities in respect of Excise Duty & Service Tax not acknowledged by the Company and are contested / appealed / replied. | 419.50                    | 419.50                    |
| iv) Guarantees Issued by Banks   | 605.05                    | 865.10                    |
| v) Letter of Credit Unexpired  | 1,312.31                  | 252.55                    |

### 32 Capital Commitments :

The estimated amount of contracts remaining to be executed on capital account (Net of Advances) and not provided for

|        |       |
|--------|-------|
| 737.15 | 22.35 |
|--------|-------|

### 33 Research & Development Expenses :

| Particulars   | 2018 - 2019 | 2017 - 2018 |
|---|-------------|-------------|
| a) The following are included under Research & Development Expenses in the Statement of Profit and Loss : |             |             |
| i) Salaries, Wages and Bonus  | 81.98       | 81.04       |
| ii) Contribution to Provident and other funds   | 5.29        | 5.32        |
| iii) Staff and Workmen Welfare Expenses   | 3.46        | 1.77        |
| iv) Legal and Professional Fees   | 6.96        | 8.23        |
| <b>b) Aggregate Expenses :</b>  |             |             |
| Aggregate amount incurred on specific expenses :  |             |             |
| i) Salaries, Wages and Bonus  | 1,116.21    | 1,113.08    |
| ii) Contribution to Provident and other funds   | 66.98       | 60.95       |
| iii) Staff and Workmen Welfare Expenses   | 90.77       | 100.87      |
| iv) Legal and Professional Fees   | 121.15      | 130.91      |

### 34 Leases

- a) The Company has taken certain equipments and office premises under operating lease or on rental basis. This contract is not non-cancellable and a period ranging between 11 months and above and are renewable at the mutual consent on mutually agreeable terms. The rent/lease charges paid in accordance with this agreement is debited to the statement of profit and loss for the year.
- b) The Company has given its equipments and office premises under operating lease or on leave and licence basis. These agreements are generally not non-cancellable and for a period ranging between 11 months and above and are renewable at mutual consent on mutually agreeable terms. The company has taken refundable interest free security deposits in accordance with the agreed terms. The rent received in accordance with these agreements is credited to the statement of profit and loss for the year.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### 35 Disclosure in Respect of Related Parties pursuant to INDAS-24 "Related Party Disclosures", are given below :

#### A List of Related Parties

##### i) Party where control exists: Subsidiaries

APL Infotech Limited  
Amines & Plasticizers FZE (WOS UAE)

##### ii) Other Related parties with whom the company has entered into transactions during the year

##### a) Member having significant influence over the Company

Multiwyn Investments & Holdings Private Limited

##### b) Key Management Personnel (including non Executive Directors)

Mr. Hemant Kumar Ruia - Chairman & Managing Director  
Mr. Yashvardhan Ruia - Executive Director  
Mr. K. K. Seksaria - Non Executive & Independent Director  
Dr. M. K. Sinha - Non Executive & Independent Director  
Dr. P. D. Vaidya - Non Executive & Independent Director  
Mr. A. S. Nagar - Non Executive & Independent Director  
Mr. B. M. Jindel - Non Executive & Independent Director  
Ms. Nimisha Dutia - Non Executive Director & Non Independent Director

##### c) Employee' benfitis plan where there is significant influence

Amines & Plasticizers Limited Employee's Gratuity Fund  
Amines & Plasticizers Limited Employee's Providend Fund

##### d) Entities over which any person described in (b) above is able to exercise significant influence

Chefair Investment Pvt. Ltd.  
Ruia Gases Private Limited

#### B Details of Related Party Transactions for Current Year / (Previous Year) :

( ₹ in lakhs)

| Nature Of Transaction                                   | Referred to<br>in A(i)<br>above | Referred to<br>in A(ii) (a)<br>above | Referred to<br>in A(ii)(b)<br>above | Referred to<br>in A(ii) (c)<br>above | Referred to<br>A(ii)(d)<br>above |
|---|---------------------------------|--------------------------------------|-------------------------------------|--------------------------------------|----------------------------------|
| <b>Income</b>   |                                 |                                      |                                     |                                      |                                  |
| <b>Interest Received on Loans</b>                       |                                 |                                      |                                     |                                      |                                  |
| APL Infotech Limited                                    | <b>81.26</b><br>(72.45)         |                                      |                                     |                                      |                                  |
| <b>Sales</b>  |                                 |                                      |                                     |                                      |                                  |
| Ruia Gases Private Limited                              |                                 |                                      |                                     |                                      | -<br>(0.62)                      |
| <b>Expenses</b>   |                                 |                                      |                                     |                                      |                                  |
| <b>Interest Paid on Loans</b>                           |                                 |                                      |                                     |                                      |                                  |
| Multiwyn Investments & Holdings Private Limited         |                                 | -<br>(1.38)                          |                                     |                                      |                                  |
| <b>Managerial Remuneration</b>                          |                                 |                                      |                                     |                                      |                                  |
| Mr. Hemant Kumar Ruia                                   |                                 |                                      | <b>100.94</b><br>(96.91)            |                                      |                                  |
| Mr. Yashvardhan Ruia                                    |                                 |                                      | <b>24.04</b><br>(20.29)             |                                      |                                  |
| Directors Sitting Fees (Independent Directors)          |                                 |                                      | <b>2.90</b><br>(3.05)               |                                      |                                  |
| <b>Contributions Paid during the year</b>               |                                 |                                      |                                     |                                      |                                  |
| Amines & Plasticizers Limited Employee's Gratuity Fund  |                                 |                                      |                                     | <b>45.00</b><br>(25.00)              |                                  |
| Amines & Plasticizers Limited Employee's Provident Fund |                                 |                                      |                                     | <b>96.84</b><br>(96.27)              |                                  |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### B Details of Related Party Transactions for Current Year / (Previous Year) :

(₹ in lakhs)

| Nature Of Transaction   | Referred to<br>in A(i)<br>above | Referred to<br>in A(ii) (a)<br>above | Referred to<br>in A(ii)(b)<br>above | Referred to<br>in A(ii) (c)<br>above | Referred to<br>A(ii)(d)<br>above |
|---|---------------------------------|--------------------------------------|-------------------------------------|--------------------------------------|----------------------------------|
| <b>Contributions Paid for the CSR</b>   |                                 |                                      |                                     |                                      |                                  |
| Smt. Bhagirathibai Manmal Ruia Gochar Trust   |                                 |                                      |                                     |                                      | -<br>(25.00)                     |
| <b>Loans Taken</b>  |                                 |                                      |                                     |                                      |                                  |
| Multiwyn Investments & Holdings Private Limited   |                                 | <b>20.00</b><br>2.00)                |                                     |                                      |                                  |
| <b>Repayment of Loan Taken</b>  |                                 |                                      |                                     |                                      |                                  |
| Multiwyn Investments & Holdings Private Limited   |                                 | <b>20.00</b><br>(46.00)              |                                     |                                      |                                  |
| <b>Amines &amp; Plasticizers FZE</b>  |                                 |                                      |                                     |                                      |                                  |
| Investment in Ordinary Shares   | <b>19.08</b>                    |                                      |                                     |                                      |                                  |
| Loans Given   | <b>38.78</b>                    |                                      |                                     |                                      |                                  |
| Advance for Expenses Squaredup  | <b>27.69</b>                    |                                      |                                     |                                      |                                  |
| <b>C. Outstanding balance in respect of Related parties as at 31st March, 2019</b>      |                                 |                                      |                                     |                                      |                                  |
| APL Infotech Limited                      Loan Receivable                               | <b>675.03</b><br>(601.90)       |                                      |                                     |                                      |                                  |
| Amines & Plasticizers FZE                      Loan Receivable                          | <b>38.78</b>                    |                                      |                                     |                                      |                                  |
| Amines & Plasticizers Limited<br>Employee's Gratuity Fund                      Payable  |                                 |                                      |                                     | <b>2.51</b><br>(24.08)               |                                  |
| Amines & Plasticizers Limited<br>Employee's Providend Fund                      Payable |                                 |                                      |                                     | <b>8.45</b><br>(7.42)                |                                  |

### D Executive Directors compensation

2018-2019

2017-2018

Short- term employee benefits

124.78

107.02

Post- employment benefits

0.20

10.18

#### \* Note :

- i) No amounts in respect of related parties have been provided for/ written off / written back during the year.
- ii) Related party relationship is as identified by the Company and relied upon by the Auditors.

### 36 Earnings Per Share :

|  | 2018 - 2019     | 2017 - 2018 |
|--|-----------------|-------------|
| Net Profit available to Equity Shareholders for computation of Basic Earning & Diluted Earning Per Share (Rs in Lacs); | <b>1,727.99</b> | 1,548.13    |
| Weighted Average Number of Equity Shares (denominator in lakhs) for Basic Earning Per Share                            | <b>550.20</b>   | 550.20      |
| Weighted Average Number of Equity Shares (denominator in lakhs) for Diluted Earning Per Share                          | <b>550.20</b>   | 550.20      |
| Nominal Value Per Share (₹)  | <b>2.00</b>     | 2.00        |
| Basic and Diluted Earnings Per Share (₹)   | <b>3.14</b>     | 2.81        |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### 37 Disclosure as required by Indian Accounting Standard 19 "Employee Benefits": - In respect of Gratuity, defined benefit Plan (based on Actuarial Valuation)

( ₹ in lakhs)

| Description  | As at 31st<br>March 2019                                   | As at 31st<br>March 2018                                   |
|--|--|--|
| <b>A. Expense recognised in the statement of Profit and Loss</b>                                 |  |  |
| <b>In Income Statement</b>   |  |  |
| - Current Service Cost   | 10.03  | 27.05  |
| - Interest Cost  | 15.05  | 12.53  |
| - Expected return on plan assets   | (15.05)  | (12.53)  |
| <b>Net Cost</b>  | <b>10.03</b>   | <b>27.05</b>   |
| <b>In Other Comprehensive Income</b>   |  |  |
| - Actuarial (Gain) / Loss  | 16.43  | 18.21  |
| - Return On Plan Assets  | (2.72)   | 2.41   |
| <b>Net (Income)/ Expense For the period Recognised in OCI</b>                                    | <b>13.71</b>   | <b>20.62</b>   |
| <b>B. Actual return on plan assets</b>   |  |  |
| - Expected return of plan assets   | (15.05)  | (12.53)  |
| - Actuarial (gain) / loss on plan assets   | 2.72   | (2.41)   |
| - Actual return of plan assets   | (12.33)  | (14.94)  |
| <b>C. Net Asset / (Liability) recognised in the Balance Sheet</b>                                |  |  |
| - Present value of the defined benefit obligations at the end of the period                      | 62.64  | 45.60  |
| - Fair value of plan assets at the end of the period   | (24.86)  | 11.93  |
| - Funded status (surplus / (deficit))  | (87.50)  | (33.67)  |
| - Net Asset / (Liability) recognised in the Balance Sheet  | (87.50)  | (33.67)  |
| <b>D. Change in Present value of Obligation during the year</b>                                  |  |  |
| - Present value of obligation at the beginning of the year                                       | 45.60  | 21.76  |
| - Current Service Cost   | 10.03  | 8.23   |
| - Past Service Cost  | -  | 18.81  |
| - Interest Cost  | 15.05  | 12.53  |
| - Benefits paid  | 24.46  | 33.95  |
| - actuarial (gain) / loss on obligation  | (16.43)  | (18.21)  |
| - Present value of obligation at the end of the year   | 62.64  | 45.60  |
| <b>E. Change in Assets during the year</b>   |  |  |
| - Fair value of plan assets as at beginning of the year  | 11.93  | 60.83  |
| - Expected return on plan assets   | (15.05)  | (12.53)  |
| - Contributions made   | -  | -  |
| - Benefits paid  | 24.46  | 33.95  |
| - actuarial (gains) / loss on plan assets  | (2.72)   | 2.41   |
| - Fair value of plan assets at the end of the year   | (24.86)  | 11.93  |
| <b>F. Major categories of plan assets as a percentage of total plan</b>                          |  |  |
| - Mutual Fund  | 90%  | 90%  |
| - Government Bonds   | 10%  | 10%  |
| <b>G. Actuarial Assumptions</b>  |  |  |
| - Discount rate  | 7.77%  | 7.78%  |
| - Expected rate of return on assets  | 7.77%  | 7.78%  |
| - Mortality Rate   |  |  |
|  | <b>Indian<br/>Assured Lives<br/>(2006-08)<br/>Ultimate</b> | <b>Indian<br/>Assured Lives<br/>(2006-08)<br/>Ultimate</b> |
| - Future salary increases consider inflation, seniority,<br>promotion and other relevant factors | 2%   | 2%   |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

The defined benefit plans expose to the Company to a number of actuarial risk

- a) Investment Risk:** The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to government/high quality bond yields; if the return on plan asset is below this rate, it will create a plan deficit.
- b) Interest Risk:** A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
- c) Salary Risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.
- d) Longevity Risk:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

### Sensitivity analysis of 1% change in assumption used

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonable possible changes of the assumptions occurring at end of the reporting period, while holding all other assumptions constant. The result of Sensitivity analysis is given below:

| Description   | ( ₹ in lakhs)             |                           |
|---|---------------------------|---------------------------|
|   | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
| Projected Benefit Obligation on Current Assumptions     | 210.48                    | 193.44                    |
| Delta Effect of +1% Change in Rate of Discounting       | -8.19                     | -7.72                     |
| Delta Effect of -1% Change in Rate of Discounting       | 9.13                      | 8.58                      |
| Delta Effect of +1% Change in Rate of Salary Increase   | 9.57                      | 9.00                      |
| Delta Effect of -1% Change in Rate of Salary Increase   | -8.71                     | -8.21                     |
| Delta Effect of +1% Change in Rate of Employee Turnover | 3.78                      | 3.49                      |
| Delta Effect of -1% Change in Rate of Employee Turnover | -4.16                     | -3.83                     |

- 38** The NCLT Guwahati Bench vide its Order dated March 22, 2017 has sanctioned the Scheme of Amalgamation of APL Engineering Services Pvt. Ltd. wholly owned Subsidiary of the Company with the Appointed date April 01, 2016.

### 39 Corporate Social Responsibilities (CSR) Activities Particulars

The details of CSR expenditure are mentioned as under

| Particulars                                 | For the year ended<br>31st March, 2019<br>( ₹ in lakhs)             | For the year ended<br>31st March, 2018<br>( ₹ in lakhs) |
|---|---|---|
|   | a) Gross Amount required to be spent by the Company during the year | 39.93   |
| b) Amount Spent during the year on :-       |   |   |
| i) Construction / Acquisition of any assets | -   | 32.11   |
| ii) On purpose other than (i) above         | 40.00   |   |
| c) Amount Payable as at Year End            | -   | -   |

- 40** The Company's main business is Chemical manufacturing falls within a single business segment and therefore, segment reporting in terms Ind AS-108 "Operating Segments" is not applicable.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### 41 Capital Management

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt (borrowings less cash and cash equivalents, other bank balances (including non-current earmarked balances)). The management and the Board of Directors monitors the return on capital to shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The table below summarises the capital, net debt and net debt to equity ratio of the Company. ( ₹ in lakhs)

| Particulars   | 31.03.2019       | 31.03.2018       |
|---|------------------|------------------|
| Equity share capital  | 1,100.40         | 1,100.40         |
| Other equity  | 7,703.97         | 6,203.75         |
| <b>Total Equity (A)</b>   | <b>8,804.37</b>  | <b>7,304.15</b>  |
| Non-current borrowings  | 2,083.28         | 1,360.05         |
| Short term borrowings   | 4,332.41         | 3,096.61         |
| Current maturities of long term borrowing                                     | 305.54           | 21.46            |
| <b>Gross Debt (B)</b>   | <b>6,721.23</b>  | <b>4,478.12</b>  |
| <b>Total Capital (A+B)</b>  | <b>15,525.60</b> | <b>11,782.27</b> |
| Gross Debt as above   | 6,721.23         | 4,478.12         |
| Less : Cash and cash equivalents  | 1,012.11         | 479.25           |
| Less : Other balances with bank<br>(including non-current earmarked balances) | 295.12           | 251.76           |
| <b>Net Debt (C)</b>   | <b>5,414.00</b>  | <b>3,747.11</b>  |
| <b>Net debt to equity</b>   | <b>0.61</b>      | <b>0.51</b>      |

### 42 Financial Instruments and Risk Review

#### Financial Risks Management Framework

The Company's business activities are exposed to a variety of financial risks, namely Liquidity Risk, Currency Exchange Risk, Interest Rate Risk, Credit Risk and Commodity Price Risk. The Company's management and the Board of Directors has the overall responsibility for establishing and governing the Company's risk management framework. The risk management framework works at various levels in the enterprise. The organization structure of the Company helps in identifying, preventing and mitigating risks by the concerned operational Heads under the supervision of the Chairman & Managing Director. The risk management framework is reviewed periodically by the Board and the Audit Committee keeping a check on overall effectiveness of the risk management of the Company.

#### Credit Risk

Credit Risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. Financial instruments that are subject to credit risk principally consist of trade receivables, investments, loans, cash and cash equivalents, other balances with banks and other financial assets. None of the financial instruments of the Company result in material credit risk.

Credit risk with respect to trade receivables are limited, due to the Company has a policy of dealing only with credit worthy counter parties, where appropriate as a means of mitigating the risk of financial loss from defaults. All trade receivables are reviewed and assessed for default on a quarterly basis. Our historical experience of collecting receivables is that credit risk is low. Hence, trade receivables are considered to be a single class of financial assets.

Credit risk on cash and cash equivalents, other bank balances with bank are insignificant as the Company generally invest in deposits with banks. Investments primarily investments in government securities.

The Company's maximum exposure to credit risk as at 31st March, 2019 and 2018 is the carrying value of each class of financial assets.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### Foreign Currency Risk

The Company is subject to the risk that changes in foreign currency values impact the Company's exports revenue and imports of raw material and property, plant and equipment. As at 31st March, 2019, the net unhedged exposure to the Company on holding assets (trade receivables and capital advances) and liabilities (trade payables and capital creditors) other than in their functional currency is as under.

The Company is exposed to foreign exchange risk arising from US Dollar, AED and EUR. (₹ in lakhs)

| Particulars                  | Foreign Currency | As at 31st March, 2019     |                         | As at 31st March, 2018     |                         |
|------------------------------|------------------|----------------------------|-------------------------|----------------------------|-------------------------|
|                              |                  | Amount in Foreign Currency | Indian rupee equivalent | Amount in Foreign Currency | Indian rupee equivalent |
| <b>Assets :</b>              |                  |                            |                         |                            |                         |
| Trade Receivables Export     | USD              | 47.62                      | 3,293.74                | 16.76                      | 1,090.22                |
|                              | EUR              | 1.13                       | 87.77                   | 0.98                       | 79.36                   |
| Advance to Import Creditors  | USD              |                            |                         | 0.00                       | 0.23                    |
|                              | EUR              |                            |                         | 0.01                       | 0.54                    |
| Bank Balance                 | USD              | 13.69                      | 946.93                  | 2.03                       | 131.82                  |
|                              | EUR              | 0.01                       | 0.66                    | 0.01                       | 0.68                    |
| <b>Total</b>                 |                  |                            | <b>4,329.10</b>         |                            | <b>1,302.84</b>         |
| <b>Liabilities :</b>         |                  |                            |                         |                            |                         |
| Import Trade Payable         | USD              | 34.31                      | 2,373.49                | 26.00                      | 1,691.35                |
|                              | AED              | 27.84                      | 522.07                  | 29.48                      | 522.74                  |
|                              |                  |                            |                         | 7.40                       | 596.46                  |
| Advances from Export Debtors | USD              | -                          | -                       | 1.76                       | 114.48                  |
|                              | EUR              | -                          | -                       | 2.97                       | 239.51                  |
| <b>Total</b>                 |                  |                            | <b>2,895.56</b>         |                            | <b>3,164.54</b>         |

### Sensitivity analysis of 1% change in exchange rate at the end of reporting period net unhedged exposure

| Description                                       | As at 31st March, 2019 | As at 31st March, 2018 |
|---|------------------------|------------------------|
| <b>1% Depreciation in INR</b>                     |                        |                        |
| Impact on P&L (Profit increased / (decreased) by) | (14.34)                | 18.62                  |
| <b>1% Appreciation in INR</b>                     |                        |                        |
| Impact on P&L (Profit increased / (decreased) by) | 14.34                  | (18.62)                |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### Interest Rate Risk

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs. The Company is subject to variable interest rates on some of its interest bearing liabilities. The Company's interest rate exposure is mainly related to borrowing obligations.

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows (₹ in lakhs)

| Particulars                   | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|-------------------------------|---------------------------|---------------------------|
| Long term fixed borrowing     | 2,388.82                  | 1,381.51                  |
| Short term fixed borrowing    | -                         | 176.21                    |
| Short term floating borrowing | 4,332.41                  | 2,920.40                  |
|                               | <b>6,721.23</b>           | <b>4,478.12</b>           |

Impact on Interest Expenses for the year on 1% change in Interest rate

| Particulars                                       | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---|---------------------------|---------------------------|
| <b>1% Increase in interest rates</b>              |                           |                           |
| Impact on P&L (Profit increased / (decreased) by) | (43.32)                   | (29.20)                   |
| <b>1% Decrease in interest rates</b>              |                           |                           |
| Impact on P&L (Profit increased / (decreased) by) | 43.32                     | 29.20                     |

### Commodity Price Risk

The main raw materials which the Company procures are to a great extent linked to the movement of crude prices directly or indirectly. The pricing policy of the Company final product is structured in such a way that any change in price of raw materials is passed on to the customers in the final product however, with a time lag which mitigates the raw material price risk.

### Liquidity risk

Liquidity Risk arises when the company is unable to meet its short term financial obligations as and when they fall due. The company maintains adequate liquidity in the system so as to meet its all financial liabilities timely. In addition to this, the company's overall financial position is very strong so as to meet any eventuality of liquidity tightness.

### Maturity patterns of financial liabilities

| Particulars                 | As at 31st March, 2019 |                 |                |
|-----------------------------|------------------------|-----------------|----------------|
|                             | Total                  | With in 1 year  | above 1 year   |
| Borrowings                  | 6721.23                | 4637.95         | 2083.28        |
| Trade Payables              | 7237.33                | 7237.33         | 0.00           |
| Other financial liabilities | 155.94                 | 155.94          | 0.00           |
| Total                       | <b>14114.50</b>        | <b>12031.22</b> | <b>2083.28</b> |



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### Financial Instruments

#### Fair value measurement hierarchy

The fair value of financial instruments as below have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows

Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 : Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 : Inputs which are not based on observable market data

The following tables presents the carrying value and Fair value measurement hierarchy of each category of financial assets and liabilities

( ₹ in lakhs)

| Particulars  | As at 31st March, 2019 |         | As at 31st March, 2018 |         |
|--|------------------------|---------|------------------------|---------|
|  | Carrying Amount        | Level 1 | Carrying Amount        | Level 1 |
| <b>Financial Assets</b>                                  |                        |         |                        |         |
| <b>Financial assets measured at amortised cost</b>       |                        |         |                        |         |
| Investments*   | -                      | -       | -                      | -       |
| <b>Financial assets measured at amortised cost</b>       |                        |         |                        |         |
| Investments*   | 0.02                   | -       | 0.02                   | -       |
| Trade receivables  | 7669.31                | -       | 4,399.60               | -       |
| Cash and cash equivalents                                | 1012.11                | -       | 479.25                 | -       |
| Bank balances other than cash and cash equivalents above | 295.12                 | -       | 251.76                 | -       |
| Loans  | 26.18                  | -       | 7.82                   | -       |
| Other financial assets                                   | 345.95                 | -       | 310.04                 | -       |
|  | <b>9,348.69</b>        | -       | <b>5,448.49</b>        | -       |
| <b>Financial Liabilities</b>                             |                        |         |                        |         |
| <b>Financial liabilities measured at amortised cost</b>  |                        |         |                        |         |
| Borrowings   | 4332.41                | -       | 3,096.61               | -       |
| Trade payables   | 7237.33                | -       | 5,470.85               | -       |
| Other financial liabilities                              | 461.48                 | -       | 132.74                 | -       |
|  | <b>12,031.22</b>       | -       | <b>8,700.20</b>        | -       |

#### \* Excludes financial assets measured at Cost Valuation

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent.

#### Financial assets and liabilities measured at fair value as at Balance Sheet date :

The fair value of investment in quoted Equity Shares is measured at quoted price.

The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### 43 Events After the Reporting Period

The Board of Directors have recommended dividend of ₹ 0.30 per fully paid up equity share of ₹ 2/- each, aggregating ₹ 198.99 Lacs, including ₹ 33.93 Lacs dividend distribution tax for the financial year 2018-19, subject to approval of shareholders at the Annual General Meeting.

### 44 Figures of previous year have been regrouped/rearranged, wherever considered necessary to conform to the current year's presentation.

In terms of our report of even date attached

**For B D G & Associates**  
Chartered Accountants  
Firm Registration No.: 119739W

**Rameshkumar L. Sharma**  
Partner  
Membership No- 047896

**Date :** 27th May, 2019  
**Place :** Mumbai

**For and on behalf of the Board of Directors**

**Hemant Kumar Ruia**  
Chairman & Managing Director  
Din No. 00029410

**Ajay Puranik**  
President Legal & Company Secretary

**Pramod Sharma**  
Chief Financial Officer

**Yashvardhan Ruia**  
Executive Director  
Din No. 00364888



# INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF AMINES & PLASTICIZERS LIMITED

Report on the Audit of Consolidated Financial Statements

## Opinion

1. We have audited the accompanying consolidated financial statements of Amines & Plasticizers Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and including a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (consolidated financial position) of the Group as at 31 March 2019, and its consolidated profit (consolidated financial performance including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

## Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their report referred to in paragraph 17 of the other matters paragraph below is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. There were no key audit matters determined to be communicated in our report on consolidated financial statements.

## Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

6. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in annual report, but does not include the consolidated financial statements and our auditor's report thereon.
7. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the consolidated financial statements, our responsibility is to read the other

information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the consolidated Financial Statements

9. The Holding Company's management and Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including Other Comprehensive Income) and consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation consolidated Ind AS financial statements. Further, in terms of the provisions of the Act, the respective Board of Directors/ management of the companies included in the Group, covered under the Act, are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
10. In preparing the consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.
11. The Board of Directors of the entities included in the Group is responsible for overseeing the financial reporting process of each entity.

### Auditors' Responsibility

12. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
13. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - i. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement

resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the entity has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - iv. Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group (Holding company and subsidiaries) to cease to continue as a going concern.
  - v. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - vi. Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities.
14. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements
  15. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
  16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

17. We did not audit the financial statements of one subsidiary Amines & Plasticizers FZE (Wholly Owned Subsidiary Company), whose financial statements reflect total assets of Rs. 30.18 lacs and net assets of Rs. (8.81) lacs as at 31st March, 2019 and total revenues (before eliminating intercompany transactions) of Rs. Nil for the year ended 31st March, 2019. The consolidated financial results also include the Group's share of net loss (including other comprehensive income) of Rs. 28.08 lacs (before eliminating intercompany transactions) for the year ended 31 March 2019, as considered in the consolidated financial results, whose financial statements have not been audited

by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, and our report opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditor.

18. Further, subsidiary is located outside India whose financial statements and other financial information has been prepared in accordance with accounting principles generally accepted in United Arab Emirates and which have been audited by another auditor under generally accepted auditing standards applicable in United Arab Emirates. The Holding Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in United Arab Emirates to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion, in so far as it relates to the financial information of such subsidiary located outside India, is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by us.
19. Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the work done by and the reports of the other auditors and financial information certified by the management.

#### **Report on Other Legal and Regulatory Requirements**

20. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
  - (c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors of the Holding Company and its subsidiaries which are incorporated in India, as on 31 March 2019 and taken on record by the Board of Directors of respective companies, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'.
  - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
    - (i) The consolidated financial statements disclose the impact of pending litigations as at 31 March 2019 on the consolidated financial position of the Group. Refer Note 31 to the consolidated financial statements.
    - (ii) The Company did not have any long-term contracts including derivative contracts as at March 31, 2019.



- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company and its subsidiaries companies during the year ended March 31, 2019.
- (iv) The disclosures in the consolidated financial statements regarding holdings as well as dealing in specified banks notes during the period from 8 November 2016 to 30 November 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2019. Hence under this clause is not applicable.
- (h) With respect to the matter to be included in the Auditors' report under Section 197(16), in our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries which are incorporated in India, is not in excess of the limit laid down under Section 197 of the Act.

**For B D G & Associates**

Chartered Accountants

Firm Registration Number: 119739W

**Rameshkumar L Sharma**

Partner

Membership Number: 047896

Place: Mumbai

Date : 27th May, 2019



## INDEPENDENT AUDITORS' REPORT

### Annexure A to Independent Auditors' Report

Referred to in paragraph 20(f) of the Independent Auditors' Report of even date to the members of Amines & Plasticizers Limited for the year ended March 31, 2019.

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Amines & Plasticizers Limited ('the Holding Company') and its subsidiary (the Holding Company and its subsidiary together referred to as 'the Group') as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of Amines & Plasticizers Limited ("the Holding Company") and its one subsidiary company, which is company incorporated in India, as of March 31, 2019.

### Management's Responsibility for Internal Financial Controls

2. The Board of Directors of the Holding Company and its subsidiary companies, which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors' Responsibility

3. Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting of the Holding Company and its subsidiary companies, which are companies incorporated in India.

### Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:



- (a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

8. In our opinion, the Holding Company and its subsidiaries, which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### **For B D G & Associates**

Chartered Accountants

Firm Registration Number: 119739W

#### **Rameshkumar L Sharma**

Partner

Membership Number: 047896

Place: Mumbai

Date : 27th May, 2019

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2019

(₹ in lakhs)

| Particulars   | Note No. | As at 31st March, 2019 | As at 31st March, 2018 |
|---|----------|------------------------|------------------------|
| <b>ASSETS</b>   |          |                        |                        |
| <b>1 Non-Current Assets</b>                                       |          |                        |                        |
| a) Property, Plant and Equipment                                  | 3        | 4,324.28               | 3,978.93               |
| b) Capital Work-in-Progress                                       | 3        | 1,060.23               | 89.23                  |
| c) Other Intangible Assets  | 3        | 4.95                   | 7.08                   |
| d) Intangible Assets under development                            |          | 1,256.30               | 1,060.12               |
| e) Financial Assets   |          |                        |                        |
| i) Investments  | 4        | 0.02                   | 0.02                   |
| ii) Loans   | 5        | 59.97                  | 51.85                  |
| f) Other Non-Current Assets                                       | 6        | 1,109.33               | 986.41                 |
| <b>Total Non-Current Assets</b>                                   |          | <b>7,815.08</b>        | <b>6,173.63</b>        |
| <b>2 Current Assets</b>   |          |                        |                        |
| a) Inventories  | 7        | 5,667.28               | 5,829.61               |
| b) Financial Assets   |          |                        |                        |
| i) Trade Receivables  | 8        | 7,669.31               | 4,399.60               |
| ii) Cash and cash equivalents                                     | 9        | 1,040.97               | 483.92                 |
| iii) Bank Balances other than (ii) mentioned above                | 10       | 295.12                 | 251.76                 |
| iv) Loans   | 11       | 26.18                  | 7.82                   |
| v) Other Financial Assets   | 12       | 264.70                 | 61.57                  |
| c) Other Current Assets   | 13       | 2,422.26               | 1,803.49               |
| <b>Total Current Assets</b>                                       |          | <b>17,385.82</b>       | <b>12,837.77</b>       |
| <b>TOTAL ASSETS</b>   |          | <b>25,200.90</b>       | <b>19,011.41</b>       |
| <b>EQUITY AND LIABILITIES</b>                                     |          |                        |                        |
| <b>1 Equity</b>   |          |                        |                        |
| a) Equity Share Capital   | 14       | 1,100.40               | 1,100.40               |
| b) Other Equity   | 15       | 7,094.39               | 5,704.37               |
| <b>Total Equity</b>   |          | <b>8,194.79</b>        | <b>6,804.77</b>        |
| Non Controlling Interest  |          | 42.02                  | 42.02                  |
| <b>Liabilities</b>  |          |                        |                        |
| <b>2 Non-Current Liabilities</b>                                  |          |                        |                        |
| a) Financial Liabilities  |          |                        |                        |
| i) Borrowings   | 16       | 3,234.03               | 2,308.05               |
| b) Provisions   | 17       | 41.46                  | 37.23                  |
| c) Deferred Tax Liabilities (Net)                                 | 18 B     | 684.32                 | 617.31                 |
| <b>Total Non-Current Liabilities</b>                              |          | <b>3,959.81</b>        | <b>2,962.59</b>        |
| <b>3 Current Liabilities</b>                                      |          |                        |                        |
| a) Financial Liabilities  |          |                        |                        |
| i) Borrowings   | 19       | 4,332.41               | 3,096.61               |
| ii) Trade Payables  | 20       |                        |                        |
| - Due to micro, small and medium enterprises                      |          | 270.30                 | -                      |
| - Due to creditors other than micro, small and medium enterprises |          | 6,969.45               | 5,470.85               |
| iii) Other Financial Liabilities                                  | 21       | 714.32                 | 145.14                 |
| b) Provisions   | 22 A     | 14.19                  | 49.20                  |
| c) Current Tax Liabilities (net)                                  | 22 B     | 150.70                 | 61.15                  |
| d) Other Current Liabilities                                      | 23       | 552.92                 | 379.08                 |
| <b>Total Current Liabilities</b>                                  |          | <b>13,004.29</b>       | <b>9,202.03</b>        |
| <b>TOTAL EQUITY AND LIABILITIES</b>                               |          | <b>25,200.90</b>       | <b>19,011.41</b>       |

The accompanying Notes form an Integral Part of the Standalone Financial Statements. 1 to 46

In terms of our report of even date attached

**For B D G & Associates**

Chartered Accountants

Firm Registration No.: 119739W

**Rameshkumar L. Sharma**

Partner

Membership No- 047896

**Date :** 27th May, 2019**Place :** Mumbai**For and on behalf of the Board of Directors****Hemant Kumar Ruia**

Chairman &amp; Managing Director

Din No.00029410

**Yashvardhan Ruia**

Executive Director

Din No.00364888

**Ajay Puranik**

President Legal &amp; Company Secretary

**Pramod Sharma**

Chief Financial Officer

## STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

( ₹ in lakhs)

| Particulars  | Note No. | For the year ended<br>31st March, 2019 | For the year ended<br>31st March, 2018 |
|--|----------|--|--|
| Revenue from Operations  | 24       | 45,506.29                              | 33,429.38                              |
| Other Income   | 25       | 261.19                                 | 428.81                                 |
| <b>Total Income</b>  |          | <b>45,767.48</b>                       | <b>33,858.19</b>                       |
| <b>Expenses:</b>   |          |  |  |
| Cost of Materials Consumed   | 26       | 32,711.47                              | 22,401.87                              |
| Purchases of Stock-in-Trade  |          | 134.63                                 | 146.05                                 |
| Excise duty and Service Tax  |          | -                                      | 790.60                                 |
| Changes in Inventories of Finished Goods,<br>Stock-in-Process and Stock-in-Trade | 27       | (163.97)                               | (206.51)                               |
| Employees Benefit Expenses   | 28       | 1,183.23                               | 1,186.77                               |
| Finance Costs  | 29       | 800.20                                 | 717.89                                 |
| Depreciation and Amortisation Expenses   | 3        | 293.10                                 | 255.00                                 |
| Less: Depreciation of Self Constructed Assets                                    |          | (24.27)                                | -                                      |
|  |          | <b>268.83</b>                          | 255.00                                 |
| Other Expenses   | 30       | 8,254.91                               | 6,268.63                               |
| <b>Total Expenses</b>  |          | <b>43,189.30</b>                       | <b>31,560.31</b>                       |
| Profit before exceptional items and tax  |          | 2,578.18                               | 2,297.88                               |
| Exceptional items  |          | -                                      | -                                      |
| <b>Profit before tax</b>   |          | <b>2,578.18</b>                        | <b>2,297.88</b>                        |
| <b>Tax Expenses:</b>   |          |  |  |
| Current tax  |          | 868.00                                 | 755.35                                 |
| Deferred tax   |          | 67.01                                  | 66.85                                  |
| <b>Total Tax Expenses:</b>   | 18A      | <b>935.01</b>                          | <b>822.20</b>                          |
| <b>Profit for the year</b>   |          | <b>1,643.17</b>                        | <b>1,475.68</b>                        |
| <b>Other Comprehensive Income :</b>  |          |  |  |
| Items that will not be reclassified to Profit or Loss                            |          | (13.71)                                | (20.62)                                |
| Items that will be reclassified to Profit or Loss                                |          | (1.12)                                 | 0.00                                   |
| <b>Other Comprehensive Income (Net of Income Tax)</b>                            |          | <b>(14.83)</b>                         | <b>(20.62)</b>                         |
| <b>Total Comprehensive Income for the Year</b>                                   |          | <b>1,628.34</b>                        | <b>1,455.06</b>                        |
| <b>Net Profit attributable to :</b>  |          |  |  |
| a) Owners of the Company   |          | 1,643.17                               | 1,475.68                               |
| b) Non Controlling Interest  |          | -                                      | -                                      |
| <b>Other Comprehensive Income attributable to:</b>                               |          |  |  |
| a) Owners of the Company   |          | (14.83)                                | (20.62)                                |
| b) Non Controlling Interest  |          | -                                      | -                                      |
| <b>Total Comprehensive Income attributable to:</b>                               |          |  |  |
| a) Owners of the Company   |          | 1,628.34                               | 1,455.06                               |
| b) Non Controlling Interest  |          | -                                      | -                                      |
| Earning per Equity Share : (Face value of ₹ 2 each) Basic & Diluted              |          | 2.99                                   | 2.68                                   |

The accompanying Notes form an Integral Part of the Standalone Financial Statements.

1 to 46

In terms of our report of even date attached

**For B D G & Associates**  
Chartered Accountants  
Firm Registration No.: 119739W

**Rameshkumar L. Sharma**  
Partner  
Membership No- 047896

**Date :** 27th May, 2019  
**Place :** Mumbai

**For and on behalf of the Board of Directors**

**Hemant Kumar Ruia**  
Chairman & Managing Director  
Din No. 00029410

**Ajay Puranik**  
President Legal & Company Secretary

**Pramod Sharma**  
Chief Financial Officer

**Yashvardhan Ruia**  
Executive Director  
Din No. 00364888

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH 2019

### A. Equity Share Capital ( ₹ in lakhs)

| Particulars                                     | Amount          |
|---|-----------------|
| <b>Balance as at 1st April 2017</b>             | <b>1,100.40</b> |
| Changes in equity share capital during the year | -               |
| <b>Balance as at 31st March 2018</b>            | <b>1,100.40</b> |
| Changes in equity share capital during the year | -               |
| <b>Balance as at 31st March 2019</b>            | <b>1,100.40</b> |

### B. Other Equity ( ₹ in lakhs)

| Particulars   | Reserves and Surplus |                              |                   |                        | Other Comprehensive Income | Total           |
|---|----------------------|------------------------------|-------------------|------------------------|----------------------------|-----------------|
|   | Capital Reserve      | Debenture Redemption Reserve | Retained Earnings | FC Translation Reserve |                            |                 |
| <b>Balance as on 1st April, 2017</b>                            | <b>53.81</b>         | <b>66.80</b>                 | <b>4,315.64</b>   | -                      | <b>(1.42)</b>              | <b>4,434.83</b> |
| Total Comprehensive Income for the year ended 31st March, 2018* | -                    | -                            | 1,475.68          | -                      | (20.62)                    | 1,455.06        |
| Dividends for earlier years                                     | -                    | -                            | (165.06)          | -                      | -                          | (165.06)        |
| Dividend Distribution Tax                                       | -                    | -                            | (33.00)           | -                      | -                          | (33.00)         |
| Transfer to / (from) retained earnings                          | -                    | 33.40                        | (33.40)           | -                      | -                          | -               |
| Short Provision of Income Tax for earlier years                 | -                    | -                            | (0.86)            | -                      | -                          | (0.86)          |
| Excess Provision of Income Tax for earlier years                | -                    | -                            | 13.40             | -                      | -                          | 13.40           |
| <b>Balance as on 31st March, 2018</b>                           | <b>53.81</b>         | <b>100.20</b>                | <b>5,572.40</b>   | -                      | <b>(22.05)</b>             | <b>5,704.36</b> |
| <b>Balance as on 1st April, 2018</b>                            | <b>53.81</b>         | <b>100.20</b>                | <b>5,572.40</b>   | -                      | <b>(22.05)</b>             | <b>5,704.36</b> |
| Loss on Consolidation of WOS FZE Pre Allotment                  | -                    | -                            | (24.26)           | -                      | -                          | (24.26)         |
| Total Comprehensive Income for the year ended 31st March, 2019* | -                    | -                            | 1,643.17          | -                      | (13.71)                    | 1,629.46        |
| Dividends   | -                    | -                            | (165.06)          | -                      | -                          | (165.06)        |
| Dividend Distribution Tax                                       | -                    | -                            | (34.60)           | -                      | -                          | (34.60)         |
| Transfer to / (from) retained earnings                          | -                    | 33.40                        | (33.40)           | -                      | -                          | -               |
| Short Provision of Income Tax for earlier years                 | -                    | -                            | (14.40)           | -                      | -                          | (14.40)         |
| Movement in OCI (Net) during the year                           | -                    | -                            | -                 | (1.12)                 | -                          | (1.12)          |
| <b>Balance as on 31st March, 2019</b>                           | <b>53.81</b>         | <b>133.60</b>                | <b>6,943.85</b>   | <b>(1.12)</b>          | <b>(35.76)</b>             | <b>7,094.38</b> |

In terms of our report of even date attached  
**For B D G & Associates**  
 Chartered Accountants  
 Firm Registration No.: 119739W

**Rameshkumar L. Sharma**  
 Partner  
 Membership No- 047896

**Date :** 27th May, 2019  
**Place :** Mumbai

**For and on behalf of the Board of Directors**

**Hemant Kumar Ruia**  
 Chairman & Managing Director  
 Din No. 00029410

**Ajay Puranik**  
 President Legal & Company Secretary

**Pramod Sharma**  
 Chief Financial Officer

**Yashvardhan Ruia**  
 Executive Director  
 Din No. 00364888



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH 2019

\* Movement in Other comprehensive income relates to remeasurements of the net defined benefit plans

# Include capital reserves on account of consolidation Rs 53.76 (lakhs)

### Nature of reserves

- a) Capital Reserve :** The Company recognises profit and loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve.
- b) Debenture Redemption Reserve :** The Companies Act requires that where a Company issues debentures, it shall create a debenture redemption reserve out of profits of the Company available for payment of dividend. The Company is required to maintain a Debenture Redemption Reserve of 25% of the value of debentures issued, either by a public issue or on a private placement basis. The amounts credited to the debenture redemption reserve cannot be utilised by the Company except to redeem debentures.
- c) Retained Earnings:** Retained earnings are the profits that the Company has earned till date, less any transfers to other reserve, dividends or other distributions paid to shareholders.

In terms of our report of even date attached

**For B D G & Associates**

Chartered Accountants  
Firm Registration No.: 119739W

**Rameshkumar L. Sharma**

Partner  
Membership No- 047896

**Date :** 27th May, 2019

**Place :** Mumbai

**For and on behalf of the Board of Directors**

**Hemant Kumar Ruia**

Chairman & Managing Director  
Din No. 00029410

**Ajay Puranik**

President Legal & Company Secretary

**Pramod Sharma**

Chief Financial Officer

**Yashvardhan Ruia**

Executive Director  
Din No. 00364888

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

|   | ( ₹ in lakhs)                          |  |
|---|--|--|
| Particulars   | For the year ended<br>31st March, 2019 | For the year ended<br>31st March, 2018 |
| <b>A Cash Flow from Operating Activities</b>                              |  |  |
| Net Profit before Tax and Extraordinary Items                             | 2,578.18                               | 2,297.88                               |
| Adjustments for:  |  |  |
| Depreciation and Amortisation Expenses                                    | 268.83                                 | 255.00                                 |
| Loss on Sale of Fixed assets  | 21.73                                  | 3.59                                   |
| Profit on non current investments   | -                                      | (0.31)                                 |
| Interest Income   | (247.59)                               | (416.32)                               |
| Finance Costs   | 800.20                                 | 717.89                                 |
| <b>Operating Profit before Working Capital Changes</b>                    | <b>3,421.35</b>                        | <b>2,857.73</b>                        |
| Adjusted for:   |  |  |
| Non-Current/Current Financial and Other Assets *                          | (4,284.38)                             | (35.34)                                |
| Inventories   | 162.33                                 | (1,947.61)                             |
| Non-Current/Current Financial and Other Liabilities/Provisions            | 2,466.31                               | 2,012.11                               |
|   | <b>(1,655.73)</b>                      | <b>29.16</b>                           |
| <b>Cash Generated from Operations</b>                                     | <b>1,765.62</b>                        | <b>2,886.89</b>                        |
| Direct taxes (paid) /Refund (net of tax paid)                             | (792.85)                               | (725.41)                               |
| <b>Net Cash Flow from Operating Activities (A)</b>                        | <b>972.77</b>                          | <b>2,161.48</b>                        |
| <b>B Cash Flow from Investing Activities</b>                              |  |  |
| Purchase of Fixed Assets  | (845.56)                               | (792.11)                               |
| Capital Work in Progress  |  |  |
| Sale, Square up /(Purchase) of Investments                                | -                                      | 15.53                                  |
| Loss on Consolidation of WOS FZE Pre Allotment                            | (24.26)                                |  |
| Interest Income   | 247.59                                 | 416.32                                 |
| Sale of Fixed Assets  | 15.59                                  | 9.64                                   |
| <b>Net Cash Flow from/ (Used in) Investing Activities (B)</b>             | <b>(606.64)</b>                        | <b>(350.62)</b>                        |
| <b>C Cash Flow from Financing Activities</b>                              |  |  |
| Proceeds/(Repayment) from Long Term Borrowings (Net)                      | 925.98                                 | 199.00                                 |
| Proceeds/(Repayment) from Short Term Borrowings                           | 1,235.80                               | (707.62)                               |
| Dividend and Distribution Tax Paid  | (199.66)                               | (198.06)                               |
| Interest Paid   | (800.20)                               | (717.27)                               |
| <b>Net cash flow from / (Used in) Financing activities (C)</b>            | <b>1,161.92</b>                        | <b>(1,423.94)</b>                      |
| <b>Net increase/(decrease) in Cash and Cash equivalents (Total A+B+C)</b> | <b>1,528.05</b>                        | <b>386.92</b>                          |
| <b>Cash and Cash equivalents - Opening Balance</b>                        | <b>483.92</b>                          | <b>97.00</b>                           |
| <b>- Closing Balance (refer note no. 9)</b>                               | <b>2,011.97</b>                        | <b>483.92</b>                          |

\* Includes Margin Money in the form of Term Deposits with the Bank for LC /BG and Unclaimed Dividend.

In terms of our report of even date attached

**For B D G & Associates**  
Chartered Accountants  
Firm Registration No.: 119739W

**Rameshkumar L. Sharma**  
Partner  
Membership No- 047896

**Date :** 27th May, 2019  
**Place :** Mumbai

**For and on behalf of the Board of Directors**

**Hemant Kumar Ruia**  
Chairman & Managing Director  
Din No.00029410

**Ajay Puranik**  
President Legal & Company Secretary

**Pramod Sharma**  
Chief Financial Officer

**Yashvardhan Ruia**  
Executive Director  
Din No.00364888



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### Note: 1 COMPANY INFORMATION

The Consolidated Financial Statements comprise financial statements of Amines & Plasticizers Limited ("the Holding Company") and its subsidiaries (collectively referred to as "the Group") for the year ended 31st March 2019.

The principal activities of the Group, consist of manufacturing of organic chemicals / amines/ Gas Treating Solvents and Development of Software. Further details about the business operations of the Group are provided in Note 44 – Segment Information.

### Note: 2 SIGNIFICANT ACCOUNTING POLICIES

#### a. Basis of Preparation of Consolidated Financial Statements

Compliance with Ind As

Consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules 2015, the provisions of Companies Act 2013, and guidelines issued by the Securities and Exchange Board of India (SEBI).

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### Historical Cost Convention

The consolidated financial statements of the Group are prepared under the historical cost convention on accrual basis except for the followings assets and liabilities which have been measured at their fair value :-

- Certain financial assets and liabilities that are measured at fair value (refer-Accounting policy regarding financials instruments)
- Defined benefit plans – present value of defined benefit obligation unless otherwise indicated.

#### b. Use of estimates and judgements

The preparation of consolidated financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities prospectively. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes :

- i. Measurement of defined benefit obligations - Note No.37
- ii. Measurement and likelihood of occurrence of provisions and contingencies - Note No.17,22A & 31
- iii. Recognition of deferred tax assets / liabilities – Note No.18B

#### c. Principles of Consolidation

- i. The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- ii. Profits or losses resulting from intra-group transactions that are recognised in assets, such as Inventory and Property, Plant and Equipment, are eliminated in full.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

- iii. Goodwill / Capital Reserve, if any, represents the difference between the Holding Company's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.
- iv. The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- v. The carrying amount of the parent's investment in subsidiaries are offset (eliminated) against the parent's portion of equity in subsidiaries.
- vi. Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Holding Company.
- vii. Non-Controlling Interest's share of net assets of consolidated subsidiaries are identified and presented in the Consolidated Balance Sheet.

### **d. Recent accounting developments**

- i. Ind AS 116, Leases - On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified the Companies (Indian Accounting Standards) Amended Rules, 2019 ("amended rules") which the Group has not applied as they effective for annual periods beginning on or after April 01, 2019.
- ii. Ind AS 116 "Leases" eliminates the classification of leases as either finance leases or operating leases. All leases are required to be reported on an entity's balance sheet as assets and liabilities. Leases are capitalized by recognizing the present value of the lease payments and showing them either as right of use of the leased assets or together with property, plant and equipment. If lease payments are made over time a financial liability representing the future obligation would be recognised.

### **e. Property, Plant & Equipment & Intangible Assets:**

#### **i. Property, Plant & Equipment**

An item of Property, plant and equipment is recognized as an asset if it is probable that future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. property, plant and equipment are initially recognized at cost after deducting refundable purchase taxes and including the cost directly attributable to bring the asset to the location and conditions necessary for it to be capable of operating in the manner intended by the management, borrowing cost in accordance with the established accounting policy, cost of restoring and dismantling, if any, initially estimated by the management. Freehold Land is carried at historical cost. All Other items of Property, Plant & Equipment are stated at historical cost less depreciation. Historical Cost includes expenditure that is directly attributable to the acquisition of the items. After the initial recognition the property, plant and equipment are carried at cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when and the cost of the item.

All other repairs and maintenance costs, including regular servicing are recognized in the Statement of Profit and Loss as incurred.

In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labour, allocation of overheads, directly attributable borrowing costs. Cost of Self-constructed assets is determined using the same principles as for acquired assets after eliminating the component of internal profits.

Any gain or loss arising on retirement or disposal of property, plant and equipment is recognized in the Statement of Profit and Loss.

## **NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**

Capital work-in-progress assets in the course of construction for production or/and supply of goods or services or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised where the asset is available for use but incapable of operating at normal levels until a period of commissioning has been completed.

### **ii. Intangible Assets**

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization / depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

### **iii. Depreciation/ Amortization**

Depreciation on all property, plant and equipment are provided for, from the date of put to use for commercial production on a pro-rata basis on the straight-line method based on at the useful life prescribed under Schedule II to the Companies Act, 2013. Freehold land is not depreciated.

Depreciation commences when the assets are ready for their intended use. Depreciated assets in property and accumulated depreciation accounts are retained fully until they are removed from service.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible assets with a finite useful life are amortised in a straight-line basis over their estimated useful life

### **f. Disposal of Assets**

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

### **g. Leases**

Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Where the Group has substantially acquired all risks and rewards of ownership of the assets, leases are classified as financial lease. Such assets are capitalized at the inception of the lease, at the lower of the fair value or present value of minimum lease payment and liability is created for equivalent amount. Each lease payment is allocated between liability and finance cost so as to obtain constant periodic rate of interest on the outstanding liability for each year. Finance expenses are recognised immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

are capitalized. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments/receivable are recognised as an expense/income in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

### **h. Impairment**

The Group assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### **i. Research and development expenditure**

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are charged to the Statement of Profit and Loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalised.

### **j. Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily takes substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of such assets, until such time as the assets are substantially ready for the intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is recognized in the Statement of Profit and Loss.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

### **k. Inventories**

Inventories are stated at the lower of cost and net realizable value. The cost of finished goods and work in progress includes raw materials, direct labour, other direct costs and related production overheads.

Raw Materials and other materials including packaging, stores and fuels are valued at lower of cost, based on first-in-first-out method arrived at after including freight inward and other expenditure directly attributable to acquisition or net realizable value. Cost of Stores, Spares and fuels are computed on Moving Weighted Average.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### I. Financial Instruments

#### I. Financial assets

##### a. Initial Recognition and Measurement

The Group recognizes financial assets and financial liabilities when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are recognised at fair value initial recognition except for Trade receivables / payables and where cost of generation or fair value exceeds benefits, which are initially measured at the transaction price. Transaction costs directly related to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities through profit and loss account) are added to or deducted from the cost of financial assets and financial liabilities. Transaction costs directly attributable to the acquisition or issue of the financial assets and financial liabilities at fair value through profit and loss account are recognized immediately in the statement of profit and loss.

##### b. Classification and Subsequent Measurement

###### i. Amortised cost:

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

###### ii. Fair value through other comprehensive income (FVOCI):

A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

###### iii. Fair value through profit and loss (FVTPL) :

A financial asset which is not classified in any of the above categories are measured at FVTPL.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Group changes its business model for managing financial assets.

###### iv. Investments in Subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

###### v. Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

All equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Group has elected to present the value changes in 'Other Comprehensive Income'.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### vi. Cash and Bank Balances

**Cash and cash equivalents** – which includes cash in hand, deposits at call with banks and other short-term deposits which are readily convertible into cash and which are subject to an insignificant risk of changes in value and have maturities of less than one year from the date of such deposits.

**Other Bank Balances** – which includes balances and deposits with banks that are restricted for withdrawal and usage.

### vii. Trade Receivables and Loans

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

### viii. Debt Instruments

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

### C. Impairment of Financial Asset

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

For financial assets other than trade receivables, as per Ind AS 109, the Group recognizes 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Group's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

## II. Financial Liabilities

### a. Initial Recognition and Measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Trade and other payable are initially recognized at the fair value of the consideration received less directly attributable transaction cost.

Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

### b. Classification and Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

## III. Derecognition of Financial Instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### **m. Provision, Contingent Liabilities & Contingent Assets**

Provisions are recognized when the Group has a present obligation (legal or constructive), as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

If the effect of the time value of money is material, provisions are measured on a discounted basis to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arise from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is probable that an outflow of resources will not be required to settle the obligation. However, if the possibility of outflow of resources, arising out of present obligation, is remote, it is not even disclosed as contingent liability. The Group does not recognize a contingent liability but discloses its existence in the financial assets.

Contingent assets are neither recognized nor disclosed in the financial statements.

### **n. Revenue Recognition**

The Group manufactures and sells a range of chemicals and other products.

Effective April 01, 2018, the Group has applied Ind AS 115 'Revenue from Contracts with Customers' which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 construction Contracts. The effect on adoption of Ind As 115 was insignificant.

Revenue from sale of goods is recognized when significant risks and rewards of ownership are transferred to the buyer, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably, which coincides with the date of dispatch/bill of lading. The Group retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.

Revenue is measured at fair value of the consideration received or receivable includes freight, wherever applicable and is net of trade discounts, volume rebates and GST.

Export incentives under various schemes are accounted in the year of export.

Revenue from technical services recognized on the basis of milestones for rendering services as per the agreement.

Interest income is recognized on time apportionment basis. Effective interest rate (EIR) method is used to compute the interest income on long term loans and advances. Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Dividend income on investments is recognised when the right to receive dividend is established.

### **o. Employee Benefits**

#### **i. Defined Contribution Plans**

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

amount of contribution required to be made as and when services are rendered by the employees. Eligible employees receive benefits from a provident fund, which is a defined contribution plan to the Trust/Government administered Trust. Both the employee and the Group make contribution to the Amines Plasticizers Limited Employees' provident Fund Trust / Government administered Trust equal to the specified percentage of the covered employee's salary. Group also contributes to a Government administered pension fund on behalf of its employees.

### ii. Defined Contribution Plans

The Group also provides for retirement benefits in the form of gratuity and compensated absences to the employees.

For defined benefit plans, the amount recognised as 'Employee benefit expenses' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past / future service benefit changes and settlements (such events are recognised immediately in the Statement of Profit and Loss). Any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

The defined benefit plan surplus or deficit on the Balance Sheet comprises the total for each plan of the fair value of plan assets less the present value of the defined benefit liabilities (using a discount rate by reference to market yields on government bonds at the end of the reporting period)

All defined benefit plans obligations are determined based on valuations, as at the Balance Sheet date, made by independent actuary using the projected unit credit method. The classification of the Group's net obligation into current and non-current is as per the actuarial valuation report.

Liability for balance leave encashment / entitlement is provided on the basis of actuarial valuation at the year end.

### p. Taxation

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognized directly in equity or in other comprehensive income.

#### Current Tax

Current tax is tax expected tax payable on the taxable income for the year, using the tax rate enacted at the reporting date, and any adjustment to the tax payable in respect of the earlier periods. Taxable profit differs from the net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

#### Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

MAT credit entitlement is recognized and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

### q. Earnings Per Share

Basic earnings per share is computed by dividing the consolidated net profit or loss for the year attributable to equity shareholders by the weighted-average number of equity shares outstanding during the year. The weighted-average number of equity shares outstanding during the year and for all years presented is adjusted for events such as bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the profit or loss for the year attributable to equity shareholders and the weighted-average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### r. Foreign Currency Transactions and Translation

The financial statements are presented in Indian Rupees (INR), which is the functional currency of the Group and the presentation currency for the financial statements.

Transactions in foreign currencies are recognized at the prevailing exchange rates on the transaction dates. Realized gains and losses on settlement of foreign currency transactions are recognized in the Statement of Profit and Loss.

Foreign currency monetary items (assets and liabilities) at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognized in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

**NOTES FORMING PART OF CONSOLIDATED  
FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**

| Particulars                                  | Gross Carrying Block  |               |                        | Depreciation / Amortisation |                                    |                        | Net Carrying Value     |                        |
|--|-----------------------|---------------|------------------------|-----------------------------|------------------------------------|------------------------|------------------------|------------------------|
|  | As at 1st April, 2018 | Additions     | Deduction on Disposals | As at 31st March, 2018      | Depreciation charge for the Period | Deduction on Disposals | As at 31st March, 2019 | As at 31st March, 2018 |
| <b>a Property, Plant &amp; Equipment</b>     |                       |               |                        |                             |                                    |                        |                        |                        |
| Freehold Land                                | 14.38                 | -             | -                      | 14.38                       | -                                  | -                      | 14.38                  | 14.38                  |
| Leasehold Land (Refer Note 3.1 below)        | 124.48                | -             | -                      | 124.48                      | 2.65                               | -                      | 116.53                 | 119.18                 |
| Buildings                                    | 661.88                | 20.30         | -                      | 682.18                      | 18.80                              | -                      | 618.48                 | 616.98                 |
| Plant & Equipments                           |                       |               |                        |                             |                                    |                        |                        |                        |
| Research & Development                       | 181.90                | 0.70          | -                      | 182.60                      | 11.66                              | -                      | 150.44                 | 161.40                 |
| Others                                       | 3,129.01              | 575.32        | 29.52                  | 3,674.81                    | 202.62                             | 4.33                   | 3,162.03               | 2,814.52               |
| Furniture & Fixtures                         | 14.96                 | 0.34          | -                      | 15.30                       | 1.84                               | -                      | 10.20                  | 11.70                  |
| Office Equipment                             | 41.00                 | 8.76          | 0.04                   | 49.72                       | 8.65                               | -                      | 27.39                  | 27.32                  |
| Vehicles                                     | 284.08                | 68.23         | 24.52                  | 327.79                      | 44.76                              | 12.42                  | 224.82                 | 213.45                 |
| <b>Total (a)</b>                             | <b>4,451.69</b>       | <b>673.65</b> | <b>54.08</b>           | <b>5,071.26</b>             | <b>290.97</b>                      | <b>16.76</b>           | <b>4,324.28</b>        | <b>3,978.93</b>        |
| <b>b Intangible Assets</b>                   |                       |               |                        |                             |                                    |                        |                        |                        |
| Software                                     | 11.28                 | -             | -                      | 11.28                       | 2.13                               | -                      | 4.95                   | 7.08                   |
| <b>Total (b)</b>                             | <b>11.28</b>          | <b>-</b>      | <b>-</b>               | <b>11.28</b>                | <b>2.13</b>                        | <b>-</b>               | <b>4.95</b>            | <b>7.08</b>            |
| <b>Total (a+b)</b>                           | <b>4,462.97</b>       | <b>673.65</b> | <b>54.08</b>           | <b>5,082.54</b>             | <b>293.10</b>                      | <b>16.76</b>           | <b>4,329.23</b>        | <b>3,986.01</b>        |
| <b>c Capital Work In Progress</b>            |                       |               |                        |                             |                                    |                        |                        |                        |
| Plant & Equipment under Installation         |                       |               |                        |                             |                                    |                        | 1,060.23               | 89.23                  |
| <b>Total</b>                                 |                       |               |                        |                             |                                    |                        | <b>1,060.23</b>        | <b>89.23</b>           |
| <b>d Intangible Assets under development</b> |                       |               |                        |                             |                                    |                        |                        |                        |
| Software under development                   |                       |               |                        |                             |                                    |                        | 1,256.30               | 1,060.12               |
| <b>Total</b>                                 | <b>-</b>              | <b>-</b>      | <b>-</b>               | <b>-</b>                    | <b>-</b>                           | <b>-</b>               | <b>1,256.30</b>        | <b>1,060.12</b>        |

3.1 Leasehold land is for the period of 95 years commencing from 1st August, 1968 and renewable for a further period of 95 years at the option of the Company.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

(₹ in lakhs)

| Particulars  | Gross Carrying Block  |               |                        | Depreciation / Amortisation |                                    |                        |                        | Net Carrying Value     |                        |
|--|-----------------------|---------------|------------------------|-----------------------------|------------------------------------|------------------------|------------------------|------------------------|------------------------|
|  | As at 1st April, 2017 | Additions     | Deduction on Disposals | As at 31st March, 2017      | Depreciation charge for the Period | Deduction on Disposals | As at 31st March, 2018 | As at 31st March, 2017 | As at 31st March, 2018 |
| <b>a Property, Plant &amp; Equipment</b>   |                       |               |                        |                             |                                    |                        |                        |                        |                        |
| Freehold Land  | 14.38                 | -             | -                      | 14.38                       | -                                  | -                      | -                      | 14.38                  | 14.38                  |
| Leasehold Land (Refer Note 3.1 below)  | 124.48                | -             | -                      | 124.48                      | 2.65                               | -                      | 5.30                   | 121.83                 | 119.18                 |
| Buildings  | 661.88                | -             | -                      | 661.88                      | 18.28                              | -                      | 44.90                  | 635.26                 | 616.98                 |
| Plant & Equipments   |                       |               |                        |                             |                                    |                        |                        |                        |                        |
| Research & Development   | 175.80                | 6.10          | -                      | 181.90                      | 11.38                              | -                      | 20.50                  | 166.68                 | 161.40                 |
| Others   | 2,586.16              | 555.55        | 4.02                   | 3,137.69                    | 171.66                             | 0.52                   | 314.49                 | 2,442.81               | 2,823.20               |
| Furniture & Fixtures   | 14.23                 | 0.73          | -                      | 14.96                       | 1.78                               | -                      | 3.26                   | 12.75                  | 11.70                  |
| Office Equipment   | 24.21                 | 16.79         | -                      | 41.00                       | 7.23                               | -                      | 13.68                  | 16.98                  | 27.32                  |
| Vehicles   | 233.85                | 67.79         | 17.56                  | 284.08                      | 37.79                              | 7.83                   | 70.63                  | 196.06                 | 213.45                 |
| <b>Total (a)</b>   | <b>3,834.99</b>       | <b>646.96</b> | <b>21.58</b>           | <b>4,460.37</b>             | <b>252.87</b>                      | <b>8.35</b>            | <b>472.76</b>          | <b>3,987.61</b>        | <b>3,606.75</b>        |
| <b>b Intangible Assets</b>   |                       |               |                        |                             |                                    |                        |                        |                        |                        |
| Software   | 11.28                 | -             | -                      | 11.28                       | 2.07                               | 2.13                   | 4.20                   | 9.21                   | 7.08                   |
| <b>Total (b)</b>   | <b>11.28</b>          | <b>-</b>      | <b>-</b>               | <b>11.28</b>                | <b>2.07</b>                        | <b>2.13</b>            | <b>4.20</b>            | <b>9.21</b>            | <b>7.08</b>            |
| <b>Total (a+b)</b>   | <b>3,846.27</b>       | <b>646.96</b> | <b>21.58</b>           | <b>4,471.65</b>             | <b>255.00</b>                      | <b>8.35</b>            | <b>476.96</b>          | <b>3,994.69</b>        | <b>3,615.96</b>        |
| <b>c Capital Work In Progress</b>  |                       |               |                        |                             |                                    |                        |                        |                        |                        |
| Plant & Equipment under Installation   |                       |               |                        |                             |                                    |                        |                        | 89.23                  | 89.23                  |
| <b>Total</b>   |                       |               |                        |                             |                                    |                        |                        | 112.58                 | 112.58                 |
| <b>d Intangible Assets under development</b>   |                       |               |                        |                             |                                    |                        |                        |                        |                        |
| Software under development   |                       |               |                        |                             |                                    |                        |                        | 1,060.12               | 891.62                 |
| <b>Total</b>   | <b>-</b>              | <b>-</b>      | <b>-</b>               | <b>-</b>                    | <b>-</b>                           | <b>-</b>               | <b>-</b>               | <b>1,060.12</b>        | <b>891.62</b>          |
| 3.1 Leasehold land is for the period of 95 years commencing from 1st August, 1968 and renewable for a further period of 95 years at the option of the Company. |                       |               |                        |                             |                                    |                        |                        |                        |                        |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 4 Non Current Investments

(₹ in lakhs)

| Sr. No. | Name of the Body Corporate                                       | No. of Shares |             | Face Value (fully paid up) | Extent of Holding (%) |             | Amount      |             |
|---------|--|---------------|-------------|----------------------------|-----------------------|-------------|-------------|-------------|
|         |  | March, 2019   | March, 2018 |                            | March, 2019           | March, 2018 | March, 2019 | March, 2018 |
| (1)     | (2)  | (3)           | (4)         | (5)                        | (6)                   | (7)         | (8)         | (8)         |
| (a)     | <b>Investments measured at Fair Value Through amortized cost</b> |               |             |                            |                       |             |             |             |
|         | <b>Other Investment</b>  |               |             |                            |                       |             |             |             |
|         | Government Securities (NSC)                                      |               |             |                            |                       |             | 0.02        | 0.02        |
|         | <b>Total</b>   |               |             |                            | -                     | -           | <b>0.02</b> | <b>0.02</b> |
|         | Aggregate amount of unquoted investments                         |               |             |                            |                       |             | <b>0.02</b> | 0.02        |

### 5 Non Current Loans

#### Particulars

#### Unsecured, Considered Good :

a) Security Deposits

#### Total

| As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---------------------------|---------------------------|
| 59.97                     | 51.85                     |
| <b>59.97</b>              | <b>51.85</b>              |

### 6 Other Non-Current Assets

#### Particulars

#### Unsecured, considered good :

a) Capital Advances (Include borrowing cost Rs.73.85 lakhs)( P Y: Rs. 76.97 lakhs)

b) Prepaid Expenses

#### Total

| As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---------------------------|---------------------------|
| 1,091.49                  | 974.29                    |
| 17.84                     | 12.12                     |
| <b>1,109.33</b>           | <b>986.41</b>             |

### 7 Inventories : (Valued & Certified by the Management)

#### Particulars

a. Raw Materials

Goods-in-transit

b. Materials for Repacking

Goods-in-transit

c. Work-in-progress

d. Finished goods - for Trade

e. Finished goods

f. Stores and spares, Packing Material and Fuel

#### Total

|   | As at 31st March, 2019 | As at 31st March, 2018 |
|---|------------------------|------------------------|
| a. Raw Materials                                | 1,021.33               | 701.06                 |
| Goods-in-transit                                | 756.74                 | 714.16                 |
|   | <u>1,778.07</u>        | <u>1,415.22</u>        |
| b. Materials for Repacking                      | 664.57                 | 689.92                 |
| Goods-in-transit                                | 1,048.62               | 1,695.76               |
|   | <u>1,713.19</u>        | <u>2,385.68</u>        |
| c. Work-in-progress                             | 1,127.92               | 514.30                 |
|   | <u>1,127.92</u>        | <u>514.30</u>          |
| d. Finished goods - for Trade                   | 57.84                  | 51.85                  |
|   | <u>57.84</u>           | <u>51.85</u>           |
| e. Finished goods                               | 756.18                 | 1,211.82               |
|   | <u>756.18</u>          | <u>1,211.82</u>        |
| f. Stores and spares, Packing Material and Fuel | 234.08                 | 250.74                 |
|   | <u>234.08</u>          | <u>250.74</u>          |
| <b>Total</b>                                    | <b>5,667.28</b>        | <b>5,829.61</b>        |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 8 Trade Receivables

| Particulars                                       | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---|---------------------------|---------------------------|
| <b>Current - Unsecured</b>                        |                           |                           |
| Considered Good                                   | 7,669.31                  | 4,399.60                  |
| Considered Doubtful                               | 1.61                      | 1.61                      |
|   | <b>7,670.92</b>           | <b>4,401.21</b>           |
| <b>Less: Provision for bad and doubtful debts</b> | <b>1.61</b>               | <b>1.61</b>               |
| <b>Total</b>                                      | <b>7,669.31</b>           | <b>4,399.60</b>           |

### 9 Cash and Cash Equivalents

| Particulars                      | As at 31st March, 2019 | As at 31st March, 2018 |
|----------------------------------|------------------------|------------------------|
| <b>Cash and Cash Equivalents</b> |                        |                        |
| (i) Balances with Banks          |                        |                        |
| In Current Accounts              | 1,002.61               | 469.39                 |
| ii) Cheques on hand              | 35.02                  | 12.15                  |
| iii) Cash on hand                | 3.34                   | 2.38                   |
|                                  | <b>1,040.97</b>        | <b>483.92</b>          |
| <b>Total</b>                     | <b>1,040.97</b>        | <b>483.92</b>          |

### 10 Other Balances with Bank

| Particulars  | As at 31st March, 2019 | As at 31st March, 2018 |
|--|------------------------|------------------------|
| <b>(i) Earmarked Balances with Banks</b>   |                        |                        |
| a) Balance in Unclaimed Dividend Accounts  | 13.94                  | 11.96                  |
| b) Fixed Deposits with banks (to the extent held as margin money for Letters of Credits, Guarantees and other commitments) | 281.18                 | 239.80                 |
|  | <b>295.12</b>          | <b>251.76</b>          |
| <b>Total</b>   | <b>295.12</b>          | <b>251.76</b>          |

### 11 Current Loans

| Particulars                            | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|--|---------------------------|---------------------------|
| Unsecured and Considered Good Deposits | 26.18                     | 7.82                      |
| <b>Total</b>                           | <b>26.18</b>              | <b>7.82</b>               |

### 12 Other Financial Assets

| Particulars   | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---|---------------------------|---------------------------|
| Unsecured and Considered Good Interest receivable on Fixed Deposits | 22.96                     | 42.29                     |
| Interest receivable from Subsidiary                                 | 240.43                    | -                         |
| Claims and other Receivables  | 1.31                      | 19.28                     |
| <b>Total</b>  | <b>264.70</b>             | <b>61.57</b>              |

### 13 Other Current Assets

| Particulars                                     | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---|---------------------------|---------------------------|
| Export Incentive Receivables                    | 266.88                    | 153.61                    |
| Balances with Customs, Excise & GST Authorities | 1469.31                   | 989.29                    |
| VAT Refund Receivables                          | 210.88                    | 468.75                    |
| Prepaid Expenses                                | 106.61                    | 109.22                    |
| Others  | 368.58                    | 82.62                     |
| <b>Total</b>                                    | <b>2,422.26</b>           | <b>1,803.49</b>           |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 14 Equity Share Capital

(₹ in lakhs)

| Particulars                             | As at 31st March, 2019 |                 | As at 31st March, 2018 |                 |
|---|------------------------|-----------------|------------------------|-----------------|
|   | Number                 | Amount          | Number                 | Amount          |
| <b>Authorised</b>                       |                        |                 |                        |                 |
| Equity Shares of ₹ 2 each               | 6,75,00,000            | 1,350.00        | 6,75,00,000            | 1,350.00        |
| <b>Total Equity Shares</b>              | <b>6,75,00,000</b>     | <b>1,350.00</b> | <b>6,75,00,000</b>     | <b>1,350.00</b> |
| Preference Shares of ₹ 100 each         | 2,51,000               | 251.00          | 2,51,000               | 251.00          |
| <b>Total Preference Shares</b>          | <b>2,51,000</b>        | <b>251.00</b>   | <b>2,51,000</b>        | <b>251.00</b>   |
| <b>Total Authorised share Capital</b>   | <b>6,77,51,000</b>     | <b>1,601.00</b> | <b>6,77,51,000</b>     | <b>1,601.00</b> |
| <b>Issued, Subscribed &amp; Paid up</b> |                        |                 |                        |                 |
| Equity Shares of ₹ 2 each fully paid up | 5,50,20,000            | 1,100.40        | 5,50,20,000            | 1,100.40        |
| <b>Total</b>                            | <b>5,50,20,000</b>     | <b>1,100.40</b> | <b>5,50,20,000</b>     | <b>1,100.40</b> |

#### Note:

The Authorized Share Capital of the Company stands increased after adding the Authorized Share Capital of APL Engineering Services Pvt Ltd (wholly owned subsidiary Company, which now stands amalgamated) with the Company pursuant to the Order of Amalgamation dated 22nd March 2017 passed by the Hon. National Company Law Tribunal, Guwahati Bench, Assam.

#### 14.1 Right, Preference and Restrictions attached to Equity Shares

The Company has only one class of equity shares having par value of ₹ 2 per share. Each Shareholder is entitled to one vote per share. In the event of liquidation of the Company the holder of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential payments. However, no such preferential amount exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The Board of Directors at their Meeting held on May 27, 2019 has recommended a final Dividend of 15% (30 paise per share of Face Value ₹ 2/- each) for the year ended March 31, 2019.

#### 14.2 Reconciliation of numbers of Equity Shares

| Particulars                                      | As at 31st March, 2019 |                 | As at 31st March, 2018 |                 |
|--|------------------------|-----------------|------------------------|-----------------|
|  | Number                 | Amount          | Number                 | Amount          |
| Shares outstanding at the beginning of the year  | 5,50,20,000            | 1,100.40        | 5,50,20,000            | 1,100.40        |
| Issued during the year                           | -                      | -               | -                      | -               |
| <b>Shares outstanding at the end of the year</b> | <b>5,50,20,000</b>     | <b>1,100.40</b> | <b>5,50,20,000</b>     | <b>1,100.40</b> |

#### 14.3 Details of members holding Equity Shares more than 5%

| Name of Shareholder                       | As at 31st March, 2019 |              | As at 31st March, 2018 |              |
|---|------------------------|--------------|------------------------|--------------|
|   | No. of Shares held     | % of Holding | No. of Shares held     | % of Holding |
| Hemant Kumar Ruia                         | 2,19,98,930            | 39.98%       | 2,19,98,930            | 39.98%       |
| Multiwyn Investments & Holdings Pvt. Ltd. | 1,20,64,770            | 21.93%       | 1,20,64,770            | 21.93%       |
| India Carbon Limited                      | 69,90,000              | 12.70%       | 69,90,000              | 12.70%       |
| Chefair Investment Pvt. Ltd.              | 50,80,000              | 9.23%        | 50,80,000              | 9.23%        |



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 14.4 Aggregate number of shares allotted as fully paid up by way of bonus shares (during 5 years immediately preceding 31 March 2019) :

| Particulars  | 2018-19 | 2017-18 | 2016-2017 | 2015-2016   | 2014-2015 |
|--|---------|---------|-----------|-------------|-----------|
| Equity shares allotted as fully paid up bonus shares by capitalization of capital redemption reserve | -       | -       | -         | 2,75,10,000 | -         |

### 15 Other Equity

#### Particulars

#### a. Capital Reserve

Opening Balance

Closing Balance

#### b. Debenture Redemption Reserve

Opening Balance

Add : Transfer from Statement of Profit & Loss

Closing Balance

#### d. Retained Earnings

Opening balance

Less : Loss on Consolidation of WOS FZE Pre Allotment

Add: Profit for the year

Excess Provision of Income Tax for earlier years

#### Less : Appropriations

Transfer to Debenture Redemption Reserve

Short Provision of Income Tax for earlier years

Dividend

Dividend Distribution Tax

#### Closing Balance

#### f. Other Comprehensive Income (OCI)

Opening balance

Add: Movement in OCI (Net) during the year

#### Closing Balance

#### g. Foreign Currency Translation Reserve

Opening balance

Add: Movement in OCI (Net) during the year

#### Closing Balance

#### Total

|   | ( ₹ in lakhs)             |                           |
|---|---------------------------|---------------------------|
|   | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
| <b>a. Capital Reserve</b>                             |                           |                           |
| Opening Balance                                       | 53.81                     | 53.81                     |
| Closing Balance                                       | <b>53.81</b>              | <b>53.81</b>              |
| <b>b. Debenture Redemption Reserve</b>                |                           |                           |
| Opening Balance                                       | 100.20                    | 66.80                     |
| Add : Transfer from Statement of Profit & Loss        | 33.40                     | 33.40                     |
| Closing Balance                                       | <b>133.60</b>             | <b>100.20</b>             |
| <b>d. Retained Earnings</b>                           |                           |                           |
| Opening balance                                       | 5,572.40                  | 4,315.64                  |
| Less : Loss on Consolidation of WOS FZE Pre Allotment | 24.26                     |                           |
| Add: Profit for the year                              | 1,643.17                  | 1,475.68                  |
| Excess Provision of Income Tax for earlier years      | -                         | 13.4                      |
| <b>Less : Appropriations</b>                          | -                         |                           |
| Transfer to Debenture Redemption Reserve              | 33.40                     | 33.40                     |
| Short Provision of Income Tax for earlier years       | 14.40                     | 0.86                      |
| Dividend  | 165.06                    | 165.06                    |
| Dividend Distribution Tax                             | 34.60                     | 33.00                     |
| <b>Closing Balance</b>                                | <b>6,943.85</b>           | <b>5,572.40</b>           |
| <b>f. Other Comprehensive Income (OCI)</b>            |                           |                           |
| Opening balance                                       | (22.04)                   | (1.42)                    |
| Add: Movement in OCI (Net) during the year            | (13.71)                   | (20.62)                   |
| <b>Closing Balance</b>                                | <b>(35.75)</b>            | <b>(22.04)</b>            |
| <b>g. Foreign Currency Translation Reserve</b>        |                           |                           |
| Opening balance                                       | -                         | -                         |
| Add: Movement in OCI (Net) during the year            | (1.12)                    | -                         |
| <b>Closing Balance</b>                                | <b>(1.12)</b>             | -                         |
| <b>Total</b>  | <b>7,094.39</b>           | <b>5,704.37</b>           |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 16 Non Current Borrowings

| Particulars                               | As at 31st<br>March, 2019 | ( ₹ in lakhs)<br>As at 31st<br>March, 2018 |
|---|---------------------------|--|
| <b>Secured -At amortised cost</b>         |                           |  |
| <b>(i) Debentures :</b>                   |                           |  |
| Redeemable Non Convertible *              | 1,327.88                  | 1,327.88                                   |
| <b>(ii) Term loans :</b>                  |                           |  |
| From a bank                               | 703.51                    | -  |
| <b>(iii) Vehicle Loans :</b>              |                           |  |
| From Banks & Other Financial Institutions | 51.89                     | 32.17                                      |
| <b>Unsecured</b>                          |                           |  |
| From other Body Corporates                | 1,150.75                  | 948.00                                     |
| <b>Total</b>                              | <b>3,234.03</b>           | <b>2,308.05</b>                            |

**\* Note:**

- (i) 1335 13% Non Convertible Debentures of ₹ 1 Lac each have been issued which are redeemable at par at the end of 10 years from date of allotment, viz 24-03-2025 for ₹ 740.00 lakhs & 31-03-2025 for ₹ 595.00 lakhs. The company has an option to redeem these debenture earlier; however, no redemption will take place before the end of 1st year.
- (ii) The above debentures holders shall get pari passu charge on assets allocated at Land & Building of the company at Survey No 49, Village Vadval, Taluka Khaopli, Dist. Raigad, Maharashtra.

### 16.1 Repayment & other terms of the Borrowings as at 31st March, 2019 are as follows :

| Nature of Security   | Rate of Interest | Repayment terms as at 31st March, 2019 |               |                 |
|--|------------------|--|---------------|-----------------|
|  |                  | Total                                  | Within 1 Year | Above 1 Year    |
| <b>Secured Loans :</b>   |                  |  |               |                 |
| <b>Term Loan from Bank</b>   |                  |  |               |                 |
| Secured by First Charge on specific assets created out of this loan and first pari passu charge on entire fixed assets (land, building, plant & machinery) present and future excluding specific assets created out of this loan and is also personally guaranteed by Managing Director of the Company. Sanctioned Term Loan of Rs. 1400 Lakhs, repayable in 18 quarterly installments starting from June 2019 and last installment due in September 2023. | 10.75%           | 979.51                                 | 276.00        | 703.51          |
| <b>Vehicle Loans</b>   |                  |  |               |                 |
| Secured against hypothecation of Vehicles purchased.   | 10% to 12%       | 81.43                                  | 29.54         | 51.89           |
| <b>Total</b>   |                  | <b>1,060.94</b>                        | <b>305.54</b> | <b>755.40</b>   |
| <b>Unsecured Loans:</b>  |                  |  |               |                 |
| From Others & Bodies Corporates  | 15%              | 1,150.75                               | -             | 1,150.75        |
| <b>Total</b>   |                  | <b>1,150.75</b>                        | <b>-</b>      | <b>1,150.75</b> |

### 16.2 Repayment & other terms of the Borrowings as at 31st March, 2018 are as follows :

| Nature of Security                                   | Rate of Interest | Repayment terms as at 31st March, 2018 |               |               |
|--|------------------|--|---------------|---------------|
|  |                  | Total                                  | Within 1 Year | Above 1 Year  |
| <b>Vehicle Loans</b>                                 |                  |  |               |               |
| Secured against hypothecation of Vehicles purchased. | 10% to 12%       | 53.63                                  | 21.46         | 32.17         |
| <b>Total</b>   |                  | <b>53.63</b>                           | <b>21.46</b>  | <b>32.17</b>  |
| <b>Unsecured Loans:</b>                              |                  |  |               |               |
| From Other Bodies Corporate                          | 15%              | 948.00                                 | -             | 948.00        |
| <b>Total</b>   |                  | <b>948.00</b>                          | <b>-</b>      | <b>948.00</b> |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 17 Non current Provisions

| Particulars                   | ( ₹ in lakhs)             |                           |
|-------------------------------|---------------------------|---------------------------|
|                               | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
| Leave Encashment (Non Funded) | 41.46                     | 37.23                     |
| <b>Total</b>                  | <b>41.46</b>              | <b>37.23</b>              |

### 18 Income Tax

#### A) Income Tax Expenses

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is as below:

| Particulars  | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|--|---------------------------|---------------------------|
| Profit/(loss) before tax   | 2,578.18                  | 2,297.88                  |
| Indian statutory income tax rate                                 | 34.94%                    | 34.61%                    |
| Expected income tax expense                                      | 900.81                    | 795.30                    |
| Income exempt from tax/Items not deductible                      | 52.22                     | 47.03                     |
| Additional tax benefit for research and development expenditures | (18.02)                   | (20.13)                   |
| <b>Tax expense as reported</b>                                   | <b>935.01</b>             | <b>822.20</b>             |

#### B) Deferred Tax Assets / Liabilities (net)

| Particulars                                 | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---|---------------------------|---------------------------|
| Deferred Tax Liabilities :                  | 721.39                    | 655.45                    |
| Deferred Tax Assets :                       | (37.07)                   | (38.14)                   |
| <b>Total Deferred Tax Liabilities (Net)</b> | <b>684.32</b>             | <b>617.31</b>             |

Movement in Deferred Tax Assets and Liabilities as at March 31, 2019 is as below :

| Particulars                             | Balance as at<br>April 1, 2018 | Recognised/<br>(reversed)<br>statement of<br>profit and loss | Balance as at<br>March 31,<br>2019 |
|---|--------------------------------|--|------------------------------------|
| <b>Deferred tax liabilities :</b>       |                                |  |                                    |
| Depreciation                            | 653.41                         | 66.18  | 719.59                             |
| Other                                   | 2.04                           | (0.24)   | 1.80                               |
|   | 655.45                         | 65.94  | 721.39                             |
| <b>Deferred tax assets :</b>            |                                |  |                                    |
| Expenses allowed in the year of payment | 38.14                          | (1.07)   | 37.07                              |
|   | 38.14                          | (1.07)   | 37.07                              |
| <b>Net Deferred Tax Liabilities</b>     | <b>617.31</b>                  | <b>67.01</b>   | <b>684.32</b>                      |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### 19 Borrowings-Current

#### Particulars

(₹ in lakhs)

#### Secured -At Amortised Cost

##### Working Capital Facilities From Banks :

a) State Bank of India :

3340.97 2920.40

b) Syndicate Bank :

259.34 -

c) HDFC Bank :

732.10 -

Working Capital Loans, granted under Consortium Lending Arrangement, are Secured by a First pari passu charge on all the Current Assets of the Company namely Stocks of Raw Materials, Packing Material, Stocks in Process, Semi-Finished and Finished Goods, Stores and Spares, not relating to Plant and Machinery (consumable stores and spares), bills receivables and book debts and other movables, present and future. First pari passu charge by way of mortgage of Leasehold Land and building and other fixed assets of the Company, situated at Plot No. D-21 and D-21A at MIDC, Turbhe and Factory Land and building and other fixed assets of the Company, situated at Vadval, District Raigad as continuing /collateral security and is also personally guaranteed by Managing Director of the Company.

#### Unsecured

From Others

- 176.21

#### Total

4,332.41 3,096.61

### 20 Trade Payables

#### Particulars

Micro, Small and Medium Enterprises \*

As at 31st March, 2019 As at 31st March, 2018

270.30 -

Others

6,969.45 5,470.85

#### Total

7,239.75 5,470.85

### 20.1 Disclosure in accordance with section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

#### Particulars

**Principal amount due** to suppliers registered under the MSMED Act and remaining unpaid as at year end

270.3 -

**Interest due** to suppliers registered under the MSMED Act and remaining unpaid as at year end

0.15 -

**Principal amounts paid** to suppliers registered under the MSMED Act, beyond the appointed day during the year

- -

**Interest paid**, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year

- -

**Interest paid**, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year

- -

**Interest due and payable** towards suppliers registered under MSMED Act, for payments already made

- -

Further **interest remaining due and payable** for earlier years

- -

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

**\* Note :-**

The above information regarding dues to Micro & Small Enterprises has been determined to the extent such parties have been identified on basis of information collected with the Company. This has been relied upon by the auditor.

**20.2 Trade Payable** include ₹ **594.86 lakhs** (Previous Year ₹ 173.70 lakhs) being the amount of acceptances of Bills of Exchange by the Company, drawn by the Suppliers.

### 21 Other Financial Liabilities

#### Particulars

|  | ( ₹ in lakhs)             |                           |
|--|---------------------------|---------------------------|
|  | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
| Current maturities of Long-Term Borrowings (Refer Note 16.1) | 305.54                    | 21.46                     |
| Unclaimed Dividends (Refer Note Below)                       | 13.94                     | 11.96                     |
| Interest Accrued but not due on borrowings                   | 242.27                    | 1.23                      |
| Deposits from Dealers and Agents                             | 11.68                     | 20.27                     |
| Statutory Dues   | 85.71                     | 66.90                     |
| Employees Related  | 14.46                     | 13.29                     |
| Other payables   | 40.72                     | 10.03                     |
| <b>Total</b>   | <b>714.32</b>             | <b>145.14</b>             |

**Note:** There are no amounts due for payment to the Investor Education and Protection Fund u/s 125 of The Companies Act, 2013 as at the year end.

### 22 A Current Provisions

#### Particulars

|                                 | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---------------------------------|---------------------------|---------------------------|
| Leave Encashment ( Non- Funded) | 14.19                     | 49.20                     |
| <b>Total</b>                    | <b>14.19</b>              | <b>49.20</b>              |

### 22 B Current Tax Liabilities

#### Particulars

|                                      | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|--------------------------------------|---------------------------|---------------------------|
| Current Income Tax Liabilities (Net) | 150.70                    | 61.15                     |
| <b>Total</b>                         | <b>150.70</b>             | <b>61.15</b>              |

### 23 Other Current Liabilities

#### Particulars

|                        | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|------------------------|---------------------------|---------------------------|
| Advance from Customers | 552.92                    | 379.08                    |
| <b>Total</b>           | <b>552.92</b>             | <b>379.08</b>             |

**NOTES FORMING PART OF THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**

**24 Revenue from Operations**

| Particulars            | (₹ in lakhs)                           |  |
|------------------------|--|--|
|                        | For the year ended<br>31st March, 2019 | For the year ended<br>31st March, 2018 |
| Sale of Products Gross | 45,054.58                              | 33,096.83                              |
| Sale of Services       | 106.92                                 | 108.03                                 |
| Export Incentives      | 344.79                                 | 224.52                                 |
| <b>Total</b>           | <b>45,506.29</b>                       | <b>33,429.38</b>                       |

**25 Other Income**

|                              |               |               |
|------------------------------|---------------|---------------|
| interest Income              | 247.59        | 416.32        |
| Profit on Sale of Investment | -             | 0.31          |
| Cylinder Rent Received       | 9.60          | 9.60          |
| Sundry Balances written back | 1.02          | -             |
| Other non-operating income   | 2.98          | 2.58          |
| <b>Total</b>                 | <b>261.19</b> | <b>428.81</b> |

**26 Cost of Materials Consumed**

|   |                  |                  |
|---|------------------|------------------|
| Opening Stock   | 3,800.90         | 1,944.71         |
| Purchase  | 31,489.52        | 23,666.95        |
| Closing Stock   | (3,491.26)       | (3,800.90)       |
| <b>Consumption of Raw Materials including repacked<br/>Packing Material</b> | <b>31,799.16</b> | <b>21,810.76</b> |
|   | 912.31           | 591.11           |
| <b>Total</b>  | <b>32,711.47</b> | <b>22,401.87</b> |
| <b>Purchases of Stock-in-Trade</b>  | <b>134.63</b>    | <b>146.05</b>    |

**27 Changes in Inventories of Finished Goods & Stock-in-Process and Stock-in-Trade**

|   |                 |                 |
|---|-----------------|-----------------|
| <b>Opening Stock :</b>  |                 |                 |
| Finished Goods  | 1,211.82        | 1,273.95        |
| Stock-in-Process  | 514.30          | 361.67          |
| Traded Goods  | 51.85           | 78.88           |
| <b>Total</b>  | <b>1,777.97</b> | <b>1,714.50</b> |
| <b>Closing Stock</b>  |                 |                 |
| Finished Goods  | 756.18          | 1,211.82        |
| Stock- in-Process   | 1,127.92        | 514.30          |
| Traded Goods  | 57.84           | 51.85           |
| <b>Total</b>  | <b>1,941.94</b> | <b>1,777.97</b> |
| Add / (Less):- Variation in excise duty on Opening and Closing<br>Stock of Finished Goods | -               | (143.03)        |
| <b>Total</b>  | <b>(163.97)</b> | <b>(206.51)</b> |

**NOTES FORMING PART OF THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**

**28 Employee Benefits Expenses**

**Particulars**

Salaries, Wages, Bonus, Benefits & Amenities  
Contributions to Provident Fund and Other Funds  
Employee Welfare Expenses

**Sub -Total**

Remeasurement of post employment benefit obligations through  
Other Comprehensive Income (OCI)

**Total**

|                   | ( ₹ in lakhs)                          |  |
|-------------------|--|--|
|                   | For the year ended<br>31st March, 2019 | For the year ended<br>31st March, 2018 |
|                   | 1,034.23                               | 1,032.04                               |
|                   | 61.69                                  | 55.63                                  |
|                   | 87.31                                  | 99.10                                  |
| <b>Sub -Total</b> | <b>1,183.23</b>                        | <b>1,186.77</b>                        |
|                   | 13.71                                  | 20.62                                  |
| <b>Total</b>      | <b>1,196.94</b>                        | <b>1,207.39</b>                        |

**29 Finance Costs**

**Interest**

On Working Capital (Net) \*  
On Term Loan  
On Others  
On Debentures  
Discounting & Financial Charges

**Total**

|              |               |               |
|--------------|---------------|---------------|
|              | 390.16        | 372.98        |
|              | 5.00          | 4.23          |
|              | 12.70         | 5.54          |
|              | 174.25        | 174.17        |
|              | 218.09        | 160.97        |
| <b>Total</b> | <b>800.20</b> | <b>717.89</b> |

\* 29.1 Borrowing cost amounting to ₹ 73.85 lakhs (P Y : ₹ 76.97 lakhs) have been capitalised towards purchase of under construction residential flat.

**30 Other Expenses**

**A Other Manufacturing Expenses**

Power and fuel  
Research & Development Expenses  
Laboratory Expenses  
Repairs to Machinery  
Repairs to Buildings

**Total (A)**

**B Administrative, Selling & Other Expenses**

Rent  
Rates and Taxes  
Repairs & Maintenance Others  
Insurance  
Conveyance & Vehicle Expenses  
Commission on Sales  
Freight Outward

**Auditors' Remuneration**

Audit fees  
Tax Audit Fees  
Certification work

Director's sitting Fees  
CSR Expenses  
Miscellaneous Expenses

**Total (B)**

**Total (A+B)**

|                    |                 |                 |
|--------------------|-----------------|-----------------|
|                    | 2,487.11        | 1,699.43        |
|                    | 101.03          | 98.00           |
|                    | 49.47           | 58.58           |
|                    | 314.26          | 298.03          |
|                    | 54.55           | 48.43           |
| <b>Total (A)</b>   | <b>3,006.42</b> | <b>2,202.47</b> |
|                    | 72.57           | 70.95           |
|                    | 22.79           | 46.69           |
|                    | 30.93           | 33.83           |
|                    | 84.24           | 75.44           |
|                    | 80.76           | 71.26           |
|                    | 1,788.50        | 2,213.30        |
|                    | 2,089.75        | 730.84          |
|                    | 2.35            | 2.00            |
|                    | 0.50            | 0.50            |
|                    | 0.62            | 2.12            |
|                    | 3.47            | 4.62            |
|                    | 2.90            | 3.05            |
|                    | 40.00           | 32.11           |
|                    | 1,032.58        | 784.07          |
| <b>Total (B)</b>   | <b>5,248.49</b> | <b>4,066.16</b> |
| <b>Total (A+B)</b> | <b>8,254.91</b> | <b>6,268.63</b> |



**NOTES FORMING PART OF THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**

**31 Contingent Liabilities not provided for in respect of :**

| Particulars   | As at 31st<br>March, 2019 | ( ₹ in lakhs)<br>As at 31st<br>March, 2018 |
|---|---------------------------|--|
| i) Claims against the Company/disputed liabilities not acknowledged as debt.  | 5.14                      | 5.14                                       |
| ii) As per Sales Tax Authorities  | 39.63                     | -  |
| iii) Show cause notice / demands of Excise Authorities in respect of Excise Duty & Service Tax not acknowledged by the Company and are contested / appealed / | 419.50                    | 419.50                                     |
| iv) Guarantees Issued by Banks  | 605.05                    | 865.10                                     |
| v) Letter of Credit Unexpired   | 1,312.31                  | 252.55                                     |

**32 Capital Commitments :**

The estimated amount of contracts remaining to be executed on capital account (Net of Advances) and not provided for

|        |       |
|--------|-------|
| 737.15 | 22.35 |
|--------|-------|

**33 Research & Development Expenses :**

**Particulars**

|  | 2018 - 2019 | 2017 - 2018 |
|--|-------------|-------------|
| <b>a) The following are included under Research &amp; Development Expenses in the Statement of Profit and Loss :</b> |             |             |
| i) Salaries, Wages and Bonus   | 81.98       | 81.04       |
| ii) Contribution to Provident and other funds  | 5.29        | 5.32        |
| iii) Staff and Workmen Welfare Expenses  | 3.46        | 1.77        |
| iv) Legal and Professional Fees  | 6.96        | 8.23        |
| <b>b) Aggregate Expenses :</b>   |             |             |
| Aggregate amount incurred on specific expenses :   |             |             |
| i) Salaries, Wages and Bonus   | 1,116.21    | 1,113.08    |
| ii) Contribution to Provident and other funds  | 66.98       | 60.95       |
| iii) Staff and Workmen Welfare Expenses  | 90.77       | 100.87      |
| iv) Legal and Professional Fees  | 121.43      | 130.91      |

**34 Leases**

- a) The Company has taken certain equipments and office premises under operating lease or on rental basis. This contract is not non-cancellable and a period ranging between 11 months and above and are renewable at the mutual consent on mutually agreeable terms. The rent/lease charges paid in accordance with this agreement is debited to the statement of profit and loss for the year.
- b) The Company has given its equipments and office premises under operating lease or on leave and licence basis. These agreements are generally not non-cancellable and for a period ranging between 11 months and above and are renewable at mutual consent on mutually agreeable terms. The company has taken refundable interest free security deposits in accordance with the agreed terms. The rent received in accordance with these agreements is credited to the statement of profit and loss for the year.

**NOTES FORMING PART OF THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**

**35 Disclosure in Respect of Related Parties pursuant to INDAS-24 "Related Party Disclosures", are given below :**

**A List of Related Parties**

- i) Other Related parties with whom the company has entered into transactions during the year**
- a) Member having significant influence over the Company**  
Multiwyn Investments & Holdings Private Limited
- b) Key Management Personnel (including non Executive Directors)**  
Mr. Hemant Kumar Ruia - Chairman & Managing Director  
Mr. Yashvardhan Ruia - Executive Director  
Mr. K. K. Seksaria - Non Executive & Independent Director  
Dr. M. K. Sinha - Non Executive & Independent Director  
Dr. P. D. Vaidya - Non Executive & Independent Director  
Mr. A. S. Nagar - Non Executive & Independent Director  
Mr. B. M. Jindel - Non Executive & Independent Director  
Ms. Nimisha Dutia - Non Executive Director & Non Independent Director
- c) Employee' benfitis plan where there is significant influence**  
Amines & Plasticizers Limited Employee's Gratuity Fund  
Amines & Plasticizers Limited Employee's Provident Fund
- d) Entities over which any person described in (b) above is able to exercise significant influence**  
Chefair Investment Pvt. Ltd.  
Ruia Gases Private Limited

**B Details of Related Party Transactions for Current Year / (Previous Year) :**

( ₹ in lakhs)

| Nature Of Transaction  | Referred to<br>in A(i) (a)<br>above | Referred to<br>in A(i)(b)<br>above | Referred to<br>in A(i) (c)<br>above | Referred to<br>A(i)(d)<br>above |
|--|-------------------------------------|------------------------------------|-------------------------------------|---------------------------------|
| <b>Sales</b><br>Ruia Gases Private Limited   |                                     |                                    |                                     | -<br>(0.62)                     |
| <b>Expenses</b>  |                                     |                                    |                                     |                                 |
| <b>Interest Paid on Loans</b><br>Multiwyn Investments & Holdings Private Limited     | <b>139.96</b><br>(114.71)           |                                    |                                     |                                 |
| Chefair Investment Private Limited   |                                     |                                    |                                     | <b>14.48</b><br>(12.92)         |
| <b>Managerial Remuneration</b>   |                                     |                                    |                                     |                                 |
| Mr. Hemant Kumar Ruia  |                                     | <b>100.94</b><br>(96.91)           |                                     |                                 |
| Mr. Yashvardhan Ruia   |                                     | <b>24.04</b><br>(20.29)            |                                     |                                 |
| Directors Sitting Fees (Independent Directors)                                       |                                     | <b>2.90</b><br>(3.05)              |                                     |                                 |
| <b>Contributions Paid during the year</b>  |                                     |                                    |                                     |                                 |
| Amines & Plasticizers Limited Employee's Gratuity Fund                               |                                     |                                    | <b>45.00</b><br>(25.00)             |                                 |
| Amines & Plasticizers Limited Employee's Provident Fund                              |                                     |                                    | <b>96.84</b><br>(96.27)             |                                 |
| <b>Contributions Paid for the CSR</b><br>Smt. Bhagirathibai Manmal Ruia Gochar Trust |                                     |                                    |                                     | -<br>(25.00)                    |
| <b>Loans taken</b>   |                                     |                                    |                                     |                                 |
| Multiwyn Investments & Holdings Private Limited                                      | <b>138.25</b><br>(178.75)           |                                    |                                     |                                 |
| Chefair Investment Private Limited   |                                     |                                    |                                     | <b>31.50</b><br>(1.00)          |
| <b>Repayment of Loan Taken</b><br>Multiwyn Investments & Holdings Private Limited    | <b>30.00</b><br>(46.00)             |                                    |                                     |                                 |

**NOTES FORMING PART OF THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**

**C Outstanding balance in respect of Related parties as at 31st March, 2019**

(₹ in lakhs)

| Nature Of Transaction                                   |              | Referred to<br>in A(i) (a)<br>above | Referred to<br>in A(i)(b)<br>above | Referred to<br>in A(i) (c)<br>above | Referred to<br>A(i)(d)<br>above |
|---|--------------|-------------------------------------|------------------------------------|-------------------------------------|---------------------------------|
| Multiwyn Investments & Holdings Private Limited         | Loan Payable | <b>1,032.50</b>                     |                                    |                                     |                                 |
| Chefair Investment Private Limited                      | Loan Payable | (861.25)                            |                                    |                                     | <b>118.25</b>                   |
| Amines & Plasticizers Limited Employee's Gratuity Fund  | Loan Payable |                                     |                                    | <b>2.51</b>                         | (86.75)                         |
| Amines & Plasticizers Limited Employee's Providend Fund | Payable      |                                     |                                    | (24.08)                             |                                 |
|   | Payable      |                                     |                                    | <b>8.45</b>                         |                                 |
|   | Payable      |                                     |                                    | (7.42)                              |                                 |

**D Executive Directors compensation**

Short- term employee benefits

**2018-2019**    **2017-2018****124.78**    107.02

Post- employment benefits

**0.20**    10.18**\* Note:**

- i) No amounts in respect of related parties have been provided for/ written off / written back during the year.
- ii) Related party relationship is as identified by the Company and relied upon by the Auditors.

**36 Earnings Per Share :**

Net Profit available to Equity Shareholders for computation of Basic Earning &amp; Diluted Earning Per Share (Rs in Lacs);

Weighted Average Number of Equity Shares

(denominator in lakhs) for Basic Earning Per Share

Weighted Average Number of Equity Shares

(denominator in lakhs) for Diluted Earning Per Share

Nominal Value Per Share (₹)

**Basic and Diluted Earnings Per Share (₹)**

|  | <b>2018 - 2019</b> | <b>(₹ in lakhs)<br/>2017 - 2018</b> |
|--|--------------------|-------------------------------------|
|  | <b>1,643.17</b>    | 1,475.68                            |
|  | <b>550.20</b>      | 550.20                              |
|  | <b>550.20</b>      | 550.20                              |
|  | <b>2.00</b>        | 2.00                                |
|  | <b>2.99</b>        | 2.68                                |

**NOTES FORMING PART OF THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**

**37 Disclosure as required by Indian Accounting Standard 19 "Employee Benefits": -**  
In respect of Gratuity, defined benefit Plan (based on Actuarial Valuation)

( ₹ in lakhs)

| Description   | As at 31st<br>March 2019 | As at 31st<br>March 2018 |
|---|--------------------------|--------------------------|
| <b>A. Expense recognised in the statement of Profit and Loss</b>                              |                          |                          |
| <b>In Income Statement</b>  |                          |                          |
| - Current Service Cost  | 10.03                    | 27.05                    |
| - Interest Cost   | 15.05                    | 12.53                    |
| - Expected return on plan assets  | (15.05)                  | (12.53)                  |
| <b>Net Cost</b>   | 10.03                    | 27.05                    |
| <b>In Other Comprehensive Income</b>  |                          |                          |
| - Actuarial (Gain) / Loss   | 16.43                    | 20.62                    |
| - Return On Plan Assets   | (2.72)                   |                          |
| <b>Net (Income)/ Expense For the period Recognised in OCI</b>                                 | 13.71                    | 20.62                    |
| <b>B. Actual return on plan assets</b>  |                          |                          |
| - Expected return of plan assets  | (15.05)                  | (12.53)                  |
| - Actuarial (gain) / loss on plan assets  | 2.72                     | (2.41)                   |
| - Actual return of plan assets  | (12.33)                  | (14.94)                  |
| <b>C. Net Asset / (Liability) recognised in the Balance Sheet</b>                             |                          |                          |
| - Present value of the defined benefit obligations at the end of the period                   | 62.64                    | 45.60                    |
| - Fair value of plan assets at the end of the period  | (24.86)                  | 11.93                    |
| - Funded status (surplus / (deficit))   | (87.50)                  | (33.67)                  |
| - Net Asset / (Liability) recognised in the Balance Sheet                                     | (87.50)                  | (33.67)                  |
| <b>D. Change in Present value of Obligation during the year</b>                               |                          |                          |
| - Present value of obligation at the beginning of the year                                    | 45.60                    | 21.76                    |
| - Current Service Cost  | 10.03                    | 8.23                     |
| - Past Service Cost   | -                        | 18.81                    |
| - Interest Cost   | 15.05                    | 12.53                    |
| - Benefits paid   | 24.46                    | 33.95                    |
| - actuarial (gain) / loss on obligation   | (16.43)                  | (18.21)                  |
| - Present value of obligation at the end of the year  | 62.64                    | 45.60                    |
| <b>E. Change in Assets during the year</b>  |                          |                          |
| - Fair value of plan assets as at beginning of the year                                       | 11.93                    | 60.83                    |
| - Expected return on plan assets  | (15.05)                  | (12.53)                  |
| - Contributions made  | -                        | -                        |
| - Benefits paid   | 24.46                    | 33.95                    |
| - actuarial (gains) / loss on plan assets   | (2.72)                   | 2.41                     |
| - Fair value of plan assets at the end of the year  | (24.86)                  | 11.93                    |
| <b>F. Major categories of plan assets as a percentage of total plan</b>                       |                          |                          |
| - Mutual Fund   | 90%                      | 90%                      |
| - Government Bonds  | 10%                      | 10%                      |
| <b>G. Actuarial Assumptions</b>   |                          |                          |
| - Discount rate   | 7.77%                    | 7.78%                    |
| - Expected rate of return on assets   | 7.77%                    | 7.78%                    |
| - Mortality Rate  | Indian                   | Indian                   |
|   | Assured Lives            | Assured Lives            |
|   | (2006-08)                | (2006-08)                |
|   | Ultimate                 | Ultimate                 |
| - Future salary increases consider inflation, seniority, promotion and other relevant factors | 2%                       | 2%                       |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

The defined benefit plans expose to the Company to a number of actuarial risks

- a) **Investment Risk:** The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to government/high quality bond yields; if the return on plan asset is below this rate, it will create a plan deficit.
- b) **Interest Risk:** A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
- c) **Salary Risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.
- d) **Longevity Risk:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

### Sensitivity analysis of 1% change in assumption used

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonable possible changes of the assumptions occurring at end of the reporting period, while holding all other assumptions constant. The result of Sensitivity analysis is given below:

| Description   | ( ₹ in lakhs)             |                           |
|---|---------------------------|---------------------------|
|   | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
| Projected Benefit Obligation on Current Assumptions     | 210.48                    | 193.44                    |
| Delta Effect of +1% Change in Rate of Discounting       | -8.19                     | -7.72                     |
| Delta Effect of -1% Change in Rate of Discounting       | 9.13                      | 8.58                      |
| Delta Effect of +1% Change in Rate of Salary Increase   | 9.57                      | 9.00                      |
| Delta Effect of -1% Change in Rate of Salary Increase   | -8.71                     | -8.21                     |
| Delta Effect of +1% Change in Rate of Employee Turnover | 3.78                      | 3.49                      |
| Delta Effect of -1% Change in Rate of Employee Turnover | -4.16                     | -3.83                     |

- 38 The NCLT Guwahati Bench vide its Order dated March 22, 2017 has sanctioned the Scheme of Amalgamation of APL Engineering Services Pvt. Ltd. wholly owned Subsidiary of the Company with the Appointed date April 01, 2016.

### 39 Corporate Social Responsibilities (CSR) Activities Particulars

The details of CSR expenditure are mentioned as under

- a) Gross Amount required to be spent by the Company during the year
- b) Amount Spent during the year on :-
  - i) Construction / Acquisition of any assets
  - ii) On purpose other than (i) above
- c) Amount Payable as at Year End

|  | For the year ended<br>31st March, 2019 | For the year ended<br>31st March, 2018 |
|--|--|--|
|  | 39.93                                  | 32.04                                  |
|  | -                                      | 32.11                                  |
|  | 40.00                                  | -                                      |
|  | -                                      | -                                      |

- 40 The Company's main business is Chemical manufacturing falls within a single business segment and therefore, segment reporting in terms Ind AS-108 "Operating Segments" is given in note No.44.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### 41 Capital Management

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt (borrowings less cash and cash equivalents, other bank balances (including non-current earmarked balances)). The management and the Board of Directors monitors the return on capital to shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The table below summarises the capital, net debt and net debt to equity ratio of the Company. ( ₹ in lakhs)

| Particulars  | 31.03.2019       | 31.03.2018       |
|--|------------------|------------------|
| Equity share capital   | 1,100.40         | 1,100.40         |
| Other equity   | 7,094.39         | 5,704.37         |
| <b>Total Equity (A)</b>  | <b>8,194.79</b>  | <b>6,804.77</b>  |
| Non-current borrowings   | 3,234.03         | 2,308.05         |
| Short term borrowings  | 4,332.41         | 3,096.61         |
| Current maturities of long term borrowing                                  | 305.54           | 21.46            |
| <b>Gross Debt (B)</b>  | <b>7,871.98</b>  | <b>5,426.12</b>  |
| <b>Total Capital (A+B)</b>   | <b>16,066.77</b> | <b>12,230.89</b> |
| Gross Debt as above  | 7,871.98         | 5,426.12         |
| Less : Cash and cash equivalents   | 1,040.97         | 483.92           |
| Less : Other balances with bank (including non-current earmarked balances) | 295.12           | 251.76           |
| <b>Net Debt (C)</b>  | <b>6,535.89</b>  | <b>4,690.44</b>  |
| <b>Net debt to equity</b>  | <b>0.80</b>      | <b>0.69</b>      |

### 42 Financial Instruments and Risk Review

#### Financial Risks Management Framework

The Company's business activities are exposed to a variety of financial risks, namely Liquidity Risk, Currency Exchange Risk, Interest Rate Risk, Credit Risk and Commodity Price Risk. The Company's management and the Board of Directors has the overall responsibility for establishing and governing the Company's risk management framework. The risk management framework works at various levels in the enterprise. The organization structure of the Company helps in identifying, preventing and mitigating risks by the concerned operational Heads under the supervision of the Chairman & Managing Director. The risk management framework is reviewed periodically by the Board and the Audit Committee keeping a check on overall effectiveness of the risk management of the Company.

#### Credit Risk

Credit Risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. Financial instruments that are subject to credit risk principally consist of trade receivables, investments, loans, cash and cash equivalents, other balances with banks and other financial assets. None of the financial instruments of the Company result in material credit risk.

Credit risk with respect to trade receivables are limited, due to the Company has a policy of dealing only with credit worthy counter parties, where appropriate as a means of mitigating the risk of financial loss from defaults. All trade receivables are reviewed and assessed for default on a quarterly basis. Our historical experience of collecting receivables is that credit risk is low. Hence, trade receivables are considered to be a single class of financial assets.

Credit risk on cash and cash equivalents, other bank balances with bank are insignificant as the Company generally invest in deposits with banks. Investments primarily investments in government securities.

The Company's maximum exposure to credit risk as at 31st March, 2019 and 2018 is the carrying value of each class of financial assets.

**NOTES FORMING PART OF THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**

**Foreign Currency Risk**

The Company is subject to the risk that changes in foreign currency values impact the Company's exports revenue and imports of raw material and property, plant and equipment. As at 31st March, 2019, the net unhedged exposure to the Company on holding assets (trade receivables and capital advances) and liabilities (trade payables and capital creditors) other than in their functional currency is as under.

**The Company is exposed to foreign exchange risk arising from US Dollar, AED and EUR. (₹ in lakhs)**

| Particulars                  | Foreign Currency | As at 31st March, 2019     |                         | As at 31st March, 2018     |                         |
|------------------------------|------------------|----------------------------|-------------------------|----------------------------|-------------------------|
|                              |                  | Amount in Foreign Currency | Indian rupee equivalent | Amount in Foreign Currency | Indian rupee equivalent |
| <b>Assets :</b>              |                  |                            |                         |                            |                         |
| Trade Receivables Export     | USD              | 47.62                      | 3,293.74                | 16.76                      | 1,090.22                |
|                              | EUR              | 1.13                       | 87.77                   | 0.98                       | 79.36                   |
| Advance to Import Creditors  | USD              |                            |                         | 0.00                       | 0.23                    |
|                              | EUR              |                            |                         | 0.01                       | 0.54                    |
| Bank Balance                 | USD              | 13.69                      | 946.93                  | 2.03                       | 131.82                  |
|                              | EUR              | 0.01                       | 0.66                    | 0.01                       | 0.68                    |
| <b>Total</b>                 |                  |                            | <b>4,329.10</b>         |                            | <b>1,302.84</b>         |
| <b>Liabilities :</b>         |                  |                            |                         |                            |                         |
| Import Trade Payable         | USD              | 34.31                      | 2,373.49                | 26.00                      | 1,691.35                |
|                              | AED              | 27.84                      | 522.07                  | 29.48                      | 522.74                  |
|                              | EUR              |                            |                         | 7.40                       | 596.46                  |
| Advances from Export Debtors | USD              | -                          | -                       | 1.76                       | 114.48                  |
|                              | EUR              | -                          | -                       | 2.97                       | 239.51                  |
| <b>Total</b>                 |                  |                            | <b>2,895.56</b>         |                            | <b>3,164.54</b>         |

Sensitivity analysis of 1% change in exchange rate at the end of reporting period net unhedged exposure (₹ in lakhs)

| Description                                       | As at 31st March, 2019 | As at 31st March, 2018 |
|---|------------------------|------------------------|
| <b>1% Depreciation in INR</b>                     |                        |                        |
| Impact on P&L (Profit increased / (decreased) by) | (14.34)                | 18.62                  |
| <b>1% Appreciation in INR</b>                     |                        |                        |
| Impact on P&L (Profit increased / (decreased) by) | 14.34                  | (18.62)                |

**Interest Rate Risk**

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs. The Company is subject to variable interest rates on some of its interest bearing liabilities. The Company's interest rate exposure is mainly related to borrowing obligations.



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows ( ₹ in lakhs)

| Particulars                   | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|-------------------------------|---------------------------|---------------------------|
| Long term fixed borrowing     | 3539.57                   | 2329.51                   |
| Short term fixed borrowing    | -                         | 176.21                    |
| Short term floating borrowing | 4,332.41                  | 2,920.40                  |
|                               | <b>7871.98</b>            | <b>5426.12</b>            |

Impact on Interest Expenses for the year on 1% change in Interest rate

| Particulars                                       | As at 31st<br>March, 2019 | As at 31st<br>March, 2018 |
|---|---------------------------|---------------------------|
| <b>1% Increase in interest rates</b>              |                           |                           |
| Impact on P&L (Profit increased / (decreased) by) | (43.32)                   | (29.20)                   |
| <b>1% Decrease in interest rates</b>              |                           |                           |
| Impact on P&L (Profit increased / (decreased) by) | 43.32                     | 29.20                     |

### Commodity Price Risk

The main raw materials which the Company procures are to a great extent linked to the movement of crude prices directly or indirectly. The pricing policy of the Company final product is structured in such a way that any change in price of raw materials is passed on to the customers in the final product however, with a time lag which mitigates the raw material price risk.

### Liquidity risk

Liquidity Risk arises when the company is unable to meet its short term financial obligations as and when they fall due. The company maintains adequate liquidity in the system so as to meet its all financial liabilities timely. In addition to this, the company's overall financial position is very strong so as to meet any eventuality of liquidity tightness.

### Maturity patterns of financial liabilities

| Particulars                 | As at 31st March, 2019 |                 |                |
|-----------------------------|------------------------|-----------------|----------------|
|                             | Total                  | With in 1 year  | above 1 year   |
| Borrowings                  | 7871.98                | 4637.95         | 3234.03        |
| Trade Payables              | 7239.75                | 7239.75         | 0.00           |
| Other financial liabilities | 408.78                 | 408.78          | 0.00           |
| Total                       | <b>15520.51</b>        | <b>12286.48</b> | <b>3234.03</b> |

### Financial Instruments

#### Fair value measurement hierarchy

The fair value of financial instruments as below have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows

Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 : Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 : Inputs which are not based on observable market data

**NOTES FORMING PART OF THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**

The following tables presents the carrying value and Fair value measurement hierarchy of each category of financial assets and liabilities

( ₹ in lakhs)

| Particulars  | 31.03.2019       |         | 31.03.2018      |         |
|--|------------------|---------|-----------------|---------|
|  | Carrying Amount  | Level 1 | Carrying Amount | Level 1 |
| <b>Financial Assets</b>                                  |                  |         |                 |         |
| <b>Financial assets measured at amortised cost</b>       |                  |         |                 |         |
| Investments*   | -                | -       | -               | -       |
| <b>Financial assets measured at amortised cost</b>       |                  |         |                 |         |
| Investments*   | 0.02             | -       | 0.02            | -       |
| Trade receivables  | 7669.31          | -       | 4,399.60        | -       |
| Cash and cash equivalents                                | 1040.97          | -       | 483.92          | -       |
| Bank balances other than cash and cash equivalents above | 295.12           | -       | 251.76          | -       |
| Loans  | 26.18            | -       | 7.82            | -       |
| Other financial assets                                   | 264.70           | -       | 61.57           | -       |
|  | <b>9,296.30</b>  | -       | <b>5,204.69</b> | -       |
| <b>Financial Liabilities</b>                             |                  |         |                 |         |
| <b>Financial liabilities measured at amortised cost</b>  |                  |         |                 |         |
| Borrowings   | 4332.41          | -       | 3,096.61        | -       |
| Trade payables   | 7239.75          | -       | 5,470.85        | -       |
| Other financial liabilities                              | 714.32           | -       | 145.14          | -       |
|  | <b>12,286.48</b> | -       | <b>8,712.60</b> | -       |

**\* Excludes financial assets measured at Cost Valuation**

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent.

**Financial assets and liabilities measured at fair value as at Balance Sheet date :**

The fair value of investment in quoted Equity Shares is measured at quoted price.

The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

**43 Events After the Reporting Period**

The Board of Directors have recommended dividend of ₹ 0.30 per fully paid up equity share of ₹ 2/- each, aggregating ₹ 198.99 Lacs, including ₹ 33.93 Lacs dividend distribution tax for the financial year 2018-19, subject to approval of shareholders at the Annual General Meeting.

**44 Consolidated Segment wise Revenue, Results and Capital Employed under Regulation 33 of Listing Regulations**

| Particulars                      | ( ₹ in lakhs)    |                  |
|----------------------------------|------------------|------------------|
|                                  | 31.03.2019       | 31.03.2018       |
| 1. Segment revenue               |                  |                  |
| a Chemicals                      | 45,506.29        | 33,429.38        |
| b Software                       | -                | -                |
| <b>TOTAL</b>                     | <b>45,506.29</b> | <b>33,429.38</b> |
| Less: Inter Segment Revenue      | -                | -                |
| <b>Net Income from Operation</b> | <b>45,506.29</b> | <b>33,429.38</b> |

**NOTES FORMING PART OF THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**

| Particulars  | ( ₹ in lakhs)    |                  |
|--|------------------|------------------|
|  | 31.03.2019       | 31.03.2018       |
| 2. Segment Results [Profit/(Loss) before Tax and Interest]         |                  |                  |
| a Chemicals  | 3,378.38         | 3,015.77         |
| b Software   | -                | -                |
| <b>TOTAL</b>   | <b>3,378.38</b>  | <b>3,015.77</b>  |
| Less: Interest Expense   | 800.20           | 717.89           |
| <b>Total Profit before Tax</b>                                     | <b>2,578.18</b>  | <b>2,297.88</b>  |
| 3. Segment Capital Employed (Segment Assets - Segment Liabilities) |                  |                  |
| a Chemicals  | 15,528.53        | 12,055.91        |
| b Software   | 1,589.95         | 1,387.20         |
| <b>TOTAL</b>   | <b>17,118.48</b> | <b>13,443.11</b> |

**45 Additional Information, as required under Schedule III to the Companies Act, 2013, of Enterprises consolidated  
Subsidiary / Associates / Joint ventures**

( ₹ in lakhs)

| Name of the Enterprise                                | Net Assets, i.e. total assets minus total Liabilities |                | Share in Profit or (loss)           |                | Share in other comprehensive income             |                | Share in total comprehensive income             |                |
|---|---|----------------|-------------------------------------|----------------|---|----------------|---|----------------|
|   | As % of consolidated net assets                       | ₹ Lakhs        | As % of consolidated Profit or Loss | ₹ Lakhs        | As % of consolidated other comprehensive income | ₹ Lakhs        | As % of consolidated total comprehensive income | ₹ Lakhs        |
| <b>Parent</b><br>Amines & Plasticizers Limited        | 107.44  | 8804.37        | 105.16                              | 1727.99        | 92.45   | (13.71)        | 105.28  | 1714.28        |
| <b>Subsidiary</b>                                     |   |                |                                     |                |   |                |   |                |
| <b>Indian</b><br>APL Infotech Limited                 | 1.05  | 85.76          | -                                   | 0.00           | -   | 0.00           | -   | 0.00           |
| <b>Foreign</b><br>Amines & Plasticizers FZE           | (0.11)  | (8.81)         | (0.22)                              | (3.56)         | 7.55  | (1.12)         | (0.29)  | (4.68)         |
| <b>Total</b>  | <b>108.38</b>   | <b>8881.32</b> | <b>104.95</b>                       | <b>1724.43</b> | <b>100.00</b>                                   | <b>(14.83)</b> | <b>104.99</b>                                   | <b>1709.60</b> |
| Inter Company Elimination & Consolidation Adjustments | (8.38)  | (686.53)       | (4.95)                              | (81.26)        | -   | 0.00           | (4.99)  | (81.26)        |
| <b>Consolidated</b>                                   | <b>100.00</b>   | <b>8194.79</b> | <b>100.00</b>                       | <b>1643.17</b> | <b>100.00</b>                                   | <b>(14.83)</b> | <b>100.00</b>                                   | <b>1628.34</b> |
| <b>Non Controlling Interest in all Subsidiaries</b>   |   | <b>42.02</b>   |                                     |                |   |                |   |                |

**46** Figures of previous year have been regrouped/rearranged, wherever considered necessary to conform to the current year's presentation.

In terms of our report of even date attached  
**For B D G & Associates**  
Chartered Accountants  
Firm Registration No.: 119739W

**Rameshkumar L. Sharma**  
Partner  
Membership No- 047896

**Date :** 27th May, 2019  
**Place :** Mumbai

**For and on behalf of the Board of Directors**

**Hemant Kumar Ruia**  
Chairman & Managing Director  
Din No. 00029410

**Ajay Puranik**  
President Legal & Company Secretary

**Pramod Sharma**  
Chief Financial Officer

**Yashvardhan Ruia**  
Executive Director  
Din No. 00364888

**Statement containing Salient Features of Financial Statement of Subsidiaries/Associate Companies/ Joint Ventures  
Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013**

**Part "A": Subsidiaries****(₹ in Lakhs)**

| Sl. No. | Particulars   | Details                 |                             |
|---------|---|-------------------------|-----------------------------|
|         |   | 1                       | 2                           |
| 1       | Si. No.   |                         |                             |
| 2       | Name of the subsidiary  | APL INFOTECH LIMITED    | AMINES AND PLASTICIZERS FZE |
| 3       | The date since when the subsidiary was acquired   | 16/05/2006              | 17/01/2019                  |
| 4       | Reporting period for the subsidiary concerned, if different from the holding Company's reporting                            | Same as Holding Company | Same as Holding Company     |
| 5       | Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries | NA                      | AED 1 = INR 18.87           |
| 6       | Share Capital   | 117.15                  | 18.87                       |
| 7       | Reserves & Surplus  | (31.39)                 | (27.68)                     |
| 8       | Total Assets  | 1925.19                 | 30.18                       |
| 9       | Total Liabilities   | 1839.43                 | 38.99                       |
| 10      | Investments   | NIL                     | NIL                         |
| 11      | Turnover  | NIL                     | NIL                         |
| 12      | Profit before Taxation  | NIL                     | (3.56)                      |
| 13      | Provision for Taxation  | NIL                     | NIL                         |
| 14      | Profit after Taxation   | NIL                     |                             |
| 15      | Proposed Dividend   | NIL                     | NIL                         |
| 16      | Extent of Shareholding (in percentage)  | 51%                     | 100%                        |

**Part "B ": Subsidiaries / Associate Companies / Joint Ventures- Not Applicable**

For and on behalf of the Board of Directors

**Hemant Kumar Ruia**  
Chairman & Managing Director  
Din No. 00029410

**Yashvardhan Ruia**  
Executive Director  
Din No. 00364888

**Ajay Puranik**  
President Legal & Company Secretary

**Pramod Sharma**  
Chief Financial Officer

Date: 27th May, 2019  
Place: Mumbai



# NOTES

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## FINANCIAL HIGHLIGHTS

(Rs. in Lakhs Except EPS.)

| Financial Information       | 2018-19         | 2017-18         | 2016-17         | 2015-16         | 2014-15         |
|-----------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| Share Capital               | 1,100.40        | 1,100.40        | 1,100.40        | 1,100.40        | 550.20          |
| Reserves                    | 7703.97         | 6,203.75        | 4,861.76        | 3,653.87        | 3,368.03        |
| <b>Networth</b>             | <b>8,804.37</b> | <b>7,304.15</b> | <b>5,962.16</b> | <b>4,754.27</b> | <b>3,918.23</b> |
| Income                      | 45,848.74       | 33,930.64       | 32,290.77       | 26,104.86       | 30,085.69       |
| EBIDTA                      | 3,731.32        | 3,343.22        | 3,049.50        | 2,387.00        | 2,314.00        |
| Profit After Tax            | 1,727.99        | 1,548.13        | 1,548.00        | 978.87          | 768.71          |
| Earnings per Share (in Rs.) | 3.14            | 2.81            | 2.81            | 1.78            | 2.79            |
| Dividend(%)                 | 15.00           | 15.00           | 15.00           | 10.00           | 10.00           |

### Registered Office

Poal Enclave,  
C/o Pranati Builders Pvt. Ltd.  
Principal J. B. Road,  
Chenikuthi, Guwahati  
Assam - 781003.

### Branch

H-10-B, 2nd Floor, Kalkaji,  
New Delhi - 110 019.

### Corporate - Head Office

'D' Bldg, Shivsagar Estate,  
Dr. Annie Besant Road,  
Worli, Mumbai - 400018.

### Chemical Plant

'D21/21A, TTC Ind'l. Area,  
Thane Belapur Rd., Turbhe,  
Navi, Mumbai - 400705.

### UNITS

\* Engineering Services  
\* Industrial Gases  
Survey No. 49,  
Village Vadval,  
Taluka Khalapur,  
Dist. Raigad,  
Maharashtra - 420 202.



If undelivered please return to :

**AMINES &  
PLASTICIZERS LIMITED**

CIN : L24229AS1973PLC001446  
'D' Building, Shivsagar Estate  
Dr. Annie Besant Road,  
Worli, Mumbai - 400 018.

**REGISTERED OFFICE :**

Poal Enclave,  
C/o Pranati Builders Pvt. Ltd.,  
Principal J. B. Road, Chenikuthi,  
Guwahati -781003, Assam.

Phone : +91-22-24935282-90  
Fax : +91-22-24938162  
Website:www.amines.com



# Amines & Plasticizers Limited

**Reg. Office:** Poal Enclave, C/o. Pranati Builders Pvt. Ltd. Principal J.B. Road, Chenikuthi, Guwahati, Assam 781 003.

**Corp. Office:** 'D' Building, 6<sup>th</sup> Floor, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

Tel No: 022 2493 5282/88, Fax: 2493 8162, **Email :** [legal@amines.com](mailto:legal@amines.com), **Website:** [www.amines.com](http://www.amines.com)

**CIN:** L24229AS1973PLC001446

## ATTENDANCE SLIP 44<sup>TH</sup> ANNUAL GENERAL MEETING – 25<sup>TH</sup> SEPTEMBER, 2019

SERIAL NO.:

Name & Address of  
Sole Member :

Name of Joint Holder(s) :

Folio No / Client ID / DP ID:

No. of Shares held :

I certify that I am a registered Member / Proxy for the registered Member of the Company. I hereby record my presence at the 44<sup>th</sup> Annual General Meeting of the Company held at Hotel Nandan, GS Road, Paltan Bazar, Guwahati – 781008, on Wednesday, 25<sup>th</sup> September, 2019.

\_\_\_\_\_  
Name of the Member/ Proxy

\_\_\_\_\_  
Sign of the Member/ Proxy\*

(\* in case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/power of attorney should be accompanied with the above form)

Note :

Shareholder/ Proxy are requested to bring this Attendance slip at the meeting and handover the same at the entrance duly signed.

### ELECTRONIC VOTING PARTICULARS

| EVSN | USER ID | # DEFAULT PAN |
|------|---------|---------------|
|      |         |               |

# Since, you have not registered / updated your PAN with the Company / Depository Participant, please use the number mentioned in above column under PAN field to login for e-Voting.

\* Please use your actual PAN, if you have already registered / updated your PAN with the Company / Depository Participant

Note: For detailed e-voting instructions, please refer "Notice" enclosed herewith under "E-Voting facility".



# Amines & Plasticizers Limited

Reg. Office: Poal Enclave, C/o. Pranati Builders Pvt. Ltd. Principal J.B. Road, Chenikuthi, Guwahati, Assam 781 003.

Corp. Office: 'D' Building, 6<sup>th</sup> Floor, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

Tel No: 022 2493 5282/88, Fax: 2493 8162, Email : legal@amines.com, Website: www.amines.com

CIN: L24229AS1973PLC001446

## Form No. MGT-11

### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No / Client ID / DP ID:

I/We, being the member(s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint

1.Name: \_\_\_\_\_ of \_\_\_\_\_

E-mail Id \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2.Name: \_\_\_\_\_ of \_\_\_\_\_

E-mail Id \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

3.Name: \_\_\_\_\_ of \_\_\_\_\_

E-mail Id \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 25<sup>th</sup> September, 2019 at 12.00 Noon at Hotel Nandan, GS Road, Paltan Bazar, Guwahati – 781 008 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Item No.                 | Resolutions   | FOR (✓) | AGAINST (X) |
|--------------------------|---|---------|-------------|
| <b>Ordinary Business</b> |   |         |             |
| 1.                       | To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon. |         |             |
| 2.                       | Declaration of dividend of 30 paise per Equity Share of face value of ₹ 2/- each for the financial year ended 31 <sup>st</sup> March, 2019.   |         |             |
| 3.                       | Re- appointment of Ms. Nimisha Dutia (DIN : 06956876) who retires by rotation and being eligible, offers herself for re-appointment.  |         |             |
| <b>Special Business</b>  |   |         |             |
| 4.                       | Re- appointment of Dr. Pandurang Hari Vaidya (DIN: 00939149) as an Independent Director of the Company for a further term of Five years.  |         |             |
| 5.                       | Re- appointment of Dr. Mithilesh Kumar Sinha (DIN: 00043988) as an Independent Director of the Company for a further term of Five years.  |         |             |
| 6.                       | Re- appointment of Mr. Arun Shanker Nagar (DIN: 00523905) as an Independent Director of the Company for a further term of Five years.   |         |             |
| 7.                       | Re- appointment of Mr. Brijmohan Jindel (DIN: 00071417) as an Independent Director of the Company for a further term of Five years.   |         |             |
| 8.                       | Re- appointment of Mr. Hemant Kumar Ruia (DIN: 00029410) as Chairman & Managing Director of the Company for a period of Five years.   |         |             |
| 9.                       | Revision in remuneration of Mr. Yashvardhan Ruia, Executive Director.   |         |             |
| 10.                      | Approval of Related Party Transactions.   |         |             |
| 11.                      | Ratification of remuneration of the Cost Auditor for the financial year 2019-20.  |         |             |
| 12.                      | Approval of Charges for Service of Documents on the Shareholders.   |         |             |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder(s)

Signature of Proxy holder(s)

Affix Revenue Stamp here of Re. 1/-

#### Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office / Corporate Head office of the Company, not less than 48 hours before the commencement of the Meeting.
- If you wish to vote for any of the resolutions, insert "✓" in the box marked "FOR". If you wish to vote against any of the resolutions, insert "X" in the box marked "AGAINST". Failure to mark "✓" / "X" in the box will entitle your proxy to cast your vote at his discretion.
- A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than Ten percent of the total share capital of the Company. A member holding more than Ten percent of the total share capital of the Company may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.
- A Proxy need not be a member of the Company.
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 44<sup>th</sup> Annual General Meeting.