

IPAPPM/SEC/CG/17

Dt. July 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 June 30, 2017.

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 Listed Entity: International Paper APPM Limited

2. Quarter ending : June 30, 2017

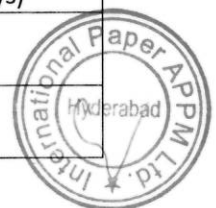
| I. Composition of Board of Directors |                  |                           |                                   |   |   |        |  |   |  |
|--------------------------------------|------------------|---------------------------|-----------------------------------|---|---|--------|--|---|--|
| 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.              | Donald Paul Devlin        | Foreign National<br>DIN: 07728231 | Chairperson – Executive   | 28-Apr-2017   | 5      | 1  | 2   | 0  |
| 2.                                   | Mr.              | M.S. Ramachandran         | PAN: AGJPM9097J<br>DIN: 00943629  | Independent   | 01-Apr-2014   | 5      | 6  | 2   | 1  |
| 3.                                   | Ms.              | Ranjana Kumar             | PAN: AESPK9527J<br>DIN:02930881   | Independent   | 01-Apr-2014   | 5      | 4  | 1   | 1  |
| 4.                                   | Mr.              | Adhiraj Sarin             | PAN: AOBPS8742N<br>DIN:00140989   | Independent   | 01-Apr-2014   | 5      | 1  | 1   | 0  |
| 5.                                   | Mr.              | Milind Sarwate            | PAN: AAOPS7258N<br>DIN:00109854   | Independent   | 01-Apr-2014   | 5      | 4  | 4   | 2  |
| 6.                                   | Mr.              | Praveen P Kadle           | PAN: AEEP1052J<br>DIN:00016814    | Independent   | 01-Apr-2014   | 5      | 1  | 2   | 1  |
| 7.                                   | Ms.              | Shiela P Vinczeller       | Foreign National<br>DIN: 06833616 | Non-Executive   | 31-Mar-2014   | -      | 1  | 0   | 0  |
| 8.                                   | Mr.              | William Michael Amick Jr. | Foreign National<br>DIN: 05321907 | Non-Executive   | 18-Jan-2017   | -      | 1  | 0   | 0  |
| 9.                                   | Mr.              | Rampraveen Swaminathan    | PAN: BXXPS1394A<br>DIN:01300682   | Chairperson – Executive   | 02-Mar-2012/<br>27-Apr-2017                         | -      | 0  | 0   | 0  |
| 10.                                  | Mr.              | Thomas G Kadien           | Foreign National<br>DIN: 03632772 | Non-Executive   | 14-Oct-2011/<br>30-Jun-2017                         | -      | 0  | 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  |
|  | 2. Mr. Milind Sarwate            | Independent  |
|  | 3. Mr. Adhiraj Sarin             | Independent  |
|  | 4. Mr. William Michael Amick Jr. | Non-Executive  |
|  | 5. Mr. Donald Paul Devlin        | 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. Donald Paul Devlin        | Executive  |
| <b>Stakeholders Relationship Committee</b>       | 1. Ms. Ranjana Kumar             | Chairperson – Independent  |
|  | 2. Mr. Donald Paul Devlin        | 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. Mr. Donald Paul Devlin        | 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) |
| 18-Jan-2017                                | 25-Apr-2017                                | 61  |
| 22-Feb-2017                                | 25-Apr-2017                                |   |

| <b>IV. Meeting of Committees</b>          |  |   |   |   |
|---|--|---|---|---|
| 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                           | 24-Apr-2017  | All the five Members attended the Meeting   | 13-Jan-2017   | 100   |
| Corporate Social Responsibility Committee | 25-Apr-2017  | All the Four Members attended the Meeting   | -   | -   |



| <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. - <b>Yes</b></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. – <b>Yes</b></p> <p>5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors – Yes</p> <p>b. Any comments/observations/advice of Board of Directors may be mentioned here:</p> <p>The Compliance report on Corporate Governance for the quarter ended March 31, 2017 had been placed before the Meeting of Board of Directors held on April 25, 2017 and there are no comments/observations/ advice by the Board of Directors. Compliance report on Corporate Governance for the quarter ended June 30, 2017 will be placed before the Meeting of Board of Directors to be held on July 25, 2017.</p> |

Date: July 5, 2017

Place : Hyderabad

**For INTERNATIONAL PAPER APPM LIMITED**

*C. Prabhakar*

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

