

AMINES & PLASTICIZERS LIMITED

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

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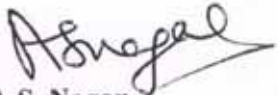
'D' BUILDING,
SHIV SAGAR ESTATE,
DR. ANNIE BESANT ROAD,
WORLI, MUMBAI - 400 018.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE AUDIT COMMITTEE OF BOARD OF DIRECTORS OF AMINES & PLASTICIZERS LIMITED 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 ("the scheme") of APL ENGINEERING SERVICES PRIVATE LIMITED (the Transferor Company) with AMINES & PLASTICIZERS LIMITED (the Transferee Company), tabled before the Committee and initialed by the Chairman for the sake of identification be and is hereby received, considered and approved and that the said Scheme of Merger be submitted with the Designated Stock Exchange i.e. Bombay Stock Exchange (BSE) in this case as and when approved by the Board of Directors after due consideration in their meeting".

RESOLVED FURTHER THAT since the Merger is with the Wholly Owned Subsidiary of the Company, Valuation Report from the Independent Chartered Accountant as also the Fairness Opinion by the Merchant Banker, being not applicable, need not be obtained".

For Amines & Plasticizers Limited,


A.S. Nagar
Chairman - Audit Committee