



December 27, 2021

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 (East),  
**MUMBAI – 400 051**

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

**(Symbol – ANDHRAPAP Series – EQ)**

Dear Sirs,

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

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The Postal Ballot Notice ("Notice"), along with the other requisite documents, is being sent to all the Shareholders, whose names appear in the Register of Members/Beneficial owners received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, December 24, 2021 (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 Private Limited for the purpose of providing e-voting facility. The voting period commences on Friday, the December 31, 2021 at 9.00 A.M. (IST) and ends on Saturday, the January 29, 2022 at 5.00 P.M. (IST) The results of the Postal Ballot will be declared on or before 5.00 P.M. (IST) Tuesday, February 1, 2022.

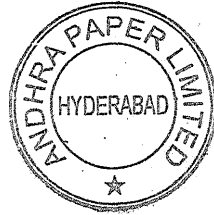
The above information is available on the website of the Company: [www. andhrapaper.com](http://www.andhrapaper.com).

This is for your information and record.

Thanking you,

Yours faithfully,  
For **ANDHRA PAPER LIMITED**

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



CC: (1) National Securities Depositories Limited  
(2) Central Depository Services (India) Limited  
(3) KFin Technologies Private Limited

Encl: As above.

**ANDHRA PAPER LIMITED**

(Formerly known as International Paper APPM Limited)  
(Corporate Identity Number: L21010AP1964PLC001008)

Regd. Office: Rajahmundry – 533 105, East Godavari Dist., Andhra Pradesh, India.

Corp. Office: 8<sup>th</sup> floor, Krishe Sapphire Building, 1-89/3/B40 to 42/KS/801,

Hitec City Main Road, Madhapur, Hyderabad 500081

Tel: +91-40-6810-1200 Fax: +91-40-6810-1255

Website: [www.andhrapaper.com](http://www.andhrapaper.com)

An ISO 9001, ISO 14001, ISO 45001 and FSC® Certified Company (FSC® - C119477)

# Andhra Paper Limited

(Formerly known as International Paper APPM Limited)

Corporate Identity Number: L21010AP1964PLC001008

[An ISO 9001, ISO 14001, ISO 45001 and FSC® Certified Company (FSC®- C119477)]

Registered Office: Rajahmundry - 533 105, East Godavari District, Andhra Pradesh, India

Phone: 0883-2471831 to 1835, Fax: 0883-2461764

Website: www.andhraper.com; E-mail: aravind.matta@andhraper.com

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder,

Notice is hereby given to the Shareholders of Andhra Paper Limited ("**Company**") pursuant to, Section 110 of the Companies Act, 2013 ("**Act**"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions of the Act, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and other applicable laws and regulations, including any statutory modification or re-enactment thereof for the time being in force, that the Special Resolution appended herein below is proposed to be passed by the Shareholders by way of Postal Ballot including Remote e-voting.

The Statement under Section 102(1) of the Act and other applicable provisions, if any, setting out the material facts and reasons for the Resolution is also appended herewith for your consideration, along with a 'Postal Ballot Form' and self-addressed postage pre-paid Business Reply Envelope (BRE).

Further, in compliance with the provisions of Section 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI LODR Regulations, the Company is pleased to offer remote e-voting facility as per the provisions of Section 108 of the Act and Rule 20 of Companies (Management and Administration) Rules, 2014, as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically, instead of filling and dispatching the postal ballot form. Please read carefully the instructions regarding remote e-voting as mentioned in notes to this Notice of Postal Ballot.

Please note that remote e-voting is optional. Shareholders, having shares in demat form or in physical form may vote either by way of Postal Ballot Form or remote e-voting.

The said Notice of Postal Ballot is also available on the website of the Company at www.andhraper.com under 'Investors' section.

### SPECIAL BUSINESS:

#### APPOINTMENT OF MR. MUKESH JAIN (DIN : 0009380039) AS A DIRECTOR AND WHOLE-TIME DIRECTOR

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** Mr. Mukesh Jain (DIN: 0009380039), who was appointed as an Additional Director of the Company by the Board of Directors, effective November 10, 2021, in terms of Sections 149, 152 and 161 (1) of the Companies Act, 2013 ("the Act") and Article 89 of the Articles of Association of the Company, and 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 appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196 and 197, other applicable provisions of the Act and Rules made thereunder, read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the shareholders of the Company be and is hereby accorded for the appointment of Mr. Mukesh Jain (DIN : 0009380039) as Whole-time Director of the Company, designated as Director - Commercial, for a term of three years, effective November 10, 2021, on such terms and conditions including remuneration, as set out in the Explanatory Statement annexed to this Notice, and also for payment of the said remuneration as minimum remuneration in the event of loss or inadequacy of profits in any financial year during his tenure of appointment, with authority to the Board of Directors (hereinafter referred to as "the Board", which term shall include any Committee thereof) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Mukesh Jain."

By the order of the Board  
For ANDHRA PAPER LIMITED

Aravind Matta  
Company Secretary &  
Vice President (Corporate Affairs)

Place: Hyderabad  
Date: December 10, 2021

## NOTES:

1. The Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014, is annexed and forms part of this Notice.
2. The information, pursuant to Regulation 36 (3) of the SEBI LODR Regulations and Secretarial Standard – 2, in respect of the Director seeking appointment is given as Annexure 1 to this Notice.
3. The additional information as required under Schedule V of the Act is given as Annexure 2 to this Notice.
4. Mr. D. Hanumanta Raju (Membership No. FCS 4044 and PCS No. 1709), Partner, M/s. D. Hanumanta Raju & Co., Company Secretaries, B-13, F-1, P.S. Nagar, Vijayanagar Colony, Hyderabad - 500 057 has been appointed as a Scrutinizer to scrutinize the Postal Ballot process, including remote e-voting in a fair and transparent manner.
5. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Shareholders of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories, as on Friday, December 24, 2021.
6. The voting rights of Shareholders shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on Friday, December 24, 2021.
7. The Postal Ballot Notice is being sent by e-mail to those Shareholders who have registered their e-mail addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For Shareholders whose e-mail ids are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope (BRE).
8. In compliance with provisions of Sections 108 and 110 of the Companies Act, 2013 read with Regulation 44 of SEBI LODR Regulations, Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended up to date & Secretarial Standard - 2 issued by the Institute of Company Secretaries of India on General Meetings ("SS - 2"), the Company is also offering remote e-voting facility to enable the Shareholders to cast their votes electronically. KFin Technologies Private Limited, Hyderabad ("KFintech") has been appointed for facilitating remote e-voting to enable the shareholders to cast their votes electronically. However, remote e-voting is optional.
9. The Shareholders who have received Postal Ballot Notice by e-mail and wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.kfintech.com> or seek Postal Ballot Form from RTA viz., KFin Technologies Private Limited, Selenium Tower B, Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032, fill-in the details and send the same to the Scrutinizer.
10. Kindly note that the Shareholders can opt ONLY ONE MODE OF VOTING, i.e. either by Physical Ballot or E-voting. If you are opting for remote e-voting, then do not vote by Physical Ballot and *vice-versa*. However, in case Shareholders cast their vote by both Physical Ballot and remote e-voting, then vote cast through remote e-voting will be treated as valid.
11. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the enclosed BRE to the Scrutinizer on or before the close of working hours i.e. 05.00 P.M. (IST) on Saturday, January 29, 2022. **Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.**
12. Remote e-Voting period commences on Friday, December 31, 2021 at 09.00 A.M. (IST) and ends on Saturday, January 29, 2022 at 05.00 P.M. (IST) and the remote e-voting module shall be disabled by KFintech thereafter. For the avoidance of doubt, it is hereby clarified that the voting shall not be allowed beyond the said date and time.
13. The results of the Postal Ballot shall be declared, either by the Chairman or by a person so authorized by him in this regard, on or before Tuesday, February 1, 2022, by or before 05.00 P.M. (IST) and also displayed on notice board of Registered Office of the Company. The results of the Postal Ballot shall be hosted on the website of the Company [www.andhraper.com](http://www.andhraper.com) and of RTA at <https://evoting.kfintech.com> and simultaneously communicated to the Stock Exchanges, where the securities of the Company are listed. If the proposed Resolution is assented by requisite majority, it shall be deemed to have been duly passed on Saturday, January 29, 2022.
14. 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 12.00 Noon (IST) on all working days (except Saturdays, Sundays and public holidays) upto the date of declaration of the results of Postal Ballot.
15. For remote e-voting, please read carefully the "Procedure/instructions for remote e-voting" enumerated herein:

## PROCEDURE/INSTRUCTIONS FOR REMOTE E-VOTING:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

The details of the process and manner for remote e-Voting are explained herein below:

**Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access to KFintech e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders holding shares in demat mode.

## Step 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".</li> <li>IV. Click on company name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>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>.</li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in point 1.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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.</li> <li>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>II. Click on New System Myeasi.</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>II. Provide your Demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress.</li> </ol>
Individual Shareholders login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>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.</li> <li>III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

### Important note:

Shareholders who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders 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 No.: <b>1800 1020 990 and 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 or 022-23058542-43</b>

## **Step 2 : Login method for e-Voting for shareholders, holding shares in physical mode and non-individual shareholders holding shares in demat mode.**

(A) Shareholders 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://emeetings.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) xxxx, 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 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 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., 'xxxx – 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 mentioned herein above. You may also choose the option ABSTAIN. If the Shareholder 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 accounts.
- ix. In case you do not desire to cast your vote on the 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, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the Resolution.
- xii. Corporate/Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id: [chr300@gmail.com](mailto:chr300@gmail.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."

**(B) For Shareholders whose E-mail Ids are not registered with the Company/ Depositories:** Shareholders will receive Postal Ballot Notice providing EVEN, User ID and Password. Use the initial password that was provided in the letter for remote e-voting and follow all steps as given in Sr. No. i to Sr. No. xii above, to cast your vote.

If you have already registered with KFintech for e-voting, then you can use your existing user ID and password for casting your vote.

In case of any query or grievance, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the website of KFintech viz. <https://evoting.kfintech.com/public/Faq.aspx>. Shareholders may call KFintech toll free number 1-800-309-4001 or send an e-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for all e-voting related matters. Further, the Shareholders can also contact Mr. Y. Ashok Babu, Secretarial Department, Andhra Paper Limited, Rajahmundry – 533 105, East Godavari District, Andhra Pradesh or call on 0883-2471831 to 1835.

## **Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013 ("Act")**

Pursuant to Sections 149, 152, 161 and other applicable provisions (including any statutory modification or re-enactment thereof) of the Companies Act ("Act"), Rules framed thereunder and Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Shareholders, the Board of Directors of the Company at their Meeting held on November 8, 2021 has appointed Mr. Mukesh Jain (DIN: 0009380039) as an Additional Director, effective November 10, 2021. Further, pursuant to the provisions of Sections 196 and 197 of the Act and Schedule V under the Act, he was also appointed as a Whole-time Director, designated as Director-Commercial, for a term of three years, effective November 10, 2021. A notice under Section 160(1) of the Act has been received from a Shareholder of the Company signifying his intention to propose the name of Mr. Mukesh Jain as Director of the Company. His office shall be liable to retire by rotation.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") as amended, the Company shall obtain the approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, and hence we seek consent of shareholders by way of Special Resolution through Postal Ballot, for the proposed business.

Key terms and conditions governing the appointment of Mr. Mukesh Jain, Director – Commercial:

1.	Term	Three years from November 10, 2021
2.	Remuneration including all the allowances, MIP and benefits such as Provident Fund and Gratuity etc.	Rs.90,00,000/- per annum, with such increases as may be approved by the Board on the recommendation of Nomination and Remuneration Committee.  In the above proposed remuneration, fixed and performance linked incentive (MIP) components are Rs.74,32,350/- and Rs.15,67,650/- respectively.
3.	Medi-claim, Life insurance and personal accident insurance	As applicable to Senior Staff of the Company
4.	Leave	As per Rules applicable to Senior Staff of the Company
5.	Remuneration payable in the event of loss or inadequacy of profits	The above remuneration is payable as minimum remuneration, in the event of loss or inadequacy of profits, with the approval of Shareholders by Special Resolution
6.	Other benefits, amenities, facilities and perquisites	As per the Policies of the Company
7.	Other conditions	Shall not be paid any sitting fees for attending the Meetings of Board of Directors and Committees of Board
8.	Termination of Contract of appointment	May be terminated by either party by giving three months' notice in writing to the other party

Mr. Mukesh Jain shall, during the term of office as –Whole-time Director, be liable to retire by rotation and his reappointment as Director, upon retirement by rotation, shall not be deemed to constitute a break in his office of –Whole-time Director.

The Board commends the Special Resolution for approval by the Shareholders, as it considers that his association would be of immense benefit to the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Mukesh Jain, are in anyway, concerned or interested, financially or otherwise, in the Resolution set out in the Notice.

## Annexure 1

### **Particulars of Mr. Mukesh Jain (Pursuant to Regulation 36 of SEBI LODR Regulations and Secretarial Standard - 2)**

1.	Name of the Director	Mr. Mukesh Jain
2.	DIN	0009380039
3.	Date of Birth	April 20, 1966
4.	Qualifications	B. Com; ACA
5.	Experience in specific functional areas	26 years of vast expertise in the fields of Global Commercial Operations, Global Strategic & Financial Planning, Budgeting and Costing Analysis, Accounts & Finance, Auditing, Taxation, Fund Management, Systems Development, Global Logistics and Supply Chain Management etc.
6.	First date of appointment	November 10, 2021
7.	Relationship with other Directors and Key Managerial Personnel of the Company	None
8.	Number of shares held in the Company	Nil
9.	Directorships held in other Listed Companies & Listed Companies from which he resigned in the past 3 years	Nil
10.	Chairmanship/Membership of the Committees in other listed companies	Nil
11.	Number of Board Meetings attended during the year 2020-21	Not Applicable
12.	Details of Remuneration sought to be paid	Details are provided in the explanatory statement to this Notice

## Additional information as required under Schedule V to the Act

<b>1. General Information</b>		
1.	Nature of industry	Manufacture of Pulp, Paper and Paper Board
2.	Date or expected date of commencement of commercial production	Incorporation of Company on June 29, 1964 Commencement of Business on July 10, 1964
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given Indicators	The key performance indicators of the Company during the previous three years are given under:

Particulars	2018-2019 (Rs. In lakhs)	2019-2020 (Rs. In lakhs)	2020-2021 (Rs. In lakhs)
Revenue from Operations	1,42,733.32	1,26,969.57	88,674.83
Other Income	1,458.84	1,454.25	1,521.79
Earnings before interest, depreciation and taxation	39,316.53	31,702.33	7,610.78
Earnings before exceptional items and taxation	31,675.78	23,580.35	(178.94)
Exceptional Items	(542.61)	0.00	(440.85)
Profit / (Loss) before Tax	31,133.17	23,580.35	(619.79)
Tax expenses	11,125.51	2,287.92	(159.93)
Profit / (Loss) after tax	20,007.66	21,292.43	(459.86)
Other Comprehensive income / (Loss)	(27.58)	(87.75)	396.08
Total Comprehensive income / (Loss) for the year	19,980.08	21,204.68	(63.78)
Foreign investments or Collaborations, if any	The Company has no foreign investments as on the date of this notice. Further the Company is not a party to any Foreign Collaborations as on the date of this notice. The total foreign investment in the Company as per latest shareholding, is to the extent of 1,33,848 equity shares of Rs.10/- each, constituting 0.34% of the paid up capital of the Company		

<b>2. Information about the appointee</b>		<b>Particulars</b>
1.	Name of the appointee	Mr. Mukesh Jain
2.	Background details	Mr. Mukesh Jain is designated as the Director-Commercial of the Company.  Mr. Mukesh Jain is an Indian National and is a Chartered Accountant, having professional experience of 26 years with organizations of high repute.  Prior to this appointment, he was associated with major Corporates viz. Aditya Birla Group, Bajaj Corp Limited, Jaypee Infratech Limited, Secure Meters Limited, Liberty Phosphate Limited, etc., leading, <i>inter alia</i> , Commercial, Accounts and Finance functions
3.	Past remuneration	Mr. Mukesh Jain has joined the Company, effective September 1, 2021, as President – Commercial, with the same remuneration as is being proposed for his appointment as Director – Commercial
4.	Recognition or awards	NIL
5.	Job profile and his suitability	The Director will be responsible for overall Commercial and Operations functions of the Company. The Company will be benefitted from Mr. Mukesh Jain's vast experience and expertise in the fields of Global Commercial Operations, Global Strategic & Financial Planning, Budgeting and Costing Analysis, Accounts & Finance, Auditing, Taxation, Fund Management, Systems Development, Global Logistics and Supply Chain Management etc.
6.	Remuneration proposed	Details have been mentioned in the explanatory statement to the Notice

7.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin)	<p>The remuneration proposed to be paid is within the scope and limits laid under Sections 197 and 198 of the Act, read with Schedule V and other applicable provisions under the Act. Considering the dynamic responsibilities shouldered by him, the enhanced business activities and future plans of the Company, the proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.</p> <p>Comparative Remuneration in the industry (Based on the data available in public domain);  <b>JK Paper Limited – (Total Income in FY 2020-21: ~Rs.2811 crore)</b>  Mr. Amar Singh Mehta, President &amp; Director, Remuneration drawn ~Rs.3.8 crore (FY 2020-21)</p> <p><b>West Coast Paper Mills Limited - (Total Income in FY 2020-21: ~Rs.1378 crore)</b>  Mr. Rajendra Jain, Executive Director, Remuneration drawn ~Rs.1.9 crore (FY 2020-21)</p>
8.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	None

<b>3. Other information</b>		
1.	Reasons of loss or inadequate profits	<p>The Company incurred marginal losses during the year 2020-2021 due to COVID 19 and consequential restrictions on the overall economy, including Corporate and Education sectors.</p> <p>It may be pertinent to note that during the three financial years, prior to 2020-21, the Company has made good profits</p>
2.	Steps taken or proposed to be taken for improvement	<p>The Company is optimistic on the profitability for the current financial year, due to eased and improved market conditions. Further the Company recorded a profit of ~Rs.45 Crores (as per the Unaudited Financial Results published to the Stock Exchanges), during the first half year of the financial year 2021-22</p>
3.	Expected increase in productivity and profits in measurable terms.	<p>The recovery of the Business, during the financial year 2021-22 has been encouraging and is evident from the profits published for the first half year of the financial year 2021-22.</p> <p>However, at this point in time, the Company would not be in a position to comment on the overall increase in the productivity/ profitability for the financial year, as it is based on various external and internal factors, including prospective pandemic induced restrictions and resultant impact, if any</p>

<b>4. Disclosures</b>		
1.	Remuneration Package of the Managerial Person and also of all the Directors	<p>Remuneration Package of Managerial Personnel:</p> <ul style="list-style-type: none"> <li>• Mr. Shree Kumar Bangur, Chairman &amp; Managing Director – Nil</li> <li>• Mr. Saurabh Bangur, Joint Managing Director – Rs.1.5 crore p.a. and Commission @ 1% on the net profits of the Company, calculated u/s 198 of the Act.</li> </ul> <p>Other Directors:</p> <p>Except sitting fees, as per the limits prescribed under the Act, no remuneration is proposed to be paid to other Directors</p>



2.	Details of fixed component and performance linked incentives along with the performance criteria	The details of total Remuneration including fixed components and performance linked incentives (MIP) are provided in the explanatory statement to this Notice. The criteria for payment of Performance Linked Incentive (MIP) shall be decided every year, by the Nomination and Remuneration Committee/ Board of Directors of the Company, based on various parameters and having regard to the performance of the appointee Director
3.	Service contracts, notice period, severance fees	The appointment can be terminated by a notice of three months by either party.  No severance fees is payable
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Nil

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

**Aravind Matta  
Company Secretary &  
Vice President (Corporate Affairs)**

Place: Hyderabad  
Date: December 10, 2021

