



Ref: APL/SEC/CG/2023

Dt : October 6, 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**

(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 and half-year ended September 30, 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 Certified Company

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: Andhra Paper Limited

2. Quarter ending: September 30, 2023

| I Composition of Board of Directors | | | | | | | | | | | | | |
|--|-------------------|------------------------------|------------------------|--|-----------------------------|------------------------|-------------------|------------------|---------------|---|--|--|---|
| Sl No | Title (Mr. / Ms.) | Name of the Director | PAN ^s & 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 | DIN:00053237 | Chairperson – Executive | 30-10-2019 | - | - | | 16-11-1949 | 3 | 0 | 1 | 0 |
| 2 | Mr. | Sudarshan Vijaynarain Somani | DIN:00137568 | Non-Executive-Independent | 30-10-2019 | 30-10-2022 | - | 47 | 21-12-1963 | 2 | 2 | 3 | 2 |
| 3 | Mr. | Arun Kumar Sureka | DIN:00055934 | Non-Executive-Independent | 30-10-2019 | 30-10-2022 | - | 47 | 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 | DIN:07250797 | Non-Executive Non-Independent | 30-10-2019 | - | - | | 02-01-1962 | 2 | 0 | 3 | 0 |
| 5 | Mr. | Virendra Sinha | DIN:03113274 | Non-Executive-Independent | 01-04-2022 | - | - | 18 | 13-07-1955 | 3 | 3 | 2 | 1 |
| 6 | Mr. | Sitaram Sharma | DIN:01298299 | Non-Executive-Independent | 01-04-2022 | - | - | 18 | 09-01-1947 | 1 | 1 | 0 | 0 |
| 7 | Mrs | Papia Sengupta | DIN:07701564 | Non-Executive-Independent | 01-09-2022 | - | - | 13 | 27-09-1959 | 3 | 3 | 2 | 0 |
| 8 | Mr. | Virendraa Bangur | DIN:00237043 | Non-Executive – Non Independent | 30-12-2019 | - | - | - | 19-03-1975 | 4 | 0 | 4 | 3 |
| 9 | Mr. | Saurabh Bangur | DIN:00236894 | Executive | 01-06-2020 | - | - | - | 27-12-1976 | 2 | 0 | 2 | 0 |
| 10 | Mr. | Mukesh Jain | 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**

[§]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) |
| 08-May-2023 | 03-Aug-2023 | Yes | 10 | 5 | 86 |
| * 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 | 03- Aug-2023 | Yes | 4 | 3 | 08-May-2023 | 86 |
| Risk Management Committee | 23-Aug-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 | |
|--|--|
| <i>Subject</i> | <i>Compliance status(Yes/No/NA) refer note below</i> |
| 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 June 30, 2023 had been placed before the Meeting of Board of Directors held on August 03, 2023 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, 2023 will be placed before the next Meeting of Board of Directors.



Date : October 06, 2023

for ANDHRA PAPER LIMITED





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

Annex 1 – Cyber Security Incidence

| Details of Cyber Security Incidence | | | |
|--|---|----------------------------|----|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | | | No |
| Date of Event | - | Brief details of the event | - |
|   BIJAY KUMAR SANKU COMPANY SECRETARY & COMPLIANCE OFFICER | | | |

ANDHRA PAPER LIMITED
Corporate Governance for the half year ended September 30, 2023

| 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 |
| Disclosure of the Secretarial Audit Report of the Listed entity and the material subsidiaries in the Annual Report | 24A(1) | Yes |
| Submission of Annual Secretarial Compliance Report | 24A(2) | 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> | | |
|   BIJAY KUMAR SANKU COMPANY SECRETARY & COMPLIANCE OFFICER | | |

Additional Half-yearly Disclosure

Half year ending: September 30, 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 | Balance outstanding at the end of six months |
|--|---|--|
| Promoter or any other entity controlled by them | 0.00 | 0.00 |
| Promoter Group or any other entity controlled by them | 0.00 | 0.00 |
| Directors (including relatives) or any other entity controlled by them | 0.00 | 0.00 |
| KMPs or any other entity controlled by them | 0.00 | 0.00 |

(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 | Balance outstanding at the end of six months (taking into account any invocation) |
|--|---------------------------------------|--|---|
| Promoter or any other entity controlled by them | N.A | 0.00 | 0.00 |
| Promoter Group or any other entity controlled by them | N.A | 0.00 | 0.00 |
| Directors (including relatives) or any other entity controlled by them | N.A | 0.00 | 0.00 |
| KMPs or any other entity controlled by them | N.A | 0.00 | 0.00 |



(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. | Balance outstanding at the end of six months |
|--|--------------------------------------|---|--|
| Promoter or any other entity controlled by them | N.A | 0.00 | 0.00 |
| Promoter Group or any other entity controlled by them | N.A | 0.00 | 0.00 |
| Directors (including relatives) or any other entity controlled by them | N.A | 0.00 | 0.00 |
| KMPs or any other entity controlled by them | N.A | 0.00 | 0.00 |

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



Name : Rajesh Bothra

Designation: Chief Financial Officer

Place : Kolkata

Date : October 6th , 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.

