

**General information about company**

Scrip code	500012
NSE Symbol	
MSEI Symbol	
ISIN	INE714B01016
Name of the entity	THE ANDHRA PETROCHEMICALS LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number 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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	P Kotaiah	ADTPP0365P	00038420	Non-Executive - Independent Director	Chairperson		28-09-2018		60	2	2	0		
2	Mr	P Narendranath Chowdary	AATPP2608J	00015764	Executive Director	Not Applicable	MD	05-08-2018		60	3	2	1		
3	Mr	A A Krishnan	AACPK8296L	00086374	Non-Executive - Independent Director	Not Applicable		12-09-2014		60	2	1	1		
4	Mrs	Y V Anuradha	ACVPA8256B	07097311	Non-Executive - Nominee Director	Not Applicable		29-09-2016			1	0	0		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number 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)	Notes for not providing PAN	Notes for not providing DIN
5	Mrs	D Manjulatha	ACGPD0066R	02788338	Non-Executive - Independent Director	Not Applicable		29-09-2015		60	3	3	0		
6	Mr	Mullapudi Thimmaraja	AAHPT1426A	00016711	Non-Executive - Non Independent Director	Not Applicable		27-09-2017			3	4	1		
7	Mr	Animesh Kumar Sinha	BCZPS5884E	07483218	Non-Executive - Nominee Director	Not Applicable		05-04-2016			1	0	0		
8	Mr	Ravi Pendyala	AGIPP4789R	03375555	Non-Executive - Non Independent Director	Not Applicable		28-09-2018			1	2	0		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number 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)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	V N Rao	AAVPV3445R	00861884	Non-Executive - Non Independent Director	Not Applicable		28-09-2018			1	0	0		
10	Mr	Solomon Arokiaraj	ADZPA3994P	06802660	Non-Executive - Nominee Director	Not Applicable		28-09-2018			3	0	0		
11	Mr	P Venkateswara Rao	AEDPP1772M	06387165	Non-Executive - Independent Director	Not Applicable		05-11-2018		11	2	0	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00086374	Sri A A Krishnan	Non-Executive - Independent Director	Chairperson	06-11-2013		
2	00038420	Dr P Kotaiah	Non-Executive - Independent Director	Member	04-08-2018		
3	02788338	Smt D Manjulatha	Non-Executive - Independent Director	Member	05-08-2017		
4	03375555	Sri Ravi Pendyala	Non-Executive - Non Independent Director	Member	06-11-2015		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02788338	Smt D Manjulatha	Non-Executive - Independent Director	Chairperson	04-11-2018		
2	00086374	Sri A A Krishnan	Non-Executive - Independent Director	Member	04-08-2018		
3	00016711	Sri Mullapudi Thimmaraja	Non-Executive - Non Independent Director	Member	04-08-2018		
4	00861884	Dr V N Rao	Non-Executive - Non Independent Director	Member	04-08-2018		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00016711	Sri Mullapudi Thimmaraja	Non-Executive - Non Independent Director	Chairperson	05-11-2018		
2	02788338	Smt D Manjulatha	Non-Executive - Independent Director	Member	04-08-2018		
3	03375555	Sri Ravi Pendyala	Non-Executive - Non Independent Director	Member	12-11-2011		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00015764	P Narendranath Chowdary	Executive Director	Chairperson	06-02-2019		
2	00086374	A A Krishnan	Non-Executive - Independent Director	Member	04-08-2018		
3	00016711	Mullapudi Thimmaraja	Non-Executive - Non Independent Director	Member	04-08-2018		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

## Annexure 1

### Annexure 1

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	05-11-2018			
2		07-02-2019	93	

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	06-02-2019	Yes	4	05-11-2018	92		
2	Nomination and remuneration committee	06-02-2019	Yes	4	04-11-2018	93		
3	Stakeholders Relationship Committee	06-02-2019	Yes	3	05-11-2018	92		
4	Corporate Social Responsibility Committee	06-02-2019	Yes	3				Corporate Social Responsibility (CSR) Committee meets once in a year. Previous Meeting of the Committee was held on 9.2.2018.

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is <input checked="" type="radio"/> No <input checked="" type="radio"/> details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	M V V S V PRASADU
2	Designation	Company Secretary

**Text Block**

Textual Information(1)

Quarterly Compliance Report on Corporate Governance for the Quarter ended 31.12.2018 has been placed before the Board of Directors Meeting held on 7.2.2019 and the same was noted by the Board.



## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.andhrapetrochemicals.com
2	Terms and conditions of appointment of independent directors	Yes		www.andhrapetrochemicals.com
3	Composition of various committees of board of directors	Yes		www.andhrapetrochemicals.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.andhrapetrochemicals.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.andhrapetrochemicals.com
6	Criteria of making payments to non-executive directors	Yes		www.andhrapetrochemicals.com
7	Policy on dealing with related party transactions	Yes		www.andhrapetrochemicals.com
8	Policy for determining <b>material</b> subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.andhrapetrochemicals.com

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.andhrapetrochemicals.com
11	email address for grievance redressal and other relevant details	Yes		www.andhrapetrochemicals.com
12	Financial results	Yes		www.andhrapetrochemicals.com
13	Shareholding pattern	Yes		www.andhrapetrochemicals.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <input type="checkbox"/> No <input type="checkbox"/> details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of <input type="checkbox"/> independence <input type="checkbox"/> and/or <input type="checkbox"/> eligibility <input type="checkbox"/>	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	M V V S V PRASADU
2	Designation	Company Secretary

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	M V V S V PRASADU
2	Designation	Company Secretary



**Signatory Details**

Name of signatory	M V V S V PRASADU
Designation of person	Company Secretary
Place	Venkatarayapuram
Date	10-04-2019

