

Bhandari Dastur Gupta & Associates

Chartered Accountants

Date: June 1st 2013

To,
Ms. Richa Agarwal,
Assistant General Manager,
Division of Issues & Listing – I,
Corporation Finance Department,
Securities & Exchange Board of India
Mumbai

Dear Madam,

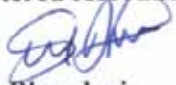
Sub: Undertaking pursuant to Para 5.16 of SEBI Circular dt. 21/05/2013.

Based on the information and explanation given to us in relation to the reasons for non-applicability of Para 5.16 of SEBI Circular dt. 21/05/2013 and the undertaking executed by the company M/s. Amines & Plasticizers Limited dated May 31 2013. We hereby state that we have certified the copy of the undertaking dated 31/05/2013 issued by Amines & Plasticizers Limited as true and correct. A copy of the same is enclosed for your record

Thanking you,

Yours faithfully,

For Bhandari Dastur Gupta & Associates
Chartered Accountants.


Sunil Bhandari
Partner
Member No: 047981
Encl. a/a



AMINES & PLASTICIZERS LIMITED

(AN ISO 9001-2008 CERTIFIED COMPANY)



'D' BUILDING, Shivsagar Estate,
Dr. Annie Besant Road, Worli,
Mumbai - 400 018, India.

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Email: amines@vsnl.com



31/05/2013

To,
Ms. Richa Agarwal
Assistant General Manager,
Division of Issues & Listing-I,
Corporation Finance Department,
Securities & Exchange Board of India
Mumbai.

Dear Madam,

Ref: Scheme of arrangement between Amines & Plasticizers Ltd (Amines) and APL Engineering Services Pvt. Ltd. (APL Eng)

Sub: Undertaking pursuant to Para 5.16 of SEBI Circular dt. 21/05/2013.

As directed and authorized by the Board of Directors of the Company at its Meeting held on 30/05/2013 at Mumbai and as laid down in revised Para 5.16 (b) of SEBI Circular dt. 21/05/2013, We for and on behalf of the Company hereby confirm and undertake that the Para 5.16 (a) of the said SEBI Circular is not applicable to the proposed scheme of Arrangement between Amines and APL Engineering Services Pvt. Ltd. for the following reasons:

1. APL Engineering Services Private Ltd is a wholly owned subsidiary of Amines & Plasticizers Ltd since inception and therefore the scheme of arrangement does not warrant us to allot any additional shares to Promoter/ Promoter Group, Related parties of Promoter/ Promoter group, Associates of Promoter /Promoter Group, Subsidiary (s) of Promoter/ Promoter Group of the Listed Company. Since entire shares are held by Amines, once the Scheme gets approved the entire shareholding of APL Engineering Services Pvt. Ltd will be cancelled and no new shares will be issued to anybody.
2. The Scheme of arrangement does not involve any other Entity involving Promoter/ Promoter Group, Related parties of Promoter/ Promoter Group, Associates of Promoter / Promoter Group, Subsidiary (s) of Promoter/ Promoter Group.
3. Amines & Plasticizers Ltd, the parent listed Company had not acquired the equity shares of its Subsidiary (which is being merged) by paying consideration in cash or in kind in the past to any of the shareholders of the Subsidiary who are Promoter/ Promoter Group, Associates of Promoter / Promoter Group, Subsidiary (s) of Promoter/ Promoter Group of the parent listed company.

We also undertake that the above undertaking will be displayed on the website of our Company under relevant Merger heading.

For Amines & Plasticizers Limited

Chairman & Managing Director

Bhandari Dastur Gupta & Associates
Chartered Accountants
Firm Regn. No. 119739W

Sunil Bhandari
SUNIL BHANDARI
Partner

Membership No.: (47981)