



August 29, 2022

BSE Limited
14th 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

This is to inform that electronic copy of Postal Ballot Notice is being sent to all the Shareholders of the Company, whose e-mail ids are registered/available as per the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited, as on cut-off date i.e. Friday, August 26, 2022 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 Limited, Hyderabad for the purpose of providing e-voting facility. The voting period commences on Thursday, September 1, 2022 at 09.00 A.M. (IST) and ends on Friday, September 30, 2022 at 05.00 P.M. (IST). The results of the Postal Ballot will be declared on or before Tuesday, October 4, 2022. The above information is available on the website of the Company viz. [www. andhrapaper.com](http://www.andhrapaper.com).

You are requested to kindly take the above information in your records and disseminate the same to the public for their information.

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, Andhra Pradesh, India.

Tel: +91-883-2471831 to 1835; Website: www.andhrapaper.com

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

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



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

Registered Office: Rajahmundry - 533 105, East Godavari District,
Andhra Pradesh, India. Phone: 0883-2471831 to 1835

Website: www.andhrpaper.com; E-mail: bijaykumar.sanku@andhrpaper.com

POSTAL BALLOT NOTICE

**[Pursuant to Sections 110 and 108 of the Companies Act, 2013, read with
Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014]**

Dear Shareholder,

NOTICE is hereby given to the Shareholders of Andhra Paper Limited ("**Company**") pursuant to Sections 110 and 108 of the Companies Act, 2013 ("**Act**"), if any, read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings ("**SS-2**"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") read with General Circular No. 3/2022 dated May 5, 2022 and the General Circulars dated December 8, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 8, 2020 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and other applicable provisions of the Act, rules, regulations, circulars and notifications including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the provisions of the Articles of Association of the Company that the Special Resolutions appended herein below are proposed for approval of the Shareholders of the Company by way of Postal Ballot through remote e-voting i.e. voting through electronic means ("remote e-voting") in accordance with the framework provided in MCA circulars and other statutory provisions as mentioned hereinabove. The instructions regarding Remote e-Voting and other relevant information are provided in the notes to this Notice.

The Statement under Section 102(1) of the Act and other applicable provisions, if any, setting out the material facts and reasons/rationale thereof pertaining to the said Resolutions is appended to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ("Notice").

In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

Please read carefully the instructions regarding remote e-voting as mentioned in notes to this Notice.

Shareholders may note that the Notice will also be available on the Company's website: <https://www.andhraper.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 KFin Technologies Limited at <https://www.evoting.kfintech.com>.

SPECIAL BUSINESS:

Item No. 1

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

To consider and, if thought fit, to pass 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 ("**Act**"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee, approval of the Members of the Company be and is hereby accorded to the reappointment of Mr. Shree Kumar Bangur (DIN: 00053237) as the Chairman & Managing Director of the Company, for a period of three years from October 30, 2022 to October 29, 2025, not liable to retire by rotation and to continue to hold such directorship post attaining the age of seventy (70) years, without any remuneration.

RESOLVED FURTHER THAT Mr. Shree Kumar Bangur, Chairman & Managing Director, Mr. Saurabh Bangur, Joint Managing Director, Mr. Mukesh Jain, Director - Commercial & Chief Financial Officer and Mr. Bijay Kumar Sanku, Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above Resolution, including but not limited to filing the prescribed forms, returns, documents, applications and deeds with all authorities including with the Registrar of Companies along with requisite fees, Securities and Exchange Board of India, intimation to the relevant Stock Exchanges in respect of this reappointment, and to comply with all other requirements in this regard."

Item No. 2

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

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 the recommendation of the Nomination and Remuneration Committee, Ms. Papia Senguta (DIN: 07701564) who was appointed as an Additional Director – Independent of the Company with effect from September 1, 2022 by the Board of Directors at their Meeting held on July 29, 2022 in terms of Section 161 (1) of

the Act and Article 89 of the Articles of Association of the Company and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Shareholder under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years from September 1, 2022 to August 31, 2025.

RESOLVED FURTHER THAT Mr. Shree Kumar Bangur, Chairman & Managing Director, Mr. Saurabh Bangur, Joint Managing Director, Mr. Mukesh Jain, Director - Commercial & Chief Financial Officer and Mr. Bijay Kumar Sanku, Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above Resolution, including but not limited to filing the prescribed forms, returns, documents, applications and deeds with all authorities including with the Registrar of Companies along with requisite fees, Securities and Exchange Board of India, intimation to the relevant Stock Exchanges in respect of this appointment, and to comply with all other requirements in this regard.”

Item No. 3

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

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

RESOLVED FURTHER THAT Mr. Shree Kumar Bangur, Chairman & Managing Director, Mr. Saurabh Bangur, Joint Managing Director, Mr. Mukesh Jain, Director - Commercial & Chief Financial Officer and Mr. Bijay Kumar Sanku, Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above Resolution, including but not limited to filing the prescribed forms, returns, documents, applications and deeds with all authorities including with the Registrar of Companies along with requisite fees, Securities and Exchange Board of India, intimation to the relevant Stock Exchanges in respect of this reappointment, and to comply with all other requirements in this regard.”

Item No. 4

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

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

RESOLVED FURTHER THAT Mr. Shree Kumar Bangur, Chairman & Managing Director, Mr. Saurabh Bangur, Joint Managing Director, Mr. Mukesh Jain, Director - Commercial & Chief Financial Officer and Mr. Bijay Kumar Sanku, Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above Resolution, including but not limited to filing the prescribed forms, returns, documents, applications and deeds with all authorities including with the Registrar of Companies along with requisite fees, Securities and Exchange Board of India, intimation to the relevant Stock Exchanges in respect of this reappointment, and to comply with all other requirements in this regard.”

Registered Office:

Sriram Nagar,
Rajahmundry - 533 105
East Godavari District,
Andhra Pradesh, India

Date: August 22, 2022

By the order of the Board
For ANDHRA PAPER LIMITED

Bijay Kumar Sanku
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**") in respect of all Items as per Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), setting out the details relating to Special business is annexed hereto for your consideration. Further, disclosures as required under the SEBI LODR Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") with respect to details of proposed reappointment of Chairman & Managing Director and appointee/re-appointee Directors are provided in Annexure-1 to this Notice.
2. 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.
3. The electronic copy of Postal Ballot Notice is being sent to all the Shareholders of the Company, whose e-mail ids are registered/available as per the Register of Members/List of Beneficial Owners as received from Depositories, as on cut-off date i.e. Friday, August 26, 2022.
4. The voting rights of Shareholders shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on cut-off date i.e. Friday, August 26, 2022.
5. In compliance with provisions of Sections 108 and 110 of the Companies Act, 2013 read with Regulation 44 of SEBI LODR Regulations, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended & SS-2, the Company is offering remote e-voting facility to enable the Shareholders to cast their votes electronically. Kfin Technologies Limited, Hyderabad ("**KFintech**") has been appointed for facilitating remote e-voting to enable the shareholders to cast their votes electronically.
6. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-voting process. The results of the Postal Ballot shall be announced, either by the Chairman or by a person so authorized by him in this regard, on or before Tuesday, October 4, 2022 and shall also be displayed on notice board of Registered Office of the Company. The results of the Postal Ballot along with Scrutinizer's Report shall be displayed on the website of the Company at <https://andhraper.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 Friday, September 30, 2022 i.e. the last date for receipt of votes through the remote e-voting process. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.

7. Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above resolutions in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his/her vote by proxy on Postal Ballot.
8. 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 closure of the voting period.
9. For remote e-voting, please read carefully the "Procedure/instructions for remote e-voting" enumerated herein:
10. Procedure / instructions for remote 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 Shareholders of the Company. The voting rights of the Shareholders 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. Friday, August 26, 2022.

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. Friday, August 26, 2022 shall only be entitled to avail the facility of remote e-voting. Any person who is not a shareholder as on the cut-off date should treat this Postal Ballot Notice for information purpose only. KFintech will be facilitating e-voting to enable the Members to cast their votes electronically.

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

Commencement of remote e-voting: From 9.00 A.M. (IST) on Thursday, September 1, 2022

End of remote e-voting : At 5.00 P.M. (IST) on Friday, September 30, 2022

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 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.

- iii. 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.

iv. 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 securities in demat mode.

Step 2 : Access to 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> <p>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> <p>2. User not registered for IDeAS e-Services</p> <p>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.</p> <p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <p>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. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com.</p>

demat mode with CDSL	<p>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. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. II. Proceed with completing the required fields. III. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com. 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. KFintech where the e- Voting is in progress.</p>
Individual Shareholders login through their demat accounts / Website of Depository Participant	<p>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.</p>

Important note: Shareholders 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 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 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) 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) 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 displayed/disclosed on the screen. 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 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, Shareholders can login any number of times till they have voted on the Resolution(s).**

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

- I. Shareholders who have not registered their email address, may temporarily get their email address and mobile number registered with KFintech for the purpose of receiving Notice of Postal Ballot and e-voting instructions, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Shareholders are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the postal ballot and e-voting instructions along with the User ID and Password. In case of any queries, Shareholder may write to einward.ris@kfintech.com.
- II. Alternatively, Shareholder may send an e-mail request at the email id: einward.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 forwarding Notice of Postal Ballot and the e-voting instructions.
- III. After receiving the e-voting instructions, please follow all steps narrated/mentioned above to cast your vote by electronic means.

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 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 No.: 1

The Shareholders at the 56th Annual General Meeting held on September 21, 2020 appointed Mr. Shree Kumar Bangur as Chairman & Managing Director for a period of 3 years from October 30, 2019 to October 29, 2022, without any remuneration and thus his appointment as Chairman & Managing Director will cease on October 29, 2022.

Pursuant to the provisions of Section 196 and Schedule V of the Companies Act, 2013 and Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their Meeting held on July 29, 2022 accorded their approval for the reappointment of Mr. Shree Kumar Bangur as Chairman & Managing Director of the Company for a further period of three years, effective October 30, 2022, subject to approval by the Shareholders. Mr. Shree Kumar Bangur is not drawing any remuneration from the Company.

Mr. Shree Kumar Bangur, is a veteran of the Paper Industry in the country and is the Chairman and Managing Director of West Coast Paper Mills Limited (WCPM) since 1998, one of the oldest and largest paper Companies in India. He has vast experience and knowledge in the paper industry and possesses skills such as ability to influence business transformations, simplify and streamline business operations, use of technology for augmenting capacity and production which would be of immense benefit to the Company. He has been instrumental in enhancement of capacity through augmenting technology and optimum use of resources and processes and drives a sense of entrepreneurship into the leadership team to ensure that the Company as a whole is driving the business transformation to make it more profitable and sustainable in the long run. He brings a competitive edge to the Company through robust business strategy.

His philanthropic approach to business and operations brings in best practices built around environmental and social considerations which are the guiding principles for long-term value creation for the stakeholders. The Company will be immensely benefited under his leadership and guidance and will evolve to the next level.

Accordingly, approval of the Shareholders is sought for passing the Special Resolution for reappointment of Mr. Shree Kumar Bangur as Chairman & Managing Director, pursuant to Part-I of Schedule V to the Act and sub-section (3) of Section 196 of the Act and for continuing to hold such directorship post attaining the age of seventy (70) years.

Save as provided in the foregoing paragraph, Mr. Shree Kumar Bangur satisfies all other 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.

The Board commends the Special Resolution as set out at Item No. 1 of the Notice for approval by the Shareholders as it considers that his association would be of immense benefit to the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Shree Kumar Bangur, being appointee, Mr. Virendraa Bangur, Vice-Chairman and Mr. Saurabh Bangur, Joint Managing Director being relatives of appointee Director, is concerned or interested, financial or otherwise, in the Resolution as set out at Item No. 1.

Item No.: 2

It is proposed to appoint Ms. Papia Sengupta (DIN: 07701564) as an Independent Director of the Company, from September 01, 2022 to August 31, 2025.

Pursuant to Sections 149, 150, 152 and other applicable provisions [including any statutory modification(s) or re-enactment(s) thereof] of the Companies Act, 2013, Rules framed thereunder and enabling provisions of the Articles of Association of the Company, the Nomination and Remuneration Committee at their Meeting held on July 29, 2022 considered and recommended the appointment of Ms. Papia Sengupta (DIN: 07701564) as an Independent Director 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 July 29, 2022 further considered and approved the appointment of Ms. Papia Sengupta as an Additional Director – Independent, for a term of three consecutive years from September 01, 2022 to August 31, 2025, not liable to retire by rotation. Notice under Section 160 of the Act has been received from a Shareholder proposing Ms. Papia Sengupta as a candidate for the office of Independent Director of the Company.

The Company has received declarations from Ms. Papia Sengupta stating that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and a declaration that she is in compliance with Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014. In the opinion of the Board, Ms. Papia Sengupta fulfills the conditions specified in the Act and the Rules made thereunder and SEBI LODR Regulations for her appointment as an Independent Director of the Company and is independent of the management.

Ms. Papia Sengupta is a seasoned banker with more than three decades of experience in all facets of banking which culminated in holding the position of Executive Director in Bank of Baroda after a stint as Chief General Manager in State Bank Group and she is serving as Director on the Boards of various other Companies. Her expertise will add to the Board diversity and in the opinion of the Board, it would be in the best interests of the Company to avail her considerable expertise.

The terms and conditions in relation to the appointment of Independent Director 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) up to the closure of the voting period.

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

The Board commends the Special Resolution set out at Item No. 2 for approval by the Shareholders as it considers that her association would be of immense benefit to the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Ms. Papia Sengupta is in anyway, concerned or interested, financially or otherwise, in the aforesaid Resolution set out at Item No. 2 in the Notice.

Item Nos. 3 to 4

Mr. Sudarshan V. Somani and Mr. Arun Kumar Sureka, were appointed as Independent Directors by the Shareholders at the 56th Annual General Meeting held on September 21, 2020 for a term of three years from October 30, 2019 and they will hold office as Independent Directors up to October 29, 2022.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Sudarshan V. Somani and Mr. Arun Kumar Sureka as Independent Directors of the Company for a second term of 3 (three) years. The Board of Directors of the Company considering the recommendations of Nomination and Remuneration Committee, performance evaluation, has recommended the reappointment of Mr. Sudarshan V. Somani and Mr. Arun Kumar Sureka as Independent Directors of the Company for a second term of three years from October 30, 2022 to October 29, 2025.

The Company has received declarations from Mr. Sudarshan V. Somani and Mr. Arun Kumar Sureka respectively, that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations and a declaration that they complied with Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014. In the opinion of the Board, Mr. Sudarshan V. Somani, Mr. Arun Kumar Sureka, fulfill the conditions specified in the Act and the Rules made there under and the SEBI Listing Regulations for their reappointment as Independent Directors of the Company, and are independent of the management.

A Notice under Section 160 of the Act has been received from a Shareholder of the Company signifying his intention to propose the names of Mr. Sudarshan V. Somani and Mr. Arun Kumar Sureka for reappointment as Independent Directors of the Company.

In terms of Regulation 17(1A) of SEBI Listing Regulations, no non-executive director can be appointed or continue the directorship if he attains the age of seventy-five (75) years unless a special resolution is passed. Mr. Arun Kumar Sureka, Independent Director will attain the age of 75 years on June 10, 2024. He is an entrepreneur with strong business acumen and possesses expertise in business operations and strategy and is associated with various statutory bodies and other industry, cultural and philanthropic organizations. It would be in the best interests of the Company to avail his considerable expertise.

Accordingly, approval of Shareholders is sought through a Special Resolution for reappointment of Mr. Arun Kumar Sureka as Independent Director and to continue to hold such directorship post attaining the age of seventy-five (75) years pursuant to Regulation 17(1A) of SEBI Listing Regulations.

The terms and conditions in relation to the reappointment 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 closure of the voting results.

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

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Independent Directors and commends the Special Resolutions as set out at Item Nos. 3 and 4 of the Notice for approval by the Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Sudarshan V. Somani and Mr. Arun Kumar Sureka being appointees is in any way, concerned or interested, financial or otherwise, in the respective Resolutions as set out at Item Nos. 3 and 4 of this Notice.

Registered Office:

Sriram Nagar,
Rajahmundry - 533 105
East Godavari District,
Andhra Pradesh, India

Date: August 22, 2022

By the order of the Board
For ANDHRA PAPER LIMITED

Bijay Kumar Sanku
Company Secretary

Particulars of Directors seeking appointment/reappointment

(Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2)

Name of the Director		Mr. Shree Kumar Bangur	Mr. Sudarshan V. Somani	Mr. Arun Kumar Sureka	Ms. Papia Sengupta
DIN	:	00053237	00137568	00055934	07701564
Date of Birth & Age	:	16/11/1949 & 72 Years	21/12/1963 & 58 years	10/06/1949 & 73 years	27/09/1959 & 62 years
Qualifications	:	B.Com.	B.Com.	B.Com.	B.SC, Chartered Financial Analyst from ICAI and CAIIB
Experience/Nature of Expertise in specific functional areas	:	Industrialist. A visionary and an entrepreneur and industrialist of great repute, Mr. Shree Kumar Bangur belongs to the famous Bangur family that is well known for its philanthropic activities and CMD of West Coast Paper Mills since 1998. Skills include business transformation, streamline & simplify business operations, optimum use of technology & resources to augment capacity, sustainable business practices for long term value creation.	He has been involved with international commodity trading since the past 33 odd years working out of London & Dubai actively trading both in India as well as other countries. He has dealt in both soft & hard commodities specializing in non-ferrous metals & ores, agricultural products and waste papers.	He is an entrepreneur and possesses strong business acumen with proven leadership in business operations and business strategy with clear focus on deliverables. He is associated with various statutory bodies and other industry, cultural and philanthropic organisations.	Ms. Papia Sengupta is a seasoned banker with more than three decades of experience in all facets of banking which culminated in holding the position of Executive Director in Bank of Baroda after a stint as Chief General Manager in State Bank Group. Core competencies are Corporate & MSME Finance, Stressed Assets Management, Risk Management, Banking, Treasury & Investment, Audit & Inspection, Overseas Banking, Human Resource Management.
First date of appointment	:	30/10/2019	30/10/2019	30/10/2019	Not applicable

Name of the Director		Mr. Shree Kumar Bangur	Mr. Sudarshan V. Somani	Mr. Arun Kumar Sureka	Ms. Papia Sengupta
Relationship with other Directors and Key Managerial Personnel of the Company	:	Mr. Shree Kumar Bangur (father) is related to Mr. Virendraa Bangur and Mr. Saurabh Bangur (sons) and is unrelated to other Directors except as members of the Board.	Not related to other Directors except as members of the Board	Not related to other Directors except as members of the Board	Not related to other Directors except as members of the Board
Number of shares held in the Company, including shareholding as a beneficial owner	:	NIL	NIL	NIL	NIL
Directorships held in other Companies including Listed Companies & Listed Companies from which resigned in the past 3 years	:	<p><u>Listed Companies</u> Chairman & Managing Director of West Coast Paper Mills Limited Chairman of Jayshree Chemicals Limited</p> <p><u>Unlisted, Public Limited</u> Chairman of – Shree Satyanarayan Investments Co. Limited; The Diamond Company Limited; Kilkotagiri and Thirumbadi Plantations Limited; and Union Company Limited</p> <p><u>Unlisted, Private Limited</u> The Marwar Textiles (Agency) Private Limited; Shree Satyanarayan Properties Private Limited</p>	<p><u>Listed Companies</u> West Coast Paper Mills Limited</p> <p><u>Unlisted, Private Limited</u> Sudershan Investments and Exports Company Private Limited; Satyanarayan Traders & Investors Private Limited; Amigo Mercantile Private Limited;</p>	<p><u>Unlisted, Private Limited</u> Stade Commerce Private Limited; Right Reach Training Private Limited; Rock-Cements (India) Private Limited; Hartex Tubes Private Limited; Universal Realtors Private Limited; Hartex Rubber Private Limited; Hartex International Private Limited; Hartex Polymers Private Limited</p>	<p><u>Listed Companies</u> The Investment Trust of India Limited Indian Bank</p> <p>Ms. Papia Sengupta resigned from the Board of The New India Assurance Company Limited during the past three years</p>

Name of the Director		Mr. Shree Kumar Bangur	Mr. Sudarshan V. Somani	Mr. Arun Kumar Sureka	Ms. Papia Sengupta
Chairmanship/Membership of the Committees in other Companies including Listed Companies	:	Chairman of Stakeholders Relationship Committee in Kilkotagiri and Thirumbadi Plantations Limited	Member of Audit Committee in West Coast Paper Mills Limited		Chairperson of Risk Management Committee in Indian Bank; Member of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee of The Investment Trust of India Limited and Member of Nomination and Remuneration Committee and other committees of Indian Bank
Number of Board Meetings attended during the year 2021-22	:	4	4	4	Not Applicable
Terms & Conditions and details of Remuneration sought to be paid	:	He is not liable to retire by rotation and is proposed to be reappointed for a further period of 3 years. No remuneration is payable.	He is not liable to retire by rotation and is proposed to be reappointed for a second term of 3 years. No remuneration is payable except sitting fees for attending the Board and Committee Meetings.	He is not liable to retire by rotation and is proposed to be reappointed for a second term of 3 years. No remuneration is payable except sitting fees for attending the Board and Committee Meetings.	She is not liable to retire by rotation and is proposed to be appointed for a term of 3 years. No remuneration is payable except sitting fees for attending the Board and Committee Meetings

Name of the Director		Mr. Shree Kumar Bangur	Mr. Sudarshan V. Somani	Mr. Arun Kumar Sureka	Ms. Papia Sengupta
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 transformation, finance and corporate strategy functions.</p> <p>Mr. Shree Kumar Bangur is the Chairman & Managing Director of West Coast Paper Mills Limited since 1998, a successful paper manufacturing Company. The Company strongly believes that Mr. Shree Kumar Bangur 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 Finance, Audit, Risk Management and Governance.</p> <p>Mr. Sudarshan V. Somani has expertise in Finance, Risk Management, Audit, Foreign exchange Risk management, sound knowledge of international markets and strong analytical skills and business acumen.</p>	<p>The Company expects from the appointee Director a rich set of skills, knowledge and experience, inter alia, in business operations strategy, finance, governance.</p> <p>Mr. Arun Kumar Sureka is a self-made entrepreneur and possess vast experience in business management, business operations and strategy, finance, marketing, governance, Human resources and brings in the aforesaid set of skills.</p>	<p>The Company expects from the appointee Director a rich set of skills, knowledge and experience, inter alia, in Finance, Banking, Treasury, Investment, Risk Management, Governance, business operations, Human resources</p> <p>With three decades of rich Banking experience in leadership role with State Bank of India and Bank of Baroda, Ms. Papia Sengupta is having strong expertise in Risk Management, Treasury & Investment, Audit & Inspection, Human Resources and bring in the required set of skills adding to the Board diversity. Besides she holds directorship in major listed and other companies.</p>

Name of the Director	Mr. Shree Kumar Bangur	Mr. Sudarshan V. Somani	Mr. Arun Kumar Sureka	Ms. Papia Sengupta
Justification for choosing the Appointee	The Board believes that his vast experience of the Industry and deep insights into the Business along with his skills such as business transformation, corporate strategy, dynamic vision and keen eye for opportunities will help the Company evolve to the next level.	In the opinion of the Board, the appointee Directors' 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.		