

AMINES & PLASTICIZERS LIMITED

(ISO 9001:2008, ISO 14001:2004, OHSAS 18001:2007 CERTIFIED COMPANY)

TELEGRAMS : AMINEPLAST
TELEPHONE : +91-22-2493 5282 / 87 / 88
E-MAIL : amines@vsnl.com
FAX : +91 22-2493 8162



'D' BUILDING,
SHIV SAGAR ESTATE,
DR. ANNIE BESANT ROAD,
WORLI, MUMBAI - 400 018.

Date : February 13, 2013

To,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Dear Sirs,

Sub : Intimation about outcome of the Board Meeting held on 13th February, 2013.
Security Code : 506248.

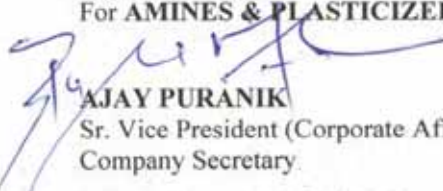
This is to inform you that the Board of Directors of the Company at its Meeting held today, i.e. 13.02.2013 at Mumbai, inter alia has considered and approved following business:

1. Un-audited Consolidated and Standalone Provisional Financial Results together with the Limited Review Reports for the 3rd Quarter ended 31.12.2012.
2. Approved a Draft "Scheme of Amalgamation" under Sections 391-394 of the Companies Act, 1956 (the "Scheme") of APL Engineering Services Pvt. Ltd (Wholly owned subsidiary of Amines & Plasticizers Ltd.) with Amines & Plasticizers Ltd.
3. Re-appointment of Shri Hemant Kumar Ruia, Chairman & Managing Director of the Company for 3 years after the expiry of his term of office, subject to the approval of the Shareholders of the Company.

Further, re - designation of Mr. Ajay Puranik, Company Secretary as Sr. Vice President (Corporate Affairs) & Company Secretary has been ratified.

Kindly take a note of the same.

Thanking you,
Yours sincerely,
For **AMINES & PLASTICIZERS LIMITED**


AJAY PURANIK
Sr. Vice President (Corporate Affairs) &
Company Secretary



- Encl: 1. Certified Copies of Un-audited Consolidated and Standalone Provisional Financial Results together with the Limited Review Reports for the 3rd Quarter ended 31.12.2012.
2. Three Certified Copies of Resolutions approving the draft Scheme of Amalgamation.
3. Certified Copy of an Abstract under Section 302 of the Companies Act, 1956 regarding re-appointment of Shri Hemant Kumar Ruia, Chairman & Managing Director.

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Date: February 13, 2013

To,
Bombay Stock Exchange Ltd.
Corporate Relationship Dept.
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.

Dear Sir,

Ref: Outcome of the Meeting of the Board of Directors of Amines & Plasticizers Limited held on February 13, 2013 at Mumbai.

We refer to our letter of 05th February 2013; vide which we had intimated to you regarding the convening of the meeting of the Board of Directors on 13th February 2013.

We hereby inform you that at the meeting of the Board of Directors of the Company held today i.e. 13th February 2013, the Board has considered and approved a draft 'Scheme of Amalgamation' of APL Engineering Services Private Limited (Wholly owned Subsidiary of Amines & Plasticizers Limited) with Amines & Plasticizers Limited subject to sanction by the Hon'ble Bombay High Court and/or the Hon'ble High Court at Guwahati, as applicable, under Sections 391-394 of the Companies Act, 1956.

Since the wholly owned subsidiary is being merged with the Holding Company i.e. Amines & Plasticizers Limited there will be no Share Exchange ratio and Valuation Report involved in the Scheme. Further, the holding Company's shareholding in APL Engineering Services Private Limited will stand cancelled under the Scheme.

The Draft Scheme was tabled and approved unanimously by the Board at its meeting held today.

The effectiveness of the Scheme is subject to the receipt of necessary approvals under applicable Laws, including the approval of the shareholders and creditors of the Company and APL Engineering Services Private Limited- as well as the sanction of the Courts. The Appointed Date under the Scheme is April 1, 2012.

This is for your information and in compliance with Clause 22 and 36 of the Listing Agreement.

Yours sincerely,
For Amines & Plasticizers Limited


Ajay Puranik
Sr. Vice President (Corporate Affairs) &
Company Secretary



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF AMINES & PLASTICIZERS LIMITED AT ITS MEETING HELD ON FEBRUARY 13, 2013 AT D/6 SHIVSAGAR ESTATE, DR. ANNIE BESANT ROAD, WORLI, MUMBAI : 400018

“RESOLVED UNANIMOUSLY THAT the draft scheme of Amalgamation of APL ENGINEERING SERVICES PRIVATE LIMITED with AMINES & PLASTICIZERS LIMITED, tabled before the Board and initialed by the Chairman for the sake of identification, be and is hereby approved subject to such modifications, if any, as may be required by the Bombay High Court and Gauhati High Court at the time of final approval of the Scheme, with the authority to the Board of Directors of the Company to do all such acts, deeds and things as they consider in the interests of the company and may be required to give effect to the said Scheme of Amalgamation, with such modifications and conditions, if any, as may be stipulated by the Bombay High Court and Gauhati High Court in granting approval to the said scheme of Amalgamation”.

RESOLVED FURTHER THAT the following person(s) be and are hereby, severally authorized to sign the Application, Affidavit and Petition to be submitted to the Gauhati High Court, and any other document in connection therewith:

Sr. No.	Name	Designation
1.	Shri Hemant Kumar Ruia	Chairman & Managing Director
2.	Shri Ajay Puranik	Sr. Vice President (Corporate Affairs) & Company Secretary

RESOLVED FURTHER THAT the above officials of the Company be and are hereby severally authorized to appoint Attorneys, Consultants, Experts and to do all such acts, deeds and things as the Board may consider necessary in connection with the said Scheme of Amalgamation, with such modifications and conditions, if any, as may be stipulated by the Bombay High Court and Gauhati High Court in granting approval to the said Scheme of Amalgamation.

For Amines & Plasticizers Limited

Chairman & Managing Director