

**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 42<sup>nd</sup> 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 e-voting facility. The shareholders of the company holding shares as on the "cut-off" date of Friday, 16<sup>th</sup> 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, 20<sup>th</sup> September, 2016 at 10.00 a.m. (IST) and ends on Thursday, 22<sup>nd</sup> 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 e-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	100.00

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

Number of members voted	Number of valid 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 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 of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	20,16,260	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid 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 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 voted	Number of valid votes cast by them	% of total number of valid votes cast
19	20,16,260	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid 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 invalid votes cast by them
NIL	NIL

Thanking you,

Yours faithfully,

*Shalini Bhat*



Shalini Bhat  
 Parikh & Associates  
 Practising Company Secretaries  
 FCS: 6484 CP: 6994  
 111,11<sup>th</sup> 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

**FOR ANDHRA PRADESH TANNERIES LTD.**

*Uma Yelavarthy*

**DIRECTOR**