



# AMINES & PLASTICIZERS LIMITED

(ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 CERTIFIED COMPANY)

September 5, 2020

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 the provisions of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Annual Report of the Company for the year ended 31<sup>st</sup> March, 2020.

You are requested to take the same in your record.

Thanking You.

Yours faithfully,  
For Amines & Plasticizers Limited



Ajay Puranik  
President (Legal) & Company Secretary  
Membership No: F4288  
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 : info@amines.com

WEBSITE : 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.



# ANNUAL REPORT 2019-2020

## AMINES & PLASTICIZERS LTD.

GAS TREATING  
CHEMICALS

OIL & GAS

PHARMACEUTICAL  
INTERMEDIATES

INDUSTRIAL GASES

ENGINEERING  
& PROJECTS

TEXTILE AUXILIARY  
CHEMICALS



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## COMPANY INFORMATION

**BOARD OF DIRECTORS**  
**CHAIRMAN AND MANAGING DIRECTOR**  
HEMANT KUMAR RUIA

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**EXECUTIVE DIRECTOR**  
YASHVARDHAN RUIA

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**DIRECTORS:**  
Dr. P. H. VAIDYA  
A. S. NAGAR  
B. M. JINDEL  
NIMISHA DUTIA

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

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**CHIEF FINANCIAL OFFICER**  
PRAMOD SHARMA

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**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.

## NOTICE

**NOTICE** is hereby given that the 45<sup>th</sup> Annual General Meeting (AGM) of the Members of **AMINES & PLASTICIZERS LIMITED** will be held on Tuesday, 29<sup>th</sup> September, 2020, at 4.00 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), 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 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
- 2. To confirm Interim Dividend** of 15% i.e. 30 paise per Equity Share declared on 55020000 Equity Shares of face value of ₹ 2/- each already paid for the Financial Year ended 31<sup>st</sup> March, 2020.
- 3. To appoint a Director** in place of Mr. Yashvardhan Ruia (DIN :00364888) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

- 4. Re-appointment of Mr. Yashvardhan Ruia (DIN: 00364888) as Whole Time Director designated as Executive Director of the Company.**

To consider and if thought fit, to pass the following Resolution as a Special Resolution :

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 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 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) and 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 be 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. Yashvardhan Ruia (DIN : 00364888) as a Whole Time Director designated as Executive Director of the Company for a period of Five (5) years with effect from 1<sup>st</sup> June, 2020 to 31<sup>st</sup> May, 2025 with a revised remuneration for the period of Three (3) years from 01<sup>st</sup> June, 2020 to 31<sup>st</sup> May, 2023 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 :** Executive Director

#### 1. Period:

The appointment will be effective from 1<sup>st</sup> June, 2020 for a period of Five years i.e. up to 31<sup>st</sup> May, 2025.

#### 2. Overall Remuneration :

The remuneration payable to him for a period 1<sup>st</sup> June, 2020 to 31<sup>st</sup> May, 2023 shall be as follows:

- Salary: ₹2,50,000/- 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.
- Perquisites : Perquisites are classified into Three categories A,B,C as follows:

#### CATEGORY ‘A’

- 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 or three months' salary over a period of three years.
- iv) Leave entitlement – One month leave per year.
- 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 ₹15000/- 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 Superannuation Fund or Annuity 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) Accumulated Leave encashable 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 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 ₹ One Crore per annum.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company do pay Mr. Yashvardhan Ruia, the remuneration by way of salary, perquisites, commission or any other allowances as specified above in accordance with the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration for a period not exceeding three years.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e)(ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded for payment of aggregate annual remuneration to Mr. Yashvardhan Ruia along with other executive promoter Directors exceeding 5% of net profits of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised 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 conditions of the reappointment 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 for a period of (Three) 3 years from the date of re-appointment and shall be revised thereafter for the remainder term 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."

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

To consider and if thought fit, to pass 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, 2021 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".

#### 6. Invitation / Renewal of Unsecured Fixed Deposit from Members.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to invite/ accept/ renew from time to time unsecured fixed deposits from members of the Company, on such terms and conditions as the Board of Directors may think proper and beneficial for the Company, up to a limit not exceeding 35% of the aggregate paid-up share capital, free reserves and securities premium account of the Company, as prescribed under Rule 3(3) of the Companies (Acceptance of Deposits) Rules, 2014.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to formulate the Scheme, to file necessary forms and to do compliances as required under the Companies Act, 2013, the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any."

Place: Mumbai  
Date: 13/08/2020

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

**Ajay Puranik**

President (Legal) & Company Secretary  
Membership No. F4288

#### 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](http://www.amines.com)  
Email : [ajayp@amines.com](mailto:ajayp@amines.com)  
Contact : 022 24935282/87/88  
Fax : 022 24938162

# NOTES

## I. General Information :

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), Secretarial Standard – 2 on General Meetings in respect of the Special Business under Item Nos.4 to 6 of the accompanying Notice is annexed hereto.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2020 to 29th September, 2020 (both days inclusive) for the purpose of AGM.
3. In view of the ongoing COVID-19 pandemic, the MCA has vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM only. In accordance with the MCA Circulars, special businesses mentioned at Item Nos.4 to 6 of the Notice is considered as unavoidable in nature by the Board of Directors of the Company.
4. Since this AGM is being held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. Attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to General Circular No. 20/2020 dated May 5, 2020 issued by the MCA read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM and Annual Report for the year ended March 31, 2020 are being sent electronically to those Members whose email addresses are registered with the Depository Participants / Registrar and Share Transfer Agent. Notice of the AGM along with the Explanatory Statement and the Annual Report for the year ended March 31, 2020, circulated to Members are also available on the website of the Company [www.amines.com](http://www.amines.com) and on the website of BSE Limited [www.bseindia.com](http://www.bseindia.com).
7. In case the Shareholder's e-mail ID is already registered with the Company/ Sharex Dynamic (India) Pvt.Ltd., the Registrar and Transfer Agent ('RTA') / Depositories, log in details for e-voting shall be sent on the registered e-mail address.
8. In case the Shareholder holding shares in physical mode has not registered his/her e-mail address with the Company/ Sharex Dynamic (India) Ltd./Depositories, he/she may do so by sending a duly signed request letter with Folio No. and Name of Shareholder to Sharex Dynamic (India) Pvt Ltd. (UNIT: Amines and Plasticizers Limited), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Tel: 022 28515606, e-mail: [support@sharexindia.com](mailto:support@sharexindia.com).  
Alternatively, the Company has enabled a link to update email ids and Bank Details which is as follows:  
**For Email:** [https://sharexindia.com/Email\\_Register.html](https://sharexindia.com/Email_Register.html)  
**For Bank Details:** [https://sharexindia.com/Bank\\_Register.html](https://sharexindia.com/Bank_Register.html)
9. In case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP.
10. In terms of Section 152 of the Act, Mr. Yashvardhan Ruia, Director, shall retire by rotation at the ensuing AGM. Mr. Yashvardhan Ruia (DIN: 00364888), being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends re-appointment of Mr. Yashvardhan Ruia.



11. The Company's Statutory Auditors, Messrs BDG & Associates, Chartered Accountants, registered with the Institute of Chartered Accountants of India vide registration number 119739W, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting of the Members held on 27th September, 2018 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. Pursuant to the Companies (Amendment) Act, 2017 effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. In view of the foregoing amendment, ratification by the Members for continuance of their appointment is not being sought at this AGM.
12. A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, nature of his expertise in specific functional areas, names of companies in which he holds directorship and membership/chairmanship of Board Committee(s), shareholding and relationship between directors inter se as stipulated under Regulation 36 of SEBI Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standards – 2 on General Meetings are provided in Annexure - A to this Notice.
13. Relevant documents as required by law and referred to in the accompanying Notice and in the Explanatory Statement shall be available for inspection through electronic mode. Members can inspect the same by sending email to legal@amines.com. Inspection shall be provided at a mutually convenient time.  
All documents referred to in the Notice will also be available for electronic inspection by the Members without payment of any fee from the date of circulation of this notice up to the date of AGM i.e. 29th September, 2020.
14. With effect from April 01, 2019, in terms of SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 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) are not being processed unless the securities are held in the dematerialized form with the depositories. Therefore, Members holding shares in physical form are requested to dematerialize shares held in physical form at the earliest available opportunity.
15. SEBI has mandated the submission of Permanent Account Number (PAN) by every securities market participant. Members holding shares in electronic form are therefore requested to submit their PAN to the DP with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to Sharex Dynamic (India) Pvt Ltd / Company.
16. Members are advised to avail the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Sharex Dynamic (India) Pvt Ltd . Members holding shares in dematerialized form may contact their respective DP for availing this facility.
17. 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.
18. Unclaimed Dividends :
  - a. Members of the Company are requested to note that as per the provisions of Section 124(5) and Section 124(6) of the Act, dividends not encashed / claimed by the Member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF), also all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Demat Account of IEPF Authority notified by the MCA ('IEPF Demat Account').

Reminder letter dtd. 20/07/2020 has 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) 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.

b. Details of Unclaimed Dividend and Shares attached thereto on Website :

The details of the unpaid/unclaimed dividend are available on the website of the Company i.e. [www.amines.com](http://www.amines.com).

c. Amounts of dividend remaining unclaimed/ unpaid for a period of seven years are required to be transferred to the 'Investor Education and Protection Fund'. Accordingly, unpaid dividend up to the year ended March 31, 2012, has already been transferred to the said Fund.

d. Members who have not encashed their dividend warrants for the year ended March 31, 2013 or any subsequent year(s) are requested to lodge their claims with the RTA at the earliest.

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

Financial year	Date of Declaration	Face Value of Shares (₹)	Dividend per share (₹)	Due Date of the proposed transfer to the Investor Education and Protection Fund
2012-13	27/09/2013	10	0.50	31/10/2020
2013-14	29/09/2014	10	1.00	02/11/2021
2014-15	23/09/2015	2	0.20	26/10/2022
2015-16	16/03/2016	2	0.20	19/04/2023
2016-17	27/09/2017	2	0.30	31/10/2024
2017-18	27/09/2018	2	0.30	30/10/2025
2018-19	25/09/2019	2	0.30	02/11/2026
2019-20	04/03/2020	2	0.30	09/04/2027

Members who have not encashed the Dividend Warrants for the above years are requested to return the time barred dividend warrants for revalidation / issue of Demand Drafts 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.

19. Members are requested to:

- intimate to the Company's RTA, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
- intimate to the respective DP, changes, if any, in their registered addresses/email ID or bank mandates to their DP with whom they are maintaining their demat accounts;
- quote their Folio Numbers/Client ID/DP ID and contact details in all correspondence; and
- consolidate their holdings into one Folio in case they hold shares under multiple Folios in the identical order of names.

**II. Instructions for attending the AGM and Electronic Voting :**

**A. General Instructions :**

- Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the 45<sup>th</sup> AGM. Link Intime

- (I) Pvt Ltd (LIPL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
2. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is 23rd September, 2020 ('Cut-off Date').
  3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as on Cut-off Date, may obtain the login ID and password by sending a request at enotices@linkintime.co.in with a copy marked to the Company on legal@amines.com. However, if the Member is already registered with LIPL for remote e-voting, then he/she/it can use his/her/its existing User ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on Cut-off Date should treat the same as intimation only.
  4. Corporate Members are required to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to pcs.skm@gmail.com with a copy marked to the Company at legal@amines.com and Registrar and Share Transfer Agent at support@sharexindia.com.
  5. The Board of Directors appointed Ms. Suman Makhija (FCS No. 9925 CP No. 13322) of SK Makhija & Associates, Company Secretaries as the Scrutinizer (hereinafter referred to as 'the Scrutinizer') to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.
  6. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
  7. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.amines.com and on the LIPL website <https://instavote.linkintime.co.in> and shall also be forwarded to BSE Limited (BSE).

**B. Process and Manner for Attending the 45th AGM through InstaMeet :**

For a smooth experience of AGM proceedings, shareholders who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link <https://www.webex.com/downloads.html/>. Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

1. Open the internet browser and launch the URL for InstaMeet <<https://instameet.linkintime.co.in>> Select the "Company" and 'Event Date' and register with your following details :-
  - i. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No
    - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
    - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
    - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
  - ii. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.
  - iii. Mobile No.: Enter your mobile number.
  - iv. Email ID: Enter your email id, as recorded with your DP/Company.

2. Click "Go to Meeting"
3. Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

**Instructions for Shareholders/Members to Speak during the AGM through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number at [AGM.speaker@amines.com](mailto:AGM.speaker@amines.com) at least 7 days prior to the date of AGM i.e. on or before 4.00 p.m. (IST) on Tuesday, September 22, 2020.
2. Speakers will only be allowed to express their views/ask questions on first come first served basis during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Shareholders who would like to ask questions, may send the same in advance mentioning their name, demat account number/folio number, email id, mobile number at [AGM.speaker@amines.com](mailto:AGM.speaker@amines.com), at least 7 days prior to the date of AGM i.e. on or before 4.00 p.m. (IST) on Tuesday, September 22, 2020. The same will be replied by the Management suitably.
4. Shareholders will get confirmation on first come first served basis depending upon the provision made by the Company.
5. Shareholders will receive 'speaking serial number' once they mark attendance for the meeting. Shareholders are requested to speak only when Moderator of the meeting will announce the name and serial number for speaking.
6. Please remember 'speaking serial number' and start your conversation with panelist by switching on video and audio of your device.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**C. Instructions for Shareholders to Vote during the AGM through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note : Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from

doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on:- Tel:022-49186175.

### III Instructions For Remote E-voting.

1. Open the internet browser and launch the URL:<https://instavote.linkintime.co.in>

**Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:-

**A. User ID:** Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

**B. PAN :** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI :** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number :** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.



4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

**If you have forgotten the password :**

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on:- Tel:022-49186000.

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

Place: Mumbai  
Date: 13/08/2020

**Ajay Puranik**  
President (Legal) & Company Secretary  
Membership No. F4288



## **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 6 of the accompanying Notice convening the 45th Annual General Meeting of the Members of the Company.

#### **Item No 4:-**

Mr.Yashvardhan Ruia was appointed as Whole Time Director designated as Executive Director of the Company at the 42<sup>nd</sup> Annual General Meeting of the Company for a period of Three years with effect from 01<sup>st</sup> June, 2017 till 31<sup>st</sup> May, 2020 at a remuneration as approved in the said AGM.The Board of Directors at their meeting held on 27<sup>th</sup> May,2020 on the recommendation of the Nomination and Remuneration Committee (NRC), has approved reappointment of Mr. Yashvardhan Ruia at a revised remuneration subject to the consent of the Members of the Company considering his growing 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.4 is annexed hereto as Annexure-B.

The resolution seeks the approval of the members in terms of Sections 196, 197 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 reappointment of Mr.Yashvardhan Ruia, Executive Director for a period of Five years with effect from 01<sup>st</sup> June, 2020 till 31<sup>st</sup> May, 2025 at a revised remuneration for a period of 3 years i.e from 01<sup>st</sup> June, 2020 till 31<sup>st</sup> May, 2023.

As per regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, approval of the shareholders by special resolution in a general meeting would be required if the annual remuneration (fees or compensation) exceeded the limits prescribed under that regulation. Since the remuneration to be paid to Mr. Yashvardhan Ruia together with the remuneration being paid to Mr. Hemant Kumar Ruia, Chairman and Managing Director of the Company (both executive directors who are promoters of the Company) is exceeding five per cent of the net profits of the Company, the Board of the Company thought it fit and appropriate to seek the approval of the shareholders by passing a special resolution.

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 Board of Directors recommend Special resolution as set out at item no. 4 of this Notice for approval by the Members.

#### **Item No. 5:-**

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, Maharashtra to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2021.

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 Shareholders of the Company. The Board has approved the remuneration of ₹ 2,15,000/- (Rupees Two Lakhs Fifteen Thousand only) plus Goods and Service Tax and out of pocket expenses if any, of M/s A G Anikhindi & Co., Cost Auditors and the ratification by the shareholders is sought for the same by an Ordinary Resolution at Item No.5 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 of Directors recommend the Ordinary resolution as set out at item No.5 of the Notice for approval by the Members.

**Item No.6:-**

Pursuant to Section 73 of the Companies Act 2013 (the Act) read with the Companies (Acceptance of Deposits) Rules, 2014, approval of Shareholders by way of Ordinary Resolution is a prerequisite to accept or renew unsecured fixed deposit by your Company and thus approval of the members is sought for accepting / renewing unsecured deposits from members of the Company.

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

The Board of Directors recommend passing of the Ordinary Resolution as set out at Item No. 6 of this Notice for approval by the Members.

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

### **Annexure A**

<b>Name of the Director</b>	<b>Mr. Yashvardhan Ruia</b>
DIN	00364888
Date of Birth and Age	12 <sup>th</sup> February, 1988 32 years
Date of Initial Appointment	10 <sup>th</sup> May 2017
Expertise in specific functional area and Experience	Mr. Yashvardhan Ruia has rich experience in the field of Business Development and Marketing. He has been associated with the Company and especially with its Engineering Division for past few years and is looking after all major operations of the said Division. He has expert and in depth knowledge in the Fabrication process too.
Qualifications	Bachelors in Management Studies from Mumbai University and M.Sc. (Marketing) from Manchestor Business School, University of Manchestor, UK.
List of Directorship of other Board.	APL Infotech Limited. Alumilite Architecturals Limited.
List of Membership / Chairmanship of Committees of other Board	One
Shareholding in Amines & Plasticizers Limited	2000 Equity Shares
No. of Board Meetings attended during the year.	Five
Remuneration, Terms and conditions of Appointment / Reappointment	As detailed in resolution No. 4
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Son of Mr. Hemant Kumar Ruia, Chairman & Managing Director of the Company.

## **(Annexure B)**

### **STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013; SPECIAL RESOLUTION AT ITEM NO. 4**

#### **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 05<sup>th</sup> 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 :**

Particulars	( ₹ in Lakhs)		
	2019-20	2018-19	2017-18
Income for the year	<b>40,319.93</b>	45,848.74	33,930.64
Profit before Interest, Depreciation and Tax	<b>4,585.65</b>	3,731.32	3,343.22
Net Profit/(Loss) for the Current Year	<b>2,473.67</b>	1,727.99	1,548.13
Other Comprehensive income (net of tax)	<b>(41.65)</b>	(13.71)	(20.62)
Earlier Years Balance Brought forward	<b>7,570.34</b>	6,103.52	4,794.92
Depreciation reversed on Capital Subsidy received	-	-	-
Dividend and Tax thereon	<b>(397.98)</b>	(199.66)	(198.06)
Other Transfer to / (from) Retained Earnings	<b>(23.05)</b>	(47.80)	(20.86)
Balance carried to Balance Sheet	<b>9,581.32</b>	7,570.34	6,103.51
Net Profit available for Appropriation	<b>9,581.32</b>	7,570.34	6,103.51

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

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

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

Mr. Yashvardhan Ruia has done his Bachelors in Management Studies from Mumbai University and Master of Science (Marketing) from Manchester Business School, the University of Manchester, UK. His area of interest and expertise is Business Development and Marketing and he 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 in capacity of Executive Director and handled efficiently Engineering Division of the Company for past few 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 have been exceptional over the years and has benefited the Company.

##### **2. Past remuneration :**

Remuneration drawn by Mr. Yashvardhan Ruia in his previous term from 01.06.2017 to 31.05.2020 was as follows :

Financial Year	Amount (in ₹)
2019-20	34,80,000
2018-19	24,04,070
2017-18	18,91,010

**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 Directors and Chairman & Managing Director of the Company and also fully accountable for developing new markets for the products of 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 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 additional 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:**

Besides 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 slightly impacted due to tough competition in Export market with a 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. Due to spread of pandemic COVID 19, the production facility of the Company was partially impacted in the last quarter of 2019-20 and first quarter of 2020-21, thus affecting the over all output and revenue of the Company to some extent.

**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 also ventured into the field of manufacture of goods essential in Pharmaceutical industries. 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 process multiple products daily and also offers services to customers to customise products based on their needs. The factory has been functioning at its optimum capacity to cater to 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 managed multi product plant and enhanced 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.

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

Place: Mumbai  
Date: 13/08/2020

**Ajay Puranik**  
President (Legal) & Company Secretary  
Membership No. F4288

## DIRECTORS' REPORT

To,

The Members,

The Board of Directors is pleased to present the Company's Forty Fifth Annual Report together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2020.

### FINANCIAL SUMMARY AND HIGHLIGHTS:-

( ₹ in Lakhs)

Particulars	Consolidated Year Ended		Standalone Year Ended	
	31/03/2020	31/03/2019	31/03/2020	31/03/2019
<b>Total Income</b>	<b>40,319.93</b>	<b>45,767.48</b>	<b>40,319.93</b>	<b>45,848.74</b>
Profit before Finance Cost, Depreciation & Tax	4,573.68	3,647.21	4,585.65	3,731.32
Finance Costs	936.80	800.20	935.13	799.49
Depreciation	297.46	268.83	297.46	268.83
Exceptional Item	301.91	-	301.91	-
Profit before Tax	3,037.51	2,578.18	3,051.15	2,663.00
Less: Tax Expenses	577.48	935.01	577.48	935.01
<b>Net Profit</b>	<b>2,460.03</b>	<b>1,643.17</b>	<b>2,473.67</b>	<b>1,727.99</b>
Other comprehensive Income for the year	(38.41)	(14.83)	(41.65)	(13.71)
<b>Total comprehensive Income for the year</b>	<b>2,421.62</b>	<b>1,628.34</b>	<b>2,432.02</b>	<b>1,714.28</b>

The Standalone total income was ₹40319.93 Lakhs for the financial year 2019-20 as compared to previous year of ₹45848.74 Lakhs. The finance cost increased to ₹935.13 Lakhs from ₹799.49 Lakhs mainly due to interest paid on the Fixed Deposit scheme launched by the Company for the members of the Company. The Profit before tax was ₹3051.15 Lakhs as against ₹2663.00 Lakhs in the previous year. The Profit for the year stood at ₹ 2473.67 Lakhs as compared to ₹1727.99 Lakhs thereby registering a growth of 43.15 %. The revenue from the Export sales witnessed a growth of 9.18 % during the year under review and stood at ₹21109.92 Lakhs as compared to ₹19334.92 Lakhs. The revenue from Domestic operations was ₹18804.77 Lakhs as against ₹ 26171.37 Lakhs.

The total revenue on a consolidated basis of the Company was ₹ 40319.93 Lakhs as compared to ₹ 45767.48 Lakhs in the previous year. The profit for the year on consolidated basis was ₹ 2460.03 Lakhs as compared to ₹ 1643.17 Lakhs.

As we all have witnessed, the spread of COVID 19 throughout the World has led to Nationwide Lockdown in India with effect from March 24, 2020. Accordingly, in strict compliance with the Order of the Government of Maharashtra, the Company's Corporate Head Office & Plant / Production facilities which are located in Mumbai and Navi Mumbai in Maharashtra respectively were closed thus disrupting the business operations of the Company. It has temporarily affected the production continuity and delayed scheduled deliveries to a certain extent. It has thus moderately impacted the revenue of core operations of the Company for the first quarter 2020-21. However, due to quick situational adaptation, state of the art Plant at Company's disposal, up to-date Production facilities and efforts of R&D Team, your Company resumed its activities soon and also ventured into the field of manufacture of goods essential in the Pharmaceutical industries. Further, as soon as the operation norms were relaxed, the Company's capacity utilization went up substantially of its expanded capacities. The Management is of the view that demand for the Company's products is not affected since the response from the domestic as well as Global markets are encouraging.

As you are aware, the Company is in the production of chemicals which has End Use in Pharma Companies,



PSU Refineries, Oil and Gas Companies and Textile Industries. During the year under report, the Company has commissioned the expansion project for its products and increased its capacities.

### **DIVIDEND AND RESERVES :**

The Company has in the financial 2019-20 declared and paid in the month of March 2020 an interim dividend of 30 paise per share of Face Value of ₹ 2/- each. Total outgo on the Interim Dividend was ₹ 198.99 Lakhs (including Dividend Tax of ₹ 33.93 Lakhs) as against ₹ 198.99 Lakhs (including Dividend Tax of ₹ 33.93 Lakhs) paid in the previous year. Since the Board has not proposed any Final Dividend, the Interim Dividend paid during the year shall be treated as Final Dividend for the Financial Year ended March 31, 2020 subject to approval of Members at the ensuing Annual General Meeting of the Company.

During the year under review, your Company transferred a sum of ₹33.40/- Lakhs to the Debenture Redemption Reserve totalling to now ₹ 1.67 Crores 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, 2020, 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 ₹ 21109.92 Lakhs as compared to ₹ 19334.92 Lakhs in the previous year. The demand for the Company's products was much higher during the year under review in international markets.

### **SUBSIDIARY COMPANIES :**

#### **APL INFOTECH LTD**

As reported earlier, APL Infotech Ltd in association with IIT, Powai, Mumbai, has developed 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. During the year under review, the Management has made all possible efforts to reach various customers in the Oil and Gas Industries and even tied up with specialised marketing agencies to market this product. However, considering the technological challenges faced by APL Infotech Ltd in latest development, marketing the product and constraints in generating revenue, the Company has after examining all possible options sold its 51% stake in the said Company. Accordingly, APL Infotech Ltd is no longer a subsidiary Company of the Company with effect from March 4, 2020.

#### **AMINES & PLASTICIZERS FZ LLC, UAE - Wholly owned Subsidiary**

As reported earlier, the Company has incorporated a wholly owned subsidiary – Amines and Plasticizers FZ LLC 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 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 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 ("the Act"), consolidated accounts of the Company and all its subsidiaries have been prepared, which is a part of this 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 Statements, 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'), and the Company's Articles of Association, Mr. Yashvardhan Ruia (DIN: 00364888) retires by rotation and being eligible has offered himself for re-appointment.

Your Board is pleased to inform you that on the recommendation of the Nomination and Remuneration Committee (NRC) they have re-appointed Mr. Yashvardhan Ruia as Whole Time Director designated as Executive Director for a term of 5 years from 01st June, 2020 to 31<sup>st</sup> May, 2025. However, as per the provisions of Schedule V of the Companies Act, 2013, remuneration can be proposed for a period of 3 years only i.e. from 01<sup>st</sup> June, 2020 to 31<sup>st</sup> May, 2023 as detailed in the Notice. The Board recommends his re-appointment for the consideration of the Members at the ensuing Annual General Meeting of the Company. Brief profile of Mr. Yashvardhan Ruia has been given in the Notice convening the 45th Annual General Meeting (AGM).

The term of Mr. Kailashchandra Seksaria (DIN: 00115565) as a Director got over on September 28, 2019. Mr. Seksaria did not seek re-appointment and hence ceased to be Director of the Company w.e.f. September 29, 2019.

With deep regret we report the sad demise of our Director Dr. M K Sinha (DIN : 00043988) on February 02, 2020. He was associated with the Company from 19th December, 1997 and continued uninterrupted till his demise. His guidance and active participation in the Board and Committee meetings played a very crucial role in the growth and success of the Company. Your Directors would like to place on record the gratitude and appreciation for his guidance during his tenure as a Director. Further, the Board has decided not to fill the causal vacancy since the strength of the Board complies with the requirement of the Companies Act, 2013 and the Listing Regulations.

In accordance with Section 149(4) of the Companies Act, 2013 at the recommendation of the Nomination and Remuneration Committee and the Board, the Members of the Company at its 44<sup>th</sup> AGM re-appointed Dr. Pandurang Hari Vaidya (DIN : 00939149), Mr. Arun Shanker Nagar (DIN : 00523905) and Mr. Brijmohan Jindel (DIN : 00071417) as Independent Directors on the Board of Directors of the Company with effect from 29<sup>th</sup> September, 2019 to hold office for a second term of 5 (Five) consecutive years upto 28th September, 2024.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee (NRC) re-appointed Mr. Hemant Kumar Ruia (DIN : 00029410) as Chairman & Managing Director for a term of 5 years i.e. from 01st April, 2019 to 31st March, 2024 with a revised remuneration for a period of 3 years i.e. 01st April, 2019 to 31st March, 2022 which was approved by the members at the 44th Annual General Meeting of the Company and Shareholders have approved his re-appointment at the said 44th AGM of the Company.

#### **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 read with Regulation 16(1)(b) of SEBI (LODR). In the opinion of the Board, the Independent Directors fulfil the said conditions of Independence. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics. In terms of requirements of the Listing Regulations, the Board has identified core skills, expertise and competencies of the Directors in the context of the Company's businesses for effective functioning, which are detailed in the Corporate Governance Report.

The Ministry of Corporate Affairs ('MCA') vide Notification No. G.S.R. 804(E) dated October 22, 2019 and effective from December 01, 2019 has introduced the provision relating to inclusion of names of Independent Directors in the Data Bank maintained by Indian Institute of Corporate Affairs ('IICA'). All Independent Directors of your Company are registered with IICA. In the opinion of the Board, the Independent Directors possess the requisite integrity, experience, expertise, proficiency and qualifications.

### **KEY MANAGERIAL PERSONNEL :**

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 are available on the website of the Company [www.amines.com](http://www.amines.com) and briefly explained in the Corporate Governance Report.

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

The Board met 5 times during the Financial Year 2019-20 i.e. on 27<sup>th</sup> May, 2019, 13<sup>th</sup> August, 2019, 13<sup>th</sup> November, 2019, 11<sup>th</sup> February, 2020 and 04<sup>th</sup> March, 2020. 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 OF DIRECTORS :**

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') approved the financial statements of the Company and its subsidiaries after its review by Audit Committee. 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 AOC1 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 accepted unsecured Deposits to the tune of ₹ 7,05,00,000/- and there is no unpaid or unclaimed deposits lying with the Company. The Company has been timely servicing interest to its Deposit holders on a quarterly basis. The Company had by means of Postal Ballot taken approval from the Members of the Company for acceptance of unsecured 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 the Registrar of Companies, Shillong, Assam and subsequently sent the same to all shareholders through the permitted modes. The main object of raising funds through unsecured deposits was to finance the capital expenditure requirement for increasing capacities 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, 2020. 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. During the year under review, the Company has sold its 51% stake in Subsidiary Company to a Promoter Group Company at a fair price as valued by a Registered Valuer. 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 mutually agreed upon by the Board of Directors and Statutory Auditors and is valid till the year 2022. The observations made in the Auditors' Report of M/s. B D G & Associates, Chartered Accountants for the year ended March 31, 2020, read together with relevant notes thereon, are self-explanatory and hence do not call for any comments. There is no qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their Report.

### **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, (Firm Registration No.: 100049) Cost Accountants, Kolhapur, Maharashtra as Cost Auditors to audit the cost accounts of the Company for the financial year 2020-21 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 member's approval for ratification of the remuneration payable to the Cost Auditor forms a part of the Notice convening the 45th Annual General Meeting. The Cost Audit Report for the financial year 2018-19 was filed in Form CRA -4 with the Ministry of Corporate Affairs, Government of India on December 12, 2019.

### **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, Practising Company Secretary (CP No. 13322), Mumbai to carry out the Secretarial Audit of the Company. The Secretarial Audit Report for the period 01st April, 2019 to 31st March, 2020 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 & 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 observations 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 based on the recent circulars and clarifications received from the appropriate Authorities. 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 the report of the Internal Audit function, corrective actions in the respective areas 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 31<sup>st</sup> March, 2020. 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, ICRA has reaffirmed ICRA BBB+ (pronounced ICRA triple B plus) with 'Stable Outlook' for long term credit facilities availed by the Company and [ICRA] A2 (pronounced ICRA A two) for the short term rating.

**ENVIRONMENT, HEALTH AND SAFETY :**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

**ISO CERTIFICATION (MANAGEMENT SYSTEM CERTIFICATION) :**

The Company has an ISO 9001:2015 certification which is valid up to 11<sup>th</sup> January, 2021. Periodic Audit conducted by DNV - GL is successful in 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 products and services offered to increase customer satisfaction and reduce Business Risks.

Besides QMS (Quality Management System), APL has certifications for Environment Management System, ISO 14001-2015 and OH&S Management System, ISO 45001-2018. The First Periodic audit for ISO 14001-2015 standard & ISO 45001-2018 standard has been conducted by DNV-GL is successful. The certification for ISO 14001-2015 is valid up to 08<sup>th</sup> April, 2022. The certification for ISO 45001-2018 is valid up to 06<sup>th</sup> June, 2022.

ISO 14001:2015 (Environmental Management System) Certifications 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 OH&S performance. Various measures have been taken by the Company in order to ensure compliance in its true spirit.

TfS (Together for Sustainability): The Company has joined TfS (Together for Sustainability) forces by successfully going through TfS Assessment and Audit conducted by TfS approved auditing agency, INTERTEK. TfS (Together for Sustainability) is 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 dialog with suppliers.

EFFCI GMP (European Federation of Cosmetic Ingredients - Good Manufacturing Practices): The Company has successfully gone through verification of compliance to EFFCI GMP, 2017 standard for some of its products.

### **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.

### **DIRECTOR'S 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 31st March, 2020, 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, 2020 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 person 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 annexed and 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/ email 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 45th Annual General Meeting of the Company during 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 the Calendar year :

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

### **RISK MANAGEMENT :**

Your Management has been constantly in the process of identifying risks and reviewing the factors to mitigate risks associated with operations, revenue generation, regulations and ensuring 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. With the expansion and consequent growth in the business operations of the Company, it is essential to reassess and revisit the risk management framework from time to time. Business risks and mitigation plans are reviewed and the internal audit processes include evaluation of all critical and high risk areas. Critical functions are rigorously reviewed and the reports are shared with the Management for timely corrective actions, if any. The main focus of the management is to review business risks, test and review controls, assess business processes besides benchmarking controls with best practices in the industry. 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 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. 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 many activities under its CSR initiative based on following themes :

- ❑ Trees and plants are the prime source of environmental purification and beautification. In fact, forests being the only natural industry which produces oxygen which is basic necessity for survival of human kind. In order to be a part of this cause and to contribute in the environmental balance, the Company has spent on planting and maintenance of the trees planted in the specific areas of Maharashtra.
- ❑ Cancer refers to any one of a large number of diseases characterized by the development of abnormal cells that divide uncontrollably and have the ability to infiltrate and destroy normal body tissue. The Company has provided financial support towards such a cause through the Institute "Asian Cancer Foundation".
- ❑ Water is the most important substance for survival of every human being and the Company constantly contributes towards this cause by making available safe drinking water to people living in remote rural areas by constructing required facilities.
- ❑ Infrastructure spends, by constructing roads and connecting rural areas to urban areas which can lead to the development of such rural areas.
- ❑ Empowerment of women is a necessity for the very development of any society. It enhances both the quality and the quantity of human resources available for the overall development. The Company contributed to this noble cause through an Association which is engaged in Women empowerment.
- ❑ India's literacy rate is about 74% and there is a shortage of good educational and medical facilities in villages and in rural areas of India. The Company has contributed its little share in promoting these activities by extending the financial support to one such Registered Public Trust which is actively engaged in the promotion of education, providing medical facilities to poor, women empowerment, betterment of cattle and sanitation.

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.

### **REPORTING OF FRAUDS :**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

### **TRANSFER TO 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 :**

The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company. The Board of Directors would also like to express their sincere appreciation for the assistance and co-operation received from the banks, government and regulatory authorities, customers, vendors, members and debenture holders during the year under review.

**Place: Mumbai**

**Date: 13/08/2020**

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

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

## ANNEXURE 1

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2020  
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>	05 <sup>th</sup> September, 1973
<b>Name of the Company</b>	AMINES & PLASTICIZERS LIMITED
<b>Category/Sub-category of the Company</b>	Company Limited by Shares / Indian Non Government Company
<b>Address of the Registered office &amp; contact details</b>	Poal Enclave, C/o Pranati Builders Pvt Ltd., Principal J B Road, Chenikuthi, Guwahati, Assam - 781003. 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 C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083. Tel: 2851 5606/ 5644/ 6338. 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.	99.18%

**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* D/6, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400 018	U99999MH2001PLC134291	SUBSIDIARY COMPANY	51%	Section 2(87)
2.	AMINES & PLASTICIZERS FZ LLC B04-207, Business Centre 03, RAKEZ Business Zone - FZ RAK, United Arab Emirates	4017213	WHOLLY OWNED SUBSIDIARY COMPANY	100%	Section 2(87)

\* Ceased to be a Subsidiary with effect from March 04, 2020.

**IV SHARE HOLDING PATTERN (Equity Share Capital Break up as % to total Equity)****1) Category wise Shareholders**

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year i.e 01.04.2019				No. of Shares held at the end of the year i.e 31.03.2020				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Promoters</b>									
<b>1.</b>	<b>Indian</b>									
	a) Individual /HUF	23111980	0	23111980	42.01	23111980	0	23111980	42.01	0
	b) Central Govt.	0	0	0	0	0	0	0	0	0
	c) State Govt(s).	0	0	0	0	0	0	0	0	0
	d) Bodies Corp.	17144770	0	17144770	31.16	17144770	0	17144770	31.16	0
	e) Banks /FI	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) (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>
<b>2.</b>	<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>									
<b>1.</b>	<b>Institutions</b>									
	a) Mutual Funds	0	0	0	0	0	0	0	0	0
	b) Banks/FI	0	0	0	0	0	0	0	0	0
	c) Central Govt.	0	0	0	0	0	0	0	0	0
	d) State Govt.	0	0	0	0	0	0	0	0	0
	e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
	f) Insurance Companies	1000	1000	2000	0.004	1000	1000	2000	0.004	0
	g) FIs	0	0	0	0	0	0	0	0	0
	h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
	i) Others (specify)	0	0	0	0	0	0	0	0	0
	<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>
<b>2.</b>	<b>Non Institutions</b>									
	<b>a) Bodies corporates</b>									
	i) Indian	7399635	574820	7974455	14.49	7384841	572320	7957161	14.46	-0.03
	ii) Overseas	0	0	0	0	0	0	0	0	0



Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year i.e 01.04.2019				No. of Shares held at the end of the year i.e 31.03.2020				% 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 lakh	3827775	1287305	5115080	9.30	3836889	1177615	5014504	9.114	-0.18
	ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	503890	135000	638890	1.16	598779	135000	733779	1.334	0.17
	<b>c) Other (specify)</b>									
	Investor Education and Protection Fund (IEPF) Authority, Ministry of Corporate Affairs, Government of India*	872200	0	872200	1.59	909940	0	909940	1.65	0.07
	Non Resident Indians	137282	0	137282	0.25	129389	0	129389	0.24	-0.02
	Overseas Corporate Bodies		0	0	0	0	0	0	0	0
	Foreign Nationals		0	0	0	0	0	0	0	0
	Clearing Members	21843	0	21843	0.04	15477	0	15477	0.028	-0.012
	Trusts	1500	0	1500	0	1000	0	1000	0.002	-0.001
	Foreign Bodies -DR	0	0	0	0	0	0	0	0	0
	<b>SUB TOTAL (B)(2):</b>	<b>12764125</b>	<b>1997125</b>	<b>14761250</b>	<b>26.83</b>	<b>12876315</b>	<b>1884935</b>	<b>14761250</b>	<b>26.83</b>	<b>-0.001</b>
	<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>12765125</b>	<b>1998125</b>	<b>14763250</b>	<b>26.83</b>	<b>12877315</b>	<b>1885935</b>	<b>14763250</b>	<b>26.83</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</b>
	<b>Grand Total (A+B+C)</b>	<b>53021875</b>	<b>1998125</b>	<b>55020000</b>	<b>100.00</b>	<b>53134065</b>	<b>1885935</b>	<b>55020000</b>	<b>100.00</b>	<b>0</b>

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

## 2. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2019			Shareholding at the end of the year i.e. 31.03.2020			% 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 01.04.2019		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-19 to 31-03-20)	
		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	01-04-2019	No Change			
	At the end of the year i.e. 31-03-2020			31-03-2020			21998930	39.98
2	Multiwyn Investments and Holdings Pvt Ltd	12064770	21.93	01-04-2019	No change			
	At the end of the year i.e. 31-03-2020			31-03-2020			12064770	21.93
3	Chefair Investment Pvt Ltd	5080000	9.23	01-04-2019	No change			
	At the end of the year i.e. 31-03-2020			31-03-2020			5080000	9.23
4	Shalini Ruia	1111050	2.02	01-04-2019	No change			
	At the end of the year i.e. 31-03-2020			31-03-2020			1111050	2.02
5	Yashvardhan Ruia	2000	0.004	01-04-2019	No Change			
	At the end of the year i.e. 31-03-2020			31-03-2020			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 (01-04-2019 - 31-03-2020)	
		No. of Shares at the beginning (01-04-2019) /end of the Year (31-03-2020)	% of the shares of the company				No. of Shares	% of total Shares of the company
1	India Carbon Limited - Closing Balance	6990000	12.704	01-04-2019 31-03-2020	0	No Change	6990000	12.704
2	Investor Education And Protection Fund          - Closing Balance	872200	1.585	01-04-2019 21-06-2019 12-07-2019 19-07-2019 18-10-2019  22-11-2019 29-11-2019 13-12-2019 31-01-2020 31-03-2020	-130 -250 -5000 -2000  49620 -2000 -2000 -500	Claimed Claimed Claimed Claimed  Transferred by the Company Claimed Claimed Claimed	872070 871820 866820 864820  914440 912440 910440 909940 909940	1.585 1.585 1.575 1.572  1.662 1.658 1.655 1.654 1.654
3	Goneril Investment & Trading Company Ltd - Closing Balance	255000	0.463	01-04-2019 31-03-2020	0	No Change	255000	0.463
4	Tower Investment & Trading Co Limited - Closing Balance	250250	0.455	01-04-2019 31-03-2020	0	No Change	250250	0.455
5	Dipak Himatsingka -Closing Balance	244830	0.445	01-04-2019 31-03-2020	0	No Change	244830	0.445
6	Navbharat Metal Containers Private Ltd	183070	0.333	01-04-2019 01-11-2019 08-11-2019 15-11-2019 22-11-2019 29-11-2019 06-12-2019 13-12-2019 27-12-2019 31-12-2019 10-01-2020 17-01-2020 24-01-2020 31-01-2020 07-02-2020 14-02-2020 21-02-2020 28-02-2020	100 210 600 100 310 200 250 70 20 300 300 100 50 50 200 100 50	Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy Buy	183170 183380 183980 184080 184390 184590 184840 184910 184930 185230 185530 185630 185680 185730 185930 186030 186080	0.333 0.333 0.334 0.335 0.335 0.335 0.336 0.336 0.336 0.337 0.337 0.337 0.337 0.338 0.338 0.338 0.338

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

				06-03-2020	75	Buy	186155	0.338
				13-03-2020	150	Buy	186305	0.339
				20-03-2020	10	Buy	186315	0.339
	- Closing Balance			31-03-2020			186315	0.339
7	Anita Himatsingka - Closing Balance	135000	0.245	01-04-2019				
				31-03-2020	0	No Change	135000	0.245
8	Vivek Himatsingka - Closing Balance	125500	0.228	01-04-2019				
				31-03-2020	0	No Change	125500	0.228
9	Kalpna Prakash Pandey - Closing Balance	0	0	01-04-2019				
				23-08-2019	10084	Buy	10084	0.018
				30-08-2019	7715	Buy	17799	0.032
				06-09-2019	10285	Buy	28084	0.051
				13-09-2019	2276	Buy	30360	0.055
				20-09-2019	5500	Buy	35860	0.065
				27-09-2019	3232	Buy	39092	0.071
				04-10-2019	44	Buy	39136	0.071
				11-10-2019	5251	Buy	44387	0.081
				18-10-2019	3175	Buy	47562	0.086
				25-10-2019	1203	Buy	48765	0.089
				01-11-2019	2636	Buy	51401	0.093
				08-11-2019	3053	Buy	54454	0.099
				15-11-2019	3665	Buy	58119	0.106
				22-11-2019	12155	Buy	70274	0.128
				29-11-2019	4500	Buy	74774	0.136
				06-12-2019	1253	Buy	76027	0.138
				13-12-2019	1011	Buy	77038	0.14
				20-12-2019	500	Buy	77538	0.141
				27-12-2019	3078	Buy	80616	0.147
				31-12-2019	500	Buy	81116	0.147
				28-02-2020	3500	Buy	84616	0.154
				06-03-2020	2500	Buy	87116	0.158
				20-03-2020	3838	Buy	90954	0.165
				27-03-2020	3254	Buy	94208	0.171
				31-03-2020	700	Buy	94908	0.172
10	Payal Himatsingka - Closing Balance	76500	0.139	01-04-2019				
				31-03-2020	0	No Change	76500	0.139
11	Alexander Murugavel - Closing Balance	57060	0.104	01-04-2019				
				05-04-2019	-100	Sold	56960	0.10
				12-04-2019	-40326	Sold	16634	0.03
				13-04-2019	-16634	Sold	0	0

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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2019			Cumulative Shareholding during the year (01-04-2019 - 31-03-2020)			% 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 At the end of the year i.e. 31-03-2020	21998930	39.98	01-04-2019 31-03-2020	0	No Change	21998930	39.98
2	Mr. Yashvardhan Ruia - Executive Director At the end of the year i.e. 31-03-2020	2000	0.004	01-04-2019 31-03-2020	0	No Change	2000	0.004
3	Mr. Ajay Puranik - President - Legal & Company Secretary At the end of the year i.e. 31-03-2020	500	0	01-04-2019 31-03-2020	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 2019-20.

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 2019-20.

## V INDEBTEDNESS :

(₹ In Lakhs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	6721.85	0	0	6721.85
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	6.51	0	0	0
<b>Total (i+ii+iii)</b>	<b>6728.36</b>	<b>0</b>	<b>0</b>	<b>6721.85</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	414.61	0	770.00	1184.61
Reduction	2045.28	0	65.00	2110.28
<b>Net Change</b>	<b>(1630.67)</b>	<b>0</b>	<b>705.00</b>	<b>(925.67)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	5,097.69	0	705.00	5802.69
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	10.12	0	0	0
<b>Total (i+ii+iii)</b>	<b>5,107.81</b>	<b>0</b>	<b>705.00</b>	<b>5,802.69</b>

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :****A. Remuneration to Managing Director, Whole Time Director and/or Manager :****(₹ In Lakhs)**

Sr.No	Particulars of Remuneration	Chairman & Managing Director	Executive Director	Total
1	Gross salary	Mr. Hemant Kumar Ruia	Mr. Yashvardhan Ruia	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	136.68	30.60	<b>167.28</b>
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	19.69	6.36	<b>26.05</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>156.37</b>	<b>36.96</b>	<b>193.33</b>
	<b>Ceiling as per the Act</b>	168.00	84.00	252.00

**B. Remuneration to other directors :****(Amount in ₹ )**

Sr. No	Particulars of Remuneration	Name of the Directors				
		Mr. K K Seksaria*	Dr. P H Vaidya	Dr. M K Sinha**	Mr. A S Nagar	Mr. B M Jindel
1.	Independent Directors					
	(a) Fee for attending board / committee meetings	20000.00	62500.00	25000.00	27500.00	50000.00
	(b) Commission	0	0	0	0	0
	(c) Others, please specify	0	0	0	0	0
	<b>Total (1)</b>	<b>20000.00</b>	<b>62500.00</b>	<b>25000.00</b>	<b>27500.00</b>	<b>50000.00</b>
2.	Other Non-Executive Directors	<b>Ms. Nimisha Dutia</b>				
	(a) Fee for attending board / committee meetings	20000.00	-	-	-	-
	(b) Commission	0	-	-	-	-
	(c) Others	0	-	-	-	-
	<b>Total (2)</b>	<b>20000.00</b>		--	-	-
	<b>Total (B)=(1+2)</b>	<b>205000.00</b>				
	<b>Total Managerial Remuneration</b>					
	<b>Overall Ceiling as per the Act</b>	<ul style="list-style-type: none"> <li>₹ 32.08 Lakhs (being 1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013).</li> <li>Ceiling for Board /Committee meeting is ₹ 1.00 Lakh per meeting.</li> </ul>				

\* Ceased to be a Director with effect from 29.09.2019.

\*\* Ceased to be a Director with effect from 02.02.2020.



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

(₹ In Lakhs)

Sr.No	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross Salary	Mr. Ajay Puranik	Mr. Pramod Sharma	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	38.21	19.44	57.65
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0.61	0.53	1.14
	(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, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>38.82</b>	<b>19.97</b>	<b>58.79</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 Penalty Punishment Compounding	- - -	- - -	- - -	- - -	- - -
B	DIRECTORS Penalty Punishment Compounding	- - -	- - -	- - -	- - -	- - -
C	OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding	- - -	- - -	- - -	- - -	- - -

Date: 13/08/2020

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, 2020.

Name of the Related party & Nature of Contract	Nature of Relationship	Duration of Contract	Salient terms	Amount (in ₹)
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, 2020.

Name of the Related Party & Nature of Contract	Nature of Relationship	Duration of Contract	Salient Terms	Amount (in ₹)
NIL	NIL	NIL	NIL	NIL

**Date: 13/08/2020**

**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 31<sup>st</sup> March, 2020

[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 (CIN : L24229AS1973PLC001446) (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and I am expressing my opinion thereon.

Based on my verification of the Company's 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 31<sup>st</sup> March, 2020, 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 31<sup>st</sup> March, 2020 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 FZ LLC.
- 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) Boilers Act,1923;
- xii) Gas Cylinders Rules;
- xiii) Trademarks Act,1999;
- xiv) Standards of Weights & Measures (Enforcement) Act,1985;
- xv) 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. During the year under review, Mr Kailashchandra Kesardeo Seksaria (DIN: 00115565) ceased to be Director of the Company w.e.f. September 28, 2019 due to expiry of his term of his office. Dr. Mithilesh Kumar Sinha (DIN: 00043988) ceased to be the Director of the Company on his demise on February 02, 2020. 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 :

- I. The Company has passed Special Resolutions for :
  1. Reappointment of Dr. Pandurang Hari Vaidya (DIN:00939149) as an Independent Director to hold office for a second term of Five (5) consecutive years from September 29, 2019 to September 28, 2024.
  2. Reappointment of Dr. Mithilesh Kumar Sinha (DIN:00043988) as an Independent Director to hold office for a second term of Five (5) consecutive years from September 29, 2019 to September 28, 2024.
  3. Reappointment of Mr. Arun Shanker Nagar (DIN:00523905) as an Independent Director to hold office for a second term of Five (5) consecutive years from September 29, 2019 to September 28, 2024.
  4. Reappointment of Mr. Brijmohan Jindel (DIN: 00071417) as an Independent Director to hold office for a second term of Five (5) consecutive years from September 29, 2019 to September 28, 2024.
  5. Re-appointment of Mr. Hemant Kumar Ruia (DIN : 00029410) as the Chairman & Managing Director for a further period of Five (5) years from April 1, 2019 to March 31, 2024 with a revised remuneration for a period of Three (3) years from April 1, 2019 to March 31, 2022.
  6. Revision in remuneration of Mr. Yashvardhan Ruia (DIN : 00364888), Executive Director from April 1, 2019 for remainder of his current term i.e till May 31, 2020.
- II. During the year under review the Company has disposed off its 51% stake in its subsidiary APL Infotech Ltd at its meeting held on 04th March, 2020 and APL Infotech Limited thus ceased to be the subsidiary of the Company from that date.

The Company had declared Interim Dividend with a payment date of March 23, 2020 and had made the payments electronically to those shareholders whose bank/payment details were available. Due to spread of COVID 19 and subsequent nationwide lock down, the physical Dividend Warrants which were dispatched by the Company in time were returned undelivered and Company is in the process of reprinting of Dividend Warrants. However, as per the Bank Statement as on 31.03.2020 made available to me only 2.28% of the total dividend amount remains unpaid and 97.72% of the Dividend amount has been paid.

Place : Mumbai  
Date : 29/06/2020  
UDIN : F009925B000395301

For **SK Makhija & Associates**  
Company Secretaries

**Suman Makhija**  
FCS : 9925, CP : 13322  
Unique Code : I2014MH1169300

## 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, 2020.

### A. Conservation of Energy :

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

1. Continuous up gradation of Electrical system has resulted in minimizing losses.
2. Production downtime has been reduced by strictly adhering to predictive/preventive maintenance schedule.
3. In our endurance towards saving of power, energy efficient Motors & Transformers are incorporated with system.
4. Continuous monitoring of Power factor & maintaining of power factor at higher level has enabled to minimize Maximum demand & also electrical losses.
5. Variable Frequency Drives have been installed for cooling Tower Fans to reduce electrical power consumption.
6. Saving in electrical consumption has been obtained by installing turbo ventilators.
7. High energy efficient air diffusor system fitted in new ETP instead of conventional aeration system.

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

1. To obtain better fuel combustion, additives for bio fuels are persistently being used.
2. Fuel consumption has been curtailed & pollution level has been reduced by installation of high efficient PNG fired Thermopacs & boilers.
3. Persistent usage of Boiler water additives has resulted in better Thermal efficiency.
4. Effective usages of water treatment chemicals has resulted in reduction scale formation, thereby facilitating better heat transfer.
5. Effective checking of insulations on pipelines, equipments & replacement of the same wherever necessary has helped to obtain better efficiency.

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

The Capital investment on energy conservation equipments is ₹ 13.00 Lakhs during the FY 2019-20.

### B. Technology Absorption :

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

- a) Newly developed product after successful R& D trials and commercialization yielded benefit through technology absorption.
- b) In-house R&D efforts to adapt latest technological progresses to produce new range of products.
- c) Achieved technical growth by attending seminars, symposium, literature survey and international exhibitions. Continues efforts for product development with scientific reasoning and innovation to compete in market.
- d) Adaptation, innovation of design engineering to commercialize newly developed products.

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

- a) Overall growth in production capabilities and profitability.
- b) Commitment towards regular supplies for our product within required time frame.
- c) Import substitution contribution to required local customers and improved business opportunity.
- 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 : ₹ 114.82 Lakhs.



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

<b>Sr. No.</b>	<b>Particulars</b>	<b>Current Year 2019 -20 (₹ In Lakhs)</b>	<b>Previous Year 2018-19 (₹ In Lakhs)</b>
1.	Foreign exchange earned ; Exports of goods on FOB basis	19688.84	17574.16
2.	CIF value of Imports	9352.26	14255.79
3.	Expenditure in foreign currencies	902.42	856.08

**Date: 13/08/2020**  
**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 - 29:1 Mr. Yashvardhan Ruia, Executive Director - 7:1
b	the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year;	CMD : 50% ED : 50% CS : 10% 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;	245
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. During the year under review, 50% increment was given to Mr. Hemant Kumar Ruia, Chairman & Managing Director and Mr. Yashvardhan Ruia, Executive Director and 10% increment was given to all 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 and revision in the remuneration of CMD is made at the time of re-appointment.

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

**Date: 13/08/2020**  
**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 programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.  
The Company has been undertaking CSR activities since past Six years. The CSR Committee of the Company identifies certain projects on its own or through Trusts /Agencies which carry out CSR activities. Depending on the priority, urgency and need of the situation they are shortlisted 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:-
  - i) Dr.P.H.Vaidya - Independent Director – Chairman of the Committee
  - ii) Mr.Hemant Kumar Ruia – Chairman & Managing Director
  - iii) Mr.B.M.Jindel – Independent Director
3. Average Net Profit of the Company for last Three financial years:-  
Average Net Profit: ₹ 2,412.21 Lakhs
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) The Company is required to spend ₹ 48.24 Lakhs towards CSR for the Financial Year 2019-20 on or before 31<sup>st</sup> March, 2020 or such extended time as granted by MCA,GOI, vide its circulars.
5. Details of CSR spent during the Financial Year :-
  - a) Total Amount to be spent for the Financial Year: ₹ 48.24 Lakhs
  - b) Total Amount spent during the year: ₹ 27.42 Lakhs
  - c) Total Amount spent within the extended time : ₹ 21.00 Lakhs
  - d) Amount unspent, if any : NIL
  - e) 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 were 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.	Maintenance cost of Tree Plantation	Ensuring Environmental Sustainability	Anegaon, Kalyan, Maharashtra	1.308	1) 1.308 2) NIL	1.308	1.308 through M/S A.K. Rural Development Trust (NGO)
2.	Cancer Treatment	Health care	Sion, Mumbai, Maharashtra	1.00	1) 1.00 2) NIL	1.00	1.00 through Asian Cancer Foundation.
3.	Making available safe drinking water	Health care	Village Vashi Mangaon Dist, Maharashtra	3.61033	1) 3.61033 2) NIL	3.61033	3.61033 directly by the Company
4.	Road Construction	Rural Development	Khopoli, Maharashtra	20.504	1) 20.504 2) NIL	20.504	20.504 directly by the Company

5.	Women Empowerment	Promoting gender equality and empowering women	New Delhi	1.00	1)1.00 2) NIL	1.00	1.00 through Independent organization – Women’s Association for Training Empowerment & Resettlement
6.	Promotion of Education and Women Empowerment	Literacy, Promoting gender equality and empowering women	Mumbai	21.00	1) 21.00 2) NIL	21.00	21.00 through Smt. Bhagirathibai Manmal Gochar Trust.
	<b>Total</b>		<b>48.42</b>	<b>48.42</b>	<b>48.42</b>	<b>48.42</b>	

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. Your Company believes this is the best way to deliver long term sustainable growth, while reducing its environmental footprint and increasing its positive social impact. The policy affirms our commitment to preserve natural resources and augment the growth and development of the communities, suppliers/vendors, investors and society as a whole. The Company has thus thought of a versatile Theme in its Corporate Social Responsibility activities. The Company has provided financial support for promoting environmental sustainability, health care, making available safe drinking water and constructing roads enabling people living in rural areas to get connected to urban areas. A brief note on Corporate Social Responsibility activities done by the Company is as follows :

- Trees and plants are the prime source of environmental purification and beautification. In fact, forests being the only natural industry which produces oxygen which is basic necessity for survival of human kind. In order to be a part of this cause and to contribute in the environmental balance, the Company has spent on planting and maintenance of the trees planted in the specific areas of Maharashtra.
  - Cancer refers to any one of a large number of diseases characterized by the development of abnormal cells that divide uncontrollably and have the ability to infiltrate and destroy normal body tissue. The Company has provided financial support towards such a cause through the Institute “Asian Cancer Foundation”.
  - Water is the most important substance for survival of every human being and the Company constantly contributes towards this by making available a safe drinking water to the people living in remote rural areas by constructing facilities.
  - Infrastructure spends, by constructing roads and connecting rural areas to urban areas which can lead to the development of such rural areas.
  - Empowerment of women is a necessity for the very development of any society. It enhances both the quality and the quantity of human resources available for the overall development. The Company contributed to this noble cause through Womens Association.
  - India’s literacy rate is about 74.04%. also there is a shortage of medical facilities in villages and in rural areas of India. The Company has contributed its little share in promoting these activities by extending the financial support to “Smt. Bhagirathibai Manmal Gochar Trust”, a registered public charitable trust which is actively engaged since last so many decades in the promotion of education, medical facilities to poor, women empowerment, betterment of cattle, sanitation, etc.
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 CSR Committee  
(DIN : 00939149)

Sd/-

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

Date: 13/08/2020

Place: Mumbai

## REPORT ON CORPORATE GOVERNANCE

Good corporate governance is a defining factor in organizational success and economic stability. It helps to achieve the goals of the organization, manages the relationship amongst the stakeholders including board of directors and the shareholders and aims at enhancing the value of the Company and all of its stakeholders in the long term by ensuring transparency, disclosures, accountability and integrity into business practices. The Management of the Company believes that the ethical business practice is the important attribute for all-round growth of a Company as it imbibes the sense of responsibility and increases the productivity and overall employee morale. 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 in true letter and spirit. Corporate Governance is about maintaining a valuable relationship and trust with all the stakeholders, commitment to values and promoting corporate fairness. Your Management is committed to doing things the right way which means taking proper and effective business decisions and discharging its duties ethically and ensuring compliance with all applicable legislations. Your Company has a strong foundation that reflects its ethical values through "just and equitable" corporate behavior.

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 31<sup>st</sup> March, 2020, comprises of Chairman and Managing Director, One Executive Director, Three Non-Executive & Independent Directors and One Non- Executive & Non- Independent Woman 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 as on 31.03.2020		
			Board Meeting	Last AGM	Other Directorships # (Category of Directorship)	Committee @	
						M	C
Mr. Hemant Kumar Ruia	30/05/1992	CMD and Promoter	5	Yes	1. APL Infotech Ltd (Chairman) 2. The Seksaria Biswan Sugar Factory Ltd (Independent Director) 3. APL Holdings & Investments Ltd (Non-Executive Director)	- 2 -	- - -
Mr. Yashvardhan Ruia	10/05/2017	ED and Promoter	5	Yes	1. APL Infotech Ltd (Executive Director) 2. Alumilite Architechurals Ltd. (Independent Director) 3. Western India Automobile Association (Professional Director)	- 1 -	- - -

Mr. K. K. Seksaria <sup>1</sup>	14/08/1984	NE	2	No	NA	NA	NA
Dr. M. K. Sinha <sup>2</sup>	19/12/1997	NE & ID	2	No	NA	NA	NA
Dr. P. H. Vaidya	18/09/1998	NE & ID	5	No	-	-	-
Mr. A. S. Nagar	24/01/2003	NE & ID	2	No	-	-	-
Mr. B. M. Jindel	30/01/2007	NE & ID	4	Yes	-	-	-
Ms. Nimisha Dutia	27/08/2014	NE	2	No	-	-	-

1. Mr. Kailashchandra Kesardeo Seksaria's term was completed on September 28, 2019. Mr. Seksaria did not seek re-appointment and hence ceased to be Director w.e.f. September 29, 2019.
2. Dr. Mithilesh Kumar Sinha, Independent & Non Executive Director ceased to be a Director on demise on February 02, 2020.

**Note :**

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

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. They have also given declaration under Rule 6(1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, that their names are registered in the databank as maintained by the Indian Institute of Corporate Affairs (IICA). In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors, if applicable, are required to undertake online proficiency self-assessment test conducted by the IICA within a period of one (1) year from the date of inclusion of their names in the data bank or such time as amended by the Central Government. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. A formal letter of appointment to Independent Directors as provided in Act has been issued and uploaded on the Website of the Company viz. [www.amines.com](http://www.amines.com). The meeting of Independent Directors without the presence of non-independent directors and members of the Management was held on 11th February, 2020. 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.

**Roles, Responsibilities and Duties of the Board :**

The duties of Board of Directors have been enumerated in the Listing Regulations, Section 166 and Schedule IV of the Act. There is a clear demarcation of responsibilities and authority amongst the members of the Board.



### **The Chairman and Managing Director :**

The Chairman and Managing Director reports to the Board and has been entrusted with the responsibility of leadership, policy devising and decision making in addition to managing all day to day operations to achieve the goals of the Company. He is responsible, inter alia for effective functioning of the Board and for ensuring that all the relevant issues are placed before them and all Directors are encouraged to provide their expert guidance on the issues raised in the meetings of the Board, Committees and generally.

He is also responsible for formulating the corporate strategies along with other members of the Board of Directors. His role, inter alia, includes to :

- Provide leadership to the Board & preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision and policies.
- Ensure that the Board decisions are aligned with the Company's strategic policies.
- Ensure to place all relevant matters before the Board and to encourage healthy participation of all the Directors to enable them to provide their suggestions and expert guidance.
- Monitor the core management team.

### **Executive Director :**

The role of the Executive Director is equally important as in to lead the Company in a direction to achieve its goals as envisaged and to support the Managing Director in every possible way.

### **Non-Executive Directors (including Independent Directors) :**

Non-Executive Director plays a significant role in balancing the functioning of the Board by providing his, views, independent analysis and judgement on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. His role, inter- alia, includes to:

- Impart balance to the Board by providing fair and independent judgement.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

### **c) Familiarization Program 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 into their roles, rights and responsibilities and enable them to take well informed decisions. The Company had conducted the Familiarization Program 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 programmes 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 and other relevant matters to discharge their duties to the best of their abilities. The programme focuses on the strategy for the future and covers all parts of the business and functions. The Independent Directors are also exposed to the constitution, Board procedures, matters reserved for the Board and major risks facing the business and mitigation programs. Apart from the above, the Directors are also given an update on the environmental and social impact of the business, corporate governance, regulatory developments and investor relations matters. 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 Program 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 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020, Five Board Meetings were held on following dates – 27<sup>th</sup> May, 2019; 13<sup>th</sup> August, 2019; 13<sup>th</sup> November, 2019; 11<sup>th</sup> February, 2020 and 04<sup>th</sup> March, 2020. 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 important decisions taken at the Board/ Committee Meetings are communicated to the Heads of concerned department/division. The Company Secretary attends the Board Meetings and informs the Board on Compliances with applicable laws and governance. 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 depending upon the urgency and importance of business matters. Once in a quarter they meet statutorily to review and take on record the quarterly financial results and status of the action taken on points arising from the earlier meetings. The Board business also includes overseeing the performance of the Company, business development and approval of overall business strategies and other strategic, transactional and governance matters as required under the Act, Listing Regulations and other applicable legislations. 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 and the detailed agenda along with the relevant notes and other material information are sent in advance to each Director. This ensures active participation and timely informed decisions by the Board. 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 about the overall performance of the Company and its subsidiaries. As required under the Secretarial Standards, the draft minutes of the meetings are circulated to all the Directors for their perusal and approval. The minutes of Board Meetings are signed by the Chairman of the Company 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 2019-20 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<sup>st</sup> March, 2020.

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 and Risk management. 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 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 mentioned in the terms of reference of the audit committee;
21. Review of information as mandated by the SEBI Listing Regulations.

**b) Functions of Audit Committee :**

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Act. The compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2020. The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. The Statutory Auditors are responsible for performing Independent Audit of the Company's Financial Statements and Company's internal financial control over financial reporting in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

Besides the above, Chairman and Managing Director, Chief Financial Officer, Business Heads of the Company's Divisions, the representatives of the Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings. The representatives of the Cost Auditor attend such Meetings of the Audit Committee where matters relating to the Cost Audit Report are discussed. The Company Secretary acts as a Convenor to the Committee as required by Regulation 18(1) (e) of the Listing Regulations. The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Unaudited Consolidated Financial Statements as required by Regulation 33 of the Listing Regulations. The Company's Quarterly Un-audited Standalone and Consolidated Financial Statements are made available on the website [www.amines.com](http://www.amines.com) and are also sent to the Stock Exchanges where the Company's Equity Shares are listed for display at their respective websites. The Audit Committee also oversees and reviews the functioning of a vigil mechanism and reviews the findings of investigation into cases of material nature and the actions taken in respect thereof, if any.

**c) Composition of Audit Committee :**

The composition of the Audit Committee is in accordance with Regulation 18 of the SEBI Listing Regulations. As on date of this report, the Audit Committee comprises of an Independent Director as the Chairman and 2 out of 3 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 Four Members viz. Mr. A S Nagar, Mr. Hemant Kumar Ruia, Mr. B M Jindel and Dr. P H Vaidya. Except Mr. Hemant Kumar Ruia all other members of the Audit Committee are Non-executive and Independent Directors. Mr. A S Nagar 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; 1<sup>st</sup> April 2019 to 31<sup>st</sup> March, 2020 on following dates i.e. on 25<sup>th</sup> May, 2019; 13<sup>th</sup> August, 2019; 13<sup>th</sup> November, 2019; 11<sup>th</sup> February, 2020 and 04<sup>th</sup> March, 2020. The requisite quorum was present at all the Meetings.

Name of the Director	Designation	Category	No. of Meetings Attended
Mr. A. S. Nagar*	Chairman	Non Executive & Independent	3
Mr. B. M. Jindel	Member	Non Executive & Independent	4
Dr. P. H. Vaidya	Member	Non Executive & Independent	5
Mr. Hemant Kumar Ruia	Member	Chairman & Managing Director	5
Dr. M. K. Sinha**	Member	Non Executive & Independent	2

\*Appointed as the Chairman of the Audit Committee on 27<sup>th</sup> May, 2019.

\*\*Ceased to be Member of the Committee on demise on 02<sup>nd</sup> February, 2020.

The Chairman of the Audit Committee, Mr. A. S. Nagar authorized Mr. Hemant Kumar Ruia, Chairman & Managing Director of the Company, to attend 44<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September, 2019 at Guwahati, Assam on his behalf.

### 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.

#### a) Terms of Reference :

- (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. A. S. Nagar, Chairman, Dr. P H Vaidya and Mr. B. M. Jindel, 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 :

One meeting was held during the Financial Year; 1st April, 2019 to 31<sup>st</sup> March, 2020 on 25<sup>th</sup> May, 2019. The requisite quorum was present at the Meeting.

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

\*Appointed as the Chairman of the Audit Committee on 27<sup>th</sup> May, 2019.

\*\*Ceased to be Member of the Committee on expiry of his term on 28<sup>th</sup> September, 2019.

Mr. Ajay Puranik, President (Legal) & Company Secretary of the Committee was present at the meeting held on 25<sup>th</sup> May, 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 service tax) paid during the Financial year was ₹2,05,000/- (Rupees Two Lakhs Five Thousand only)

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

#### **Remuneration to Executive Directors/ KMP :**

The Company has 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 are approved and governed by the resolutions passed in the meetings of the board and members of the Company. The Remuneration to the Executive Directors includes salary, perquisites, allowances, 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 the Company's overall performance, contribution towards growth, developing key areas of market, 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 Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees. 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 and 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 2019-20:**

##### **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	20,000	--
Dr. M. K. Sinha	20,000	5,000
Dr. P. H. Vaidya	50,000	12,500
Mr. A. S. Nagar	20,000	7,500
Mr. B. M. Jindel	40,000	10,000
Ms. Nimisha Dutia	20,000	---



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

The remuneration paid to the Chairman and Managing Director is by way of approval of the members through the Special Resolution passed at the 44<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September, 2019. The Term of appointment of the Chairman and Managing Director is for a period of Five years effective from 1<sup>st</sup> April 2019. The remuneration paid to the Executive Director is revised effective 1<sup>st</sup> April, 2019 by way of approval of the members through a Special Resolution passed at the 44<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September, 2019. The Term of appointment of the Executive Director is for a period of Three years effective from 1<sup>st</sup> June 2017. The appointment of the Chairman and 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 and 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 2019-2020 is shown in detail here under :

( Amount in ₹ )

	Salary	Perquisites	Bonus	Total
Chairman & Managing Director	1,20,60,000.00	8,63,413.00	16,08,000.00	14531413.00
Executive Director	27,00,000.00	1,50,000.00	3,60,000.00	3210000.00

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.

**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 as on the date of this report comprises of Two Non-Executive Independent Directors and one Executive Director. The Committee comprises of Mr. B M Jindel, Mr. A. S. Nagar and Mr. Hemant Kumar Ruia. All members except Mr. Hemant Kumar Ruia, Chairman and Managing Director are Non - Executive and Independent Directors of the Company. Mr. A. S. Nagar is the Chairman of the Stakeholder Relationship Committee.

**b) Terms of Reference :**

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

The Committee specifically looks into redressal 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 the benefit of 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 from the shareholders or through Securities and Exchange Board of India (SEBI) Portal during the year under review.

The Committee met Two times during the Financial Year 2019-20 viz. 25<sup>th</sup> May, 2019 and 11<sup>th</sup> February, 2020. 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. A. S. Nagar*	Chairman	2
Mr. B. M. Jindel	Member	1
Mr. H. K. Ruia	Member	2
Dr. M. K. Sinha**	Member	0

\*Appointed as the Chairman of the Audit Committee on 27<sup>th</sup> May, 2019.

\*\*Ceased to be Member of the Committee on demise on 02<sup>nd</sup> February, 2020.

**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, 2019	NIL
Number of Share holders' complaints received during the year	16
Number of complaints resolved during the year	16
Number of complaints not solved to the satisfaction of shareholders	NIL
Number of pending complaints	NIL

The above table includes Complaints received from SEBI SCORES by the Company.

**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 ₹48.42 Lakhs for the Financial Year 2019-20. 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 25<sup>th</sup> May, 2019 and 04<sup>th</sup> March, 2020. 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
2018-19	25 <sup>th</sup> September, 2019 at 12.00 Noon	Guwahati	<ul style="list-style-type: none"> <li>- Approval of members of the Company for re-appointment of Dr. Pandurang Hari Vaidya as Independent Director of the Company for a period of Five years.</li> <li>- Approval of members of the Company for re-appointment of Dr. Mithilesh Kumar Sinha as Independent Director of the Company for a period of Five years.</li> <li>- Approval of members of the Company for re-appointment of Mr. Arun Shanker Nagar as Independent Director of the Company for a period of Five years.</li> <li>- Approval of members of the Company for re-appointment of Mr. B. M. Jindel as Independent Director of the Company for a period of Five years at a remuneration for a period of 3 years.</li> <li>- Approval of members of the Company for re-appointment of Mr. Hemant Kumar Ruia as Chairman &amp; Managing Director of the Company for a period of Five years.</li> <li>- Approval of members of the Company for revision in remuneration of Mr. Yashvardhan Ruia, Executive Director, for the remainder of his term.</li> </ul>
2017-18	27 <sup>th</sup> September, 2018 at 11.30 AM	Guwahati	<ul style="list-style-type: none"> <li>- Approval of members of the Company for continuation of directorship of Mr. Kailashchandra Seksaria who has</li> </ul>

Financial Year	Date and Time	Location	Special Resolution
			<p>attained the age of 75 years upto the expiry of his present term.</p> <ul style="list-style-type: none"> <li>- 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.</li> <li>- Approval of members of the Company for continuation of directorship of Dr. Mithilesh Kumar Sinha who has attained the age of 75 years upto the expiry of his present term.</li> </ul>
2016-17	27th September, 2017 at 12.30 PM	Guwahati	- Approval of Members of the Company, under section 186 of Companies Act, 2013, authorizing the Board of Directors to make investments, give guarantees and acquire securities not exceeding an amount of INR 1,000,000,000.

**b) Resolutions passed through Postal Ballot :**

No Special Resolution on matters requiring Postal Ballot were passed during the year under review. No Special Resolution is proposed to be conducted through Postal Ballot as on date.

**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" ("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, 2020. A declaration to this effect signed by the Chairman and 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 and 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 year 2019-2020.

#### 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) Amor Assam / Dainandin Barta (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 2019-20 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, 2020 of APL Infotech Limited and Amines & Plasticizers FZ LLC subsidiaries of the Company were placed before the Board and the Audit Committee for their information and review. The Company has sold its 51% stake in APL Infotech Ltd on March 04, 2020 to Hemant Kumar Ruia Group (Chefair Investment Private Limited), Promoter of the Company.

#### 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 Company's shares are listed on the BSE Limited.

##### b) Annual General Meeting for the Financial Year 2019-2020:

Date	:	September 29, 2020
Day	:	Tuesday
Time	:	4.00 PM
Venue	:	Annual General Meeting through Video Conferencing / Other Audio-Visual Means facility
Financial Year	:	April 1, 2019 to March 31, 2020
Book Closure	:	September 21, 2020 to September 29, 2020

**c) Financial Calendar for 2020-21 (Tentative) :**

The Financial Year of the Company is April - March of every year and the tentative details of the financial calendar for the year 2020-2021 are as under:

Results for the Quarter Ending on : Tentative time of declaration.

30<sup>th</sup> September, 2020 : Last week of October, 2020.

31<sup>st</sup> December, 2020 : Last week of January, 2021.

31<sup>st</sup> March, 2021 : Last week of April 2021.

Forty Sixth Annual General Meeting of the Company for the year ending 31<sup>st</sup> March 2021 : September 2021.

- d) Dividend Payment date** : The Board of Directors has not recommended final dividend for the financial year ended 31<sup>st</sup> March, 2020.

**e) Dividend Announcement:**

During the year under review, the Company has declared an Interim Dividend on 4<sup>th</sup> March, 2020. The Board of Directors at its meeting held on 29<sup>th</sup> June, 2020 proposed to confirm Interim Dividend as Final Dividend for the financial year 2019-2020 subject to the approval of Shareholders at ensuing Annual General Meeting.

**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. Due to the spread of COVID 19 and subsequent lockdown in the Country, the postal services were affected hence the dispatch of physical dividend warrants were completed as soon as the situation normalized. (as permitted vide MCA General Circular 20/2020 dtd 05.05.2020)

**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) rule, 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. The unpaid / unclaimed dividend for the financial year 2011-12 was transferred to the Fund in November, 2019. The details of unclaimed / unpaid dividend are available on the website of the Company viz. 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 Equity shares required to be transferred to the demat account of IEPF Authority, since the Company had declared dividend in the year 2011-12. The details of the shareholders whose shares are transferred to IEPF during the year 2019-20 are available on the Website of the Company 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 25, 2019 (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, 2020, 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 unclaimed.

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.

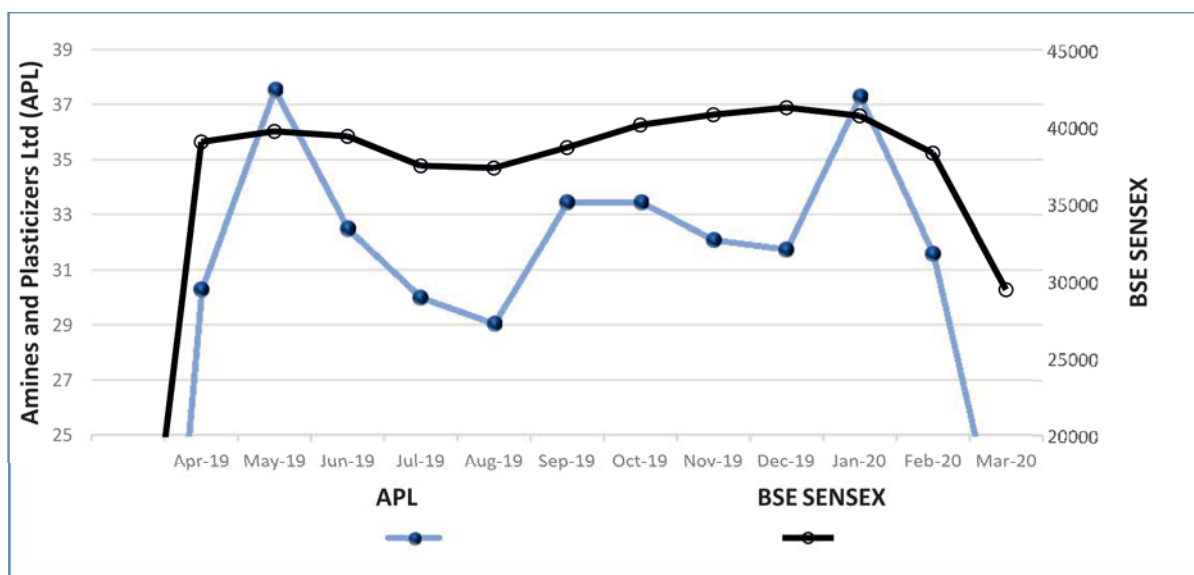
Financial Year	Date of Declaration	Face Value of Shares (₹)	Dividend per Share (₹)	Unclaimed Dividend Amount as on 31.03.2020 (₹)	Due Date of the proposed transfer to the Investor Education and Protection Fund
2012-13	27/09/2013	10	0.50	82416.00	31/10/2020
2013-14	29/09/2014	10	1.00	149748.00	02/11/2021
2014-15	23/09/2015	2	0.20	145492.00	26/10/2022
2015-16	16/03/2016	2	0.20	290709.00	19/04/2023
2016-17	27/09/2017	2	0.30	446816.00	31/10/2024
2017-18	27/09/2018	2	0.30	193208.00	30/10/2025
2018-19	25/09/2019	2	0.30	190019.40	02/11/2026
2019-20	04/03/2020	2	0.30	376345.20	09/04/2027

The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company at <http://www.amines.com/pdf/IEPF/details-of-nodal-officer.pdf>

- 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 ₹ 3,54,000/-for the Financial year 2020-21 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. Face Value of Shares ₹ 2/-		BSE Sensex	
	High (₹)	Low (₹)	High(₹)	Low (₹)
April 2019	35.00	28.60	39487.45	38460.25
May 2019	41.40	28.00	40124.96	36956.10
June 2019	38.40	31.50	40312.07	38870.96
July 2019	34.60	27.60	40032.41	37128.26
August 2019	34.05	26.10	37807.55	36102.35
September 2019	37.50	28.00	39441.12	35987.80
October 2019	36.00	28.00	40392.22	37415.83
November 2019	36.85	31.00	41163.79	40014.23
December 2019	33.50	29.50	41809.96	40135.37
January 2020	40.00	30.50	42273.87	40476.55
February 2020	38.20	28.35	41709.30	38219.97
March 2020	37.00	16.30	39083.17	25638.90



**j) Registrar and Transfer Agent (RTA) :**

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 :**

Share transfers are processed and duly endorsed share certificates are dispatched within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. To ensure smooth processing of Share Transfers, Transmissions, Transposition etc. Mr. Hemant Kumar Ruia, Chairman & Managing Director and Mr. Ajay Puranik, President (Legal) and 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. A summary of transactions so approved by the Committee is placed at the Board Meeting for their noting. The Company obtains a half-yearly certificate from Practicing Company Secretary as per the requirement of Regulation 40 (9) of Listing Regulations and the same is filed with the Stock Exchanges. In terms of requirements to amendments to Regulation 40 of Listing Regulations w.e.f. 1<sup>st</sup> April, 2019, transfer of securities in physical form, except in case of request received for transmission or transposition of securities, shall not be processed unless the securities are held in the dematerialized form with a depository.

Adequate care is taken to ensure that no share transfers are pending for more than the period stipulated in the SEBI (LODR) Regulations, 2015.

**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 helps nominees to get the shares transmitted in their favour without any hassles. Investors should get the nomination registered with the Registrar and Share Transfer Agent of Company. 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.

**Deal only with SEBI registered intermediaries**

Investors should deal only with the SEBI registered intermediaries so that in case of deficiency of services, investor may take up the matter with SEBI.

**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. Investors should avail the Electronic Payment Services for payment of dividend as the same reduces risk attached to physical dividend warrants. The Investors can update their bank details with the RTA of the Company on the link [https://sharexindia.com/Bank\\_Register.html](https://sharexindia.com/Bank_Register.html) in order to avoid risk attached with physical dividend warrants. 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 thus complies with the SEBI requirement in this regard.

**Service of documents through electronic mode :**

As a part of Green Initiative, the members who wish to receive the notices/documents through e-mail,

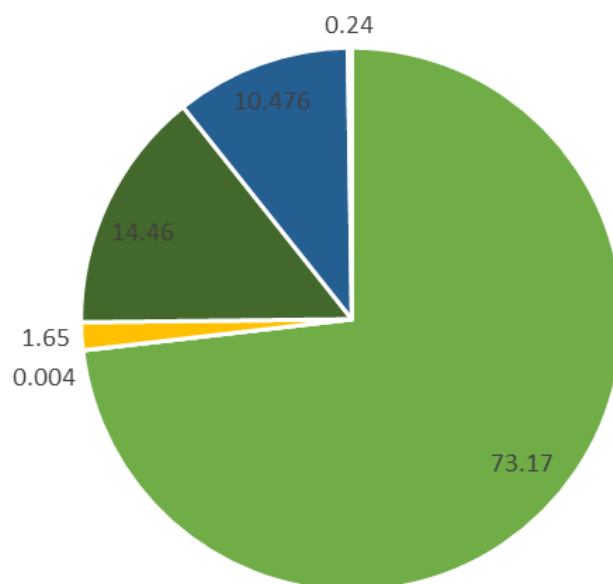
may kindly intimate their e-mail addresses to the Company's Registrar and Share Transfer Agent, Sharex Dynamic (India) Pvt. Ltd, by updating their details on the link [https://sharexindia.com/Email\\_Register.html](https://sharexindia.com/Email_Register.html)

#### I) Shareholding Pattern as on 31/03/2020 :

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	909940	1.65
4	Bodies Corporate	7957161	14.46
5	Indian Public /HUF / Clearing Members	5764760	10.476
6	Foreign Individuals or NRI	129389	0.24
	<b>Total</b>	<b>55020000</b>	<b>100.00</b>

Shareholding of the Company as on 31.03.2020



- Promoters
  - IEPF Authority
  - Indian Public /HUF / Clearing Members
- Banks / Financial Institutions and Insurance Companies.
  - Bodies Corporate
  - Foreign Individuals or NRI

**m) Distribution of Shareholding as on 31/03/2020 :**

No. of Equity Shares Held	No. of Shareholders	Percentage of Shareholders	No. of Shares	Percentage of Shares
Upto 100	1398	26.528	70785	0.129
101 to 200	582	11.044	95101	0.173
201 to 500	1375	26.091	532334	0.968
501 to 1000	913	17.324	765797	1.392
1001 to 5000	818	15.522	1936770	3.520
5001 to 10000	105	1.992	758101	1.378
10001 to 100000	67	1.271	1509527	2.744
100001 to Above	12	0.228	49351585	89.698
<b>Total</b>	<b>5270</b>	<b>100.00</b>	<b>55020000</b>	<b>100.00</b>

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

The total shareholding of the Company held in the electronic form as on 31/03/2020 is 53134065 with NSDL and CDSL which amounts to 96.57% 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 31/03/2020 :

	No. of Shareholders	No of Shares	% of Paid Up Capital
NSDL	2434	12665912	23.02
CDSL	1652	40468153	73.55
Physical	1287	1885935	3.43
<b>Total</b>	<b>5373</b>	<b>55020000</b>	<b>100</b>

**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)  
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 – 410 203.
- : APL Engineering Services  
(A division of Amines & Plasticizers Limited)  
Survey No. 49, Village Vadval, Taluka Khalapur,  
Dist. Raigad, Maharashtra – 410 203.

- 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.

**s) Secretarial Audit Report :**

The Company has undertaken Secretarial Audit for the financial year 2019-20 which, inter-alia, includes audit of compliance with the Companies Act, 2013 and the Rules made under the Act, Listing Regulations and applicable Regulations prescribed by the SEBI and Foreign Exchange Management Act, 1999 and Secretarial Standards issued by the Institute of the Company Secretaries of India. The Secretarial Audit Report forms part of this Annual Report.

**t) Annual Secretarial Compliance Report :**

The Company has undertaken an audit for the financial year 2019-20 for all applicable compliances as per SEBI Regulations and Circulars / Guidelines issued thereunder.

The Annual Secretarial Compliance Report has been submitted to the stock exchange within 60 days of the end of the financial year or as may be prescribed by SEBI.

**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 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. During the year under review, the Company has sold its 51% stake in Subsidiary Company to a Promoter group Company at a fair price as valued by a Registered Valuer. 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 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. Credit Rating : During the year under review, ICRA has reaffirmed ICRA BBB+ (pronounced ICRA triple B plus) with 'Stable Outlook' for long term credit facilities availed by the Company and [ICRA] A2 (pronounced ICRA A two) for the short term rating.
- h. 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).
- i. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Not Applicable.
- j. 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.

- k. 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.
- l. 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.

- m. 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.

- n. 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 / Half yearly / Annual Financial 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) Regulations, 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.	Maximum number of Directorship	17A	Directorship in listed entities	Yes
3.	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
4.	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
5.	Stakeholders Relationship Committee	20(1), (2) & (3)	Composition of Stakeholder Relationship Committee	Yes
		20(4)	Role of the Committee	Yes
6.	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)
7.	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employees.	Yes
8.	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)
9.	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

10.	Secretarial Compliance Report	24A	Secretarial Compliance Report	Yes
11.	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
12.	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
13.	Other Corporate Governance Requirements	27(1)	Compliance of Discretionary Requirements	Yes
		27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes
14.	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 31<sup>st</sup> March 2020, as envisaged in Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For Amines & Plasticizers Ltd**

**Place: Mumbai  
Date : 29/06/2020**

**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 and 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 31<sup>st</sup> March, 2020 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. Brijmohan Jindel	00071417	30/01/2007
4	Mr. Arun Shanker Nagar	00523905	24/01/2003
5	Dr. Pandurang H Vaidya	00939149	18/09/1998
6	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 : 29/06/2020  
UDIN : F009925B000395288

For **SK Makhija & Associates**  
Company Secretaries

**Suman Makhija**  
Proprietor  
FCS : 9925, CP : 13322  
Unique Code : I2014MH1169300

## 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, 2020, 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 : 13/08/2020  
UDIN : F009925B000577241

For **SK Makhija & Associates**  
Company Secretaries

**Suman Makhija**  
Proprietor  
FCS : 9925, CP : 13322  
Unique Code : I2014MH1169300

## **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 31<sup>st</sup> March, 2020 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**

**For Amines & Plasticizers Ltd**

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

**Pramod Sharma  
Chief Financial Officer**

**Place: Mumbai  
Date: 29/06/2020**

## MANAGEMENT DISCUSSION AND ANALYSIS

**Amines and Plasticizers Limited (“APL”)**, started its journey in 1973 as a small organization having its Factory at Turbhe, Navi Mumbai and over a period of 5 decades has now grown into a Company of international repute in Chemical Industry. It has at its disposal a multiproduct plant suitable for manufacturing of various specialty chemicals and thus catering to needs of various customers domestically and internationally.

### ECONOMIC OVERVIEW :

The Global Economy during the year 2019 has witnessed lot of volatility and uncertainty due to various factors including slowdown in the manufacturing sector and continuing trade tensions between Two Super Powers; US and China. Rising geo-political tensions also contributed to a fragile business sentiment. However, the Governments and Financial Regulators world over quickly took many stabilizing measures and their accommodative monetary policies provided much needed liquidity support to all the participants. India as a Nation could not remain immune from all these events and even our economy suffered from the slow down. The projected global economic growth, albeit downgraded was 2.9%, as against growth of 3.6% recorded in 2018. In Financial Year 2019-20, the Indian economy grew by 4.2% against 6.1% expansion in 2018-19 whereas China’s growth was 6.1% in 2019 vs. 6.7% in 2018. However, due to the spread of COVID-19 during the last quarter of FY 2019-20 which was declared as a Pandemic by World Health Organisation (WHO), the International Monetary Fund (IMF) and all major Credit Rating Agencies have projected a sharp contraction of the global economy to a status much worse than what resulted from the 2008-09 global financial crisis. As far as Indian economy is concerned, RBI expects a slow down during FY 2020-21 and moderate recovery in FY 2021-22.

India continues to be one of the fastest growing and emerging economies in the world. With an expected improvement on the economic front, there have been investments projected across various sectors of the economy. An impending revival in demand, positive consumption pattern and rising liquidity in the system, make India the most sought after investment destinations in the World. Being already the Fifth largest Economy in the World, India is supposed to enhance its place amongst the World’s top Three economic powers in the next 10-15 years. Due to the timely economic measures taken by the Government of India and the RBI, the Indian economy expects to grow more than 5 per cent in coming years.

### BUSINESS OVERVIEW

The Company is engaged in the production of alkyl alkanolamines, morpholine, alkyl morpholine and gas treating solvents which has end use in oil refineries, natural gas plants, ammonia plants, petrochemical plants, pharmaceuticals and agro chemicals. Alkyl Alkanol amines are mostly used in oil refineries and gas treating plants, whereas morpholine derivative is used majorly in Textile Fiber Industries. As reported earlier, the Company continues to manufacture over 50 different varieties of organic chemicals / amines / solvents and Agrochemicals. Petrochemicals is a core business segment of the Company and response from many of our Clients continues to be encouraging.

### Client profile :-

The Company operates in a niche segment of chemical manufacturing and has a large client base that includes all Public Sector Oil Companies / Refineries and Petrochemical Industries. As reported earlier, our foray into Textile and Electronic segment continues to yield good results and few blue chip companies operating in the said segments continue to be buyers of our products.

### SUBSIDIARY COMPANIES :

#### APL Infotech Ltd :

As reported earlier, the Company had made all necessary efforts to market the software product “PAnORaMA” of its subsidiary company but faced many challenges due to continual technology advancement in the sector. Since there was no income generation from the said Software product and constant financial strain on the

stand-alone balance sheet of the Company, the Board of Directors at its meeting held on March 04, 2020, after considering various factors, have sold its entire shareholding in APL Infotech Ltd. Accordingly, APL Infotech Ltd is now no longer a subsidiary of the Company.

### **AMINES AND PLASTICIZERS FZ LLC :**

The Company has incorporated a wholly owned subsidiary 'Amines and Plasticizers FZ LLC' in Ras Al Khaimah, Free Trade Zone 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 have been started and expected to pick up with the advent of orders from potential global clients.

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

The Company has always valued the importance of quality, safety and environment protection and has achieved 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.

EFfCI GMP (European Federation of Cosmetic Ingredients - Good Manufacturing Practices): APL has successfully gone through verification of compliance to EFfCI GMP, 2017 standard for some of its products which is the essential requirement of few global Cosmetic manufacturing customers.

### **GREEN INITIATIVE :**

Pursuant to MCA circulars in wake of spread of pandemic COVID 19, the Annual Report 2019-20 will only be sent through electronic modes to those shareholders whose email IDs are registered. The Shareholders are requested to register their e – mail IDs with the 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. In order to facilitate its shareholders, the Company has provided online facility to update their email ids at [https://sharexindia.com/Email\\_Register.html](https://sharexindia.com/Email_Register.html) and for Bank Details : [https://sharexindia.com/Bank\\_Register.html](https://sharexindia.com/Bank_Register.html). 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 with the assistance of Link Intime (India) Pvt. Ltd. provided the facility of Evoting through InstaVote and AGM will be conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM) with the help of InstaMeet. A detailed procedure for the same is mentioned in the Notes to the Notice of the 45<sup>th</sup> Annual General Meeting of the Company.



### **INDUSTRY STRUCTURE AND DEVELOPMENT :**

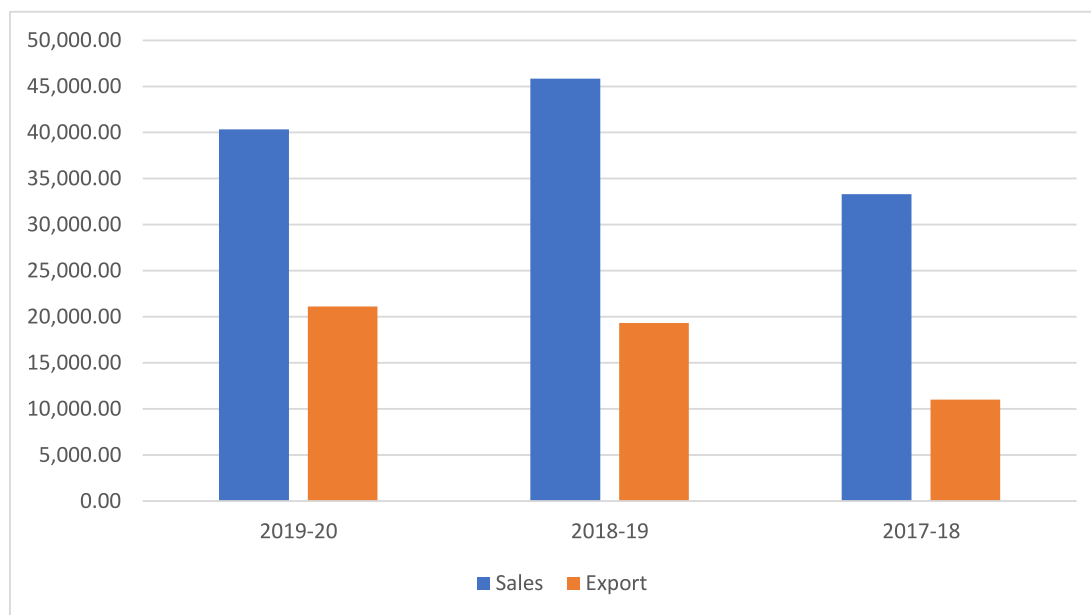
The Indian chemical industry is highly diversified and steadily growing. The size of the Indian Chemical Industry is USD 108.4 Billion. It is the 6th largest in the World and the 3rd largest in Asia. It accounts for ~3% of the global chemical industry. It covers more than 80,000 commercial products and is the mainstay of industrial and agricultural development of the country. It also provides building blocks for several downstream industries, such as textiles, papers, paints, varnishes, soaps, detergents, pharmaceuticals, etc. The sector has now moved from commodity based (sourcing of raw/refined chemicals) to need based (manufactured as per needs). The industry is collaborating with manufacturers to create value-based products.

India is rapidly becoming an ideal destination for Chemical manufacturing. Development of strong Intellectual Property regime backed by R&D focus is picking up pace. Development of infrastructure is also on a fast pace to enable chemical and manufacturing industry – warehouses, waste management facilities, ports etc to grow rapidly. The current per capita consumption of chemicals is very low at 1/10th of global average. This is expected to increase in the coming decade with India's expanding middle class population creating an unparalleled end-user market.

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

During the year under review, the Total Revenue of the Company was ₹ 40319.93 Lakhs as compared to ₹ 45848.74 Lakhs which is 12.06 % lower than the previous year. The Company's Profit after Tax rose to ₹2473.67 Lakhs as compared to ₹ 1727.99 Lakhs thus registering a growth of 43.15% over the previous year. The Chart depicts the Sales and Export proceeds of the Company over last 3 years.

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



### **PRODUCTWISE PERFORMANCE :**

During the year under review, Alkyl Alkanolamines and Morpholine Derivatives continue to be the major contributors in the Company's total turnover. The demand for Alkyl Alkanolamines continued in the local as well as in international markets, whereas Morpholine Derivative has been more in demand in the international market. On an aggregate, Alkyl Alkanolamines contributes around 62% of the total turnover whereas Morpholine Derivatives contributes around 22% to the Total turnover. Both these products have different variants based on their utility and composition.

During the year under review, the Quantitative sales of Alkyl Alkanolamines were lower but the margin was better as

compared to the previous year. The Company's another product of Alkyl Alkanolamines registered good response from the Domestic Markets and on the other hand the Company has developed new consumers for Morpholine Derivatives in the International Markets 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 :**

One of your Company's Alkyl Alkanolamine product has gained prominence as a raw material used for manufacture of certain pharmaceutical products used for the treatment of COVID-19 pandemic. Your Company has thus made immense contribution to the humanity at this critical juncture by producing this product, even by holding back manufacture of other range of our regular products.

One of your Company's niche product Methyl Diethanolamine (MDEA), blended with certain additives stand to gain from the present day scenario of huge "Coal Bed Methane Recovery" and "Gas to Liquid Technology" turning into reality in near future, in India. When Methane to Methanol Technology (Methane gas to Methanol liquid) flourishes, carbon dioxide absorption is a must in the intermediate stage and the best solvent for the same is Specialty Blended MDEA. This is, besides its already established market in Natural Gas Units, Refineries, Synthesis Gas Units producing Ammonia & Hydrogen & LNG units, contributing to reduction in carbon dioxide in atmosphere and subsequent reduction in global warming.

Two of Company's Alkyl Alkanolamine products based on Propylene Oxide are finding immense use in the booming infrastructure industry and also in the construction industry as cement additives. Further two products developed by the Company are finding great usage in water-borne type paint industry which helps in avoidance of 'environmental-unfriendly' solvents as well as in automobile coatings.

As the "Surfactants" field is growing tremendously in various fields, the market for our specific Ethoxylates / Propoxylates expected to grow simultaneously. Our R&D efforts in "Green Chemistry" in development of products are likely to bear fruits in near future.

### **REACH COMPLIANCE:**

One of our products of Alkyl Alkanolamine and Two Alkyl Morpholine products have been REACH registered as "Transported Isolated Intermediate (TII)" and the Company has already started exporting these products to European countries on this basis.

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

The ability to innovate is the key to business success in virtually every industry, but no-where is this truer than in the chemical industry. The Indian chemical industry is highly diversified and ever expanding due to its utility in other industries as well. With a coverage of over 80000 products, India was the sixth largest producer of chemicals in the World and the third largest in Asia. The industry was valued at over 100 billion U.S. dollars. The products of Chemical industry can be classified into basic, specialty and knowledge chemicals. Basic chemicals dominated the market share in the country at about 57 percent. The specialty chemical industry in India is still in the developing stage and picking up at a faster pace than ever. And the knowledge chemicals, the term refers to chemicals used in low quantities, specifically for end-use applications is also gaining momentum.

The sector has now moved from commodity based (sourcing of raw/refined chemicals) to need based (manufactured as per needs). Due to diversification in the sector, the Company has opportunities and a mounting pressure to deliver products as per consumer demands. Hence, Research & Development are the pillars to withstand the dynamic demands in the sector. Your Company places high emphasis on the 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 better margins.

Your Company operates in chemical segment which has inherent element of risks ranging from raw material procurement, plant operation safety, competition from international players and specific client base. Despite the inherent dangers in manufacturing and handling of chemical production, Industrial Safety Statistics show that the chemical industry is one of the safest industries in the Sector due to strong Corporate Governance and discipline followed at every level. The Management of the Company and Core Production Team at the Factory constantly identifies key factors such as continual products development, plant operation, credit / recovery risk and competitive risk. 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 market and for exports its either advance payment or letter of credit. 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. As reported earlier, due to timely expansion of product facilities, doubling the capacities, up-gradation of multi-product plant and deployment of new talent resulted in creating more business opportunities for the Company. The Company's adaptability to new changing business environment and consequent product development has resulted in achieving higher realization and also penetration in various other sectors which include pharma, medical etc. Also in-house Engineering division is self-sufficient to carry out erection, mechanical and 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.

As stated above, competition is an inevitable risk in all sectors and industries. The Company too faces competition from domestic and global Chemical manufacturers and suppliers. 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 Plant at its disposal which helps to cater to the needs of variety of customers. Diversified product portfolio and strong customer base continue to be the main strengths of the Company. Your Company being in the manufacturing segment requires certain raw material which is 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 Ethylene Oxide price volatility. In this context, Management would like to place on record its appreciation for Reliance Industries Limited, the major supplier of raw material of the company which maintained the price threshold of materials at acceptable price limits and thus adhered to the principles of good corporate business practice even during uncertain and volatile business environment. The Company plans its production and takes every possible step to mitigate the effects of unstable global conditions by reaching out to new customers, exploring new chemical markets. The Management constantly motivates its R&D Team in developing unique and innovative Specialty products to suit its customer needs. As regards fluctuations in Forex, the Company has natural hedging between exports and imports. The Management believes in Team work and encourages the concept of "One Team" and constantly through its Divisional / Functional Heads initiates interaction with the staff to understand their concerns and seek their suggestions for improving working environment.

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

The Company has an integrated framework for managing risks and 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 internal financial controls have been embedded in the business processes. Internal controls are regularly tested for design, implementation and operating effectiveness. The Compliance Function ensures compliance activities related to the Financial and Operational Management. This includes covering various statutes such as industrial and labour laws, taxation laws, corporate and securities laws, health, safety and environmental laws, etc.

The Company conducts its internal audit through Mr. Niranajan 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 :**

Human Resource has always been considered as the most important of all resources since it enables all other resources to be utilized at their full potential. Your Company believes in the potential of human resource to go beyond and be the game-changing force for the growth and success of business. The Company takes pride in the commitment, competence and dedication of its employees in all the areas. The Company places high importance and priority on the safety and well being of its employees by providing a safe, clean and motivating work environment. The management ensures regular skill and personnel development training to enhance employee participation and productivity.

The Management believes that 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 at all levels has enabled the Company to maintain its leadership position in chemical segment. Retaining and nurturing all members of staff is a key organizational goal and leadership mandate. The total number of employees on consolidated basis as on 31<sup>st</sup> March, 2020 stood at 498.

### **FINANCIAL PERFORMANCE :**

During the year under review, the Company registered lower turnover although Net Profit of the Company was higher by over 43% on a Standalone basis. The Company witnessed a growth of 9.18% in Revenue from Export as compared to previous year. The contribution of Export was 53% to the total turnover during the year under review.

( ₹ in Lakhs)

<b>FINANCIAL RESULTS</b>	<b>2019-20</b>	2018-19
<b>Total Income</b>	<b>40,319.93</b>	45848.74
Total Expenditure	35734.28	42117.42
Profit before Depreciation, Interest and Tax	4585.65	3731.32
Less:		
Depreciation	297.46	268.83
Interest	935.13	799.49
<b>Profit Before Tax</b>	<b>3051.15</b>	2663.00
Tax Expense	577.48	935.01
<b>Profit After Tax</b>	<b>2473.67</b>	1727.99

During the year under review, the total income of the Company witnessed a reduction of 12% and it stood at ₹40319.93 Lakhs as compared to ₹ 45848.74 Lakhs in the previous year. The total expenditure was lower by 15% and stood at ₹ 35734.28 Lakhs as compared to ₹ 42117.42 Lakhs in the previous year. The optimum utilization of resources and revisiting many cost centers resulted in the reduction of total expenditure which has helped the Company in achieving a growth of 43% in its Profit after tax as compared to the Previous year.

### **SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS (Standalone) :**

<b>Key Financial Ratios</b>	<b>FY 2019-20</b>	<b>FY 2018-19</b>	<b>Change %</b>	<b>Reasons for change</b>
EBITDA Margin %	10.62	8.14	30.47	Operational efficiency and resultant reduction in Cost of Sales.
Operating Profit Margin %	9.89	7.55	30.99	Increase in profitability due to better margin, reduction in Cost of Sales and other expenses.
Profit before Tax Margin % (PBT)	7.57	5.81	30.29	Increase in profitability due to better business visibility, realisation and reduction in cost.
Profit after Tax Margin % (PAT)	6.14	3.77	62.86	Increase in Profit Margin and reduction in Tax Rates.
Return on Net Worth %	19.59	15.26	28.37	Increase in profitability and better realisation of current assets and cash flow management.
Debt Equity Ratio	1.14	1.77	-35.59	Reduction in Debt, increase in profits and consequent increase in network.

**RESULTS OF OPERATIONS :**

( ₹ in Lakhs)

<b>Income</b>	<b>Year ending 31.03.2020</b>	Year ending 31.03.2019
Income from sale of products (Gross)	39450.46	45054.58
Sale of Services - Engineering	137.17	106.92
Export Incentives	327.06	344.79
Other Income	405.24	342.45
<b>Total Income</b>	<b>40319.93</b>	<b>45848.74</b>

The gross revenue from sales includes export revenue of ₹21109.92 Lakhs and domestic sales of ₹18804.77 Lakhs i.e. approximately 53% of export sales and 47% of domestic 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.



# Financial Statements

# 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, 2020, 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 2020, 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.

#### Emphasis of Matter

4. We draw your attention to Note 44 to the Statement of Standalone audited Results for the quarter ended March 31, 2020, which describes the impact of the outbreak of Coronavirus (COVID-19) on the business operations of the Company. In view of the highly uncertain economic environment, a definitive assessment of the impact on the subsequent periods is highly dependent upon circumstances as they evolve. Our conclusion is not modified in respect of this matter. Due to the COVID-19 related lockdown, we were unable to observe the Management's year-end physical verification of inventory at certain locations of the Company in India, amounting to ₹ 5939.19 lacs. We have performed alternate procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit Evidence - Specific Considerations for Selected Items", which includes inspection of supporting documentation relating to purchases, production, sales, results of cyclical count performed by the Management through the year and such other third party evidences where applicable, and have obtained sufficient appropriate audit evidence to issue our unmodified opinion on these Standalone Financial Results. Our report is not modified in respect of this matter.

#### Key Audit Matters

5. 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.
6. 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>a. Recoverability of Amounts from APL Infotech Limited (Subsidiary Company till 04.03.2020)</b> (as described in note 5 of the Ind AS financial statements)	
<p>As at 31st March, 2020 - Loans aggregating to ₹ 300 lakhs remained outstanding.</p> <p>During the current year company sold its entire stake from APL Infotech Limited (a 51 % subsidiary company) via agreement of sale of shares. According to Memorandum of Understanding Cum Guarantee Agreement, APL Infotech Limited will settle the entire dues including the interest accrued till the date by making a onetime settlement payment of ₹ 300 Lakhs.</p> <p>Total amount of Loan amount &amp; Interest outstanding as on date of transfer was ₹ 601.91 Lakhs (Net of adjustment for interest accrued in current year till date of transfer) against which Rs.300.00 Lakhs will be paid over period of 4 years by APL Infotech Limited. Further, the recoverable amount is backed by guarantee given by purchaser of shares of APL Infotech Ltd.</p> <p>Exceptional amount on account of one time settlement aggregating to ₹ 301.91 Lakhs is reported under as exceptional item in Statement of Profit &amp; Loss – Refer Note No.43.</p>	<p>Our audit procedures included and were not limited to 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 recoverable ability of the said amounts.</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> <li>• Verification of sale of shares agreement &amp; Understanding Cum Guarantee Agreement and cash flow arising on sale of shares.</li> <li>• Evaluated the adequacy of disclosures given in the standalone financial statements, including disclosure of significant assumptions, judgements and sensitivity analysis performed, in accordance with applicable accounting standards.</li> </ul>
<p>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.</p>	
<b>b. Capitalization of property, plant and equipment</b>	
<p>During the year ended March 31, 2020, the Company has incurred significant capital expenditure. Further, out of the total additions to property, plant and equipment of ₹ 3,444.42 Lakhs in the current year, significant part of the capitalization pertains to the EMEA Plant.</p> <p>The EMEA Plant have been successfully commissioned and capitalized during the year.</p> <p>Significant level of judgement is involved to ensure that the aforesaid capital expenditure / additions meet the recognition criteria of Ind AS 16 - Property, Plant and Equipment, specifically in relation to determination of trial run period and costs associated with trial runs for it to be ready for intended use.</p> <p>As a result, the aforesaid matter was determined to be a key audit matter</p>	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> <li>• Performed walk-through of the capitalization process and tested the design and operating effectiveness of the controls in the process.</li> <li>• Assessed the nature of the additions made to property, plant and equipment and capital work-in-progress on a test check basis to test that they meet the recognition criteria as set out in para 16 to 22 of Ind AS 16, including any such costs incurred specifically for trial run.</li> <li>• Assessed that the borrowing cost capitalized is in accordance with the accounting policy of the Company.</li> <li>• Reviewed the project completion/handover certificate provided by the management to determine whether the asset is in the location and condition necessary for it to be capable of operating in the manner intended by the management.</li> </ul>

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

7. The Company's management and Board of Directors are 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.
8. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
9. 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

10. The Company's Board of Directors are 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.
11. 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.
12. 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

13. 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.
14. 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)(l) 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.

15. 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.
16. 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.
17. 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**

18. 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.
19. 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.
20. 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, 2020 taken on record by the board of Directors, none of the directors is disqualified as on 31st March, 2020 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;
21. 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, 2020;
  - 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 31st March, 2020.

**For B D G & Associates**  
Chartered Accountants  
FRN No. 119739W

**Nikhil Rathod**  
Partner  
Membership No.: 161220  
Place: Mumbai  
Date: 29th June, 2020  
UDIN : 20161220AABV8019

## 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 Property, Plant & Equipment.
- (b) The Company has a regular program of physical verification of its property, plant and equipment under which property, plant and equipment are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
- (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 interest free unsecured loans to one company 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.
  - 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 in respect of Loan.
5. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal
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, 2020 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 Service Tax, 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
The Central Sales Tax Act, 1956 and Value Added Tax	Sales Tax and VAT	2013-2014	9.86	1.24	Joint Commissioner (Appeals)

8. 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

#### Nikhil Rathod

Partner  
Membership No.: 161220  
Place: Mumbai  
Date: 29th June, 2020  
UDIN: 20161220AABV8019



# 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, 2020 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, 2020, 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

#### **Nikhil Rathod**

Partner

Membership No.: 161220

Place: Mumbai

Date: 29th June, 2020

UDIN : **20161220AABV8019**



**BALANCE SHEET AS AT 31ST MARCH 2020**

(₹ in lakhs)

Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
<b>ASSETS</b>			
<b>1 Non-Current Assets</b>			
a) Property, Plant and Equipment	3	7,461.28	4,332.96
b) Capital Work-in-Progress	3	321.08	1,060.23
c) Other Intangible Assets	3	2.82	4.95
d) Financial Assets			
i) Investments	4	19.10	25.08
ii) Loans	5	416.41	450.71
e) Other Non-Current Assets	6	117.62	1,109.33
<b>Total Non-Current Assets</b>		<b>8,338.31</b>	<b>6,983.26</b>
<b>2 Current Assets</b>			
a) Inventories	7	5,939.19	5,667.28
b) Financial Assets			
i) Trade Receivables	8	6,838.38	7,669.31
ii) Cash and cash equivalents	9	201.53	1,012.11
iii) Bank Balances other than (ii) mentioned above	10	170.33	295.12
iv) Loans	11	17.98	26.18
v) Other Financial Assets	12	49.90	345.95
c) Other Current Assets	13	1,633.26	2,363.25
<b>Total Current Assets</b>		<b>14,850.57</b>	<b>17,379.20</b>
<b>TOTAL ASSETS</b>		<b>23,188.88</b>	<b>24,362.46</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	9,748.36	7,703.97
<b>Total Equity</b>		<b>10,848.76</b>	<b>8,804.37</b>
<b>Liabilities</b>			
<b>2 Non-Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	16	2,893.71	2,083.28
b) Provisions	17	56.30	41.46
c) Deferred Tax Liabilities (Net)	18 B	541.80	684.32
<b>Total Non-Current Liabilities</b>		<b>3,491.81</b>	<b>2,809.06</b>
<b>3 Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	19	2,599.18	4,332.41
ii) Trade Payables	20		
- Due to micro, small and medium enterprises		89.03	270.30
- Due to creditors other than micro, small and medium enterprises		5,266.70	6,967.03
iii) Other Financial Liabilities	21	451.95	461.48
b) Provisions	22 A	42.60	14.19
c) Current Tax Liabilities (net)	22 B	109.69	150.70
d) Other Current Liabilities	23	289.16	552.92
<b>Total Current Liabilities</b>		<b>8,848.31</b>	<b>12,749.03</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>23,188.88</b>	<b>24,362.46</b>

The accompanying Notes form an Integral Part of the Standalone Financial Statements. 1 to 45

In terms of our report of even date attached

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

**Nikhil Rathod**  
Partner  
Membership No- 161220

**Date :** 29th June, 2020  
**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 2020

(₹ in lakhs)

Particulars	Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Revenue from Operations	24	39,914.69	45,506.29
Other Income	25	405.24	342.45
<b>Total Income</b>		<b>40,319.93</b>	<b>45,848.74</b>
<b>Expenses :</b>			
Cost of Materials Consumed	26	26,689.41	32,711.47
Purchases of Stock-in-Trade		1,189.62	134.63
Changes in Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade	27	(1,118.22)	(163.97)
Employees Benefit Expenses	28	1,476.48	1,183.23
Finance Costs	29	935.13	799.49
Depreciation and Amortisation Expenses	3	318.23	293.10
<b>Less : Depreciation on Self Constructed Assets</b>		<b>(20.77)</b>	<b>(24.27)</b>
		<b>297.46</b>	<b>268.83</b>
Other Expenses	30	7,516.99	8,252.06
<b>Total Expenses</b>		<b>36,966.87</b>	<b>43,185.74</b>
Profit before exceptional items and tax		3,353.06	2,663.00
Exceptional items		301.91	-
<b>Profit before tax</b>		<b>3,051.15</b>	<b>2,663.00</b>
<b>Tax Expenses :</b>			
Current tax		720.00	868.00
Deferred tax		(142.52)	67.01
<b>Total Tax Expenses :</b>	18A	<b>577.48</b>	<b>935.01</b>
<b>Profit for the year</b>		<b>2,473.67</b>	<b>1,727.99</b>
<b>Other Comprehensive Income :</b>			
<b>Items that will not be reclassified to Profit or Loss</b>			
Remeasurement of post employment benefit obligations through Other Comprehensive Income (OCI)		(41.65)	(13.71)
<b>Other Comprehensive Income (Net of Income Tax)</b>		<b>(41.65)</b>	<b>(13.71)</b>
<b>Total Comprehensive Income for the Year</b>		<b>2,432.02</b>	<b>1,714.28</b>
Earning per Equity Share: (Face value of ₹2 each)			
Basic & Diluted	36	4.50	3.14

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

1 to 45

In terms of our report of even date attached

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

**Nikhil Rathod**  
Partner  
Membership No- 161220

**Date :** 29th June, 2020  
**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 2020

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

Particulars	Amount
Balance as at 1 April 2018	1,100.40
Changes in equity share capital during the year	-
<b>Balance as at 31 March 2019</b>	<b>1,100.40</b>
Changes in equity share capital during the year	-
<b>Balance as at 31 March 2020</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, 2018</b>	<b>0.05</b>	<b>100.20</b>	<b>6,125.55</b>	<b>(22.04)</b>	<b>6,203.76</b>
Total Comprehensive Income for the year ended 31st March, 2019*	-	-	1,727.99	(13.71)	1,714.27
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)
Excess Provision of Income Tax for earlier years	-	-	-	-	-
<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>
<b>Balance at the beginning of the reporting period i.e. 1st April, 2019</b>	<b>0.05</b>	<b>133.60</b>	<b>7,606.08</b>	<b>(35.75)</b>	<b>7,703.97</b>
Total Comprehensive Income for the year ended 31st March, 2020*	-	-	2,473.67	(41.65)	2,432.02
Dividends	-	-	(330.12)	-	(330.12)
Dividend Distribution Tax	-	-	(67.86)	-	(67.86)
Transfer to / (from) retained earnings	-	33.40	(33.40)	-	-
Short Provision of Income Tax for earlier years	-	-	-	-	-
Excess Provision of Income Tax for earlier years	-	-	10.35	-	10.35
<b>Balance at the end of the reporting period i.e. 31st March, 2020</b>	<b>0.05</b>	<b>167.00</b>	<b>9,658.72</b>	<b>(77.40)</b>	<b>9,748.36</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

**Nikhil Rathod**  
Partner  
Membership No- 161220

**Date :** 29th June, 2020  
**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 2020

### 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

**Nikhil Rathod**

Partner  
Membership No- 161220

**Date** : 29th June, 2020

**Place** : Mumbai

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

**Hemant Kumar Ruia**

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**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 2020

( ₹ in lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>A Cash Flow from Operating Activities</b>		
Net Profit before Tax and Extraordinary Items	3,051.15	2,663.00
Adjustments for :		
Depreciation and Amortisation Expenses	297.46	268.83
Loss on Sale of Fixed assets	-	21.73
Gain on Sale of Subsidiary Holding	(38.84)	-
Interest and Other Income	(363.86)	(328.85)
Finance Costs	935.13	799.49
<b>Operating Profit before Working Capital Changes</b>	<b>3,881.04</b>	<b>3,424.20</b>
Adjusted for :		
Non-Current/Current Financial and Other Assets *	3,015.97	(4,150.26)
Inventories	(271.91)	162.33
Non-Current/Current Financial and Other Liabilities/Provisions	(2,153.29)	2,224.57
	<b>590.77</b>	<b>(1,763.35)</b>
<b>Cash Generated from Operations</b>	<b>4,471.81</b>	<b>1,660.85</b>
Direct taxes (paid) /Refund (net of tax paid)	(750.66)	(792.85)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>3,721.15</b>	<b>867.99</b>
<b>B Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(2,684.50)	(1,620.38)
Sale, Square up /(Purchase) of Investments	44.82	(19.08)
Interest and Other Income	363.86	328.85
Sale of Fixed Assets	-	15.59
<b>Net Cash Flow from/ (Used in) Investing Activities (B)</b>	<b>(2,275.82)</b>	<b>(1,295.02)</b>
<b>C Cash Flow from Financing Activities</b>		
Proceeds/(Repayment) from Long Term Borrowings (Net)	810.43	723.23
Proceeds/(Repayment) from Short Term Borrowings	(1,733.23)	1,235.80
Dividend and Distribution Tax Paid	(397.98)	(199.66)
Interest Paid	(935.13)	(799.49)
<b>Net cash flow from / (Used in) Financing activities (c)</b>	<b>(2,255.91)</b>	<b>959.88</b>
<b>Net increase/(decrease) in Cash and Cash equivalents (Total A+B+C)</b>	<b>(810.58)</b>	<b>532.85</b>
<b>Cash and Cash equivalents - Opening Balance</b>	<b>1,012.11</b>	<b>479.25</b>
<b>- Closing Balance (refer note no. 9)</b>	<b>201.53</b>	<b>1,012.11</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

**Nikhil Rathod**  
Partner  
Membership No- 161220

**Date :** 29th June, 2020  
**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 2020

### 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

With effect from 1st April, 2019 Ind AS 116 – "Leases" (Ind AS 116) supersedes Ind AS 17 – "Leases". The Company has adopted Ind AS 116 using the prospective approach. The application of Ind AS 116 has resulted into recognition of Right-to-Use asset with a corresponding Lease Liability in the Balance Sheet.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 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 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.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 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

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset if it involves the use of an identified asset and the Company has substantially all of the economic benefit from the use of asset and has right to direct the use of the identified asset.

The cost of right-of-use asset shall comprise of amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred.

Right-of-use assets is subsequently measured at cost, less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of lease liabilities.

Right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of the Right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

### 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.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

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 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.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 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.

#### 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.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 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 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.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### m. Revenue Recognition

The Company manufactures and sells a range of chemicals and other products.

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 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)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

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.

### **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.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 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 2020

(₹ in lakhs)

Particulars	Gross Carrying Block			Depreciation / Amortisation			Net Carrying Value	
	As at 1st April, 2019	Additions	Deduction on Disposals	As at 31st March, 2019	Depreciation charge for the Period	Deduction on Disposals	As at 31st March, 2020	As at 31st March, 2019
<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	2.65	-	113.88	116.53
Buildings	682.18	1,108.41	-	1,790.59	23.94	-	1,702.95	618.48
Plant & Equipments								
Research & Development	182.60	-	-	182.60	11.69	-	138.75	150.44
Others	3,683.49	2,333.21	-	6,016.70	226.59	-	5,277.33	3,170.71
Furniture & Fixtures	15.30	0.53	-	15.83	1.85	-	8.88	10.20
Office Equipment	49.72	2.27	-	51.99	9.41	-	20.25	27.39
Vehicles	327.79	-	-	327.79	39.97	-	184.85	224.82
<b>Total (a)</b>	<b>5,079.94</b>	<b>3,444.42</b>	<b>-</b>	<b>8,524.36</b>	<b>316.10</b>	<b>-</b>	<b>7,461.28</b>	<b>4,332.96</b>
<b>b Intangible Assets</b>								
Software	11.28	-	-	11.28	2.13	-	2.82	4.95
<b>Total (b)</b>	<b>11.28</b>	<b>-</b>	<b>-</b>	<b>11.28</b>	<b>2.13</b>	<b>-</b>	<b>2.82</b>	<b>4.95</b>
<b>Total (a+b)</b>	<b>5,091.22</b>	<b>3,444.42</b>	<b>-</b>	<b>8,535.64</b>	<b>318.23</b>	<b>-</b>	<b>7,464.10</b>	<b>4,337.91</b>
<b>c Capital Work In Progress</b>								
Plant & Equipment under Installation							295.12	1,060.23
Building							25.96	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>321.08</b>	<b>1,060.23</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 2020**

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 and 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	3,137.69	575.32	29.52	3,683.49	202.62	4.33	3,170.71	2,823.20
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>4,460.37</b>	<b>673.65</b>	<b>54.08</b>	<b>5,079.94</b>	<b>290.97</b>	<b>16.76</b>	<b>4,332.96</b>	<b>3,987.61</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>4,471.65</b>	<b>673.65</b>	<b>54.08</b>	<b>5,091.22</b>	<b>293.10</b>	<b>16.76</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>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 2020

### 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, 2020	March, 2019		April, 2020	March, 2019	March, 2020	March, 2019
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
<b>(a)</b>	<b>Investments measured at Cost In Unquoted Equity Shares of Subsidiaries</b>							
i	Amines & Plasticizers FZ LLC	100	100	AED 1000	100	100	19.08	19.08
ii	APL Infotech Limited	-	597500	₹ 10	-	51	-	5.98
	<b>Total (a)</b>						<b>19.08</b>	<b>25.06</b>
<b>(b)</b>	<b>Investments measured at Fair Value Through amortized cost 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>19.10</b>	<b>25.08</b>
	Aggregate amount of quoted investments						-	-
	Market Value of quoted investments						-	-
	Aggregate amount of unquoted investments						<b>19.10</b>	<b>25.08</b>
<p><b>Note :</b> During the year, the Company has disposed off its entire shareholding in its Subsidiary APL Infotech Ltd at its meeting held on 04th March, 2020 at a consideration of Rs 44.81 Lakhs. Subsequent to the disposal, APL Infotech Ltd, has ceased to be the Subsidiary of the Company from 04th March, 2020.</p>								

### 5 Non Current Loans

Particulars	As at 31st March, 2020	As at 31st March, 2019
a) Loans to Subsidiaries		
i) Loans Receivables considered good - Secured	-	-
ii) Loans Receivables considered good - Unsecured	48.80	392.23
iii) Advances Receivables considered good - Unsecured	8.46	-
iv) Loans Receivables which have significant increase in Credit Risk	-	-
v) Loans Receivables - credit Impaired	-	-
b) Other Receivable form Related Parties	300.00	-
c) Security Deposits	59.15	58.48
<b>Total</b>	<b>416.41</b>	<b>450.71</b>

### 6 Other Non-Current Assets

Particulars	As at 31st March, 2020	As at 31st March, 2019
<b>Unsecured, Considered Good :</b>		
a) Capital Advances (Include borrowing cost ₹ NIL (Previous Year : ₹ 73.85 lakhs))	104.57	1,091.49
b) Prepaid Expenses	13.05	17.84
<b>Total</b>	<b>117.62</b>	<b>1,109.33</b>

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

### 7 Inventories : (Valued & Certified by the Management)

( ₹ in lakhs)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
a. Raw Materials	1,007.69		1,021.33	
Goods-in-transit	393.17		756.74	
		1,400.86		1,778.07
b. Materials for Repacking	1,011.93		664.57	
Goods-in-transit	242.00		1,048.62	
		1,253.93		1,713.19
c. Work-in-progress	929.70		1,127.92	
		929.70		1,127.92
d. Finished goods - for Trade	16.87		57.84	
Goods-in-transit	44.44		-	
		61.31		57.84
e. Finished goods	2,069.15		756.18	
Goods-in-transit	-		-	
		2,069.15		756.18
f. Stores and spares, Packing Material and Fuel	224.24		234.08	
Goods-in-transit	-		-	
		224.24		234.08
<b>Total</b>		5,939.19		5,667.28

### 8 Trade Receivables

Particulars	As at 31st March, 2020	As at 31st March, 2019
<b>Current - Unsecured</b>		
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	6,838.38	7,669.31
Trade Receivables which have significant increase in Credit Risk	-	-
Trade Receivables - credit Impaired	1.61	1.61
	6,839.99	7,670.92
<b>Less:</b> Provision for bad and doubtful debts	1.61	1.61
<b>Total</b>	6,838.38	7,669.31

### 9 Cash and Cash Equivalents

Particulars	As at 31st March, 2020		As at 31st March, 2019	
<b>Cash and Cash Equivalents</b>				
(i) <b>Balances with Banks</b>				
In Current Accounts	197.48		973.88	
ii) Cheques on hand	-		35.02	
iii) Cash on hand	4.05	201.53	3.21	1,012.11
		201.53		1,012.11
<b>Total</b>		201.53		1,012.11

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

### 10 Other Balances with Bank

(₹ in lakhs)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
<b>(i) Earmarked Balances with Banks</b>				
a) Balance in Unclaimed Dividend Accounts	18.75		13.94	
b) Fixed Deposits with banks (to the extent held as margin money for Letters of Credits, Guarantees and other commitments)	151.58	170.33	281.18	295.12
<b>Total</b>		<b>170.33</b>		<b>295.12</b>

### 11 Current Loans

Particulars	As at 31st March, 2020	As at 31st March, 2019
<b>Unsecured and Considered Good</b>		
Security Deposits	17.98	26.18
<b>Total</b>	<b>17.98</b>	<b>26.18</b>

### 12 Other Financial Assets

Particulars	As at 31st March, 2020	As at 31st March, 2019
<b>Unsecured and Considered Good</b>		
Interest Accrued on Deposits and Other Receivables	49.76	22.96
Interest receivable from Subsidiary	-	321.68
Claims and other Receivables	0.14	1.31
<b>Total</b>	<b>49.90</b>	<b>345.95</b>

### 13 Other Current Assets

Particulars	As at 31st March, 2020	As at 31st March, 2019
Export Incentive Receivables	381.35	266.88
Balances with Government Authorities	836.07	1,411.42
VAT Refund Receivables	105.47	210.88
Prepaid Expenses	72.99	105.49
Other Advances	237.38	368.58
<b>Total</b>	<b>1,633.26</b>	<b>2,363.25</b>

### 14 Equity Share Capital

(₹ in lakhs)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	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>

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

### 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 Board of Directors at its meeting held on March 4, 2020 declared Interim Dividend for FY 2019-20 of ₹ 0.30/- per equity share of ₹ 2/- each on 55020000 equity shares. Total dividend payout being ₹ 1.65 crores and dividend distribution tax of ₹ 33.93 Lakhs. The said dividend was paid to the shareholders of the Company on March 23, 2020.

### 14.2 Reconciliation of numbers of Equity Shares

Particulars	(₹ in lakhs)			
	As at 31st March, 2020		As at 31st March, 2019	
	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	(₹ in lakhs)			
	As at 31st March, 2020		As at 31st March, 2019	
	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 2020) :

Particulars	2019-20	2018-19	2017-2018	2016-2017	2015-2016
Equity shares allotted as fully paid up bonus shares by capitalization of capital redemption reserve	-	-	-	-	2,75,10,000

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

### 15 Other Equity

Particulars	As at 31st March, 2020	As at 31st March, 2019
<b>a. Capital Reserve</b>		
Opening Balance	0.05	0.05
Closing Balance	<b>0.05</b>	<b>0.05</b>
<b>b. Debenture Redemption Reserve</b>		
Opening Balance	133.60	100.20
Add : Transfer from Statement of Profit & Loss	33.40	33.40
Closing Balance	<b>167.00</b>	<b>133.60</b>
<b>c. Retained Earnings</b>		
Opening balance	7,606.08	6,125.55
Add: Profit for the year	2,473.67	1,727.99
Excess Provision of Income Tax for earlier years	10.35	-
<b>Less : Appropriations</b>		
Transfer to Debenture Redemption Reserve	33.40	33.40
Short Provision of Income Tax for earlier years	-	14.40
Dividend	330.12	165.06
Dividend Distribution Tax	67.86	34.60
Closing Balance	<b>9,658.72</b>	<b>7,606.08</b>
<b>d. Other Comprehensive Income (OCI)</b>		
Opening balance	(35.75)	(22.04)
Add: Movement in OCI (Net) during the year	(41.65)	(13.71)
	<b>(77.40)</b>	<b>(35.75)</b>
<b>Total</b>	<b>9,748.36</b>	<b>7,703.97</b>

### 16 Non Current Borrowings

Particulars	As at 31st March, 2020	( ₹ in lakhs) As at 31st March, 2019
Secured -At amortised cost		
<b>(i) Debentures :</b>		
Redeemable Non Convertible *	1,327.88	1,327.88
<b>(ii) Term loans :</b>		
From a bank	835.61	703.51
<b>(iii) Vehicle Loans :</b>		
From Banks & Other Financial Institutions	25.22	51.89
<b>Unsecured</b>		
<b>(iv) Deposits :</b>		
From Members	705.00	-
<b>Total</b>	<b>2,893.71</b>	<b>2,083.28</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.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

### 16.1 Repayment & other terms of the Borrowings as at 31st March, 2020 are as follows :

Nature of Security	Rate of Interest	Repayment terms as at 31st March, 2020		
		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.	10.75% p.a.	1,111.61	276.00	835.61
Sanctioned Term Loan of ₹ 1400 Lakhs, repayable in 18 quarterly installments started from June 2019 and last installment due in September 2023.				
<b>Vehicle Loans</b>				
Secured against hypothecation of Vehicles purchased.	10% to 12%	51.89	26.67	25.22
<b>Total</b>		<b>1,163.50</b>	<b>302.67</b>	<b>860.83</b>

### 16.2 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.	10.75% p.a.	979.51	276.00	703.51
Sanctioned Term Loan of ₹ 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>

### 17 Non current Provisions

Particulars	( ₹ in lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
Leave Encashment (Non Funded)	56.30	41.46
<b>Total</b>	<b>56.30</b>	<b>41.46</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

### 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 March, 2020	As at 31st March, 2019
Profit before tax	3,051.15	2,663.00
Indian statutory income tax rate	25.17%	34.94%
Expected income tax expense	767.98	930.45
Income exempt from tax/Items not deductible	7.01	22.58
Deferred Tax Reversal	(197.51)	-
Additional tax benefit for research and development expenditures	-	(18.02)
<b>Tax expense as reported</b>	<b>577.48</b>	<b>935.01</b>

#### B) Deferred Tax Assets / Liabilities (net)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Deferred Tax Liabilities :	574.95	721.39
Deferred Tax Assets :	(33.15)	(37.07)
<b>Total Deferred Tax Liabilities (Net)</b>	<b>541.80</b>	<b>684.32</b>

Movement in Deferred Tax Assets and Liabilities as at March 31, 2020 is as below :

Particulars	Balance as at April 1, 2019	Recognised/ (reversed) statement of profit and loss	Balance as at March 31, 2020
<b>Deferred tax liabilities :</b>			
Depericiation	719.59	(146.36)	573.23
Other	1.80	(0.08)	1.72
	721.39	(146.44)	574.95
Deferred tax assets :			
Expenses allowed in the year of payment	37.07	(3.92)	33.15
	37.07	(3.92)	33.15
<b>Net Deferred Tax Liabilities</b>	<b>684.32</b>	<b>(142.52)</b>	<b>541.80</b>

- The Company has decided to exercise the option permitted under section permitted 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 from the current financial year. Accordingly, the provision for income tax and deferred tax balances have been recorded/remeasured using the new tax rate and the resultant impact is recognized in the current period statement of profit and loss. Pursuant to the selection of this option, the Company has reversed deferred tax liabilities amounting to ₹ 197.51 lakhs due to reduction in the corporate tax rate.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

### 19 Borrowings-Current

(₹ in lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
<b>Secured -At Amortised Cost</b>		
<b>Working Capital Facilities From Banks :</b>		
a) State Bank of India :	2543.98	3340.97
b) Syndicate Bank :	39.57	259.34
c) HDFC Bank :	15.63	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>Total</b>	<b>2,599.18</b>	<b>4,332.41</b>

### 20 Trade Payables

Particulars	As at 31st March, 2020	As at 31st March, 2019
Micro, Small and Medium Enterprises *	89.03	270.30
Others	5,266.70	6,967.03
<b>Total</b>	<b>5,355.73</b>	<b>7,237.33</b>

#### 20.1 Disclosure in accordance with section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	As at 31st March, 2020	As at 31st March, 2019
<b>Principal amount due</b> to suppliers registered under the MSMED Act and remaining unpaid as at year end	89.03	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 2020

**\* 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 ₹ **21.00 lakhs** (Previous Year ₹ 594.86 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 March, 2020	As at 31st March, 2019
Current maturities of Long-Term Borrowings (Refer Note 16.1)	302.67	305.54
Unclaimed Dividends (Refer Note Below)	18.75	13.94
Interest Accrued but not due on borrowings	28.75	1.93
Deposits from Dealers and Agents	10.50	11.68
Statutory Dues	77.00	73.21
Employees Related	14.28	14.46
Other payables	-	40.72
<b>Total</b>	<b>451.95</b>	<b>461.48</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 March, 2020	As at 31st March, 2019
Leave Encashment ( Non- Funded)	42.60	14.19
<b>Total</b>	<b>42.60</b>	<b>14.19</b>

### 22 B Current Tax Liabilities

**Particulars**

	As at 31st March, 2020	As at 31st March, 2019
Current Income Tax Liabilities (Net)	109.69	150.70
<b>Total</b>	<b>109.69</b>	<b>150.70</b>

### 23 Other Current Liabilities

**Particulars**

	As at 31st March, 2020	As at 31st March, 2019
Advance from Customers	289.16	552.92
<b>Total</b>	<b>289.16</b>	<b>552.92</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 24 Revenue from Operations

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Sale of Products Gross	39,450.46	45,054.58
Sale of Services	137.17	106.92
Export Incentives	327.06	344.79
<b>Total</b>	<b>39,914.69</b>	<b>45,506.29</b>

### 25 Other Income

Interest Income	33.21	106.28
Other Income	330.65	222.57
Profit on Sale of Investment	38.84	-
Cylinder Rent Received	-	9.60
Sundry Balances written back	-	1.02
Other non-operating income	2.54	2.98
<b>Total</b>	<b>405.24</b>	<b>342.45</b>

### 26 Cost of Materials Consumed

Opening Stock	3,491.26	3,800.90
+ Purchase	24,751.69	31,489.52
- Closing Stock	(2,654.79)	(3,491.26)
<b>Consumption of Raw Materials including repacked</b>	<b>25,588.16</b>	<b>31,799.16</b>
Packing Material	1,081.25	912.31
<b>Total</b>	<b>26,669.41</b>	<b>32,711.47</b>
<b>Purchases of Stock-in-Trade</b>	<b>1,189.62</b>	<b>134.63</b>

### 27 Changes in Inventories of Finished Goods & Stock-in-Process and Stock-in-Trade

<b>Opening 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>
<b>Closing Stock</b>		
Finished Goods	2,069.15	756.18
Stock- in-Process	929.70	1,127.92
Traded Goods	61.31	57.84
<b>Total</b>	<b>3,060.16</b>	<b>1,941.94</b>
<b>Change in Inventories</b>	<b>(1,118.22)</b>	<b>(163.97)</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 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 31st March, 2020	For the year ended 31st March, 2019
	1,314.01	1,034.23
	68.66	61.69
	93.81	87.31
	<b>1,476.48</b>	<b>1,183.23</b>
	41.65	13.71
	<b>1,518.13</b>	<b>1,196.94</b>

### 29 Finance Costs

#### Interest

On Working Capital (Net) \*  
On Term Loan  
On Others  
On Debentures  
Discounting & Financial Charges

#### Total

	506.34	390.16
	10.22	5.00
	69.17	12.70
	173.87	174.25
	175.53	217.38
	<b>935.13</b>	<b>799.49</b>

\* 29.1 Borrowing cost amounting to ₹ 144.10 lakhs ( Previous Year ₹ 73.85 lakhs) have been capitalised towards Fixed Assets.

### 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 & GST Audit

Director's sitting Fees  
CSR Expenses  
Miscellaneous Expenses

#### Total (B)

#### Total (A+B)

	2,371.39	2,487.11
	114.82	101.03
	59.59	49.47
	334.76	314.26
	58.81	54.55
	<b>2,939.37</b>	<b>3,006.42</b>
	68.73	72.57
	15.47	22.79
	34.73	30.93
	120.04	84.24
	90.77	80.76
	1,611.02	1,788.50
	1,637.98	2,089.75
	2.85	2.35
	0.53	0.50
	5.24	0.62
	<b>8.62</b>	<b>3.47</b>
	2.08	2.90
	48.21	40.00
	939.97	1,029.73
	<b>4,577.62</b>	<b>5,245.64</b>
	<b>7,516.99</b>	<b>8,252.06</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 31 Contingent Liabilities not provided for in respect of :

Particulars	As at 31st March, 2020	( ₹ in lakhs) As at 31st March, 2019
i) Claims against the Company/disputed liabilities not acknowledged as debt.	5.14	5.14
ii) As per Sales Tax Authorities	39.63	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.	385.60	419.50
iv) Guarantees Issued by Banks	571.65	605.05
v) Letter of Credit Unexpired	231.68	1,312.31

### 32 Capital Commitments :

The estimated amount of contracts remaining to be executed on capital account (Net of Advances) and not provided for	500.53	737.15
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### 33 Research & Development Expenses :

Particulars	2019 - 2020	2018 - 2019
a) The following are included under Research & Development Expenses in the Statement of Profit and Loss :		
i) Salaries, Wages and Bonus	95.90	81.98
ii) Contribution to Provident and other funds	4.79	5.29
iii) Staff and Workmen Welfare & Conveyance Expenses	2.70	3.46
iv) Legal and Professional Fees	7.65	6.96
<b>b) Aggregate Expenses :</b>		
Aggregate amount incurred on specific expenses :		
i) Salaries, Wages and Bonus	1,409.91	1,116.21
ii) Contribution to Provident and other funds	73.45	66.98
iii) Staff and Workmen Welfare Expenses	93.81	90.77
iv) Legal and Professional Fees	137.71	121.15

### 34 Leases

The Company has incurred rental expenses towards short-term leases and leases of low-value assets.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 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 (Ceased as Subsidiary w.e.f. 04.03.2020)

Amines & Plasticizers FZ LLC (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 (Ceased as Director w.e.f. 29.09.2019)

Dr. M. K. Sinha - Non Executive & Independent Director (Expired on 02.02.2020)

Dr. P. H. 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

SMT. Bhagirathibai Manmal Gochar Trust

APL Infotech Limited (from 04.03.2020)

#### B Details of Related Party Transactions for Current Year / (Previous Year) :

( ₹ in lakhs)

Nature Of Transaction	Referred to in A(I) above	Referred to in A(ii) (a) above	Referred to in A(ii)(b) above	Referred to in A(ii) (c) above	Referred to A(ii)(d) above
<b>Income</b>					
<b>Interest Received on Loans</b>					
APL Infotech Limited - Provided upto Dec 2019 & reversed in March20	<b>66.31</b> (81.26)				
<b>Sale of Holding in Subsidiary - APL Infotech Ltd</b>					
Chefair Investment Pvt. Ltd.					<b>44.81</b> -
<b>Managerial Remuneration</b>					
Mr. Hemant Kumar Ruia			<b>156.37</b> (100.94)		
Mr. Yashvardhan Ruia			<b>36.96</b> (24.04)		
Directors Sitting Fees (Independent Directors)			<b>2.08</b> (2.90)		
<b>Contributions Paid during the year</b>					
Amines & Plasticizers Limited Employee's Gratuity Fund				<b>23.00</b> (45.00)	
Amines & Plasticizers Limited Employee's Providend Fund				<b>107.93</b> (96.84)	
<b>Loans Taken</b>					
Multiwyn Investments & Holdings Private Limited		-			
		(20.00)			

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### B Details of Related Party Transactions for Current Year / (Previous Year) :

(₹ in lakhs)

Nature Of Transaction	Referred to in A(I) above	Referred to in A(ii) (a) above	Referred to in A(ii)(b) above	Referred to in A(ii) (c) above	Referred to A(ii)(d) above
<b>Repayment of Loan Taken</b>					
Multiwyn Investments & Holdings Private Limited		-			
		(20.00)			
<b>Amines &amp; Plasticizers FZ LLC</b>					
Investment in Ordinary Shares	-				
	(19.08)				
Loans Given	<b>10.02</b>				
	(38.78)				
Advance for Expenses	8.46				
Advance for Expenses Squaredup	(27.69)				
<b>C. Outstanding balance in respect of Related parties as at 31st March, 2020</b>					
APL Infotech Limited (Ceased as Susidiary from 04.03.2020)	-				<b>300.00</b>
Loan Recoverable					
APL Infotech Limited (Subsidiary upto 04.03.2020)	(675.03)				
Loan Receivable					
Amines & Plasticizers FZ LLC	<b>48.80</b>				
Loan Receivable	(38.78)				
Amines & Plasticizers Limited Employee's Gratuity Fund				<b>33.46</b>	
Payable				(2.51)	
Amines & Plasticizers Limited Employee's Providend Fund				<b>8.97</b>	
Payable				(8.45)	

### D Executive Directors compensation

2019-2020

2018-2019

Short- term employee benefits

193.33

124.78

Post- employment benefits

0.87

0.20

#### \* Note :

- i) 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 & Diluted Earning Per Share (₹ 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 (₹)

2019 - 2020

2018 - 2019

2,473.67

1,727.99

550.20

550.20

550.20

550.20

2.00

2.00

4.50

3.14

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 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 March 2020	As at 31st March 2019
<b>A. Expense recognised in the statement of Profit and Loss</b>		
<b>In Income Statement</b>		
- Current Service Cost	10.76	10.03
- Interest Cost	16.35	15.05
- Expected return on plan assets	(16.35)	(15.05)
<b>Net Cost</b>	10.76	10.03
<b>In Other Comprehensive Income</b>		
- Actuarial (Gain) / Loss	39.25	16.43
- Return On Plan Assets	2.40	(2.72)
<b>Net (Income)/ Expense For the period Recognised in OCI</b>	41.65	13.71
<b>B. Actual return on plan assets</b>		
- Expected return of plan assets	(16.35)	(15.05)
- Actuarial (gain) / loss on plan assets	(2.40)	2.72
- Actual return of plan assets	(18.75)	(12.33)
<b>C. Net Asset / (Liability) recognised in the Balance Sheet</b>		
- Present value of the defined benefit obligations at the end of the period	82.44	62.64
- Fair value of plan assets at the end of the period	(90.18)	(24.86)
- Funded status (surplus / (deficit))	(172.62)	(87.50)
- Net Asset / (Liability) recognised in the Balance Sheet	(172.62)	(87.50)
<b>D. Change in Present value of Obligation during the year</b>		
- Present value of obligation at the beginning of the year	62.64	45.60
- Current Service Cost	10.76	10.03
- Past Service Cost	-	-
- Interest Cost	16.35	15.05
- Benefits paid	46.56	24.46
- actuarial (gain) / loss on obligation	(39.25)	(16.43)
- Present value of obligation at the end of the year	82.44	62.64
<b>E. Change in Assets during the year</b>		
- Fair value of plan assets as at beginning of the year	(24.86)	11.93
- Expected return on plan assets	(16.35)	(15.05)
- Contributions made	-	-
- Benefits paid	46.56	24.46
- actuarial (gains) / loss on plan assets	2.40	(2.72)
- Fair value of plan assets at the end of the year	(90.18)	(24.86)
<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	6.84%	7.77%
- Expected rate of return on assets	6.84%	7.77%
- Mortality Rate		
	<b>Indian Assured Lives (2006-08) Ultimate</b>	Indian Assured Lives (2006-08) Ultimate
- Future salary increases consider inflation, seniority, promotion and other relevant factors	3%	2%

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

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 March, 2020	As at 31st March, 2019
Projected Benefit Obligation on Current Assumptions	230.28	210.48
Delta Effect of +1% Change in Rate of Discounting	-11.01	- 8.19
Delta Effect of -1% Change in Rate of Discounting	12.41	9.13
Delta Effect of +1% Change in Rate of Salary Increase	11.92	9.57
Delta Effect of -1% Change in Rate of Salary Increase	-10.70	- 8.71
Delta Effect of +1% Change in Rate of Employee Turnover	3.41	3.78
Delta Effect of -1% Change in Rate of Employee Turnover	- 3.79	- 4.16

- 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 31st March, 2020 ( ₹ in lakhs)	For the year ended 31st March, 2019 ( ₹ in lakhs)
	a) Gross Amount required to be spent by the Company during the year	48.24
b) Amount Spent during the year on :-		
i) Construction / Acquisition of any assets	20.50	-
ii) On purpose other than (i) above	6.62	40.00
c) Amount Payable as at Year End	21.62	-

- 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 2020

### 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	31.03.2020	31.03.2019
Equity share capital	1,100.40	1,100.40
Other equity	9,748.36	7,703.97
<b>Total Equity (A)</b>	<b>10,848.76</b>	<b>8,804.37</b>
Non-current borrowings	2,893.71	2,083.28
Short term borrowings	2,599.18	4,332.41
Current maturities of long term borrowing	302.67	305.54
<b>Gross Debt (B)</b>	<b>5,795.56</b>	<b>6,721.23</b>
<b>Total Capital (A+B)</b>	<b>16,644.32</b>	<b>15,525.60</b>
Gross Debt as above	5,795.56	6,721.23
Less: Cash and cash equivalents	201.53	1,012.11
Less: Other balances with bank (including non-current earmarked balances)	170.33	295.12
<b>Net Debt (C)</b>	<b>5,423.70</b>	<b>5,414.00</b>
Net debt to equity	0.50	0.61

### 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, 2020 and 2019 is the carrying value of each class of financial assets.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 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, 2020, 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, 2020		As at 31st March, 2019	
		Amount in Foreign Currency	Indian rupee equivalent	Amount in Foreign Currency	Indian rupee equivalent
<b>Assets :</b>					
Trade Receivables Export	USD	39.42	2,971.53	47.62	3,293.74
	EUR	1.74	144.54	1.13	87.77
Bank Balance	USD	2.41	181.93	13.69	946.93
	EUR	0.01	0.98	0.01	0.66
<b>Total</b>			<b>3,298.98</b>		<b>4,329.10</b>
<b>Liabilities :</b>					
Import Trade Payable	USD	11.51	867.89	34.31	2,373.49
	AED	14.20	291.42	27.84	522.07
<b>Total</b>			<b>1,159.31</b>		<b>2,895.56</b>

### Sensitivity analysis of 1% change in exchange rate at the end of reporting period net unhedged exposure

Description	As at 31st March, 2020	As at 31st March, 2019
<b>1% Depreciation in INR</b>		
Impact on P&L (Profit increased / (decreased) by)	(21.40)	(14.34)
<b>1% Appreciation in INR</b>		
Impact on P&L (Profit increased / (decreased) by)	21.40	14.34

### 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 FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

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 March, 2020	As at 31st March, 2019
Long term fixed borrowing	3,196.38	2,388.82
Short term fixed borrowing	-	-
Short term floating borrowing	2,599.18	4,332.41
	<b>5,795.56</b>	<b>6,721.23</b>

Impact on Interest Expenses for the year on 1% change in Interest rate

Particulars	As at 31st March, 2020	As at 31st March, 2019
<b>1% Increase in interest rates</b>		
Impact on P&L (Profit increased / (decreased) by)	(25.99)	(43.32)
<b>1% Decrease in interest rates</b>		
Impact on P&L (Profit increased / (decreased) by)	25.99	43.32

### 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, 2020		
	Total	With in 1 year	above 1 year
Borrowings	5795.56	2901.85	2893.71
Trade Payables	5355.73	5355.73	0.00
Other financial liabilities	149.28	149.28	0.00
Total	<b>11300.57</b>	<b>8406.86</b>	<b>2893.71</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 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, 2020		As at 31st March, 2019	
	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	6838.38	-	7,669.31	-
Cash and cash equivalents	201.53	-	1,012.11	-
Bank balances other than cash and cash equivalents above	170.33	-	295.12	-
Loans	17.98	-	26.18	-
Other financial assets	49.90	-	345.95	-
	<b>7,278.14</b>	-	<b>9,348.69</b>	-
<b>Financial Liabilities</b>				
<b>Financial liabilities measured at amortised cost</b>				
Borrowings	2599.18	-	4,332.41	-
Trade payables	5355.73	-	7,237.33	-
Other financial liabilities	451.95	-	461.48	-
	<b>8,406.86</b>	-	<b>12,031.22</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 2020

### 43 Exceptional Item

The total dues from APL Infotech Limited was ₹ 668.22 Lakhs, which includes Principal amount of Loan & Interest outstanding. The APL Infotech Ltd has not in a position to pay the outstanding and requested to settle the outstanding debt as one time settlement. As per the Memorandum of Understanding cum guarantee agreement, the APL Infotech Limited will pay ₹ 300/- Lakhs as full & final repayment of the total Debt payable to the Company. This amount of ₹ 300/- Lakhs will be paid over a period of 4 years. Accordingly, the Company has reversed the current year interest and written off the balance outstanding of interest amount ₹ 301.91 Lakhs and the same has been disclosed under the head Exceptional items.

### 44 COVID 19 Impact

Due to spread of Covid 19, the Government of India and the Government of Maharashtra announced lockdown from 24.03.2020. Accordingly, Plant was closed for operations on 27.03.2020. Since the Company produces an important drug intermediate which was useful in treatment of Covid 19, the Company was granted permission under Essential Services to re-start its operations, on April 11, 2020. Accordingly, after organizing required labor force and raw materials, the Company commenced operations at its Plant.

The Management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements. Accordingly, no adjustments have been made to the financial statements. However, the Company shall continue to closely monitor any material developments in the external business environment and future economic conditions which may have significant impact on its business.

45 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

**Nikhil Rathod**  
Partner  
Membership No- 161220

**Date :** 29th June, 2020  
**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 subsidiary **Amines & Plasticizers FZ LLC** (the Holding Company and its subsidiary together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at March 31, 2020, 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 subsidiary, 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 2020, 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 subsidiary 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 management and Board of Directors are 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)(l) 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 subsidiary) 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 FZ LLC (Wholly Owned Subsidiary Company), whose financial statements reflect total assets of ₹ 37.76 lakhs and net assets of ₹ 23.49 lakhs as at 31st March, 2020 and total revenues (before eliminating intercompany transactions) of ₹ Nil for the year ended 31st March, 2020. The consolidated financial results also include the Group's share of net loss (including other comprehensive income) of ₹ (2.74) lakhs (before eliminating intercompany transactions) for the year ended

31 March 2020, 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 197(16) of the Act, based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 17, on separate financial statements of the subsidiary, we report that the Holding Company, covered under the Act paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act. Further, we report that the provisions of Section 197 read with Schedule V to the Act are not applicable to 1 subsidiary companies, since none of such companies is a public company as defined under Section 2(71) of the Act.
21. 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, as on 31 March 2020 and taken on record by the Board of Directors of respective companies, none of the directors of the Holding Company is disqualified as on 31 March 2020 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 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 2020 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, 2020.
  - (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, 2020.

**For B D G & Associates**

Chartered Accountants

Firm Registration Number: 119739W

**Nikhil Rathod**

Partner

Membership Number : 161220

Place : Mumbai

Date : 29th June, 2020

UDIN : **20161220AAAABW4685**



# INDEPENDENT AUDITORS' REPORT

## Annexure A to Independent Auditors' Report

Referred to in paragraph 21 (f) of the Independent Auditors' Report of even date to the members of Amines & Plasticizers Limited for the year ended March 31, 2020.

### 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, 2020, we have audited the internal financial controls over financial reporting of Amines & Plasticizers Limited ("the Holding Company"), as of March 31, 2020.

### Management's Responsibility for Internal Financial Controls

2. The Board of Directors of the Holding Company 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, 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.

### 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, 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, 2020, 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

#### **Nikhil Rathod**

Partner

Membership Number : 161220

Place: Mumbai

Date : 29th June, 2020

UDIN : **20161220AAAABW4685**

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2020**

( ₹ in lakhs)

Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
<b>ASSETS</b>			
<b>1 Non-Current Assets</b>			
a) Property, Plant and Equipment	3	7,461.28	4,324.28
b) Capital Work-in-Progress	3	321.08	1,060.23
c) Other Intangible Assets	3	2.82	4.95
d) Intangible Assets under development		-	1,256.30
e) Financial Assets			
i) Investments	4	0.02	0.02
ii) Loans	5	360.87	59.97
f) Other Non-Current Assets	6	117.62	1,109.33
<b>Total Non-Current Assets</b>		<b>8,263.69</b>	<b>7,815.08</b>
<b>2. Current Assets</b>			
a) Inventories	7	5,939.19	5,667.28
b) Financial Assets			
i) Trade Receivables	8	6,838.38	7,669.31
ii) Cash and cash equivalents	9	223.96	1,040.97
iii) Bank Balances other than (ii) mentioned above	10	182.67	295.12
iv) Loans	11	17.98	26.18
v) Other Financial Assets	12	49.90	264.70
c) Other Current Assets	13	1,634.54	2,422.26
<b>Total Current Assets</b>		<b>14,886.62</b>	<b>17,385.82</b>
<b>TOTAL ASSETS</b>		<b>23,150.31</b>	<b>25,200.90</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	9,709.03	7,094.39
<b>Total Equity</b>		<b>10,809.43</b>	<b>8,194.79</b>
Non Controlling Interest		-	42.02
<b>Liabilities</b>			
<b>2. Non-Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	16	2,893.71	3,234.03
b) Provisions	17	56.30	41.46
c) Deferred Tax Liabilities (Net)	18 B	541.80	684.32
<b>Total Non-Current Liabilities</b>		<b>3,491.81</b>	<b>3,959.81</b>
<b>3. Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	19	2,599.18	4,332.41
ii) Trade Payables	20		
- Due to micro, small and medium enterprises		89.03	270.30
- Due to creditors other than micro, small and medium enterprises		5,267.46	6,969.45
iii) Other Financial Liabilities	21	451.95	714.32
b) Provisions	22 A	42.60	14.19
c) Current Tax Liabilities (net)	22 B	109.69	150.70
d) Other Current Liabilities	23	289.16	552.92
<b>Total Current Liabilities</b>		<b>8,849.07</b>	<b>13,004.28</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>23,150.31</b>	<b>25,200.90</b>

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

1 to 47

In terms of our report of even date attached

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

**Nikhil Rathod**  
Partner  
Membership No- 161220

**Date :** 29th June, 2020  
**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 CONSOLIDATED PROFIT AND LOSS  
FOR THE YEAR ENDED 31ST MARCH 2020**

(₹ in lakhs)

Particulars	Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Revenue from Operations	24	39,914.69	45,506.29
Other Income	25	405.24	261.19
<b>Total Income</b>		<b>40,319.93</b>	<b>45,767.48</b>
<b>Expenses</b>			
Cost of Materials Consumed	26	26,669.41	32,711.47
Purchases of Stock-in-Trade		1,189.62	134.63
Changes in Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade	27	(1,118.22)	(163.97)
Employees Benefit Expenses	28	1,476.48	1,183.23
Finance Costs	29	936.80	800.20
Depreciation and Amortisation Expenses	3	318.23	293.10
<b>Less : Depreciation on Self Constructed Assets</b>		<b>(20.77)</b>	<b>(24.27)</b>
		<b>297.46</b>	<b>268.83</b>
Other Expenses	30	7,528.96	8,254.91
<b>Total Expenses</b>		<b>36,980.51</b>	<b>43,189.30</b>
Profit before exceptional items and tax		3,339.42	2,578.18
Exceptional items		301.91	-
<b>Profit before tax</b>		<b>3,037.51</b>	<b>2,578.18</b>
<b>Tax Expenses</b>			
Current tax		720.00	868.00
Deferred tax		(142.52)	67.01
<b>Total Tax Expenses</b>	18A	<b>577.48</b>	<b>935.01</b>
<b>Profit for the year</b>		<b>2,460.03</b>	<b>1,643.17</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to Profit or Loss		(41.65)	(13.71)
Items that will be reclassified to Profit or Loss		3.24	(1.12)
<b>Other Comprehensive Income (Net of Income Tax)</b>		<b>(38.41)</b>	<b>(14.83)</b>
<b>Total Comprehensive Income for the Year</b>		<b>2,421.62</b>	<b>1,628.34</b>
<b>Net Profit attributable to</b>			
a) Owners of the Company		2,460.03	1,643.17
b) Non Controlling Interest		-	-
<b>Other Comprehensive Income attributable to</b>			
a) Owners of the Company		(38.41)	(14.83)
b) Non Controlling Interest		-	-
<b>Total Comprehensive Income attributable to</b>			
a) Owners of the Company		2,421.62	1,628.34
b) Non Controlling Interest		-	-
Earning per Equity Share : (Face value of ₹ 2 each) Basic & Diluted	36	4.47	2.99

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

1 to 47

In terms of our report of even date attached

**For B D G & Associates**Chartered Accountants  
Firm Registration No.: 119739W**Nikhil Rathod**Partner  
Membership No- 161220**Date :** 29th June, 2020**Place :** Mumbai**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 &amp; Company Secretary

**Pramod Sharma**

Chief Financial Officer

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH 2020

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

Particulars	Amount
<b>Balance as at 1st April 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>
Changes in equity share capital during the year	-
<b>Balance as at 31st March 2020</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, 2018</b>	<b>53.81</b>	<b>100.20</b>	<b>5,572.40</b>	-	<b>(22.04)</b>	<b>5,704.37</b>
Loss of WOS FZ LLC Pre allotment for Consolidation	-	-	(24.26)	-	-	(24.26)
	-	-	1,643.17	-	(13.71)	1,629.46
Dividends for earlier years	-	-	(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>(35.75)</b>	<b>7,094.39</b>
<b>Balance as on 1st April, 2019</b>	<b>53.81</b>	<b>133.60</b>	<b>6,943.85</b>	<b>(1.12)</b>	<b>(35.75)</b>	<b>7,094.39</b>
Adjustment for Sale of Holding in Subsidiary APL Infotech	(53.76)	-	634.41	-	-	580.65
Total Comprehensive Income for the year ended 31st March, 2020*	-	-	2,460.03	-	(41.65)	2,418.38
Dividends	-	-	(330.12)	-	-	(330.12)
Dividend Distribution Tax	-	-	(67.86)	-	-	(67.86)
Transfer to / (from) retained earnings	-	33.40	(33.40)	-	-	-
Excess Provision of Income Tax for earlier years	-	-	10.35	-	-	10.35
Movement in OCI (Net) during the year	-	-	-	3.24	-	3.24
<b>Balance as on 31st March, 2020</b>	<b>0.05</b>	<b>167.00</b>	<b>9,617.26</b>	<b>2.12</b>	<b>(77.40)</b>	<b>9,709.03</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

**Nikhil Rathod**  
Partner  
Membership No- 161220

**Date :** 29th June, 2020  
**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 2020

### 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) **Capital Redemption Reserve** : As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve.
- d) **Securities Premium Reserve** : Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.
- 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

**Nikhil Rathod**  
Partner  
Membership No- 161220

**Date** : 29th June, 2020  
**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 2020

(₹ in lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>A Cash Flow from Operating Activities</b>		
Net Profit before Tax and Extraordinary Items	3,037.51	2,578.18
Adjustments for :		
Depreciation and Amortisation Expenses	297.46	268.83
Loss on Sale of Fixed assets	-	21.73
Gain on Sale of Holding in Subsidiary	(38.84)	-
Interest and Other Income	(363.86)	(247.59)
Finance Costs	936.80	800.20
<b>Operating Profit before Working Capital Changes</b>	<b>3,869.07</b>	<b>3,421.35</b>
Adjusted for :		
Non-Current/Current Financial and Other Assets*	2,644.91	(4,284.38)
Inventories	(271.91)	162.33
Non-Current/Current Financial and Other Liabilities/Provisions	(2,404.55)	2,466.31
	(31.55)	(1,655.73)
<b>Cash Generated from Operations</b>	<b>3,837.52</b>	<b>1,765.62</b>
Direct taxes (paid) /Refund (net of tax paid)	(750.66)	(792.85)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>3,086.86</b>	<b>972.77</b>
<b>B Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(2,684.50)	(845.56)
Capital Work in Progress		(971.00)
Sale, Square up /(Purchase) of Investments	44.82	-
Adjustment on Sale of Subsidiary APL Infotech	619.39	
Loss on Consolidation of WOS FZ LLC Pre Allotment	-	(24.26)
Interest and Other Income	363.86	247.59
Sale of Fixed Assets	-	15.59
<b>Net Cash Flow from/ (Used in) Investing Activities (B)</b>	<b>(1,656.43)</b>	<b>(1,577.64)</b>
<b>C Cash Flow from Financing Activities</b>		
Proceeds/(Repayment) from Long Term Borrowings (Net)	820.56	925.98
Proceeds/(Repayment) from Short Term Borrowings	(1,733.23)	1,235.80
Dividend and Distribution Tax Paid	(397.98)	(199.66)
Interest Paid	(936.80)	(800.20)
<b>Net cash flow from / (Used in) Financing activities (C)</b>	<b>(2,247.45)</b>	<b>1,161.92</b>
<b>Net increase/(decrease) in Cash and Cash equivalents (Total A+B+C)</b>	<b>(817.01)</b>	<b>557.05</b>
<b>Cash and Cash equivalents - Opening Balance</b>	<b>1,040.97</b>	<b>483.92</b>
<b>- Closing Balance (refer note no. 9)</b>	<b>223.96</b>	<b>1,040.97</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

**Nikhil Rathod**  
Partner  
Membership No- 161220

**Date :** 29th June, 2020  
**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 2020

### Note: 1 CORPORATE 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 2020.

The principal activities of the Group, consist of manufacturing of organic chemicals / amines / Gas Treating Solvents, Software Development and General Trading. Further details about the business operations of the Group are provided in Note 45 – 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 2020

- 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

With effect from 1st April, 2019 Ind AS 116 – "Leases" (Ind AS 116) supersedes Ind AS 17 – "Leases". The Group has adopted Ind AS 116 using the prospective approach. The application of Ind AS 116 has resulted into recognition of Right-to-Use asset with a corresponding Lease Liability in the Balance Sheet.

### 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.

**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.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 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

The Group, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset if it involves the use of an identified asset and the Group has substantially all of the economic benefit from the use of asset and has right to direct the use of the identified asset.

The cost of right-of-use asset shall comprise of amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred.

Right-of-use assets is subsequently measured at cost, less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of lease liabilities.

Right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of the Right-of-use asset.

The Group measures the lease liability at the present value of the lease payments that are not paid at the

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate.

For short term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the lease term.

### **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 2020

### 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 2020

### 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 2020

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.

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 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



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

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 at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

## **NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020**

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 2020

(₹ in lakhs)

Particulars	Gross Carrying Block			Depreciation / Amortisation			Net Carrying Value	
	As at 1st April, 2019	Additions	Deduction on Disposals	As at 31st March, 2019	Depreciation charge for the Period	Deduction on Disposals	As at 31st March, 2020	As at 31st March, 2019
<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	7.95		113.88	116.53
Buildings	682.18	1,108.41		1,790.59	63.70		1,702.95	618.48
Plant & Equipments								
Research & Development	182.60			182.60	32.16		138.75	150.44
Others	3,683.49	2,333.21		6,016.70	512.78		5,277.33	3,162.03
Furniture & Fixtures	15.30	0.53		15.83	5.10		8.88	10.20
Office Equipment	49.72	2.27		51.99	22.33		20.25	27.39
Vehicles	327.79			327.79	102.97		184.85	224.82
<b>Total (a)</b>	<b>5,079.94</b>	<b>3,444.42</b>	-	<b>8,524.36</b>	<b>746.98</b>	-	<b>7,461.28</b>	<b>4,324.28</b>
<b>b Intangible Assets</b>								
Software	11.28	-	-	11.28	6.33		2.82	4.95
<b>Total (b)</b>	<b>11.28</b>	-	-	<b>11.28</b>	<b>6.33</b>	-	<b>2.82</b>	<b>4.95</b>
<b>Total (a+b)</b>	<b>5,091.22</b>	<b>3,444.42</b>	-	<b>8,535.64</b>	<b>753.31</b>	-	<b>7,464.10</b>	<b>4,329.23</b>
<b>c Capital Work In Progress</b>								
Plant & Equipment under Installation							295.12	1,060.2
Buildings							25.96	-
<b>Total</b>	-	-	-	-	-	-	<b>321.08</b>	<b>1,060.23</b>
<b>d Intangible Assets under development</b>								
Software under development								1,256.30
<b>Total</b>	-	-	-	-	-	-	-	<b>1,256.30</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.  
3.2 Subsidiary APL Infotech Ltd is ceased during the year so that opening balances are adjusted to eliminate the effect of exit.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

### 3. Property, Plant & Equipment, Intangible Assets and Capital Work in Progress as on 31st March, 2019 (₹ in lakhs)

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
<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	5.30	2.65	-	116.53	119.18
Buildings	661.88	20.30	-	682.18	44.90	18.80	-	618.48	616.98
Plant & Equipments									
Research & Development	181.90	0.70	-	182.60	20.50	11.66	-	150.44	161.40
Others	3,129.01	575.32	29.52	3,674.81	314.49	202.62	4.33	3,162.03	2,814.52
Furniture & Fixtures	14.96	0.34	-	15.30	3.26	1.84	-	10.20	11.70
Office Equipment	41.00	8.76	0.04	49.72	13.68	8.65	-	27.39	27.32
Vehicles	284.08	68.23	24.52	327.79	70.63	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>472.76</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	4.20	2.13	-	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>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>476.96</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>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</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>-</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 2020

### 4 Non Current Investments

( ₹ in lakhs)

Sr. No.	Name of the Body Corporate	As at 31st March, 2020	As at 31st March, 2019
(1)	(2)	(3)	(4)
(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
<p>During the year, the Company has disposed off its entire shareholding in its Subsidiary APL Infotech Ltd at its meeting held on 04th March, 2020 at a consideration of ₹ <b>44.81 Lakhs</b>. Subsequent to the disposal, APL Infotech Ltd, has ceased to be the Subsidiary of the Company from 04th March, 2020.</p>			

### 5 Non Current Loans

#### Particulars

#### Unsecured, Considered Good :

- a) Loans to Related Parties
- b) Security Deposits

#### Total

	As at 31st March, 2020	As at 31st March, 2019
	<b>300.00</b>	
	<b>60.87</b>	59.97
<b>Total</b>	<b>360.87</b>	<b>59.97</b>

### 6 Other Non-Current Assets

#### Particulars

#### Unsecured, considered good :

- a) Capital Advances (Include borrowing cost ₹ NIL ( Previous Year: ₹ 73.85 lakhs))
- b) Prepaid Expenses

#### Total

	As at 31st March, 2020	As at 31st March, 2019
	<b>104.57</b>	<b>1,091.49</b>
	<b>13.05</b>	<b>17.84</b>
<b>Total</b>	<b>117.62</b>	<b>1,109.33</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
- Goods-in-transit
- e. Finished goods
- Goods-in-transit
- f. Stores and spares, Packing Material and Fuel
- Goods-in-transit

#### Total

	As at 31st March, 2020	As at 31st March, 2019
	<b>1,007.69</b>	1,021.33
	<b>393.17</b>	756.74
	<b>1,400.86</b>	1,778.07
	<b>1,011.93</b>	664.57
	<b>242.00</b>	1,048.62
	<b>1,253.93</b>	1,713.19
	<b>929.70</b>	1,127.92
	<b>929.70</b>	-
	<b>16.87</b>	57.84
	<b>44.44</b>	-
	<b>61.31</b>	57.84
	<b>2,069.15</b>	756.18
	<b>2,069.15</b>	-
	<b>224.24</b>	756.18
	<b>224.24</b>	234.08
<b>Total</b>	<b>5,939.19</b>	<b>5,667.28</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

### 8 Trade Receivables

Particulars	As at 31st March, 2020	As at 31st March, 2019
<b>Current - Unsecured</b>		
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	<b>6,838.38</b>	7,669.31
Trade Receivables which have significant increase in Credit Risk	-	-
Trade Receivables - credit Impaired	<b>1.61</b>	1.61
	<b>6,839.99</b>	7,670.92
Less: Provision for bad and doubtful debts	<b>1.61</b>	1.61
<b>Total</b>	<b>6,838.38</b>	<b>7,669.31</b>

(₹ in lakhs)

### 9 Cash and Cash Equivalents

Particulars	As at 31st March, 2020		As at 31st March, 2019	
<b>Cash and Cash Equivalents</b>				
(i) Balances with Banks				
In Current Accounts	<b>219.91</b>		1,002.61	
ii) Cheques on hand	-		35.02	
iii) Cash on hand	<b>4.05</b>	<b>223.96</b>	3.34	1,040.97
<b>Total</b>		<b>223.96</b>		<b>1,040.97</b>

### 10 Other Balances with Bank

Particulars	As at 31st March, 2020		As at 31st March, 2019	
<b>(i) Earmarked Balances with Banks</b>				
a) Balance in Unclaimed Dividend Accounts	<b>18.75</b>		13.94	
b) Fixed Deposits with banks (to the extent held as margin money for Letters of Credits, Guarantees and other commitments)	<b>163.92</b>	<b>182.67</b>	281.18	295.12
<b>Total</b>		<b>182.67</b>		<b>295.12</b>

### 11 Current Loans

Particulars	As at 31st March, 2020	As at 31st March, 2019
Unsecured and Considered Good		
Security Deposits	<b>17.98</b>	26.18
<b>Total</b>	<b>17.98</b>	<b>26.18</b>

### 12 Other Financial Assets

Particulars	As at 31st March, 2020	As at 31st March, 2019
Unsecured and Considered Good		
Interest Accrued on Deposits and Other Receivables	<b>49.76</b>	22.96
Interest receivable from Subsidiary	-	240.43
Claims and other Receivables	<b>0.14</b>	1.31
<b>Total</b>	<b>49.90</b>	<b>264.70</b>

### 13 Other Current Assets

Particulars	As at 31st March, 2020	As at 31st March, 2019
Export Incentive Receivables	<b>381.35</b>	266.88
Balances with Customs, Excise & GST Authorities	<b>836.07</b>	1469.31
VAT Refund Receivables	<b>105.47</b>	210.88
Prepaid Expenses	<b>74.27</b>	106.61
Others	<b>237.38</b>	368.58
<b>Total</b>	<b>1,634.54</b>	<b>2,422.26</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

### 14 Equity Share Capital

(₹ in lakhs)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	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 Autorised 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 22<sup>nd</sup> 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 Board of Directors at its meeting held on March 4, 2020 declared Interim Dividend for FY 2019-20 of ₹ 0.30/- per equity share of ₹ 2/- each on 55020000 equity shares. Total dividend payout being ₹ 1.65 crores and dividend distribution tax of ₹ 33.93 Lakhs. The said dividend was paid to the shareholders of the Company on March 23, 2020.

#### 14.2 Reconciliation of numbers of Equity Shares

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	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, 2020		As at 31st March, 2019	
	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 2020) :

Particulars	2019-20	2018-19	2017-2018	2016-2017	2015-2016
Equity shares allotted as fully paid up bonus shares by capitalization of capital redemption reserve	-	-	-	-	2,75,10,000



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

### 15 Other Equity

#### Particulars

#### a. Capital Reserve

Opening Balance	53.81	53.81
Less : Sale of Holding in Subsidiary APL Infotech	53.76	-
Closing Balance	0.05	53.81

#### b. Debenture Redemption Reserve

Opening Balance	133.60	100.20
Add : Transfer from Statement of Profit & Loss	33.40	33.40
Closing Balance	167.00	133.60

#### c. Retained Earnings

Opening balance	6,943.85	5,572.40
Less : Loss on Consolidation of WOS FZ LLC Pre allotment	-	24.26
Add: Adjustment for Sale of Holding in Subsidiary APL Infotech	634.41	-
Add: Profit for the year	2,460.03	1,643.17
Excess Provision of Income Tax for earlier years	10.35	-

#### Less : Appropriations

Transfer to Debenture Redemption Reserve	33.40	33.40
Short Provision of Income Tax for earlier years	-	14.40
Dividend	330.12	165.06
Dividend Distribution Tax	67.86	34.60

#### Closing Balance

9,617.26	6,943.85
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#### d. Other Comprehensive Income (OCI)

Opening balance	(35.75)	(22.04)
Add: Movement in OCI (Net) during the year	(41.65)	(13.71)
	(77.40)	(35.75)

#### e. Foreign Currency Translation Reserve

Opening balance	(1.12)	-
Add: Movement in OCI (Net) during the year	3.24	(1.12)
	2.12	(1.12)

#### Total

9,709.03	7,094.39
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### 16 Non Current Borrowings

#### Particulars

#### Secured -At amortised cost

#### (i) Debentures :

Redeemable Non Convertible \*

1,327.88	1,327.88
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#### (ii) Term loans :

From a bank

835.61	703.51
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#### (iii) Vehicle Loans :

From Banks & Other Financial Institutions

25.22	51.89
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#### Unsecured

#### (i) Deposits :

From Members

705.00	-
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#### (ii) From other Body Corporates

	1,150.75
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#### Total

2,893.71	3,234.03
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## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

### \* 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, 2020 are as follows :

Nature of Security	Rate of Interest	Repayment terms as at 31st March, 2020		
		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 ₹ 1400 Lakhs, repayable in 18 quarterly installments started from June 2019 and last installment due in September 2023.	10.75% p. a.	1,111.61	276.00	835.61
<b>Vehicle Loans</b>				
Secured against hypothecation of Vehicles purchased.	10% to 12%	51.89	26.67	25.2
<b>Total</b>		<b>1,163.50</b>	<b>302.67</b>	<b>860.83</b>

### 16.2 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 ₹ 1400 Lakhs, repayable in 18 quarterly installments starting from June 2019 and last installment due in September 2023.	10.75% p. a.	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>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

### 17 Non current Provisions

Particulars	( ₹ in lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
Leave Encashment (Non Funded)	56.30	41.46
<b>Total</b>	<b>56.30</b>	<b>41.46</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 March, 2020	As at 31st March, 2019
Profit/(loss)before tax	3,037.51	2,578.18
Indian statutory income tax rate	25.17%	34.94%
Expected income tax expense	764.54	900.81
Income exempt from tax/Items not deductible	10.45	52.22
Deferred Tax Reversal	(197.51)	-
Additional tax benefit for research and development expenditures	-	(18.02)
<b>Tax expense as reported</b>	<b>577.48</b>	<b>935.01</b>

#### B) Deferred Tax Assets / Liabilities (net)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Deferred Tax Liabilities :	574.95	721.39
Deferred Tax Assets :	(33.15)	(37.07)
<b>Total Deferred Tax Liabilities (Net)</b>	<b>541.80</b>	<b>684.32</b>

Movement in Deferred Tax Assets and Liabilities as at March 31, 2020 is as below :

Particulars	Balance as at April 1, 2019	Recognised/ (reversed) statement of profit and loss	Balance as at March 31, 2020
<b>Deferred tax liabilities :</b>			
Depreciation	719.59	(146.36)	573.23
Other	1.80	(0.08)	1.72
	721.39	(146.44)	574.95
<b>Deferred tax assets :</b>			
Expenses allowed in the year of payment	37.07	(3.92)	33.15
	37.07	(3.92)	33.15
<b>Net Deferred Tax Liabilities</b>	<b>684.32</b>	<b>(142.52)</b>	<b>541.80</b>

#### \* Note :

- The Company has decided to exercise the option permitted under section permitted 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 from the current financial year. Accordingly, the provision for income tax and deferred tax balances have been recorded/remeasured using the new tax rate and the resultant impact is recognized in the current period statement of profit and loss. Pursuant to the selection of this option, the Company has reversed deferred tax liabilities amounting to ₹ 197.51 lakhs due to reduction in the corporate tax rate.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

### 19 Borrowings-Current

#### Particulars

(₹ in lakhs)

#### Secured -At Amortised Cost

#### Working Capital Facilities From Banks :

a) State Bank of India :

2543.98

3340.97

b) Syndicate Bank :

39.57

259.34

c) HDFC Bank :

15.63

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.

#### Total

2,599.18

4,332.41

### 20 Trade Payables

#### Particulars

Micro, Small and Medium Enterprises \*

As at 31st  
March, 2020As at 31st  
March, 2019

89.03

270.30

Others

5,267.46

6,969.45

#### Total

5,356.49

7,239.75

#### 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

89.03

270.30

**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 2020

**\* 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 ₹ **21.00 lakhs** (Previous Year ₹ 594.86 lakhs) being the amount of acceptances of Bills of Exchange by the Company, drawn by the Suppliers.

**21 Other Financial Liabilities**  
**Particulars**

	( ₹ in lakhs)	
	<b>As at 31st March, 2020</b>	<b>As at 31st March, 2019</b>
Current maturities of Long-Term Borrowings (Refer Note 16.1)	<b>302.67</b>	305.54
Unclaimed Dividends (Refer Note Below)	<b>18.75</b>	13.94
Interest Accrued but not due on borrowings	<b>28.75</b>	242.27
Deposits from Dealers and Agents	<b>10.50</b>	11.68
Statutory Dues	<b>77.00</b>	85.71
Employees Related	<b>14.28</b>	14.46
Other payables	-	40.72
<b>Total</b>	<b>451.95</b>	<b>714.32</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 March, 2020	As at 31st March, 2019
<b>(a) Provision for employee benefits *</b>		
Leave Encashment ( Non- Funded)	<b>42.60</b>	14.19
<b>Total</b>	<b>42.60</b>	<b>14.19</b>

**22 B Current Tax Liabilities**  
**Particulars**

	As at 31st March, 2020	As at 31st March, 2019
Current Income Tax Liabilities (Net)	<b>109.69</b>	150.70
<b>Total</b>	<b>109.69</b>	<b>150.70</b>

**23 Other Current Liabilities**  
**Particulars**

	As at 31st March, 2020	As at 31st March, 2019
Advance from Customers	<b>289.16</b>	552.92
<b>Total</b>	<b>289.16</b>	<b>552.92</b>

**NOTES FORMING PART OF THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020**

**24 Revenue from Operations****Particulars**

Sale of Products Gross  
Sale of Services  
Export Incentives

**Total**

	( ₹ in lakhs)	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
	39,450.46	45,054.58
	137.17	106.92
	327.06	344.79
<b>Total</b>	<b>39,914.69</b>	<b>45,506.29</b>

**25 Other Income**

Interest Income  
Other Income  
Profit on Sale of Investment  
Cylinder Rent Received  
Sundry Balances written back  
Other non-operating income

**Total**

	33.21	25.02
	330.65	222.57
	38.84	-
	-	9.60
	-	1.02
	2.54	2.98
<b>Total</b>	<b>405.24</b>	<b>261.19</b>

**26 Cost of Materials Consumed**

Opening Stock  
+ Purchase  
-Closing Stock  
**Consumption of Raw Materials including repacked  
Packing Material**

**Total**

	3,491.26	3,800.90
	24,751.69	31,489.52
	(2,654.79)	(3,491.26)
	25,588.16	31,799.16
	1,081.25	912.31
<b>Total</b>	<b>26,669.41</b>	<b>32,711.47</b>

**Purchases of Stock-in-Trade**

	1,189.62	134.63
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**27 Changes in Inventories of Finished Goods & Stock-in-Process and Stock-in-Trade****Opening Stock :**

Finished Goods  
Stock-in-Process  
Traded Goods

**Total****Closing Stock**

Finished Goods  
Stock- in-Process  
Traded Goods

**Total**

Change in Inventories

	756.18	1,211.82
	1,127.92	514.30
	57.84	51.85
<b>Total</b>	<b>1,941.94</b>	<b>1,777.97</b>
	2,069.15	756.18
	929.70	1,127.92
	61.31	57.84
<b>Total</b>	<b>3,060.16</b>	<b>1,941.94</b>
<b>Change in Inventories</b>	<b>(1,118.22)</b>	<b>(163.97)</b>

**NOTES FORMING PART OF THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020**

**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 31st March, 2020	For the year ended 31st March, 2019
	1,314.01	1,034.23
	68.66	61.69
	93.81	87.31
<b>Sub -Total</b>	<b>1,476.48</b>	<b>1,183.23</b>
	41.65	13.71
<b>Total</b>	<b>1,518.13</b>	<b>1,196.94</b>

**29 Finance Costs**

**Interest**

On Working Capital (Net) \*  
On Term Loan  
On Others  
On Debentures  
Discounting & Financial Charges

**Total**

	506.34	390.16
	10.22	5.00
	69.17	12.70
	173.87	174.25
	177.20	218.09
<b>Total</b>	<b>936.80</b>	<b>800.20</b>

\* 29.1 Borrowing cost amounting to ₹ 144.10 lakhs (P Y : ₹ 73.85 lakhs) have been capitalised towards purchase Fixed Assets.

**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 & GST Audit

Director's sitting Fees  
CSR Expenses  
Miscellaneous Expenses

**Total (B)**

**Total (A+B)**

	2,371.39	2,487.11
	114.82	101.03
	59.59	49.47
	334.76	314.26
	58.81	54.55
<b>Total (A)</b>	<b>2,939.37</b>	<b>3,006.42</b>
	74.28	72.57
	15.47	22.79
	34.73	30.93
	120.05	84.24
	90.77	80.76
	1,611.02	1,788.50
	1,637.98	2,089.75
	3.15	2.35
	0.53	0.50
	5.24	0.62
	8.92	3.47
	2.08	2.90
	48.21	40.00
	946.08	1,032.58
<b>Total (B)</b>	<b>4,589.59</b>	<b>5,248.49</b>
<b>Total (A+B)</b>	<b>7,528.96</b>	<b>8,254.91</b>



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 31 Contingent Liabilities not provided for in respect of :

Particulars	( ₹ in lakhs)	
	As at 31st March, 2020	As at 31st March, 2019
i) Claims against the Company/disputed liabilities not acknowledged as debt.	5.14	5.14
ii) As per Sales Tax Authorities	39.63	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.	385.60	419.50
iv) Guarantees Issued by Banks	571.65	605.05
v) Letter of Credit Unexpired	231.68	1,312.31

### 32 Capital Commitments :

The estimated amount of contracts remaining to be executed on capital account (Net of Advances) and not provided for

500.53	737.15
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### 33 Research & Development Expenses :

#### Particulars

a) The following are included under Research & Development Expenses in the Statement of Profit and Loss :

	2019 - 2020	2018 - 2019
i) Salaries, Wages and Bonus	95.90	81.98
ii) Contribution to Provident and other funds	4.79	5.29
iii) Staff and Workmen Welfare Expenses & Conveyance	2.70	3.46
iv) Legal and Professional Fees	7.65	6.96
<b>b) Aggregate Expenses :</b>		
Aggregate amount incurred on specific expenses :		
i) Salaries, Wages and Bonus	1,409.91	1,116.21
ii) Contribution to Provident and other funds	73.45	66.98
iii) Staff and Workmen Welfare Expenses	96.51	90.77
iv) Legal and Professional Fees	138.11	121.43

### 34 Leases

The Company has incurred rental expenses towards short-term leases and leases of low-value assets.

**NOTES FORMING PART OF THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020**

**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 (Ceased as Director w.e.f. 29.09.2019)  
Dr. M. K. Sinha - Non Executive & Independent Director (Expired on 02.02.2020)  
Dr. P. H. 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  
SMT. Bhagirathibai Manmal Gochar Trust  
APL Infotech Limited (from 04.03.2020)

**B Details of Related Party Transactions for Current Year / (Previous Year) :**

( ₹ in lakhs)

Nature Of Transaction	Referred to in A(i) (a) above	Referred to in A(i)(b) above	Referred to in A(i) (c) above	Referred to A(i)(d) above
<b>Income</b>				
<b>Sale of Holding in Subsidiary - APL Infotech Ltd</b> Chefair Investment Pvt. Ltd.				<b>44.81</b> -
<b>Expenses</b>				
<b>Interest Paid on Loans</b> Multiwyn Investments & Holdings Private Limited upto Dec 19  Chefair Investment Private Limited Upto Dec 2019	<b>93.87</b> (139.96)			<b>13.55</b> (14.48)
<b>Managerial Remuneration</b> Mr. Hemant Kumar Ruia  Mr. Yashvardhan Ruia  Directors Sitting Fees (Independent Directors)		<b>156.37</b> (100.94) <b>36.96</b> (24.04) <b>2.08</b> (2.90)		
<b>Contributions Paid during the year</b> Amines & Plasticizers Limited Employee's Gratuity Fund  Amines & Plasticizers Limited Employee's Providend Fund			<b>23.00</b> (45.00) <b>107.93</b> (96.84)	
<b>Loans Taken</b> Multiwyn Investments & Holdings Private Limited upto 04.03.2020  Chefair Investment Private Limited upto 04.03.2020		<b>105.85</b> (201.25)		<b>107.00</b> (31.50)
<b>Repayment of Loan Taken</b> Multiwyn Investments & Holdings Private Limited		-		
		(30.00)		

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### C Outstanding balance in respect of Related parties as at 31st March, 2020

(₹ in lakhs)

Nature Of Transaction	Referred to in A(I) (a) above	Referred to in A(i)(b) above	Referred to in A(i) (c) above	Referred to A(i)(d) above
APL Infotech Limited (Subsidiary upto 04.03.2020)      Loan Receivable				<b>300.00</b>
Multiwyn Investments & Holdings Private Limited      Loan Payable	-			
	(1,032.50)			
Chefair Investment Private Limited      Loan Payable				-
				(118.25)
Amines & Plasticizers Limited Employee's Gratuity Fund      Payable			<b>33.46</b>	
			(2.51)	
Amines & Plasticizers Limited Employee's Providend Fund Payable			<b>8.97</b>	
			(8.45)	

### D Executive Directors compensation

Short- term employee benefits  
Post- employment benefits

2019-2020	2018-2019
<b>193.33</b>	124.78
<b>0.87</b>	0.20

#### \* Note:

- i) 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 & 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 (₹)

2019 - 2020	(₹ in lakhs) 2018 - 2019
<b>2,460.03</b>	1,643.17
<b>550.20</b>	550.20
<b>550.20</b>	550.20
<b>2.00</b>	2.00
<b>4.47</b>	2.99

**NOTES FORMING PART OF THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020**

**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 March 2020	As at 31st March 2019
<b>A. Expense recognised in the statement of Profit and Loss</b>		
<b>In Income Statement</b>		
- Current Service Cost	10.76	10.03
- Interest Cost	16.35	15.05
- Expected return on plan assets	(16.35)	(15.05)
<b>Net Cost</b>	10.76	10.03
<b>In Other Comprehensive Income</b>		
- Actuarial (Gain) / Loss	39.25	16.43
- Return On Plan Assets	2.40	(2.72)
<b>Net (Income)/ Expense For the period Recognised in OCI</b>	41.65	13.71
<b>B. Actual return on plan assets</b>		
- Expected return of plan assets	(16.35)	(15.05)
- Actuarial (gain) / loss on plan assets	(2.40)	2.72
- Actual return of plan assets	(18.75)	(12.33)
<b>C. Net Asset / (Liability) recognised in the Balance Sheet</b>		
- Present value of the defined benefit obligations at the end of the period	82.44	62.64
- Fair value of plan assets at the end of the period	(90.18)	(24.86)
- Funded status (surplus / (deficit))	(172.62)	(87.51)
- Net Asset / (Liability) recognised in the Balance Sheet	(172.62)	(87.51)
<b>D. Change in Present value of Obligation during the year</b>		
- Present value of obligation at the beginning of the year	62.64	45.60
- Current Service Cost	10.76	10.03
- Past Service Cost	-	-
- Interest Cost	16.35	15.05
- Benefits paid	46.56	24.46
- actuarial (gain) / loss on obligation	(39.25)	(16.43)
- Present value of obligation at the end of the year	82.44	62.64
<b>E. Change in Assets during the year</b>		
- Fair value of plan assets as at beginning of the year	(24.86)	11.93
- Expected return on plan assets	(16.35)	(15.05)
- Contributions made	-	-
- Benefits paid	46.56	24.46
- actuarial (gains) / loss on plan assets	2.40	(2.72)
- Fair value of plan assets at the end of the year	(90.18)	(24.86)
<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	6.84%	7.77%
- Expected rate of return on assets	6.84%	7.77%
- Mortality Rate		
	<b>Indian Assured Lives (2006-08) Ultimate</b>	Indian Assured Lives (2006-08) Ultimate
- Future salary increases consider inflation, seniority, promotion and other relevant factors	3%	2%

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

The define 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 March, 2020	As at 31st March, 2019
Projected Benefit Obligation on Current Assumptions	230.28	210.48
Delta Effect of +1% Change in Rate of Discounting	-11.01	-8.19
Delta Effect of -1% Change in Rate of Discounting	12.41	9.13
Delta Effect of +1% Change in Rate of Salary Increase	11.92	9.57
Delta Effect of -1% Change in Rate of Salary Increase	-10.70	-8.71
Delta Effect of +1% Change in Rate of Employee Turnover	3.41	3.78
Delta Effect of -1% Change in Rate of Employee Turnover	-3.79	-4.16

- 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

	For the year ended 31st March, 2020	For the year ended 31st March, 2019
a) Gross Amount required to be spent by the Company during the year	48.24	39.93
b) Amount Spent during the year on :-		
i) Construction / Acquisition of any assets	20.50	-
ii) On purpose other than (i) above	6.12	40.00
c) Amount Payable as at Year End	21.62	-

- 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 2020

### 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	31.03.2020	31.03.2019
Equity share capital	1,100.40	1,100.40
Other equity	9,709.03	7,094.39
<b>Total Equity (A)</b>	<b>10,809.43</b>	<b>8,194.79</b>
Non-current borrowings	2,893.71	3,234.03
Short term borrowings	2,599.18	4,332.41
Current maturities of long term borrowing	302.67	305.54
<b>Gross Debt (B)</b>	<b>5,795.56</b>	<b>7,871.98</b>
<b>Total Capital (A+B)</b>	<b>16,604.99</b>	<b>16,066.77</b>
Gross Debt as above	5,795.56	7,871.98
Less: Cash and cash equivalents	223.96	1,040.97
Less: Other balances with bank (including non-current earmarked balances)	182.67	295.12
<b>Net Debt (C)</b>	<b>5,388.93</b>	<b>6,535.89</b>
Net debt to equity	0.50	0.80

### 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, 2020 and 2019 is the carrying value of each class of financial assets.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 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, 2020, 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, 2020		As at 31st March, 2019	
		Amount in Foreign Currency	Indian rupee equivalent	Amount in Foreign Currency	Indian rupee equivalent
<b>Assets :</b>					
Trade Receivables Export	USD	39.42	2,971.53	47.62	3,293.74
	EUR	1.74	144.54	1.13	87.77
Bank Balance	USD	2.41	181.93	13.69	946.93
	EUR	0.01	0.98	0.01	0.66
<b>Total</b>			<b>3,298.98</b>		<b>4,329.10</b>
<b>Liabilities :</b>					
Import Trade Payable	USD	11.51	867.89	34.31	2,373.49
	AED	14.20	291.42	27.84	522.07
<b>Total</b>			<b>1,159.31</b>		<b>2,895.56</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, 2020	As at 31st March, 2019
<b>1% Depreciation in INR</b>		
Impact on P&L (Profit increased / (decreased) by)	(21.40)	(14.34)
<b>1% Appreciation in INR</b>		
Impact on P&L (Profit increased / (decreased) by)	21.40	14.34

### 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 March, 2020	As at 31st March, 2019
Long term fixed borrowing	3,196.38	3,539.57
Short term fixed borrowing	-	-
Short term floating borrowing	2,599.18	4,332.41
	<b>5,795.56</b>	<b>7,871.98</b>



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Impact on Interest Expenses for the year on 1% change in Interest rate

Particulars	As at 31st March, 2020	As at 31st March, 2019
<b>1% Increase in interest rates</b>		
Impact on P&L (Profit increased / (decreased) by)	(25.99)	(43.32)
<b>1% Decrease in interest rates</b>		
Impact on P&L (Profit increased / (decreased) by)	25.99	43.32

### 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, 2020		
	Total	With in 1 year	above 1 year
Borrowings	5795.56	2901.85	2893.71
Trade Payables	5356.49	5356.49	0.00
Other financial liabilities	149.28	149.28	0.00
<b>Total</b>	<b>11301.33</b>	<b>8407.62</b>	<b>2893.71</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 2020**

The following tables presents the carrying value and Fair value measurement hierarchy of each category of financial assets and liabilities

( ₹ in lakhs)

Particulars	31.03.2020		31.03.2019	
	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	6838.38	-	7669.31	-
Cash and cash equivalents	223.96	-	1040.97	-
Bank balances other than cash and cash equivalents above	182.67	-	295.12	-
Loans	17.98	-	26.18	-
Other financial assets	49.90	-	264.70	-
	<b>7,312.91</b>	-	<b>9,296.30</b>	-
<b>Financial Liabilities</b>				
<b>Financial liabilities measured at amortised cost</b>				
Borrowings	2599.18	-	4332.41	-
Trade payables	5356.49	-	7239.75	-
Other financial liabilities	451.95	-	714.32	-
	<b>8,407.62</b>	-	<b>12,286.48</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 Exceptional Item**

The total dues from APL Infotech Limited was ₹ 668.22 Lakhs, which includes Principal amount of Loan & Interest outstanding. The APL Infotech Ltd has not in a position to pay the outstanding and requested to settle the outstanding debt as one time settlement. As per the Memorandum of Understanding cum guarantee agreement, the APL Infotech Limited will pay ₹ 300/- Lakhs as full & final repayment of the total Debt payable to the Company. This amount of ₹ 300/- Lakhs will be paid over a period of 4 years. Accordingly, the Company has reversed the current year interest and written off the balance outstanding of interest amount ₹ 301.91 Lakhs and the same has been disclosed under the head Exceptional items.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

### 44 COVID 19 Impact

Due to spread of Covid 19, the Government of India and the Government of Maharashtra announced lockdown from 24.03.2020. Accordingly, Plant was closed for operations on 27.03.2020. Since the Company produces an important drug intermediate which was useful in treatment of Covid 19, the Company was granted permission under Essential Services to re-start its operations, on April 11, 2020. Accordingly, after organizing required labor force and raw materials, the Company commenced operations at its Plant.

The Management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements. Accordingly, no adjustments have been made to the financial statements. However, the Company shall continue to closely monitor any material developments in the external business environment and future economic conditions which may have significant impact on its business.

### 45 Consolidated Segment wise Revenue, Results and Capital Employed under Regulation 33 of Listing Regulations

Particulars	31.03.2020	31.03.2019 (₹ in lakhs)
1. Segment revenue		
a Chemicals	39,914.69	45,506.29
b Software	-	-
<b>TOTAL</b>	<b>39,914.69</b>	<b>45,506.29</b>
Less: Inter Segment Revenue	-	-
<b>Net Income from Operation</b>	<b>39,914.69</b>	<b>45,506.29</b>
2. Segment Results [Profit/(Loss) before Tax and Interest]		
a Chemicals	3,974.31	3,378.38
b Software	-	-
<b>TOTAL</b>	<b>3,974.31</b>	<b>3,378.38</b>
Less: Interest Expense	936.80	800.20
<b>Total Profit before Tax</b>	<b>3,037.51</b>	<b>2,578.18</b>
3. Segment Capital Employed (Segment Assets - Segment Liabilities)		
a Chemicals	-	15,528.53
b Software	-	1,589.95
<b>TOTAL</b>	<b>-</b>	<b>17,118.48</b>

**NOTES FORMING PART OF THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020**

**46 Disclosures as per Schedule III to the Companies Act, 2013, by way of additional information, related to consolidated Financial Statements Statement of net assets and profit or loss attributable to owners and minority interest**

**( ₹ 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> Amines & Plasticizers Limited	100.36	10848.76	100.55	2473.67	108.44	(41.65)	100.43	2432.02
<b>Subsidiary Indian</b>								
Foreign Amines & Plasticizers FZ LLC	(0.22)	(23.49)	(0.55)	(13.64)	(8.44)	3.24	(0.43)	(10.40)
<b>Total</b>	<b>100.15</b>	<b>10825.27</b>	<b>100.00</b>	<b>2460.03</b>	<b>100.00</b>	<b>(38.41)</b>	<b>100.00</b>	<b>2421.62</b>
Inter Company Elimination & Consolidation Adjustments	(0.15)	(15.84)	-	-	-	-	-	-
<b>Consolidated</b>	<b>100.00</b>	<b>10809.43</b>	<b>100.00</b>	<b>2460.03</b>	<b>100.00</b>	<b>(38.41)</b>	<b>100.00</b>	<b>2421.62</b>

**47** 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

**Nikhil Rathod**  
Partner  
Membership No- 161220

**Date :** 29th June, 2020  
**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

**FORM AOC -1**

(Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013  
read with rule 5 of the Companies (Accounts) Rules, 2014)

Statement containing Salient Features of Financial Statement of Subsidiaries/Associate Companies/ Joint Ventures

**Part "A": Subsidiaries****(₹ in Lakhs)**

Sl. No.	Particulars	Details
1	Si. No.	1
2	Name of the subsidiary	AMINES AND PLASTICIZERS FZ LLC
3	The date since when the subsidiary was acquired	17/01/2019
4	Reporting period for the subsidiary concerned, if different from the holding Company's reporting	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	AED 1 = INR 20.56
6	Share Capital	20.56
7	Reserves & Surplus	(44.05)
8	Total Assets	37.76
9	Total Liabilities	61.25
10	Investments	-
11	Turnover	-
12	Profit before Taxation	(13.63)
13	Provision for Taxation	-
14	Profit after Taxation	(13.63)
15	Proposed Dividend	-
16	Extent of Shareholding (in percentage)	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: 29th June, 2020

Place: Mumbai

## NOTES

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## NOTES

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## AMINES & PLASTICIZERS LTD.

### GUWAHATI

(Registered Office) : Poal Enclave  
C/O Pranati Builders Pvt. Ltd.  
Principal J.B.Road, Chenikuthi,  
Guwahati -781003, Assam.

### DELHI

H-10-B, 2nd Floor, Kalkaji,  
New Delhi - 110 019

### MUMBAI

(Corporate - Head Office)  
'D' Building,  
Shivsagar Estate,  
Dr. Annie Besant Road, Worli,  
Mumbai - 400 018.

### UAE

**AMINES &  
PLASTICIZERS FZ LLC**  
B04-207,  
Business Centre 03,  
RAKEZ Business Zone - FZ,  
RAK, United Arab Emirates.

### CHEMICAL PLANT

Thane Belapur Road, Turbhe,  
Navi Mumbai - 400 705.  
**APL INDUSTRIAL GASES PLANT  
APL ENGINEERING SERVICES**  
Survey No.49, Village Vadval,  
Taluka-Khalapur,  
Dist Raigad - 410 203.



## **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