



THE ANDHRA PETROCHEMICALS LIMITED

CIN : L23209AP1984PLC004635

Regd. Office: Venkatarayapuram, Tanuku - 534215

W.G.District, Andhra Pradesh

Phone Nos.: 08819-224075 & 220975, Fax: 08819-224168

E-mail: info.tnk@andhrapetrochemicals.com, Website: www.andhrapetrochemicals.com

NOTICE OF POSTAL BALLOT TO SHAREHOLDERS

Dear member(s),

Notice is hereby given to the members of The Andhra Petrochemicals Limited for passing following Resolution through Electronic Voting (e-voting) and Postal Ballot pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') and all other applicable provisions, if any, of the Act read with Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force):

The members are requested to carefully read the instructions given in the Notice and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed Business Reply Envelope, so as to reach the scrutinizer at "Mr. Nekkanti S.R.V.V.S. Narayana, The Scrutinizer, The Andhra Petrochemicals Limited, Venkatarayapuram, Tanuku - 534215, W.G.District, Andhra Pradesh" on or before the close of working hours at 5:00 PM on 5.10.2016.

As required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules as applicable in that regard and the Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility as an alternative to sending the physical Postal Ballot Form and has engaged the service of CDSL e-voting platform. E-voting instructions are enumerated as a part of the Notice. The Board of Directors of the Company has appointed Mr. Nekkanti S.R.V.V.S. Narayana, Company Secretary in whole time practice (Membership No. FCS 7157) Proprietor of M/s. Nekkanti S.R.V.V.S. Narayana & Co., Company Secretaries to act as the scrutinizer for conducting the Postal Ballot process in fair and transparent way.

RESOLUTION :

TO LEASE OR OTHERWISE DISPOSE OF PART OR WHOLE OF OXO-ALCOHOLS PLANT AT VISAKHAPATNAM:

To consider and if thought fit, to pass the following Resolution as Special Resolution:

"RESOLVED THAT consent of the Company be and is hereby accorded under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof exercising the powers conferred on the Board by this Resolution) to lease or otherwise dispose of part or whole of Oxo-Alcohols Plant at Visakhapatnam as the Board may think fit and proper and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto, including without limitation, signing and executing all agreements and documents in connection with or in order to give effect to this Resolution."

Place: Hyderabad

Date: 11.8.2016

Registered Office:

Venkatarayapuram

TANUKU - 534 215

Andhra Pradesh

By Order of the Board

Dr. B B Ramaiah

Managing Director

Notes :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts is annexed hereto.
2. Mr. Nekkanti S.R.V.V.S. Narayana & Co., a Practicing Company Secretary is appointed as scrutinizer to receive and scrutinize the Postal Ballots and votes cast by the members through e-voting system.
3. Please read the voting instructions printed on the back of the Postal Ballot Form before casting your vote.
4. Relevant documents referred to in this Notice and accompanying Statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 9 AM to 11 AM and 3 PM to 5 PM upto the date of declaration of the results of the Postal Ballot and e-voting.
5. In accordance with the Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 the Company is pleased to offer e-voting facility for all the shareholders of the Company. For this purpose the Company entered in an arrangement with Central Depository Services Limited (CDSL) for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional only.

6. Please note that the shareholders can opt for only one mode of voting i.e. either by Postal Ballot or e-voting. If you are opting for e-voting, then don't vote by Postal Ballot and vice-versa. However, in case the shareholders cast their votes by Postal Ballot and e-voting, then voting done through valid Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
7. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed Business Reply Inland Letter to the Scrutinizer, so as to reach the Scrutinizer at the address mentioned thereat on or before the close of working hours at 5:00 PM on 5.10.2016.
8. The postage cost will be borne by the Company.
9. The voting rights of Shareholders shall be proportionate to their shares of the paid up share capital of the Company on 12.8.2016.
10. E-voting period starts at 9.00 AM on 6.9.2016. The voting module will be disabled after business hours at 5.00 PM on 5.10.2016 for voting by shareholders.
11. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 6.9.2016 at 9 A.M. and ends on 5.10.2016 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12.8.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (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.
 - (vi) 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.
 - (vii) If you are a first time user follow the steps given below:

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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<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> <ul style="list-style-type: none"> ● 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <The Andhra Petrochemicals Ltd.,> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 www.evotingindia.com 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT:

The Global downturn in Petrochemical Business coupled with the downturn in China and additional large capacities in Oxo-Alcohols in the recent past have resulted in financial stress to the Company. Company has been incurring heavy cash losses, over the past 3 years. The Company has succeeded with the Government of India for the imposition of Anti Dumping Duty on both 2-Ethyl Hexanol and Normal Butanol imports from certain countries. Despite the above, the Company is in need of exploring further strategic measures such as follows:

1. To transfer both the Synthesis Gas sections to a renowned Gas Company on a Buy, Own and Operate basis and supply Synthesis gas to our Company. This is to result in certain lumpsum payment to our Company.
2. Bring in a Strategic Partner with synergies business.
3. To lease-out the operations of the Company to an interested party, to bring down the cost of production.

The above option may involve leasing or disposal of the part or whole of Oxo-Alcohols Plant at Visakhapatnam. This requires approval of shareholders by way of Postal Ballot.

Accordingly, your Board recommends necessary Resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is or are interested in the said Resolution.

Place: Hyderabad
Date: 11.8.2016
Registered Office:
Venkatarayapuram
TANUKU - 534 215
Andhra Pradesh

By Order of the Board
Dr. B B Ramaiah
Managing Director

**THE ANDHRA PETROCHEMICALS LIMITED**

CIN : L23209AP1984PLC004635, Regd. Office: Venkatarayapuram, Tanuku - 534215
W.G.District, Andhra Pradesh, Phone Nos.: 08819-224075 & 220975, Fax: 08819-224168
E-mail: info.tnk@andhrapetrochemicals.com, Website: www.andhrapetrochemicals.com

POSTAL BALLOT FORM**Serial No. :**

- Name and Registered address of sole/first named shareholder :
- Name(s) of the joint shareholder(s) if any :
- Registered Folio No. :
- No. of Share(s) held :
- I/We hereby exercise my/our vote in respect of Resolution (Special Resolution) to be passed through Postal Ballot for the business stated in the Notice dated 11.8.2016 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Brief particulars of the item	No. of shares held	I / We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To lease or otherwise dispose of part or whole of Oxo-Alcohols Plant at Visakhapatnam			

Place:

Date:

Signature of the Member:

ELECTRONIC VOTING PARTICULARS

PAN / Sequence No.	User ID (Demat No./Folio No.)	Bank Account Details as available with the Company or Folio No.

Note :

- Last date of receipt of postal ballot by the Scrutinizer is 5.10.2016 upto 5:00 PM.
- Please read the instructions printed below carefully before exercising your vote.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

- A shareholder desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Inland Letter. Postage will be paid by the Company. Shareholders need NOT AFFIX the postage stamp. However, Inland Letter containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the shareholder, will also be accepted.
- The self-addressed Business Reply Inland Letter bears the postal address of the Scrutinizer appointed by the Company.
- The Postal Ballot Form should be completed and signed by the Shareholder (as per specimen signature registered with the Company/R&TA). In case of joint holding, this form must be completed and signed by the first named shareholder and in his/her absence, by the next named shareholder;
- Voting through Postal Ballot can't be exercised by proxies.
- Incomplete or unsigned Postal Ballot Forms will be rejected.
- There will be one Postal Ballot Form for every Folio irrespective of the number of joint holder(s).
- The Scrutinizer's decision on the validity of the Postal Ballot will be final.
- Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 PM on 5.10.2016. Postal Ballot Form received after this time will be treated as if not received and will not be considered for the purpose of Postal Ballot.
- In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories;
- Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder as on 12.8. 2016.
- Shareholders are requested not to send any other paper along with the Postal Ballot Form in as much as all such Inland Letters will be sent to the Scrutinizer and any extraneous paper found with such Inland Letter would be destroyed by the Scrutinizer.
- The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice.
- The result of the Postal Ballot shall be announced on 7.10.2016 at 4.00 PM at the Registered Office of the Company at Venkatarayapuram, Tanuku - 534215 W.G.District, Andhra Pradesh and the same will also be posted on website of the Company.

BUSINESS REPLY INLAND LETTER

Postage will
be paid by the
Addressee

Business reply Permit No.
L 5 3/BRP/VJ-100/2016-17
Vijayawada HPO - 520 001

No postage
stamp
necessary if
posted in India

To

The Scrutinizer
C/o THE ANDHRA PETROCHEMICALS LIMITED
VENKATARAYAPURAM, Tanuku,
West Godavari District, Andhra Pradesh

C/o Vijayawada HPO 520 001

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