



Ref: APL/SEC/CG/20

Dt : July 13, 2020

Department of Corporate Services,
BSE Limited,
14th 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,

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 June 30, 2020.

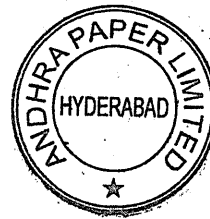
Please acknowledge the receipt.

Thanking you,

Yours faithfully,
For ANDHRA PAPER LIMITED

C. Prabhakar

C. PRABHAKAR
SR. VICE PRESIDENT (CORPORATE AFFAIRS) &
COMPANY SECRETARY



Encl: As above

ANDHRA PAPER LIMITED

(Formerly known as International Paper APPM Limited)

(Corporate Identity Number: L21010AP1964PLC001008)

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

Corp. Office: 8th Floor, Krishi Sapphire Building, 1-89/3/B40 to 42/KS/801,

Hitec City Main Road, Madhapur, Hyderabad - 500 081

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

Website: www.andhrapaper.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 : June 30, 2020

I Composition of Board of Directors														
Sl. No	Title (Mr. / Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee)*	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 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	-	Appointed by the Board as an Additional Director and Chairman & Managing Director for a period of 3 years w.e.f 30.10.2019.
2	Mr.	Adhiraj Sarin	PAN: AOBPS8742N DIN:00140989	Non-Executive- Independent	06-12-2011	01-04-2019	-	36	15-08-1952	2	2	2	-	Re-appointed at the 55 th AGM held on August 1, 2019 to hold office as Independent Director for second term up to March 31, 2022.
3	Mr.	Praveen P. Kadle	PAN: AEEP1052J DIN:00016814	Non-Executive- Independent	25-01-2012	01-04-2019	-	36	21-01-1957	2	2	1	1	



1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
4	Mr.	Sudarshan Vijaynarain Somani	PAN: AAEPS1227M DIN: 00137568	Non-Executive-Independent	30-10-2019	-	-	36	21-12-1963	3	3	2	2	Appointed by the Board as an Additional Director –Independent Director for 3 years w.e.f 30.10.2019
5	Mr.	Arun Kumar Sureka	PAN: AKOPS6778D DIN: 00055934	Non-Executive-Independent	30-10-2019	-	-	36	10-06-1949	1	1	1	-	-
6	Mr.	Rajendra Jain	PAN: ABSPJ8768P DIN: 07250797	Non-Executive Non-Independent	30-10-2019	-	-	-	02-01-1962	2	-	3	-	Appointed by the Board as an Additional Director – Non-Executive Director w.e.f 30.10.2019
7	Mr.	Anish T Mathew	PAN: ALFPM3661H DIN: 07995480	Executive	30-10-2019	-	-	36	25-12-1974	1	-	-	-	Appointed by the Board as an Additional Director and Whole Time Director for 3 years w.e.f 30.10.2019
8	Ms	Veni Mocherla	PAN: AUXPM7488F DIN: 08082163	Non-Executive-Independent	30-12-2019	-	-	36	22-12-1975	2	2	-	-	Appointed by the Board as an Additional Director –Independent Director for 3 years w.e.f 30.12.2019
9	Mr.	Virendraa Bangur	PAN: AELPB5548M DIN: 00237043	Non-Executive – Non Independent	30-12-2019	-	-	-	19-03-1975	4	-	2	-	Appointed by the Board as an Additional Director w.e.f 30.12.2019 and re-designated as “Vice Chairman” w.e.f 29.05.2020
10	Mr.	Saurabh Bangur	PAN: AHPB5720G DIN: 00236894	Executive	01-06-2020	-	-	36	27-12-1976	2	-	1	-	Appointed by the Board as an Additional Director w.e.f 01.06.2020 and designated him as Joint Managing Director (KMP) for a period of 3 years.

Whether Regular chairperson appointed – Yes

Whether Chairperson is related to Managing Director or CEO – Chairperson & Managing Director is related to Joint Managing Director[§]

[§]PAN of any Director would not be displayed on the website of Stock Exchange

*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

* 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 company till the end of the 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) &	Date of Appointment	Date of Cessation	
1. Audit Committee	Yes	1. Mr. Praveen P. Kadle 2. Mr. Adhiraj Sarin 3. Mr. Arun Kumar Sureka 4. Mr. Shree Kumar Bangur	Chairperson – Independent Independent Independent Executive	25-01-2012 22-01-2015 21-11-2019 17-02-2020	- - - -	
2. Nomination & Remuneration Committee	Yes	1. Mr. Arun Kumar Sureka 2. Mr. Adhiraj Sarin 3. Mr. Shree Kumar Bangur 4. Mr. Virendraa Bangur	Chairperson - Independent Independent Executive Non-Executive – Non-Independent	21-11-2019 28-01-2020 21-11-2019 17-02-2020	- - - -	
3. Risk Management Committee (if applicable)	Not Applicable					
4. Stakeholders Relationship Committee	Yes	1. Mr. Sudarshan Somani 2. Mr. Rajendra Jain 3. Mr. Virendraa Bangur	Chairperson – Independent Non-Executive – Non-Independent Non-Executive – Non-Independent	21-11-2019 21-11-2019 17-02-2020		
5. Corporate Social Responsibility Committee	Yes	1. Mr. Sudarshan Somani 2. Mr. Shree Kumar Bangur 3. Mr. Rajendra Jain 4. Mr. Virendraa Bangur	Chairperson – Independent Executive Non-Executive – Non-Independent Non-Executive – Non-Independent	28-01-2020 21-11-2019 21-11-2019 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
28-Jan-2020	29-May-2020	Yes	9	5	121
* 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-May-2020	Yes	4	3	28-Jan-2020	121
Nomination and Remuneration Committee	29-May-2020	Yes	4	2	28-Jan-2020	121
Stakeholders Relationship Committee	-				12-Feb-2020	
Corporate Social Responsibility Committee	-				12-Feb-2020	
* 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						

V. Related Party Transactions : No material Related Party Transactions have been entered during the quarter		Compliance status(Yes/No/NA)
Subject		refer note below
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	
Note:		
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.		



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 500 listed entities) – **Not Applicable**
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. - **Yes**
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. – **Yes**
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 March 31, 2020 had been placed before the Meeting of Board of Directors held on May 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 June 30, 2020 will be placed before the next Meeting of Board of Directors.

Date : July 13, 2020

Place : Hyderabad

For **ANDHRA PAPER LIMITED**

C. Prabhakar

C PRABHAKAR

**Sr. VICE PRESIDENT (CORPORATE AFFAIRS) &
COMPANY SECRETARY**

