



Ref: APL/SEC/CG/2023
Dt : April 10, 2023

BSE Limited,
14th Floor, P.J. Towers,
Dalal Street,
MUMBAI :: 400 001

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

(Symbol – ANDHRAPAP; Series – EQ)

(BSE Scrip Code No.502330)

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 year ended March 31, 2023.

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; Email: 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: March 31, 2023

I Composition of Board of Directors													
Sl No	Title (Mr. / Ms.)	Name of the Director	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 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	00053237	Chairperson – Executive	30-10-2019	30-10-2022	-		16-11-1949	3	0	1	1
2	Mr.	Sudarshan Vijaynarain Somani	00137568	Non-Executive-Independent	30-10-2019	30-10-2022	-	41	21-12-1963	2	2	3	2
3	Mr.	Arun Kumar Sureka	00055934	Non-Executive-Independent	30-10-2019	30-10-2022	-	41	10-06-1949	1	1	1	0



1	2	3	4	5	6	7	8	9	10	11	12	13	14
4	Mr.	Rajendra Jain	07250797	Non-Executive Non-Independent	30-10-2019	-	-		02-01-1962	2	0	3	0
5	Mr.	Virendra Sinha	03113274	Non-Executive-Independent	01-04-2022	-	-	12	13-07-1955	3	3	2	1
6	Mr.	Sitaram Sharma	01298299	Non-Executive-Independent	01-04-2022	-	-	12	09-01-1947	1	1	0	0
7	Mrs	Papia Sengupta	07701564	Non-Executive-Independent	01-09-2022	-	-	7	27-09-1959	3	3	2	0
8	Mr.	Virendraa Bangur	00237043	Non-Executive – Non Independent	30-12-2019	-	-	-	19-03-1975	4	0	1	0
9	Mr.	Saurabh Bangur	00236894	Executive	01-06-2020	-	-	-	27-12-1976	2	0	2	0
10	Mr.	Mukesh Jain	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**

[§]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 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) &	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. Mr. Virendra Sinha	Non-Executive – Independent	30-12-2022	
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)
02-Nov-2022	31-Jan-2023	Yes	10	5	89
* 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	30-Jan-2023	Yes	4	3	02-Nov-2022	88
Nomination and Remuneration Committee	30-Jan-2023	Yes	4	3	02-Nov-2022	88
Stakeholders Relationship Committee	31-Jan-2023	Yes	3	1	-	-
Risk Management Committee	28-Feb-2023	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						

V. Related Party Transactions :	
Subject	Compliance status(Yes/No/NA) 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 (As applicable) - **Yes**
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 December 31, 2022 had been placed before the Meeting of Board of Directors held on January 31, 2023 and there were no comments/observations/ advice by the Board of Directors. The Compliance report on the Corporate Governance for the quarter ended March 31, 2023 will be placed before the next Meeting of Board of Directors.

Date : April 11, 2023

for ANDHRA PAPER LIMITED



A handwritten signature in black ink, appearing to read "Bijay Kumar Sanku".

**BIJAY KUMAR SANKU
COMPANY SECRETARY &
COMPLIANCE OFFICER**

ANDHRA PAPER LIMITED

Corporate Governance at the financial year ended March 31, 2023

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA) Refer note below	If Yes provide link to website. If No /NA provide reasons
As per regulation 46(2) of the LODR:		
1. Details of business	Yes	https://andhraper.com/investors/
2. Terms and conditions of appointment of independent directors	Yes	https://andhraper.com/investors-independent-directors/
3. Composition of various committees of board of directors	Yes	https://andhraper.com/wp-content/themes/andhra_paper/uploads/investors/Composition%20of%20Committees%20w.e.f.%2030.12.2022.pdf
4. Code of conduct of board of directors and senior management personnel	Yes	https://andhraper.com/wp-content/themes/andhra_paper/uploads/investors/1599824151Code%20of%20Business%20Conduct%20and%20Ethics.pdf
5. Details of establishment of vigil mechanism/Whistle Blower policy	Yes	https://andhraper.com/wp-content/themes/andhra_paper/uploads/investors/1658382966Whistle%20Blower%20Policy%20modified%20on%2021.07.2022
6. Criteria of making payments to non-executive directors	Yes	https://andhraper.com/wp-content/themes/andhra_paper/uploads/investors/1599824266Remuneration%20Policy.pdf
7. Policy on dealing with related party transactions	Yes	https://andhraper.com/wp-content/themes/andhra_paper/uploads/investors/1645517884Policy%20on%20Related%20Party%20Transactions.pdf
8. Policy for determining 'material' subsidiaries	Yes	https://andhraper.com/wp-content/themes/andhra_paper/uploads/investors/1645517984Policy%20on%20Material%20Subsidiaries.pdf
9. Details of familiarization programmes imparted to independent directors	Yes	https://andhraper.com/wp-content/themes/andhra_paper/uploads/investors/1676347976Familiarization%20Programme%20for%20website%20and%20Annual%20Report.pdf



Item	Compliance status (Yes/No/NA) Refer note below	If Yes provide link to website. If No /NA provide reasons
10. E-mail address for grievance redressal and other relevant details	Yes	https://andhrapaper.com/investor-contacts/
11. Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://andhrapaper.com/investor-contacts/
12. Financial Results	Yes	https://andhrapaper.com/investors-financial-results/
13. Shareholding Pattern	Yes	https://andhrapaper.com/investors-shareholding-pattern/
14. Details of agreements entered into with the media companies and/or their associates	NA	No agreements have been entered
15. Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://andhrapaper.com/investors-stock-exchange-filings/
16. New name and the old name of the listed entity	NA	
17. Advertisements as per regulation 47 (1)	Yes	https://andhrapaper.com/investors-stock-exchange-filings/
18. Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	https://andhrapaper.com/investors-stock-exchange-filings/



Item	Compliance status (Yes/No/NA) Refer note below	If Yes provide link to website. If No /NA provide reasons
19. Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://andhraper.com/investors-subsiary-company/
20. Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://andhraper.com/wp-content/themes/andhra_paper/uploads/investors/1598599886Controlled%20Wood%20Policy.pdf
21. Materially Policy as per Regulation 30	Yes	https://andhraper.com/wp-content/themes/andhra_paper/uploads/investors/1598599886Controlled%20Wood%20Policy.pdf
22. Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://andhraper.com/wp-content/themes/andhra_paper/uploads/investors/1645517957Dividend%20Distribution%20Policy.pdf

It is certified that these contents on the website of the listed entity are correct.

Date : April 11, 2023

for ANDHRA PAPER LIMITED



**BIJAY KUMAR SANKU
COMPANY SECRETARY &
COMPLIANCE OFFICER**

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) Refer note below
1. Independent director(s) have been appointed in terms of specified criteria of independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
2. Board composition	17 (1), 17(1A) & 17(1B)	Yes
3. Meeting of Board of Directors	17(2)	Yes
4. Quorum of board meeting	17(2A)	Yes
5. Review of compliance Reports	17(3)	Yes
6. Plans for orderly succession for appointments	17(4)	Yes
7. Code of Conduct	17(5)	Yes
8. Fees/Compensations	17(6)	Yes
9. Minimum Information	17(7)	Yes
10. Compliance Certificate	17(8)	Yes
11. Risk Assessment & Management	17(9)	Yes
12. Performance Evaluation of Independent Directors	17(10)	Yes
13. Recommendation of Board	17(11)	Yes
14. Maximum number of directorship	17A	Yes
15. Composition of Audit Committee	18(1)	Yes
16. Meeting of Audit Committee	18(2)	Yes
17. Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
18. Quorum of Nomination & Remuneration Committee meeting	19(2A)	Yes
19. Meeting of Nomination & Remuneration Committee	19(3A)	Yes
20. Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21. Meeting of Stakeholder Relationship Committee	20(3A)	Yes
22. Composition and role of Risk Management Committee	21(1),(2),(3) & (4)	Yes
23. Meeting of Risk Management Committee	21(3A)	Yes
24. Vigil Mechanism	22	Yes
25. Policy for related party transaction	23(1),(1A),(5), (6),(7)&(8)	Yes



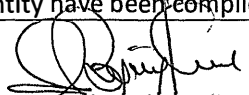
Particulars	Regulation Number	Compliance status (Yes/No/NA) Refer note below
26. Prior or Omnibus approval of Audit Committee for all related party transactions	23(2) & (3)	Yes
27. Approval for material related party transactions	23(4)	NA
28. Disclosure of related party transactions on consolidated basis	23(9)	Yes
29. Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30. Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
31. Annual Secretarial Compliance Report	24(A)	Yes
32. Alternate Director to Independent Director	25(1)	NA
33. Maximum Tenure	25(2)	Yes
34. Meeting of Independent Directors	25(3) & (4)	Yes
35. Familiarization of Independent Directors	25(7)	Yes
36. Declaration from Independent Directors	25(8) & (9)	Yes
37. Directors and Officers insurance	25(10)	Yes
38. Memberships in Committees	26(1)	Yes
39. Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes
40. Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41. Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

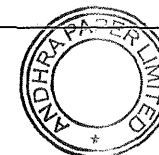
Note:

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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance with respect to the Subsidiary of Listed Entity have been complied. – Yes


 Name & Designation: Bijay Kumar Sanku
 Company Secretary &
 Compliance Officer



ANDHRA PAPER LIMITED

Additional Half Yearly Disclosure

Half year ending: March 31, 2023

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 March 31,2023	Balance outstanding at the six months ended March 31, 2023
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 March 31, 2023	Balance outstanding at the six months ended March 31, 2023 (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

(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 March 31, 2023	Balance outstanding at the six months ended March 31, 2023
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.

for ANDHRA PAPER LIMITED

Sd/-

Name : **RAJESH BOTHRA**
 Designation: **CHIEF FINANCIAL OFFICER**
 Place : Kolkata
 Date : April 12, 2023

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.