

**THE  
ANDHRA PETROCHEMICALS  
LIMITED**



**35<sup>th</sup> Annual Report 2018 - 19  
(Abridged)**

# THE ANDHRA PETROCHEMICALS LIMITED

## Board of Directors

Dr. P Kotaiah, Chairman  
(from 5.8.2018)  
Sri M R B Punja (Chairman)  
(upto 4.8.2018)  
Sri P Narendranath Chowdary, Managing Director  
(from 5.8.2018)  
Sri A A Krishnan  
Sri Surinder Kumar Kapoor  
(upto 7.6.2018)  
Sri Mullapudi Thimmaraja  
Dr. (Smt.) D Manjulatha  
Sri Solomon Arokiaraj, I.A.S.,  
(Nominee of APIDC)  
Smt. Y V Anuradha, I.A.S.,  
(Nominee of APIDC upto 18.4.2018)  
Sri Animesh Kumar Sinha  
(Nominee of IDBI Bank Ltd.,)  
Sri Ravi Pendyala  
Dr. V N Rao  
Sri P Venkateswara Rao  
(from 5.11.2018)  
Sri M Gopalakrishna, I.A.S., (Retd.)  
(from 25.5.2019)

## Key Managerial Personnel

Sri K Narasappa  
President  
Sri P Ratna Rao  
Sr. General Manager (Finance) [CFO]  
Sri M V V S V Prasadu  
Dy. Secretary & Asst. Manager (Finance)  
(from 25.5.2019)

## Statutory Auditors

M/s. C.V. Ramana Rao & Co.,  
Chartered Accountants  
D.No. 1-88-19, Plot No. 135/4  
Sector-4, MVP Colony  
Visakhapatnam - 530 017

## Cost Auditors

M/s. Narasimha Murthy & Co.,  
Cost Accountants  
104, Pavani Estate  
3-6-365, Himayatnagar  
Hyderabad - 500 029

## Secretarial Auditors

M/s. Nekkanti S.R.V.V.S. Narayana & Co.,  
Company Secretaries  
407, Malik Chambers  
Hyderguda  
Hyderabad - 500 029

## Bankers

State Bank of India  
Andhra Bank  
IDBI Bank Ltd.

## Registered Office

Venkatarayapuram  
Tanuku - 534 215  
West Godavari District  
Andhra Pradesh  
Tel : 08819 - 224075 / 220975  
Fax : 08819-224168  
CIN : L23209AP1984PLC004635  
E-mail: [info.tnk@andhrapetrochemicals.com](mailto:info.tnk@andhrapetrochemicals.com)  
[investors@andhrapetrochemicals.com](mailto:investors@andhrapetrochemicals.com)  
Website: [www.andhrapetrochemicals.com](http://www.andhrapetrochemicals.com)

## Factory

Opp. Naval Dockyard  
Post Box No. 1401  
Visakhapatnam - 530 014  
Andhra Pradesh

## Registrar & Share Transfer Agent

M/s. XL Softech Systems Ltd.,  
#3, Sagar Society, Road No. 2,  
Banjara Hills, Hyderabad - 500 034  
Telangana  
Tel : 040-23545913 / 914 / 915  
E-mail: [xlfield@gmail.com](mailto:xlfield@gmail.com)

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Full Annual Report is available on Company's website: [www.andhrapetrochemicals.com](http://www.andhrapetrochemicals.com)  
A copy of the same will be supplied on the request of shareholders



## THE ANDHRA PETROCHEMICALS LIMITED

CIN: L23209AP1984PLC004635

Regd. Office: Venkatarayapuram, TANUKU - 534215

W.G. District, Andhra Pradesh

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

E-mail: info.tnk@andhrapetrochemicals.com

Website: www.andhrapetrochemicals.com

### NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of THE ANDHRA PETROCHEMICALS LIMITED will be held on Wednesday, the 10<sup>th</sup> day of July, 2019 at 3 p.m. at the Registered Office of the Company, Venkatarayapuram, Tanuku - 534215, West Godavari District, Andhra Pradesh, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the year 2018-19.
3. To appoint a Director in place of Sri Mullapudi Thimmaraja (DIN 00016711) who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Sri Solomon Arokiaraj, I.A.S. (DIN 06802660) who retires by rotation and being eligible offers himself for reappointment.
5. To fix remuneration of Statutory Auditors M/s C V Ramana Rao & Co., (Firm Regn. No.002917S) Chartered Accountants, Visakhapatnam, for the Financial Year 2019-20.

For the Financial Year 2019-20 the Board recommends Statutory Auditors remuneration Rs. 3,00,000/- plus reimbursement of out of pocket expenses.

#### SPECIAL BUSINESS:

6. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 1,25,000/- (Rupees one lakh twenty five thousand only) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year 2019-20 to be paid to M/s Narasimha Murthy & Co., (Regn. No. 000042), Cost Accountants, Hyderabad, for the conduct of the Audit of the Cost Accounting Records of the Company as approved by the Board of Directors be and is hereby ratified and confirmed."

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

"RESOLVED THAT Sri P Venkateswara Rao (DIN 06387165) who was appointed by the Board of Directors as Additional Director of the Company with effect from 5<sup>th</sup> November, 2018 pursuant to Article 97 of the Articles of Association of the Company, holds office upto the date of the 35<sup>th</sup> Annual General Meeting (AGM) of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") or any statutory modification thereof or any re-enactment of the said Act, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Act and the Rules made thereunder, read with Schedule IV of the said Act, Sri P Venkateswara Rao be and is hereby appointed as Independent Director of the Company for a term of 5 consecutive years commencing from the conclusion of 35<sup>th</sup> AGM till the conclusion of 40<sup>th</sup> AGM, not liable to retire by rotation.

RESOLVED FURTHER THAT in the event of any amendment made by Ministry of Corporate Affairs or SEBI or any Statutory Authority to the provisions concerning the said appointment, the Board at its 1<sup>st</sup> Meeting after the said amendment coming into force be and is hereby authorised to effect necessary modification as may be required and till the date of the Board Meeting this Resolution shall continue to hold good and thereafter the same may be placed before the 1<sup>st</sup> General Meeting held after amendment for information and ratification."

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

"RESOLVED THAT consent of the Members be and is hereby accorded to Dr. V N Rao (DIN 00861884) to hold his current tenure of Directorship till the date of Annual General Meeting wherein he retires by rotation.

RESOLVED FURTHER THAT in the event of any amendment made by Ministry of Corporate Affairs or SEBI or any Statutory Authority to the provisions concerning the said appointment, the Board at its 1<sup>st</sup> Meeting after the said amendment coming into force be and is hereby authorised to effect necessary modification as may be required and till the date of the Board Meeting this Resolution shall continue to hold good and thereafter the same may be placed before the 1<sup>st</sup> General Meeting held after amendment for information and ratification."

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

"RESOLVED THAT pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the said Act, Sri A A Krishnan (DIN 00086374) be and is hereby appointed as Independent Director of the Company for a term of 2 consecutive years commencing from the conclusion of 35<sup>th</sup> Annual General Meeting (AGM) till the conclusion of 37<sup>th</sup> AGM, not liable to retire by rotation.

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to Sri A A Krishnan to hold Directorship from 1<sup>st</sup> April, 2019 till the date of ensuing 35<sup>th</sup> AGM.

RESOLVED FURTHER THAT in the event of any amendment made by Ministry of Corporate Affairs or SEBI or any Statutory Authority to the provisions concerning the said appointment, the Board at its 1<sup>st</sup> Meeting after the said amendment coming into force be and is

**The Andhra Petrochemicals Limited**

hereby authorised to effect necessary modification as may be required and till the date of the Board Meeting this Resolution shall continue to hold good and thereafter the same may be placed before the 1<sup>st</sup> General Meeting held after amendment for information and ratification."

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

"RESOLVED THAT consent of the Members be and is hereby accorded to Sri M Gopalakrishna, I.A.S., (Retd) (DIN 00088454) to hold Directorships from 25<sup>th</sup> May, 2019 till the date of AGM wherein he ceases to be Director.

RESOLVED FURTHER THAT Sri M Gopalakrishna, I.A.S., (Retd) who was appointed by the Board of Directors as Additional Director of the Company with effect from 25<sup>th</sup> May, 2019 pursuant to Article 97 of the Articles of Association of the Company, holds office upto the date of the 35<sup>th</sup> Annual General Meeting (AGM) of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") or any statutory modification thereof or any re-enactment of the said Act, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Act and the Rules made thereunder, read with Schedule IV of the said Act, Sri M Gopalakrishna, I.A.S., (Retd) be and is hereby appointed as Independent Director of the Company for a term of 5 consecutive years commencing from the conclusion of 35<sup>th</sup> AGM till the conclusion of 40<sup>th</sup> AGM, not liable to retire by rotation.

RESOLVED FURTHER THAT in the event of any amendment made by Ministry of Corporate Affairs or SEBI or any Statutory Authority to the provisions concerning the said appointment, the Board at its 1<sup>st</sup> Meeting after the said amendment coming into force be and is hereby authorised to effect necessary modification as may be required and till the date of the Board Meeting this Resolution shall continue to hold good and thereafter the same may be placed before the 1<sup>st</sup> General Meeting held after amendment for information and ratification."

**Hyderabad  
25.5.2019**

**By Order of the Board  
P Narendranath Chowdary  
Managing Director**

**Registered Office:  
Venkatarayapuram  
TANUKU - 534 215  
Andhra Pradesh**

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item Nos. 6,7,8,9 and 10 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 2<sup>nd</sup> July, 2019 to Wednesday, the 10<sup>th</sup> July, 2019 (both days inclusive).
5. The Dividend recommended by Directors, if approved at the Meeting, will be paid to the Shareholders whose names are on the Register of Members on 10<sup>th</sup> July, 2019. In respect of shares held in demat mode, the above Dividend will be paid on the basis of beneficial ownership as at the end of business hours of 1<sup>st</sup> July, 2019 as per the details furnished by the Depositories for this purpose.
6. Documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company from 9 a.m. to 11 a.m. and from 3 p.m. to 5 p.m. on any working day prior to the date of the Annual General Meeting.
7. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers on the Attendance Slip for easy identification of attendance at the Meeting.
8. Shareholders holding shares in Physical Mode are requested to intimate their change of address, if any, to the RTA viz., XL Softech Systems Ltd., Hyderabad and the shareholders holding shares in Demat Mode are requested to notify their change of address, if any, to the DP (and not to the Company / RTA) with whom they have Demat Account.
9. Any person who acquires shares of the Company and become member of the Company after the despatch of the Notice of AGM and holding shares as of the cut-off date, i.e., 3<sup>rd</sup> July, 2019 can vote by entering the particulars as specified in instructions for e-voting. If they are already registered with CDSL for remote e-voting then they can use their existing user ID and password / PIN for casting their vote. If they forgot their password they can reset their password by using "Forgot User Details / Password" option available on [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com).
10. Pursuant to provisions of Section 124 (5) of the Companies Act, 2013, any dividend which remains unpaid or unclaimed for a period of seven years is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government. Details of unclaimed dividend and due date for transfer to the Fund are as follows:

Dividend for the Financial Year	Due date for transfer to IEPF
2011-12	27 October, 2019

**Shareholders who have not encashed their Dividend Warrants issued in respect of dividend declared for the year and 2011-12 are requested to write to the Regd. Office of the Company in order to enable the Company to proceed with their requests in case the Dividend Warrants remain unencashed.**

**SPECIFIC ATTENTION OF SHAREHOLDERS**

**Sub: Furnishing of e-mail ID**

Members are requested to provide their e-mail IDs so as to enable the Company to send documents like notice calling general meetings, audited financial statements, Directors' Report, Auditors' Report etc., by way of e-mail.

**Shareholders in**

**Physical Mode:** E-mail ID be furnished to the RTA, i.e., XL Softech Systems Ltd.

**Electronic /**

**Demat Mode:** E-mail ID be furnished to the DP with whom demat account has been opened and not to the Company/RTA. The Company/RTA cannot act on e-mail IDs received directly from the members holding shares in Demat Mode for registration of e-mail IDs.

**Transfer of Shares**

**in Physical Mode:** With effect from 1.4.2019 Equity Shares of the Company in physical mode will not be effected as per SEBI directions. However, requests for Transmission, Transposition and Issue of Duplicate share certificates will be processed in physical mode.

**Particulars of Directors proposed to be reappointed at this Meeting as required under Regulation 36 (3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

**ITEM NO.3**

**Sri Mullapudi Thimmaraja** has been the Director on the Board since 7.11.1992. He is a Graduate in Chemical Engineering. He did his Post Graduation in Business Administration from the University of Florida, U.S.A.

For more than two and half decades he has been the Whole-time Director of the Promoter Company, The Andhra Sugars Ltd., a multi-product and multi-division company manufacturing Sugar and wide range of Organic and Inorganic Chemicals and also engaged in power generation.

Other Directorships held: Joint Managing Director - The Andhra Sugars Ltd.; Director - JOCIL Ltd.

Other Committeeships held: Member - Audit Committee and Stakeholders Relationship Committee, JOCIL Ltd.; Stakeholders Relationship Committee, The Andhra Sugars Ltd.

He holds 1,630 Equity Shares in the Company.

His holding of Office of Directorship is in line with SEBI order or any other such authority.

**ITEM NO.4**

**Sri Solomon Arokiaraj, I.A.S.**, is presently Secretary, Dept. of Industries and Commerce, Govt. of Andhra Pradesh. He did his Graduation in Agriculture and Post Graduation in Business Management. Earlier he worked as Collector and District Magistrate - Chittoor, Visakhapatnam and Anantapur Districts; Chief Executive Officer - Society for Elimination of Rural Poverty, Employment Generation and Marketing Mission.

Other Directorships held:

Chairman and Managing Director - Andhra Pradesh Industrial Development Corporation Ltd., (APIDC); Nominee Director - Krishnapatnam International Leather Complex Pvt. Ltd., Amaravati Development Corporation Ltd., Andhra Pradesh Industrial Infrastructure Corporation Ltd.

Director - Andhra Pradesh State Skill Development Corporation.

His holding of Office of Directorship is in line with SEBI order or any other such authority.

**ANNEXURE TO NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

**ITEM NO.6:**

The Board at its Meeting held on 25.5.2019, having regard to the recommendation of Audit Committee, considered and approved the appointment of M/s Narasimha Murthy & Co., Cost Accountants, for conduct of Audit of Cost Accounting Records of the Company on a remuneration of Rs. 1,25,000/- plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year 2019-20.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No.6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2019-20. Your Board recommends necessary Resolution for your approval.

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

**ITEM NO.7:**

**Sri P Venkateswara Rao** is a Graduate in Chemical Engineering from Andhra University, Visakhapatnam and a Post Graduate in Chemical Engineering from Indian Institute of Technology, Madras. He worked for 35 years in Indian Space Research Organization (ISRO). He specialized in servicing of Satellite Launch Vehicles with fuels such as earth storable chemicals and cryogenic fuels. He executed several projects involving Infrastructure, Fluid Circuits for handling of hazardous chemicals, gases etc. He travelled abroad extensively and was a focal point for several International Contracts. He retired as Associate Director from Satish Dhawan Space Centre, Sriharikota (SHAR), ISRO.

Board of Directors, on the recommendation of the Nomination and Remuneration Committee, co-opted him as Additional Director from 5.11.2018. He holds office upto the date of 35<sup>th</sup> Annual General Meeting. Having regard to his vast corporate experience, the Board considered it

## **The Andhra Petrochemicals Limited**

advisable to appoint him as Independent Director to avail the benefit of his expertise and experience which would help the Company in consolidating the further growth of the Company. He fulfills the criteria stipulated in the Companies Act, 2013 with regard to the appointment of Independent Directors. He is independent of the Management.

He does not hold any shares in the Company.

His holding of Office of Directorship is in line with SEBI order or any other such authority.

Other Directorships held:

Director - JOCIL Ltd.,

Other Committeeships held : Nil

Your Board, therefore, on the recommendation of the Nomination and Remuneration Committee, recommends necessary Resolution for your approval.

Except Sri P Venkateswara Rao, no other Director, Key Managerial Personnel and their relatives is or are deemed to be interested or concerned in the Resolution.

A copy of the draft letter of appointment setting out the terms and conditions of his appointment as Independent Director is available for inspection at the Registered Office of the Company from 9 a.m. to 11 a.m. and from 3 p.m. to 5 p.m. on any working day.

### **ITEM NO.8:**

**Dr. V N Rao** (who had attained the age of 75 years at the time of his first appointment as Additional Director) has been the Director of the Company since 26.10.2016. He holds M.Tech (Chemical Engineering) and Ph.D. (Chemical Engineering) both from IIT, Madras. He worked in Coromandel Fertilisers Ltd., Visakhapatnam; Zuari Agrochemicals Ltd., Goa and Tata Chemicals Ltd., Mithapur, Gujarat.

He also worked as Consultant and carried out various consultancy assignments both technical and managerial areas in the fields of Chemicals, Petrochemicals, Cement and Refractories etc.

He joined the Company in the year 1995 as Vice President (Technical). He was later elevated as Chief Executive. He retired on 25.10.2016 as Chief Executive & Chief Operating Officer of the Company. He was instrumental in implementing the Modernisation-cum-Optimisation Expansion Project within time and cost schedule.

Other Directorships held:

Director - Andhra Pradesh Gas Power Corporation Ltd., (APGPCL)

Other Committeeships held:

Member - Audit Committee of APGPCL

He does not hold any shares in the Company.

Your Board, therefore, on the recommendation of the Nomination and Remuneration Committee, recommends necessary Resolution for your approval.

Except Dr. V N Rao, no other Director, Key Managerial Personnel and their relatives is or are deemed to be interested or concerned in the Resolution.

The Special Resolution proposed for the approval of the Shareholders would enable Dr. V N Rao to hold his current tenure of Directorship which commenced on 28.9.2018 till the date of his retirement by rotation. This would enable the Company to avail the benefit of his expertise and guidance for further consolidation and growth.

### **ITEM NO.9:**

**Sri A A Krishnan** was appointed as Independent Director on 12-9-2014 (even at that date he had attained the age of 75 years), whose first term of five years as Independent Director ends on the conclusion of 35<sup>th</sup> AGM. He has been the Director of the Company for more than two and half decades.

He is a graduate in Science (Chemistry) from Madras University and also a graduate in Chemical Engineering from Indian Institute of Science, Bangalore. He holds Dip. Ing (Refinery & Petrochemistry) from Ecole Nationale Supérieure de Petrole at Les Carburants, Paris.

He has vast experience of more than 38 years with proven industrial expertise in Petrochemicals. He worked with Indian Oil Corporation, Petrochemical Division of the Department of Petroleum and Chemicals of the Government of India and Indian Petrochemicals Corporation Ltd. He was associated with the development of refineries built at Gauhati, Barauni and Baroda; Development of pre-project activities concerning the aromatics and olefins projects; IPCL projects related to aromatics, olefins, polyethylene, polybutadiene rubber, LAB and ethylene glycol. He was head of the Task Force created by the Government of India to undertake pre-project activities for a new grassroot petrochemicals complex at Nagothane, Maharashtra. At present he acts as advisor for several chemical companies. He does not hold any Equity Shares in the Company.

The Board considered it advisable to continue to avail the benefit of his vast experience and expertise in the field of Chemical Technology and as such recommends his appointment as Independent Director for a period of 2 years from the conclusion of 35<sup>th</sup> AGM. He fulfills the criteria stipulated in the Companies Act, 2013 with regard to the appointment of Independent Director. He is Independent of the Management.

Other Directorships held: Nil

He does not hold any shares in the Company.

The special Resolution proposed would enable Sri A A Krishnan to hold his directorship to be in line with the provisions of SEBI Rules or any

## ***The Andhra Petrochemicals Limited***

other statutory order which would be beneficial to the Company to avail his experience and expertise for further consolidation and growth.

Your Board, therefore, on the recommendation of the Nomination and Remuneration Committee, recommends necessary Resolution for your approval.

Except Sri A A Krishnan, no other Director, Key Managerial Personnel and their relatives is or are deemed to be interested or concerned in the Resolution.

A copy of the draft letter of appointment setting out the terms and conditions of his appointment as Independent Director is available for inspection at the Registered Office of the Company from 9 a.m. to 11 a.m. and from 3 p.m. to 5 p.m. on any working day.

### **ITEM NO.10**

**Sri M Gopalakrishna, I.A.S. (Retd)** is a Graduate in Science & Law. He joined Indian Administrative Service in the year 1962.

He served in various positions which include Secretary to Govt. of Assam - Health & Family Planning, Industries, Power, Mines and Minerals; Secretary - Dept. of Public Enterprises, Guwahati; Commissioner - Visakhapatnam Steel Plant; Managing Director - Nagarjuna Fertilizers & Chemicals Ltd., Godavari Fertilizers & Chemicals Ltd; Commissioner of Commercial Taxes, Govt. of Andhra Pradesh; Additional Secretary to Govt. of India, Ministry of Mines; Special Chief Secretary, Govt. of Andhra Pradesh; Director, Institute of Public Enterprises, Hyderabad; Chairman & Managing Director - Rural Electrification Corporation, New Delhi and Director - APGPCL, JOCIL Ltd.

Board of Directors, on the recommendation of the Nomination and Remuneration Committee, co-opted him as Additional Director from 25.5.2019. He holds office upto the date of 35<sup>th</sup> Annual General Meeting.

His vast corporate experience would be beneficial to the Company and therefore your Board considered it advisable to appoint him as Independent Director to avail his guidance for further consolidation and growth of the Company.

He fulfills the criteria stipulated in the Companies Act, 2013 with regard to the appointment of Independent Directors. He is independent of the Management.

Other Directorships held: Director - Nuziveedu Seeds Ltd., NSL Renewable Power Pvt Ltd., Avra Synthesis Pvt Ltd., NSL Textiles Ltd., Oletra Greentech Ltd., Avra Laboratories Pvt Ltd., Prabhat Agri Biotech Ltd., Suven Life Sciences Ltd., Pitti Engineering Ltd., BGR Energy Systems Ltd.

Other Committeeships held : Nil

He does not hold any shares in the Company.

The Special Resolution proposed would enable Sri M Gopalakrishna, I.A.S., (Retd) to hold his Directorship to be in line with the provisions of SEBI Rules or any other statutory order which would be beneficial to the Company to avail his experience and expertise for further consolidation and growth.

Your Board, therefore, on the recommendation of the Nomination and Remuneration Committee, recommends necessary Resolution for your approval.

Except Sri M Gopalakrishna, I.A.S., (Retd), no other Director, Key Managerial Personnel and their relatives is or are deemed to be interested or concerned in the Resolution.

A copy of the draft letter of appointment setting out the terms and conditions of his appointment is available for inspection at the Registered Office of the Company from 9 a.m. to 11 a.m. and from 3 p.m. to 5 p.m. on any working day.

**Hyderabad  
25.5.2019**

**By Order of the Board  
P Narendranath Chowdary  
Managing Director**

**Registered Office:  
Venkatarayapuram  
TANUKU - 534215  
Andhra Pradesh**

### **ENCLOSURE TO NOTICE:**

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting ("AGM") to be held on Wednesday, the 10<sup>th</sup> July, 2019 at 3 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 S Narayana, Practising Company Secretary (CP No.7839) of M/s Nekkanti S R 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>

## The Andhra Petrochemicals Limited

Please read the instructions which are printed hereunder before exercising the vote. The AGM Notice is also available for download at our website [www.andhrapetrochemicals.com](http://www.andhrapetrochemicals.com)

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 7<sup>th</sup> July, 2019 from 9 a.m. and ends on 9<sup>th</sup> July, 2019 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 3<sup>rd</sup> July, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

#### E-voting particulars are given in the Proxy Form.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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](http://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"><li>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.</li><li>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.</li></ul>
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"><li>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).</li></ul>

- (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 changed 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.



***The Andhra Petrochemicals Limited***

(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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

FORM AOC - 3

[Pursuant to first proviso to sub-section (1) of Section 136 of the Act and Rule 10 of Companies (Accounts) Rules, 2014]

Form of Abridged Financial Statements

Name of the Company : **The Andhra Petrochemicals Limited**

**Abridged Balance Sheet as at 31<sup>st</sup> March, 2019**

(Rupees in lakhs)

Sr. No.	Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
	<b>ASSETS</b>		
1	<b>Non-current assets</b>		
	a Property, plant and equipment	17214.89	18110.04
	b Capital work-in-progress	--	93.37
	c Other Intangible assets	31.20	--
	d Financial assets		
	i - Investments	446.28	536.91
	ii - Others	440.62	363.46
	e Deferred tax Assets (Net)	--	48.73
	f Other non-current assets	5.52	5.52
2	<b>Current assets</b>		
	a Inventories	1907.14	1610.21
	b Financial assets		
	i - Investments	1628.08	--
	ii - Trade receivables	3561.04	3418.10
	iii - Cash and cash equivalents	295.41	228.41
	iv - Bank balances other than above	--	--
	v - Others	24.83	21.04
	c Other current assets	514.41	241.61
	<b>Total Assets</b>	<b>26069.42</b>	<b>24677.40</b>
	<b>EQUITY AND LIABILITIES</b>		
1	<b>Equity</b>		
	a Equity Share capital	8497.16	8497.16
	b Other equity	14150.92	7268.83
2	<b>LIABILITIES</b>		
	<b>Non-current liabilities</b>		
	a Financial liabilities		
	i - Borrowings	558.50	1360.19
	ii - Other financial liabilities	5.00	5.00
	b Provisions	219.61	203.49
	c Deferred tax liabilities (Net)	362.99	--
3	<b>Current liabilities</b>		
	a Financial liabilities		
	i - Borrowings	64.48	1424.59
	ii - Trade payables	486.82	569.48
	iii - Other financial liabilities	817.31	4401.88
	b Other current liabilities	494.50	640.78
	c Provisions	294.87	289.31
	d Current Tax Liabilities (Net)	117.26	16.69
	<b>Total Equity and Liabilities</b>	<b>26069.42</b>	<b>24677.40</b>

See Annexure I forming part of Abridged Financial Statements

Note: Full Balance Sheet as at 31.3.2019, Statement of Profit and Loss and other Statements for the year ended on that date and Notes thereto prepared as per requirements of division II to Schedule III of Companies Act, 2013 are available on the Company's website [www.andhrapetrochemicals.com](http://www.andhrapetrochemicals.com)

<p><b>Per our report of even date</b></p> <p>For C V Ramana Rao &amp; Co., Chartered Accountants Firm Regn No.002917S Katyayani K Partner Membership No.: 225030</p> <p>Place: Visakhapatnam Date : 25.05.2019</p>	<p><b>For and on behalf of the Board</b></p> <p>Dr. P Kotaiah, Chairman P Narendranath Chowdary, Managing Director A A Krishnan, Director &amp; Audit Committee Chairman P Ratna Rao, Senior General Manager (Finance) [CFO] M V V S V Prasadu, Deputy Secretary &amp; Asst. Manager (Finance)</p> <p>Hyderabad 25.05.2019</p>
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**Abridged Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2019**

(Rupees in lakhs)

Sr. No.	Particulars	Current Reporting Period 2018-19	Previous Reporting Period 2017-18
I	<b>Revenue from operations</b>	66586.22	53275.26
II	<b>Other income</b>	271.95	242.77
III	<b>Total Income (I + II)</b>	66858.17	53518.03
IV	<b>Expenses</b>		
	Cost of materials consumed	46395.00	35838.77
	Changes in inventories of finished goods and work-in-progress	(41.17)	1269.51
	Employee benefit expense	1926.70	1812.87
	Finance cost	591.81	1186.54
	Depreciation and amortisation expense	1049.48	949.27
	Other expense	7437.25	7735.09
	<b>Total expenses (IV)</b>	57359.07	48792.05
V	<b>Profit before exceptional items and tax (III-IV)</b>	9499.10	4725.98
VI	<b>Exceptional items</b>	--	--
VII	<b>Profit before tax (V-VI)</b>	9499.10	4725.98
VIII	<b>Tax expense</b>		
	(1) Current Tax	2071.12	1000.28
	(2) Adjustment of Tax expense for earlier years	27.18	--
	(3) Deferred tax	417.44	(924.37)
IX	<b>Profit for the period from continuing operations (VII-VIII)</b>	6983.36	4650.07
X	<b>Profit/ (loss) from discontinued operations</b>	--	--
XI	<b>Tax expense of discontinued operations</b>	--	--
XII	<b>Profit from discontinuing operations (after tax) (X-XI)</b>	--	--
XIII	<b>Profit for the period (IX+XII)</b>	6983.36	4650.07
XIV	<b>Other comprehensive income</b>		
	A Items that will not be reclassified to profit or loss		
	(i) Remeasurement gains/(losses) on the defined benefit plans	(16.36)	(28.17)
	Income tax effect on the above	5.72	9.84
	(ii) Gains/(losses) on sale of Equity Instruments measured at FVTOCI	--	--
	(iii) Gains/(losses) on restatement of Equity Instruments measured at FVTOCI	(90.63)	(213.09)
	Income tax effect on above	--	--
	B Items that will be reclassified to profit or loss	--	--
	Income tax relating to items that will be reclassified to profit or loss	--	--
XV	<b>Total comprehensive income for the period (XIII+XIV)</b> (Comprising Profit/ loss + other comprehensive income for the period)	6882.09	4418.65
XVI	<b>Earnings per equity share (for continuing operations)</b>		
	a) Basic	8.22	5.47
	b) Diluted	8.22	5.47
XVII	<b>Earnings per equity share (for discontinued operations)</b>		
	a) Basic	--	--
	b) Diluted	--	--
XVIII	<b>Earnings per equity share (for discontinued &amp; continuing operations)</b>		
	a) Basic	8.22	5.47
	b) Diluted	8.22	5.47

See Annexure I forming part of Abridged Financial Statements

Note: Full Balance Sheet as at 31.3.2019, Statement of Profit and Loss and other Statements for the year ended on that date and Notes thereto prepared as per requirements of division II to Schedule III of Companies Act, 2013 are available on the Company's website [www.andhrapetrochemicals.com](http://www.andhrapetrochemicals.com)

<p><b>Per our report of even date</b></p> <p><b>For C V Ramana Rao &amp; Co.,</b> Chartered Accountants Firm Regn No.002917S Katyayani K Partner Membership No.: 225030</p> <p><b>Place: Visakhapatnam</b> <b>Date : 25.05.2019</b></p>	<p><b>For and on behalf of the Board</b></p> <p><b>Dr. P Kotaiah, Chairman</b> <b>P Narendranath Chowdary, Managing Director</b> <b>A A Krishnan, Director &amp; Audit Committee Chairman</b> <b>P Ratna Rao, Senior General Manager (Finance) [CFO]</b> <b>M V V S V Prasadu, Deputy Secretary &amp; Asst. Manager (Finance)</b></p> <p><b>Hyderabad</b> <b>25.05.2019</b></p>
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**Abridged Statement of Changes in Equity for the year ended 31.03.2019**

(Rs. in lakhs)

A.	Equity share capital	<b>As at 31-03-2019</b>	As at 31-03-2018
	Balance at the beginning of the reporting period	<b>8497.16</b>	8497.16
	Changes in equity share capital during the year	--	--
	Balance at the end of the reporting period	<b>8497.16</b>	8497.16

**B Other Equity**

(Rs. in lakhs)

Particulars		Balance as on 01.04.2018	Total comprehensive income for the year	Dividends	Transfer to retained earnings	Any other change (to be specified)	<b>Balance as on 31.03.2019</b>
	Share application money pending allotment	--	--	--	--	--	--
	Equity component of compound financial instruments	--	--	--	--	--	--
Reserves and surplus	Capital Reserve	23.37	--	--	--	--	<b>23.37</b>
	Securities Premium Reserve	412.63	--	--	--	--	<b>412.63</b>
	General Reserve	2500.00	--	--	--	--	<b>2500.00</b>
	Retained Earnings	4346.49	6983.37	--	--	--	<b>11329.86</b>
	Debt instrument through Other Comprehensive Income	--	--	--	--	--	--
	Equity Instruments through Other Comprehensive Income	10.60	(90.63)	--	--	--	<b>(80.03)</b>
	Effective portion of Cash Flow Hedges	--	--	--	--	--	--
	Revaluation Surplus	--	--	--	--	--	--
	Exchange differences on translating the financial statements of a foreign operation	--	--	--	--	--	--
	Remeasurement gains/(losses) on the defined benefit obligations	(24.26)	(10.65)	--	--	--	<b>(34.91)</b>
	Money received against share warrants	--	--	--	--	--	--
	<b>Total</b>	7268.83	6882.09	--	--	--	<b>14150.92</b>

**Abridged Statement of Cash Flows**

(Rs. in lakhs)

Particulars	For the year ended 31-03-2019	For the year ended 31-03-2018
Net cash flow generated from / [used in] operating activities (A)	7872.44	6040.49
Net cash flow generated from / [used in] investing activities (B)	(1499.74)	(754.49)
Net cash flow generated from / [used in] in financing activities [C]	(6305.70)	(5157.87)
Net increase / [decrease] in cash and cash equivalents (A+B+C)	67.00	128.13
Cash and cash equivalents at the beginning of the year	228.41	100.28
Cash and cash equivalents at the end of the year	295.41	228.41

Independent Auditor's Report : Page No. 15

Salient features of Directors' Report : Page No. 16

Per our report of even date	For and on behalf of the Board
For C V Ramana Rao & Co., Chartered Accountants Firm Regn No.002917S Katyayani K Partner Membership No.: 225030	Dr. P Kotaiah, Chairman P Narendranath Chowdary, Managing Director A A Krishnan, Director & Audit Committee Chairman P Ratna Rao, Senior General Manager (Finance) [CFO] M V V S V Prasadu, Deputy Secretary & Asst. Manager (Finance)
Place: Visakhapatnam Date : 25.05.2019	Hyderabad 25.05.2019

**Annexure-1 Notes to the Abridged Financial Statements**

**1. Basis of preparation of Financial Statements (Note No 1.2 to main Financial Statements)**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the provisions of the Companies Act, 2013 (Act) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

**2. Components of Cash and Cash Equivalents (Note No. 2.09 to main Financial Statements)**

(Rs. in lakhs)

Particulars	As at 31-03-2019	As at 31-03-2018
<b>Cash and Cash Equivalents :</b>		
Balances with Banks:	226.93	90.05
Cheques/drafts on hand	66.07	134.42
Cash on hand	1.70	1.26
Others - Margin Money Deposits	0.71	2.68
<b>Total</b>	<b>295.41</b>	<b>228.41</b>

**3. Details of Revenue from Operations:**

(Rs. in lakhs)

Particulars	Figures for the Current Reporting Period 31-3-2019	Figures for the Previous Reporting Period 31-3-2018
In respect of a company other than a finance company, revenue from operations:		
I Sale of products manufactured	66586.22	53275.26
II Sale of goods traded	--	--
III Revenue from services provided	--	--
IV Other Operational Revenue	--	--
	<b>66586.22</b>	<b>53275.26</b>
In respect of a finance company, revenue from operations:		
(a) Revenue from interest; and	<b>Not Applicable</b>	Not Applicable
(b) Revenue from Other financial services	<b>Not Applicable</b>	Not Applicable

4. Other Expenses (Note No. 2.30 of main Financial Statements)

(Rs. in lakhs)

Other Expenses	This Year	Previous Year
Consumption of stores and spares	1365.82	1200.92
Excise duty paid	--	1455.26
Adjustment of excise duty on stocks	--	(172.50)
Fuel, Power and Lighting	4779.40	4237.12
Repairs to Building	47.50	24.60
Repairs to Machinery	565.08	411.51
Rent	280.13	34.09
Rates and Taxes	24.92	22.02
Insurance	64.31	52.05
Directors' Sitting Fees	6.20	4.30
Auditors' Remuneration		
for Audit Fees	3.00	2.89
for Taxation Matters	0.51	0.62
for Other Services	2.74	2.27
Cost Auditors' Remuneration	1.25	1.10
Loss on sale of assets	--	23.80
Miscellaneous Expenses	285.66	287.00
Assets Written off	--	148.04
Corporate Social Responsibility Expenses	10.73	--
<b>Total</b>	<b>7437.25</b>	<b>7735.09</b>

5. Contingent Liabilities and Commitments: (Note 2.32 of Main Financial Statements)

(Rs. in lakhs)

Particulars	As on 31-03-2019	As on 31-03-2018
<b>(I) Contingent Liabilities</b>		
Claims against the company not acknowledged as debt		
(a) Outstanding Guarantees to Banks including Letters of Credit opened with Banks for supplier payments	14.16	27.16
(b) Claims made by EPDC of A.P.Ltd., contested by Company towards:		
i) Grid Support charges	115.97	115.97
ii) Disputed demand charges against APGPCL Demand allocation	10.47	10.47
iii) Demand against excess incentive recovery	13.20	13.20
iv) Demand raised by APEPDCL against Stage-II supply from APGPCL	13.28	13.28
(c) Others:		
i) Disputed Income Tax demands for the Asst. Years 2006-07, 2008-09, 2009-10, 2012-13 & 2015-16	6.01	99.75
ii) Disputed CST amount on Interest collected from Debtors during the FY 2014-15, 2015-16, 2016-17 and 2017-18 upto 30 <sup>th</sup> June, 2017 (Rs.13.83 lakhs paid under protest - grouped under Short Term Loans & Advances)	--	16.72
<b>(II) Commitments</b>		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	--	--
(b) Bills discounted	--	--

**The Andhra Petrochemicals Limited**

**6. Any item which constitutes 20% or more of the total income or expenditure:**

**Expenditure:**

**Details of Raw materials consumed (Note No. 2.26 to Main Financial Statements)**

(Rs. in lakhs)

Particulars	Figures for the Current Reporting Period 31-3-2019	Figures for the Previous Reporting Period 31-3-2018
i) Propylene- consumed	32858.75	24967.45
ii) Naphtha- consumed	13536.25	10871.32
<b>Total</b>	<b>46395.00</b>	<b>35838.77</b>

**7. Disclosure of Related Party Transactions in terms of the requirements of Indian Accounting Standards. (Note No 2.36 to Main Financial Statements)**

**I. List of Related Parties:**

Name of the Related Party	Relationship
The Andhra Sugars Limited	Promoter
Andhra Pradesh Industrial Development Corporation Ltd	Promoter
JOCIL Limited	A Subsidiary Company of The Andhra Sugars Limited, Promoter
Sri P Narendranath Chowdary (from 05.08.2018)	Managing Director
Sri K Narasappa	President
Sri P Ratna Rao	Key Managerial Personnel [Sr. General Manger (Finance) (CFO)]
Sri M V V S V Prasadu (from 25.05.2019)	Key Managerial Personnel [Dy. Secretary & Assistant Manager (Finance)]

**II. Transactions with the Related Parties:**

(Rs. in lakhs)

Particulars	The Andhra Sugars Limited (Promoter)		JOCIL Limited (A Subsidiary Company of The Andhra Sugars Limited, Promoter)	
	This Year	Previous Year	This Year	Previous Year
Purchase of goods from	87.73	99.93	NIL	NIL
Services received from	6.46	0.89	NIL	NIL
Interest paid on Inter-Corporate Loan taken during the year	267.62	479.67	NIL	NIL
Principal amount paid on Inter-Corporate Loan	3000.00	1000.00	NIL	NIL

**8. Segment information (Note No.2.35 of Main Financial Statements):** The Company operates only in one business segment being the manufacture of Oxo-Alcohols and there are no geographical segments to be reported.

<p><b>Per our report of even date</b></p> <p><b>For C V Ramana Rao &amp; Co.,</b> Chartered Accountants Firm Regn No.002917S Katyayani K Partner Membership No.: 225030</p> <p><b>Place: Visakhapatnam</b> <b>Date : 25.05.2019</b></p>	<p><b>For and on behalf of the Board</b></p> <p><b>Dr. P Kotaiah, Chairman</b> <b>P Narendranath Chowdary, Managing Director</b> <b>A A Krishnan, Director &amp; Audit Committee Chairman</b> <b>P Ratna Rao, Senior General Manager (Finance) [CFO]</b> <b>M V V S V Prasadu, Deputy Secretary &amp; Asst. Manager (Finance)</b></p> <p><b>Hyderabad</b> <b>25.05.2019</b></p>
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## **Independent Auditors' Report**

To the members of THE ANDHRA PETROCHEMICALS LIMITED, TANUKU

In our opinion, the abridged Ind AS financial statements derived from the Ind AS audited financial statements of The Andhra Petrochemicals Limited for the year ended March 31, 2019 are a fair summary of those financial statements, in accordance with Ind AS referred to in Section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2014.

The accompanying abridged IndAS standalone financial statements, which comprise the Abridged Balance Sheet as at March 31, 2019, the Abridged Statement of Profit and Loss, Abridged Cash Flow Statement and Abridged Statement of Changes in Equity for the year then ended, and related notes, are derived from the audited financial statements of The Andhra Petrochemicals Limited for the year ended March 31, 2019. We expressed an unmodified audit opinion on those Ind AS financial statements in our report dated May 25, 2019.

The abridged Ind AS financial statements prepared in accordance with first proviso to Section 136(1) of Companies Act, 2013 and Rule 10 of Companies (Accounts) Rules, 2014 do not contain all the disclosures required by the Ind AS referred to in Section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2014 applied in the preparation of the audited financial statements of The Andhra Petrochemicals Limited. Reading the abridged Ind AS financial statements, therefore, is not a substitute for reading the audited financial statements of The Andhra Petrochemicals Limited.

### **Management's Responsibility for the Abridged Financial Statements.**

Management is responsible for the preparation of abridged Ind AS financial statements derived from the audited financial statements in accordance with the Accounting Standards referred to in Section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2014.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the abridged Ind. AS financial statements based on our procedures, which were conducted in accordance with Standard on Auditing (SA)810, "Engagements to Report on Summary Financial Statements" issued by the institute of Chartered Accountants of India.

**For C V Ramana Rao & Co.,  
Chartered Accountants  
Firm's Registration Number: 002917S**

**Place : Visakhapatnam  
Date : 25.5.2019**

**(Katyayani K)  
Partner  
Membership Number: 225030**



**The Andhra Petrochemicals Limited**

**SALIENT FEATURES OF DIRECTORS' REPORT FOR THE YEAR 2018-19**

Rs. in lakhs

<b>Financial Results</b>	<b>2018 -19</b>	<b>2017 - 18</b>
➤ Turnover	<b>66586.22</b>	53275.26
➤ Profit/(loss) before depreciation and Tax	<b>10548.58</b>	5675.25
➤ Profit/(loss) after Tax	<b>6983.36</b>	4650.07
Profit/(loss) carried forward to next year	<b>11214.92</b>	4332.83
➤ Total Alcohols Produced :	82791 MTs	
➤ % of capacity utilization :	113%	
➤ Sales :	82818 MTs	

**Dividend :**

Your Directors are pleased to inform that the Board of Directors has recommended a Dividend of Rs.1.50/- (Normal Dividend Re1/- and Special Dividend paise 50 in view of the completion of 25 years of Production) per share (@ 15% Dividend on 8,49,71,600 Equity Shares of Rs.10/- each) for the Financial Year 2018-19 commensurate with the Profit earned. The outflow towards payment of Dividend would amount to Rs.15,36,56,643/- inclusive of tax thereon. Dividend, if approved, will be paid to all the eligible shareholders.

**Auditors:**

In compliance with the provisions of the Companies Act, 2013, shareholders at the 33<sup>rd</sup> Annual General Meeting (AGM) approved the appointment of M/s. C V Ramana Rao & Co., Chartered Accountants, Visakhapatnam, as Statutory Auditors for a period of five years from the conclusion of that meeting upto the conclusion of 38<sup>th</sup> AGM. The Board recommends for the approval of shareholders at the ensuing 35<sup>th</sup> AGM remuneration of the Statutory Auditors for the year 2019-20.

**Cost Auditors:**

Appointment of M/s Narasimha Murty & Co., Cost Accountants, Hyderabad as Cost Auditors for the year 2019-20 on a remuneration of Rs.1,25,000/- is being placed for the ratification by shareholders at the ensuing 35<sup>th</sup> AGM.

**Directors & KMP:**

During the year under review Sri Surinder Kumar Kapoor ceased to be Director, consequent upon his sad demise on 7.6.2018.

Sri. M R B Punja, Chairman, demitted his office as Director with effect from 5.8.2018.

Dr. P Kotaiah, Independent Director, was appointed as Chairman of the Company with effect from 5.8.2018.

Sri P Narendranath Chowdary was appointed as Managing Director of the Company with effect from 5.8.2018.

Smt. Y. V. Anuradha, I.A.S., Nominee Director of APIDC, resigned on 18.4.2019.

Sri P Venkateswara Rao was co-opted by the Board at its meeting held on 5.11.2018 as Additional Director under Independent Category. His Appointment as Independent Director is being placed for the approval of shareholders at the ensuing 35<sup>th</sup> AGM.

The present term of Sri A A Krishnan as Independent Director expires at the conclusion of 35<sup>th</sup> AGM. Your Directors propose his appointment for second term as mentioned in the relevant Resolution.

Sri M Gopalakrishna, I.A.S., (Retd.) was co-opted by the Board at its meeting held on 25.5.2019 as Additional Director under Independent Category. His Appointment as Independent Director is being placed for the approval of shareholders at the ensuing 35<sup>th</sup> AGM.

Sri Mullapudi Thimmaraja and Sri Solomon Arokiaraj, I.A.S., Directors, retire by rotation at the ensuing 35<sup>th</sup> AGM and offer themselves for reappointment. Their reappointment is being placed for the approval of shareholders at the ensuing 35<sup>th</sup> AGM.

**Compliance under Companies Act, 2013:**

➤ Cost Records: Company has complied with the requirement with regard to maintenance of cost records as specified by the Central Govt. under Section 148(1) of the Companies Act, 2013.

➤ Constitution of Committees:

The Board constituted the following Committees

Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Grievency / Relationship Committee, Internal Complaints Committee under provisions of Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013.

➤ Establishment of Policies:

Corporate Social Responsibility Policy, Nomination and Remuneration Policy, Internal Financial Control Policy, Independent Directors Familiarization Programme, Risk Management Policy, Related Party Transactions Policy, Policy on Determination of Legitimate Purpose, Code of Conduct to Regulate, Monitor and Report Trading by Insiders, Code of Fair Disclosure as amended by recent SEBI Regulations, Code of Conduct to Directors

All the above policies have been placed on the Company's Website [www.andhrapetrochemicals.com](http://www.andhrapetrochemicals.com)

➤ Appointment of KMP : Sri K Narasappa, President, Sri P Ratna Rao, Senior General Manager (Finance) [CFO].  
Sri M.V.V.S.V. Prasadu, Deputy Secretary & Assistant Manager (Finance) (with effect from 25.5.2019).

➤ Holding of Independent Directors Meeting

➤ Familiarisation programme for Independent Directors

➤ Expenditure incurred towards Corporate Social Responsibility activities

➤ Secretarial Audit Report

➤ Related Party Transactions attached

➤ Formal evaluation of the Board

➤ Establishment of Vigil Mechanism

➤ Extract of Annual Return

➤ Remuneration

Hyderabad  
Date: 25.5.2019

**On behalf of the Board**  
**Dr. P. Kotaiah**  
**Chairman**



**The Andhra Petrochemicals Limited**



**THE ANDHRA PETROCHEMICALS LIMITED**

CIN: L23209AP1984PLC004635

Regd. Office: Venkatarayapuram, TANUKU - 534215

W.G. District, Andhra Pradesh

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

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

Dt. 25.5.2019

Dear Shareholder,

**Sub : Updation of PAN & Bank details  
of shareholders holding shares in physical form - reg.**

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We draw your kind attention to the Circular issued by Securities and Exchange Board of India (SEBI) No.SEBI/HO/MIRSD/DOP1/2018/73 dated 20.4.2018. Vide that Circular SEBI had directed all the listed companies to send a communication to all its **shareholders holding shares in physical form** and obtain copy of PANs of all the shareholders and Bank account details of the first / sole shareholder of the Company.

**To enable us to update the PAN and Bank account details, we request you to kindly submit, if you have not submitted earlier, the following documents within 21 days of receipt of this letter:**

- **Copy of self-attested PAN card of the shareholders, including joint holders, if any, in the attached format**
- **Bank Account details of the first / sole shareholder, as per the Bank Mandate Form attached**
- **Original cancelled cheque leaf with the name of the first / sole shareholder printed on it or copy of bank pass book showing name & account details of the account holder attested by the bank**

In case of dividend declarations by the Company, all dividends including past unpaid dividends, if any, will be directly credited to the bank account furnished by you. It is not out of place to mention here that under Section 124 (6) of the Companies Act, 2013 if dividends remain unpaid / unclaimed for a period of 7 consecutive years, then, the underlying shares are also liable to be transferred to the account of IEPF Authority.

Further, we invite your attention to the ammended SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to the effect that **no physical transfer of shares with effect from 1.4.2019. All the transfers after the specified date shall be through demat / electronic form only.**

We request you to kindly arrange to **send, if you have not sent earlier, the first / sole shareholder's e-mail ID**, as per the format attached (for sending future communications).

**Duly filled in attached form with enclosures shall be sent to our Registrars and Share Transfer Agents at the following Address:**

M/s X L Softech Systems Ltd.,

(Unit: The Andhra Petrochemicals Ltd)

3, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034

E-mail ID: xlfield@gmail.com Website: www.xlsoftech.com

Thanking you,

Yours faithfully,

**For The Andhra Petrochemicals Limited**

Sd/-

**M V V S V Prasadu**

**Deputy Secretary & Asst. Manager (Finance)**

**PAN MANDATE FORM**

Name of the Company	<b>THE ANDHRA PETROCHEMICALS LIMITED</b>
Folio No. & Present Address	

First / Sole Shareholder Name	PAN 1																		
First Jt. holder Name	PAN 2																		
Second Jt. holder Name	PAN 3																		

(SELF-ATTESTED COPIES OF PAN CARD ENCLOSED HEREWITH)

**BANK MANDATE FORM**

Name of the Bank																			
Branch Name & Address																			
Bank A/c. type (SB A/c. / Current A/c)																			
Bank A/c. No.																			
Bank MICR ECS Code No.																			
Bank IFSC Code																			

(ORIGINAL CANCELLED CHEQUE LEAF WITH THE NAME OF SHARE HOLDER PRINTED THEREON IS ATTACHED HEREWITH)

**E-MAIL REGISTRATION FORM**

E-mail ID																			
Telephone No. / Mobile No.																			

I hereby

- a. State that the particulars of PAN & Bank Account Details are correct and complete
- b. Authorise the Company / RTA to credit my dividend on the shares held by me directly to my bank Account mentioned herein above
- c. Convey my consent to receive all communications, Annual Report / Notice of the meetings from the Company through E-mail rather than hard copy.

**Signature of the first / sole shareholder :** \_\_\_\_\_



**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

**35<sup>th</sup> Annual General Meeting  
PROXY FORM**

Name of the Member (s) :

Registered address :

E-mail ID :

Folio No. / DP ID-Client ID No. :

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 35<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held on Wednesday, the 10<sup>th</sup> July, 2019 at 3:00 p.m. at the Registered Office and at any adjournment thereof in respect of such Resolutions as are indicated below:

**Ordinary Business:**

1. Adoption of Audited Financial Statements for the Year ended 31<sup>st</sup> March, 2019 and reports of Board of Directors and Auditors thereon.
2. Approval of Dividend on Equity Shares for the year 2018-19.
3. Reappointment of Sri Mullanipudi Thimmaraja (DIN 00016711) as Director.
4. Reappointment of Dr. Solomon Arokiaraj, I.A.S., (DIN 06802660) as Director.
5. Fixation of remuneration of Statutory Auditors, M/s. C.V. Ramana Rao & Co., Chartered Accountants (Firm Regn. No. 002917S) for the Financial Year 2019-20.

**Special Business:**

6. Ordinary Resolution for ratification of remuneration of M/s. Narasimha Murthy & Co., Cost Accountants, (Regn. No. 000042) as Cost Auditors for the Financial Year 2019-20.
7. Special Resolution for appointment of Sri P. Venkateswara Rao (DIN 06387165) as an Independent Director for a period of 5 years from conclusion of 35<sup>th</sup> AGM till conclusion of 40<sup>th</sup> AGM.
8. Special Resolution to enable Dr. V. N. Rao (DIN 00861884) to hold his current tenure of Directorship till the date of his retirement by rotation.
9. Special Resolution for appointment of Sri A.A. Krishnan (DIN 00086374) as an Independent Director for a further period of 2 years from the conclusion of 35<sup>th</sup> AGM till the conclusion of 37<sup>th</sup> AGM
10. Special Resolution for appointment of Sri M. Gopalakrishna, I.A.S., (Retd.) (DIN 00088454) as an Independent Director for a period of 5 years from the conclusion of 35<sup>th</sup> AGM till the conclusion of 40<sup>th</sup> AGM.

Signed this ..... day of ..... 2019

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.

**E-voting Particulars :**

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



**THE ANDHRA PETROCHEMICALS LIMITED**

CIN : L23209AP1984PLC004635

Regd. Office: Venkatarayapuram, Tanuku - 534215

W.G.District, Andhra Pradesh

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



Folio No. / DP ID & 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 35<sup>th</sup> ANNUAL GENERAL MEETING being held on Wednesday, the 10<sup>th</sup> July, 2019 at 3:00 p.m.

.....  
Signature of Member / Proxy

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





**SPEED POST**

**PRINTED MATTER**

**To**

If undelivered, please return to :  
**The Andhra Petrochemicals Limited,**  
Venkatarayapuram,  
Tanuku - 534 215,  
West Godavari Dist.,  
Andhra Pradesh.