

IPAPPM/SEC/CG/16

Dt. October 10, 2016

Department of Corporate Services,  
B S E Ltd.,  
14<sup>th</sup> Floor, P.J. Towers,  
Dalal Street,  
**MUMBAI -400001**

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

**(BSE Scrip Code No.502330)**

**(Symbol – IPAPPM ; 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 September 30, 2016.

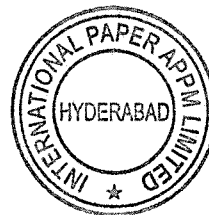
Please acknowledge the receipt.

Thanking you,

Yours faithfully,  
For **INTERNATIONAL PAPER APPM LIMITED**

*C. Prabhakar*

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



Encl: As above

**INTERNATIONAL PAPER APPM LIMITED**

(Formerly known as The Andhra Pradesh Paper Mills Limited)

(Corporate Identity Number: L21010AP1964PLC001008)

Corp. Office: Krishe Sapphire Building, 8<sup>th</sup> Floor, 1-89/3/B40 to 42/KS/801,  
Hi-tech City Main Road, Madhapur, Hyderabad – 500 081, Telangana, India.

Tel : +91-40-3312 1000 Fax: +91-40-3312 1010 website: www.ipappm.com

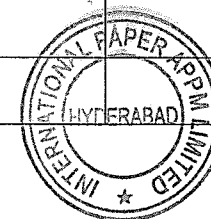
Regd. Office: Rajahmundry – 533 105, East Godavari Dist., Andhra Pradesh, India.

**An ISO 9001, ISO 14001 and OHSAS 18001 Certified Company**

## Compliance Report on Corporate Governance

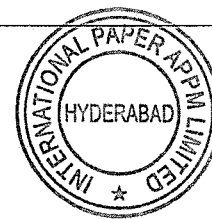
1. **Name of the Listed Entity:** International Paper APPM Limited  
(Formerly known as The Andhra Pradesh Paper Mills Limited)
2. **Quarter ending :** September 30, 2016

<b>I. Composition of Board of Directors</b>									
Sl. No	Title (Mr./Ms)	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	3	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	4	4	1
7.	Mr.	Praveen P. Kadle	PAN: AEEP1052J DIN:00016814	Independent	01/04/2014	5	2	2	1
8.	Ms.	Shiela P. Vinczeller	Foreign National DIN:06833616	Non-Executive	31/03/2014		1	0	0
9.	Ms.	Ann Barbara Wrobleski	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. Praveen P. Kadle	Chairperson – Independent (w.e.f. 28.7.2016)
	2. Mr Mr. Milind Sarwate	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>	Not Applicable	
<b>Corporate Social Responsibility Committee</b>	1. Mr. M.S. Ramachandran	Chairperson- Independent
	2. Ms Ranjana Kumar	Independent
	3. Ms Ann Barbara Wroblewski	Independent
	4. Rampraveen Swaminathan	Executive

<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)
22/04/2016	27/07/2016	96



#### IV. Meeting of Committees

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	26/07/2016	Yes	22/04/2016	95

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

Subject	Compliance status (Yes/No/NA)
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 Audit Committee	Not Applicable

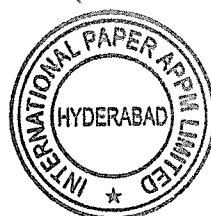
#### VI. Affirmation

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 June 30, 2016 has been placed before the Meeting of Board of Directors held on July 27, 2016. Compliance report on Corporate Governance for the quarter ended September 30, 2016 will be placed before the Meeting of Board of Directors to be held on October 26, 2016.
  - b. Any comment/observations/advice of Board of Directors may be mentioned here: There are no comments/observations/advice of Board of Directors.

Date : October 10, 2016

For INTERNATIONAL PAPER APPM LIMITED

Place: Hyderabad




*C. Prabhakar*

**C. Prabhakar**

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

**INTERNATIONAL PAPER APPM LIMITED**

**Corporate Governance for the half year ended September 30, 2016**

<b>I Affirmations</b>			
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below	Remarks
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	Business Responsibility Report is not applicable to the Company
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	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>			
		<p><i>C. Prabhakar</i>  <b>C. PRABHAKAR</b>  <b>SR.VICE PRESIDENT CORPORATE AFFAIRS &amp; COMPANY SECRETARY</b>  <b>Name &amp; Designation</b></p>	