



Ref: APL/SEC/CG/2022

Dt : October 11, 2022

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

**(BSE 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: 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 and half-year ended September 30, 2022.

Please acknowledge the receipt.

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](http://www.andhrapaper.com); Email: [info@andhrapaper.com](mailto:info@andhrapaper.com)

An ISO 9001:2015, ISO 14001: 2015, ISO 45001: 2018 and FSC® Certified Company

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity: Andhra Paper Limited

2. Quarter ending: September 30, 2022

<b>I Composition of Board of Directors</b>													
Sl No	Title (Mr. / Ms.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee) <sup>6</sup>	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* in months	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship 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]
1	2	3	4	5	6	7	8	9	10	11	12	13	14
1	Mr.	Shree Kumar Bangur	PAN: AHHPB5719K DIN:00053237	Chairperson -- Executive	30-10-2019	-	-		16-11-1949	3	0	1	1
2	Mr.	Sudarshan Vijaynarain Somani	PAN: AAEPS1227M DIN:00137568	Non-Executive-Independent	30-10-2019	-	-	35	21-12-1963	2	2	3	2
3	Mr.	Arun Kumar Sureka	PAN: AKOPS6778D DIN:00055934	Non-Executive-Independent	30-10-2019	-	-	35	10-06-1949	1	1	1	0

Contd..2..



::2::

1	2	3	4	5	6	7	8	9	10	11	12	13	14
4	Mr.	Rajendra Jain	PAN: ABSPJ8768P DIN:07250797	Non- Executive Non- Independent	30-10-2019	-	-		02-01-1962	2	0	3	0
5	Ms.	Veni Mocherla	PAN: AUXPM7488F DIN:08082163	Non- Executive- Independent	30-12-2019	-	-	33	22-12-1975	3	3	0	0
6	Mr.	Virendra Sinha	PAN: BRFPS3558A DIN:03113274	Non- Executive- Independent	01-04-2022	-	-	6	13-07-1955	3	3	2	1
7	Mr.	Sitaram Sharma	PAN: AJFPS6250A DIN:01298299	Non- Executive- Independent	01-04-2022	-	-	6	09-01-1947	1	1	0	0
8	Mrs	Papia Sengupta	PAN: ALQPS3068P DIN:07701564	Non- Executive- Independent	01-09-2022	-	-	1	27-09-1959	2	2	2	0
9	Mr.	Virendraa Bangur	PAN: AELPB5548M DIN:00237043	Non- Executive -- Non Independent	30-12-2019	-	-	-	19-03-1975	4	0	1	0
10	Mr.	Saurabh Bangur	PAN: AHHPB5720G DIN:00236894	Executive	01-06-2020	-	-	-	27-12-1976	2	0	2	0
11	Mr.	Mukesh Jain	PAN: AGEPJ3834D DIN:09380039	Executive	10-11-2021	-	-	-	20-04-1966	1	0	0	0

Whether Regular chairperson appointed – Yes

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

<sup>5</sup>PAN of any Director would not be displayed on the website of Stock Exchange

<sup>6</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.



<b>II. Composition of Committees</b>					
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
1. Audit Committee	Yes	1. Mr. Sudarshan Vijaynarain Somani	Chairperson – Non-Executive - Independent	01-04-2022	-
		2. Mr. Saurabh Bangur	Executive	12-05-2021	-
		3. Mr. Arun Kumar Sureka	Non-Executive – Independent	21-11-2019	-
		4. Mr. Virendra Sinha	Non-Executive - Independent	01-04-2022	-
2. Nomination & Remuneration Committee	Yes	1. Mr. Arun Kumar Sureka	Chairperson - Non-Executive - Independent	21-11-2019	-
		2. Mr. Shree Kumar Bangur	Executive	21-11-2019	-
		3. Mr. Sudarshan Vijaynarain Somani	Non-Executive – Independent	09-11-2021	
		4. Mr. Sitaram Sharma	Non-Executive - Independent	01-04-2022	-
3. Stakeholders Relationship Committee	Yes	1. Mr. Sudarshan Vijaynarain Somani	Chairperson – Non-Executive - 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	-
4. Risk Management Committee	Yes	1. Mr. Saurabh Bangur	Chairperson - Executive	08-10-2021	-
		2. Mr. Mukesh Jain	Executive	08-10-2021	-
		3. Ms. Veni Mocherla	Non-Executive – Independent	08-10-2021	-
5. Corporate Social Responsibility Committee	Yes	1. Mr. Virendraa Bangur	Chairperson – Non-Executive – Non-Independent	17-02-2020	-
		2. Mr. Sudarshan Vijaynarain Somani	Non-Executive – Independent	28-01-2020	
		3. Mr. Rajendra Jain	Non-Executive – Non-Independent	21-11-2019	-
		4. Mr. Saurabh Bangur	Executive	12-05-2021	-

& 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 (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
05-May-2022	29-July-2022	Yes	10	5	84
* 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)* (Yes / No)	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-July-2022	Yes	4	3	05-May-2022	84
Nomination and Remuneration Committee	29-July-2022	Yes	3	3	05-May-2022	84
Risk Management Committee	03-Sep-2022	Yes	3	1	-	-
* 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 :</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 (As applicable) - <b>Yes</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 June 30, 2022 had been placed before the Meeting of Board of Directors held on July 29, 2022 and there were no comments/observations/ advice by the Board of Directors. The Compliance report on the Corporate Governance for the quarter ended September 30, 2022 will be placed before the next Meeting of Board of Directors.

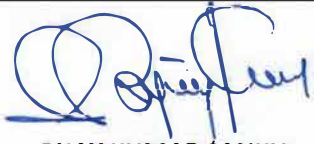
Date : October 11, 2022



for ANDHRA PAPER LIMITED  
  
**BIJAY KUMAR SANKU**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**

**ANDHRA PAPER LIMITED**

**Corporate Governance for the half year ended September 30, 2022**

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note :</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here</p>		
 <b>BIJAY KUMAR SANKU</b> <b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>		



Additional Half-Yearly Disclosure

Half year ending: September 30, 2022

**I. Disclosure of Loans/ guarantees / comfort letters / securities etc.** Refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months ended September 30, 2022	Balance outstanding at the six months ended September 30, 2022
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee /comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months ended September 30, 2022	Balance outstanding at the six months ended September 30, 2022 (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL



Request





(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months ended September 30, 2022	Balance outstanding at the six months ended September 30, 2022
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

II. Affirmation:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the Company – Not Applicable

for ANDHRA PAPER LIMITED

Name :  MUKESH JAIN  
 Designation: Director – Commercial & Chief Financial Officer  
 Place : Rajahmundry  
 Date : October 11, 2022

Note :

1. These disclosures shall exclude any loan (or other form of debt), guarantee /comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to / for the Government or government company;
  - b) by the listed entity to/for its subsidiary {and joint-venture company} whose accounts are consolidated with the listed entity;
  - c) by a banking company or an insurance company; and
  - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

