

**Compliance Report on Corporate Governance**

1. **Name of the Listed Entity:** International Paper APPM Limited  
(Formerly known as The Andhra Pradesh Paper Mills Limited)

2. **Quarter ending :** March 31, 2016

<b>I. Composition of Board of Directors</b>									
Sl. No.	Title	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive/ Independent/ Nominee)	Date of appointment in the current term / cessation	Tenure	No. of Directorships in listed entities including this listed entity [Refer Regulation 25(1) of Listing Regulations]	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.	Mr.	Rampraveen Swaminathan	PAN: BXXPS1394A DIN:01300682	Chairperson – Executive	02/03/2012	-	1	2	0
2.	Mr.	Thomas G Kadien	Foreign National DIN:03632772	Non-Executive	14/10/2011	-	1	1	0
3.	Mr.	M.S. Ramachandran	PAN: AGJPM9097J DIN:00943629	Independent	01/04/2014	5	6	2	1
4.	Ms.	Ranjana Kumar	PAN: AESPK9527J DIN:02930881	Independent	01/04/2014	5	5	1	2
5.	Mr.	Adhiraj Sarin	PAN: AOBPS8742N DIN:00140989	Independent	01/04/2014	5	1	1	0
6.	Mr.	Milind Sarwate	PAN: AAOPS7258N DIN:00109854	Independent	01/04/2014	5	3	3	2
7.	Mr.	Praveen P. Kadle	PAN: AEEP1052J DIN:00016814	Independent	01/04/2014	5	1	3	0
8.	Ms.	Shiela P. Vinczeler	Foreign National DIN:06833616	Non-Executive	31/03/2014	-	1	0	0
9.	Ms.	Ann Barbara Wroblewski	Foreign National DIN:07101091	Non-Executive	23/04/2015	-	1	0	0



<b>II. Composition of Committees</b>		
Name of the Committee	Name of Committee Members	Category (Chairperson/Executive/ Non-Executive/Independent/Nominee)
<b>Audit Committee</b>	1. Mr. Milind Sarwate	Chairperson - Independent
	2. Mr. Praveen P. Kadle	Independent
	3. Mr. Adhiraj Sarin	Independent
	4. Mr. Thomas G.Kadien	Non-Executive
	5. Mr. Rampraveen Swaminathan	Executive
<b>Nomination &amp; Remuneration Committee</b>	1. Mr. Adhiraj Sarin	Chairperson – Independent
	2. Mr. M.S. Ramachandran	Independent
	3. Ms. Shiela P. Vinczeller	Non-Executive
	4. Mr. Rampraveen Swaminathan	Executive
<b>Stakeholders Relationship Committee</b>	1. Ms. Ranjana Kumar	Chairperson – Independent
	2. Mr. Rampraveen Swaminathan	Executive
<b>Risk Management Committee</b>	<b>Not Applicable</b>	

<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting in the previous quarter	Date(s) of Meeting in the relevant quarter	Maximum gap between any two consecutive (in number of days)
20/10/2015	21/01/2016	92

<b>IV. Meeting of Committees</b>				
Type of Committee Meeting	Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	21/01/2016	Yes	19/10/2015	94
Nomination & Remuneration Committee	20/01/2016	Yes	19/10/2015	93
Stakeholders Relationship Committee	20/01/2016	Yes		NA



**v. Related Party Transactions : No material party transactions have been entered during the quarter**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether Prior approval of audit committee obtained	<b>YES</b>
Whether shareholder approval obtained for material RPT	<b>NA</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>NA</b>

**VI. Affirmation**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
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 – **Not Applicable**
3. The Committee members have been made aware of their powers, role and responsibilities as specified of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
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.
5. a. The compliance report for the quarter ended December 31, 2015 has been placed before the Meeting of Board of Directors held on January 21, 2016. Compliance report on Corporate Governance for the quarter ended March 31, 2016 will be placed before the Meeting of Board of Directors to be held on April 22, 2016.  
  
b. Any comment/observations/advice of Board of Directors may be mentioned here: There are no comments/observations/advice of Board of Directors.

For INTERNATIONAL PAPER APPM LIMITED

Date: April 7 , 2016

Place: Hyderabad



*C. Prabhakar*

**C. Prabhakar**  
**Sr. Vice President (Corporate Affairs) & Company Secretary**