



ANDHRA PAPER LIMITED

(Formerly known as International Paper APPM Limited)
Corporate Identity Number: L21010AP1964PLC001008

[An ISO 9001, ISO 14001, ISO 45001 and FSC® Certified Company (FSC®- C119477)]

Registered Office: Rajahmundry 533 105, East Godavari District, Andhra Pradesh, India
Phone: 0883-2471831 to 1834, Fax : 0883-246 1764

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POSTAL BALLOT NOTICE

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

Dear Shareholder,

Notice is hereby given to the Shareholders of Andhra Paper Limited ("**Company**") pursuant to, Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and other applicable laws and regulations, including any statutory modification or re-enactment thereof for the time being in force, that the Resolution appended herein below is proposed to be passed by the Shareholders by way of Postal Ballot including Electronic Voting.

The Statement under Section 102(1) of the Act and other applicable provisions, if any, setting out the material facts and reasons for the Resolution is also appended herewith for your consideration, along with a 'Postal Ballot Form' and self-addressed postage pre-paid Business Reply Envelope (BRE).

Further, in compliance with provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI LODR Regulations, the Company is pleased to offer e-voting facility as per the provisions of section 108 of the Act and Rule 20 of Companies (Management and Administration) Rules, 2014, as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically, instead of filling and dispatching the postal ballot form. Please read carefully the instructions regarding e-voting as mentioned in notes to this Notice of Postal Ballot.

Please note that e-voting is optional. Shareholders, having shares in demat form or in physical form may vote either by way of Postal Ballot Form or e-voting.

The said Notice of Postal Ballot is also available on the website of the Company at www.andhrapaper.com under 'Investors' section.

SPECIAL BUSINESS:

RE-CLASSIFICATION OF MEMBERS OF THE "PROMOTER/PROMOTER GROUP" CATEGORY TO THE "PUBLIC SHAREHOLDER" CATEGORY

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), including any statutory modification(s) or re-enactment thereof, and other laws and regulations as may be applicable, the relevant provisions of the Articles of Association of the Company and subject to the approval of the Stock Exchanges, and such other approvals as may be necessary, the consent of the Shareholders of the Company be and is hereby accorded for the reclassification of status of the below identified Promoter(s) from the "Promoter/ Promoter Group" category to the "Public Shareholders" category of the Company:

Name of Identified Promoter to be reclassified as "public shareholder"	Number of shares held
International Paper Investments (Luxembourg) S.a.r.l.	Nil
IP International Holdings Inc.	Nil

RESOLVED FURTHER THAT upon receipt of the approval of the Stock Exchanges and other requisite approvals, the Company shall forthwith effect such re-classification, in the Statement of Shareholding Pattern and in all other filings to be made by the Company including those under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and under any other applicable provisions.

RESOLVED FURTHER THAT Mr. Shree Kumar Bangur, Chairman & Managing Director, Mr. Saurabh Bangur, Joint Managing Director, Mr. Anish T. Mathew, Director - Commercial & CFO and Mr. Aravind Matta, Company Secretary & Vice President (Corporate Affairs) be and are hereby authorized severally to perform and execute all such acts, deeds, matters and things, including but not limited to making timely intimation to Stock Exchange(s), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever, which may arise and amend such details and to represent before such authorities, as may be required, and take all such steps and decisions in this regard, to give full effect to the aforesaid Resolution."

By the order of the Board of Directors
For ANDHRA PAPER LIMITED

Place: Hyderabad
Date: December 18, 2020

Aravind Matta
Company Secretary &
Vice President (Corporate Affairs)

NOTES:

1. The Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is annexed and forms part of this Notice.
2. Mr. D. Hanumanta Raju (Membership No. FCS 4044 and PCS No. 1709), Partner, M/s. D. Hanumanta Raju & Co., Company Secretaries, B-13, F-1, P.S. Nagar, Vijayanagar Colony, Hyderabad - 500 057 has been appointed as a Scrutinizer to scrutinize the Postal Ballot process including e-voting in a fair and transparent manner.
3. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Shareholders of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, December 18, 2020.
4. The voting rights of Shareholders shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on Friday, December 18, 2020 and a person who is not a Shareholder as on such date should treat this notice for information purpose only.
5. The Postal Ballot Notice is being sent by e-mail to those Shareholders who have registered their e-mail addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For Shareholders whose e-mail ids are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope (BRE).
6. In compliance with provisions of Sections 108 and 110 of the Companies Act, 2013 read with Regulation 44 of SEBI LODR Regulations, Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended up to date & Secretarial Standard - 2 issued by the Institute of Company Secretaries of India on General Meetings ("SS - 2"), the Company is also offering e-voting facility to enable the Shareholders to cast their votes electronically. KFin Technologies Private Limited, Hyderabad ("KFinTech") has been appointed for facilitating e-voting to enable the shareholders to cast their votes electronically. However, e-voting is optional.
7. The Shareholders who have received Postal Ballot Notice by e-mail and wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.kfintech.com> or seek Postal Ballot Form from RTA viz., KFin Technologies Private Limited, Selenium Tower B, Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032 and fill-in the details and send the same to the Scrutinizer.
8. Kindly note that the Shareholders can opt ONLY ONE MODE OF VOTING, i.e. either by Physical Ballot or E-voting. If you are opting for e-voting, then do not vote by Physical Ballot and *vice-versa*. However, in case Shareholders cast their vote by both Physical Ballot and E-voting, then vote cast through e-voting will be treated as valid.
9. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the

enclosed BRE to the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. on Saturday, January 30, 2021. **Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.**

10. E-Voting period commences on Friday, January 1, 2021 at 9.00 A.M. (IST) and ends on Saturday, January 30, 2021 at 5.00 P.M. (IST) and the e-voting module shall be disabled by KFinTech thereafter. For the avoidance of doubt, it is hereby clarified that the voting shall not be allowed beyond the said date and time.
11. The results of the Postal Ballot shall be declared either by the Chairman or by a person so authorized by him in this regard on or before Monday, February 1, 2021 by or before 5.00 P.M. (IST) and also displayed on notice board of Registered Office of the Company. The results of the Postal Ballot shall be hosted on the website of the Company www.andhrapaper.com and of RTA at <https://evoting.kfintech.com> and simultaneously communicated to the Stock Exchanges, where the securities of the Company are listed. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on Saturday, January 30, 2021.
12. Relevant documents referred to in the Notice will be available for inspection by the Shareholders at the Registered Office of the Company during normal business hours between 10.00 A.M. to 12.00 Noon on all working days (except Saturdays, Sundays and public holidays) upto the date of declaration of the results of Postal Ballot.
13. For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein:

PROCEDURE/INSTRUCTIONS FOR E-VOTING:

a. For Shareholders whose E-mail addresses are registered with the Company/Depositories:

In compliance with the provisions of Sections 108 and 110 of the Act and Rule 22 of the Companies (Management and Administration) Amendment Rules, 2015, the Shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited ("KFinTech") on the Resolution set forth in this Notice.

Shareholders, whose E-mail addresses are registered with the Company/Depositories, will receive an Email from KFinTech. Open the E-mail containing the PDF file namely 'Andhrapaper.evoting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

- i. Launch internet browser by typing the URL:<https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e. **User ID and password** mentioned in the Postal Ballot Form). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your 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 minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The 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 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 E-Voting Event Number for Andhra Paper Limited.
- 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 in 'AGAINST' but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding as on cut-off date i.e. Friday, December 18, 2020.
- viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix. In case you do not desire to cast your vote, 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 confirm, you will not be allowed to modify your vote. **During the voting period, Shareholders can login any number of times till they have voted on the Resolution.**
- xii. **Corporate/Institutional Shareholders** (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF format) of the board resolution/authority letter, etc., together

with attested specimen signature(s) of the duly authorized representative(s), to the scrutinizer at E-mail ID: dhr300@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format 'APL_EVEN NO.'

b. For Shareholders whose E-mail addresses are not registered with the Company/ Depositories:

Shareholders will receive Postal Ballot Notice providing E-voting (EVEN), User ID and Password. Use the initial password that was provided in the letter for remote e-voting and follow all steps as given in Sr. No. i to Sr. No. xii above, to cast your vote.

In case of any query or grievance, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the website of E-voting Platform Provider viz. <https://evoting.kfintech.com/public/Faq.aspx> or contact Mr. Raghunath Veedha, Authorized Representative, KFintech on + 91 40 6706 2222 & Toll Free No. 1800 3454 001. If you are already registered with KFintech for e-voting then you can use your existing user ID and password for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

STATEMENT UNDER SECTION 102(1) OF THE ACT AND OTHER APPLICABLE PROVISIONS, IF ANY, SETTING OUT THE MATERIAL FACTS AND REASONS FOR THE RESOLUTION

The Company received applications, pursuant to Regulation 31A of the SEBI LODR Regulations from (a) International Paper Investments (Luxembourg) S.a.r.l. vide letter dated August 5, 2020 and (b) IP International Holdings Inc. vide letter dated September 28, 2020 ("Applicants"), seeking re-classification of their status from "Promoter/Promoter Group" category to "Public Shareholding" category and pursuant to the said Regulation, confirmed that they:

1. do not hold more than ten percent of the total voting rights in the Company;
2. do not exercise control over the affairs of the Company, directly or indirectly;
3. do not have any special rights with respect to the Company, through formal or informal arrangements including through any shareholder agreements;
4. are not represented on the Board of Directors (including not having a nominee director) of the Company;
5. do not act as a Key Managerial Person in the Company;
6. are not 'wilful defaulter' as per the Reserve Bank of India Guidelines; and
7. are also not a fugitive economic offender.

The Applicants further confirmed, that they will comply with the conditions specified in Regulation 31A(4) of the SEBI LODR Regulations.

The above applicants do not hold shares in the Company as on the date of this Notice. The Board of Directors of the Company ("**Board**") deliberated over the aforesaid requests and have approved them, subject to approval by the Shareholders and relevant regulatory authorities.

The Shareholders are further informed, that:-

- i. the Company is compliant with the requirement of minimum public shareholding as required under regulation 38 of the SEBI LODR Regulations;
- ii. equity shares of the Company were not suspended by the stock exchanges from trading;
- iii. the Company does not have any outstanding dues to the Board, the Stock Exchanges or to the Depositories.

Further, in accordance with the Regulation 31A of the Listing Regulations, the said re-classification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, *inter alia*, require that the Company obtain the consent of the Shareholders of the Company, for the said re-classification. The Board, therefore, recommends the passing of the Resolution as set out in the notice for the approval of the Shareholders as an Ordinary Resolution, through postal ballot.

None of the Directors, Key Managerial Personnel of the Company or any of their respective relatives, are in anyway, concerned or interested, financially or otherwise, in the aforesaid Resolution set out in the Notice.

By the order of the Board of Directors
For ANDHRA PAPER LIMITED

Aravind Matta
Company Secretary &
Vice President (Corporate Affairs)

Place: Hyderabad
Date: December 18, 2020