

Ref: IPAPPM/SEC/CG/19

Dt : October 7, 2019

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 September 30, 2019.

Please acknowledge the receipt.

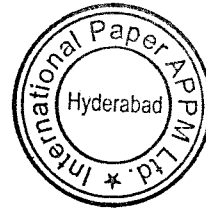
Thanking you,

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, 8th Floor, 1-89/3/B40 to 42/KS/801,
Hi-tech City Main Road, Madhapur, Hyderabad – 500 081, 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.

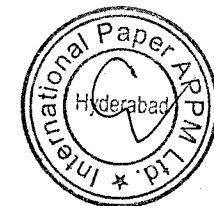
An ISO 9001, ISO 14001 and OHSAS 18001 Certified Company

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: International Paper APPM Limited

2. Quarter ending : September 30, 2019

Composition of Board of Directors														
Sl. No	Title (Mr. / Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/N on- Executive/ Independent / Nominee) ^{&}	Initial Date of Appointment	Date of Re- appointment	Date of Cessa -tion	Tenu re* in mont hs	Date of Birth	No of Directo r-ship in listed entities includin g this listed entity [in referen ce to Regulat ion 17A(1)]	No of Inde- pendent Director- ship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No of membersh ips in Audit/ Stakehold er Committe e(s) including this listed entity [Refer Regulation 26(1) of Listing Regulation s]	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations]	Remarks
1.	Mr.	Donald P. Devlin	PAN: DKGPD4501N DIN:07728231	Chairperson – Executive	22-02-2017	-	-		13-02-1965	1	-	1	0	Appointed at the AGM held on July 25, 2017 as Chairman & Managing Director w.e.f April 28, 2017 for a period of 5 years.



Contd..2.

2.	Mr.	M.S. Ramachandran	PAN: AGJPM9097J DIN:00943629	Independent	06-12-2011	01-04-2019 (Second term)	-	36	26-02-1945	6	6	1	1	Appointed as Independent Directors at the Annual General Meeting held on August 27, 2014 to hold office for five consecutive years up to March 31, 2019 w.e.f. April 1, 2014. Re-appointed as Independent Directors at the Annual General Meeting held on August 1, 2019 for three consecutive years from April 1, 2019 up to March 31, 2022.
3.	Mr.	Adhiraj Sarin	PAN: AOBPS8742N DIN:00140989	Independent	06-12-2011	01-04-2019 (Second term)	-	36	15-08-1952	2	2	1	0	
4.	Mr.	Milind Sarwate	PAN: AAOPS7258N DIN:00109854	Independent	06-12-2011	01-04-2019 (Second term)	-	36	23-09-1959	5	5	4	2	
5.	Mr.	Praveen P. Kadle	PAN: AEEP1052J DIN:00016814	Independent	25-01-2012	01-04-2019 (Second term)	-	36	21-01-1957	1	1	1	2	
6.	Mr.	W. Michael Amick Jr.	PAN: BDKPA6620C DIN:05321907	Non-Executive	18-01-2017		-	-	11-07-1963	1	-	1	0	
7.	Mr.	Russell V. Harris	Foreign National DIN:07863226	Non-Executive	25-07-2017		-	-	26-03-1967	1	-	0	0	
8.	Ms	Megan A.F. Bula	Foreign National DIN:08042068	Non-Executive	31-01-2018		-	-	01-11-1966	1	-	1	0	

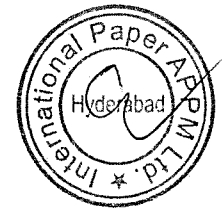
Whether Regular chairperson appointed – Yes

Whether Chairperson is related to Managing Director or CEO – **Chairperson and Managing Director is one person**

[§] PAN of any Director would not be displayed on the website of Stock Exchange

[&] Category of Directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

^{*} to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees					
Name of the Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Mr. Praveen P. Kadle	Chairperson – Independent	25-01-2012	-
		2. Mr. Milind Sarwate	Independent	06-12-2011	-
		3. Mr. Adhiraj Sarin	Independent	22-01-2015	-
		4. Mr. W. Michael Amick Jr.	Non-Executive	28-04-2017	-
2. Nomination & Remuneration Committee	Yes	1. Mr. Adhiraj Sarin	Chairperson – Independent	06-12-2011	-
		2. Mr. M.S. Ramachandran	Independent	22-01-2015	-
		3. Mr. W. Michael Amick Jr.	Non-Executive	02-02-2018	-
		4. Mr. Donald P. Devlin	Executive	28-04-2017	-
3. Risk Management Committee (if applicable)	Not Applicable				
4. Stakeholders Relationship Committee	Yes	1. Mr. Praveen P. Kadle	Chairperson – Independent	01-04-2019	-
		2. Ms Megan A.F. Bula	Non-Executive	30-01-2019	-
		3. Mr. Donald P. Devlin	Executive	28-04-2017	-

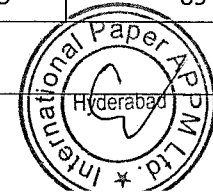
& Category of Directors means executive/non-executive/independent/Nominee. If a director fits into more than one category, write all categories separating them with hyphen

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive meetings in number of days
2-May-2019	01-Aug-2019	Yes	5	3	63
29-May-2019					

* to be filled in only for the current quarter meetings

IV. Meetings of Committees							
Name of the Committee	Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	
Audit Committee	31-Jul-2019	Yes	3	2	2-May-2019	89	

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
 ** to be filled in only for the current quarter meetings

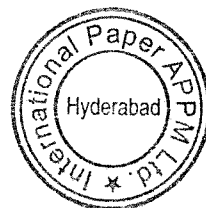


V. Related Party Transactions :	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Not Applicable
<p>Note:</p> <ol style="list-style-type: none"> 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. If status is "No" details of non-compliance may be given here. 	

VI. Affirmations
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – Yes The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee - Yes Nomination & remuneration committee - Yes Stakeholders relationship committee - Yes Risk management committee (applicable to the top 100 listed entities) - Not applicable The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes 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. – Yes This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here: The Compliance report on Corporate Governance for the quarter ended June 30, 2019 had been placed before the Meeting of Board of Directors held on August 1, 2019 and there are no comments/observations/ advice by the Board of Directors. The Compliance report on the Corporate Governance for the quarter ended September 30, 2019 will be placed before the next Meeting of Board of Directors to be held on October 30, 2019.

Date : October 7, 2019

Place : Hyderabad



For INTERNATIONAL PAPER APPM LIMITED

C. Prabhakar

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

INTERNATIONAL PAPER APPM LIMITED
Corporate Governance for the half year ended September 30, 2019

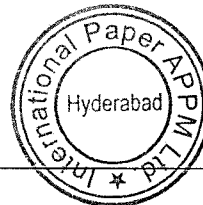
Affirmations			
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below	If status is "No" details of non-compliance may be given here
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
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)	No	Due to unavoidable reasons, the Chairman of NRC was not present at the AGM. However, as per Section 178 (7) of the Companies Act, 2013, he authorized other Director to act on his behalf.
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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




C PRABHAKAR
SR. VICE PRESIDENT (CORPORATE AFFAIRS) &
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