

THE ANDHRA PETROCHEMICALS LIMITED



**36th Annual Report
2019 - 20**

THE ANDHRA PETROCHEMICALS LIMITED

Board of Directors

Dr. P Kotaiah, Chairman
Sri P Narendranath Chowdary, Managing Director
Sri A A Krishnan
Sri Mullapudi Thimmaraja
Dr. (Smt.) D Manjulata
Sri Solomon Arokiaraj, I.A.S.,
(Nominee of APIDC Upto 5.10.2019)
Smt. Y V Anuradha, I.A.S.,
(Nominee of APIDC upto 18.4.2019)
Dr. Rajat Bhargava, I.A.S.,
(Nominee of APIDC from 2.11.2019)
Sri Y S S Suresh
(Nominee of APIDC from 2.11.2019)
Sri Animesh Kumar Sinha
(Nominee of IDBI Bank Ltd., Up to 19.09.2019)
Sri Ravi Pendyala
Dr. V N Rao
Sri P Venkateswara Rao
Sri M Gopalakrishna, I.A.S., (Retd.)
(from 25.5.2019)
Sri G S V Prasad
(from 10.8.2020)

Key Managerial Personnel

Sri K Narasappa
President
Sri P Ratna Rao
Sr. General Manager (Finance) [CFO]
Sri M V V S V Prasadu
Dy. Secretary & Asst. Manager (Finance)
(from 25.5.2019)

Statutory Auditors

M/s. C.V. Ramana Rao & Co.,
Chartered Accountants
D.No. 1-88-19, Plot No. 135/4
Sector-4, MVP Colony
Visakhapatnam - 530 017

Cost Auditors

M/s. Narasimha Murthy & Co.,
Cost Accountants
104, Pavani Estate
3-6-365, Himayatnagar
Hyderabad - 500 029

Secretarial Auditors

M/s. Nekkanti S.R.V.V.S. Narayana & Co.,
Company Secretaries
407, Malik Chambers
Hyderguda
Hyderabad - 500 029

Bankers

State Bank of India
Andhra Bank
IDBI Bank Ltd.

Registered Office

Venkatarayapuram
Tanuku - 534 215
West Godavari District
Andhra Pradesh
Tel : 08819 - 224075 / 220975
Fax : 08819-224168
CIN : L23209AP1984PLC004635
E-mail: info.tnk@andhrapetrochemicals.com
investors@andhrapetrochemicals.com
Website: www.andhrapetrochemicals.com

Factory

Opp. Naval Dockyard
Post Box No. 1401
Visakhapatnam - 530 014
Andhra Pradesh

Registrar & Share Transfer Agent

M/s. XL Softech Systems Ltd.,
#3, Sagar Society, Road No. 2,
Banjara Hills, Hyderabad - 500 034
Telangana
Tel : 040-23545913 / 914 / 915
E-mail: xlfield@gmail.com

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THE ANDHRA PETROCHEMICALS LIMITED

CIN: L23209AP1984PLC004635

Regd. Office: Venkatarayapuram, TANUKU - 534215

W.G. District, Andhra Pradesh

Phone: 08819-224075 & 220975, Fax: 08819-224168

E-mail: investors@andhrapetrochemicals.com

Website: www.andhrapetrochemicals.com

NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of THE ANDHRA PETROCHEMICALS LIMITED will be held on Monday, the 28th day of September, 2020 at 3:00 p.m. at the ASL Meeting Hall, upstairs of canteen building of The Andhra Sugars Ltd., Venkatarayapuram, Tanuku - 534215, W.G. District, Andhra Pradesh, to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri Ravi Pendyala (DIN 03375555) who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Dr. V N Rao (DIN 00861884) who retires by rotation and being eligible offers himself for reappointment.
4. To fix remuneration of Statutory Auditors M/s C V Ramana Rao & Co., (Firm Regn. No.002917S) Chartered Accountants, Visakhapatnam, for the Financial Year 2020-21.

For the Financial Year 2020-21 the Board recommends Statutory Auditors remuneration Rs.3,30,000/- plus reimbursement of out-of-pocket expenses.

SPECIAL BUSINESS:

5. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the remuneration of Rs.1,40,000- (Rupees one lakh forty thousand only) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year 2020-21 to be paid to M/s Narasimha Murthy & Co., (Regn. No. 000042), Cost Accountants, Hyderabad, for the conduct of the Audit of the Cost Accounting Records of the Company as approved by the Board of Directors be and is hereby ratified and confirmed."

6. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. (Smt.) D Manjulata (DIN 02788338) be and is hereby appointed as Independent Director of the Company for a term of 5 consecutive years with effect from the conclusion of 36th Annual General Meeting (AGM), not liable to retire by rotation.

RESOLVED FURTHER THAT in the event of any amendment made by Ministry of Corporate Affairs or SEBI or any Statutory Authority to the provisions concerning the said appointment, the Board at its 1st Meeting after the said amendment coming into force be and is hereby authorised to effect necessary modification as may be required and till the date of the Board Meeting this Resolution shall continue to hold good and thereafter the same may be placed before the 1st General Meeting held after amendment for information and ratification.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the Members be and is hereby accorded to the continuation of Directorship of Dr. (Smt.) D Manjulata after she attains the age of 75 years, as an Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

7. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. V N Rao (DIN 00861884) be and is hereby appointed as Independent Director of the Company for a term of 5 consecutive years with effect from the conclusion of 36th Annual General Meeting (AGM), not liable to retire by rotation.

RESOLVED FURTHER THAT in the event of any amendment made by Ministry of Corporate Affairs or SEBI or any Statutory Authority to the provisions concerning the said appointment, the Board at its 1st Meeting after the said amendment coming into force be and is hereby authorised to effect necessary modification as may be required and till the date of the Board Meeting this Resolution shall continue to hold good and thereafter the same may be placed before the 1st General Meeting held after amendment for information and ratification.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

8. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Dr. Rajat Bhargava, I.A.S., (DIN 08529091) who was appointed by the Board of Directors as Additional Director of the Company with effect from 2nd November, 2019 pursuant to Article 97 of the Articles of Association of the Company, holds office upto the date of the 36th Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act"), including any statutory modification(s) or any re-enactment(s) thereof, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT in the event of any amendment made by Ministry of Corporate Affairs or SEBI or any Statutory Authority to the provisions concerning the said appointment, the Board at its 1st Meeting after the said amendment coming into force be and is hereby authorised to effect necessary modification as may be required and till the date of the Board Meeting this Resolution shall continue to hold good and thereafter the same may be placed before the 1st General Meeting held after amendment for information and ratification.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

9. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Sri Y S S Suresh (DIN 08589605) who was appointed by the Board of Directors as Additional Director of the Company with effect from 2nd November, 2019 pursuant to Article 97 of the Articles of Association of the Company, holds office upto the date of the 36th Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act"), including any statutory modification(s) or any re-enactment(s) thereof, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT in the event of any amendment made by Ministry of Corporate Affairs or SEBI or any Statutory Authority to the provisions concerning the said appointment, the Board at its 1st Meeting after the said amendment coming into force be and is hereby authorised to effect necessary modification as may be required and till the date of the Board Meeting this Resolution shall continue to hold good and thereafter the same may be placed before the 1st General Meeting held after amendment for information and ratification.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

**Venkatarayapuram
20.6.2020**

**By Order of the Board
P Narendranath Chowdary
Managing Director**

**Registered Office:
Venkatarayapuram
TANUKU - 534 215
Andhra Pradesh**

NOTES:

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item Nos.5,6,7, 8 and 9 is annexed hereto.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy need not be a Member of the Company. A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy and such person cannot act as a Proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by a appropriate resolution / authority, as applicable. A Proxy Form is sent herewith.
3. In line with the MCA General Circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report for the Year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Notice convening the 36th AGM and the Annual Report for the year 2019-20 have been uploaded on the website of the Company at www.andhrapetrochemicals.com under 'Investors' section and may also be accessed on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com
4. Your Company provides Electronic Voting facility and its particulars and instructions are enclosed and form part of this Notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 19th September, 2020 to Monday, the 28th September, 2020 (both days inclusive).
6. Documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company from 9 a.m. to 11 a.m. and from 3 p.m. to 5 p.m. on any working day prior to the date of the Annual General Meeting.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers on the Attendance Slip for easy identification of attendance at the Meeting.
8. Shareholders holding shares in Physical Mode are requested to intimate their change of address, if any, to the RTA viz., XL Softech Systems Ltd., Hyderabad and the shareholders holding shares in Demat Mode are requested to notify their change of address, if any, to the DP (and not to the Company / RTA) with whom they have Demat Account.

The Andhra Petrochemicals Limited

9. Any person who acquires shares of the Company and become member of the Company after the despatch of the Notice of AGM and holding shares as of the cut-off date, i.e., 21st September, 2020 can vote by entering the particulars as specified in instructions for e-voting. If they are already registered with CDSL for remote e-voting then they can use their existing user ID and password / PIN for casting their vote. If they forgot their password they can reset their password by using "Forgot User Details / Password" option available on www.evoting.cdslindia.com.
10. Pursuant to provisions of Section 124 of the Companies Act, 2013, the unclaimed amount of dividend declared for the year 2011-12 along with corresponding shares of the Company have been transferred to the Investors Education and Protection Fund (IEPF) established by the Central Government. Members who wish to claim Dividend and shares from IEPF are required to comply with provisions specified under IEPF (Accounting, Audit, Transfer and Refund) Rules, 2017.

Shareholders who have not encashed their Dividend Warrants issued in respect of dividend declared for the year 2018-19 are requested to write to the Regd. Office of the Company in order to enable the Company to proceed with their requests in case the Dividend Warrants remain unencashed.

SPECIFIC ATTENTION OF SHAREHOLDERS

Sub: Furnishing of e-mail ID

Members are requested to provide their e-mail IDs so as to enable the Company to send documents like notice calling general meetings, audited financial statements, Directors' Report, Auditors' Report etc., by way of e-mail.

Shareholders in

Physical Mode: E-mail ID be furnished to the RTA i.e., XL Softech Systems Ltd.

Electronic /

Demat Mode: E-mail ID be furnished to the DP with whom demat account has been opened and not to the Company / RTA. The Company / RTA cannot act on e-mail IDs received directly from the members holding shares in Demat Mode for registration of e-mail IDs.

Transfer of Shares

in Physical Mode: With effect from 1.4.2019 Equity Shares of the Company in physical mode shall not be effected as per SEBI directions. However, requests for Transmission, Transposition and Issue of Duplicate share certificates will be processed in physical mode.

Particulars of Directors proposed to be reappointed at this Meeting as required under Regulation 36 (3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

ITEM NO.2

Sri Ravi Pendyala has been the Director of the Company since 12.11.2011. He is a Graduate in Commerce and an M.B.A., from Central Queensland University, Australia.

Other Directorships held:

Managing Director - Vibhaas Polymers Pvt. Ltd.

Other Committeeships held: Nil

He holds 1,020 Equity Shares in the Company.

His holding of Office of Directorship is in line with SEBI order or any other such authority.

ITEM NO.3

Dr. V N Rao has been the Director of the Company since 26.10.2016. He holds M.Tech (Chemical Engineering) and Ph.D. (Chemical Engineering) both from IIT, Madras. Earlier, he worked in Coromandel Fertilisers Ltd., Visakhapatnam; Zuari Agrochemicals Ltd., Goa and Tata Chemicals Ltd., Mithapur, Gujarat.

He also worked as Consultant and carried out various consultancy assignments in both technical and managerial areas in the fields of Chemicals, Petrochemicals, Cement and Refractories etc.

Other Directorships held:

Director - Andhra Pradesh Gas Power Corporation Ltd., (APGPCL)

Other Committeeships held:

Member - Audit Committee of APGPCL

He does not hold any shares in the Company.

Members at the 35th Annual General Meeting (AGM) held on 10.7.2019 accorded their consent by way of Special Resolution to Dr. V N Rao (who attained the age of 75 years at the time of his first appointment as Additional Director in the year 2016 and who has been Director since September, 2017) to hold his current tenure of Directorship till the conclusion of AGM wherein he retires by rotation. He retires by rotation in this AGM.

His holding of Office of Directorship is in line with SEBI order or any other such authority.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO.5:

The Board at its Meeting held on 20.6.2020, having regard to the recommendation of Audit Committee, considered and approved the appointment of M/s Narasimha Murthy & Co., Cost Accountants, for conduct of Audit of Cost Accounting Records of the Company on a remuneration of Rs.1,40,000/- plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year 2020-21.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2020-21. Your Board recommends necessary Resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is or are deemed to be interested or concerned in the said Resolution.

ITEM NO.6 :

Dr. (Smt) D Manjulata was appointed as Independent Director on 29.9.2015 whose first term of five years as Independent Director ends on the conclusion of 36th Annual General Meeting.

She holds a Doctorate in Telugu from Osmania University, Hyderabad. She is a Retd. Vice Chancellor of Potti Sreeramulu Telugu University, Hyderabad. She was a seasoned researcher as co-ordinator, Project Manager, Director & Administrator of a Research Institute and Vice Chancellor in the field of Education with over 37 years of work experience in different capacities.

The Board considered it advisable to continue to avail the benefit of her vast experience and expertise in the field of administration and as such recommends her appointment as Independent Director for a period of 5 years from the conclusion of 36th AGM.

She fulfils the criteria stipulated in the Companies Act, 2013 with regard to the appointment of Independent Director. She is Independent of the Management.

Other Directorships held:

Director - Sri Jayalakshmi Growth Fund Pvt. Ltd.,; The Andhra Sugars Ltd., and JOCIL Ltd.

Other Committeeships held:

Member - Stakeholders Relationship Committee of JOCIL Ltd.

Member - Nomination and Remuneration Committee of The Andhra Sugars Ltd.

She holds 612 shares in the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1.4.2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the Explanatory Statement annexed to the Notice for such appointment. Considering that during the course of term of appointment of Dr. (Smt.) D Manjulata as Independent Director, she will be attaining the age of 75 years, it is necessary to approve continuation of her Directorship on the Board of Directors of the Company by way of a Special Resolution.

Her holding of office of Directorship is in line with SEBI order or any other Authority.

Your Board, therefore, on the recommendation of the Nomination and Remuneration Committee, recommends necessary Resolution for your approval.

Except Dr. (Smt) D Manjulata, no other Director, Key Managerial Personnel and their relatives is or are deemed to be interested or concerned in the Resolution.

A copy of the draft letter of appointment setting out the terms and conditions of her appointment as Independent Director is being made available for inspection by the Members at the Registered Office of the Company from 9 a.m. to 11 a.m. and from 3 p.m. to 5 p.m. on any working day.

ITEM NO.7:

Dr. V N Rao has been the Director of the Company since 26.10.2016. He holds M.Tech (Chemical Engineering) and Ph.D. (Chemical Engineering) both from IIT, Madras. Earlier, he worked in Coromandel Fertilisers Ltd., Visakhapatnam; Zuari Agrochemicals Ltd., Goa and Tata Chemicals Ltd., Mithapur, Gujarat.

He also worked as Consultant and carried out various consultancy assignments in both technical and managerial areas in the fields of Chemicals, Petrochemicals, Cement and Refractories etc.

Your Board considered it advisable to continue to avail the benefit of his vast experience and expertise in the field of Chemical Technology, Finance and Administration and as such recommends his appointment as Independent Director for a period of 5 years from the conclusion of 36th AGM.

He fulfils the criteria stipulated in the Companies Act, 2013 with regard to the appointment of Independent Director. He is Independent of the Management.

The Andhra Petrochemicals Limited

Other Directorships held:

Director - Andhra Pradesh Gas Power Corporation Ltd., (APGPCL)

Other Committeeships held:

Member - Audit Committee of APGPCL

He does not hold any shares in the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1.4.2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the Explanatory Statement annexed to the Notice for such appointment. Accordingly, this Special Resolution is for according consent of Members to the appointment of Dr. V N Rao (who is aged 78 years) as an Independent Director.

His holding of Office of Directorship is in line with SEBI Order or any other Authority.

Your Board, therefore, on the recommendation of the Nomination and Remuneration Committee, recommends necessary Resolution for your approval.

Except Dr. V N Rao, no other Director, Key Managerial Personnel and their relatives is or are deemed to be interested or concerned in the Resolution.

A copy of the draft letter of appointment setting out the terms and conditions of his appointment as Independent Director is being made available for inspection by the members at the Registered Office of the Company from 9 a.m. to 11 a.m. and from 3 p.m. to 5 p.m. on any working day.

ITEM NO.8:

Dr. Rajat Bhargava, I.A.S., is a Graduate in Physics and Law, Post Graduate in Geology and Business Administration and Ph.D from Andhra University.

He held various positions in State and Central Govt., i.e., Commissioner - Municipal Admin. Department; Collector & District Magistrate - Anantapur; Executive Director - Infrastructure Development Corpn., Addl. D.G. - Ministry of Information & Broadcasting, All India Radio (AIR); OSD & Additional Commissioner - AP Bhavan, New Delhi; Joint Secretary - Ministry of Finance, Dept. of Economic Affairs; Joint Secretary - Ministry of Water Resources, River Development & Ganga Rejuvenation, New Delhi; Special Commissioner - AP Bhavan, Delhi.

Board of Directors, having regard to the recommendation of the Nomination and Remuneration Committee, co-opted him as Additional Director from 2.11.2019. He holds office upto the date of 36th Annual General Meeting.

He does not hold any shares in the Company.

His holding of Office of Directorship is in line with SEBI order or any other such authority.

Other Directorships held:

Additional Director - A.P.Gas Distribution Corporation Ltd., and Gangavaram Port Ltd.

Director - Avanti Feeds Ltd.

Chairman & Managing Director - Andhra Pradesh Industrial Development Corporation Ltd., (APIDC).

Other Committeeships held: Nil

Your Board, therefore, on the recommendation of the Nomination and Remuneration Committee, recommends necessary Resolution for your approval.

Except Dr. Rajat Bhargava, I.A.S., no other Director, Key Managerial Personnel and their relatives is or are deemed to be interested or concerned in the Resolution.

ITEM NO.9:

Sri Y S S Suresh did his Post Graduation in Business Administration. Presently he is working as Deputy Manager in APIDC Ltd.

Board of Directors, having regard to the recommendation of the Nomination and Remuneration Committee, co-opted him as Additional Director from 2.11.2019. He holds office upto the date of 36th Annual General Meeting.

He does not hold any shares in the Company.

His holding of Office of Directorship is in line with SEBI order or any other such authority.

Other Directorships held: Nil

Your Board, therefore, on the recommendation of the Nomination and Remuneration Committee, recommends necessary Resolution for your approval.

Except Sri Y S S Suresh, no other Director, Key Managerial Personnel and their relatives is or are deemed to be interested or concerned in the Resolution.

**Venkatarayapuram
20.6.2020**

**Registered Office:
Venkatarayapuram
TANUKU - 534215
Andhra Pradesh**

**By Order of the Board
P Narendranath Chowdary
Managing Director**

Addendum to the Notice dated 20.6.2020 convening 36th Annual General Meeting to be held on 28th September, 2020

SPECIAL BUSINESS

ITEM NO.10:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT Sri G S V Prasad (DIN 08797795) who was appointed as Additional Director of the Company with effect from 10th August, 2020 pursuant to Article 97 of the Articles of Association of the Company, holds office upto the date of the 36th Annual General Meeting (AGM) of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") or any statutory modification(s) thereof or any re-enactment(s) of the said Act, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Act and the Rules made thereunder, read with Schedule IV of the said Act, Sri G S V Prasad be and is hereby appointed as Independent Director of the Company for a term of 5 consecutive years from the conclusion of 36th AGM, not liable to retire by rotation.

RESOLVED FURTHER THAT in the event of any amendment made by Ministry of Corporate Affairs or or SEBI or any Statutory Authority to the provisions concerning the said appointment, the Board at its 1st Meeting after the said amendment coming into force be and is hereby authorised to effect necessary modification as may be required and till the date of the Board Meeting this Resolution shall continue to hold good and thereafter the same may be placed before the 1st General Meeting held after amendment for information and ratification.

RESOLVED FURTHER THAT THE Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution"

Annexure to Addendum to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO.10:

Sri G.S.V. Prasad is a Bachelor of Engineering (Mechanical). He joined Hindustan Petroleum Corporation Ltd (HPCL) in the year 1984 as Sales Officer. During his career spanning over three and a half decades in HPCL, he worked across various locations of HPCL including Solapur, Mumbai, Kolkata, Vizag, Hyderabad, Nagpur, Pune, Rajkot, and Madurai. He retired as Executive Director (Retail) of HPCL. He was the brain behind many new initiatives of Retail Strategic Business Unit (SBU) like launching of Power-99 (India's Highest Octane rated petrol), Talk to Us (an Artificial Retail SBU). He was responsible for making SBU as the most prominent business unit of HPCL accounting for 66% of the Company's turnover. Also, he was the only employee of HPCL in its history to head its vigilance twice - first as Deputy Chief Vigilance Officer (Chief Manager) and later as Deputy Chief Vigilance Officer (DGM). He was selected as India's Inspirational Business Leaders for the year 2018-19 conducted by World Consulting and Research Corporation (WCRC).

Board of Directors on the recommendation of the Nomination and Remuneration Committee, co-opted him as Additional Director from 10.8.2020. He holds office upto the date of the 36th Annual General Meeting. Having regard to his vast experience, and expertise in the field of Oil and Marketing of Petroleum Products the Board of Directors considered it advisable to appoint him as Independent Director to avail the benefit of his expertise and experience which would help the Company in consolidating the further growth of the Company. He fulfills the criteria stipulated in the Companies Act, 2013 with regard to the appointment of Independent Directors. He is independent of the Management.

He holds 1,245 Nos. of shares in the Company.

His holding of Office of Directorship is in line with any order of SEBI or any such authority.

Other Directorships held: NIL

Other Committeeships held: NIL

Your Board, therefore, on the recommendation of the Nomination and Remuneration Committee, recommends necessary Resolution for your approval.

Except Sri G S V Prasad, no other Director, Key Managerial Personnel and their relatives is or are deemed to be interested or concerned in the Resolution.

A copy of the draft letter of appointment setting out the terms and conditions of his appointment as Independent Director is being made available for inspection at the Registered Office of the Company from 9 a.m. to 11 a.m. and from 3 p.m. to 5 p.m. on any working day.

**Venkatarayapuram
10.8.2020**

**Registered Office:
Venkatarayapuram
TANUKU - 534215
Andhra Pradesh**

**By Order of the Board
P Narendranath Chowdary
Managing Director**

The Andhra Petrochemicals Limited

ENCLOSURE TO NOTICE:

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting ("AGM") to be held on Monday, the 28th September, 2020 at 3 p.m at the ASL Meeting Hall, upstairs of canteen building of The Andhra Sugars Ltd., Venkatarayapuram, Tanuku - 534215, W.G.District, Andhra Pradesh. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility.

Sri Nekkanti S R V V S Narayana, Practising Company Secretary (CP No.7839) of M/s Nekkanti S R V V S Narayana & Co., Company Secretaries, Hyderabad, has been appointed as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The e-voting facility is available at the link <https://www.evotingindia.com>

Please read the instructions which are printed hereunder before exercising the vote. The AGM Notice is also available for download at the Company website www.andhrapetrochemicals.com

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 25th September, 2020 from 9 a.m. and ends on 27th September, 2020 at 5 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" module.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

PAN	<p>For Shareholders holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat share-holders as well as physical shareholders)</p> <p>¹ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>¹ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant The Andhra Petrochemicals Ltd., on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
- 1 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 1 A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 1 After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- 1 The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 1 A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 1 Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz, investors@andhrapetrochemicals.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com