



October 1, 2022

BSE Limited,  
14<sup>th</sup> Floor, P.J. Towers,  
Dalal Street,  
MUMBAI :: 400 001

National Stock Exchange of India Ltd.  
“Exchange Plaza”,  
Bandra-Kurla Complex,  
Bandra (E), MUMBAI :: 400 051

**(BSE Scrip Code No.502330)**

**(Symbol – ANDHRAPAP; Series – EQ)**

Dear Sirs,

Sub: Forwarding of proceedings of Postal Ballot

In compliance with the provisions of Section 110 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws and regulations, including any modification or re-enactment thereof for the time being, Postal Ballot through remote e-voting was conducted as per Notice dated August 22, 2022.

The Postal Ballot conducted through e-voting was completed on September 30, 2022 and CS D. Hanumanta Raju, Partner, M/s. D. Hanumanta Raju & Co., Company Secretaries, Scrutinizer submitted his report on October 1, 2022. As per his report, the following Special Resolutions have been passed with requisite majority.

Sl. No.	Description of the Special Resolutions
1.	Reappointment of Mr. Shree Kumar Bangur (DIN: 00053237) as Chairman & Managing Director of the Company
2.	Appointment of Ms. Papia Sengupta (DIN: 07701564) as an Independent Director of the Company
3.	Reappointment of Mr. Sudarshan V. Somani (DIN: 00137568) as an Independent Director of the Company
4.	Reappointment of Mr. Arun Kumar Sureka (DIN: 00055934) as an Independent Director of the Company

A copy of the proceedings of Postal Ballot is enclosed.

Please take the above information on record.

Thanking you,

Yours faithfully,

For **ANDHRA PAPER LIMITED**

**BIJAY KUMAR SANKU**  
**COMPANY SECRETARY**

Encl: As above

## **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.andhraper.com](http://www.andhraper.com); Email: [info@andhraper.com](mailto:info@andhraper.com)

An ISO 9001:2015, ISO 14001: 2015, ISO 45001: 2018 and FSC® Certified Company



## **SUMMARY OF PROCEEDINGS OF POSTAL BALLOT THROUGH ELECTRONIC VOTING**

The Board of Directors of Andhra Paper Limited (“the Company”) on July 29, 2022 accorded approval to the proposal to conduct Postal Ballot through remote e-voting pursuant to Sections 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to seek approval of the Shareholders by way of Special Resolutions for the following business:

Sr. No.	Resolutions
1.	Reappointment of Mr. Shree Kumar Bangur (DIN: 00053237) as Chairman & Managing Director of the Company
2.	Appointment of Ms. Papia Sengupta (DIN: 07701564) as an Independent Director of the Company
3.	Reappointment of Mr. Sudarshan V. Somani (DIN: 00137568) as an Independent Director of the Company
4.	Reappointment of Mr. Arun Kumar Sureka (DIN: 00055934) as an Independent Director of the Company

The Board had appointed CS Datla Hanumanta Raju, Partner, M/s. D. Hanumanta Raju & Co, Company Secretaries, as Scrutinizer of the Company for the purpose of scrutinizing the e- voting process in a fair and transparent manner which was carried out as per the provisions of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 on the Special Resolutions mentioned in the Postal Ballot Notice dated August 22, 2022.

The Scrutinizer submitted his report as hereinafter:

- 1) The e-voting period remained open from 09.00 A.M. (IST) on Thursday, September 1, 2022 till 05.00 P.M. (IST) on Friday, September 30, 2022;
- 2) The Shareholders holding shares as on the “cut off” date i.e., Friday, August 26, 2022 were entitled to vote through remote e-voting on the Special Resolutions as set out in the Notice of Postal Ballot dated August 22, 2022 issued by the Company pursuant to Section 110 of the Act;
- 3) The votes for e-voting process were unblocked on September 30, 2022 at 05.00 P.M. (IST) in the presence of two witnesses, Ms. Binal Panthi and Ms. Manisha Pasupuleti who are not in the employment of the Company;

### **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.andhraper.com](http://www.andhraper.com); Email: [info@andhraper.com](mailto:info@andhraper.com)

An ISO 9001:2015, ISO 14001: 2015, ISO 45001: 2018 and FSC® Certified Company



Thereafter, the details containing, *inter-alia* list of equity shareholders, who voted "for" and "against" to the Resolutions that were put to vote were generated from the website of KFin Technologies Limited, E-voting Service Provider, i.e. <https://evoting.kfintech.com>; and

Further, up to September 30, 2022 till 05.00 P.M. (IST) the last date and time for the end of e-voting period, 168 shareholders voted through e-voting mechanism.

On the basis of the Scrutinizer's Report dated October 1, 2022 for the remote e-voting which was conducted between September 1, 2022 and September 30, 2022 (both days inclusive), Mr. Bijay Kumar Sanku, Company Secretary declared the results of e-voting on October 1, 2022 that the following Special Resolutions as set out in the Postal Ballot Notice dated August 22, 2022 have been duly passed on September 30, 2022 with requisite majority.

#### **Special Resolutions:**

**1) Reappointment of Mr. Shree Kumar Bangur (DIN: 00053237) as Chairman & Managing Director**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re- enactment(s) thereof, for the time being in force], SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee, approval of the Members of the Company be and is hereby accorded to the reappointment of Mr. Shree Kumar Bangur (DIN: 00053237) as the Chairman & Managing Director of the Company, for a period of three years from October 30, 2022 to October 29, 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.

**RESOLVED FURTHER THAT** Mr. Shree Kumar Bangur, Chairman & Managing Director, Mr. Saurabh Bangur, Joint Managing Director, Mr. Mukesh Jain, Director - Commercial & Chief Financial Officer and Mr. Bijay Kumar Sanku, Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds and 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 authorities including with the Registrar of Companies along with requisite fees, Securities and Exchange Board of India, intimation to the

### **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.andhraper.com](http://www.andhraper.com); Email: [info@andhraper.com](mailto:info@andhraper.com)

An ISO 9001:2015, ISO 14001: 2015, ISO 45001: 2018 and FSC® Certified Company



relevant Stock Exchanges in respect of this reappointment, and to comply with all other requirements in this regard.”

## **2) Appointment of Ms. Papia Sengupta (DIN: 07701564) as an Independent Director**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the recommendation of the Nomination and Remuneration Committee, Ms. Papia Senguta (DIN: 07701564) who was appointed as an Additional Director – Independent of the Company with effect from September 1, 2022 by the Board of Directors at their Meeting held on July 29, 2022 in terms of Section 161 (1) of the Act and Article 89 of the Articles of Association of the Company and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Shareholder under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years from September 1, 2022 to August 31, 2025.

**RESOLVED FURTHER THAT** Mr. Shree Kumar Bangur, Chairman & Managing Director, Mr. Saurabh Bangur, Joint Managing Director, Mr. Mukesh Jain, Director - Commercial & Chief Financial Officer and Mr. Bijay Kumar Sanku, Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds and 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 authorities including with the Registrar of Companies along with requisite fees, Securities and Exchange Board of India, intimation to the relevant Stock Exchanges in respect of this appointment, and to comply with all other requirements in this regard.”

## **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)

An ISO 9001:2015, ISO 14001: 2015, ISO 45001: 2018 and FSC® Certified Company



**3) Reappointment of Mr. Sudarshan V. Somani (DIN: 00137568) as an Independent Director**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (**“Act”**), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sudarshan V. Somani (DIN 00137568), in respect of whom the Company has received a notice in writing from a Shareholder under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years from October 30, 2022 to October 29, 2025.

**RESOLVED FURTHER THAT** Mr. Shree Kumar Bangur, Chairman & Managing Director, Mr. Saurabh Bangur, Joint Managing Director, Mr. Mukesh Jain, Director - Commercial & Chief Financial Officer and Mr. Bijay Kumar Sanku, Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds and 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 authorities including with the Registrar of Companies along with requisite fees, Securities and Exchange Board of India, intimation to the relevant Stock Exchanges in respect of this reappointment, and to comply with all other requirements in this regard.”

**4) Reappointment of Mr. Arun Kumar Sureka (DIN: 00055934) as an Independent Director**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (**“Act”**), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Arun Kumar Sureka (DIN 00055934), in respect of whom the Company has received a notice in writing from a Shareholder under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years from October 30, 2022 to October 29, 2025 and also approval

**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.andhraper.com](http://www.andhraper.com); Email: [info@andhraper.com](mailto:info@andhraper.com)

An ISO 9001:2015, ISO 14001: 2015, ISO 45001: 2018 and FSC® Certified Company



of the Shareholders be and is hereby accorded for continuation of the directorship of Mr. Arun Kumar Sureka, on attaining the age of seventy five years during his tenure.

**RESOLVED FURTHER THAT** Mr. Shree Kumar Bangur, Chairman & Managing Director, Mr. Saurabh Bangur, Joint Managing Director, Mr. Mukesh Jain, Director - Commercial & Chief Financial Officer and Mr. Bijay Kumar Sanku, Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds and 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 authorities including with the Registrar of Companies along with requisite fees, Securities and Exchange Board of India, intimation to the relevant Stock Exchanges in respect of this reappointment, and to comply with all other requirements in this regard.”

The summary of voting results as per Scrutinizer's Report dated October 1, 2022 is given below:

Particulars of Resolutions as given in the Postal Ballot Notice dated August 22, 2022	Votes Cast	Votes of Remote E-voting		% of total number of valid votes cast
		Number of shareholders	Number of votes polled	
Reappointment of Mr. Shree Kumar Bangur (DIN: 00053237) as Chairman & Managing Director of the Company	In favour of	122*	32278688	99.9737
	Against	45*	24975	0.0263
	Invalid including abstained Votes	3#	99	-

\*One Member voted partially “in favour” and partially “against” and as such his number is counted twice.

#One member voted partially “in favour” and abstained from voting for the remaining shares as such his number is counted twice.

## 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)

An ISO 9001:2015, ISO 14001: 2015, ISO 45001: 2018 and FSC® Certified Company



Particulars of Resolutions as given in the Postal Ballot Notice dated August 22, 2022	Votes Cast	Votes of Remote E-voting		% of total number of valid votes cast
		Number of shareholders	Number of votes polled	
Appointment of Ms. Papia Sengupta (DIN: 07701564) as an Independent Director of the Company	In favour of	122	32294766	99.9737
	Against	43	8497	0.0263
	Invalid including abstained Votes	3	499	-
Reappointment of Mr. Sudarshan V. Somani (DIN: 00137568) as an Independent Director of the Company	In favour of	120	32277828	99.9213
	Against	44	25434	0.0787
	Invalid including abstained Votes	4	500	-
Reappointment of Mr. Arun Kumar Sureka (DIN: 00055934) as an Independent Director of the Company	In favour of	115	32243526	99.8151
	Against	49	59736	0.1849
	Invalid including abstained Votes	4	500	-

**For ANDHRA PAPER LIMITED**

Place: Rajahmundry  
Date: October 1, 2022

**BIJAY KUMAR SANKU  
COMPANY SECRETARY**

## **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.andhraper.com](http://www.andhraper.com); Email: [info@andhraper.com](mailto:info@andhraper.com)

An ISO 9001:2015, ISO 14001: 2015, ISO 45001: 2018 and FSC® Certified Company