



THE ANDHRA PETROCHEMICALS LIMITED

Regd. Office :
VENKATARAYAPURAM
(Tanuku) - 534 215
West Godavari Dist. (A.P.)
Tel : 08819-224075, 224755, 224911 (7 Lines)
Fax : 08819-224168
E-mail : info.tnk@andhrapetrochemicals.com
CIN : L23209AP1984PLC004635
Website : www.andhrapetrochemicals.com

No. APL/SEC/35-AGM/2019

The Relationship Manager,
Corporate Relationship Department
The Bombay Stock Exchange Ltd,
1st Floor, New Trading Ring
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, FORT,
MUMBAI - 400 001

Dt. 10.7.2019

Dear Sirs,

Sub: Voting results of 35th Annual General Meeting (AGM) pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Scrip Code: 500012

In accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Members of the Company at the 35th AGM held on 10th July, 2019 transacted the following business:

Sl No.	Description	Particulars
1	Date of AGM	10 th July, 2019
2	Total No. of Shareholders as on record (cut off) date i.e., 3 rd July, 2019	73,982
3	No. of Shareholders present in meeting either in person or through proxy	115
4	Shareholders	Present in person Present through proxy Total
	Promoter & Promoter group	3 Nil 3
	Public – Institutions	Nil Nil Nil
	Public – Non-institutions	112 Nil 112
	Total	115 Nil 115
5	No. of shareholders attended the meeting through video conferencing: Not arranged Promoter & Promoter group: Not applicable Public: Not applicable	
6	Mode of voting for all resolutions was e-voting and poll conducted at the meeting	

The details of agenda item, result of voting (both by way of e-voting & poll), the report of scrutinizer for e-voting, Form MGT-13 for poll and the combined report (for e-voting & Poll) are attached as Annexures.

Thanking you,

Yours faithfully,
for **THE ANDHRA PETROCHEMICALS LIMITED,**

(P Narendranath Chowdary)
Managing Director

Encl: as above

35th Annual General Meeting Voting Results of The Andhra Petrochemicals Limited

Date of the AGM	10.7.2019
Total Number of shareholders on record date / cut off date i.e., 3rd July, 2019	73,982
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	112
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	do
Public:	do



Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Adoption of Audited Annual Accounts for the year 2018-19, Reports of Board of Directors and Auditors thereon					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38280394						
	Poll		38274594	99.9848	38274594	0	100	0
	Postal Ballot (if applicable)							
	Total		38280394	38274594	99.9848	38274594	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	46691206	33040	0.0708	33040	0	100	0
	Poll		31997	0.0685	31997	0	100	0
	Postal Ballot (if applicable)							
	Total		46691206	65037	0.1393	65037	0	100
Total		84971600	38339631	45.1205	38339631	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Declaration of Dividend for the Financial Year 2018-19 @ 15% on the Equity Shares of the Company					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38280394						
	Poll		38274594	99.9848	38274594	0	100	0
	Postal Ballot (if applicable)							
	Total		38280394	38274594	99.9848	38274594	0	100
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	46691206	33040	0.0708	33040	0	100	0
	Poll		31997	0.0685	31997	0	100	0
	Postal Ballot (if applicable)							
	Total		46691206	65037	0.1393	65037	0	100
Total		84971600	38339631	45.1205	38339631	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(3)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Appointment of a Director in place of Sri Mullapudi Thimmaraja (DIN 00016711) who retires by rotation and being eligible offers himself for reappointment					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	38280394							
	Poll		38274594	99.9848	38274594	0	100	0	
	Postal Ballot (if applicable)								
	Total		38280394	38274594	99.9848	38274594	0	100	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting	46691206	33040	0.0708	33040	0	100	0	
	Poll		30417	0.0651	30417	0	100	0	
	Postal Ballot (if applicable)								
	Total		46691206	63457	0.1359	63457	0	100	0
Total		84971600	38338051	45.1187	38338051	0	100	0	
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution									



Resolution(4)									
Resolution required: (Ordinary / Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			Appointment of a Director in place of Sri Solomon Arokiaraj, I.A.S., (DIN 06802660) who retires by rotation and being eligible offers himself for reappointment						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	38280394							
	Poll		38274594	99.9848	38274594	0	100	0	
	Postal Ballot (if applicable)								
	Total		38280394	38274594	99.9848	38274594	0	100	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting	46691206	32850	0.0704	32660	190	99.4216	0.5784	
	Poll		31997	0.0685	31997	0	100	0	
	Postal Ballot (if applicable)								
	Total		46691206	64847	0.1389	64657	190	99.707	0.293
Total		84971600	38339441	45.1203	38339251	190	99.9995	0.0005	
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution									



Resolution(5)									
Resolution required: (Ordinary / Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			Fixation of remuneration amounting to Rs.3,00,000/- (Rupees three lakhs only) payable to Statutory Auditors M/s C V Ramana Rao & Co., (Firm Regn. No.002917S), Chartered Accountants, Visakhapatnam for the Year 2019-20						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes -- in favour	No. of votes -- against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	38280394							
	Poll		38274594	99.9848	38274594	0	100	0	
	Postal Ballot (if applicable)								
	Total		38280394	38274594	99.9848	38274594	0	100	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Non Institutions	E-Voting	46691206	33040	0.0708	33040	0	100	0	
	Poll		31997	0.0685	31997	0	100	0	
	Postal Ballot (if applicable)								
	Total		46691206	65037	0.1393	65037	0	100	0
Total		84971600	38339631	45.1205	38339631	0	100	0	
Whether resolution is Pass or Not.								Yes	
Disclosure of notes on resolution									



Resolution(6)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Ratification of remuneration amounting to Rs.1,25,000/- (Rupees one lakh twenty five thousand) payable to Cost Auditors M/s Narasimha Murthy & Co., Cost Accountants, Hyderabad for the Financial Year 2019-20					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38280394						
	Poll		38274594	99.9848	38274594	0	100	0
	Postal Ballot (if applicable)							
	Total		38280394	38274594	99.9848	38274594	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	46691206	33040	0.0708	33040	0	100	0
	Poll		31997	0.0685	31997	0	100	0
	Postal Ballot (if applicable)							
	Total		46691206	65037	0.1393	65037	0	100
Total		84971600	38339631	45.1205	38339631	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(7)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appointment of Sri P Venkateswara Rao (DIN06387165) as Independent Director for a period of 5 years commencing from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company, not liable to retire by rotation					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38280394						
	Poll		38274594	99.9848	38274594	0	100	0
	Postal Ballot (if applicable)							
	Total		38280394	38274594	99.9848	38274594	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	46691206	33040	0.0708	33040	0	100	0
	Poll		31997	0.0685	31997	0	100	0
	Postal Ballot (if applicable)							
	Total		46691206	65037	0.1393	65037	0	100
Total		84971600	38339631	45.1205	38339631	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(8)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Enabling Dr V N Rao (DIN00861884) to hold his current tenure of Directorship till the date of his retirement by rotation					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	38280394							
	Poll		38274594	99.9848	38274594	0	100	0	
	Postal Ballot (if applicable)								
	Total		38280394	38274594	99.9848	38274594	0	100	0
Public- Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting	46691206	33040	0.0708	33040	0	100	0	
	Poll		31997	0.0685	31997	0	100	0	
	Postal Ballot (if applicable)								
	Total		46691206	65037	0.1393	65037	0	100	0
Total		84971600	38339631	45.1205	38339631	0	100	0	
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution									



Resolution(9)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appointment of Sri A A Krishnan (DIN 00086374) as Independent Director for a period of 2 consecutive years commencing from the conclusion of the 35th Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company, not liable to retire by rotation					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38280394						
	Poll		38274594	99.9848	38274594	0	100	0
	Postal Ballot (if applicable)							
	Total		38280394	38274594	99.9848	38274594	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	46691206	32840	0.0703	32640	200	99.391	0.609
	Poll		31997	0.0685	31997	0	100	0
	Postal Ballot (if applicable)							
	Total		46691206	64837	0.1389	64637	200	99.6915
Total		84971600	38339431	45.1203	38339231	200	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Sri M Gopalakrishna, I.A.S.(Retd) (DIN 00088454) as Independent Director for a period of 5 consecutive years commencing from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company, not liable to retire by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38280394						
	Poll		38274594	99.9848	38274594	0	100	0
	Postal Ballot (if applicable)							
	Total		38280394	38274594	99.9848	38274594	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	46691206	32840	0.0703	32640	200	99.391	0.609
	Poll		31997	0.0685	31997	0	100	0
	Postal Ballot (if applicable)							
	Total		46691206	64837	0.1389	64637	200	99.6915
Total		84971600	38339431	45.1203	38339231	200	99.9995	0.0005
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



SCRUTINIZER REPORT FOR E-VOTING

To
The Chairman,
35th Annual General Meeting of THE ANDHRA PETROCHEMICALS LIMITED
Venkatarayapuram,
TANUKU - 534215,
Andhra Pradesh

35th Annual General Meeting of the Equity Shareholders of The Andhra Petrochemicals Limited held on Wednesday, July 10, 2019 at 3.00 P.M. at the Registered Office of the Company, Venkatarayapuram, Tanuku - 534215

Dear Sir,

Sub: Scrutinizers Report on Electronic Voting in respect of matters set out in the notice of 35th Annual General Meeting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Pursuant to the Resolution passed by the Board of The Andhra Petrochemicals Limited (hereinafter referred to as the "Company") on May 25, 2019, I have been appointed as the Scrutinizer for the e-voting process as mentioned under Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Company has appointed Central Depository Services Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 35th Annual General Meeting (AGM) of the Company, which is held on Wednesday, July 10, 2019.

The Service Provider accordingly had set up e-Voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-Voting.

As on the cut off date there were 73982 shareholders of the Company. The Company had sent the Notice of the AGM and instructions for e-voting through physical form.

The e-voting instructions sent contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was 3rd July, 2019. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from Sunday, July 7, 2019 - 9:00 A.M. till Tuesday, July 9, 2019 - 5:00 P.M.



As prescribed in the Rule 20, the Company also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English in The Deccan Chronicle newspaper dated June 27, 2019 and in Telugu in Andhra Bhoomi newspaper dated June 27, 2019. The notice published in the newspaper carried the required information as specified in said Rule 20.

On July 10, 2019, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Abburi Satyanarayana and Mr. L. Sivaramakrishna who acted as the witnesses, as prescribed in Sub Rule 4(xi) of the said Rule 20.

There are in all 12 members holding 33040 equity shares of the Company, who have participated in the e-Voting process carried out by the Company.

The result of the E-voting is as under:

Item No.1 – Ordinary Resolution:

“To receive, consider and adopt the audited financial statements for the year ended 31st March 2019 and Reports of Board of Directors and Auditors thereon”.

	Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	12	33040	100.00
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

Item No.2 – Ordinary Resolution:

“Approval of dividend on equity shares for the year 2018-19”.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	12	33040	100.00
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable



Item No.3 – Ordinary Resolution:

"To appoint a Director in place of Sri Mullapudi Thimmaraja (DIN : 00016711) who retires by rotation and being eligible offers himself for reappointment".

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	12	33040	100.00
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

Item No.4 – Ordinary Resolution:

"To appoint a Director in place of Sri Solomon Arokiaraj (DIN : 06802660) who retires by rotation and being eligible offers himself for reappointment".

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	11	32850	99.42
(ii) Voted against the resolution	1	190	0.58
(iii) Invalid votes	-	-	Not applicable

Item No.5 – Ordinary Resolution:

"Fixation of remuneration of Statutory Auditors, M/s. C.V. Ramana Rao & Co., Chartered Accountants (Firm Regn.N.002917S) for the financial year 2019-20".

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	12	33040	100.00
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable



Item No.6 – Ordinary Resolution:

“To ratify the remuneration of the Cost Auditors for the financial year 2019-20”.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	12	33040	100.00
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

Item No.7 – Special Resolution:

“Appointment of Sri P. Venkateswara Rao (DIN 06387165) as Independent Director for a period of 5 years from the conclusion of 35th AGM till the conclusion of 40th AGM.”.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	12	33040	100.00
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

Item No.8 – Special Resolution:

“Enabling Dr. V.N. Rao (DIN 00861884) to hold his current tenure of directorship till the date of his retirement by rotation”.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	12	33040	100.00
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable



Item No.9 – Special Resolution:

“Appointment of Sri A.A. Krishnan (DIN 00086374) as an Independent Director for a term of two consecutive years from the conclusion of 35th AGM till the conclusion of 37th AGM not liable to retire by rotation”

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	11	32840	99.39
(ii) Voted against the resolution	1	200	0.61
(iii) Invalid votes	-	-	Not applicable

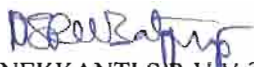
Item No.10 – Special Resolution:

“Appointment of Sri M. Gopalakrishna (DIN 00088454) as an Independent Director for a term of five consecutive years from the conclusion of 35th AGM till the conclusion of 40th AGM not liable to retire by rotation”

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	11	32840	99.39
(ii) Voted against the resolution	1	200	0.61
(iii) Invalid votes	-	-	Not applicable

Thanking you,

Yours faithfully,
For NEKKANTI S.R.V.V.S. NARAYANA & CO.


NEKKANTI S.R.V.V.S. NARAYANA
Proprietor
M.No.F7157, C.P.No.7839

Place: Venkatarayapuram
Date: July 10, 2019



COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL

To
The Chairman,
35th Annual General Meeting of THE ANDHRA PETROCHEMICALS LIMITED
Venkatarayapuram,
TANUKU - 534215,
Andhra Pradesh

Sub: Consolidated Scrutinizer Report on remote E-voting conducted pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and voting at the 35th Annual General Meeting of THE ANDHRA PETROCHEMICALS LIMITED (the Company) held on 10th July, 2019

I, Nekkanti S.R.V.V.S. Narayana, M/s. Nekkanti S.R.V.V.S. Narayana & Co., Company Secretaries, had been appointed as Scrutinizer by the Board of Directors of M/s. THE ANDHRA PETROCHEMICALS LIMITED pursuant to Section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') as amended, to conduct the remote e-voting process in respect of the resolutions forming part of the Notice (including addendum to the notice) of the 35th Annual General Meeting of the members of the Company (AGM) held on Wednesday, 10th July, 2019 at 3:00 PM at its Registered Office.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on Wednesday, 10th July, 2019 at 3:00 PM.

The Notice dated May 25, 2019 along with statement setting out material facts under Section 102 of the Act was sent to the members in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the notice to the AGM of the members of the Company. My responsibility as scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer's Report of votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at AGM.



I, now, submit my consolidated report as under on the result of the remote e-voting and voting at the meeting in respect of the said resolutions:

Item no of Notice	Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
ORDINARY BUSINESS							
Item No.1 of Notice as ordinary resolution (To receive, consider and adopt the audited financial statements for the year ended 31st March 2019 and Reports of Board of Directors and Auditors thereon)	E-voting	33040	0.09	0	-	-	-
	Poll	38306791	99.91	0	-	-	-
	Total	38339831	100.00	0	-	-	-
Item No.2 of Notice as ordinary resolution (Approval of dividend on equity shares for the year 2018-19)	E-voting	33040	0.09	0	-	-	-
	Poll	38306791	99.91	0	-	-	-
	Total	38339831	100.00	0	-	-	-
Item No.3 of Notice as ordinary resolution (To appoint a Director in place of Sri Mullapudi Thimmaraja (DIN : 00016711) who retires by rotation and being eligible offers himself for reappointment)	E-voting	33040	0.09	0	-	-	-
	Poll	38305211	99.91	0	-	-	-
	Total	38338251	100.00	0	-	-	-
Item No.4 of Notice as ordinary resolution (To appoint a Director in place of Sri Solomon Arokiaraj (DIN : 06802660) who retires by rotation and being eligible offers himself for reappointment)	E-voting	32850	0.09	190	-	-	-
	Poll	38306791	99.91	0	-	-	-
	Total	38339641	100.00	190	-	-	-
Item No.5 of Notice as ordinary resolution (Fixation of remuneration of Statutory Auditors, M/s. C.V. Ramana Rao & Co., Chartered Accountants (Firm Regn.N.002917S) for the financial year 2019-20)	E-voting	33040	0.09	0	-	-	-
	Poll	38306791	99.91	0	-	-	-
	Total	38339831	100.00	0	-	-	-



Item no of Notice	Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
SPECIAL BUSINESS							
Item No.6 of Notice as Ordinary Resolution (To ratify the remuneration of the Cost Auditors for the financial year 2019-20)	E-voting	33040	0.09	0	-	-	-
	Poll	38306791	99.91	0	-	-	-
	Total	38339831	100.00	0	-	-	-
Item No.7 of Notice as Special resolution (Appointment of Sri P. Venkateswara Rao (DIN 06387165) as Independent Director for a period of 5 years from the conclusion of 35 th AGM till the conclusion of 40 th AGM)	E-voting	33040	0.09	0	-	-	-
	Poll	38306791	99.91	0	-	-	-
	Total	38339831	100.00	0	-	-	-
Item No.8 of Notice as Special resolution (Enabling Dr. V.N. Rao (DIN 00861884) to hold his current tenure of directorship till the date of his retirement by rotation)	E-voting	33040	0.09	0	-	-	-
	Poll	38306791	99.91	0	-	-	-
	Total	38339831	100.00	0	-	-	-
Item No.9 of Notice as Special resolution (Appointment of Sri A.A. Krishnan (DIN 00086374) as an Independent Director for a term of two consecutive years from the conclusion of 35 th AGM till the conclusion of 37 th AGM not liable to retire by rotation)	E-voting	32840	0.09	200	-	-	-
	Poll	38306791	99.91	0	-	-	-
	Total	38339631	100.00	200	-	-	-




Item no of Notice	Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No.10 of Notice as Special resolution (Appointment of <i>Sri M. Gopalakrishna (DIN 00088454)</i> as an <i>Independent Director for a term of five consecutive years from the conclusion of 35th AGM till the conclusion of 40th AGM not liable to retire by rotation</i>)	E-voting	32840	0.09	200	-	-	-
	Poll	38306791	99.91	0	-	-	-
	Total	38339631	100.00	200	-	-	-

All the Resolutions stand passed under e-voting and poll with the requisite majority.

Thanking you,

Yours faithfully,
For NEKKANTI S.R.V.V.S. NARAYANA & CO.,
Company Secretaries


NEKKANTI S.R.V.V.S. NARAYANA
Proprietor
M.No.F7157, C.P.No.7839

Place: Venkatarayapuram
Date: July 10, 2019



For The Andhra Petrochemicals Ltd.


(Pendyala Narendranath Chowdary)
Managing Director



FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman,
35th Annual General Meeting of THE ANDHRA PETROCHEMICALS LIMITED
Venkatarayapuram,
TANUKU - 534215,
Andhra Pradesh

Dear Sir,

I, Nekkanti S.R.V.V.S. Narayana, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 35th Annual General Meeting of the Equity Shareholders of The Andhra Petrochemicals Limited (the Company), held on Wednesday, July 10, 2019 at 3.00 P.M. at the Registered Office of the Company, Venkatarayapuram, Tanuku – 534 215, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of Company and the authorizations / proxies lodged with the Company.
3. Ten poll papers have been treated or found defective or otherwise treated as invalid.
4. The result of the Poll is as under:

Item No.1 – Ordinary Resolution:

“To receive, consider and adopt the audited financial statements for the year ended 31st March 2019 and Reports of Board of Directors and Auditors thereon”.

	Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	27	38306791	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable



Item No.2 – Ordinary Resolution:*"Approval of dividend on equity shares for the year 2018-19"*

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	27	38306791	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

Item No.3 – Ordinary Resolution:*"To appoint a Director in place of Sri Mullapudi Thimmaraja (DIN : 00016711) who retires by rotation and being eligible offers himself for reappointment"*

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	26	38305211	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

Item No.4 – Ordinary Resolution:*"To appoint a Director in place of Sri Solomon Arokiaraj (DIN 06802660) who retires by rotation and being eligible offers himself for reappointment"*

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	27	38306791	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

Item No.5 – Ordinary Resolution:*"Fixation of remuneration of Statutory Auditors, M/s. C.V. Ramana Rao & Co., Chartered Accountants (Firm Regn.N.002917S) for the financial year 2019-20"*

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	27	38306791	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable



Item No.6 – Ordinary Resolution:

“To ratify the remuneration of the Cost Auditors for the financial year 2019-20”

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	27	38306791	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

Item No.7 – Special Resolution:

“Appointment of Sri P. Venkateswara Rao (DIN 06387165) as Independent Director for a period of 5 years from the conclusion of 35th AGM till the conclusion of 40th AGM.”

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	27	38306791	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

Item No.8 – Special Resolution:

“Enabling Dr. V.N. Rao (DIN 00861884) to hold his current tenure of directorship till the date of his retirement by rotation”.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	27	38306791	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable



Item No.9 – Special Resolution:

“Appointment of Sri A.A. Krishnan (DIN 00086374) as an Independent Director for a term of two consecutive years from the conclusion of 35th AGM till the conclusion of 37th AGM not liable to retire by rotation”

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	27	38306791	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

Item No.10 – Special Resolution:


“Appointment of Sri M. Gopalakrishna (DIN 00088454) as an Independent Director for a term of five consecutive years from the conclusion of 35th AGM till the conclusion of 40th AGM not liable to retire by rotation”

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	27	38306791	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,
For NEKKANTI S.R.V.V.S. NARAYANA & CO.,
Company Secretaries


NEKKANTI S.R.V.V.S. NARAYANA
Proprietor
C.P.No.7839

Place: Venkatarayapuram
Date: July 10, 2019

