



**THE ANDHRA
PETROCHEMICALS LIMITED**

No. APL/SEC/EGM/2015

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
022-229212 34 / 33

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

23 March 2015

Dear Sirs,

Sub: Voting results of Extraordinary General Meeting (EGM) pursuant to Clause 35A of the Listing Agreement .

Ref: Scrip Code: 500012

* * *

In accordance with Clause 35A of the Listing Agreement, this is to inform you that the Members of the Company at the Extraordinary General Meeting held on 23rd March, 2015 transacted the following business:

Sr. No.	Description	Particulars		
A	Date of EGM	23 rd March, 2015		
B	Total No. of Shareholders as on record (cut off) date i.e., 16 th January, 2015	79,088		
C	No. of shareholders present in meeting either in person or through proxy	171		
D	Shareholders	Present in person	Present through proxy	Total
	Promoter & Promoter group	3	0	3
	Public	143	25	168
	Total	146	25	171
E	No. of shareholders attended the meeting through video conferencing: Not arranged Promoter & Promoter group: Not applicable Public: Not applicable			
F	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,**


(K/RAGHU RAM)
Manager (Finance) & Asst. Company Secretary
Encl: as above

Extraordinary General Meeting results of The Andhra Petrochemicals Limited

Resolutions	Promoter / Public	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
Special Resolution For mortgaging or charging all movable / immovable properties of the Company upto a limit of Rs.500 crores	Promoter & Promoter Group	38280394	38274594	99.98	38274594	0	100	0
	Public Institutional holders	34037	0	0	0	0	0	0
	Public - others	46657169	1404554	3.01	1404554	0	100.00	0
	Total:	84971600	39679148	46.70	39679148	0	100.00	0



SCRUTINIZER REPORT
FOR E-VOTING CARRIED OUT FOR THE ANDHRA PETROCHEMICALS LIMITED

To,
The Chairman,
THE ANDHRA PETROCHEMICALS LIMITED
Venkatarayapuram
Tanuku - 534 215
West Godavari District
Andhra Pradesh

Extraordinary General Meeting of the Equity Shareholders of The Andhra Petrochemicals Limited to be held on Monday, March 23, 2015 at 3.00 P.M. at the Registered Office of the Company, Venkatarayapuram, Tanuku - 534 215

Sub: Passing of Resolution(s) through electronic voting 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 21st January, 2015, I have been appointed as the Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular dated 17th April 2014 issued in this regard.

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 the item of the special business sought to be transacted in the Extraordinary General Meeting (EGM) of the Company, which is scheduled to be held on Monday, March 23, 2015.

The Service Provider accordingly had set up e-Voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded the item of the special 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 79,088 shareholders of the Company. Company had sent the Notice of the EGM and instructions for e-voting through physical form by registered post.

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.

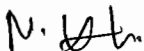
The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was January 16, 2015. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for two days from Tuesday, March 17, 2015 9:00 A.M. till Wednesday March 18, 2015 5:00 P.M.



As prescribed in clause (v) of sub rule 3 of 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 March 5, 2015 and in Telugu in Andhra Bhoomi newspaper dated March 5, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.

At the end of the voting period on March 18, 2015 5:00 P.M., the voting portal of the Service Provider was blocked forthwith. On March 18, 2015, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. U. Satish and Mr. N. Venkatesh who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20. They have signed below in confirmation of the votes being unblocked in their presence.

Witness: 1 (Mr. U. Satish) 

Witness: 2 (Mr. N. Venkatesh) 

As a Scrutinizer the report of the e-Voting carried out by the shareholders was duly compiled, the details of which are as follows:

There are in all 23 shareholders holding 6805 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 – Special Resolution:

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), or any statutory modification or re-enactment thereof and the rules made thereunder, to the Board of Directors to mortgage and/or Charge (by way of first, second or other subservient Charge as may be agreed between the Company and the lenders), all the immovable and movable properties, present and future, pertaining to the undertaking of the Company, whose properties are agreed to be mortgaged and/ or Charged in certain events, to or in favour of any Financial Institutions or Company’s Bankers or any other Banks or other lending Institutions or Individuals or Firms or Bodies Corporate or Funds or any other entity / form to secure their respective Rupee and/or Foreign Currency Loans or other financial assistance lent, granted and advanced or agreed/hereafter agreed to be lent, granted and advanced to the Company, Bonds or other financial instruments as may be issued and allotted by the Company and/ or agreed to be subscribed to by such Financial Institutions or Company’s Bankers or any other Banks or other lending Institutions or Individuals or Firms or Bodies Corporate or Funds or any other entity / form for such amount(s) not exceeding Rs.500 crores (Rupees five hundred crores only) in the aggregate on account of principal together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, costs, charges and other moneys payable by the Company to the respective Financial Institutions or Company’s Bankers or any other Banks or other lending Institutions or Individuals or Firms or Bodies Corporate or Funds or any other entity / form under the Loan Agreement(s) entered into/to be entered into by the Company in respect of the said Loans or other financial instruments or assistance.

RESOLVED FURTHER THAT the Board of Directors of the Company or any person authorised by the Board thereof, be and is hereby authorised to finalise with the Financial Institutions or Company’s Bankers or any other Banks or other lending Institutions or Individuals or Firms or Bodies Corporate or Funds or any other entity / form the documents for creating mortgage(s) and/or Charge(s) as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto.”

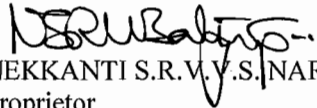


	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	6805	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

Thanking you,

Yours faithfully,

For NEKKANTI S.R.V.V.S. NARAYANA & CO.


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

Place: Hyderabad
 Date: March 18, 2015



NEKKANTI S.R.V.V.S. NARAYANA & CO.
Company Secretaries

Flat No. 407 & 408, Malik Chambers,
Hyderguda, Hyderabad - 500 029,
Telangana, India.
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Handheld : +91-94 40 14 13 68
E-mail : nekkanti@nekkanti.in

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,
Extra-ordinary General Meeting of THE ANDHRA PETROCHEMICALS LIMITED
Venkatarayapuram
Tanuku - 534 215
West Godavari District
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 Extra-ordinary General Meeting of the Equity Shareholders of The Andhra Petrochemicals Limited (the Company), held on Monday, March 23, 2015 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, 1 (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 Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

Resolution No.1 – Special Resolution:

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), or any statutory modification or re-enactment thereof and the rules made thereunder, to the Board of Directors to mortgage and/or Charge (by way of first, second or other subservient Charge as may be agreed between the Company and the lenders), all the immovable and movable properties, present and future, pertaining to the undertaking of the Company, whose properties are agreed to be mortgaged and/ or Charged in certain events, to or in favour of any Financial Institutions or Company's Bankers or any other Banks or other lending Institutions or Individuals or Firms or Bodies Corporate or Funds or any other entity / form to secure their respective Rupee and/or Foreign Currency Loans or other financial assistance lent, granted and advanced or agreed/hereafter agreed to be lent, granted and advanced to the Company, Bonds or other financial instruments as may be issued and allotted by the Company and/ or agreed to be subscribed to by such Financial Institutions or Company's Bankers or any other Banks or other lending Institutions or Individuals or Firms or Bodies Corporate or Funds or any other entity / form for such amount(s) not exceeding Rs.500 crores (Rupees five hundred crores only) in the aggregate on account of principal together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, costs, charges and other moneys payable by the Company to the respective Financial Institutions or Company's Bankers or any other Banks or other lending Institutions or Individuals or Firms or Bodies Corporate or Funds or any other entity / form under the Loan Agreement(s) entered into/to be entered into by the Company in respect of the said Loans or other financial instruments or assistance.



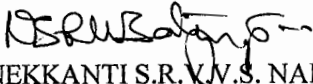
RESOLVED FURTHER THAT the Board of Directors of the Company or any person authorised by the Board thereof, be and is hereby authorised to finalise with the Financial Institutions or Company's Bankers or any other Banks or other lending Institutions or Individuals or Firms or Bodies Corporate or Funds or any other entity / form the documents for creating mortgage(s) and/or Charge(s) as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto."

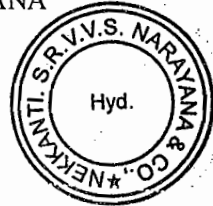
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	49	39672343	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

5. A Compact Disc (CD) containing a list of equity shareholders who voted for 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.


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



Place: Venkatarayapuram
Date: March 23, 2015

Witness 1: 
(P. SATYANARAYANA)

Witness 2: 
(T. Ramesh Babu)

Signed by Dr. B.B. Ramaiah Chairman of the meeting

**COMBINED SCRUTINIZER REPORT
FOR E-VOTING & POLL FOR THE ANDHRA PETROCHEMICALS LIMITED**

To,
The Chairman,
Extra-ordinary General Meeting of THE ANDHRA PETROCHEMICALS LIMITED
Venkatarayapuram
Tanuku - 534 215
West Godavari District
Andhra Pradesh

Sub: Passing of Resolution through electronic AND poll conducted at the Extra-ordinary General Meeting of THE ANDHRA PETROCHEMICALS LIMITED (the Company) held on 23rd March, 2015

The Board of the Company at its meeting held on 21st January, 2015 had appointed me as Scrutinizer for the e-voting held between Tuesday, March 17, 2015 9:00 A.M. till Wednesday March 18, 2015 5:00 P.M. and the Chairman of the Extra-ordinary General Meeting (EGM) has appointed me as the Scrutinizer for the Poll held at the EGM of the Company on the March 23, 2015.

The Company had appointed Central Depository Services Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Tuesday, March 17, 2015 9:00 A.M. till Wednesday March 18, 2015 5:00 P.M. The e-voting results were unblocked by me on March 18, 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated March, 23 2015 attached herewith.

At the EGM of the Company held on March 23, 2015, the Chairman of the Company had *suo motto* called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the EGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in form MGT 13 dated March 23, 2015.

The result of the E-voting together with that of the Poll is as under:

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.1 of Notice as Special resolution	E-voting	6805	0.02	-	-	-	-
	Poll	39672343	99.98	-	-	-	-
	Total	39679148	100	-	-	-	-

The Resolution stands passed unanimously under e-voting and poll.



I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking you,

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

NEKKANTI S.R.V.V.S. NARAYANA

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

Place: Venkatarayapuram
Date: March 23, 2015



Dr. B.B. Ramaiah
Signed by Dr. B.B. Ramaiah Chairman of the meeting