

ANDHRA PRADESH HEAVY MACHINERY AND ENGINEERING LIMITED

(U29219AP1976SGC002071)

Registered Office: KONDAPALLI – 521 228, Krishna District, Andhra Pradesh.

[Tel:0866-2872241,42,43](tel:0866-2872241,42,43) , Fax:0866-2871350 , E-mail:aphmel@gmail.com,Website:www.aphmel.com

NOTICE OF 40TH ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting of the Members of the Company will be held **at Administrative Building –cum- Registered Office & Factory premises, Kondapalli-521228, on Monday, the 25th day of September, 2017 at 3.00 p.m.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements which consists of Balance Sheet of the Company for the year ended 31st March, 2017 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 the Board.
2. To appoint a Director in place of Sri Kuldip Prasad (DIN: 07463640) who retires by rotation and is eligible for re-election.
3. To appoint a Director in place of Sri K. Rajendra Prasad (DIN: 00143653) who retires by rotation and is eligible for re-election.
4. To appoint a Director in place of Sri Juvva Seshagiri Rao (DIN: 00460552) who retires by rotation and is eligible for re-election.
5. 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 2017-18.
“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 2017-18”.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

(V.Venkateswara Rao)
Company Secretary &
Senior Manager (IA).

Place:Kondapalli.
Dated:12.08.2017

- NOTES :
1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
 2. Proxies duly completed, signed and stamped with Re.1 revenue stamp should be deposited at the Company's Registered Office not less than 48 hours before the time of the aforesaid meeting.
 3. A person appointed as Proxy shall act on behalf of not more than 50 Members and holding not more than 10 percent of the total share capital of the Company carrying voting rights.
 4. There is a facility for voting at the meeting to the members attending the meeting, who have not already cast their vote by remote e-voting, shall be able to exercise their right at the meeting.
 5. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again;
 6. As the resolutions as set out in this Notice are being conducted through e-voting in terms of the provisions of Section 108 of the Companies Act, 2013, the said resolutions will not be decided on a show of hands at the Meeting.
 7. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their Representative to attend and vote on their behalf at the Meeting.
 8. The Register of Director's shareholding maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
 9. The register of members and the share transfer books of the Company will remain closed from **18.09.2017 to 25.09.2017** (both days inclusive).
 10. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting as extra copies will not be supplied.
 11. The members are requested to intimate any change in their address to the Registered Office of the Company for sending all correspondence. The members are requested to register their e-mail addresses and PAN / AADHAR with the Company.
 12. Members other than SCCL and APIDC can send nominations for election of one post of Director (i.e. for item no.4 of the Notice) before **5.00 P.M 10.09.2017**. Only those who have obtained Director

Identification Number from Ministry of Corporate Affairs, Government of India are eligible for the post of Director.

13. All documents referred to in this Notice and other statutory registers are open for inspection by the Members at the Registered Office of the Company between **10.00 a.m. to 4.00 p.m.** on all working days from the date hereof upto the date of Annual General Meeting.
14. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the facility of remote e-voting for the Annual General Meeting by electronic means. Members of the Company can transact all the items of the business through electronic voting system as contained in the Notice of the Meeting.
15. Members may note that the User ID and password is provided at the bottom of the Attendance slip for Annual General Meeting along with EVSN (E-Voting Sequence Number) in the Annual Report for e-voting.
16. The e-voting portal will be open for e-voting of the Company from 9.00 a.m. on 22 September, 2017 and ends at 5.00p.m. on 24 September, 2017. The e-voting module shall be disabled by CDSL thereafter.
17. Members may note that as per the Articles of Association of the Company regarding nomination of Directors by SCCL, APIDC and other public shareholders, only SCCL is having right to vote on item no.2 of the notice, only APIDC is having right to vote on item no.3 of the notice and only the members other than SCCL & APIDC are having right to vote on item no.4 of the notice.
18. The Board of Directors of the Company has appointed Mr B.V.S. Linga Murthy, Proprietor: Bondada & Associates, Chartered Accountant, Vijayawada as the Scrutinizer who will scrutinize the voting at the meeting and electronic voting process in a fair and transparent manner.
19. The Scrutinizer shall submit consolidated scrutinizer's report not later than three days of the conclusion of the meeting in respect of the total votes cast in favour or against, if any, each of the resolutions as set out in this Notice, to the Chairman of the Company.
20. The Voting Results shall be declared by the Chairman of the Company on or within three days after the date of Annual General Meeting. The declared results along with the Scrutinizer's Report will be placed on the Company's website viz., www.aphmel.com and on the website of CDSL i.e. www.evotingindia.com immediately.
21. Members may note that the Company is providing e-voting facility for business of the notice of the meeting and the complete instructions on e-voting facility provided by the Company are furnished hereunder.

22. **Voting through electronic means:**

In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on the resolutions set forth in this Notice as specified.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22 September, 2017 from 9.00 a.m. and ends on 24 September, 2017 at 5.00p.m. . During this period Members of the Corporate, whose name is recorded in the Register of Members, as on the cut-off date i.e. 17.09.2017 only shall be entitled to cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iii) The Members should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID provided to you along with the notice of this Annual General Meeting.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) Enter your password to be used as provided to you along with the notice of this Annual General Meeting.
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Click on the EVSN of ANDHRA PRADESH HEAVY MACHINERY AND ENGINEERING LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xv) 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.
- (xvi) In case you have any queries or issues regarding e-voting, write an email to helpdesk.evoting@cdslindia.com or contact Sri Mehboob Lakhani, Assistant Manager, 16th Floor, Phiroze Jeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 or at telephone No.18002005533.

By Order of the Board
ANDHRA PRADESH HEAVY MACHINERY AND
ENGINEERING LIMITED
Sd/-
V.Venkateswara Rao
Company Secretary &
Senior Manager (IA).

Dated this 12th day of August, 2017.
Kondapalli – 521228.
