



POSTAL BALLOT NOTICE

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

Dear Shareholder,

Notice is hereby given that the resolutions set out below are proposed for approval by the shareholders of Andhra Paper Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its shareholders to cast their votes electronically, pursuant to Sections 110 and 108 of the Companies Act, 2013 ("the Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular No. 09/2024 dated September 19, 2024 read with previous circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Sections 102(1) and 110 other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed M/s D Hanumanta Raju & Co, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to act as scrutinizers for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited i.e. Registrar and Transfer Agent ("Kfintech") as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of E-voting	Thursday, September 4, 2025 at 09.00 AM (IST)
End of the E-voting	Friday, October 3, 2025 at 05.00 PM (IST)

The Scrutinizer will submit their report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before Tuesday, October 7, 2025, and will be displayed on the Company's website at www.andhrapaper.com and the website of Kfintech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges.

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

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SPECIAL BUSINESS:

Item No – 1

Appointment of Mr. Ramesh Kumar Aggarwal (DIN: 00442059) 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, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Ramesh Kumar Aggarwal (DIN: 00442059), who was appointed as an Additional Director in the capacity of an Independent Director with effect from October 29, 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years from October 29, 2025 to October 28, 2028 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors, the Chief Financial officer and the Company Secretary be and are hereby severally authorized to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company, including but not limited to filing of the prescribed forms, returns with the Registrar of Companies, Securities and Exchange Board of India, intimation to the relevant Stock Exchanges in respect of this appointment, and to comply with all other requirements in this regard.”

Item No – 2

Appointment of Mr. Deepak Jalan (DIN: 00758600) 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, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Deepak Jalan (DIN: 00758600), who was appointed as an Additional Director in the capacity of an

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Independent Director with effect from October 29, 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years from October 29, 2025 to October 28, 2028 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors, the Chief Financial officer and the Company Secretary be and are hereby severally authorized to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company, including but not limited to filing of the prescribed forms, returns with the Registrar of Companies, Securities and Exchange Board of India, intimation to the relevant Stock Exchanges in respect of this appointment, and to comply with all other requirements in this regard.”

By the order of the Board
For ANDHRA PAPER LIMITED

Sd/-
Bijay Kumar Sanku
Company Secretary

Place: Rajahmundry
Date: 05.08.2025

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of all Items as per Regulation 36 of the SEBI Listing Regulations setting out the details relating to Special business is annexed hereto for your consideration. Further, disclosures as required under the SEBI Listing Regulations and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") in respect of appointments of Mr. Ramesh Kumar Aggarwal and Mr. Deepak Jalan are provided in Annexures to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder including Circulars issued in this regard, the manner of voting on proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository Participant ("DP") as on cut-off date i.e. August 29, 2025 (Friday).

2. This Postal Ballot Notice will also be available on the Company's website at www.andhrapaper.com websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at i.e. www.bseindia.com and www.nseindia.com respectively and on the website of Kfintech at <https://evoting.kfintech.com/>.
3. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail addresses. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.andhrapaper.com) duly filled and signed along with requisite supporting documents to K-Fintech at Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.
4. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting.
5. The voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. **The e-voting period commences at 9:00 a.m. (IST) on Thursday, September 4, 2025 and ends at 5:00 p.m. (IST) on Friday, October 3, 2025.**
7. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by K-fintech upon expiry of the aforesaid period.
8. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Friday, October 3, 2025

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FOR REMOTE E-VOTING, PLEASE READ CAREFULLY THE "PROCEDURE/INSTRUCTIONS FOR REMOTE EVOTING" ENUMERATED HEREIN.

(A). 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: I. Visit URL: https://eservices.nsdl.com. II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com. II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. III. Proceed with completing the required fields. IV. Follow steps given in points 1. 3. Alternatively, by directly accessing the e-Voting website of NSDL I. Open URL: https://www.evoting.nsdl.com/. II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. M/s. KFin Technologies Limited (service provider) V. On successful selection, you will be redirected to KFin Technologies Limited (Service Provider) e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode	1. Existing user who have opted for Easi / Easiest I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com II. Click on New System Myeasi.

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with CDSL	III. Login with your registered User ID and Password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. M/s. Kfin Technologies Limited (Kfintech) e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1. 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. M/s. Kfin Technologies Limited (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 – M/s. Kfin Technologies Limited (Kfintech) and you will be redirected to e-Voting website of M/s. Kfin Technologies Limited (Kfintech) for casting your vote during the remote e-Voting period without any further authentication.

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

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

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

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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://evoting.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) 9118, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with M/s. Kfin Technologies Limited (Kfintech) for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., “9118– Postal Ballot” and click on “Submit”.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as displayed/disclosed on the screen. You may also choose the option ABSTAIN. If the 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 Postal Ballot Notice 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,

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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 Postal Ballot and the e-voting instructions.

- II. Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from Kfintech 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 K-fintech toll free number 1-800-309-4001 for all e-voting related matters. Members may send an e-mail request to einward.ris@kfintech.com for all e-voting related matters.

If the member is already registered with K-fintech’s e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of Kfintech’s website for e-voting: <https://evoting.kfintech.com> or contact Kfintech as per the details given below.

CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:

Members are requested to note the following contact details for addressing e-voting related grievances:

Mr. Praveen Chaturvedi
(Unit: Andhra Paper Limited)
KFin Technologies Limited
Selenium Tower B, Plot 31 & 32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad 500 032
Toll-free No.: 1800 309 4001
(from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)
– E-mail: einward.ris@kfintech.com

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.

Item No: 1

It is proposed to appoint Mr. Ramesh Kumar Aggarwal (DIN: 00442059) as an Independent Director of the Company for a period of 3 years from October 29, 2025 up to October 28, 2028.

The nomination and remuneration committee after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors, recommended to the Board of Directors the appointment of Mr. Ramesh Kumar Aggarwal, as an Independent Director of the Company.

The Board of Directors at its meeting held on August 5, 2025 considered the recommendation and appointed Mr. Ramesh Kumar Aggarwal as an Additional Director in the capacity of an Independent Director of the Company subject to the approval of the Members of the Company.

Notice under Section 160 of the Act has been received from a Shareholder proposing Mr. Ramesh Kumar Aggarwal as a candidate for the office of Independent Director of the Company.

Mr. Ramesh Kumar Aggarwal has given his consent to act as an Independent Director of the Company and he has furnished necessary declarations to the effect that (i) He meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and the SEBI LODR Regulations (ii) He is not disqualified under sub-section (2) of Section 164 of the Act (iii) he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority (iv) he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company (v) he is in compliance with Rules 6 of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Ramesh Kumar Aggarwal fulfills the conditions specified in the Act and the Rules made thereunder and SEBI LODR Regulations for his appointment as an Independent Director of the Company and is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- He has turned around several loss-making projects and companies. He took the Bhubaneswar Coal Mining Project from a loss-making status to becoming India's largest and most profitable coal mine. He also turned around Alexandria Fibre Company and Grasim Bhiwani Textiles, both of which were incurring losses.
- He served as CEO of TIL Limited, where he restructured the organization and improved financial management and reporting. He was the President & Unit Head of Alexandria Fibre Company in Egypt and Grasim Bhiwani Textiles Limited.
- He was the Head of Projects & Business Development at Essel Mining & Industries Limited and initiated a 75 MW Wind Power Project in Maharashtra, which is now debt-free and generates Rs.

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50.00 crores annually. He was also involved in the development of a rail link project with an estimated investment of Rs. 1000 Crore.

- He has held positions as CFO at Essel Mining & Industries Limited and has experience in raising funds, optimizing treasury operations, and forex management.
- He is a qualified Chartered Accountant and Company Secretary. He has experience of serving on the boards of various public limited companies.

The terms and conditions in relation to the appointment of Mr. Ramesh Kumar Aggarwal is available for inspection by the shareholders without any fees, at the Registered Office of the Company during normal business hours between 10.00 A.M. (IST) to 12.00 Noon (IST) on all working days (except Saturdays, Sundays and public holidays) up to the closure of the voting period. This Statement may also be regarded as an appropriate disclosure under the SEBI LODR Regulations.

Pursuant to the provisions of the 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act and the Regulation 25(2A) of the SEBI LODR regulations, the appointment of Mr. Ramesh Kumar Aggarwal as an Independent Director requires approval of members of the Company by way of a special resolution. Accordingly, the approval of members is sought for appointment of Mr. Ramesh Kumar Aggarwal as an Independent Director of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Ramesh Kumar Aggarwal is in anyway, concerned or interested, financially or otherwise, in the aforesaid Resolution set out at Item No. 1 in the Notice.

The Board commends the Special Resolution as set out at Item No. 1 of this notice for approval by the Shareholders.

Item No: 2

It is proposed to appoint Mr. Deepak Jalan (DIN: 00758600) as an Independent Director of the Company for a period of 3 years from October 29, 2025 up to October 28, 2028.

The nomination and remuneration committee after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors, recommended to the Board of Directors the appointment of Mr. Deepak Jalan, as an Independent Director of the Company.

The Board of Directors at its meeting held on August 5, 2025 considered the recommendation and appointed Mr. Deepak Jalan as an Additional Director in the capacity of an Independent Director of the Company subject to the approval of the Members of the Company.

Notice under Section 160 of the Act has been received from a Shareholder proposing Mr. Deepak Jalan as a candidate for the office of Independent Director of the Company.

Mr. Deepak Jalan has given his consent to act as an Independent Director of the Company and he has furnished necessary declarations to the effect that (i) He meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and the SEBI LODR Regulations (ii) He is not disqualified under sub-section (2) of Section 164 of the Act (iii) he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority (iv) he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company (v)

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he is in compliance with Rules 6 of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Deepak Jalan fulfills the conditions specified in the Act and the Rules made thereunder and SEBI LODR Regulations for his appointment as an Independent Director of the Company and is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- Mr. Deepak Jalan is the Managing Director of Linc Limited, leading brand in writing instruments and he led the transformation of Linc from a small-scale enterprise to a publicly listed company with a turnover exceeding ₹500 crores.
- He has 38 years of experience in strategic planning, innovation and product development, brand building, international business development, distribution, corporate governance.
- He brings a strong entrepreneurial perspective along with deep insights into compliance, stakeholder engagement, and long-term value creation.
- He was a recipient of the Export Excellence Awards for 10 consecutive years.

The terms and conditions in relation to the appointment of Mr. Deepak Jalan is available for inspection by the shareholders without any fees, at the Registered Office of the Company during normal business hours between 10.00 A.M. (IST) to 12.00 Noon (IST) on all working days (except Saturdays, Sundays and public holidays) up to the closure of the voting period. This Statement may also be regarded as an appropriate disclosure under the SEBI LODR Regulations.

Pursuant to the provisions of the 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act and the Regulation 25(2A) of the SEBI LODR regulations, the appointment of Mr. Deepak Jalan as an Independent Director requires approval of members of the Company by way of a special resolution. Accordingly, the approval of members is sought for appointment of Mr. Deepak Jalan as an Independent Director of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Deepak Jalan is in anyway, concerned or interested, financially or otherwise, in the aforesaid Resolution set out at Item No. 1 in the Notice.

The Board commends the Special Resolution as set out at Item No. 2 of this notice for approval by the Shareholders.

By the order of the Board
For ANDHRA PAPER LIMITED
Sd/-
Bijay Kumar Sanku
Company Secretary

Place: Rajahmundry
Date: 05.08.2025

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



Annexure A

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

Mr. Ramesh Kumar Aggarwal	
DIN	00442059
Date of Birth (Age)	66 Years
Date if first appointment on the Board	Appointment effective from October 29, 2025
Qualification	Chartered Accountant & Company Secretary
Experience (including expertise in specific functional area) / Brief Resume	Mr. Ramesh Kumar Aggarwal is having 38 years of overall experience in Finance, Accounts, Commercial, projects, Business development and Operation of large size Coal Mine and managing manufacturing units as Unit Head including 10 years international experience with a world class Textile Mills of Aditya Birla Group in Indonesia and an Acrylic Fiber Manufacturing plant in Egypt.
Terms and Conditions of Appointment	Proposed to be appointed for a term of 3 years. No remuneration is payable except sitting fees for attending the Meetings.
Remuneration Last drawn	Not applicable.
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	NIL
Relationship with other Directors / Key Managerial Personnel	There is no relationship with other Directors, Manager and Key Managerial Personnel's
Number of Meetings of the Board attended	Not Applicable
Directorships of other Boards as on date of Postal Ballot Notice.	Nil
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Nil
Listed entities from which the Director has resigned in the past three years	NIL
Skills and capabilities required for the role and the manner in which Mr. Ramesh Kumar Aggarwal meets such requirements:	Refer to the Item no. 1 of the explanatory statement.

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**Annexure B**

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

Mr. Deepak Jalan	
DIN	00758600
Date of Birth (Age)	62 years
Date of first appointment on the Board	Effective from October 29, 2025
Qualification	B.Com (Hons)
Experience (including expertise in specific functional area) / Brief Resume	He is the Managing Director of Linc Limited, India's leading brand in writing instruments. With over 38 years of experience, he has led the transformation of Linc from a small-scale enterprise to a publicly listed company with a turnover exceeding ₹500 crores. His professional expertise spans international business development (with exports to over 40 countries), strategic planning, brand building and corporate governance. He brings a strong entrepreneurial perspective along with deep insights into compliance, stakeholder engagement, and long-term value creation. He has served as the President of the Merchants' Chamber of Commerce & Industry (MCCI), Kolkata, and The Bengal Rowing Club. Recognised as an industry thought leader, Deepak Jalan is known for upholding high standards of ethics, strategic oversight, and transparency in leadership roles.
Terms and Conditions of Appointment	Proposed to be appointed for a term of 3 years. No remuneration is payable except sitting fees for attending the Meetings.
Remuneration Last drawn	Not applicable.
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	NIL
Relationship with other Directors / Key Managerial Personnel	There is no relationship with other Directors, Manager and Key Managerial Personnel's
Number of Meetings of the Board attended	Not Applicable

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Directorships of other Boards as on date of Postal Ballot Notice.	1. SKP Securities Limited 2. LINC Limited
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	List enclosed below
Listed entities from which the Director has resigned in the past three years	NIL
Skills and capabilities required for the role and the manner in which Mr. Ramesh Aggarwal Kumar meets such requirements:	Refer to the Item no. 2 of the explanatory statement.

Annexure B.1

Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice

Sl. No.	Name of the Company	Name of the Committee	Whether Chairman / Member
1	SKP Securities Limited	Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Chairman
2	LINC Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Chairman

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