



**THE ANDHRA  
PETROCHEMICALS LIMITED**

Regd. Office :

VENKATARAYAPURAM

(Tanuku) - 534 215

West Godavari Dist. (A.P.)

Tel : 08819-224075, 224755, 224911 (7 Lines)

Fax : 08819-224168

E-mail : [info.tnk@andhrapetrochemicals.com](mailto:info.tnk@andhrapetrochemicals.com)

CIN : L23209AP1984PLC004635

Website : [www.andhrapetrochemicals.com](http://www.andhrapetrochemicals.com)

No.APL/SEC/BSE/SCR 2018-19/

Manager,  
Listing Compliance  
Bombay Stock Exchange Ltd.,  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street,  
**Mumbai 400001**

28 May 2019

Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019.

Ref: Scrip code: 500012

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We enclose herewith the Annual Secretarial Compliance Report of our Company, The Andhra Petrochemicals Ltd., for the year ended 31<sup>st</sup> March, 2019 issued by Nekkanti S R V V S Narayana & Co., Practising Company Secretaries.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
for **THE ANDHRA PETROCHEMICALS LIMITED,**

  
**(M V V S V Prasadu)**  
**Dy. Secretary & Asst. Manager (Finance)**

Encls: As above.

**SECRETARIAL COMPLIANCE REPORT OF M/S. THE ANDHRA PETROCHEMICALS  
LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

We have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. The Andhra Petrochemicals Limited having CIN L23209AP1984PLC004635 and having registered office at Venkatarayapuram, Tanuku, West Godavari District, Andhra Pradesh - 534215 ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**there were no events requiring compliance during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**there were no events requiring compliance during the Review Period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**there were no events requiring compliance during the Review Period**);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (**there were no events requiring compliance during the Review Period**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:



- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Deviations	Observations / Remarks
1	Pursuant to Regulation 6(1) of the LODR, Listed Entity has to appoint qualified company secretary as the compliance officer	The listed entity could comply with this Regulation in the last quarter ended 31 <sup>st</sup> March, 2019 i.e., on 18 <sup>th</sup> March, 2019	In spite of best efforts to locate a suitable Candidate for the position of Company Secretary and Compliance Officer, the Company could fulfil the provisions of Section 203(1) of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 6(1) of SEBI (LODR) Regulations, 2015 only on 18 <sup>th</sup> March, 2019, that being compliant as on 31 <sup>st</sup> March, 2019.
2	Listed entity has to submit information regarding loss of share certificates and issue of duplicate share certificates to the stock exchange pursuant to Regulation 39(3) of LODR	The Listed Entity has not submitted information regarding loss of share certificates and issue of duplicate share certificates to the stock exchange	The Listed Entity has informed that the Registrar and Share Transfer Agent (RTA) did not inform the Listed Entity within the time to submit information regarding loss of share certificates and issue of duplicate share certificates to the stock exchange and now it has advised the RTA to ensure that the information be passed on to the Listed Entity after receiving information about loss of share certificates and while issuing duplicate share certificates etc.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.



- (c) The following are the details of actions taken against the listed entity / its promoters/ directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:

Sl. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations / Remarks
1	Bombay Stock Exchange	Regulation 6(1) of the SEBI (LODR) Regulations, 2015 relating to non-appointment of qualified company secretary as Compliance Officer for the quarter ended 31 <sup>st</sup> December, 2018	Rs.92,000 plus GST of Rs.16,560. Total fine payable is Rs.1,08,560	The Listed entity vide its letter dated 18 <sup>th</sup> March, 2019 communicated to the Bombay Stock Exchange the compliance of Regulation 6(1) of SEBI (LODR) Regulations, 2015 and vide its letter dated 15 <sup>th</sup> April, 2019 addressed to Bombay Stock Exchange has requested them to condone the fine levied in view of the compliance fulfilled.

- (a) The reporting of actions by the listed entity to comply with the observations made in previous report does not arise during the Review Period

For NEKKANTI S.R.V.V.S. NARAYANA & CO.  
Company Secretaries

*(Signature)*

(NEKKANTI S.R.V.V.S. NARAYANA)

Proprietor

M.No.F7157, C.P.No.7839

Date : 17<sup>th</sup> May, 2019

Place : Venkatarayapuram, Tanuku

