

IPPM/SEC/IG/17

January 4, 2017

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

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 December 31, 2016.

In this connection, we wish to inform you that the Audit Committee of our Company comprises of 5 members out of which, 3 members are independent Directors and 2 members are Non-Independent Directors. The Chairman of Audit Committee is an Independent Director.

We, therefore, submit that we have fully complied with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as this Regulation does not specify that any fraction of a number while computing the composition needs to be rounded off as one.

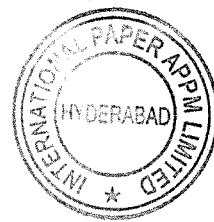
Please acknowledge the receipt.

Thanking you,

Yours faithfully,
For INTERNATIONAL PAPER APPM LIMITED

C. Prabhakar

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



INTERNATIONAL PAPER APPM LIMITED

(Formerly known as The Andhra Pradesh Paper Mills Limited)

(Corporate Identity Number: L21010AP1964PLC001008)

Corp. Office: Krishe Sapphire Building, 8th 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.

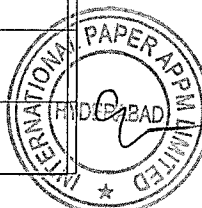
An ISO 9001, ISO 14001 and OHSAS 18001 Certified Company

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : International Paper APPM Limited

2. Quarter ending : December 31, 2016

I. Composition of Board of Directors									
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 Directorship 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-Mar-2012	-	1	2	0
2.	Mr.	Thomas G Kadien	Foreign National DIN: 03632772	Non-Executive	14-Oct-2011	-	1	1	0
3.	Mr.	M.S. Ramachandran	PAN:AGJPM9097J DIN: 00943629	Independent	01-Apr-2014	5	7	3	1
4.	Mrs.	Ranjana Kumar	PAN:AESPK9527J DIN:02930881	Independent	01-Apr-2014	5	5	1	2
5.	Mr.	Adhiraj Sarin	PAN:AOBPS8742N DIN:00140989	Independent	01-Apr-2014	5	1	1	0
6.	Mr.	Milind Sarwate	PAN:AAOPS7258N DIN:00109854	Independent	01-Apr-2014	5	5	5	2
7.	Mr.	Praveen P Kadle	PAN:AEEKP1052J DIN:00016814	Independent	01-Apr-2014	5	2	2	1
8.	Mrs.	Shiela P Vinczeller	Foreign National DIN: 06833616	Non-Executive	31-Mar-2014	-	1	0	0
9.	Mrs.	Ann Barbara Wrobleski	Foreign National DIN: 07101091	Non-Executive	23-Apr-2015/ 31-Dec-2016	-	1	0	0



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

III. Meeting of Board of Directors		
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)
27-July-2016	26-Oct-2016	90

IV. Meeting of Committees				
Type of Meeting	Date(s) 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 (in number of days)
Audit Committee	25-Oct-2016	Yes	26-Jul-2016	90
Nomination & Remuneration Committee	26-Oct-2016	Yes		
Corporate Social Responsibility Committee	26-Oct-2016	Yes		

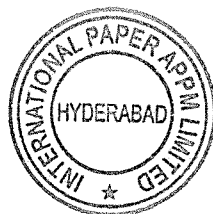


V. Related Party Transactions : No material Related Party Transactions have been entered during the quarter	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

VI. Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee - Yes</p> <p>b. Nomination & remuneration committee - Yes</p> <p>c. Stakeholders relationship committee - Yes</p> <p>d. Risk management committee (applicable to the top 100 listed entities) - Not applicable</p> <p>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.</p> <p>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.</p> <p>5. a. The Compliance report on Corporate Governance for the quarter ended September 30, 2016 had been placed before the Meeting of Board of Directors held on October 26, 2016. There are no comments/observations/ advice by the Board of Directors. Compliance report on Corporate Governance for the quarter ended December 31, 2016 and the same will be placed before the Meeting of Board of Directors to be held on January 18, 2017.</p> <p>b. Any comments/observations/advice of Board of Directors may be mentioned here:</p>

Date : January 4, 2017

Place : Hyderabad



For INTERNATIONAL PAPER APPM LIMITED

C. Prabhakar
C PRABHAKAR
Sr. VICE PRESIDENT (CORPORATE AFFAIRS) &
COMPANY SECRETARY