

**46TH ANNUAL GENERAL MEETING (AGM) HELD ON THURSDAY, 28TH DECEMBER, 2023
Declaration of Results of Remote E-Voting and E-Voting at AGM**

46th Annual General Meeting of the Members of Andhra Pradesh Heavy Machinery and Engineering Limited was held on Thursday, 28th December, 2023 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 46th Annual General Meeting (AGM). The remote e-voting was opened from 9.00 A.M. on Sunday , 24th December 2023 and ended at 5.00 P.M. on Wednesday, 27th December, 2023. 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 Sunday, 24th December 2023 and ended at 5.00 P.M. on Wednesday 27th December, 2023 as well as votes cast through E-voting at the AGM on 28.12.2023 and accordingly the Scrutinizer has submitted his Report on 30th December, 2023. The copy of the Scrutinizer`s Report is enclosed herewith.

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 31st March, 2023, 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 31st March, 2023, 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	6	15083120	4	954	10	15084074	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	NA
Total	6	15083120	4	954	10	15084074	100

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 YSS Suresh (DIN: 08589605) who retires by rotation and is eligible for re-election.

“Resolved that the approval be and is hereby accorded for appointment of Sri YSS Suresh (DIN: 08589605) 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	1000000	0	0	1	1000000	100
Dissent	0	0	0	0	0	0	0
Invalid	5	14083120	4	954	9	14084074	NA
Total	6	15083120	4	954	10	15084074	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 Juvva Seshagiri Rao (DIN: 00460552) who retires by rotation and is eligible for re-election.

“Resolved that the approval be and is hereby accorded for appointment of Sri Juvva Seshagiri Rao (DIN: 00460552) 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	4	420	5	1194	9	1614	100
Dissent	0	0	0	0	0	0	0
Invalid	1	14082700	0	0	1	14082700	NA
Total	5	14083120	5	1194	10	14084314	100

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 2023-24.

“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 2023-24”

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	6	15083120	5	1194	11	15084314	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	NA
Total	6	15083120	5	1194	11	15084314	100

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 46th AGM have been duly approved by the shareholders with requisite majority.

Sd/-
(G.SRINIVAS)
COMPANY SECRETARY

Date:30.12.2023

BONDADA & ASSOCIATES

Chartered Accountants

29th December 2023.

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 46th Annual General Meeting of the Company held on Thursday, 28th December, 2023 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)

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



BONDADA & ASSOCIATES

Chartered Accountants

SCRUTINIZER'S REPORT

Name of the Company	Andhra Pradesh Heavy Machinery and Engineering Limited.
Meeting	46 th Annual General Meeting
Day, Date & Time	Thursday, 28 th December, 2023 at 03.00 p.m.
Deemed Venue	Registered Office, 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 46th Annual General Meeting ("AGM") of the Andhra Pradesh Heavy Machinery and Engineering Limited (hereinafter referred to as the Company) held on Thursday, 28th December, 2023 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 8th April, 2020, 13th April, 2020 5th May, 2020 and 13th 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 29th November, 2023 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

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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 7th December, 2023 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 4th December, 2023.

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 5th December, 2023 by E-mail to 99 Members. There were 14 further e mail registrations received from members after issue of Notice till the cut-off date i.e. 21st December, 2023 as confirmed by the Company and NSDL dispatched notices to them also

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 the right to elect 3 Directors on the Board of the Company. Among the existing Board of Directors, Sri.Y S S SURESH, (DIN:08589605), APIDC Nominee and Sri JUVVA SESHAGIRI RAO (DIN:00460552), 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 APIDC has the right to

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vote and for Item No.3 of the Notice of AGM, only the shareholders other than 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 nomination for the election of one post of Director in place of Sri JUVVA SESHAGIRI RAO.

3. Cut-off date:

Voting rights were reckoned as on 21st December 2023 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 Sunday, the 24th December 2023 to 05.00 p.m. on Wednesday, 27th December, 2023 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 Wednesday, December 27, 2023 voting portal of Agency was blocked forthwith.

Total 6 members had cast their vote through remote e-voting and 5 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.



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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
Less: Number of Members whose attendance is nullified due to non-availability of board meeting Authorisation.	0
Less: Number of Members who have already cast through E-Voting and present at the AGM.	3
Number of Members who have attended the Meeting but not cast their vote through remote e-voting.	41
Less: Number of Members abstained from E- Voting.	36
Number of Members cast their Vote through e-voting at the AGM	5

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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 28th November, 2023 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)

B.V.L.M

(CA B.V.S. LINGA MURTY)

Membership No.075606

Proprietor

UDIN: **23075606BGSDMY9731**

Place: KONDAPALLI.

Dated: 29/12/2023



ORDINARY BUSINESS

1. To receive, consider and adapt the Audited Financial Statements which consists of Balance Sheet of the Company for the year ended 31st March, 2023 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 (%)
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Assent	6	15083120	4	954	10	15084074	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	NA
Total	6	15083120	4	954	10	15084074	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 YSS SURESH (DIN:8589605) 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	1000000	0	0	1	1000000	100
Dissent	0	0	0	0	0	0	0
Invalid	5	14083120	4	954	9	14084074	NA
Total	6	15083120	4	954	10	15084074	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.

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3. To appoint a Director in place of Sri JUVVA SESHAGIRI RAO (DIN: 00460552) 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	4	420	5	1194	9	1614	100
Dissent	0	0	0	0	0	0	0
Invalid	1	14082700	0	0	1	14082700	NA
Total	5	14083120	5	1194	10	14084314	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 2023-24.

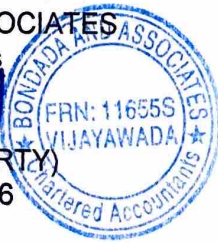
“Resolved that pursuant to the provisions of Section 142(1) and other applicable provisions if any, of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to Statutory Auditors of the Company who is appointed by the C&AG of India for the financial year 2023-24”.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	No.	Votes	No	Votes	No.	Votes	
Assent	6	15083120	5	1194	11	15084314	100
Dissent	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	NA
Total	6	15083120	5	1194	11	15084314	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. M
(CA B.V.S. LINGA MURTY)
Membership No.075606
Proprietor



UDIN: **23075606BGSDMY9731**

Date: **29/12/2023**