

**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

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

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms 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 at the Annual General Meeting of Andhra Pradesh Tanneries Limited held on Wednesday, September 30, 2015 at 11.00 a.m.**

I, Shalini Bhat, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors 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 by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of Andhra Pradesh Tanneries Limited held on Wednesday, September 30, 2015 at 11.00 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on September 30, 2015.

The Notice dated August 13, 2015 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 has also provided voting by physical ballot papers to the members who do not have access to remote e-voting facility.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier either through remote e-voting facility or by physical ballot forms. However, none of the shareholders present at the meeting cast their vote.

The shareholders of the company holding shares as on the "cut-off" date of Wednesday, September 23, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

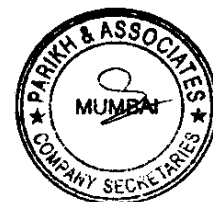
The voting period for remote e-voting commenced on Sunday, September 27, 2015 at 09:00 a.m. (IST) and ended on Tuesday, September 29, 2015 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting 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 Annual General Meeting the votes cast there under were counted. No Physical Ballot papers were received.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and the ballot forms received respectively.

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.



**Resolution 1: Ordinary Resolution**

**Adoption of the Audited Financial Statements for the financial year ended March 31, 2015, the Reports of the Auditors thereon and the Report of the Directors for the year ended on that date.**

(i) Voted in favour of the resolution:

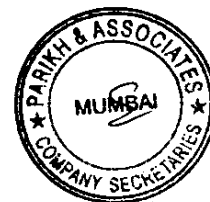
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
20	20,16,360	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes 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 votes cast by them
NIL	N.A.



**Resolution 2: Ordinary Resolution**

**Appointment of a Director in place of Mrs. Arati Saran (DIN: 01157284) who retires by rotation and is eligible for re-appointment.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
20	20,16,360	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of votes 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 votes cast by them
NIL	N.A.



**Resolution 3: Ordinary Resolution**

**Appointment of M/s. J.L Bhatt & Co., Chartered Accountants (Firm Registration No.101332W) as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting and also fixing of their remuneration.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
20	20,16,360	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes 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 votes cast by them
NIL	N.A.

Thanking you,

Yours faithfully,

*Shalini Bhat*



Shalini Bhat

**Parikh & Associates**

Practising Company Secretaries

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111,11<sup>th</sup> Floor, Sai Dwar CHS Ltd,

Sab TV Lane, Opp.Laxmi Indl. Estate,

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Andheri (West), Mumbai - 400053

Place: Mumbai

Dated: September 30, 2015