



February 22, 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: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

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/List of Beneficial owners received from the National Securities Depository Limited and Central Depository Services (India) Limited as on Friday, February 18, 2022 (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, Hyderabad for the purpose of providing e-voting facility. The voting period commences on Friday, February 25, 2022 at 09.00 A.M. (IST) and ends on Saturday, March 26, 2022 at 05.00 P.M. (IST). The results of the Postal Ballot will be declared on or before Tuesday, March 29, 2022. 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**

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



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

**ANDHRA PAPER LIMITED**

(Corporate Identity Number: L21010AP1964PLC001008)

[An ISO 9001, ISO 14001, ISO 45001 and FSC® Certified Company (FSC® - C084811)]

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

Tel: +91-883-2471831 to 1835; Fax: +91-883-2461764; Website: [www.andhrapaper.com](http://www.andhrapaper.com)



(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 Resolutions appended herein below are 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 Resolutions 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 the 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, holding 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](http://www.andhraper.com) under 'Investors' section.

**SPECIAL BUSINESS:**

**Item No. 1**

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

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

**"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.

**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."

## Item No.2

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

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

**"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."

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

Place: Rajahmundry  
Date: January 31, 2022

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

#### 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 Directors seeking appointment is attached as Annexure - 1 to this Notice.
3. 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.
4. 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, February 18, 2022.
5. The voting rights of Shareholders shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on cut-off date i.e. Friday, February 18, 2022.
6. 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).
7. 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.
8. 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 KFin Technologies Private Limited, Selenium Tower B, Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032, Registrar & Transfer Agent ("KFintech") fill-in the details and send the same to the Scrutinizer.
9. 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.
10. 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, March 26, 2022. **Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.**
11. Remote e-Voting period commences on Friday, February 25, 2022 at 09.00 A.M. (IST) and ends on Saturday, March 26, 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.
12. 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, March 29, 2022, 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 at <https://andhrpaper.com> and of KFintech at <https://evoting.kfintech.com> and simultaneously communicated to the Stock Exchanges, where the securities of the Company are listed. If the proposed Resolutions are assented by requisite majority, they shall be deemed to have been duly passed on Saturday, March 26, 2022.
13. 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.
14. 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	<ol style="list-style-type: none"><li><b>1. User already registered for IDeAS facility:</b><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></li><li><b>2. User not registered for IDeAS e-Services</b><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></li><li><b>3. Alternatively, by directly accessing the e-Voting website of NSDL</b><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></li></ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li><b>1. Existing user who have opted for Easi/Easiest</b><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></li><li><b>2. User not registered for Easi/Easiest</b><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></li><li><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b><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></li></ol>

Type of shareholders	Login Method
Individual Shareholders login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. 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.

**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 Resolutions, 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 Resolutions, 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 Resolutions.
- 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 E-mail id: [dhr300@gmail.com](mailto:dhr300@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”)**

### **Item Nos.: 1 & 2**

Mr. Praveen P. Kadle (DIN: 00016814) and Mr. Adhiraj Sarin (DIN: 00140989), Independent Directors, are going to complete their second term as Independent Directors on March 31, 2022.

It is, therefore, proposed to appoint Mr. Virendra Sinha (DIN: 03113274) and Mr. Sitaram Sharma (DIN: 01298299) as Independent Directors of the Company, effective April 1, 2022, to ensure composition of the Board and Board Committees as per the Companies Act, 2013 (“Act”), Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

Pursuant to Sections 149, 150, 152 and other applicable provisions (including any statutory modification or re-enactment thereof) of the Act, Rules framed thereunder and Articles of Association of the Company, the Nomination and Remuneration Committee at its Meeting held on January 31, 2022 considered and recommended the appointment of Mr. Virendra Sinha (DIN: 03113274) and Mr. Sitaram Sharma (DIN: 01298299) as Independent Directors of the Company, and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their Meeting held on January 31, 2022 further considered and recommended to the Shareholders their appointment as Independent Directors of the Company, for a term of three consecutive years from 01.04.2022 to 31.03.2025, not liable to retire by rotation. Notice under Section 160(1) of the Act has been received from a Member proposing Mr. Virendra Sinha and Mr. Sitaram Sharma as candidates for the offices of Independent Directors of the Company.

The Company has also received declarations from Mr. Virendra Sinha and Mr. Sitaram Sharma, that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the SEBI LODR Regulations. In the opinion of the Board, Mr. Virendra Sinha and Mr. Sitaram Sharma fulfill the conditions specified in the Act and the Rules made thereunder and SEBI LODR Regulations for their appointment as Independent Directors of the Company and are independent of the management.

Further, prior approval of the shareholders by a Special Resolution, in terms of Regulation 17(1A) of SEBI LODR Regulations, is also being sought for appointment of Mr. Sitaram Sharma who has attained the age of seventy-five years. Mr. Sitaram Sharma has rich and varied experience as an entrepreneur with proven business acumen and he is serving as Director on the Boards of various other Companies. In the opinion of the Board, it would be in the best interests of the Company to avail his considerable expertise.

The terms and conditions in relation to the appointment of Independent Directors would be available for inspection by the shareholders, without any fees, 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.

This Statement may also be regarded as an appropriate disclosure under the SEBI LODR Regulations.

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

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Virendra Sinha and Mr. Sitaram Sharma are in anyway, concerned or interested, financially or otherwise, in the aforesaid Resolutions as set out in the Notice.

By the order of the Board  
For ANDHRA PAPER LIMITED

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

Place: Rajahmundry  
Date: January 31, 2022

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

<b>Name of the Director</b>	<b>Mr. Virendra Sinha</b>	<b>Mr. Sitaram Sharma</b>
DIN	: 03113274	01298299
Date of Birth & Age	: 13/07/1955 & 66 years	09/01/1947 & 75 years
Qualifications	: B.A, MBA	B.Com, MBA
Experience/Nature of Expertise in specific functional areas	: He has over 45 years of professional experience, with over 25 years of rich experience in leadership roles in Logistics Infrastructure & Services, Business Restructuring, Finance, Corporate Strategy & Business Operations etc.,  He served as former Chairman & Managing Director of Balmer Lawrie & Co. Limited and also as Joint Managing Director of e-Trans Solutions Private Limited	He is an entrepreneur with proven business acumen.  He has rich experience in Government Relations, General Management, Corporate Strategy, Operations and Commercial functions
First date of appointment	: April 1, 2022	April 1, 2022
Relationship with other Directors and Key Managerial Personnel of the Company	: None	None
Number of shares held in the Company, including shareholding as a beneficial owner	: NIL	NIL
Directorships held in other Companies including Listed Companies & Listed Companies from which resigned in the past 3 years	: 1. Texmaco Rail & Engineering Limited (Listed Company) 2. TM International Logistics Limited 3. e-Trans Solutions Private Limited  During the last three years, he did not resign from any of the Listed Companies	1. R S Finance Private Limited 2. Mironda Minmetals Private Limited (Formerly Mironda Trade & Commerce Private Limited) 3. Malvika Commercial Private Limited 4. Contemporary News Private Limited 5. Business Economics Publication Private Limited  During the last three years, he did not resign from any of the Listed Companies
Chairmanship/Membership of the Committees in other Companies including Listed Companies	: TM International Logistics Limited - Chairman of Audit Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee	NIL
Number of Board Meetings attended during the year 2021-22	: Not Applicable	Not Applicable

Name of the Director	Mr. Virendra Sinha	Mr. Sitaram Sharma
Terms & Conditions and details of Remuneration sought to be paid	<p>He is not liable to retire by rotation and is proposed to be appointed for a term of 3 years.</p> <p>No remuneration is payable except sitting fees for attending the Board and Committee Meetings.</p>	<p>He is not liable to retire by rotation and is proposed to be appointed for a term of 3 years.</p> <p>No remuneration is payable except sitting fees for attending the Board and Committee Meetings.</p>
Skills and capabilities required and the manner in which he meets the requirements	<p>The Company expects from the appointee Director a rich set of skills, knowledge and experience, inter alia, in Business Restructuring, Finance and Corporate Strategy functions.</p> <p>The Company strongly believes that Mr. Virendra Sinha with his rich experience of leading Businesses / Companies at the helm, brings in the aforesaid set of requirements.</p>	<p>The Company expects from the appointee Director a rich set of skills, knowledge and experience, inter alia, in Government Relations, Corporate Branding, Overall Management and Corporate Strategy functions.</p> <p>The Company strongly believes that Mr. Sitaram Sharma being a self-made entrepreneur and Director of several Companies brings in the aforesaid set of requirements.</p>
Justification for choosing the Appointee	<p>In the opinion of the Board, the appointee Director's expertise and experience would be of immense benefit to the Company. The Board believes that their association would bring independent judgement on the board and committees in which they would be appointed and that they can appropriately balance the skills, experience and knowledge requirements. This would enable the Board to discharge its functions and duties effectively .</p>	





# Notes

A series of horizontal dotted lines for writing notes.