



INTERNATIONAL PAPER APPM LIMITED

(Formerly known as The Andhra Pradesh Paper Mills Limited)

(CIN: L21010AP1964PLC001008)

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

Notice of Annual General Meeting

NOTICE is hereby given that the 55th Annual General Meeting of the Members of International Paper APPM Limited will be held on **Thursday, August 1, 2019 at 12.30 P.M. at Cherukuri Veerraju Subbalakshmi Convention Centre, Jawaharlal Nehru Road, Rajahmundry – 533 103, East Godavari District, Andhra Pradesh, India** to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt audited financial statements of the Company for the financial year ended March 31, 2019 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Russell V. Harris (DIN: 07863226) who retires by rotation and being eligible offers himself for re-appointment.
3. **Re-appointment of Auditors and fixing of remuneration**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S), be and are hereby re-appointed as Auditors of the Company for a second term of 3 (three) consecutive years, to hold office from the conclusion of this (the 55th) Annual General Meeting till the conclusion of the 58th Annual General Meeting.

FURTHER RESOLVED THAT approval be and is hereby accorded for payment of remuneration for the financial year 2019-20 not exceeding ₹ 66.00 lakhs plus reimbursement of travelling and out-of-pocket expenses (excluding applicable taxes) to M/s. Deloitte Haskins & Sells and remuneration for the financial years 2020-21 and 2021-22 payable to M/s. Deloitte Haskins & Sells be determined by the Board as per the recommendation of Audit Committee.”

SPECIAL BUSINESS

4. **Re-appointment of Mr. M.S. Ramachandran as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (The Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. M.S. Ramachandran (DIN: 00943629), being eligible and in respect of whom the Company has received a notice under section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of three consecutive years from April 1, 2019 to March 31, 2022 and also approval of the Members be and is hereby accorded for continuation of the directorship of Mr. M.S. Ramachandran, on attaining the age of seventy five years during his tenure.”

5. **Re-appointment of Mr. Praveen P. Kadle as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (The Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Praveen P. Kadle (DIN: 00016814), being eligible and in respect of whom the Company has received a notice under section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not

liable to retire by rotation, for a second term of three consecutive years from April 1, 2019 to March 31, 2022."

6. Re-appointment of Mr. Adhiraj Sarin as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (The Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Adhiraj Sarin (DIN: 00140989), being eligible and in respect of whom the Company has received a notice under section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of three consecutive years from April 1, 2019 to March 31, 2022."

7. Re-appointment of Mr. Milind Sarwate as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (The Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Milind Sarwate (DIN: 00109854), being eligible and in respect of whom the Company has received a notice under section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of three consecutive years from April 1, 2019 to March 31, 2022."

8. Ratification of remuneration of Cost Auditors

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the remuneration of ₹ 7.75 lakhs (excluding

applicable taxes) plus reimbursement of travelling and out-of-pocket expenses, as approved by the Board of Directors of the Company, to be paid to M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad, Cost Auditors (Firm Registration No. 000042) to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2020 be and is hereby ratified and confirmed.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board
For **International Paper APPM Limited**

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

Registered Office:
Rajahmundry - 533 105
East Godavari District, Andhra Pradesh, India
June 30, 2019

Notes

1. The Explanatory Statement pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) setting out the details relating to Ordinary Business in respect of Item No. 3 is annexed hereto.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (The Act) setting out details relating to Special Business in respect of Item Nos. 4 to 8 is annexed hereto.
3. **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself. Such proxy need not be a Member of the Company.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights.

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/ authority, as applicable.

4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the Members at the 55th Annual General Meeting.
5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act will be available for inspection by the Members at the 55th Annual General Meeting.

6. Trading in equity shares of the Company through stock exchanges is permitted only in dematerialized form. Members can dematerialize their equity shares in the Company through their Depository Participant(s). The ISIN in respect of equity shares is INE435A01028.
7. Members holding shares in physical form are requested to notify any change in their address immediately to the Registrar and Transfer Agents, Karvy Fintech Private Limited (formerly Karvy Computershare Private Limited), Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 (Karvy) and those Members holding shares in electronic form should inform change in their address to their Depository Participant(s).
8. Members are requested to bring their copies of Annual Report to the Meeting.
9. As per the provisions of Section 72(3) of the Act, facility for making nomination is available to the investors in respect of the shares held by them in physical form. The investor holding shares in physical form can download the nomination form SH-13 as prescribed in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 from the Company's website: **www.ipappm.com**. In respect of shares held in electronic form, the nomination should be recorded with the respective Depository Participants. The Company would not accept any nomination in respect of the shares held in electronic form.
10. NECS Mandate form is also placed on the Company's website. Interested Members holding shares in physical form can download this form from the Company's website.
11. The Act provides for compliances in electronic mode by Companies. Investor should register/update their E-mail IDs with RTA/DP to receive circulars/newsletters/notices/annual reports sent by the Company from time to time. Members who have not registered their E-mail addresses so far, are requested to register their E-mail addresses, in respect of electronic holdings, with their respective Depository Participants and Members who hold shares in physical form are requested to download 'E-Communication Registration Form' from the Company's website and send the duly filled-in and signed form to Karvy.
12. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.
13. In terms of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2016 (Rules) notified by Ministry of Corporate Affairs, the Company had transferred 81,713 equity shares of ₹ 10/- each relating to 911 shareholders in respect of which dividend for the financial year ended March 31, 2010 has not been claimed for seven consecutive years or more to Investor and Education Protection Fund Authority (IEPF). Further the Company had transferred 27,435 equity shares of ₹ 10/- each relating to 283 shareholders in respect of which dividend for the financial year ended March 31, 2011 has not been claimed for seven consecutive years or more to Investor and Education Protection Fund Authority (IEPF). The details of the shares transferred to IEPF and the procedure to claim the dividend and shares from IEPF are available in the Company's website under Investor Relations.
14. Electronic copy of the Annual Report for the financial year 2018-19 and notice of 55th Annual General Meeting are being sent to all the Members whose E-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their E-mail addresses, physical copies of the Annual Report for the financial year 2018-19 and Notice of 55th Annual General Meeting are being sent in the permitted mode.
15. Members may also note that the Annual Report for the financial year 2018-19 and Notice of 55th Annual General Meeting are available on the Company's website. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Rajahmundry, East Godavari District, Andhra Pradesh, India for inspection from 9 a.m. to 12 noon on any working day. Even after registering for E-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may send their requests to the E-mail ID: Nagendrarao.Mittapalli@ipaper.com.
16. All documents referred to in the accompanying Notice and the Explanatory Statements shall be open for inspection at the Registered Office of the Company from 9 a.m. to 12 noon on any working day till the date of the Annual General Meeting.

PROCESS OF VOTING

1. E-voting:

a. For Members whose E-mail addresses are registered with the Company/Depositories:

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited (formerly Karvy

Computershare Private Limited) (Karvy) on all Resolutions set forth in this Notice.

Members, whose E-mail addresses are registered with the Company/Depositories, will receive an Email from Karvy. Open the E-mail containing the PDF file namely 'ipappm.evoting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. **User ID and password** mentioned overleaf). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on 'LOGIN'.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, E-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number for International Paper APPM Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR/ AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding as on cut-off date i.e. July 25, 2019. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process

separately for each of the folios/demat accounts.

- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
 - xi. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
 - xii. **Corporate/Institutional Members** (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF format) of the board resolution/authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the scrutinizer at E-mail ID: chr300@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format 'IPAPPM_EVEN NO.'
- b. **For Members whose E-mail addresses are not registered with the Company/ Depositories:**
- Members will receive Notice of Annual General Meeting providing E-voting (EVEN), User ID and Password. Use the initial password that was provided in the letter for remote e-voting and follow all steps as given in Sr. No. i to Sr. No. xii above, to cast your vote.
2. **Voting at AGM:** The Members, who have not cast their vote electronically, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue.
- Other instructions**
- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call Karvy on +91 40 6716 1770/1606 & Toll Free No. 1800 4250 999.
 - ii. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending future communication(s).
 - iii. The remote e-voting period commences on Monday, July 29, 2019 (9.00 a.m. IST) and ends on Wednesday, July 31, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, July 25, 2019, may cast their vote electronically in the manner and process set out herein above. The

remote e-voting module shall be disabled for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- iv. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date Thursday, July 25, 2019.
- v. The Board of Directors has appointed D. Hanumanta Raju & Co. Company Secretaries, B-13, F - 1 & F - 2, P.S. Nagar, Vijayanagar Colony, Hyderabad - 500 057 as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vi. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
- vii. The voting results shall thereafter be declared either by the Chairman or by an authorized person of the Chairman and the Resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- viii. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website www.ipappm.com and on the website of Karvy <https://evoting.karvy.com>, and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same on their website.

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY BUSINESS PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 3

Proposed fees payable to M/s. Deloitte Haskins & Sells, Chartered Accountants

The Board at their Meeting held on May 2, 2019 recommended a remuneration not exceeding ₹ 66.00 lakhs plus reimbursement of travelling and out-of-pocket expenses (excluding applicable taxes) to M/s. Deloitte Haskins & Sells, towards Statutory Audit Fees, Limited Reviews Certification Fees and other Certification Fees for the financial year 2019-20, for approval of the Members at the ensuing Annual General Meeting. The remuneration payable to M/s. Deloitte Haskins & Sells for the years 2020-21 and 2021-22 will be subsequently determined by the Board.

Terms of appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants:

The Board recommended the re-appointment of M/s. Deloitte Haskins & Sells as Statutory Auditors for a second term of 3 years with respect to the financial years from 2019-20 to 2021-22.

Basis of recommendation for re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors and their credentials:

Deloitte refers to one or more of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee ("DTTL"), its network of member firms, and their related entities. DTTL and each of its member firms are legally separate and independent entities.

M/s. Deloitte Haskins & Sells ('DHS' or 'the firm') is a member of Deloitte Haskins & Sells & Affiliates being the Network of Firms registered with the ICAI. DHS is also a member firm of Deloitte. DHS and its affiliate firms in India (collectively referred to as 'Deloitte India') leverage global tools, technology, and best practices of Deloitte.

DHS has nearly 125 year history in India and has Offices across 14 cities. It has over 10,000 professionals with 403 Partners and 500 Directors.

DHS values for Integrity, Outstanding value to markets and clients, Commitment to each other, Strength from cultural diversity etc.,

DHS represented in committees set up by regulators such as the Institute of Chartered Accountants of India (ICAI), Securities Exchange Board of India (SEBI), National Advisory Committee on Accounting Standards (NACAS), Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI), International Auditing and Assurance Standards Board (IAASB), other regulators and trade associations.

In view of foregoing, the Board commends the Resolution for re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Hyderabad as Statutory Auditors of the Company for a second term of 3 years with respect to the financial years from 2019-20 to 2021-22.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 4 to 7

Mr. M.S. Ramachandran, Mr. Praveen P. Kadle, Mr. Adhiraj Sarin and Mr. Milind Sarwate were appointed as Independent Directors of the Company for a term of five years from April 1, 2014 to March 31, 2019, pursuant to the provisions of Section 149 of the Companies Act, 2013 (The Act) read with The Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges.

In terms of Section 149 and other applicable provisions of the Act, Mr. M.S. Ramachandran, Mr. Praveen P. Kadle, Mr. Adhiraj Sarin and Mr. Milind Sarwate, being eligible have offered themselves for re-appointment. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of

Independent Directors, has recommended re-appointment of Mr. M.S. Ramachandran, Mr. Praveen P. Kadle, Mr. Adhiraj Sarin and Mr. Milind Sarwate as Independent Directors of the Company for a second term of 3 (three) years. The Board of Directors, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, has re-appointed Mr. M.S. Ramachandran, Mr. Praveen P. Kadle, Mr. Adhiraj Sarin and Mr. Milind Sarwate as Independent Directors of the Company for a second term of three years from April 1, 2019 to March 31, 2022, subject to approval of Members by means of a Special Resolution.

Notices under Section 160(1) of the Act have been received from Members proposing Mr. M.S. Ramachandran, Mr. Praveen P. Kadle, Mr. Adhiraj Sarin and Mr. Milind Sarwate as candidates for the offices of Independent Director of the Company. The Company has also received declarations from Mr. M.S. Ramachandran, Mr. Praveen P. Kadle, Mr. Adhiraj Sarin and Mr. Milind Sarwate, respectively, that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the LODR Regulations. In the opinion of the Board, Mr. M.S. Ramachandran, Mr. Praveen P. Kadle, Mr. Adhiraj Sarin and Mr. Milind Sarwate fulfill the conditions specified in the Act and the Rules made there under and LODR Regulations for their re-appointment as Independent Directors of the Company and are independent of the management.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

Mr. M.S. Ramachandran, Mr. Praveen P. Kadle, Mr. Adhiraj Sarin and Mr. Milind Sarwate, do not hold any shares in the Company. Mr. M.S. Ramachandran, Mr. Praveen P. Kadle, Mr. Adhiraj Sarin and Mr. Milind Sarwate and their respective relatives may be deemed to be interested in the Resolutions as set out at Item Nos. 4 to 7 of this Notice.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution.

The terms and conditions of their appointment as Independent Directors would be available for inspection by the Members, without any fee, at the Registered Office of the Company on any working day.

This statement may also be regarded as an appropriate disclosure under the LODR Regulations.

The Board commends the Special Resolutions as set out at Item Nos. 4 to 7 of the Notice for approval by the Members.

Item 8

Pursuant to the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors at its Meeting held on May 2, 2019, subject to the ratification of the remuneration by the Members, approved the re-appointment of M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad as Cost Auditors of the Company for the financial year ending March 31, 2020 and also payment of remuneration of ₹ 7.75 lakhs (excluding applicable taxes) plus reimbursement of travelling and out-of-pocket expenses as recommended by the Audit Committee at its meeting held on May 2, 2019.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the Resolution as set out at Item No. 8.

The Board commends the Resolution as set out at item No. 8 of the Notice for approval by the Members.

By Order of the Board

For International Paper APPM Limited

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

Registered Office:
Rajahmundry - 533 105
East Godavari District, Andhra Pradesh, India
June 30, 2019

Particulars of Directors seeking appointment/re-appointment at the 55th Annual General Meeting in terms of Regulation 36 of SEBI (LODR) Regulations, 2015

Particulars	Mr. Russell V. Harris	Mr. M.S. Ramachandran	Mr. Praveen P. Kadle	Mr. Adhiraj Sarin	Mr. Milind Sarvate
Date of Birth	March 26, 1967	February 26, 1945	January 21, 1957	August 15, 1952	September 23, 1959
Date of first Appointment	July 25, 2017	December 6, 2011	January 25, 2012	December 6, 2011	December 6, 2011
Qualifications	Bachelor's Degree in Chemical Engineering from Auburn University	Bachelor's Degree in Mechanical Engineering	Honors Graduate in commerce & accountancy and also a Member of the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and the Institute of Cost and Works Accountants of India.	Bachelor's Degree in Engineering from IIT, Kanpur	Bachelor's Degree in Commerce and also a Member of the Institute of Company Secretaries of India, the Institute of Chartered Accountants of India and the Institute of Cost and Works Accountants of India
Experience in specific functional areas	Mr. Russell V Harris is the Vice President of Containerboard Manufacturing West. His most recent role was manufacturing Vice President, North American Papers. In this role, he was responsible for International Paper's four North American Papers mills and one converting facility. Earlier, he was manufacturing vice president, Coated Paperboard. Prior to joining Coated Paperboard in 2012, Russell held various positions in International Paper's Printing and Communications business. Russell began his career with IP in 1990, and spent his first 16 years with the company at the Courtland, Ala. Mill. While in Courtland, Russell held several positions with increasing responsibility including business unit manager, Pulp Mill, and manager for the Finished Products area. He was promoted to manager of Technical Services for P&C Papers in 2006, and then to mill manager, Riverdale, Alabama, Mill in 2008. Mr. Russell V. Harris has wide experience in Printing and Communication Business and Coated Paperboard in International Paper Company, USA.	Mr. M.S. Ramachandran has held numerous senior positions in the Indian energy sector. He has extensive corporate and operational experience spanning over 35 years with Indian Oil Corporation Limited where he started as a Management Trainee in 1969. He served as Chairman of the Board of Indian Oil Corporation Limited, a Fortune 'Global 500' Company. He also served as the Executive Director of the Oil Coordination Committee of India's Ministry of Petroleum and Natural Gas. He has been on the board as Non-Executive Director for a number of companies and has also acted in an advisory capacity to organizations including BHP Billiton India, Chevron Business Development, Inc. etc.	Mr. Praveen P. Kadle was the founding Managing Director & CEO of Tata Capital Limited and also Managing Director & CEO of Tata Capital Financial Services Limited and has been with the Tata Group for over 18 years. He joined the Tata Group as Chief Financial Officer of Group's joint venture with IBM in India where he served for 5 years. Thereafter, he joined Tata Motors Limited as Vice President (Finance) and in the year 2001 was promoted to the Board of Tata Motors Limited as Executive Director - Finance and Corporate Affairs. He played a major role in the turnaround and growth of Tata Motors where he was also instrumental in setting up and guiding the operations of Tata Technologies and TELCON (a Tata Motors - Hitachi JV). During his tenure at Tata Motors, he was part of the senior leadership team that managed several cross-border acquisitions. Prior to joining the Tatas, Mr. Praveen P. Kadle was the CEO and Member of the Board of Garware-Wall Ropes Limited. Presently, he is an Advisor to Tata Group.	Mr. Adhiraj Sarin was Managing Director of Bunge India, a global major in agri - commodities and Director and CEO of Louis Dreyfus Commodities India Private Limited, a global merchandizer of commodities and processor of agricultural goods. He led a significant expansion at Bunge, with included acquisition of companies in India. He also was the Managing Director of Tube Investments of India (TII), a precision engineering company of the Murugappa Group in Chennai. He also worked for 25 years in Hindustan Unilever Ltd. (HUL) where he started his career as a Management Trainee in 1974 and his last assignment in HUL was as Managing Director of Hind Lever Chemicals, the fertilizer and Specialty chemicals subsidiary of HUL.	Mr. Milind Sarvate brings over 30 years of experience in finance, HR, strategic planning, Corporate development and product supply, across Marico, Godrej and Sanofi Aventis. During 1996, he was one of the two managers selected for the CII-Fulbright Fellowship for Leadership in Management at the Carnegie Mellon University, USA. He has received the ICAI Award 2011 in CFO-FMCG category and the CNBC TV-18 Best Performing CFO Award-FMCG & Retail-2012. During March 2013, the CFO India magazine inducted Milind to the CFO India Hall of Fame. He is currently acting as Designated Partner of Increate Value Advisors LLP.

Particulars	Mr. Russell V. Harris	Mr. M.S. Ramachandran	Mr. Praveen P. Kadle	Mr. Adjiraj Sarin	Mr. Milind Sarwate
Directorships held in other Listed companies	Nil	Supreme Petrochem Limited G O C L Corporation Limited Ester Industries Limited Gulf Oil Lubricants India Limited ICICI Prudential Life Insurance Company Limited	NIL	Tinna Trade Limited	Glenmark Pharmaceuticals Limited Mindtree Limited Matrimony.com Limited
Memberships / Chairmanships of Committees of other Listed companies (Only Audit Committee and Stakeholders' Relationship Committee)	Nil	Member of Audit Committee Ester Industries Limited Chairman of Stakeholder Relationship Committee Gulf Oil Lubricants India Limited	NIL	Nil	Member of Audit Committee Glenmark Pharmaceuticals Limited Chairman of Audit Committee Mindtree Limited Matrimony.com Limited Member of Stakeholders Relationship Committee Glenmark Pharmaceuticals Limited
Number of shares held in the Company	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	Nil	Nil	Nil	Nil	Nil

For other details such as number of Meetings of the Board of Directors attended during the year and remuneration drawn, please refer to the corporate governance report which is a part of this Annual Report.

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]



INTERNATIONAL PAPER APPM LIMITED
(Formerly known as The Andhra Pradesh Paper Mills Limited)
(CIN: L21010AP1964PLC001008)

Regd. Office: Rajahmundry – 533 105, East Godavari District, Andhra Pradesh, India
E-mail: prabhakar.cherukumudi@ipaper.com; Website: www.ipappm.com

55th Annual General Meeting – August 1, 2019

Name of the Member(s)

Registered address

Email

Folio No. / Client ID

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DP ID

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I / we, being the Member(s), holding _____ shares of the above named Company, hereby appoint

Name : Email :

Address :

..... Signature : _____

Or failing him / her

Name : Email :

Address :

..... Signature : _____

Or failing him / her

Name : Email :

Address :

..... Signature : _____

Tear Here

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 55th Annual General Meeting of the Company to be held on **Thursday, August 1, 2019 at 12.30 P.M. at Cherukuri Veerraju Subbalakshmi Convention Centre, Jawaharlal Nehru Road, Rajahmundry - 533 103, East Godavari District, Andhra Pradesh, India** and at any adjourned meeting thereof in respect of such Resolutions as are indicated below:

Resolution Number	Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of audited financial statements of the Company for the financial year ended March 31, 2019 and the Reports of Board of Directors and Auditors thereon (Ordinary Resolution)			
2.	Appointment of a Director in place of Mr. Russell V. Harris (DIN: 07863226) who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)			
3.	Re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company for a second term of 3 years with respect to the financial years from 2019-20 to 2021-22 (Ordinary Resolution)			
Special Business				
4.	Re-appointment of Mr. M.S. Ramachandran (DIN: 00943629) as an Independent Director of the Company for a second term of 3 years from April 1, 2019 to March 31, 2022 (Special Resolution)			
5.	Re-appointment of Mr. Praveen P. Kadle (DIN: 00016814) as an Independent Director of the Company for a second term of 3 years from April 1, 2019 to March 31, 2022 (Special Resolution)			
6.	Re-appointment of Mr. Adhiraj Sarin (DIN: 00140989) as an Independent Director of the Company for a second term of 3 years from April 1, 2019 to March 31, 2022 (Special Resolution)			
7.	Re-appointment of Mr. Milind Sarwate (DIN: 00109854) as an Independent Director of the Company for a second term of 3 years from April 1, 2019 to March 31, 2022 (Special Resolution)			
8.	Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2020 (Ordinary Resolution)			

Signed day of 2019

.....
Signature of the Member

.....
Signature of the proxy holder(s)

Affix revenue stamp of not less than Re.0.15

Notes:

1. This form, in order to be effective, should be stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank, against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.