

Ref: ST/028/2016

The Board of Directors,
International Paper APPM Limited
Rajahmundry – 533 105
East Godavari District
Andhra Pradesh

We, Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number 008072S), the Statutory Auditors of **International Paper APPM Limited** ("the Company") having its Registered Office at Rajahmundry- 533 105, East Godavari, Andhra Pradesh have examined the proposed accounting treatment specified in Clause 6 of the Draft Scheme of Arrangement amongst the Company and its' Members under Sections 391 to 394 the Companies Act, 1956 (hereinafter referred to as "the Draft Scheme") with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956 / Companies Act, 2013 and Other Generally Accepted Accounting Principles in India.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Company. Our responsibility, is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles in India. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the proposed accounting treatment contained in the aforesaid Draft Scheme (see paragraph below), is in compliance with the Other Generally Accepted Accounting Principles in India, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder. The aforesaid proposed accounting treatment is not directly addressed by any of the Accounting Standards prescribed under Section 133 of the Companies Act 2013, as applicable.

For ease of reference, Clause 6 of the Draft Scheme is reproduced below:

"6. Accounting Treatment

Upon this Scheme becoming effective and with effect from the Appointed Date:

The entire amount of Rs. 288.76 crores (Rupees two hundred eighty eight crores seventy six lakhs only) standing to the credit of the General Reserves of the Company shall be reclassified and credited to the 'Profit and Loss Account' of the Company and the resulting balance in the Profit and Loss Account shall be Rs. 223.08 crores (Rupees two hundred twenty three crores eight lakhs only)"

Ad. C.

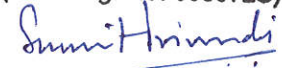
Deloitte Haskins & Sells

This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). This Certificate should not be used for any other purpose without our prior written consent.

Place: Secunderabad
Date: June 06, 2016



For Deloitte Haskins & Sells
Chartered Accountants
(ICAI Reg. No. 008072S)



Partner
Sumit Trivedi - 209354