



**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/31/AGM/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

30 September 2015

Dear Sirs,

Sub: Voting results of 31st Annual General Meeting (AGM) 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 31st Annual General Meeting held on 29th September, 2015 transacted the following business:

| Sr. No. | Description | Particulars | | | |
|---------|--|----------------------------------|-----------------------|-------|--|
| A | Date of AGM | 29 th September, 2015 | | | |
| B | Total No. of Shareholders as on record (cut off) date i.e., 22 nd September, 2015 | 77,743 | | | |
| C | No. of shareholders present in meeting either in person or through proxy | 156 | | | |
| D | Shareholders | Present in person | Present through proxy | Total | |
| | Promoter & Promoter group | 3 | 0 | 3 | |
| | Public | 153 | 0 | 153 | |
| | Total | 156 | 0 | 156 | |
| 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,

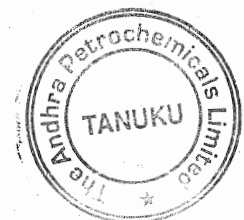

(K RAGHU RAM)
Manager (Finance) & Asst. Company Secretary
Encl: as above

31st Annual 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 |
|--|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Resolution No.1 Ordinary Resolution Adoption of Annual Accounts for the Financial Year ended 31st March, 2015 | | (1) | (2) | (3) = [(2)/(1)]* 100 | (4) | (5) | (6)= [(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| | Promoter & Promoter Group | 38280394 | 38274594 | 99.98 | 38274594 | 0 | 100 | 0 |
| | Public Institutional holders | 34037 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public - others | 46657169 | 1245405 | 2.67 | 1244705 | 700 | 99.94 | 0.06 |
| | Total: | 84971600 | 39519999 | 46.51 | 39519299 | 700 | 100.00 | 0.00 |

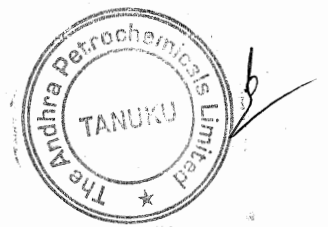
| Resolutions | Promoter / Public | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of votes against on votes polled |
|--|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Resolution No.2 Ordinary Resolution Reappointment of Sri Mullapudi Thimmaraja as Director | | (1) | (2) | (3) = [(2)/(1)]* 100 | (4) | (5) | (6)= [(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| | Promoter & Promoter Group | 38280394 | 38274594 | 99.98 | 38274594 | 0 | 100 | 0 |
| | Public Institutional holders | 34037 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public - others | 46657169 | 1243775 | 2.67 | 1243075 | 700 | 99.94 | 0.06 |
| | Total: | 84971600 | 39518369 | 46.51 | 39517669 | 700 | 100.00 | 0.00 |

| 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 |
|---|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Resolution No.3 Ordinary Resolution Reappointment of Sri P. Narendranath Chowdary as Director | | (1) | (2) | (3) = [(2)/(1)]* 100 | (4) | (5) | (6)= [(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| | Promoter & Promoter Group | 38280394 | 38274594 | 99.98 | 38274594 | 0 | 100 | 0 |
| | Public Institutional holders | 34037 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public - others | 46657169 | 1241189 | 2.66 | 1240489 | 700 | 99.94 | 0.06 |
| | Total: | 84971600 | 39515783 | 46.50 | 39515083 | 700 | 100.00 | 0.00 |



| 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) = $\frac{[(2)/(1)]^*}{100}$ | (4) | (5) | (6) = $\frac{[(4)/(2)]^*}{100}$ | (7) = $\frac{[(5)/(2)]^*}{100}$ |
| Ordinary Resolution Ratification of appointment of M/s Brahmayya & Co., as Statutory Auditors for the Financial Year 2015-16 and fixing their remuneration for the Financial Year 2015-16 at Rs.2,60,000/- (Rupees two lakhs sixty thousand only) plus reimbursement of travelling and out-of-pocket expenses | Promoter & Promoter Group | 38280394 | 38274594 | 99.98 | 38274594 | 0 | 100 | 0 |
| | Public Institutional holders | 34037 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public - others | 46657169 | 1245405 | 2.67 | 1244705 | 700 | 99.94 | 0.06 |
| | Total: | 84971600 | 39519999 | 46.51 | 39519299 | 700 | 100.00 | 0.00 |

| 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) = $\frac{[(2)/(1)]^*}{100}$ | (4) | (5) | (6) = $\frac{[(4)/(2)]^*}{100}$ | (7) = $\frac{[(5)/(2)]^*}{100}$ |
| Ordinary Resolution Ratification of the Board with regard to remuneration of Rs.1,00,000/- (Rupees one lakh only) per annum plus reimbursement of travelling and out-of-pocket expenses to be paid to M/s Narasimha Murthy & Co., Cost Accountants, Cost Auditors, for the Financial Year 2015-16 | Promoter & Promoter Group | 38280394 | 38274594 | 99.98 | 38274594 | 0 | 100 | 0 |
| | Public Institutional holders | 34037 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public - others | 46657169 | 1245405 | 2.67 | 1244705 | 700 | 99.94 | 0.06 |
| | Total: | 84971600 | 39519999 | 46.51 | 39519999 | 700 | 100.00 | 0.00 |



| 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 |
|---|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Resolution No.6 Ordinary Resolution Appointment of Dr (Smt) D Manjulatha as Independent Director for a period of 5 years from 29th September, 2015 | | (1) | (2) | (3) = $\frac{[(2)/(1)]^*}{100}$ | (4) | (5) | (6)= $\frac{[(4)/(2)]^*}{100}$ | (7)= $\frac{[(5)/(2)]^*}{100}$ |
| | Promoter & Promoter Group | 38280394 | 38274594 | 99.98 | 38274594 | 0 | 100 | 0 |
| | Public Institutional holders | 34037 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public - others | 46657169 | 1245405 | 2.67 | 1244705 | 700 | 99.94 | 0.06 |
| | Total: | 84971600 | 39519999 | 46.51 | 39519299 | 700 | 100.00 | 0.00 |

| 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 |
|---|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Resolution No.7 Ordinary Resolution Appointment of Smt Y V Anuradha, I.A.S., as Director | | (1) | (2) | (3) = $\frac{[(2)/(1)]^*}{100}$ | (4) | (5) | (6)= $\frac{[(4)/(2)]^*}{100}$ | (7)= $\frac{[(5)/(2)]^*}{100}$ |
| | Promoter & Promoter Group | 38280394 | 38274594 | 99.98 | 38274594 | 0 | 100 | 0 |
| | Public Institutional holders | 34037 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public - others | 46657169 | 1245405 | 2.67 | 1244705 | 700 | 99.94 | 0.06 |
| | Total: | 84971600 | 39519999 | 46.51 | 39519299 | 700 | 100.00 | 0.00 |

| 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 |
|---|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Resolution No.8 Ordinary Resolution Appointment of Sri Shamsher Singh Rawat, I.A.S., as Director | | (1) | (2) | (3) = $\frac{[(2)/(1)]^*}{100}$ | (4) | (5) | (6)= $\frac{[(4)/(2)]^*}{100}$ | (7)= $\frac{[(5)/(2)]^*}{100}$ |
| | Promoter & Promoter Group | 38280394 | 38274594 | 99.98 | 38274594 | 0 | 100 | 0 |
| | Public Institutional holders | 34037 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public - others | 46657169 | 1245405 | 2.67 | 1244705 | 700 | 99.94 | 0.06 |
| | Total: | 84971600 | 39519999 | 46.51 | 39519299 | 700 | 100.00 | 0.00 |



| 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 |
|---|---------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Resolution No.9 | | (1) | (2) | (3) = [(2)/(1)]* 100 | (4) | (5) | (6)= [(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Special Resolution , Approval for loans availed / proposed to be availed with a condition of converting the loans into Equity | Promoter & Promoter Group | 38280394 | 38274594 | 99.98 | 38274594 | 0 | 100 | 0 |
| | Public Institutional holders | 34037 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public - others | 46657169 | 1245405 | 2.67 | 1244705 | 700 | 99.94 | 0.06 |
| | Total: | 84971600 | 39519999 | 46.51 | 39519299 | 700 | 100.00 | 0.00 |



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

To,
The Chairman,
THE ANDHRA PETROCHEMICALS LIMITED,
VENKATARAYAPURAM,
TANUKU – 534215,
Andhra Pradesh.

31st Annual General Meeting of the Equity Shareholders of The Andhra Petrochemicals Limited held on Tuesday, September 29, 2015 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 68th 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 23rd July, 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.

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 31st Annual General Meeting (AGM) of the Company, which is held on Tuesday, September 29, 2015.

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 it's Service Provider to facilitate their shareholders to cast their vote through e-Voting.

As on the cut off date there were 77,743 shareholders of the Company. 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 22nd September, 2015. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from Saturday, September 26, 2015 9:00 A.M. till Monday September 28, 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 21 days in advance from the date of beginning of the voting period in English in The Deccan Chronicle newspaper dated September 6, 2015 and in Telugu in Andhra Bhoomi newspaper dated September 6, 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 September 28, 2015 at 5:00 P.M., the voting portal of the Service Provider was blocked forthwith. On September 29, 2015, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Abburi Satyanarayana and Mr. Lakamsani Sivaramakrishna who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

There are in all 11 members holding 2913 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:

ORDINARY BUSINESS:

Item No.1 – Ordinary Resolution:

“Adoption of Audited Financial Statements for the year ended 31st March 2015”.

| | 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 | 10 | 2213 | 75.97 |
| (ii) Voted against the resolution | 1 | 700 | 24.03 |
| (iii) Invalid votes | - | - | Not applicable |

Item No.2 – Ordinary Resolution:

“Reappointment of Sri Mullapudi Thimmaraja as Director who retires 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 | 10 | 2213 | 75.97 |
| (ii) Voted against the resolution | 1 | 700 | 24.03 |
| (iii) Invalid votes | - | - | Not applicable |



Item No.3 – Ordinary Resolution:

“Reappointment of Sri P. Narendranath Chowdary, as Director who retires 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 | 10 | 2213 | 75.97 |
| (ii) Voted against the resolution | 1 | 700 | 24.03 |
| (iii) Invalid votes | - | - | Not applicable |

Item No.4 – Ordinary Resolution:

“Ratification of the appointment of M/s. Brahmayya & Co., Chartered Accountants as Auditors and fixing their remuneration”.

| | 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 | 10 | 2213 | 75.97 |
| (ii) Voted against the resolution | 1 | 700 | 24.03 |
| (iii) Invalid votes | - | - | Not applicable |

SPECIAL BUSINESS:**Item No.5 – Ordinary Resolution:**

“Ratification of remuneration of Cost Auditors.”

| | 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 | 10 | 2213 | 75.97 |
| (ii) Voted against the resolution | 1 | 700 | 24.03 |
| (iii) Invalid votes | - | - | Not applicable |



Item No.6 – Ordinary Resolution:

“Appointment of Dr. (Smt.) D. Manjulatha as Independent Director”.

| | 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 | 10 | 2213 | 75.97 |
| (ii) Voted against the resolution | 1 | 700 | 24.03 |
| (iii) Invalid votes | - | - | Not applicable |

Item No.7 – Ordinary Resolution:

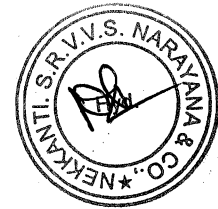
“Appointment of Smt. Y.V. Anuradha, IAS, as Director”.

| | 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 | 10 | 2213 | 75.97 |
| (ii) Voted against the resolution | 1 | 700 | 24.03 |
| (iii) Invalid votes | - | - | Not applicable |

Item No.8 – Ordinary Resolution:

“Appointment of Sri Shamsher Singh Rawat, IAS, as Director”.

| | 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 | 10 | 2213 | 75.97 |
| (ii) Voted against the resolution | 1 | 700 | 24.03 |
| (iii) Invalid votes | - | - | Not applicable |



Item No.9 – Special Resolution:

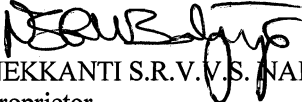
“Approval for loans availed / to be availed with a condition of converting the loans into equity”

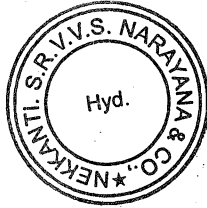
| | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---------------------------------------|--|------------------------------|---------------------------------------|
| (i) Voted in favour of the resolution | 10 | 2213 | 75.97 |
| (ii) Voted against the resolution | 1 | 700 | 24.03 |
| (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: Venkatarayapuram, Tanuku

Date: September 29, 2015

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

Flat No. 407 & 408, Malik Chambers,
Hyderguda, Hyderabad - 500 029,
Telangana, India.

Desk : +91-40-23 26 40 83
Fax : +91-40-23 26 40 83
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,
31st 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 31st Annual General Meeting of the Equity Shareholders of The Andhra Petrochemicals Limited (the Company), held on Tuesday, September 29, 2015 at 3.00 P.M. at the Registered Office of the Company, Venkatarayapuram, Tanuku - 534215, 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. I did not find any poll papers invalid.
4. The result of the Poll is as under:

ORDINARY BUSINESS:

Item No.1 – Ordinary Resolution:

“Adoption of Audited Financial Statements for the year ended 31st March 2015”.

| | 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 | 44 | 39517086 | 100 |
| (ii) Voted against the resolution | - | - | - |
| (iii) Invalid votes | - | - | Not applicable |



Item No.2 – Ordinary Resolution:

“Reappointment of Sri Mullapudi Thimmaraja as Director who retires 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 | 44 | 39515456 | 100 |
| (ii) Voted against the resolution | - | - | - |
| (iii) Invalid votes | - | - | Not applicable |

Item No.3 – Ordinary Resolution:

“Reappointment of Sri P. Narendranath Chowdary, as Director who retires 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 | 44 | 39512870 | 100 |
| (ii) Voted against the resolution | - | - | - |
| (iii) Invalid votes | - | - | Not applicable |

Item No.4 – Ordinary Resolution:

“Ratification of the appointment of M/s. Brahmayya & Co., Chartered Accountants as Auditors and fixing their remuneration”.

| | 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 | 44 | 39517086 | 100 |
| (ii) Voted against the resolution | - | - | - |
| (iii) Invalid votes | - | - | Not applicable |



SPECIAL BUSINESS:**Item No.5 – Ordinary Resolution:***“Ratification of remuneration of Cost Auditors.”*

| | 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 | 44 | 39517086 | 100 |
| (ii) Voted against the resolution | - | - | - |
| (iii) Invalid votes | - | - | Not applicable |

Item No.6 – Ordinary Resolution:*“Appointment of Dr. (Smt.) D. Manjulatha as Independent Director”.*

| | 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 | 44 | 39517086 | 100 |
| (ii) Voted against the resolution | - | - | - |
| (iii) Invalid votes | - | - | Not applicable |

Item No.7 – Ordinary Resolution:*“Appointment of Smt. Y.V. Anuradha, IAS, as Director”.*

| | 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 | 44 | 39517086 | 100 |
| (ii) Voted against the resolution | - | - | - |
| (iii) Invalid votes | - | - | Not applicable |

Item No.8 – Ordinary Resolution:*“Appointment of Sri Shamsher Singh Rawat, IAS, as Director”.*

| | 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 | 44 | 39517086 | 100 |
| (ii) Voted against the resolution | - | - | - |
| (iii) Invalid votes | - | - | Not applicable |



Item No.9 – Special Resolution:

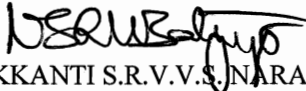
“Approval for loans availed / to be availed with a condition of converting the loans in to equity”.

| | 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 | 44 | 39517086 | 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.


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

Place: Venkatarayapuram, Tanuku
Date: September 29, 2015



Witness 1:

A. Satyanarayana
S/o Ramulu
D.No. 8-108 2nd Floor
Near Panchayat office
Undrajavaram - 534 216. W.Gdt.

Witness 2:

L. Sivaramakrishna
L. Sivaramakrishna
S/o Bhuvaneshwara Rao
Near Bhartham School
Sai Baba Temple Road
Venkatarayapuram - 534 215

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

Flat No. 407 & 408, Malik Chambers,
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**COMBINED SCRUTINIZER REPORT
FOR E-VOTING & POLL FOR THE ANDHRA PETROCHEMICALS LIMITED**

To,
The Chairman,
31st 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 31st Annual General Meeting of THE ANDHRA PETROCHEMICALS LIMITED (the Company) held on 29th September, 2015

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 and also to scrutinize the voting process in respect of the resolutions forming part of the Notice of the 31st Annual General Meeting of the members of the Company (AGM) held on Tuesday, 29th September, 2015 at 3:00 PM at its Registered Office.

The Notice dated July 23, 2015 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 thee-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 (Adoption of Audited Financial Statements for the year ended 31st March 2015) | E-voting | 2213 | 75.97 | 700 | 100 | - | - |
| | Poll | 39517086 | 100 | - | - | - | - |
| | Total | 39519299 | 100 | 700 | 100 | - | - |
| Item No.2 of Notice as ordinary resolution (Reappointment of Sri Mullapudi Thimmaraja as Director who retires by rotation) | E-voting | 2213 | 0 | 700 | 100 | - | - |
| | Poll | 39515456 | 100 | - | - | - | - |
| | Total | 39517669 | 100 | 700 | 100 | - | - |
| Item No.3 of Notice as ordinary resolution (Reappointment of Sri P. Narendranath Chowdary, as Director who retires by rotation) | E-voting | 2213 | 0 | 700 | 100 | - | - |
| | Poll | 39512870 | 100 | - | - | - | - |
| | Total | 39515083 | 100 | 700 | 100 | - | - |
| Item No.4 of Notice as ordinary resolution (Ratification of the appointment of M/s. Brahmayya & Co., Chartered Accountants as Auditors and fixing their remuneration) | E-voting | 2213 | 0 | 700 | 100 | - | - |
| | Poll | 39517086 | 100 | - | - | - | - |
| | Total | 39519299 | 100 | 700 | 100 | - | - |
| SPECIAL BUSINESS – ORDINARY RESOLUTIONS | | | | | | | |
| Item No.5 of Notice as ordinary resolution (Ratification of remuneration of Cost Auditors) | E-voting | 2213 | 0 | 700 | 100 | - | - |
| | Poll | 39517086 | 100 | - | - | - | - |
| | Total | 39519299 | 100 | 700 | 100 | - | - |
| Item No.6 of Notice as ordinary resolution (Appointment of Dr. (Smt.) D. Manjulatha as Independent Director) | E-voting | 2213 | 0 | 700 | 100 | - | - |
| | Poll | 39517086 | 100 | - | - | - | - |
| | Total | 39519299 | 100 | 700 | 100 | - | - |



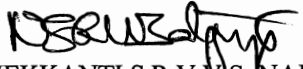
| Item no of Notice | Particulars of business | Votes in favour of the resolution | | Votes against the resolution | | Invalid votes | |
|--|-------------------------|-----------------------------------|------|------------------------------|------|---------------|------|
| | | Nos. | %age | Nos. | %age | Nos. | %age |
| Item No.7 of Notice as ordinary resolution (Appointment of Smt. Y.V. Anuradha, IAS, as Director) | E-voting | 2213 | 0 | 700 | 100 | - | - |
| | Poll | 39517086 | 100 | - | - | - | - |
| | Total | 39519299 | 100 | 700 | 100 | - | - |
| Item No.8 of Notice as ordinary resolution (Appointment of Sri Shamsheer Singh Rawat, IAS, as Director) | E-voting | 2213 | 0 | 700 | 100 | - | - |
| | Poll | 39517086 | 100 | - | - | - | - |
| | Total | 39519299 | 100 | 700 | 100 | - | - |
| SPECIAL BUSINESS – SPECIAL RESOLUTION | | | | | | | |
| Item No.9 of Notice as Special resolution (Approval for loans availed / to be availed with a condition of converting the loans into equity) | E-voting | 2213 | 0 | 700 | 100 | - | - |
| | Poll | 39517086 | 100 | - | - | - | - |
| | Total | 39519299 | 100 | 700 | 100 | - | - |

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.


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



Place: Venkatarayapuram, Tanuku

Date: September 29, 2015


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