



March 28, 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: 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 (including e-voting) was conducted as per notice dated January 31, 2022.

The Postal Ballot voting was completed on March 26, 2022 and CS D. Hanumanta Raju, Partner, M/s. D. Hanumanta Raju & Co., Company Secretaries, Scrutinizer submitted his report on March 28, 2022. As per his report, the Special Resolutions "Appointment of Mr. Virendra Sinha (DIN:03113274) and Mr. Sitaram Sharma(DIN:01298299) as Independent Directors of the Company" have been passed with requisite majority.

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**



**ARAVIND MATTA**  
**COMPANY SECRETARY &**  
**VICE PRESIDENT (CORPORATE AFFAIRS)**

Encl: As above.

**ANDHRA PAPER LIMITED**

**(Corporate Identity Number: L21010AP1964PLC001008)**

Regd. Office: Rajamahendravaram – 533 105, East Godavari District, Andhra Pradesh, India.

Tel: +91-883-247 1831 to 1835; Website: [www.andhrapaper.com](http://www.andhrapaper.com)

An ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 and

FSC® Certified Company (FSC® - C084811, FSC® - C119477 & FSC® - C112308)



## **SUMMARY OF PROCEEDINGS OF POSTAL BALLOT (INCLUDING ELECTRONIC VOTING)**

The Board of Directors of Andhra Paper Limited ("the Company") on January 31, 2022 accorded approval to the proposal to conduct Postal Ballot (including e-voting) pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 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 "Appointment of Mr. Virendra Sinha (DIN:03113274) and Mr. Sitaram Sharma (DIN:01298299) as Independent Directors.

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 and Postal Ballot process, in a fair and transparent manner, 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 January 31, 2022.

The Scrutinizer submitted his report as under:

- The e-voting period remained open from Friday, February 25, 2022 at 09.00 A.M. (IST) till Saturday, March 26, 2022 at 05.00 P.M. (IST);
- The Shareholders holding shares as on the "cut off" date i.e., Friday, February 18, 2022 were entitled to vote through e-voting and also through physical Postal Ballot Form on the Special Resolutions as set out in the Notice of Postal Ballot dated January 31, 2022 issued by the Company pursuant to Section 110 of the Act;
- All postal ballot forms received up to 05.00 P.M. (IST) on March 26, 2022, the last date and time fixed by the Company for receipt of the forms, were considered for scrutiny;
- The postal ballot forms received were kept under the safe custody of the Scrutinizer before commencing the scrutiny of such postal ballot forms;
- The postal ballot forms received were duly opened in the presence of the Scrutinizer and scrutinized and the details of shareholders were matched with the Register of Members/Register of Beneficial Owners maintained by the Depositories as on Friday, February 18, 2022;

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- The votes for e-voting process were unblocked on March 26, 2022 at 05.01 P.M. (IST) in the presence of two witnesses, Ms. Namrata Soni and Ms. Ashdeep Kaur who are not in the employment of the 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 Private Limited, E-voting Service Provider, i.e. <https://evoting.kfintech.com>; and
- Further, upto March 26, 2022 till 05.00 P.M. (IST) the last date and time for the receipt of Postal Ballot Form and end of e-voting period, 19 shareholders voted through postal ballot process and 91 shareholders voted through e-voting mechanism.

On the basis of the Scrutinizer’s Report dated March 28, 2022 for the e-voting and Postal Ballot which were conducted between February 25, 2022 and March 26, 2022 (both days inclusive), Mr. Aravind Matta, Company Secretary & Vice President (Corporate Affairs) declared the results of voting on March 28, 2022 that the following Special Resolutions as set out in the Postal Ballot Notice dated January 31, 2022 have been duly passed on March 26, 2022 with requisite majority:

#### Special Resolutions:

#### 1) APPOINTMENT OF MR. VIRENDRA SINHA (DIN: 03113274) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

“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 pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Virendra Sinha (DIN: 03113274) who has submitted a declaration that he 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 Member under Section 160 of the Act proposing his 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 01.04.2022 to 31.03.2025.

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**RESOLVED FURTHER THAT** Mr. Shree Kumar Bangur, Chairman & Managing Director, Mr. Saurabh Bangur, Joint Managing Director, Mr. Mukesh Jain, Director – Commercial and Mr. Aravind Matta, Company Secretary & Vice President (Corporate Affairs), 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.”

**2) APPOINTMENT OF MR. SITARAM SHARMA (DIN: 01298299) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

**“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 pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sitaram Sharma (DIN: 01298299), who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his 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 01.04.2022 to 31.03.2025 and also that the approval of the shareholders be and is hereby accorded for appointment and continuation of Mr. Sitaram Sharma as Director, who has attained the age of seventy five years, in terms of Regulation 17(1A) of SEBI LODR Regulations.

**RESOLVED FURTHER THAT** Mr. Shree Kumar Bangur, Chairman & Managing Director, Mr. Saurabh Bangur, Joint Managing Director, Mr. Mukesh Jain, Director – Commercial and Mr. Aravind Matta, Company Secretary & Vice President (Corporate Affairs), 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.”

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The summary of voting results as per Scrutinizer's Report dated March 28, 2022 is given below:

Particulars of Resolutions as given in the Postal Ballot Notice dated January 31, 2022	Votes Cast	Combined Votes of Remote E-voting and Postal Ballot		% of total number of valid votes cast
		Number of shareholders*	Number of votes polled	
Appointment of Mr. Virendra Sinha (DIN: 03113274) as an Independent Director of the Company	In favour of	98	32667808	99.9998
	Against	13	72	0.0002
	Invalid including abstained Votes	0	0	0
Appointment of Mr. Sitaram Sharma (DIN: 01298299) as an Independent Director of the Company	In favour of	100	32667833	99.9999
	Against	11	47	0.00001
	Invalid including abstained Votes	0	0	0

\* One shareholder voted partially 'for' and 'against' the Resolutions as such his number is counted twice.



For ANDHRA PAPER LIMITED

ARAVIND MATTA

COMPANY SECRETARY &

VICE PRESIDENT (CORPORATE AFFAIRS)

Place: Hyderabad

Date: March 28, 2022

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