

IPAPPM/SEC/CG/17

Dt. April 5, 2017

Department of Corporate Services  
BSE Limited  
14<sup>th</sup> 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)**

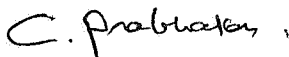
Dear Sirs,

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 March 31, 2017.

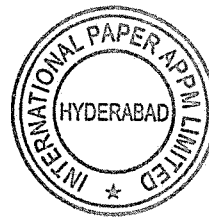
Please acknowledge the receipt.

Thanking you,

Yours faithfully,  
For INTERNATIONAL PAPER APPM LIMITED



**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](http://www.ipappm.com)

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

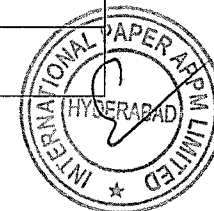
**An ISO 9001, ISO 14001 and OHSAS 18001 Certified Company**

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : International Paper APPM Limited

2. Quarter ending : March 31, 2017

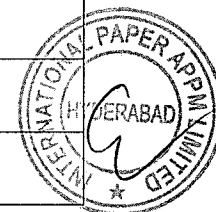
I. Composition of Board of Directors									
Sl. No	Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term / cessation	Tenure	No of Directorship in listed entities including this listed entity [Refer 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	4	1	1
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	4	5	1
7.	Mr.	Praveen P Kadle	PAN: AEEP1052J 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.	Mr.	William Michael Amick Jr.	Foreign National DIN: 05321907	Non-Executive	18-Jan-2017	-	1	0	0
10.	Mr.	Donald Paul Devlin	Foreign National DIN: 07728231	Non-Executive	22-Feb-2017	-	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)
26-Oct-2016	18-Jan-2017 22-Feb-2017	83

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	13-Jan-2017	Yes	25-Oct-2016	79
Stakeholders Relationship Committee	17-Jan-2017	Yes		Not Applicable
Nomination & Remuneration Committee	18-Jan-2017	Yes	26-Oct-2016	83
	22-Feb-2017	Yes		

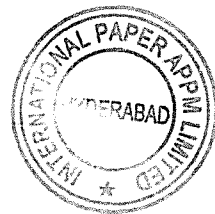


<b>V. Related Party Transactions : No material Related Party Transactions have been entered during the quarter</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether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

<b>VI. Affirmations</b>
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b></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 - <b>Yes</b></p> <p>b. Nomination &amp; remuneration committee - <b>Yes</b></p> <p>c. Stakeholders relationship committee - <b>Yes</b></p> <p>d. Risk management committee (applicable to the top 100 listed entities) - <b>Not applicable</b></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 December 31, 2016 had been placed before the Meeting of Board of Directors held on January 18, 2017 and there are no comments/observations/ advice by the Board of Directors. Compliance report on Corporate Governance for the quarter ended March 31, 2017 will be placed before the Meeting of Board of Directors to be held on April 25, 2017.</p> <p>b. Any comments/observations/advice of Board of Directors may be mentioned here:</p>

Date : April 5, 2017

Place : Hyderabad



For INTERNATIONAL PAPER APM LIMITED

*C. Prabhakar*

**C PRABHAKAR**

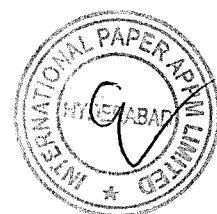
**Sr. VICE PRESIDENT (CORPORATE AFFAIRS) &  
COMPANY SECRETARY**

**INTERNATIONAL PAPER APPM LIMITED**

**Corporate Governance at the financial year ended March 31, 2017**

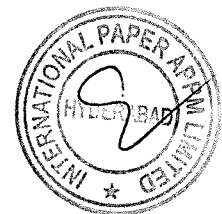
**I. Disclosure on website in terms of Listing Regulations**

<b>Item</b>	<b>Compliance status (Yes/No/NA) Refer note below</b>
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of board of directors	YES
Code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism/ Whistle Blower policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	YES
Policy for determining 'material' subsidiaries	Not Applicable
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
E-mail address for grievance redressal and other relevant details	YES
Financial Results	YES
Shareholding Pattern	YES
Details of agreements entered into with the media companies and/or their associates	Not Applicable
New name and the old name of the listed entity	Not Applicable

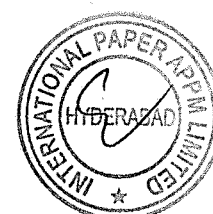


**II Annual Affirmations**

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) Refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of Directors	17(2)	YES
Review of compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensations	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of Risk Management Committee	21(1),(2),(3) & (4)	Not Applicable



Particulars	Regulation Number	Compliance status (Yes/No/NA) Refer note below
Vigil Mechanism	22	YES
Policy for related party transaction	23(1), (5), (6), (7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2) & (3)	YES
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	YES
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

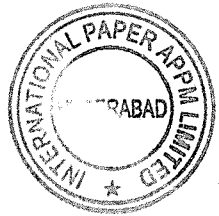


Note	
1	In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2	If status is "No" details of non-compliance may be given here.
3	If the Listed Entity would like to provide any other information the same may be indicated here.

### III Affirmations:

Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity – **Not applicable**

Place: Hyderabad  
Date : April 5, 2017



For INTERNATIONAL PAPER APPM LIMITED

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