ANDHRA PRADESH TANNERIES LTD (CIN: L19110AP1974PLC001711) VOTING RESULTS

| | AGM : Friday, September 23, 2016 |
|---|----------------------------------|
| Date of the AGM/EGM | AGIVI. Mudy, September 25, 2010 |
| Total number of shareholders as on record date | |
| No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | 2 14 |
| No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public: | 0 |

Details of Agenda:

| | | | | | | 1 0 1 1 | Cinemais I man and ad | | |
|--|---|---|--|---|--|--|---|--|--|
| l: Ordinary Resolution | on | 1. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon. | | | | | | | |
| promoter group are enda/resolution | | No | | | | | | | |
| Mode of Voting | No. of shares held (1) | No. of votes polled (2) | on outstanding shares | No. of Votes – in favour (4) | Votes – against (5) | favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| E-Voting | 1941972 | 0 | 0 | 0 | 0 | 0.00 | 0.00 | | |
| Poll | | 1941972 | 100 | 1941972 | 0 | 100.00 | 0.00 | | |
| | | - | - | | - | - | - | | |
| | 1941972 | 1941972 | 100 | 1941972 | 0 | 100.00 | 0.00 | | |
| | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 | | |
| | | 0 | 0 | 0 | 0 | 0.00 | 0.00 | | |
| Postal Ballot, if any | | - | - | - | - | _ | - | | |
| | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 | | |
| and the second | 258028 | 74,288 | 28.79 | 74,288 | 0 | 28.79 | 0.00 | | |
| Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 | | |
| | | - | - | - | - | - | - | | |
| | 258028 | 74,288 | | 74,288 | 0 | 28.79 | 0.00 | | |
| Total 220000 | | | 91.65 | 2016260 | 0 | 91.65 | 0.00 | | |
| | promoter group areenda/resolutionMode of VotingMode of VotingE- VotingPollPostal Ballot, if anyTotalE- VotingPollPostal Ballot, if anyTotalE- VotingPollPostal Ballot, if anyTotalE- Voting | Mode of VotingNo. of shares held (1)E- Voting1941972Poll1941972Postal Ballot, if any1941972E- Voting0Poll0Postal Ballot, if any0Poll0Postal Ballot, if any0Postal Ballot, if any0Postal Ballot, if any0Postal Ballot, if any0Postal Ballot, if any0Total0E- Voting258028Poll7Postal Ballot, if any258028Poll0Postal Ballot, if any258028 | March 31promoter group are enda/resolutionNoMode of Voting sharesNo. of sharesMode of Voting sharesNo. of sharesheld (1)(2)E- Voting Poll1941972Postal Ballot, if any Postal Ballot, if any-Total Postal Ballot, if any0Postal Ballot, if any Postal Ballot, if any-Total0O0Postal Ballot, if any Postal Ballot, if any-Total0O0Postal Ballot, if any Poll-Total0O0Postal Ballot, if any Poll-Total0Postal Ballot, if any Poll-Total0Postal Ballot, if any Poll-Total0Postal Ballot, if any Poll-Total25802874,288Poll-Total25802874,288 | March 31, 2016, together with promoter group are enda/resolutionMode of VotingNo. of sharesNoMode of VotingNo. of sharesNo. of votes% of Votes Polled on outstanding sharesMeldpolledshares (1)(2)(3)=[(2)/(1)]* 100E- Voting194197200Poll1941972100Postal Ballot, if anyTotal19419721941972100E- Voting000Poll000Postal Ballot, if anyTotal000Postal Ballot, if anyTotal000Postal Ballot, if anyTotal000Postal Ballot, if anyTotal000Poll00Postal Ballot, if any-Total00Postal Ballot, if any-Total0O0Postal Ballot, if any-Total0O0Postal Ballot, if any-Total25802874,288Postal Ballot, if any-Total25802874,288 | March 31, 2016, together with the Report promoter group are enda/resolution No Mode of Voting No. of shares No. of votes % of Votes Polled on outstanding No. of Mode of Voting No. of shares Votes on outstanding No. of Held polled shares in favour (4) E- Voting 1941972 0 0 0 Poll 1941972 100 1941972 Postal Ballot, if any - - - Total 1941972 1941972 100 1941972 Poll 0 0 0 0 0 Poll 0 0 0< | March 31, 2016, together with the Reports of the BoaPromoter group are enda/resolutionNoMode of Voting enda/resolutionNo. of sharesNo. of votesNo. of on outstanding sharesNo. of Votes - in favour (3)=[(2)/(1)]* 100No. of Votes - against (4)E- Voting19419720000Poll19419720000Postal Ballot, if anyTotal1941972194197210019419720Postal Ballot, if anyTotal00000Poll00000Postal Ballot, if anyTotal00000Postal Ballot, if anyFotal00000Postal Ballot, if anyTotal00000Postal Ballot, if anyPoll00000Postal Ballot, if anyPoll00000Postal Ballot, if anyPoll00000Postal Ballot, if anyPotal25802874,28874,288 <td>March 31, 2016, together with the Reports of the Board of Directors and the state of the board of Votes and the state of the board of Votes of the board of Votes in favour on votes of the board of Votes in favour on votes against held for the state of the board of Votes of the board of Votes in favour on votes against held for the board of Votes of the board of Votes in favour on votes against held for the state of the board of Votes of the board of Votes in favour on votes against held for the board of Votes of the board of Votes in favour on votes against held for the board of Votes of the board of th</td> | March 31, 2016, together with the Reports of the Board of Directors and the state of the board of Votes and the state of the board of Votes of the board of Votes in favour on votes of the board of Votes in favour on votes against held for the state of the board of Votes of the board of Votes in favour on votes against held for the board of Votes of the board of Votes in favour on votes against held for the state of the board of Votes of the board of Votes in favour on votes against held for the board of Votes of the board of Votes in favour on votes against held for the board of Votes of the board of th | | |

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| Resolution required | d: Ordinary Resolutio | n | 2. Appoi | ntment Auditors a | nd to fix th | neir remun | eration | |
|---|---------------------------------------|---------------------------------|----------------------------------|---|---------------------------------------|-------------------------------------|---|--|
| Whether promoter/ interested in the ag | promoter group are enda/resolution | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and | E- Voting | 1941972 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| Promoter Group | Poll | | 1941972 | 100 | 1941972 | 0 | 100.00 | 0.00 |
| | Postal Ballot, if any | | - | - | - | - | - | - |
| | Total | 1941972 | 1941972 | 100 | 1941972 | 0 | 100.00 | 0.00 |
| Public Institution | E- Voting | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot, if any | | - | | - | - | - | - |
| | Total | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| Public Non | E- Voting | 258028 | 74,288 | 28.79 | 74,288 | 0 | 28.79 | 0.00 |
| Institution | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot, if any | | - | - | - | - | - | - |
| | Total | 258028 | 74,288 | 28.79 | 74,288 | 0 | 28.79 | 0.00 |
| Total | | 2200000 | 2016260 | 91.65 | 2016260 | 0 | 91.65 | 0.00 |

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| | 1011 D 1.1 | | | memory of Mrs. IIn | na Volavarf | hy (DIN 0 | 7293822) as a Direct | or of the Company |
|----------------------|-----------------------|---------|---------|--------------------|--------------|-----------|----------------------|--------------------|
| | d: Ordinary Resolutio | n | | ntment or wirs. On | lla Telavali | | ZJOUZZJ US U DIICC | of of the company |
| | promoter group are | | No | | | | | |
| interested in the ag | enda/resolution | | | | | | 0/ - CNI - too in | % of Votes against |
| Category | Mode of Voting | No. of | No. of | % of Votes Polled | No. of | No. of | % of Votes in | on votes polled |
| | | shares | votes | on outstanding | Votes - | Votes - | favour on votes | on votes poned |
| | | held | polled | shares | in favour | against | polled | (7)-[(5)/(2)]*100 |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and | E-Voting | 1941972 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| Promoter Group | Poll | | 1941972 | 100 | 1941972 | 0 | 100.00 | 0.00 |
| The second second | Postal Ballot, if any | | - | - | - | - * | - | - |
| | Total | 1941972 | 1941972 | 100 | 1941972 | 0 | 100.00 | 0.00 |
| Public Institution | E-Voting | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| Tuble institution | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot, if any | | - | - | - | - | - | - |
| | Total | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| Public Non | E- Voting | 258028 | 74,288 | 28.79 | 74,288 | 0 | 28.79 | 0.00 |
| Institution | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| montation | Postal Ballot, if any | | - | - | - | - | - | - |
| | Total | 258028 | 74,288 | 28.79 | 74,288 | 0 | 28.79 | 0.00 |
| Total | 10(41 | 2200000 | 2016260 | 91.65 | 2016260 | 0 | 91.65 | 0.00 |
| L VIII | | | | | | | | |

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FOR ANDHRA PRADESH TANNERIES LTD FOR ANDHRA PRADESH TANNERIES LTD.

.. DIRECTOR

when

SUGANDHA DIGAMBAR SHELATKAR CHAIRMAN DIN NO. 06906156

PARIKH & ASSOCIATES COMPANY SECRETARIES

Office : 111, 11th Floor, Sai-Dwar CHS Ltd, Sab TV Lane, Opp Laxmi Industrial Estate Off Link Road, Above Shabari Restaurant, Andheri (W), Mumbai : 400 053 Tel. : 26301232 / 26301233 / 26301240 Email : cs@parikhassociates.com parikh.associates@rediffmail.com

To, The Chairperson **ANDHRA PRADESH TANNERIES LIMITED** Leather Complex Area, Nellimerla, Vizianagram, Andhra Pradesh-535217

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of 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) Amendment Rules, 2015 and voting through ballot paper at the Annual General Meeting of Andhra Pradesh Tanneries Limited held on Friday, September 23, 2016 at 03.00 p.m.

I, Shalini Bhat, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Andhra Pradesh Tanneries Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the 42nd Annual General Meeting of Andhra Pradesh Tanneries Limited held on Friday, September 23, 2016 at 03.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on September 23, 2016.

The Notice dated May 13, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by Central Depository Services Limited ("CDSL") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote evoting facility. The shareholders of the company holding shares as on the "cut-off" date of Friday, 16th September, 2016 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.



The voting period for remote e-voting commenced on Tuesday, 20th September, 2016 at 10.00 a.m. (IST) and ends on Thursday, 22nd September, 2016 at 5.00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the AGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote c-voting and votes tendered therein based on the data downloaded from the Central Depository Services Limited (CDSL) e-voting system and voting through ballot paper at the AGM.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said Resolutions.

Resolution 1: Ordinary Resolution

Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and the Auditors thereon

(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|----------------------------|------------------------------------|---------------------------------------|
| 19 | 20,16,260 | |

(ii) Voted against the resolution:

| Number voted | of | members | Number of valid v cast by them | | % of total number of valid votes cast |
|-----------------|----|---------|--------------------------------|-----|---------------------------------------|
| | | NIL | | NIL | N.A. |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |



Resolution 2: Ordinary Resolution

Appointment Auditors and to fix their remuneration

(i) Voted in favour of the resolution:

| Number voted | of | members | Number of cast by the | of | valid | | | total | of |
|-----------------|----|---------|-----------------------|----|-------|--------|--------|---------------|----------|
| | 19 | | | | 20, | 16,260 | nu | <u>otes c</u> | 0.00 |

(ii) Voted against the resolution:

| Number voted | of | members | Number of cast by them | | | total otes c | | of |
|-----------------|----|---------|------------------------|---------|--|-----------------|---|-----|
| | | NIL | | NIL | | | N | .A. |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |



Resolution 3: Ordinary Resolution

Appointment of Mrs. Uma Yelavarthy (DIN 07293822) as a Director of the Company

(i) Voted in favour of the resolution:

| Number | of | members | Number | of | valid | votes | % | of | total | number | of | |
|--------|----|---------|------------|--------------|-------|--------|---|----|------------------|--------|------|--|
| voted | | | cast by th | cast by them | | | | | valid votes cast | | | |
| | | 19 | | | 20, | 16,260 | | | | 100 | 0.00 | |

(ii) Voted against the resolution:

| Number | of | members | Number | of | valid | votes | % | of | total | number | of |
|--------|----|---------|------------|----|-------|-------|------------------|----|-------|--------|------|
| voted | | | cast by th | em | | | valid votes cast | | | | |
| | | NIL | | | | NIL | | | | N | I.A. |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | NIL |

Thanking you,

Yours faithfully,





Shalini Bhat Parikh & Associates Practising Company Secretaries FCS: 6484 CP: 6994 111,11th Floor, Sai Dwar CHS Ltd, Sab TV Lane, Opp.Laxmi Indl. Estate, Off Link Road, Above Shabari Restaurant, Andheri (West), Mumbai - 400053

Place: Mumbai Dated: September 24, 2016



ANDHRA PRADESH TANNERIES LIMITED

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FORTY- SECONDANNUAL REPORT

2015-2016

ANDHRA PRADESH TANNERIES LIMITED FORTY- SECONDANNUAL REPORT 2015-2016

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Andhra Pradesh Tanneries Limited

Annual Report 2015-2016

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CORPORATE INFORMATION

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-BOARD OF DIRECTORS

Mr. Jehangir H. C. Jehangir (DIN: 00001451) Ms. Sugandha Shelatkar (DIN: 06906156) Mr. Subramanian Sundaram Kamakshi (DIN: 02909675) Ms. Arati Saran (DIN: 01157284) (upto 15th December, 2015) Ms. Uma Yelavarthy (DIN: 07293822) (w.e.f. 12th February, 2016)

AUDITORS

J.L Bhatt & Co. (Registration No. 101332W) Chartered Accountants, 207, Yusuf Building, 43, Mahatma Gandhi Chowk, Mumbai 400 001.

REGISTERED OFFICE

Leather Complex Area, Nellimarla, Vizianagram District, Andhra Pradesh- 535 217

CIN: L19110AP1974PLC001711

Website: <u>www.aptl.net.in</u> Tel No: 022-424934923 Fax No: 022-24934924 Email: <u>sugandhas78@rediffmail.com</u>

REGISTRAR & SHARE TRANSFER AGENT

Satellite Corporate Services Private Limited B- 302, Sony Apartment, Opp. ST Jude High School, Off. Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400 072 Tel: 022 –28520461/ 28520462 Email: service@satellitecorporate.com