



December 2, 2024

BSE Limited  
14<sup>th</sup> Floor, P.J. Towers,  
Dalal Street,  
Mumbai – 400001  
Scrip Code: 502330

National Stock Exchange of India Limited  
“Exchange Plaza”,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai – 400051  
Synbol: ANDHRAPAP; Series – EQ

Dear Sir / Madam.

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

The postal ballot Notice along with the other requisite documents, is being sent to all the shareholders, whose names appear in the Register of Members / List of beneficial owners received from the National Securities Depository Limited and Central Depository Services (India) Limited as on **Friday, November 29, 2024 (Cut off date)** seeking their approval for the business as set out in the Notice. A copy of the same is enclosed.

The Company has appointed KFin Technologies Limited, Hyderabad for the purpose of providing e-voting facility. The voting period commences on **Wednesday, December 4, 2024 at 09.00 AM (IST)** and ends on **Thursday, January 2, 2025 at 05.00 P.M. (IST)**. The results of the postal ballot will be declared on or before **Monday, January 6, 2025**. The above information is available on the website of the Company viz. [www.andhrapaper.com](http://www.andhrapaper.com).

This is for your information and record.

Thanking you,

Yours faithfully,  
**for Andhra Paper Limited**

**Bijay Kumar Sanku**  
**Company Secretary**

**CC:** National Depository Services Limited  
Central Depository Services (India) Limited  
KFin Technologies Limited

**ANDHRA PAPER LIMITED**

**(Corporate Identity Number: L21010AP1964PLC001008)**

Regd. Office: Rajamahendravaram – 533 105, East Godavari District, India. Tel: +91-883-2471831

Corp. Office: 31, Chowringhee Road, Park Street, Kolkata – 700 016, India. Tel: +91-33-71500500

Website: [www.andhrapaper.com](http://www.andhrapaper.com); Email: [info@andhrapaper.com](mailto:info@andhrapaper.com)

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## POSTAL BALLOT NOTICE

**[Pursuant to Sections 110 and 108 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Shareholder,

Notice is hereby given that the resolutions set out below are proposed for approval by the shareholders of Andhra Paper Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its shareholders to cast their votes electronically, pursuant to Sections 110 and 108 of the Companies Act, 2013 (“the Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular No. 09/2024 dated September 19, 2024 read with previous circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Sections 102(1) and 110 other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed M/s D Hanumantha Raju & Co, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to act as scrutinizers for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited I.e. Registrar and Transfer Agent (“Kfintech”) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of E-voting	Wednesday, 4 <sup>th</sup> December, 2024
End of the E-voting	Thursday, 2 <sup>nd</sup> January, 2025

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before 6<sup>th</sup> January, 2025, and will be displayed on the Company’s website at [www.andhraper.com](http://www.andhraper.com) and the website of Kfintech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges.

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**SPECIAL BUSINESS:**

**Item No. 1**

**Change in designation and continuation of Mr. Shree Kumar Bangur (DIN: 00053237) as Non-Executive Director & Chairman**

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

**“RESOLVED THAT** pursuant to all other applicable provisions of the Companies Act, 2013 and read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the “Act”) and the recommendation of Nomination and Remuneration Committee, the approval of the members be and hereby accorded to the continuation of Mr. Shree Kumar Bangur (DIN-00053237) as the Non-Executive Director & Chairman with effect from November 4, 2024, not liable to retire by rotation in terms of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to continue to hold such directorship, notwithstanding that he has attained the age of seventy five (75) years in terms of regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015.

**RESOLVED FURTHER THAT** Mr. Mukesh Jain, Executive Director, Mr. Rajesh Bothra, Chief Financial Officer, Mr. Rishikant Gupta, Associate Vice President Finance and Mr. Bijay Kumar Sanku, Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds, things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing the prescribed forms, returns, documents, applications and deeds with all statutory and regulatory authorities including intimation to the relevant Stock Exchanges in respect of this change in designation, and to comply with all other requirements in this regard.”

**Item No. 2**

**Change in designation of Mr. Saurabh Bangur (DIN: 00236894) from Joint Managing Director to Managing Director**

To consider and, if thought fit, to pass with or without modifications(s), the following Resolution, as **Special Resolution:**

**“RESOLVED THAT** in partial modification of resolutions passed by the Shareholders at the 59<sup>th</sup> Annual General Meeting of the Company on August 11, 2023 and pursuant to all other applicable provision of the Companies Act, 2013, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the “Act”) and on the recommendation of nomination and remuneration committee, the approval of the members be and hereby accorded to re-designate Mr. Saurabh Bangur as Managing Director of the Company, effective, November 4, 2024 up to September 30, 2026.

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**RESOLVED FURTHER THAT** except for the change in designation mentioned above, all other terms and conditions of his appointment as approved by the shareholders at the 59<sup>th</sup> Annual General Meeting on August 11, 2023 shall remain unchanged.

**RESOLVED FURTHER THAT** Mr. Mukesh Jain, Executive Director, Mr. Rajesh Bothra, Chief Financial Officer, Mr. Rishikant Gupta, Associate Vice President Finance and Mr. Bijay Kumar Sanku, Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds, things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing the prescribed forms, returns, documents, applications and deeds with all statutory and regulatory authorities including intimation to the relevant Stock Exchanges in respect of this change in designation, and to comply with all other requirements in this regard.

By the order of the Board  
For **ANDHRA PAPER LIMITED**

Sd/-  
**Bijay Kumar Sanku**  
Company Secretary

**Place: Rajahmundry**

**Date: November 4, 2024**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of all Items as per Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), setting out the details relating to Special business is annexed hereto for your consideration. Further, disclosures as required under the SEBI LODR Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) with respect to details in respect of continuation of Mr. Shree Kumar Bangur as Non-Executive Director & Chairman as provided in Annexure-1 to this Notice.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the Circulars, the manner of voting on proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository Participant (“DP”) as on cut-off date i.e. 29<sup>th</sup> November, 2024.

2. This Postal Ballot Notice will also be available on the Company’s website at [www.andhraper.com](http://www.andhraper.com) websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange Limited at i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Kfintech at <https://evoting.kfintech.com/>.

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3. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.andhrpaper.com](http://www.andhrpaper.com)) duly filled and signed along with requisite supporting documents to Kfintech at Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.
4. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting.
5. The voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. **The e-voting period commences at 9:00 a.m. (IST) on Wednesday, 4<sup>th</sup> December, 2024 and ends at 5:00 p.m. (IST) on Thursday, 2<sup>nd</sup> January, 2025.**
7. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by K-fintech upon expiry of the aforesaid period.
8. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., 2<sup>nd</sup> January, 2025.
9. Relevant documents referred to in the Postal Ballot Notice will be available for inspection by the Shareholders at the Registered Office of the Company during normal business hours between 10.00 A.M. (IST) to 05.00 P.M. (IST) on all working days (except Saturdays, Sundays and public holidays) up to the closure of the voting period.

**FOR REMOTE E-VOTING, PLEASE READ CAREFULLY THE "PROCEDURE/INSTRUCTIONS FOR REMOTE EVOTING" ENUMERATED HEREIN.**

**(A). Step 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode**

Type of shareholders	Login Method
<a href="#">Individual Shareholders holding securities in demat mode with NSDL</a>	<b>1. User already registered for IDeAS facility:</b>  I. Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".

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	<p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>.</p> <p>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1.</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a>.</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. M/s. KFin Technologies Limited (service provider)</p> <p>V. On successful selection, you will be redirected to KFin Technologies Limited (Service Provider) e-Voting page for casting your vote during the remote e-Voting period.</p>
<p><a href="#">Individual Shareholders holding securities in demat mode with CDSL</a></p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi.</p> <p>III. Login with your registered User ID and Password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. M/s. Kfin Technologies Limited (Kfintech) e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>.</p> <p>II. Provide your Demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp;</p>

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	<p>Email as recorded in the Demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. M/s. Kfin Technologies Limited (Kfintech) where the e- Voting is in progress.</p>
<p><a href="#">Individual Shareholder login through their demat accounts / Website of Depository Participant</a></p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – M/s. Kfin Technologies Limited (Kfintech) and you will be redirected to e-Voting website of M/s. Kfin Technologies Limited (Kfintech) for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID / Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll Free Number: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Step 2: Login method for e-Voting for shareholders, other than Individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), User ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8528, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with M/s. Kfin Technologies Limited (Kfintech) for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update

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your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., '8528 – Postal Ballot" and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as displayed/disclosed on the screen. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the Resolution (s), you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**

(B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently on whom, the Postal Ballot Notice and e-voting instructions cannot be served, will have to follow the following process:

- I. Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot and the e-voting instructions.
- II. Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from Kfintech in the manner as mentioned below:

If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

1. Example for NSDL : MYEPWD <SPACE> IN12345612345678
2. Example for CDSL : MYEPWD <SPACE> 1402345612345678
3. Example for Physical : MYEPWD <SPACE> 1234567890

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

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Members may call K-fintech toll free number 1-800-309-4001 for all e-voting related matters. Members may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for all e-voting related matters.

If the member is already registered with K-fintech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of Kfintech's website for e-voting: <https://evoting.kfintech.com> or contact Kfintech as per the details given below.

**CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:**

Members are requested to note the following contact details for addressing e-voting related grievances:

Mr. Praveen Chaturvedi  
(Unit: Andhra Paper Limited)  
KFin Technologies Limited  
Selenium Tower B, Plot 31 & 32,  
Gachibowli, Financial District, Nanakramguda,  
Hyderabad 500 032  
Toll-free No.: 1800 309 4001  
(from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)  
E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.**

**Item No: 1**

The shareholders of the Company at the 56th Annual General Meeting of the Company held on 21.09.2020 appointed Mr. Shree Kumar Bangur as the Chairman & Managing Director of the Company for a period of 3 years from 30.10.2019 to 29.10.2022, without any remuneration. After successful completion of aforesaid term, based on the recommendations of Nomination and Remuneration committee, the Board at its Meeting held on 29.07.2022 approved re-appointment of Mr. Shree Kumar Bangur as Chairman & Managing Director for a further period of 3 years, effective 30.10.2022 to 29.10.2025, not liable to retire by rotation and to continue to hold such directorship post attaining the age of seventy (70) years, without any remuneration. Accordingly, the shareholders of the Company approved the said proposal through postal ballot as per the provisions of the Companies Act, 2013.

Mr. Shree Kumar Bangur, expressed his intention to step down as Managing Director & Chairman of the Company and continue as Non-Executive Director & Chairman w.e.f. November 4, 2024. This reflects his desire to transition away from the day-to-day business affairs & operations and make way for the incumbent successor in office to take on the responsibilities of the role of Managing Director of the Company.

Mr. Shree Kumar Bangur brings a wealth of experience in the paper industry, coupled with a proven ability to negotiate critical business issues. The capital investment in upgradation of Plant and Machinery and other initiatives taken by him reflects his long-term vision and commitment for the Company with a clear focus on sustainability and efficiency in operations while maximizing value for shareholders and investors. His mentoring capabilities are invaluable, especially as our new leadership navigates significant challenges and opportunities ahead.

His leadership style emphasizes commitment to sustainability, operational excellence, strategic growth, community engagement, and environmental responsibility. He is often recognized for fostering a culture of teamwork and empowering his employees, which has contributed to the company's success and growth. His vision extends beyond business, as he advocates for corporate social responsibility and sustainable development, ensuring that the impact of his work benefits not just shareholders, but also the surrounding community and environment.

All these factors have contributed significantly to the Company's growth and innovation. His focus on technology, sustainability, innovation and efficiency will go a long way to enhance the enterprise value.

Continuing to have Mr. Shree Kumar Bangur, in a leadership role will ensure that the Board and senior management can draw on his expertise and guidance, fostering a seamless transition and supporting our strategic objectives and it would be in the interest of the Board that he continues to be part of the Board's team as Non-Executive Director & Chairman of the Company even after he

**ANDHRA PAPER LIMITED**

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attains the age of seventy five years.

Accordingly, approval of the Members is sought for passing the resolution proposed at Item No. 1 as a Special Resolution in terms of regulation 17(1A) of the SEBI(LODR) Regulations, 2015 and continuation of Mr. Shree Kumar Bangur as Non- Executive Director and Chairman of the Company, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Shree Kumar Bangur, being appointee, Mr. Virendraa Bangur, Vice-Chairman and Mr. Saurabh Bangur, Managing Director (Proposal is made in item no. 2 under this postal ballot notice for re-designation as Managing Director) being relatives of appointee Director, is concerned or interested, financial or otherwise, in the Resolution as set out at Item No. 1.

## **Item No. 2**

The Shareholders of the Company at the 59<sup>th</sup> Annual General Meeting held on August 11, 2023 appointed Mr. Saurabh Bangur as Joint Managing Director of the Company for a period of 3 years and 4 months effective 01.06.2023 until 30.09.2026 liable to retire by rotation.

Consequent to the resignation of Mr. Shree Kumar Bangur from the position of Managing Director and as per the succession plan, the Nomination and Remuneration Committee held on November 4, 2024 considered the elevation of Mr. Saurabh Bangur as Managing Director of the Company and approved the Change in designation as Managing Director of the Company and recommended the same to the Board of Directors for their consideration and approval.

Mr. Saurabh Bangur was appointed as the Chief Executive Officer of the Company in October 30, 2019 and subsequently as the Joint Managing Director in June 1, 2020. During his tenure as CEO & as Joint Managing Director, he played a key role in transforming the company, leading a successful turnaround and fostering a positive work culture, customer focus and satisfaction, product offering aligned with Market trend, Machine optimization technology intervention to bring in efficiency in process and productivity were some of the many initiatives that led to the transformation and profitability. His strategic insights and dynamic leadership have positioned the Company for sustained growth and success.

With his ability to navigate critical market challenges and steer the company towards success, he consistently demonstrates exceptional leadership and strategic foresight. Under his dynamic leadership and vision, the Company is on a steady course to transition to the next level.

Additionally, he is committed to corporate social responsibility, implementing initiatives that benefit local communities and promote sustainable development. His dynamic leadership style and forward-thinking approach position him as a notable figure in the paper industry, driving growth and productivity.

Considering the performance, profile, experience and leadership of Mr. Saurabh Bangur and the recommendations of the Nomination and Remuneration Committee the Board of Directors at their Meeting held on November 4, 2024 approved the change in designation of Mr. Saurabh Bangur as the Managing Director of the Company effective November 4, 2024 till September 30 2026 i.e. up to the remaining period of his tenure and except for the change in designation, all other terms and

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conditions of his appointment as approved by the shareholders at the 59<sup>th</sup> Annual General Meeting on August 11, 2023 shall remain unchanged.

Accordingly, approval of the Members is sought for passing Special Resolution for change in designation of Mr. Saurabh Bangur as Managing Director of the Company.

The Board recommends the Special Resolution as set out at Item No. 2 of the Notice for approval by the Members as it considers that under his leadership, the Company is on a steady course to transition to the next level.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Saurabh Bangur, being appointee, Mr. Shree Kumar Bangur, Chairman & Non-Executive Director and Mr. Virendraa Bangur, Vice-Chairman being relatives of appointee Director, is concerned or interested, financial or otherwise, in the Resolution as set out at Item No. 2.

By the order of the Board  
**For ANDHRA PAPER LIMITED**

Sd/-  
**Bijay Kumar Sanku**  
Company Secretary

Place: Rajahmundry  
Date: November 4, 2024

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**Particulars of Directors seeking appointment  
(Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standards - 2)**

<b>Mr. Shree Kumar Bangur</b>	
DIN	00053237
Age	16/11/1949 & 75 Years
Qualification	B.Com
Experience (including expertise in specific functional area) / Brief Resume	Industrialist. A visionary and an entrepreneur and industrialist of great repute, Mr. Shree Kumar Bangur belongs to the prominent Bangur family which is a diversified business conglomerate and well known for their philanthropic activities. He is the Chairman & MD of West Coast Paper Mills since 1998. Skills include business transformation, dynamic leadership, streamline & optimization of business operations, Customer focus, Adapting to changing Market dynamics, fostering positive work culture, Mentoring abilities, optimum use of technology & resources to augment capacity, sustainable business practices, environmental stewardship, local community development for long term value creation.
Terms and Conditions of Appointment	Not applicable
Remuneration Last drawn	NIL
Date if first appointment on the Board	30/10/2019
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	NIL
Relationship with other Directors / Key Managerial Personnel	Mr. Shree Kumar Bangur (father) is related to Mr. Virendraa Bangur and Mr. Saurabh Bangur (sons) and is unrelated to other Directors except as members of the Board.
Number of meetings of the Board attended	Attended all the three Board Meetings held during the year till date.
Directorships of other Boards as on date of Postal Ballot Notice	<ol style="list-style-type: none"><li>1. Kilkotagiri and Thirumbadi Plantation Limited</li><li>2. The Marwar Textiles (Agency) Private Limited</li><li>3. Shree Satyanarayan Properties Private Limited</li><li>4. The Diamond Company Limited</li><li>5. Shree Satyanarayan Investments Company Limited</li><li>6. Union Company Limited</li><li>7. West Coast Paper Mills Limited</li></ol>

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Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Member of Stakeholders Relationship Committee in Kilkotagiri and Thirumbadi Plantations Limited.
Listed entities from which the Director has resigned in the past three years	1. Jayshree Chemicals Limited
Justification for continuing the Directorship	Mr. S.K. Bangur's exceptional leadership and business acumen have been pivotal in steering the company through operational challenges. His strategic vision, coupled with a deep understanding of market dynamics, has been crucial in ensuring the company's stability and continued competitiveness. Under his stewardship, the company has strengthened its market position, exhibiting resilience and foresight for long-term growth and success. The Board and senior management continue to benefit from his expertise, drawing on his guidance as they navigate both critical challenges and emerging opportunities.

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