

**45<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) HELD ON WEDNESDAY, 28<sup>TH</sup> DECEMBER, 2022  
Declaration of Results of Remote E-Voting and E-Voting at AGM**

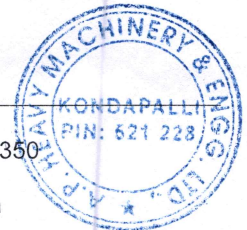
45<sup>th</sup> Annual General Meeting of the Members of Andhra Pradesh Heavy Machinery and Engineering Limited was held on Wednesday, 28<sup>th</sup> December, 2022 at 3.00 P.M. at the Administrative Building, Registered Office, Factory Premises, Kondapalli – 521228, Krishna District, Andhra Pradesh.

As per the provisions of the Companies Act, 2013 the Company has provided the facility of Remote e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 45<sup>th</sup> Annual General Meeting (AGM). The remote e-voting was opened from 9.00 A.M. on Saturday, 24<sup>th</sup> December 2022 and ended at 5.00 P.M. on Tuesday 27<sup>th</sup> December, 2022. Further, in line with provisions of the Companies Act, 2013, Shareholders were allowed to cast their vote by means of E-Voting at the Annual General Meeting (AGM) through VC/OAVM.

Sri B.V.S. Linga Murthy, Chartered Accountant in Practice (Prop: BONDADA & ASSOCIATES, Chartered Accountants), Vijayawada was appointed by the Company as Scrutinizer for conducting Remote e-voting and e-voting at AGM in fair & transparent manner. The Scrutinizer has carried out scrutiny of all electronic votes received from 9.00 A.M. on Saturday, 24<sup>th</sup> December 2022 and ended at 5.00 P.M. on Tuesday 27<sup>th</sup> December, 2022 as well as votes cast through E-voting at the AGM on 28.12.2022 and accordingly the Scrutinizer has submitted his Report on 30<sup>th</sup> December, 2022. The copy of the Scrutinizer's Report is enclosed herewith.



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Regd. Office & Factory : APHMEL, KONDAPALLI-521 228, A.P., India





## ORDINARY BUSINESS

- I. To receive, consider and adapt the Audited Financial Statements which consist of Balance Sheet of the Company for the year ended on 31<sup>st</sup> March, 2022, the Statement of Profit & Loss and the Cash Flow Statement as on that date together with the Auditors Report, Non-review Certificate of Comptroller and Auditor General of India along with the replies and Report of Board.

“Resolved that the Audited Financial Statements which consist of Balance Sheet of the Company for the year ended on 31<sup>st</sup> March, 2022, the Statement of Profit & Loss and the Cash Flow Statement as on that date together with the Auditors Report, Non-review Certificate of Comptroller and Auditor General of India along with the replies and Report of Board be and are hereby adopted and approved”.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	5	14083080	7	700	12	14083780	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	00	NA
Total	5	14083080	7	700	12	14083780	NA

Based on the aforesaid result, the Ordinary Resolution as set out in item No.1 of the Notice of the AGM has been passed with requisite majority.

- II. To appoint a Director in place of Sri YGK Murthy (DIN: 08924395) who retires by rotation and is eligible for re-election.

“Resolved that the approval be and is hereby accorded for appointment of Sri YGK Murthy (DIN: 8924395) as Director who retires by rotation and is eligible for re-election”.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	1	14082700	0	0	1	14082700	100
Dissent	0	0	0	0	0	0	0
Invalid	1	100	7	700	8	800	NA
Total	2	14082800	7	700	9	1403500	NA

Based on the aforesaid result, the Ordinary Resolution as set out in item No.2 of the Notice of the AGM has been passed with requisite majority.



III. To appoint a Director in place of Sri PSR Koteswara Rao (DIN: 06377073) who retires by rotation and is eligible for re-election.

“Resolved that the approval be and is hereby accorded for appointment of Sri PSR Koteswara Rao (DIN: 06377073) as Director who retires by rotation and is eligible for re-election”.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	3	280	7	700	10	980	100
Dissent	0	0	0	0	0	0	0
Invalid	1	14082700	0	0	1	14082700	NA
Total	4	14082980	7	700	11	14083680	NA

Based on the aforesaid result, the Ordinary Resolution as set out in item No.3 of the Notice of the AGM has been passed with requisite majority.

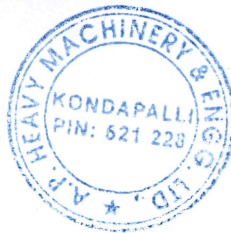
IV. To authorize the Board of Directors to fix the remuneration payable to the Statutory Auditors of the Company who are appointed by the C&AG of India for the financial year 2022-23.

“Resolved that pursuant to the provisions of Section 142(1) and other applicable provisions if any, of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to Statutory Auditors of the Company who are appointed by the C&AG of India for the financial year 2022-23”

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	5	14083080	7	700	12	14083780	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	NA
Total	5	14083080	7	700	12	14083780	NA

Based on the aforesaid result, the Ordinary Resolution as set out in item No.4 of the Notice of the AGM has been passed with requisite majority.

All the above Resolutions as set out in the Notice of the 45<sup>th</sup> AGM have been duly approved by the shareholders with requisite majority.



*(Signature)*  
30/12/2022  
**(G.SRINIVAS)**  
**COMPANY SECRETARY**

Date:30.12.2022



**BONDADA & ASSOCIATES**  
Chartered Accountants

29<sup>th</sup> December 2022.

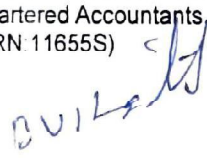
To  
The Chairman  
Andhra Pradesh Heavy Machinery and Engineering Limited  
CIN:U29219AP1972SGC002071  
Kondapalli – 521228.

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e-voting by the Members of the Company at the 45<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 28<sup>th</sup> December, 2022 at 3.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report alongwith consolidated results of remote e-voting and e-voting during the AGM, which is comprehensive and self-explanatory in all respects.

For BONDADA & ASSOCIATES  
Chartered Accountants,  
(FRN: 11655S)

  
(CA B.V.S. LINGA MURTY)  
Membership No.075606  
Proprietor





SCRUTINIZER'S REPORT

Name of the Company	Andhra Pradesh Heavy Machinery and Engineering Limited.
Meeting	45 <sup>th</sup> Annual General Meeting
Day, Date & Time	Wednesday, 28 <sup>th</sup> December, 2022 at 03.00 p.m.
Deemed Venue	Registered Officer, Administrative Building, Factory Premises , Kondapalli – 521228.
Mode	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

**1. Appointment as Scrutinizer:**

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members at the 45<sup>th</sup> Annual General Meeting ("AGM") of the Andhra Pradesh Heavy Machinery and Engineering Limited (hereinafter referred to as the Company) held on Wednesday, 28<sup>th</sup> December, 2022 at 03.00 p.m. held through Video Conferencing ("VC") / Other Audio Visual Means ("OAM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit the Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

**2. Dispatch of Notice conveying the AGM:**

Pursuant to General Circulars No.14/2020, 17/2020, 20/2020 and 02/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January 2021 respectively issued by the Ministry of Corporate Affairs, the Company has published pre – Notice issue advertisement in Times of India ( English Newspaper) and Andhra Jyothi ( Telugu Newspaper), having electronic editions on 29<sup>th</sup> November, 2022 specifying the date and time of the AGM, availability of the Notice on Company's website and manner of registration of email ids by the Members who are yet to

## ***BONDADA & ASSOCIATES***

### **Chartered Accountants**

register their email ids with Company to enable the Company to send e-copy of the notice of AGM and User ID and Passwords for the Meeting and post Notice issue advertisement on 6<sup>th</sup> Decemebr, 2022 regarding e-voting through remote e-voting or through e-voing system at the AGM in compliance with section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Amendment Rules 2015.

The Company has also hosted the Notice of AGM on its website and website of NSDL (e-voting Agency) on 2<sup>nd</sup> December, 2022.

The Company has informed that on the basis of the Register of Members whose email ids were registered with the Company, the NSDL dispatched the Notice of AGM on 5<sup>th</sup> December, 2022 by E-mail to 98 Members. There were no further e mail registrations received from members after issue of Notice till the cut-off date i.e. 21<sup>st</sup> December, 2022 as confirmed by the Company.

My Responsibility as a scrutinizer for the voting process is restricted to preparing Scrutinizer's Report of the votes cast "in favour "(Assent) or "against" (Dissent) the resolution(s) based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL) (the Agency/service provider) and also at the AGM. As per the Articles of Association of the Company, the SCCL has power to appoint 5 Directors, APIDC has power to appoint 2 Directors and other Public Shareholders have right to elect 3 Directors on the Board of the Company. Among the existing Board of Directors, Sri YGK Murthy, (DIN:08924395), SCCL Nominee and Sri P S R Koteswara Rao(DIN:06377073), Director elected by shareholders other than SCCL and APIDC are due for retirement by rotation in this Annual General Meeting in order to comply with the provisions of the Companies Act. Accordingly, for Item No.2 of the Notice of AGM, only the SCCL has the right to vote and for Item No.3 of the Notice of AGM, only the shareholders other than



## ***BONDADA & ASSOCIATES***

### **Chartered Accountants**

SCCL and APIDC have the right to vote. The same was informed in the notice of the meeting also. Hence, votes are considered as per their voting rights.

We have been informed that under Section 160 of the Companies Act 2013, the Company has not received any notice for the election of one post of Director in place of Sri P S R KOTESWARA RAO.

### **3. Cut-off date:**

Voting rights were reckoned as on 21<sup>st</sup> December 2022 being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.

### **4. Remote e-voting process:**

The Company appointed NSDL as the E-Voting Agency for providing the platform for remote e-voting and e-voting at the AGM.

Remote e-voting platform was on from 09.00 a.m. on Saturday, the 24<sup>th</sup> December 2022 to 05.00 p.m. on Tuesday, 27<sup>th</sup> December, 2022 and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by NSDL. At the end of remote e-voting period on Tuesday, December 27, 2022 voting portal of Agency was blocked forthwith.

Total 5 members had cast their vote through remote e-voting and 7 members had cast their vote through e voting at the AGM of the company. Accordingly, NSDL, the remote e-voting agency provided us with the names, Folios and shareholding of the members who had cast their votes through remote e-voting.

## ***BONDADA & ASSOCIATES***

Chartered Accountants

### **5. E-Voting at the AGM:**

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules 2015, for the purpose of ensuring that Members, who have cast their votes through remote e-voting, do not vote again at the General Meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of General Meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, Folios, numbers shares held but not the manner in which they have voted.

### **6. Attendance details of AGM through VC/OAVM:**

The following are the details of attendance of Shareholders at the AGM through VC/OAVM.

Particulars	No. of Members
Number of Members who have attended the meeting including Member Directors.	44
<b>Less:</b> Number of Members whose attendance is nullified due to non availability of board meeting Authorisation.	0
<b>Less:</b> Number of Members who have already cast through E-Voting and present at the AGM.	4
Number of Members who have attended the Meeting but not cast their vote through remote e-voting.	40
<b>Less:</b> Number of Members abstained from E- Voting.	33
Number of Members cast their Vote through e-voting at the AGM	7



## **BONDADA & ASSOCIATES**

Chartered Accountants

### **7. Counting Process:**

On completion of e-voting at the AGM, we unblocked the results of the remote e-voting and e-voting by Members at the AGM , and downloaded the results from the NSDL e-voting platform.

### **8. Consolidated Results:**

Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dt 28<sup>th</sup> December, 2022 is enclosed herewith as Annexure -1 .

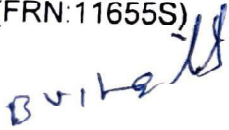
Based on the aforesaid results, we report that all the four Ordinary Resolutions as set out in Item Nos.1 to 4 of the Notice of the AGM have been passed with the requisite majority.

Yours faithfully,

For BONDADA & ASSOCIATES

Chartered Accountants

(FRN:11655S)



(CA B.V.S. LINGA MURTY)

Membership No.075606

Proprietor

UDIN: 22075606BGIYKO2700

Place: KONDAPALLI.

Dated: 29/12/2022

# **BONDADA & ASSOCIATES**

Chartered Accountants

Annexure -1

## **ORDINARY BUSINESS**

- 1. To receive, consider and adapt the Audited Financial Statements which consists of Balance Sheet of the Company for the year ended 31<sup>st</sup> March, 2022 and the Statement of Profit & Loss Account and the Cash Flow Statement as on that date together with the Auditors Report, Non-review Certificate of Comptroller and Auditor General of India along with the replies and Report of Board.**

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	No.	Votes	No	Votes	No.	Votes	
Assent	5	14083080	7	700	12	14083780	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	NA
Total	5	14083080	7	700	12	14083780	NA

Based on the aforesaid result, we report that the Ordinary Resolution as set out in item No.1 of the Notice of the AGM has been passed with requisite majority.

- 2. To appoint a Director in place of Sri YGK MURTY (DIN:8924395) who retires by rotation and is eligible for re-election.**

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	No.	Votes	No	Votes	No.	Votes	
Assent	1	14082700	0	0	1	14082700	100
Dissent	0	0	0	0	0	0	0
Invalid	1	100	7	700	8	800	NA
Total	2	14082800	7	700	9	14083500	NA

Based on the aforesaid result, we report that the Ordinary Resolution as set out in item No.2 of the Notice of the AGM has been passed with requisite majority.



## **BONDADA & ASSOCIATES**

Chartered Accountants

3. To appoint a Director in place of Sri P S R Koteswara Rao (DIN: 06377073) who retires by rotation and is eligible for re-election.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	No.	Votes	No	Votes	No.	Votes	
Assent	3	280	7	700	10	980	100
Dissent	0	0	0	0	0	0	0
Invalid	1	14082700	0	0	1	14082700	NA
Total	4	14082980	7	700	11	14083680	NA

Based on the aforesaid result, we report that the Ordinary Resolution as set out in item No.3 of the Notice of the AGM has been passed with requisite majority.

4. To authorize the Board of Directors to fix the remuneration payable to the Statutory Auditors of the Company who is appointed by the C&AG of India for the financial year 2022-23.

“Resolved that pursuant to the provisions of Section 142(1) and other applicable provisions if any, of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to Statutory Auditors of the Company who is appointed by the C&AG of India for the financial year 2022-23”.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	No.	Votes	No	Votes	No.	Votes	
Assent	5	14083080	7	700	12	14083780	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	NA
Total	5	14083080	7	700	12	14083780	NA

Based on the aforesaid result, we report that the Ordinary Resolution as set out in item No.4 of the Notice of the AGM has been passed with requisite majority.

For BONDADA & ASSOCIATES

Chartered Accountants

(FRN:11655S)

*B.V.S. Linga Murty*  
(CA B.V.S. LINGA MURTY)

Membership No.075606

Proprietor

UDIN: 22075606BGIYKO2700

