



Ref: APL/SEC/CG/2021

Dt : January 8, 2021

Department of Corporate Services,  
BSE Limited,  
14<sup>th</sup> Floor, P.J. Towers,  
Dalal Street,  
**MUMBAI :: 400 001**

Listing Department,  
National Stock Exchange of India Ltd.  
"Exchange Plaza,"  
Bandra-Kurla Complex,  
Bandra (E), **MUMBAI – 400 051**

**(BSE Scrip Code No.502330)**

**(Symbol – ANDHRAPAP; Series – EQ)**

Dear Sirs,

Sub: Compliance Report on Corporate Governance

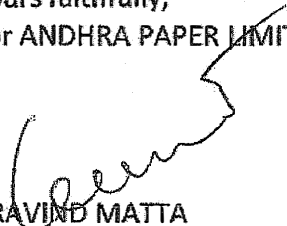
---

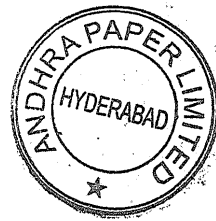
Pursuant to Regulation 27 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith the Compliance Report on Corporate Governance for the quarter ended December 31, 2020.

Please acknowledge the receipt.

Thanking you,

Yours faithfully,  
For ANDHRA PAPER LIMITED

  
ARAVIND MATTA  
COMPANY SECRETARY &  
VICE PRESIDENT (CORPORATE AFFAIRS)



Encl. As above.

**ANDHRA PAPER LIMITED**

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

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

Corp. Office: 8<sup>th</sup> floor, Krishe Sapphire Building, 1-89/3/B40 to 42/KS/801,

Hitec City Main Road, Madhapur, Hyderabad 500081

Tel: +91-40-6810-1200 Fax: +91-40-6810-1255

Website: [www.andhrpaper.com](http://www.andhrpaper.com)

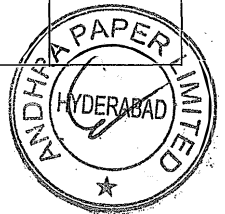
An ISO 9001, ISO 14001, ISO 45001 and FSC® Certified Company (FSC® - C119477)

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity: Andhra Paper Limited (Formerly known as International Paper APPM Limited)

2. Quarter ending : December 31, 2020

<b>I Composition of Board of Directors</b>														
Sl. No	Title (Mr. / Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee) <sup>&amp;</sup>	Initial Date of Appointment	Date of Re-appointment	Date of Cessa-tion	Tenu-re* in mont hs	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Director-ship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of Listing Regulations]	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations]	Remarks
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
1	Mr.	Shree Kumar Bangur	PAN: AHHPB5719K DIN:00053237	Chairperson -- Executive	30-10-2019	-		36	16-11-1949	3	-	2	-	
2	Mr.	Adhiraj Sarin	PAN: AOBPS8742N DIN:00140989	Non-Executive-Independent	06-12-2011	01-04-2019	-	36	15-08-1952	2	2	2	-	
3	Mr.	Praveen P. Kadle	PAN: AEEPK1052J DIN:00016814	Non-Executive-Independent	25-01-2012	01-04-2019	-	36	21-01-1957	3	3	1	1	
4	Mr.	Sudarshan Vijaynarain Somani	PAN: AAEPS1227M DIN:00137568	Non-Executive-Independent	30-10-2019	30-10-2019	-	36	21-12-1963	3	3	2	2	
5	Mr.	Arun Kumar Sureka	PAN: AKOPS6778D DIN: 00055934	Non-Executive-Independent	30-10-2019	30-10-2019	-	36	10-06-1949	1	1	1	-	



1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
6	Mr.	Rajendra Jain	PAN: ABSPJ8768P DIN: 07250797	Non-Executive Non-Independent	30-10-2019				02-01-1962	2	-	3	-	
7	Mr.	Anish T Mathew	PAN: ALFPM3661H DIN:07995480	Executive	30-10-2019			36	25-12-1974	1	-	-	-	
8	Ms	Veni Mocherla	PAN: AUXPM7488F DIN: 08082163	Non-Executive-Independent	30-12-2019	30-12-2019		36	22-12-1975	2	2	-	-	
9	Mr.	Virendraa Bangur	PAN: AELPB5548M DIN:00237043	Non-Executive – Non Independent	30-12-2019	-	-	-	19-03-1975	4	-	2	-	
10	Mr.	Saurabh Bangur	PAN: AHHPB5720G DIN: 00236894	Executive	01-06-2020	-	-	36	27-12-1976	2	-	1	-	

Whether Regular chairperson appointed – Yes

Whether Chairperson is related to Managing Director or CEO – **Chairperson and Managing Director is one person.**

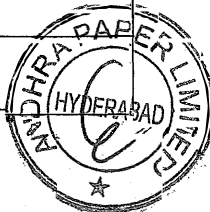
<sup>§</sup>PAN of any Director would not be displayed on the website of Stock Exchange

<sup>&</sup>Category of Directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

<sup>\*</sup>to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of the Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>&amp;</sup>	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Mr. Praveen P. Kadle	Chairperson – Independent	25-01-2012	-
		2. Mr. Adhiraj Sarin	Independent	22-01-2015	-
		3. Mr. Arun Kumar Sureka	Independent	21-11-2019	-
		4. Mr. Shree Kumar Bangur	Executive	17-02-2020	-
2. Nomination & Remuneration Committee	Yes	1. Mr. Arun Kumar Sureka	Chairperson - Independent	21-11-2019	-
		2. Mr. Adhiraj Sarin	Independent	28-01-2020	-
		3. Mr. Shree Kumar Bangur	Executive	21-11-2019	-
		4. Mr. Virendraa Bangur	Non-Executive – Non-Independent	17-02-2020	-
3. Risk Management Committee (if applicable)	Not Applicable				



Name of the Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) &	Date of Appointment	Date of Cessation
4. Stakeholders Relationship Committee	Yes	1. Mr. Sudarshan Vijaynarain Somani	Chairperson – Independent	21-11-2019	-
		2. Mr. Rajendra Jain	Non-Executive – Non-Independent	21-11-2019	-
		3. Mr. Virendraa Bangur	Non-Executive – Non-Independent	17-02-2020	-
5. Corporate Social Responsibility Committee	Yes	1. Mr. Sudarshan Vijaynarain Somani	Chairperson – Independent	28-01-2020	-
		2. Mr. Shree Kumar Bangur	Executive	21-11-2019	-
		3. Mr. Rajendra Jain	Non-Executive – Non-Independent	21-11-2019	-
		4. Mr. Virendraa Bangur	Non-Executive – Non-Independent	17-02-2020	-

& Category of Directors means executive/non-executive/independent/Nominee. If a director fits into more than one category, write all categories separating them with hyphen

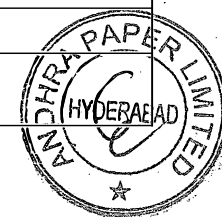
III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive meetings in number of days
07-Aug-2020	29-Oct-2020	Yes	10	5	82

\* to be filled in only for the current quarter meetings

IV. Meetings of Committees							
Name of the Committee	Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	
Audit Committee	29-Oct-2020	Yes	3	3	07-Aug-2020	82	
Nomination and Remuneration Committee	-				-		
Stakeholders Relationship Committee	-				-		
Corporate Social Responsibility Committee	-				-		

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

\*\* to be filled in only for the current quarter meetings



<b>V. Related Party Transactions : No material Related Party Transactions have been entered during the quarter</b>	
<b>Subject</b>	<b>Compliance status(Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
<b>Note:</b> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A., For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here.	

<b>VI. Affirmations</b>
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - <b>Yes</b> 2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015. a. Audit Committee - <b>Yes</b> b. Nomination & remuneration committee - <b>Yes</b> c. Stakeholders relationship committee - <b>Yes</b> d. Risk management committee (applicable to the top 500 listed entities) - <b>Not applicable</b> 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015. - <b>Yes</b> 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015. – <b>Yes</b> 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here:  The Compliance report on Corporate Governance for the quarter ended September 30, 2020 had been placed before the Meeting of Board of Directors held on October 29, 2020 and there were no comments/observations/ advice by the Board of Directors. The Compliance report on the Corporate Governance for the quarter ended December 31, 2020 will be placed before the next Meeting of Board of Directors.

Date : January 8, 2021

Place : Hyderabad

  
**ANAND BABU**  
 Director  
 Company Secretary &  
 Vice President (Corporate Affairs)