



ANDHRA PAPER LIMITED

(Formerly known as International Paper APPM 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 56th Annual General Meeting of the Members of Andhra Paper Limited (formerly known as International Paper APPM Limited) ("The Company") will be held on Monday, September 21, 2020 at 11.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS

2. **Appointment of Mr. Shree Kumar Bangur as a Director and Chairman & Managing Director of the Company**

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

"RESOLVED THAT Mr. Shree Kumar Bangur (DIN 00053237), who was appointed as an Additional Director of the Company by the Board of Directors effective October 30, 2019 in terms of Section 161 (1) of the Companies Act, 2013 ("the Act") and Article 89 of the Articles of Association of the Company, whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the 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], approval be and is hereby accorded for appointment of Mr. Shree Kumar Bangur (DIN 00053237) as Chairman & Managing Director of the Company, for a period of 3 years from October 30, 2019 to October 29, 2022 and to continue to hold such directorship post attaining the age of seventy (70) years, without any remuneration."

3. **Appointment of Mr. Anish T. Mathew as a Director and Whole-time Director of the Company**

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

"RESOLVED THAT Mr. Anish T. Mathew (DIN 07995480), who was appointed as an Additional Director of the Company by the Board of Directors effective October 30, 2019 in terms of Section 161 (1) of the Companies Act, 2013 ("the Act") and Article 89 of the Articles of Association of the Company, whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the 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], approval of the Company be and is hereby accorded for the appointment of Mr. Anish T. Mathew (DIN 07995480) as a Whole time Director of the Company, designated as Director (Commercial) & Chief Financial Officer, for a period of three years from October 30, 2019 to October 29, 2022 on such terms and conditions including remuneration, as set out in the Explanatory Statement annexed to this Notice, and also for payment of the said remuneration as minimum remuneration in the event of loss or inadequacy of profits in any financial year during his tenure of appointment, with authority to the Board of Directors (hereinafter referred to as "the Board", which term shall include any Committee thereof) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Anish T. Mathew."

4. **Appointment of Mr. Rajendra Jain as a Non-Executive Director of the Company**

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

"RESOLVED THAT Mr. Rajendra Jain (DIN 07250797), who was appointed as an Additional Director of the Company by the Board of Directors effective October 30, 2019 in terms of Section 161 (1) of the Companies Act, 2013 ("the Act") and Article 89 of the Articles of Association of the Company, whose term of office expires at this Annual General Meeting and in respect of whom the Company has

received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, whose period of office shall be liable to retire by rotation."

5. **Appointment of Mr. Virendraa Bangur as a Non-Executive Director of the Company**

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

"RESOLVED THAT Mr. Virendraa Bangur (DIN 00237043), who was appointed as an Additional Director of the Company effective December 30, 2019 in terms of Section 161 (1) of the Companies Act, 2013 ("the Act") and Article 89 of the Articles of Association of the Company, whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, whose period of office shall be liable to retire by rotation."

6. **Appointment of Mr. Sudarshan V. Somani as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the 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 thereof for the time being in force), Mr. Sudarshan V. Somani (DIN 00137568), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years from October 30, 2019 to October 29, 2022."

7. **Appointment of Mr. Arun Kumar Sureka as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the 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 thereof for the time being in force), Mr. Arun Kumar Sureka (DIN 00055934), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years from October 30, 2019 to October 29, 2022."

8. **Appointment of Ms. Veni Mocherla as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the 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 thereof for the time being in force), Ms. Veni Mocherla (DIN 08082163), in respect of whom the Company has received a notice in writing from a Member 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 December 30, 2019 to December 29, 2022."

9. **Appointment of Mr. Saurabh Bangur as a Director and Joint Managing Director of the Company**

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

"RESOLVED THAT Mr. Saurabh Bangur (DIN 00236894), who was appointed as an Additional Director of the Company by the Board of Directors effective June 1, 2020 in terms of Section 161 (1) of the Companies Act, 2013 ("the Act") and Article 89 of the Articles of Association of the Company, whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the 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), approval of the Company be and is hereby accorded for the appointment of Mr. Saurabh Bangur (DIN 00236894) as Joint Managing Director of the Company for a period of three years from June 1, 2020 to May 31, 2023 on such terms and conditions including remuneration, as set out in the Explanatory Statement annexed to this Notice, and also for payment of the said remuneration as minimum remuneration in the event of loss or inadequacy of profits in any financial year during his tenure of appointment, with authority to the Board of Directors (hereinafter referred to as "the Board", which term shall include any Committee thereof) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Saurabh Bangur.

FURTHER RESOLVED THAT pursuant to Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, consent be and is hereby also given for payment of the above remuneration to Mr. Saurabh Bangur, Joint Managing Director, in the event his annual remuneration exceeds the limits prescribed under the aforesaid Regulation, in any financial year during his tenure of appointment."

10. 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 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 Rs.7.00 lakhs (excluding applicable taxes) plus 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, 2021 be and is hereby ratified and confirmed.

FURTHER RESOLVED 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**


ARAVIND MATTA
COMPANY SECRETARY &
VICE PRESIDENT (CORPORATE AFFAIRS)

Registered Office:
Rajahmundry - 533 105
East Godavari District, Andhra Pradesh, India
August 7, 2020

Notes

1. The Explanatory Statement pursuant to Section 102 of the Act setting out details relating to Special Business in respect of Item Nos. 2 to 10 is annexed hereto. Item Nos. 2 to 10 have been included as Special Business, as the same are considered by the Board as unavoidable in nature. Further, disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("The SEBI Listing 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 Directors are provided in **Annexure-1** to this Notice.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 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 provisions of the Companies Act, 2013 ("The Act"), The SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-2020 will also be available on the Company's website www.andhrapaper.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited at www.evoting.karvy.com.
4. M/s. KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited and earlier Karvy Computershare Private Limited) ("Kfintech") will be providing facilities for voting through remote e-voting, for participation in the 56th AGM through VC/OAVM and e-voting during the AGM ("Insta Poll").
5. 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.
6. 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 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 dhr300@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format 'APL_EVEN NO.' Institutional investors are encouraged to attend and vote at the meeting through VC.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 8. As per SEBI guidelines, no physical transfer of shares is permitted. Members can dematerialize their equity shares in the Company through their Depository Participant(s). The ISIN in respect of equity shares is INE435A01028.
 9. Members holding shares in physical form are requested to notify any change in their address immediately to the Registrar and Transfer Agents, KFin Technologies Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 ("RTA") and those Members holding shares in electronic form should inform change in their address to their Depository Participant(s).
 10. As per the provisions of Section 72 of the Act, facility for making nomination is available to the investors in respect of the shares held by them in physical form. The investor holding shares in physical form can download the nomination form SH-13 as prescribed in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 from the Company's website: www.andhrapaper.com. In respect of shares held in electronic form, the nomination should be recorded with the respective Depository Participants. The Company would not accept any nomination in respect of the shares held in electronic form.
 11. NECS Mandate form is also placed on the Company's website. Interested Members holding shares in physical form can download this form from the Company's website.
 12. The Act provides for compliances in electronic mode by Companies. Investor should register/ update their E-mail IDs with RTA/DP to receive circulars/ newsletters/ notices/ annual reports sent by the Company from time to time. Members who have not registered their E-mail addresses so far, are requested to register their E-mail addresses, in respect of electronic holdings, with their respective Depository Participants and Members who hold shares in physical form are requested to download 'E-Communication Registration Form' from the Company's website and send the duly filled-in and signed form to RTA.
 13. Members are requested to note that dividends if not encashed for a 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).
 14. 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 so transferred to 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 on www.iepf.gov.in.
 15. **Inspection of Documents:** Electronic copy of all the documents referred to in the Notice of the 56th AGM and the Explanatory Statement thereto, shall be made available for inspection to members upon login at Kfintech's e-voting platform at <https://www.evoting.karvy.com> up to the date of the 56th AGM.
 16. 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 and Arrangements' in which Directors of the Company are interested under Section 189 of the Act, shall be accessible to members during 56th AGM.
 17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
 18. Process for registering e-mail addresses to receive this Notice of AGM and Annual Report electronically and cast votes electronically:
 - (i) **Registration of e-mail addresses with Kfintech:**
The Company has made special arrangements with the RTA for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company / DPs are required to provide the same to the RTA on or before 5:00 p.m. IST on September 13, 2020.
 - (ii) **Process to be followed for registration of e-mail address:**
Members may directly register their e-mail address and mobile number through https://ris.kfintech.com/email_registration/ for receiving

a soft copy of the documents relating to the 56th AGM.

After successful submission of the e-mail address, Kfintech will e-mail a copy of this AGM Notice and Annual Report 2019-20 along with the e-Voting user ID and password. In case of any queries, Members may contact Mr. Raghunath Veedha on (040) 6716 1606 or write mail at emeetings@kfintech.com.

A. Instructions for attending the AGM:

1. Members will be able to attend the AGM through VC / OAVM at <https://emeetings.kfintech.com> by using their e-voting login credentials. Members are requested to follow the procedure given below:
 - i. Launch internet browser (chrome/firefox/ safari) by typing the URL: <https://emeetings.kfintech.com>.
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii. After logging in, click on "Video Conference" option
 - iv. Then click on camera icon appearing against AGM event of Andhra Paper Limited, to attend the Meeting.

Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.

2. Members may join the AGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches. Members will be required to grant access to the web-cam to enable two-way video conferencing.
3. 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 scheduled time of AGM.
4. Facility of joining the AGM through VC / OAVM shall be available for atleast 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel,

Chairman of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

5. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from 9:00 A.M. (IST) on Thursday, September 17, 2020 till 5:00 P.M. (IST) on Saturday, September 19, 2020. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
6. 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. Members may post their queries from 9:00 A.M. (IST) on Thursday, September 17, 2020 till 5:00 P.M. (IST) on Saturday, September 19, 2020.
7. Members who need technical assistance before or during the AGM, can contact Kfintech at 18003454001 (toll free) or contact Mr. Raghunath Veedha on (040) 6716 1606 or write mail at emeetings@kfintech.com.

B. Instructions for e-voting:

1. In compliance with the provisions of Section 108 of the Act read with Rules made thereunder and Regulation 44 of the SEBI Listing Regulations, the Company is offering e-voting facility to all Members of the Company. 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, September 14, 2020 only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM. Kfintech will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 9:00 A.M. (IST) on Friday, September 18, 2020 till 5:00 P.M. (IST) on Sunday, September 20, 2020. At the end of remote e-voting period, the facility shall forthwith be blocked.
2. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be allowed to change it subsequently and entitled to cast their vote again.

3. The Members present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM ("Insta Poll").

4 Procedure for e-voting:

- a. Open your web browser during the remote e-voting period and navigate to <https://evoting.karvy.com>.
- b. Enter the login credentials (i.e., user-id and password) Your Folio No. / DP ID No. / Client ID No. will be your User- ID.

User – ID For Members holding shares in Demat Form:-

For NSDL :- 8 Character DP ID followed by 8 Digits Client ID.

For CDSL :- 16 digits beneficiary ID.

User ID : For Members holding shares in Physical Form:-

Event Number followed by Folio No. registered with the Company.

Password: Your unique password is sent via e-mail forwarded through the electronic notice.

Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

- c. After entering these details appropriately, click on "LOGIN".
- d. Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through Kfintech e-voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it.
- e. You need to login again with the new credentials.

- f. On successful login, system will prompt you to select the 'Event' i.e. 'Company Name'.
- g. If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and have cast your vote earlier for any company, then your existing login ID and password are to be used.
- h. On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not wish to vote, please select 'ABSTAIN'.
- i. After selecting the Resolution if you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- j. Once you 'CONFIRM' your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.

5. 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 being Monday, September 14, 2020.

Any person who acquires shares of the Company and becomes Member of the Company after the date of dispatch of Notice and holds shares as on the cut-off date may obtain the User ID and password/PIN by sending a request to Kfintech.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the AGM.

6. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password" or "Physical User Reset Password" option available on <https://evoting.karvy.com/> to reset the password.

C. Information and instructions for Insta Poll:

Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

19. 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 - 500 057 as Scrutiniser to scrutinise the voting process in a fair and transparent manner. The Scrutiniser will submit his report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced within forty eight hours from the conclusion of the AGM of the Company. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.andhrapaper.com and also on the website of Kfintech at <https://evoting.karvy.com>.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

Consequent upon change of management, Mr. Donald P. Devlin resigned as Chairman & Managing Director of the Company effective closure of office hours on October 30, 2019 and on the recommendation of Nomination and Remuneration Committee, the Board of Directors at the Meeting held on October 30, 2019 appointed Mr. Shree Kumar Bangur, as an Additional Director, effective October 30, 2019. He holds office as Additional Director up to this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013 ("The Act") and Article 89 of the Articles of Association of the Company. A notice under Section 160(1) of the Act has been received from a Member of the Company signifying his intention to propose the name of Mr. Shree Kumar Bangur as Director of the Company. His office shall not be liable to retire by rotation.

Further, pursuant to the provisions of Sections 196, 197 of the Act and Schedule V under the Act and Articles of Association of the Company, the Board of Directors appointed Mr. Shree Kumar Bangur as Chairman & Managing Director of the Company for a period of three years, effective October 30, 2019, subject to approval by the Members. Mr. Shree Kumar Bangur is not drawing any remuneration from the Company. The Board's decision as above was notwithstanding the fact that Mr. Shree Kumar Bangur shall attain the age of seventy (70) years during his term as Chairman & Managing Director of the Company.

Mr. Shree Kumar Bangur, Chairman & Managing Director, attained the age of 70 years on November 16, 2019. Mr. Shree Kumar Bangur has rich and varied experience in the paper industry. It would be in the best interests of the Company to avail his considerable expertise.

Accordingly, approval of the Members is sought for passing a Special Resolution for appointment 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. 2 of the Notice for approval by the Members 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. 2.

Item No. 3

On the recommendation of Nomination and Remuneration Committee, the Board of Directors at the Meeting held on October 30, 2019 appointed Mr. Anish T. Mathew, as an Additional Director, effective October 30, 2019. He holds office of Additional Director up to this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Article 89 of the Articles of Association of the Company. A notice under Section 160(1) of the Act, has been received from a Member of the Company signifying his intention to propose the name of Mr. Anish T. Mathew for appointment as a Director of the Company.

Further, pursuant to the provisions of Sections 196, 197 of the Act and Schedule V under the Act and Articles of Association of the Company, the Board appointed Mr. Anish T. Mathew as Whole-time Director, designated as Director (Commercial) & Chief Financial Officer of the Company for a period of three years effective October 30, 2019, subject to approval by the Members, on the following terms and conditions -

Remuneration including all the allowances, Management Incentive Pay and benefits such as Provident Fund and Gratuity etc.	Rs.94,19,338 per annum with such increases as may be approved by the Board on the recommendation of Nomination and Remuneration Committee
Mediclaime, Life insurance and personal accident insurance	As applicable to Senior Staff of the Company
Leave	As per Rules applicable to senior staff of the Company
Other benefits, amenities, facilities and perquisites	As per the Policies of the Company

Other conditions	He shall not be paid any sitting fees for attending the Meetings of Board of Directors and Committees of Board
Termination of Contract of appointment	May be terminated by either party by giving three months' notice in writing to the other party

Mr. Anish T. Mathew shall, during the term of office as Whole-time Director, be liable to retire by rotation and his reappointment as Director shall not be deemed to constitute a break in his office of Whole-time Director.

The Board commends the Special Resolution as set out at Item No. 3 of the Notice for approval by the Members 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. Anish T. Mathew, being appointee, is concerned or interested, financial or otherwise, in the Resolution as set out at Item No. 3.

Item No. 4

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee appointed Mr. Rajendra Jain as an Additional Director effective October 30, 2019. He holds office up to this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Article 89 of the Articles of Association of the Company.

A Notice under Section 160(1) of the Act has been received from a Member of the Company signifying his intention to propose the name of Mr. Rajendra Jain for appointment as Non-Executive Non-Independent Director of the Company. His office shall be liable to retire by rotation. The Board considers that his association would be of immense benefit to the Company.

The Board commends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the Members. None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Rajendra Jain, being appointee is concerned or interested, financial or otherwise, in the Resolution as set out at Item No. 4.

Item No. 5

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee appointed Mr. Virendraa Bangur as an Additional Director effective December 30, 2019. He holds office up to this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Article 89 of the Articles of Association of the Company.

A Notice under Section 160(1) of the Act has been received from a Member of the Company signifying his intention to propose the name of Mr. Virendraa Bangur for appointment as Non-Executive Non-Independent Director of the Company. His office shall be liable to retire by

rotation. The Board considers that his association would be of immense benefit to the Company.

The Board commends the Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the Members. None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Virendraa Bangur, the appointee, Mr. Shree Kumar Bangur, Chairman & Managing Director and Mr. Saurabh Bangur, Joint Managing Director, being relatives of the appointee Director is concerned or interested, financial or otherwise in the Resolution as set out at Item No. 5.

Item Nos. 6 to 8

Mr. Sudarshan V. Somani and Mr. Arun Kumar Sureka were appointed as Independent Directors of the Company for a term of three years from October 30, 2019 to October 29, 2022, pursuant to the provisions of Section 149 of the Companies Act, 2013 ("The Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("The SEBI Listing Regulations").

Ms. Veni Mocherla has also been appointed as an Independent Director of the Company for a term of three years from December 30, 2019 to December 29, 2022 pursuant to the aforesaid Regulations.

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, made the above appointments, subject to approval by the Members.

The Company has received declarations from Mr. Sudarshan V. Somani, Mr. Arun Kumar Sureka and Ms. Veni Mocherla, 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 and Ms. Veni Mocherla, fulfill the conditions specified in the Act and the Rules made there under and the SEBI Listing Regulations for their appointment as Independent Directors of the Company, and are independent of the management.

A Notice under Section 160(1) of the Act has been received from a Member of the Company signifying his intention to propose the names of Mr. Sudarshan V. Somani, Mr. Arun Kumar Sureka and Ms. Veni Mocherla for appointment as Non-Executive Independent Directors of the Company.

This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

Mr. Sudarshan V. Somani, Mr. Arun Kumar Sureka and Ms. Veni Mocherla, do not hold any shares in the Company.

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 Ordinary Resolutions as set out at Item Nos. 6 to 8 of the Notice for approval by the Members. None of the Directors or Key Managerial Personnel of the Company

or their relatives, except Mr. Sudarshan V. Somani, Mr. Arun Kumar Sureka and Ms. Veni Mocherla being appointees is in any way, concerned or interested, financial or otherwise, in the Resolutions as set out at Item Nos. 6 to 8 of this Notice.

Item No. 9

On the recommendation of Nomination and Remuneration Committee, the Board of Directors at their Meeting held on May 29, 2020 appointed Mr. Saurabh Bangur, as an Additional Director, effective June 1, 2020. He holds office of Additional Director up to this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Article 89 of the Articles of Association of the Company.

A notice under Section 160(1) of the Act, has been received from a Member of the Company signifying his intention to propose the name of Mr. Saurabh Bangur for appointment as a Director of the Company. The Board considers that his association would be of immense benefit to the Company.

Further, pursuant to the provisions of Sections 196, 197 of the Act and Schedule V under the Act and Articles of Association of the Company, the Board, subject to approval by the Members, appointed Mr. Saurabh Bangur as Joint Managing Director of the Company for a period of three years effective June 1, 2020 on the following terms and conditions –

Remuneration including all the allowances and benefits such as Provident Fund and Gratuity etc.	<p>a) Rs.1.50 Crores per annum with such increases as may be approved by the Board on the recommendation of Nomination and Remuneration Committee; and</p> <p>b) Commission at 1% of net profits of the Company per annum calculated under section 198 of Companies Act, 2013.</p>
Mediclaime, Life insurance and personal accident insurance	As applicable to senior staff of the Company.
Leave	As per Rules applicable to senior staff of the Company.
Other benefits, amenities, facilities and perquisites	As per the Rules and Policies of the Company.
Clubs Fees	Fees of clubs and associations will be payable by the Company.
Other conditions	He shall not be paid any sitting fees for attending the Meetings of Board of Directors and Committees of Board.
Termination of Contract of appointment	May be terminated by either party by giving three months' notice in writing to the other party.

Mr. Saurabh Bangur shall, during the term of office as Joint Managing Director, be liable to retire by rotation and his reappointment as Director shall not be deemed to constitute a break in his office of Joint Managing Director.

The Board commends the Special Resolution as set out at item No. 9 of the Notice for approval by the Members 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. Saurabh Bangur, being appointee, Mr. Shree Kumar Bangur, Chairman & Managing Director and Mr. Virendraa Bangur, Vice-Chairman, being relatives of appointee Director, is concerned or interested, financial or otherwise, in the Resolution as set out at Item No. 9.

Item No. 10

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 29, 2020, subject to ratification of the remuneration by the Members, approved the appointment of M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad as Cost Auditors of the Company for the financial year ending March 31, 2021 and also payment of remuneration of Rs.7.00 lakhs (excluding applicable taxes) plus reimbursement of out-of-pocket expenses as recommended by the Audit Committee at its Meeting held on May 29, 2020.

The Board commends the Ordinary Resolution as set out at item No. 10 of the Notice for approval by the Members. None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the Resolution as set out at Item No. 10.

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


ARAVIND MATTA
COMPANY SECRETARY &
VICE PRESIDENT (CORPORATE AFFAIRS)

Registered Office:
Rajahmundry - 533 105
East Godavari District,
Andhra Pradesh, India
August 7, 2020

Particulars of Directors seeking appointment/re-appointment at the 56th Annual General Meeting
(Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2)

Particulars	Mr. Shree Kumar Bangur	Mr. Anish T. Mathew	Mr. Rajendra Jain	Mr. Virendraa Bangur	Mr. Sudarshan V Somani	Mr. Arun Kumar Sureka	Ms. Veni Mocherla	Mr. Saurabh Bangur
Date of Birth	16/11/1949	25/12/1974	02/01/1962	19/03/1975	21/12/1963	10/06/1949	22/12/1975	27/12/1976
First Date of Appointment	30/10/2019	30/10/2019	30/10/2019	30/12/2019	30/10/2019	30/10/2019	30/12/2019	01/06/2020
Qualifications	B.Com.,	B.Com. ACA	B.Com., ACA, ACS	B.Com.,	B.Com.,	B.Com.,	BA, MBA, Post-Graduation Programme in Marketing	B.Com.,
Experience in specific functional areas	Industrialist & Entrepreneur	Professional	Professional	Industrialist & Entrepreneur	Entrepreneur	Industrialist & Entrepreneur	Professional	Industrialist & Entrepreneur
Directorships held in other Listed companies	Jayshree Chemicals Ltd; West Coast Paper Mills Limited	NIL	West Coast Paper Mills Limited	West Coast Papers Mills Limited; Jayshree Chemicals Limited; Taparia Tools Limited	Starteck Finance Limited; West Coast Paper Mills Limited	NIL	NACL Industries Limited	West Coast Paper Mills Limited
Memberships / Chairmanships of Committees of other Listed companies (Only Audit Committee and Stakeholders' Relationship Committee)	Member of Stakeholders Relationship Committee of Jayshree Chemicals Limited	NIL	Member of Audit Committee and Stakeholders Relationship Committee of West Coast Paper Mills Limited	Member of Stakeholders Relationship Committee of Jayshree Chemicals Limited	Audit Committee Chairman and Stakeholders Relationship Committee Member of Starteck Finance Limited. Audit Committee Member of West Coast Paper Mills Ltd	NIL	NIL	NIL
Number of shares held in the Company	NIL	10	NIL	NIL	NIL	NIL	NIL	NIL
Details of Remuneration sought to be paid	N.A.	Included in the explanatory statement to this notice	N.A.	N.A.	N.A.	N.A.	N.A.	Included in the explanatory statement to this notice
Relationship with other Directors and Key Managerial Personnel of the Company	Related to Mr. Virendraa Bangur and Mr. Saurabh Bangur (Sons)	NIL	NIL	Related to Mr. S.K. Bangur (Father) and Mr. Saurabh Bangur (Brother)	NIL	NIL	NIL	Related to Mr. S.K. Bangur (Father) and Mr. Virendraa Bangur (Brother)

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 2019-20.