

**ANDHRA PRADESH TANNERIES LIMITED**  
 POST BOX NO. 127, VIZIANAGARAM - 535 002 INDIA  
 GRAMS : TANNERS • TELEX : 494-202 APTL IN • PHONE : 226728

**CIN : L19110AP1974PLC001711**  
**Email : sugandhas78@rediffmail.com**  
**Tel. No. : 022 - 24934923**  
**Fax No. : 022 - 24934294**



**RESULT OF VOTING THROUGH ELECTRONIC MEANS 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 AND POLL CONDUCTED PURSUANT TO SECTION 109 OF THE COMPANIES ACT, 2013 AND RULE 21(2) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER 30, 2014.**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility (e-Voting) to the Members entitled to cast their vote at the Annual General Meeting. The Company had also given the option to requisite Physical Ballot papers, to the shareholders who may not have access to electronic voting facility. The e-Voting process was carried out by the Company between 23<sup>rd</sup> September, 2014 to 25<sup>th</sup> September, 2014 with record date for determining shareholders being 22<sup>nd</sup> August 2014. Similarly last date for receiving Physical Ballot papers by scrutinizer was also fixed as 25<sup>th</sup> September, 2014.

The results are as under:

	(No. of Shares)	
	Votes in favour	Votes against
Adoption of Audited Balance Sheet as at 31 <sup>st</sup> March, 2014 & the Statement of Profit & Loss for the year ended on that date together with the Auditors' and Directors' Reports thereon	2116400 (100%)	0 (0%)
Reappointment of Mr. Ratheish Yelevarthy (DIN 00555628) as Director of the Company	2116400 (100%)	0 (0%)
Reappointment of J. L. Bhatt & Co., Chartered Accountants, as the auditors of the Company	2116400 (100%)	0 (0%)
Appointment of Ms. Sugandha Shelatkar (DIN 06906156) as Director of the Company.	2116400 (100%)	0 (0%)
Appointment of Ms. Sugandha Shelatkar (DIN 06906156) as Independent Director of the Company for a period of five years upto June 22, 2019.	2116400 (100%)	0 (0%)
Appointment of Mr. Jehangir H. C. Jehangir (DIN	2116400 (100%)	0 (0%)

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for a period of five years upto June 22, 2019.		
Appointment of Mr. Jehangir H. C. Jehangir (DIN 00001451) as Independent Director of the Company for a period of five years upto September 29, 2019.	2116400 (100%)	0 (0%)
Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow upto Rs.10 crores (Rupees Ten crores).	2116400 (100%)	0 (0%)
Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings upto Rs. 10 Crores (Rupees Ten Crores).	2116400 (100%)	0 (0%)

Based on the above, all the 8 Resolutions of the Notice of AGM have been passed unanimously.

FOR ANDHRA PRADESH TANNERIES LIMITED

Arati Saran  
Chairperson

Dated: 30.09.2014

To,  
The Chairman  
Andhra Pradesh Tanneries Limited  
Leather Complex Area, Nellimarla,  
Vizianagram,  
Andhra Pradesh- 535217

Dear Madam,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.**

I, Ms. Shalini Bhat of Parikh Parekh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Andhra Pradesh Tanneries Limited vide resolution dated August 08, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the Fortieth Annual General Meeting of the Company to be held on September 30, 2014.

The Notice dated August 08, 2014 convening Annual General Meeting (AGM) of the Company 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 to be passed at the said AGM of the Company to be held on September 30, 2014.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company has also given the option to the members who do not have access to e-voting facility to requisite physical ballot paper.

The shareholders of the company holding shares as on the "cut-off" date of August 22, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the Notice of the 40<sup>th</sup> AGM of Andhra Pradesh Tanneries Limited.

The voting period commenced on Tuesday, September 23, 2014 (9:00 am IST) and ended on Thursday, September 25, 2014 (6:00pm IST) and the CDSL e-voting platform was blocked thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. No physical ballots were received from any shareholders.



I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

I. Resolution No. 1 :-

Adoption of Audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
19	21,16,400	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil



## II. Resolution No. 2 :-

Appointment of Director in place of Mr. Ratheish Yelevarthy (DIN 00555628), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
19	21,16,400	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	-	N.A.

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil



## III. Resolution No. 3 :-

Appointment of Auditors and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
19	21,16,400	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil



IV. Resolution No. 4 :-

Appointment of Ms. Sugandha Shelatkar (DIN 06906156) as a Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
19	21,16,400	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil



V. Resolution No. 5 :-

Appointment of Ms. Sugandha Shelatkar (DIN 06906156) as an Independent Director of the Company for a period of five years with effect from June 23, 2014 to June 22, 2019.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
19	21,16,400	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil





VI. Resolution No. 6 :-

Appointment of Mr. Jehangir H.C. jehangir (DIN 00001451) as an Independent Director of the Company a period of five years with effect from September 30, 2014 to September 29, 2019.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
19	21,16,400	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil



## VII. Resolution No. 7 :-

Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow upto Rs. 10 crores (Rupees Ten crores).

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
19	21,16,400	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	Nil	N.A.

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil



## VIII. Resolution No. 8 :-

Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings upto Rs. 10 Crores (Rupees Ten Crores).

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
19	21,16,400	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
Nil	Nil	N.A.

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil	Nil

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the company for safe keeping.

Thanking you,

Yours faithfully

*Shalini Bhat*

Shalini Bhat  
Parikh Parekh & Associates  
Practising Company Secretary  
FCS: 6484 CP: 6994  
Place: Mumbai  
Dated: September 26, 2014

