

ANDHRA PRADESH TANNERIES LIMITED

CIN: L19110AP1974PLC001711

Regd. Office: Leather Complex Area, Nellimerla, Vizianagram District,
Andhra Pradesh – 535217

Website: www.aptl.net.in

Tel No: 022-24934923 **Fax No:** 022-24934924

Email: sugandhas78@rediffmail.com

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the Forty-Third Annual General Meeting of the members of ANDHRA PRADESH TANNERIES LIMITED will be held at Leather Complex Area, Nellimarla, Vizianagram District, Andhra Pradesh- 535 217 on, Friday, August 11, 2017 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Uma Yelavarthy (DIN: 07293822), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Ajay Dhoot & Co., Chartered Accountants, Mumbai (FRN No. 100196W) be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s. J. L. Bhatt & Co., Chartered Accountants, Mumbai (FRN No. 101332W) to hold office from the conclusion of this Annual General Meeting till the conclusion of the Forty-Eighth Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting if so required under the Act) at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Glen Sylvester Mascarenhas (DIN 02124067) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th October, 2016 and who holds office up to the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 ('the Act') and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152, Schedule IV and other Applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Glen Sylvester Mascarenhas (DIN 02124067), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years from 27th October, 2016 up to 26th October 2021."

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND IN HOLDING NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts and the relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director and appointment of Auditor under Item No. 2, Item No.3 and Item No. 4 respectively of the Notice, are annexed.
3. The Register of Members and the Share Transfer books of the Company will be closed from Monday, 7th August, 2017 to Friday, 11th August, 2017 both days inclusive.

4. Members are requested to notify immediately any change of address :To the Company's Registrar & Share Transfer Agents, M/s Satellite Corporate Services Pvt. Ltd., B- 302, Sony Apartment, Opp. ST Jude High School, Off. Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400 072, in respect of their physical share folios, if any, quoting their folio numbers.
5. Members are requested to bring their copy of the Annual Report to the meeting.
6. The Notice of the Annual General Meeting along with the Annual Report 2016-2017 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz www.aptl.net.in
7. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agent.
8. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
9. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.
10. The Route Map showing directions to reach to the venue of the Forty-Third Annual General Meeting is annexed.

11. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depositories Services Limited (CDSL)

I. The instructions for members for voting electronically are as under:-

A. In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "ANDHRA PRADESH TANNERIES LIMITED" from the drop down menu and click on "SUBMIT"

(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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Bhushan Kumar with sequence number 1 then enter BH00000001 in the PAN field.
Dividend Bank Details or Date of Birth	<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>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 (iv)</p>

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN of "ANDHRA PRADESH TANNERIES LIMITED".

(xi) 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.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non-Individual Shareholders and Custodians

- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

(i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(ii) If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

(iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

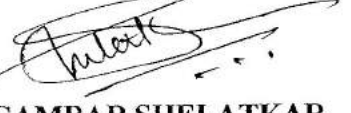
(iv) The e-voting period commences on Tuesday, 8th August, 2017 (09.00 AM) and ends on Thursday, 10th August, 2017 (05.00 PM). During this period shareholders' of the Company,

holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 04th August, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (v) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, 04th August, 2017**. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.
- (vi) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, (may obtain the login ID and password by sending a request at evoting@cdslindia.com) shall follow the procedure laid down above. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.
- (vii) The facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- (viii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (ix) Ms. Shalini Bhatt and/or failing her Mr. Mitesh Dhabliwala of M/s Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting, remote e-voting process and the voting at the meeting in a fair and transparent manner.
- (x) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- (xi) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.aptl.net.in) and on the website of CDSL and communicated to the BSE Limited where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

- (xii) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m to 5.00 p.m) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.

By order of the Board
For Andhra Pradesh tanneries Limited


SUGANDHA DIGAMBAR SHELATKAR
Director
DIN: 06906156

Registered Office:

Leather Complex Area,
Nellimarla, Vizianagram,
Andhra Pradesh-535217.
CIN: L19110AP;974PLC001711
Tel :9122-24934923
E-mail: sugandhas78@rediffmail.com,
Website: www.aptl.net.in
Mumbai: May 13, 2017

ANNEXURE TO THE NOTICE

THE STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND INFORMATION AS REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA WITH RESPECT TO GENERAL MEETINGS.

Item No. 2

Mrs. Uma Yelavarthy (DIN 07293822), director of the company in terms of Section 152(3) of the Act, retires by rotation and is eligible for re-appointment.

Mrs. Uma Yelavarthy (DIN 07293822) is one of the Directors of the Company. She was appointed on the Board with effect from February 12, 2016 and is holding 63,588 shares.

Mrs. Uma Yelavarthy, aged 60 years has done her B.A.

During the year Mrs. Uma Yelavarthy attended four board meetings.

Other directorship positions held: - Nil.

Except Mrs. Uma Yelavarthy none of the other directors and Key Managerial Personnel is concerned or interested in the said Resolution at item no. 2 of the accompanying notice as it relates to his own appointment.

The Board commends the Resolution at Item No.2 of the accompanying Notice for the approval by the Members of the Company.

Item No. 3

M/s. J. L. Bhatt & Co., Chartered Accountants, Mumbai (FRN No. 101332W) have been the Auditors of the Company since financial year 2006-2007.

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditors for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, M/s. J. L. Bhatt & Co. can continue as an Auditor of the Company only up to the conclusion of the forthcoming Annual General Meeting

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 13.05.2017, proposed the appointment of M/s Ajay Dhoot & Co., Chartered Accountants, Mumbai (FRN No. 100196W) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Forty-Eighth Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting, if so required under the Act).

M/s Ajay Dhoot & Co., Chartered Accountants, Mumbai (FRN No. 100196W) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No. 3 of the Notice.

ITEM NO. 4

Mr. Glen Sylvester Mascarenhas (DIN 02124067) was appointed as an Additional Director of the Company by the Board of Directors on recommendation of Nomination and Remuneration Committee effective from October 27, 2016. By virtue of Section 161 of the Companies Act, 2013, Mr. Glen Sylvester Mascarenhas (DIN 02124067) shall hold office upto the date of this Annual General Meeting and is eligible for appointment.

In terms of Section 149 and other applicable provisions of the Act, Mr. Glen Sylvester Mascarenhas, being eligible, has been appointed as an Independent Director of the Company for a term of 5 (five) years upto October 26, 2021 not being liable to retire by rotation. The Company has received a Notice in writing from a member of the Company along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Glen Sylvester Mascarenhas for the office of Director of the Company.

Mr. Glen Sylvester Mascarenhas has consented to act as a Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Glen Sylvester Mascarenhas fulfills the conditions specified in the Act and the Rules there under for appointment as Independent Director and he is independent of the management.

Glen Sylvester Mascarenhas aged 68 years has done BSC and has 25 years' experience in Leather Goods Industry.

Having regard to the qualifications, experience and knowledge, his appointment as an Independent Director will be in the interest of the Company. The Board recommends the resolution as set out at Item no. 4 of the accompanying Notice for the approval by the members of the Company.

The terms and conditions of appointment of Mr. Glen Sylvester Mascarenhas as an Independent Director are available for inspection at the Registered Office of the Company during normal business hours on all working days.

During the year Mr. Glen Sylvester Mascarenhas attended 1 meetings of the Board of Directors of the Company. He does not hold any shares in the Company.

Other directorship positions held by Mr. Glen Sylvester Mascarenhas are Meet & Greet Gifts Private Limited and St. Xavier's Vile Parle Alumniassociation Mr. Glen Sylvester Mascarenhas is not holding committee positions in other companies.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

Except Mr. Glen Sylvester Mascarenhas, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution.

By order of the Board
For Andhra Pradesh tanneries Limited



SUGANDHA DIGAMBAR SHELATKAR

Director
DIN: 06906156

Registered Office:

Leather Complex Area,
Nellimarla, Vizianagram,
Andhra Pradesh-535217
CIN: L19110AP1974PLC001711
Tel :9122-24934923
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Website: www.aptl.net.in
Mumbai: May 13, 2017