

Ref: IPAPPM/SEC/CG/19

January 7, 2019

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 December 31, 2018.

Please acknowledge the receipt.

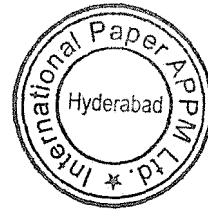
Thanking you,

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: Krishi Sapphire Building, 8<sup>th</sup> 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.

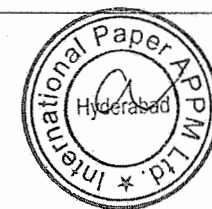
An ISO 9001, ISO 14001 and OHSAS 18001 Certified Company

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: International Paper APPM Limited

2. Quarter ending : December 31, 2018

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 Directorships in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of LODR Regulations]	No. of posts of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of LODR Regulations]
1.	Mr.	Donald P. Devlin	PAN: DKGPD4501N DIN: 07728231	Chairperson – Executive	28-Apr-2017	5	1	2	0
2.	Mr.	M.S. Ramachandran	PAN: AGJPM9097J DIN: 00943629	Independent	01-Apr-2014	5	6	2	1
3.	Mrs.	Ranjana Kumar	PAN: AESPK9527J DIN:02930881	Independent	01-Apr-2014	5	4	1	1
4.	Mr.	Adhiraj Sarin	PAN: AOBPS8742N DIN:00140989	Independent	01-Apr-2014	5	2	1	0
5.	Mr.	Milind Sarwate	PAN: AAOPS7258N DIN:00109854	Independent	01-Apr-2014	5	4	4	2
6.	Mr.	Praveen P. Kadle	PAN: AEEPK1052J DIN:00016814	Independent	01-Apr-2014	5	1	1	1
7.	Mr.	W. Michael Amick Jr.	PAN: BDKPA6620C DIN: 05321907	Non-Executive	18-Jan-2017	-	1	1	0
8.	Mr.	Russell V. Harris	Foreign National DIN: 07863226	Non-Executive	25-Jul-2017	-	1	0	0
9.	Mrs.	Megan A.F. Bula	Foreign National DIN: 08042068	Non-Executive	31-Jan-2018	-	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
	2. Mr. Milind Sarwate	Independent
	3. Mr. Adhiraj Sarin	Independent
	4. Mr. W. Michael Amick Jr.	Non-Executive
	5. Mr. Donald P. Devlin	Executive
<b>Nomination &amp; Remuneration Committee</b>	1. Mr. Adhiraj Sarin	Chairperson – Independent
	2. Mr. M.S. Ramachandran	Independent
	3. Mr. W. Michael Amick Jr.	Non-executive
	4. Mr. Donald P. Devlin	Executive
<b>Stakeholders Relationship Committee</b>	1. Mrs. Ranjana Kumar	Chairperson – Independent
	2. Mr. Donald P. Devlin	Executive
<b>Risk Management Committee</b>	Not Applicable	
<b>Corporate Social Responsibility Committee</b>	1. Mr. M.S. Ramachandran	Chairperson – Independent
	2. Mrs. Ranjana Kumar	Independent
	3. Mr. Donald P. 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)
2-Aug-2018	24-Oct-2018	82

<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 meetings (in number of days)
Audit Committee	24-Oct-2018	All the five Members attended the Meeting	1-Aug-2018	83
Nomination and Remuneration Committee	25-Oct-2018	All the four Members attended the Meeting	-	-
Corporate Social Responsibility Committee	25-Oct-2018	All the three Members attended the Meeting	-	-

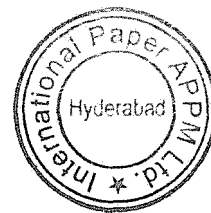


<b>V. Related Party Transactions : No material Related Party Transactions have been entered during the quarter</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether 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 – <b>Yes</b></p> <p>b. Any comments/observations/advice of Board of Directors may be mentioned here: The Compliance report on Corporate Governance for the quarter ended September 30, 2018 had been placed before the Meeting of Board of Directors held on October 24, 2018 and there are no comments/observations/ advice by the Board of Directors. The Compliance report on the Corporate Governance for the quarter ended December 31, 2018 will be placed before the next Meeting of Board of Directors.</p>

Date : January 7 , 2019

Place : Hyderabad



**For INTERNATIONAL PAPER APM LIMITED**

*C. Prabhakar*

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