



July 19, 2024

BSE Limited,
14th Floor, P.J. Towers,
Dalal Street,
MUMBAI - 400 001
(Scrip Code No. 502330)

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra-Kurla Complex,
Bandra (E), MUMBAI - 400 051
(Symbol – ANDHRAPAP; Series – EQ)

Dear Sirs,

Sub: Notice of the 60th Annual General Meeting ('AGM') of the Company for FY 2023- 24

Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith the Notice along with Explanatory Statement of the 60th AGM of the Company to be held on Monday, August 12, 2024 at 11.30 a.m. (IST) through Video Conferencing / Other Audio Visual Means. The said Notice forms part of the Annual Report 2023-24.

The said Notice will also be available on the website of the Company, i.e., www.andhrapaper.com.

Please take the above 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.andhrapaper.com; Email: info@andhrapaper.com

An ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 Certified Company



ANDHRA PAPER LIMITED

(CIN: L21010AP1964PLC001008)

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

Notice of Annual General Meeting

NOTICE is hereby given that the 60th Annual General Meeting of the Members of Andhra Paper Limited (“The Company”) will be held on **Monday, August 12, 2024 at 11.30 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of Board of Directors and Auditors thereon.
2. To declare a final dividend of ₹ 10 per equity share of face value of ₹ 10 each, of the Company for the financial year ended March 31, 2024.
3. To appoint a Director in place of Mr. Mukesh Jain (DIN: 09380039) who retires by rotation and being eligible offers, himself for re-appointment.

SPECIAL BUSINESS

4. **SUB-DIVISION OF EACH OF THE ONE (1) FULLY PAID EQUITY SHARE OF THE COMPANY HAVING FACE VALUE OF ₹ 10 (RUPEES TEN) INTO 5 (FIVE) FULLY PAID EQUITY SHARES HAVING FACE VALUE OF ₹ 2 (RUPEES TWO) EACH.**

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Share Capital and Debentures) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory authorities or bodies, the approval of the Members of the Company be and is hereby accorded for sub

division/split of each of the one (1) fully paid-up equity share of the company having face value of ₹ 10 (Rupees Ten) into 5 (Five) fully paid-up Equity Shares having face value of ₹ 2 (Rupees Two) each, with effect from the ‘Record Date’ to be determined for this purpose.

RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid with face value of ₹ 2 (Rupees two only) each

- a. **For the equity shares held in physical form:** The existing Share Certificate(s) in relation to the said Equity Shares of the face value of ₹ 10 (Rupees Ten only) each, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s) shall issue the new share certificate(s) of the Company and shall comply with the prevailing laws/ guidelines in this regard; and
- b. **For the Equity Shares held in dematerialized form:** The sub-divided Equity Shares shall be credited proportionately into the respective beneficiary demat accounts of the Members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT Mr. Shree Kumar Bangur, Chairman & Managing Director, Mr. Saurabh Bangur, Joint Managing Director, Mr. Mukesh Jain, Executive Director, Mr. Rajesh Bothra, Chief Financial Officer and Mr. Bijay Kumar Sanku, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to

do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of Equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re enactment(s) thereof, for the time being in force) and the applicable provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time and such other approvals, consent, permissions and sanctions as may be necessary from the concerned authorities or bodies, the approval of the members be and is hereby accorded that the existing Clause V of the Memorandum of Association of the Company by substituting with the following clause:

- V. The Authorised Capital of the Company is ₹ 45,00,00,000 (Rupees Forty Five Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of face value of ₹ 2 (Rupees Two only) each and ₹ 5,00,00,000 (Rupees Five crores only) divided into 5,00,000 (Five Lakhs) Redeemable Cumulative Preference Shares of face value of ₹ 100 (Rupees Hundred only) each with a power to increase or reduce or modify the said Capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Shree Kumar Bangur, Chairman & Managing Director, Mr. Saurabh Bangur, Joint Managing Director, Mr. Mukesh Jain, Executive Director, Mr. Rajesh Bothra, Chief Financial Officer and Mr. Bijay Kumar Sanku, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, intimations to stock exchanges), in connection with the amendment of Memorandum of Association of the Company”.

6. RE-APPOINTMENT OF MR. MUKESH JAIN (DIN: 09380039) AS EXECUTIVE DIRECTOR

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

“**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 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] and enabling provisions of the Articles of Association of the Company, approval of the Company be and is hereby accorded for re-appointment of Mr. Mukesh Jain (DIN: 09380039) as Whole time Director designated as Executive Director of the Company for a further period of 3 years with effect from November 10, 2024 to November 9, 2027, liable to retire by rotation, on such terms and conditions including remuneration, as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profit in any financial year, during the currency of tenure of Mr. Mukesh Jain (DIN: 09380039) as Whole Time Director designated as Executive Director, he shall be paid remuneration as specified under Section II of Part II of Schedule V of the Act, or within such ceilings as may be prescribed from time to time as minimum remuneration notwithstanding the absence or inadequacy of profit in any year.

RESOLVED FURTHER THAT Mr. Mukesh Jain, Executive Director and Mr. Bijay Kumar Sanku, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

7. RATIFICATION OF REMUNERATION OF COST AUDITORS

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

“**RESOLVED THAT** pursuant to Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force] the remuneration of ₹ 4.00 lakhs plus applicable taxes and reimbursement of out-of-pocket expenses, as approved by the Board of Directors of the Company, to be paid to M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad, Cost Auditors (Firm Registration No. 000042) to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2025 be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board
For Andhra Paper Limited

Bijay Kumar Sanku
Company Secretary
M.No A15449

Registered Office:

Rajahmundry - 533 105
East Godavari District, Andhra Pradesh, India
May 14, 2024

Notes

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**The Act**”) in respect of Item Nos. 4 and 7 as per Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**The SEBI LODR Regulations**”), setting out the details relating to Special business is annexed hereto. Further, disclosures as required under the SEBI LODR Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’) with respect to details of appointee Director are provided in **Annexure-1** to this Notice and The additional information as required under Schedule V of the Act is given as **Annexure 2** to this Notice.
- The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 09/2023 dated September 25, 2023 read with the General Circulars dated December 28, 2022, May 5, 2022, January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as “**MCA Circulars**”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Act, the SEBI LODR Regulations and MCA circulars, the AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
- In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD -2/P/CIR/2023/167 dated October 07, 2023, Notice of the 60th AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 shall also be available on the Company’s website: <https://www.andhrapaper.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively, and on the website of M/s. Kfin Technologies Limited(Kfintech) at <https://www.evoting.kfintech.com>.
- However, the Company shall send a hard copy of the Notice of 60th AGM along with Annual Report 2023-24 to those Shareholders who request for the same. Shareholders who require a hard copy of the 60th AGM Notice and Annual Report may send their requests to the E-mail ID: aplinvestorrelations@andhrapaper.com.
- M/s. Kfin Technologies Limited RTA (Kfintech) will be providing facilities for voting through remote e-voting, for participation in the 60th AGM through VC/OAVM and e-voting during the AGM (“Insta Poll”).

6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative(s) to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to dh300@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format 'APL_ EVEN NO.'
8. Electronic copy of all the documents referred to in the Notice of the 60th AGM or the Explanatory Statement thereto, shall be made available for inspection to Members upon login at KFinTech's e-voting platform at <https://www.evoting.kfintech.com> during the remote e-voting period and up to the date of the 60th AGM.
9. Electronic copy of the 'Register of Directors and Key Managerial Personnel and their Shareholding' maintained under Section 170 of the Act and the 'Register of Contract or Arrangements' in which Directors of the Company are interested under Section 189 of the Act, shall be accessible to Members during 60th AGM, on the e-AGM platform.
10. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
11. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares, Members are advised to dematerialise the shares held by them in physical form. The ISIN in respect of equity shares is INE435A01028.
12. Securities and Exchange Board of India (SEBI) rescinding all its previous circulars, issued Master circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 updated standardized Common and Simplified Norms for processing Investors' service request by RTAs and norms

for furnishing PAN, KYC details and Nomination inter alia mandated:

- a. Furnishing of PAN, contact details, bank account details and nomination by shareholders holding shares in physical form;
- b. Any service request shall be entertained only upon registration of the PAN, Bank details and the nomination;
- c. to ensure that Shareholder's PAN is linked to his/her Aadhaar by March 31, 2023 or any other date as may be specified by the Central Board of Direct Taxes to avoid to freezing of your folio.

SEBI vide circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 extended the last date for submission of PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers to December 31, 2023.

SEBI vide circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 decided to do away with the provision of freezing of folios in absence of KYC up-dation.

Members holding shares in physical form are requested to notify any change in their address, updation of bank particulars / NECS mandate, Mobile Number, Registration of Nomination and change in signature immediately to the Registrar and Transfer Agents, KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 ("RTA") in the formats as given below:

Sl. No.	Particulars	Form No.
1	PAN	
2	Address	
3	E-mail address	
4	Mobile Number	ISR-1
5	Demat account details	
6	Bank account details	
7	Updation/Registration of Signature	ISR-2
8	Nomination details *	SH-13
9	Declaration to opt out nomination *	ISR-3

* In case you are opting out for giving nomination, please submit Form ISR-3 and Form SH-13 need not be submitted.

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz.

Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service request by submitting a duly filled and signed Form ISR – 4 and Form ISR-5 for transmission cases.

The above said forms can be downloaded from the website of the Company at <https://www.andhrapaper.com> and RTA at <https://www.kfintech.com>.

14. The Securities and Exchange Board of India (“SEBI”) vide its circular dated July 31, 2023 has introduced a common Online Dispute Resolution Portal (“ODRP”) to facilitate online resolution of all kinds of disputes arising in the Indian Securities Market. The ODRP provides members with an additional mechanism to resolve their grievances. Any unresolved issues pertaining to any service related complaints between members and listed entity including its Registrar & Share Transfer Agents in the securities market, will be resolved in accordance with the abovementioned SEBI Circular.

In order to make members aware about the ODR mechanism, the process is given below:

Level 1 - Raise with the Company / KFin Technologies Limited [Registrar and Transfer Agent (“RTA”): Initially, all grievances/ disputes/ complaints against the Company/RTA are required to be directly lodged with the Company / RTA. Members may lodge the same by sending an email to einward.ris@kfintech.com or by sending physical correspondence at: KFin Technologies Limited Selenium Building, Tower B, Plot 31-32, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 Toll Free No. : 1800 309 4001 E-mail Address : einward.ris@kfintech.com Website : www.kfintech.com.

Level 2 - SEBI Complaints Redress Systems (“SCORES”): The grievances/ disputes/ complaints which remain unresolved at Level 1, or if the member is not satisfied with the resolution provided by the Company/ RTA, then a complaint may be raised on SCORES platform of SEBI which can be accessed at <https://www.scores.gov.in>.

Level 3 - ODR Platform: In case the member is not satisfied with the resolution provided at Level 1 or 2, then the online dispute resolution process can be initiated through the ODR portal.

Important notes with respect to ODR portal are as under:

- a) The link to access the ODR Portal as well as modalities and operational guidelines of the ODRP including timelines for review/resolution of complaints filed through the portal, manner of proceedings to be conducted by the ODR institutions, roles and responsibilities of Market Infrastructure Intermediaries, Code of conduct for Conciliators and Arbitrators etc. as provided in the SEBI Circular(s) are hosted on Company’s website at <https://andhrapaper.com/wp-content/uploads/2023/09/SEBI-Circular-on-Online-Resolution-of-Disputes.pdf>.
 - b) It may be noted that the dispute resolution through the ODR portal can be initiated only if such complaint / dispute is not pending before any arbitral process, court, tribunal or consumer forum or if the same is non-arbitrable under Indian Law.
 - c) There shall be no fees for registration of a complaint/dispute on the ODR portal, and the fees for conciliation or arbitration process including applicable GST, stamp duty etc. shall be borne by the Investor /Company/other market participant as the case may be. d) For any queries on the above matter, investors may contact the Company’s Registrar & Share Transfer Agent, KFin Technologies Limited at einward.ris@kfintech.com or the Company at: aplinvestorrelations@andhrapaper.com.
15. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF).
16. In terms of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2016 (Rules) notified by Ministry of Corporate Affairs, the Company had transferred equity shares in respect of which dividend had not been paid or claimed by the shareholders for a period of seven consecutive years or more to Investor and Education Protection Fund Authority

(IEPF Authority). The details of the dividend and shares transferred to IEPF Authority and the procedure to claim the dividend and shares from the IEPF Authority are available on the Company's website under Investor Relations. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF- 5 available at <https://www.iepf.gov.in>.

17. Dividend payment and Tax on Dividend:

- i. The Record date for the purposes of this AGM and for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM, is Monday, **August 5, 2024**.
- ii. The dividend, as recommended by the Board of Directors, if declared at the 60th AGM, will be paid within 30 days from the date of declaration as under:
 - (a) To all the Beneficial Owners as at the end of the day on Monday, August 5, 2024, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (b) To all Members, in respect of shares held in physical form, whose names appear in the Register of Members as on Monday, August 5, 2024.

SEBI vide circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) were not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible to receive dividend only through electronic mode with effect from April 01, 2024.

Shareholders are requested to update the KYC details by submitting relevant ISR forms duly filled in along with self-attested supporting proofs. The forms can be downloaded from the website of the RTA.

- iii. Members may note that in terms of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct

tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update/register their valid PAN with the Company/RTA (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).

- iv. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents on the link <https://ris.kfintech.com/form15>, on or before August 05, 2024. Shareholders are requested to note that in case their PAN is not updated/registered, the tax will be deducted at a higher rate of 20%.
- v. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, and any other document which may be required to avail the tax treaty benefits by uploading the documents on or before August 5th, 2024 on the link <https://ris.kfintech.com/form15/>. No communication would be accepted from Members after August 5th, 2024 regarding the tax withholding matters.
- vi. The Resident Non-Individual Members such as Insurance companies, Mutual Funds, Alternative Investment Fund (AIF) and other domestic financial institutions established in India and Non-Resident Non-Individual Members such as Foreign Portfolio Investors may submit the relevant forms, declarations and documents through their respective custodians who are registered with NSDL for tax services, on or before the aforesaid timelines.
- vii. TDS will be deducted at prescribed higher rates for specified persons, as per the provisions of section 206AB of the Income Tax Act, 1961.

18. E-VOTING FACILITY

- i. In compliance with the provisions of Section 108 of the Act read with Rules made thereunder and Regulation 44 of the SEBI LODR Regulations, the Company is offering e-voting facility to all Members of the Company. The voting rights of the Members

shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date i.e. **Monday, August 5, 2024**.

- ii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. **Monday, August 5, 2024** shall only be entitled to avail the facility of remote e-voting/e-voting at the AGM. Kfintech will be facilitating e-voting to enable the Members to cast their votes electronically.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- iii. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 A.M. on Wednesday, August 7, 2024

End of remote e-voting: At 5.00 P.M. on Sunday, August 11, 2024

The remote e-voting will not be allowed/available beyond the aforesaid date and time and the remote e-voting module shall be disabled/blocked by M/s. Kfin Technologies

Limited (Kfintech) upon expiry of aforesaid period. Once the vote on a Resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

- iv. 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/register their mobile number and email Id in their demat accounts in order to access e-Voting facility.

- v. 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 M/s. Kfin Technologies Limited (Kfintech) e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders 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>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com. II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com. II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. III. Proceed with completing the required fields. IV. Follow steps given in points 1.

Type of shareholders	Login Method
	<p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/. II. Click on the icon “Login” which is available under ‘Shareholder/ Member’ section. 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. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfin Technologies Limited (Kfintech). V. On successful selection, you will be redirected to Kfin Technologies Limited e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login II. Click on New System Myeasi. III. Login with your registered User ID and Password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. M/s. Kfin Technologies Limited (Kfintech) e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin. II. Provide your Demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. M/s. Kfin Technologies Limited (Kfintech) where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> 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 – Kfin Technologies Limited (Kfintech) and you will be redirected to e-Voting website of Kfin Technologies Limited (Kfintech) for casting your vote during the remote e-Voting period without any further authentication.

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

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

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

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

- (A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), User ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://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) 8169, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with M/s. Kfin Technologies Limited(Kfintech) for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update 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., '8169 - AGM" and click on "Submit".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as displayed/disclosed on the screen. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".

- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the Resolution (s), you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**

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

- I. Member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions.
- II. After receiving the e-voting instructions, please follow all steps narrated/mentioned above to cast your vote by electronic means.

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

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

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

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

Members may call Kfintech toll free number 1-800-309-4001 for all e-voting related matters. Member may send an e-mail request to inward.ris@kfintech.com for all e-voting related matters.

19. Instructions for Members for attending the e-AGM:

- a) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the start of AGM and will be closed on expiry of 15 minutes after such scheduled time of AGM.
- b) Facility of joining the AGM through VC / OAVM shall be available for at least 1,000 members on first come first served basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
- c) Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by M/s. Kfin Technologies Limited (Kfintech). Members may access the same at <https://eMeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ M/s. Kfin Technologies Limited (Kfintech) . After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the Meeting etiquettes to join the Meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in Point No. 18.

- d) Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- e) Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- f) Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://eMeetings.kfintech.com> and clicking on the tab 'Speaker Registration' and mentioning their registered e-mail id, mobile number and city, during the period starting from Wednesday, August 7, 2024 (09.00 AM) up to Friday, August 9, 2024 (05.00 PM). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM and the maximum time per speaker will be restricted to 3 minutes, depending on the number of speakers and available time.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that questions of only those Members will be entertained/considered who are holding shares of Company as on the cut-off date i.e. Monday, the August 5th, 2024.

- g) Alternatively, Members holding shares as on the cut-off date may also visit <https://eMeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries/ views/questions in the window provided, by mentioning their name, demat account number/ folio number, email ID and mobile number or option to mail bijaykumar.sanku@andhrapaper.com. Members may post their queries from Wednesday, August 7, 2024 (09.00 AM) up to Friday, August 9, 2024 (05.00 PM).
- h) A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://>

cruat04.kfintech.com/eMeetings/video/howitworks.aspx.

- i) Members who need technical or other assistance before or during the e-AGM can contact KFintech by sending email at eMeetings@kfintech.com or Helpline: 1800 309 4001 (toll free).

20. Voting at e-AGM

- Only those members/shareholders, who will be participating in the e-AGM through VC/OAVM facility and who have not cast their vote earlier through remote e-voting are eligible to vote through e-voting during the e-AGM
- Members who have voted through remote e-voting will also be eligible to attend the e-AGM. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum of AGM under Section 103 of the Companies Act, 2013
- Upon declaration by the Chairperson about the commencement of e-voting at e-AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the e-AGM, which will take them to the 'instapoll' page
- Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

21. Other information:

The Board of Directors have appointed M/s. D. Hanumanta Raju & Co. Company Secretaries, B-13, F-1 & F-2, P.S. Nagar, Vijayanagar Colony, Hyderabad - 500057 as Scrutiniser, to scrutinise the e-voting process in a fair and transparent manner. The Scrutiniser shall, after the conclusion of voting at the AGM, submit his report within the prescribed timelines, to the Chairperson of the Company or any person authorized by the Chairperson and the results of voting will be announced within two working days from the conclusion of the AGM of the Company. The results declared along with the Scrutiniser's report shall be placed on the Company's website at www.andhrapaper.com and on the website of KFintech viz. <https://evoting.kfintech.com> and shall also be communicated to the stock exchanges viz. BSE Limited & National Stock Exchange of India Limited, where the shares

of the Company are listed. The resolutions shall be deemed to be passed at the AGM of the Company subject to obtaining requisite votes thereto.

EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS & AS PER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF ORDINARY BUSINESS.

Item No. 4 and 5

Equity Shares of the Company are listed and are being traded on BSE Limited and National Stock Exchange of India Limited. Over the years, the Company has performed well and our Investors and Shareholders have shown tremendous confidence with the Company, with an aim to encourage wider participation of the retail investors and improve the liquidity of the Equity Shares in the Stock Market, the Board of Directors of the Company, in its Meeting held on May 14, 2024, has recommended the Sub division / Split of the Equity Share Capital of the Company, from the existing 1 (One) Equity Share of face value of ₹ 10 (Rupees Ten only) each fully paid up into 5 (five) Equity Shares of face value of ₹ 2 (Rupees two only) each fully paid up, subject to the approval of Members of the Company.

The Record date for the aforesaid Sub-division shall be fixed by the Authorised persons.

The Pre and post Share Capital of the Company will be as under:

Sl. No.	Particulars	Form No.
Authorised Share Capital	4,00,00,000 Equity shares of ₹ 10 each	20,00,00,000 Equity Shares of the ₹ 2 each
	5,00,000 (Five Lakhs) Redeemable Cumulative Preference Shares of face value of ₹ 100 (Rupees Hundred only) each	5,00,000 (Five Lakhs) Redeemable Cumulative Preference Shares of face value of ₹ 100 (Rupees Hundred only) each
Total Authorised capital	₹ 45,00,00,000	₹ 45,00,00,000
Issued Capital	3,97,70,039 Equity Share of ₹ 10	19,88,50,195 Equity Shares of ₹ 2
Subscribed & Paid-up Share Capital	3,97,70,039 Equity Share of ₹ 10	19,88,50,195 Equity Shares of ₹ 2

The proposed Sub-division / Split of Equity Shares will not result in any change in the amount of Authorized, Issued, Paid-up and Subscribed Equity Share Capital of the Company. Additionally, such Sub-division / Split shall not be construed as reduction in Share Capital of the Company.

Further, the Sub-division / Split of Equity Shares of the Company, as aforementioned, will require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association.

In terms of Sections 13 and 14 read with Section 61 of the Companies Act, 2013, approval of the Members is required for Sub-division / Split of equity shares and consequent amendment in the Memorandum of Association of the Company.

Accordingly, the consent of the Members is sought for passing of: (a) Ordinary Resolution for sub-division of Ordinary (equity) Shares as mentioned at Item No.4; (b) Special Resolution for carrying out amendments to the Memorandum of Association of the Company as mentioned at Item No. 5;

A Draft copy of the altered Memorandum of Association and Articles of Association of the Company would be available for inspection without

any fee by the Members, at the Registered Office of the Company, during business hours on any working day, excluding Saturday, upto the date of closure of remote e-voting period, i.e., Sunday, the August 11, 2024.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 4 and 5 of this Notice, except to the extent of their respective shareholding in the Company, if any.

The Board recommends the Resolutions set forth in Item Nos. 4 and 5 for the approval of the Members.

Item No. 6

Mr. Mukesh Jain was appointed as a Director effective November 10, 2021 and as a whole-time Director designated as Director - Commercial, of the Company for a term of three years, effective November 10, 2021 and the said appointment was approved by shareholders through Postal Ballot dated December 10, 2021. The Board, on the recommendation of Nomination and Remuneration Committee, at their Meeting held on May 8, 2023 approved to change nomenclature of designation of Mr. Mukesh Jain to Executive Director on the

same terms and conditions of his appointment as Director – Commercial effective May 15, 2023.

Mr. Mukesh Jain retires by rotation at the ensuing Annual General Meeting and also completes 3 years of appointment as whole-time Director on November 9, 2024.

The Nomination and Remuneration Committee, based on evaluation of his performance, considered and recommended his re-appointment to the Board. The Board, considering the recommendations of the Nomination and Remuneration Committee and the background, experience and contributions made by him to the Company, reappointed him as Executive Director of the Company at its Meeting held on May 14, 2024 for a further period of 3 years from November 10, 2024 to November 9, 2027.

Mr. Mukesh Jain satisfies all conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Mukesh Jain, being appointee, is concerned or interested, financial or otherwise, in the Resolution as set out at Item No. 6.

The Board recommends to the Members for approval of the reappointment of Mr. Mukesh Jain as Executive Director of the Company for a further period of 3 years from November 10, 2024 to November 9, 2027 as Special Resolution as set out at Item No. 6 of the Notice for approval by the Members as it considers that his association would be of immense benefit to the Company.

Terms & Conditions:

Pursuant to the provisions of Sections 196, 197 of the Act and Schedule V under the Act and the Articles of Association of the Company, the Board, subject to the approval by the Members, appointed Mr. Mukesh Jain as whole-time Director designated as Executive Director of the Company for a further period of 3 (three) years effective November 10, 2024 on the following terms and conditions –

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

1	Term	Three years from November 10, 2024
2	Remuneration including all the allowances, MIP and benefits such as Provident Fund and Gratuity etc.	₹ 1.06 Crores per annum, with such increases as may be approved by the Board on the recommendation of Nomination and Remuneration committee.
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

Item No. 7

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors at its Meeting held on May 14, 2024, subject to the ratification of the remuneration by the Members, approved the re-appointment of M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad as Cost Auditors of the Company for the financial year ending March 31, 2025 and also payment of remuneration of ₹ 4.00 lakhs plus applicable taxes and reimbursement of out-of-pocket expenses as recommended by the Audit Committee at its Meeting held on May 13, 2024.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the Resolution as set out at Item No. 7.

The Board commends the Resolution as set out at item No. 7 of the Notice for approval by the Members.

By Order of the Board
For Andhra Paper Limited

Bijay Kumar Sanku
Company Secretary
M.No. A15449

Registered Office:

Rajahmundry - 533 105
East Godavari District,
Andhra Pradesh, India
May 14 , 2024

Annexure 1

Particulars of Director seeking re-appointment at the 60th Annual General Meeting (Pursuant to Regulation 36 of Listing Regulations and Secretarial Standard - 2)

Name of the Director	Mr. Mukesh Jain
DIN	09380039
Date of Birth & Age	April 20, 1966 & 58 years
Qualifications	B.Com., ACA
Experience/Nature of expertise in specific functional areas	He has expertise in the functions of Global Strategic & Financial Planning, Budgeting and Costing Analysis, Accounts & Finance, Auditing, Taxation, Global Commercial Operations/ MIS, Fund Management / System Development, IPO and Preferential Placement of Securities, Global Logistics and Supply Chain Management
First date of appointment & Latest date of Appointment	November 10, 2021
Relationship with other Directors and Key Managerial Personnel of the Company	None
Number of shares held in the Company, including shareholding as a beneficial owner	NIL
Directorships held in other Companies including Listed companies & Listed Companies from which resigned in the past 3 years	Section 8 Company: Andhra Paper Foundation 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	NIL
Number of Board Meetings attended during the year 2023-24	4
Terms & Conditions and details of Remuneration sought to be paid	He is liable to retire by rotation. Remuneration is provided in the explanatory statement.

For other details such as number of Meetings of the Board of Directors attended during the year and remuneration drawn, please refer to the Corporate Governance Report which is a part of the Annual Report for the financial year 2023-24.

Annexure 2

Additional information as required under Schedule V to the Act

I. General Information

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:																																												
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>2021-2022 (₹ lakhs)</th> <th>2022-2023 (₹ lakhs)</th> <th>2023-2024 (₹ lakhs)</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations</td> <td>138023.38</td> <td>209765.60</td> <td>180057.97</td> </tr> <tr> <td>Other Income</td> <td>4488.37</td> <td>5201.75</td> <td>9494.96</td> </tr> <tr> <td>Earnings before interest, depreciation and taxation</td> <td>26581.16</td> <td>78673.54</td> <td>52593.00</td> </tr> <tr> <td>Earnings before exceptional items and taxation</td> <td>18835.64</td> <td>71636.65</td> <td>45564.29</td> </tr> <tr> <td>Exceptional Items</td> <td>0</td> <td>1538.37</td> <td>0</td> </tr> <tr> <td>Profit / (Loss) before Tax</td> <td>18835.64</td> <td>70098.28</td> <td>45564.29</td> </tr> <tr> <td>Tax expenses</td> <td>4862.44</td> <td>17852.02</td> <td>11590.37</td> </tr> <tr> <td>Profit / (Loss) after tax</td> <td>13973.20</td> <td>52246.26</td> <td>33973.92</td> </tr> <tr> <td>Other Comprehensive income / (Loss)</td> <td>(13046)</td> <td>(455.69)</td> <td>2100.35</td> </tr> <tr> <td>Total Comprehensive income / (Loss) for the year</td> <td>13876.23</td> <td>51790.57</td> <td>36074.27</td> </tr> </tbody> </table>	Particulars	2021-2022 (₹ lakhs)	2022-2023 (₹ lakhs)	2023-2024 (₹ lakhs)	Revenue from Operations	138023.38	209765.60	180057.97	Other Income	4488.37	5201.75	9494.96	Earnings before interest, depreciation and taxation	26581.16	78673.54	52593.00	Earnings before exceptional items and taxation	18835.64	71636.65	45564.29	Exceptional Items	0	1538.37	0	Profit / (Loss) before Tax	18835.64	70098.28	45564.29	Tax expenses	4862.44	17852.02	11590.37	Profit / (Loss) after tax	13973.20	52246.26	33973.92	Other Comprehensive income / (Loss)	(13046)	(455.69)	2100.35	Total Comprehensive income / (Loss) for the year	13876.23	51790.57	36074.27
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	Foreign investments or collaborators, 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, is to the extent of 9,28,165 equity shares of ₹ 10 each, constituting 2.33% of the paid up capital of the Company																																												

II. Information about the appointee

	Particulars
1	Name of the appointee
2	Background details
3	Past remuneration
4	Recognition or awards

Mr. Mukesh Jain

Mr. Mukesh Jain is designated as the Executive Director of the Company.

Mr. Mukesh Jain is an Indian National and is a Chartered Accountant, having professional experience of 29 years with organizations of high repute.

Prior to joining APL, he was employed as Head – Finance, Accounts and Commercial, with Indo Phil Textile Mills (Aditya Birla Group). He has been associated with Aditya Birla Group for the last seven years.

His previous stints were with major Corporates viz., PT Elegant Textile Industries (Aditya Birla Group), Bajaj Corp Limited, Jaypee Infratech Limited, Secure Meters Limited, Liberty Phosphate Limited, etc.,

₹ 117.89 lakhs during the financial year 2023-24

NIL

		Particulars
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 in the functions of Global Strategic & Financial Planning, Budgeting and Costing Analysis, Accounts & Finance, Auditing, Taxation, Global Commercial Operations/ MIS, Fund Management / System Development, IPO and Preferential Placement of Securities, Global Logistics and Supply Chain Management.
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);</p> <p>JK Paper Limited – (Total Income in FY 2022-23: ~ ₹ 6329.69 crore)</p> <p>Mr. Amar Singh Mehta, President & Director, Remuneration drawn ~ ₹ 5.25 crore (FY 2022-23)</p> <p>West Coast Paper Mills Limited- (Total Income in FY 2022-23: ~ ₹ 2855.98 crore)</p> <p>Mr. Rajendra Jain, Executive Director, Remuneration drawn ~ ₹ 2.54 crore (FY 2022-23)</p>
8	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	None

III. Other information

		Particulars
1	Reasons of loss or inadequate profits	Not applicable since the Company made good profits during the last previous three years.
2	Steps taken or proposed to be taken for improvement	Not applicable
3	Expected increase in productivity and profits in measurable terms.	Not applicable

IV. Disclosures

		Particulars
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"> Mr. Shree Kumar Bangur, Chairman & Managing Director – Nil Mr. Saurabh Bangur, Joint Managing Director – ₹ 1.80 crore p.a. and Commission @ 1.5% on the net profits of the Company, calculated u/s 198 of the Act. <p>Other Directors: 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

Place: Rajahmundry
Date: May 14, 2024

Bijay Kumar Sanku
Company Secretary
M.No. A15449