



July 15, 2025

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

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

Dear Sirs,

Sub: Notice of 61st Annual General Meeting ('AGM') of the Company for FY 2024- 25

Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith 61st AGM Notice of the Company along with Explanatory Statement scheduled to be held on Thursday, August 07, 2025 at 02.30 P.M. through Video Conferencing / Other Audio Visual Means. The said Notice forms part of the Annual Report 2024-25.

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

Please take the above on record.

Thanking you,

Yours faithfully,
For **ANDHRA PAPER LIMITED**

BIJAY KUMAR SANKU
COMPANY SECRETARY

Encl: As above

ANDHRA PAPER LIMITED

(Corporate Identity Number: L21010AP1964PLC001008)

Regd. Office: Rajamahendravaram – 533 105, East Godavari District, India. Tel: +91-883-2471831

Corp. Office: 31, Chowringhee Road, Park Street, Kolkata – 700 016, India. Tel: +91-33-71500500

Website: www.andhrapaper.com; Email: info@andhrapaper.com

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



ANDHRA PAPER LIMITED

(CIN: L21010AP1964PLC001008)

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

Notice of Annual General Meeting

NOTICE is hereby given that the 61st Annual General Meeting of the Members of Andhra Paper Limited ("The Company") will be held on **Thursday, August 7, 2025 at 02.30 PM (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of Board of Directors and Auditors thereon.
2. To declare a final dividend of ₹1 per equity share of face value of ₹2/- each, of the Company for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Virendraa Bangur (DIN: 00237043) who retires by rotation and being eligible offers, himself for re-appointment.

SPECIAL BUSINESS

4. **Re-appointment of Mrs. Papia Sengupta (DIN: 07701564), as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, the applicable provisions of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations] (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Articles of Association of the Company and on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the reappointment of Mrs. Papia

Sengupta (DIN: 07701564) as an Independent Director of the Company, for the second term of 3 (three) consecutive years, not liable to retire by rotation, commencing from September 1, 2025 to August 31, 2028 (both days inclusive) on the terms and conditions mentioned in the explanatory statement."

RESOLVED FURTHER THAT any one of the Board of Directors and/or Key Managerial Personnel except for Mrs. Papia Sengupta be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution."

5. **Appointment of Secretarial Auditor and fix their remuneration**

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 179, 204 of the Companies Act, 2013 read with the rules made thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and any other circulars issued by SEBI from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the members be and are hereby accorded for the appointment of M/s. D. Hanumanta Raju & Co, Practicing Company Secretaries, (Firm Registration No. P1990AP015500), and Peer Review Certificate no. 6326/2024) as the Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 to FY 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors or any of its Committee(s) thereof and to avail any other services certificates or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board or any of its committee(s) and/or any person authorised by the Board, be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. Ratification of Remuneration of Cost Auditors

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

“**RESOLVED THAT** pursuant to Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force] the remuneration of ₹4.50 Lakhs plus applicable taxes and reimbursement of out-of-pocket expenses, as approved by the Board of Directors of

the Company, to be paid to M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad, Cost Auditors (Firm Registration No. 000042) to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2026 be and is hereby ratified and confirmed.

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

By Order of the Board
For Andhra Paper Limited
Sd/-
Bijay Kumar Sanku
Company Secretary

Registered Office:

Rajahmundry - 533 105
East Godavari District, Andhra Pradesh, India
May 08, 2025

Notes

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**The Act**”) in respect of Item Nos. 4, 5 and 6 as per Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**The SEBI LODR Regulations**”), setting out the details relating to Special business is annexed hereto. Further, disclosures as required under the SEBI (LODR) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’) with respect to details of appointee Director are provided in Annexures to this Notice.
2. The additional information as required under Schedule V of the Act is given as Annexure to this Notice.
3. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, Notice of the 61st AGM along with the Annual Report 2024-25 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 2024-25 shall also be available on the Company’s website: <https://www.andhrapaper.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/>

Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 a letter containing the web-link including exact path where complete details of 61st Annual Report is available, will be circulated to those shareholders who have not registered their email ids as on July 11, 2025 i.e. Benpos date.

However, the Company shall send a hard copy of the Notice of 61st AGM along with Annual Report 2024-25 to those Shareholders who request for the same. Shareholders who require a hard copy of the 61st AGM Notice and Annual Report may send their requests to the E-mail ID: aplinvestorrelations@andhrapaper.com.

5. M/s. KFin Technologies Limited (“KFinTech”) will be providing facilities for voting through remote e-voting, for participation in the 61st AGM through VC/OAVM and e-voting during the AGM (“Insta Poll”).
6. 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 the AGM is being held 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.

7. Institutional / Corporate members (i.e. other than individuals / HUF, NRI etc.) intending to authorize their representatives to participate and vote at the meeting are required to send a certified copy of the Board or governing body resolution/authorization letter to the scrutinizer by email to dhr300@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format 'APL_ EVEN NO.'
8. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. August 7, 2025. Members seeking to inspect such documents can send an email to aplinvestorrelations@andhrapaper.com.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares, Members are advised to dematerialise the shares held by them in physical form. The ISIN in respect of equity shares is **INE435A01051**.
11. Securities and Exchange Board of India (SEBI) rescinding all its previous circulars, issued Master circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 May 7, 2024 updated standardized Common and Simplified Norms for processing Investors' service request by RTAs and norms for furnishing PAN, KYC details inter alia mandated:
 - a. Furnishing of PAN, contact details, bank account details and nomination by shareholders holding shares in physical form;
 - b. Any service request shall be entertained only upon registration of the PAN, Bank details and the nomination;

Members holding shares in physical form are requested to notify any change in their address, Updation of bank particulars / NECS mandate, Mobile Number, Registration of Nomination and change in signature immediately to the Registrar and Transfer Agents, KFin Technologies Limited, Selenium Tower B, Plot No. 31

& 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 ("RTA") in the formats as given below:

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

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

12. Payment of dividend in case of Non KYC compliant Folios:

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

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

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service request by submitting a duly filled and signed Form ISR – 4 and Form ISR-5 for transmission cases.

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

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

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

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

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

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

Important notes with respect to ODR portal are as under:

- a) The link to access the ODR Portal as well as modalities and operational guidelines of the ODRP including timelines for review/resolution of complaints filed through the portal, manner of proceedings to be conducted by the ODR

institutions, roles and responsibilities of Market Infrastructure Intermediaries, Code of conduct for Conciliators and Arbitrators etc. as provided in the SEBI Circular(s) are hosted on Company's website at <https://andhrapaper.com/wp-content/uploads/2023/09/SEBI-Circular-on-Online-Resolution-of-Disputes.pdf>.

- b) It may be noted that the dispute resolution through the ODR portal can be initiated only if such complaint / dispute is not pending before any arbitral process, court, tribunal or consumer forum or if the same is non-arbitrable under Indian Law.
- c) There shall be no fees for registration of a complaint/dispute on the ODR portal, and the fees for conciliation or arbitration process including applicable GST, stamp duty etc. shall be borne by the Investor /Company/other market participant as the case may be.
- d) For any queries on the above matter, investors may contact the Company's Registrar & Share Transfer Agent, KFin Technologies Limited at einward.ris@kfintech.com or the Company at: aplinvestorrelations@andhrapaper.com.
15. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF).
16. In terms of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2016 (Rules) notified by Ministry of Corporate Affairs, the Company had transferred equity shares in respect of which dividend had not been paid or claimed by the shareholders for a period of seven consecutive years or more to Investor Education Protection Fund Authority (IEPF Authority). The details of the dividend and shares transferred to IEPF Authority and the procedure to claim the dividend and shares from the IEPF Authority are available on the Company's website under Investor Relations. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF- 5 available at <https://www.iepf.gov.in>.
17. Dividend payment and Tax on Dividend:
- i. The Record date for the purposes of this AGM and for determining entitlement of Members to

final dividend for the financial year ended March 31, 2025, if approved at the AGM, is Friday, August 1, 2025.

- ii. The dividend, as recommended by the Board of Directors, if declared at the 61st AGM, will be paid within 30 days from the date of declaration as under:

- (a) To all the Beneficial Owners as at the end of the day on Friday, August 1, 2025, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- (b) To all Members, in respect of shares held in physical form, whose names appear in the Register of Members as on Friday, August 1, 2025.

Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other electronic means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members, subject to availability of postal services and /or courier services.

- iii. Members may note that in terms of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update/register their valid PAN with the Company/ RTA (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).
- iv. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents on the link <https://ris.kfintech.com/form15>, on or before Friday, August 1, 2025. Shareholders are requested to note that

in case their PAN is not updated/registered, the tax will be deducted at a higher rate of 20%.

- v. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, and any other document which may be required to avail the tax treaty benefits by uploading the documents on or before Friday, August 1, 2025 on the link <https://ris.kfintech.com/form15/>. No communication would be accepted from Members after Friday, August 1, 2025 regarding the tax withholding matters.
- vi. The Resident Non-Individual Members such as Insurance companies, Mutual Funds, Alternative Investment Fund (AIF) and other domestic financial institutions established in India and Non-Resident Non-Individual Members such as Foreign Portfolio Investors may submit the relevant forms, declarations and documents through their respective custodians who are registered with NSDL for tax services, on or before the aforesaid timelines.
- vii. TDS will be deducted at prescribed higher rates for specified persons, as per the provisions of section 206AB of the Income Tax Act, 1961.

18. E-VOTING FACILITY

- i. In compliance with the provisions of Section 108 of the Act read with Rules made thereunder and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is offering e-voting facility to all Members of the Company. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date i.e. Friday, August 1, 2025
- ii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. Friday, August 1, 2025 shall only be entitled to avail the facility of remote e-voting/e-voting at the AGM. KFintech will be facilitating e-voting to enable the Members to cast their votes electronically.

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

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

Commencement of remote e-voting	: From 9.00 A.M. (IST) on Monday, August 4, 2025,
End of remote e-voting	: At 5.00 P.M. (IST) on Wednesday, August 6, 2025

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.

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

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

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

Step 2 : Access to 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	1. User already registered for IDeAS facility: - Visit URL: https://eservices.nsdl.com. - Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. - On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". - 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. 2. User not registered for IDeAS e-Services - To register click on link : https://eservices.nsdl.com. - Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. - Proceed with completing the required fields. - Follow steps given in points 1. 3. Alternatively, by directly accessing the e-Voting website of NSDL - Open URL: https://www.evoting.nsdl.com/. - Click on the icon "Login" which is available under 'Shareholder/Member' section. - 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. - Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech. - On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest i) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or ii) URL: www.cdslindia.com iii) Click on New System Myeasi. iv) Login with your registered User ID and Password. v) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. vi) Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest i) Option to register is available at ii) https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration iii) Proceed with completing the required fields. iv) Follow the steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of CDSL i) Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin. ii) Provide your Demat Account Number and PAN No. iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. iv) After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	i) You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. ii) Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii) Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

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

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

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

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

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), User ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://eMeetings.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8934, 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., '8934 - AGM' and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as displayed/

disclosed on the screen. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the Resolution (s), you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
- (B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently on whom, the Annual Report, Notice of AGM and e-voting instructions cannot be served, will have to follow the following process:

- I. Member may send an e-mail request at the email id 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 sending the Annual Report, Notice of AGM and the e-voting instructions.
- II. After receiving the e-voting instructions, please follow all steps narrated/mentioned above to cast your vote by electronic means.

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

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

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

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

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

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

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

(preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

- Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://eMeetings.kfintech.com> and clicking on the tab ‘Speaker Registration’ and mentioning their registered e-mail id, mobile number and city, during the period starting from Monday, August 4, 2025 (09.00 AM IST) up to Tuesday, August 5, 2025 (05.00 PM IST). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM and the maximum time per speaker will be restricted to 3 minutes, depending on the number of speakers and available time.
- The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that questions of only those Members will be entertained/ considered who are holding shares of Company as on the cut-off date i.e. Friday, August 1, 2025.
- 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 Monday, August 4, 2025 (09.00 AM IST) up to Tuesday, August 5, 2025 (05.00 PM IST).
- Members who need technical or other assistance before or during the e-AGM can contact KFintech by sending email at eMeetings@kfintech.com or Helpline: 1800 309 4001 (toll free).

20. Voting at e-AGM

- Only those members/shareholders, who will be participating in the e-AGM through VC/OAVM facility and who have not cast their vote earlier

through remote e-voting are eligible to vote through e-voting during the e-AGM.

- b. Members who have voted through remote e-voting will also be eligible to attend the e-AGM. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum of AGM under Section 103 of the Companies Act, 2013
- c. Upon declaration by the Chairperson about the commencement of e-voting at e-AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the e-AGM, which will take them to the 'instapoll' page.
- d. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

21. Other information:

The Board of Directors have appointed M/s. D. Hanumanta Raju & Co. Practicing Company

Secretaries, B-13, F-1 & F-2, P.S. Nagar, Vijayanagar Colony, Hyderabad - 500 057 as Scrutiniser, to scrutinise the e-voting process in a fair and transparent manner. The Scrutiniser shall, after the conclusion of voting at the AGM, submit his report within the prescribed timelines, to the Chairperson of the Company or any person authorized by the Chairperson and the results of voting will be announced within two working days from the conclusion of the AGM of the Company. The results declared along with the Scrutiniser's report shall be placed on the Company's website at www.andhrapaper.com and on the website of KFinTech viz. <https://evoting.kfintech.com> and shall also be communicated to the stock exchanges viz. BSE Limited & National Stock Exchange of India Limited, where the shares of the Company are listed. The resolutions shall be deemed to be passed at the AGM of the Company subject to obtaining requisite votes thereto.

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

Item No. 4

As per Section 149 read with Schedule IV of the Companies Act, 2013 ("Act") an Independent Director can be appointed for a maximum tenure up to 5 (five) consecutive years, but shall be eligible for re-appointment on passing of a special resolution by the Company for another term up to 5 (five) consecutive years. Mrs. Papia Sengupta (DIN: 07701564) was appointed initially for first term as an Independent Director of the Company to hold office for a period of 3 (three) consecutive years effective September 1, 2022 which was approved by the shareholders on October 1, 2022 vide Postal Ballot Notices dated August 22, 2022. Her first term expires on August 31, 2025.

In terms of the provisions of the SEBI (LODR) Regulations, 2015, a listed entity is required to obtain the approval of the shareholders for re-appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of re-appointment, whichever is earlier. Therefore, the Company is seeking approval of shareholders for re-appointment of Mrs. Papia Sengupta as an Independent Director of the Company in this Annual General Meeting.

Mrs. 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.

A science graduate, she has completed Chartered Financial Analyst (CFA) Program from ICFAI in 2001 and CAIIB from Indian Institute of Banking and Finance in 2008.

The core competencies of Mrs. Papia Sengupta are Corporate & MSME Finance, Stressed Assets Management, Risk Management, Banking, Treasury & Investment, Audit & Inspection, Overseas Banking, Human Resource Management.

Presently holding Board positions at (i) The Investment Trust of India Limited (ii) Paschim Gujarat VIJ Company Limited (iii) GSPL India Gasnet Limited and (iv) GSPL India Transco Limited as an Independent Director.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mrs. Papia Sengupta (DIN: 07701564) for the office of Independent Director of the Company. The Nomination and Remuneration Committee and the Board of Directors observed that Mrs. Papia Sengupta's rich experience and diverse expertise in financial, governance & global presence, along with the understanding of the Company's business and Governance basis her first tenure as Director and member of Stakeholders Relationship

Committee are well suited to the role and capabilities for re-appointment for a second term. Pursuant to the performance evaluation of Mrs. Papia Sengupta and considering contributions made by her during her tenure, the Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company.

The Board of Directors in their Meeting held on May 8, 2025, on the basis of the report of performance evaluation and the recommendation of the Nomination and Remuneration Committee, have re-appointed Mrs. Papia Sengupta (DIN: 07701564), as an Independent Director of the Company for a further period of 3 (three) consecutive years effective September 1, 2025 until August 31, 2028 subject to approval of shareholders of the Company in this Annual General Meeting.

The Company has also received from Mrs. Papia Sengupta (DIN: 07701564), (i) consent to act as Director, in writing in Form DIR-2 pursuant to the Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR 8 pursuant to Rule 14 (1) of the Companies (Appointment and Qualification of Director) Rules, 2014 to the effect that she is not disqualified under sub-Section (2) of Section 164 of the Companies Act, (iii) declaration to the effect that she meets the criteria of independence as prescribed under Section 149 of the Act read with Rules made thereunder and the SEBI Listing Regulations (iv) confirmation that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. (v) declaration that she is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent regulatory authority (vi) confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

In the opinion of the Board, Mrs. Papia Sengupta (DIN: 07701564) fulfils the conditions specified in the Act and Rules made thereunder and the proposed director is Independent of the Management. The board proposed the re-appointment of Mrs. Papia Sengupta (DIN: 07701564) to shareholders of the Company for their approval in this Annual General Meeting notice.

The brief profile of Mrs. Papia Sengupta (DIN: 07701564) as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015, is provided as 'Annexure' to this Notice. Mrs. Papia Sengupta (DIN: 07701564) is interested in the resolution set out at Item No.4 of the Notice with regard to her re-appointment and relatives of the said Director may

be deemed to be interested in the said resolution to the extent of her shareholdings, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or Relatives of Directors and Key Managerial Personnel are in any way concerned or interested in the said resolution. Letter of appointment of Mrs. Papia Sengupta (DIN: 07701564) setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company.

Pursuant to Regulation 25 of SEBI (LODR) Regulations, 2015, the appointment of Mrs. Papia Sengupta (DIN: 07701564) is subject to the approval of the members by way of special resolution and thus the Board of Directors has only recommended the resolution as set out at Item No.4 of this Notice for your approval.

Item No. 5

Appointment of Secretarial Auditor and fix their remuneration

In terms of the amended provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act'), the Company can appoint or reappoint an individual as Secretarial Auditor for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting. Further, a person/ partner of the firm eligible for appointment/re-appointed as a Secretarial Auditors shall be Peer Reviewed Company Secretary.

Pursuant to the provisions of Section 179 and 204 of the Companies Act, 2013 and Regulation 24A of the Listing Regulations, and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendations of the Audit Committee in its meeting held on May 8, 2025, after due deliberations and discussions on the expertise, experience, recommended to the Board of Directors of the Company, appointment of M/s. D. Hanumanta Raju & Co, Practicing Company Secretaries, (Firm Registration No. P1990AP015500), and Peer Review Certificate no. 6326/2024) as Secretarial Auditors of the Company for a First term of five consecutive years from the conclusion of 61st Annual General Meeting ('AGM') until the conclusion of the 66th AGM of the Company at such professional fees and applicable taxes and re-imbursement of out of pocket expenses, if any, in each financial year, as mutually agreed between the Board

of Directors/any of its Committee(s) and the Secretarial Auditors of the Company.

The Audit Committee and the Board of Directors, while recommending the appointment of M/s. D. Hanumanta Raju & Co, Practicing Company Secretaries as the Secretarial Auditors of the Company, have also taken into consideration, including but not limited to, competency of the audit team, efficiency, overall Audit approach, the credentials of the firm and partners, proven track record, Independence and their eligibility criteria prescribed under the Act and Listing Regulations.

M/s D. Hanumanta Raju & Co, is a Practicing Company Secretaries Firm with having experience of 30 years, based at Hyderabad and Mr. Hanumanta Raju, founder of said firm, is ex-president ICSI and having very vast experience and expertise on Companies Act, 2013, SEBI laws and other allied Acts. The other crucial team members having the professional expertise in dealing with all kinds of Corporate Secretarial, Foreign Exchange Laws, Corporate Advisory, Regulatory Issues and such other Allied & Legal matters. The firm rests on its strong and professional leadership that has an in-depth understanding of key business drivers.

The remuneration proposed to be paid to the Secretarial Auditors shall be commensurate with the services to be rendered by them during the said tenure and is based on the knowledge, expertise, industry experience, time and efforts required to be put by them. Accordingly, the Board of Directors of the Company, based on the fee proposal received and on the recommendations of the Audit Committee, has proposed a professional fee of ₹1,10,000/- (Rupees One Lakh Ten Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses at the actuals, if any, to M/s. D. Hanumanta Raju & Co, Practicing Company Secretaries for FY 2025-26, towards carrying out the Secretarial Audit of the Company.

Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the secretarial auditors under various regulations and other permissible non audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Secretarial

Auditors for the remaining part of the tenure to such extent as may be mutually agreed with the Secretarial Auditors.

M/s. D. Hanumanta Raju & Co, Practicing Company Secretaries have consented to their appointment as Secretarial Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 204 read with Regulation 24A of Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI (LODR) Regulations, 2015.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the Resolution as set out at Item No. 5.

The Board commends the Resolution as set out at item No. 5 of the Notice for approval by the Members.

Item No. 6

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 8, 2025, subject to the ratification of the remuneration by the Members, approved the re-appointment of M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad as Cost Auditors of the Company for the financial year ending March 31, 2026 and also payment of remuneration of ₹4.50 Lakhs (excluding applicable taxes) plus reimbursement of out-of-pocket expenses as recommended by the Audit Committee at its Meeting held on May 8, 2025.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the Resolution as set out at Item No. 6.

The Board commends the Resolution as set out at item No. 6 of the Notice for approval by the Members.

By Order of the Board
For Andhra Paper Limited
 Sd/-
Bijay Kumar Sanku
 Company Secretary

Registered Office:

Rajahmundry - 533 105
 East Godavari District, Andhra Pradesh, India
 May 08, 2025

Annexure

**Particulars of Directors seeking re-appointment at the 61st Annual General Meeting
(Pursuant to Regulation 36 of Listing Regulations and Secretarial Standard - 2)**

Name of the Director	Mr. Virendraa Bangur	Mrs. Papia Sengupta
DIN	00237043	07701564
Age	50 years	65 Years
Qualification	B.Com	Science Graduate & Chartered Financial Analyst & CAIIB
Experience (including expertise in specific functional area) / Brief Resume	Industrialist and areas of special interest in Paper, Newsprints, Chemicals, IT, Electronics, Optic Fibre, Telephone and Power Cable and Plantations.	The core competencies of Mrs. Papia Sengupta are Corporate & MSME Finance, Stressed Assets Management, Risk Management, Banking, Treasury & Investment, Audit & Inspection, Overseas Banking, Human Resource Management.
Terms and Conditions of Appointment / re-appointment	Re-appointment by rotation	Proposed to be re-appointed for a term of 3 years. No remuneration is payable except sitting fees for attending the Board & Committee Meetings.
Remuneration Last drawn	No remuneration is payable except sitting fees for attending the Board & Committee Meetings.	Not applicable. Hence receiving sitting fee.
Date if first appointment on the Board	December 30, 2019	September 1, 2022
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	Related to Mr. Shree Kumar Bangur (Father) and Mr. Saurabh Bangur (Brother)	There is no relationship with other Directors, Manager and Key Managerial Personnel's
Number of Meetings of the Board attended	Attended all the Meetings held during the year till date.	Attended all the Meetings held during the year till date.
Directorships of other Listed entities as on date of Annual General Meeting Notice.	1. West Coat Paper Mills Limited 2. Jayshree Chemicals Limited 3. Taparia Tools Limited	1. The Investment Trust of India Limited
Membership / Chairmanship of Committees of other listed entities as on date of Annual General Meeting Notice	List enclosed Below	List enclosed Below
Listed entities from which the Director has resigned in the past three years	NIL	Resigned as a Director of Indian Bank on 28.10.2024
Justification for continuing the Directorship	Being retire by rotation, it is not applicable.	In the opinion of the Board, the appointee Director's expertise and experience would be of immense benefit to the Company. The Board believes that her association would bring independent judgement on the Board and Committees in which she would be appointed and that she can appropriately balance the skills, experience and knowledge requirements. This would enable the Board to discharge its functions and duties effectively.

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 this Annual Report.

Membership / Chairmanship of Committees of Mr. Virendraa Bangur in other listed entities as on date of Annual General Meeting Notice.

Sl. No.	Name of the Company	Name of the Committee	Whether Chairman / Member
1	West Cost Paper Mills Limited	CSR Committee	Chairman
		Risk Management Committee	Chairman
2	Jayshree Chemicals Limited	SRC Committee	Chairman
		NRC Committee	Member

Membership / Chairmanship of Committees of Mrs. Papia Sengupta in other listed entities as on date of Annual General Meeting Notice.

Sl. No.	Name of the Company	Name of the Committee	Whether Chairman / Member
1	The Investment Trust of India Limited	Audit Committee	Member
		NRC Committee	Member
		SRC Committee	Member
		Risk Management Committee	Member

By the order of the Board
For ANDHRA PAPER LIMITED

Sd/-

Bijay Kumar Sanku
Company Secretary

Place: Rajahmundry
Date: May 08, 2025