



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

NOTICE is hereby given that an Extraordinary General Meeting of **THE ANDHRA PETROCHEMICALS LIMITED** will be held at the Registered Office of the Company, Venkatarayapuram, Tanuku - 534215, West Godavari District, Andhra Pradesh on Monday, the 23rd March, 2015 at 3:00 p.m. to transact the following business:

SPECIAL BUSINESS:

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), or any statutory modification or re-enactment thereof and the rules made thereunder, to the Board of Directors to mortgage and/or Charge (by way of first, second or other subservient Charge as may be agreed between the Company and the lenders), all the immovable and movable properties, present and future, pertaining to the undertaking of the Company, whose properties are agreed to be mortgaged and/or Charged in certain events, to or in favour of any Financial Institutions or Company’s Bankers or any other Banks or other lending Institutions or Individuals or Firms or Bodies Corporate or Funds or any other entity / form to secure their respective Rupee and/or Foreign Currency Loans or other financial assistance lent, granted and advanced or agreed/hereafter agreed to be lent, granted and advanced to the Company, Bonds or other financial instruments as may be issued and allotted by the Company and/or agreed to be subscribed to by such Financial Institutions or Company’s Bankers or any other Banks or other lending Institutions or Individuals or Firms or Bodies Corporate or Funds or any other entity / form for such amount(s) not exceeding Rs.500 crores (Rupees five hundred crores only) in the aggregate on account of principal together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, costs, charges and other moneys payable by the Company to the respective Financial Institutions or Company’s Bankers or any other Banks or other lending Institutions or Individuals or Firms or Bodies Corporate or Funds or any other entity / form under the Loan Agreement(s) entered into/to be entered into by the Company in respect of the said Loans or other financial instruments or assistance.

RESOLVED FURTHER THAT the Board of Directors of the Company or any person authorised by the Board thereof, be and is hereby authorised to finalise with the Financial Institutions or Company’s Bankers or any other Banks or other lending Institutions or Individuals or Firms or Bodies Corporate or Funds or any other entity / form the documents for creating mortgage(s) and/or Charge(s) as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto.”

Hyderabad
21st January, 2015

By Order of the Board

Sd/-

(Dr. B B RAMAIAH)

Managing Director

Registered Office :
Venkatarayapuram
TANUKU - 534 215
Andhra Pradesh

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy and such person cannot act as a Proxy for any other person or shareholder.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority as applicable. A Proxy Form is sent herewith.

3. Your Company provides Electronic Voting facility and its particulars and instructions are enclosed and form part of this Notice.

Annexure to Notice:

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

EXPLANATORY STATEMENT:

Earlier shareholders at the 30th Annual General Meeting (“AGM”) held on 12th September, 2014 by way of Special Resolution under Section 180(1)(c) of the Companies Act, 2013 (“the Act”) authorised the Board of Directors of the Company (“the Board”) to borrow money upto a limit of Rs.500 crores (Rupees five hundred only).

Shareholders at the aforesaid AGM also authorised the Board, by way of Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create mortgage and/or Charge on the immovable and movable properties of the Company in favour of the lenders to secure their financial assistance upto a limit of Rs.192 crores (Rupees one hundred ninety two crores only).

For availing additional financial assistance by the Company, it is required to create mortgage / Charge. As such the approval of the shareholders is sought to create mortgage / Charge upto a limit of Rs.500 crores (Rupees five hundred crores only) at any one point of time to be in line with the borrowing powers of Rs.500 crores already approved by the shareholders.

In order to create mortgage / Charge by the Board, approval of shareholders by way of Special Resolution is required under Section 180(1)(a) of the Companies Act, 2013 for enhancing limit from Rs.192 crores to Rs.500 crores as creation of mortgage / Charge may be deemed to be otherwise disposal of the whole or substantially the whole of the undertaking of the Company.

Your Directors therefore recommend the Special Resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is/are concerned or interested in the aforesaid Resolution.

Hyderabad
21st January, 2015

By Order of the Board
Sd/-
(Dr. B B RAMAIAH)
Managing Director

Registered Office :
Venkatarayapuram
TANUKU - 534 215
Andhra Pradesh

ENCLOSURE TO NOTICE:

ELECTRONIC VOTING FACILITY - REG.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Extraordinary General Meeting (“EGM”) to be held on Monday, the 23rd March, 2015 at 3:00 p.m. at the Regd. Office of the Company. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility.

Sri Nekkanti S R V V S Narayana, Practising Company Secretary (CP No. 7839) of M/s. Nekkanti S.R.V.V.S. Narayana & Co., Company Secretaries, Hyderabad has been appointed as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The e-voting facility is available at the link <https://www.evotingindia.com>.

E-Voting Particulars:

PAN / Sequence No.	USER ID (DEMAT NUMBER / FOLIO NUMBER)	BANK ACCOUNT DETAILS AS AVAILABLE WITH THE COMPANY (OR) FOLIO NUMBER

Please read the instructions before exercising the vote which are printed hereunder. The EGM Notice is also available for download at our website www.andhrapetrochemicals.com.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period **begins on 17th March, 2015 from 9:00 a.m. and ends on 18th March, 2015 at 5:00 p.m.** During this period shareholders of the Company holding shares either in physical form or in dematerialised form, as on the **cut-off date (record date) of 16th January, 2015**, 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If 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.

By Registered Post

To

If undelivered, please return to:

The Andhra Petrochemicals Limited
Venkatarayapuram, TANUKU - 534 215
West Godavari District
Andhra Pradesh

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- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolution 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 “RESOLUTION 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 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.
- (xix) 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.

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**Extraordinary General Meeting
PROXY FORM**

Name of the Member (s) :

E-mail ID :

Registered address :

Folio No. / DP ID-Client ID :

I/We, being the member(s) of shares of the above named Company hereby appoint :

- | | | |
|-----|-----------------|--------------------------------|
| (1) | Name : | Address : |
| | E-mail ID | Signature or failing him |
| (2) | Name : | Address : |
| | E-mail ID | Signature or failing him |
| (3) | Name : | Address : |
| | E-mail ID | Signature |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EXTRAORDINARY GENERAL MEETING of the Company to be held on Monday, the 23rd March, 2015 at 3:00 p.m. at the Registered Office and at any adjournment thereof in respect of such Resolution as is indicated below:

Special Business:

Special Resolution for mortgaging or charging all movable / immovable properties of the Company upto a limit of Rs.500 crores (Rupees five hundred crores only).

Signed this day of 2015

Signature of Shareholder (s)

Signature of Proxy holder(s)



Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



**Extraordinary
General Meeting
ATTENDANCE SLIP***



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Folio No. / DPID & Client ID No.

Name of the Member

No. of Shares held

Name of Proxy

(to be filled in only when a Proxy attends the Meeting)

I hereby register my presence at the EXTRAORDINARY GENERAL MEETING being held on Monday, the 23rd March, 2015 at 3:00 p.m.

.....
Signature of Member / Proxy

* This Slip may please be handed over at the entrance of Meeting Hall.