

August 18, 2016

Department of Corporate Services,
B S E Ltd.,
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,

Sub: Minutes of 52nd Annual General Meeting.

We are pleased to send herewith a copy of the Minutes of the 52nd Annual General Meeting of the Members held on July 27, 2016

We request you to kindly take it on records.

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, 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

Minutes of the 52nd Annual General Meeting of the Members of International Paper APPM Limited held on Wednesday, July 27, 2016 at 12.00 Noon at Cherukuri Subbarao Gannemma Udyana Kalyanavedika, Jawaharlal Nehru Road, Rajahmundry - 533 103, East Godavari District, Andhra Pradesh.

PRESENT:

DIRECTORS:

1. Mr. Rampraveen Swaminathan, Chairman & Managing Director and representing Chairman of Stakeholders Relationship Committee
2. Mr. Milind Sarwate, Independent Director and Chairman of Audit of Committee
3. Mr. Adhiraj Sarin, Independent Director and Chairman of Nomination and Remuneration Committee
4. Mr. M.S. Ramachandran, Independent Director and Chairman of Corporate Social Responsibility Committee
5. Mr. Thomas G Kadien, Non- Executive Director
6. Ms Shiela P Vinczeller, Non- Executive Director
7. Ms Ann Barbara Wroblecki, Non-Executive Director

KEY MANAGERIAL PERSONNEL :

8. Mr. C. Prabhakar, Sr. Vice President (Corporate Affairs) & Company Secretary
9. Mr. Badrinath Chellappa, Chief Financial Officer

MEMBERS/PROXIES:

10. International Paper Investments (Luxembourg) S.a.r.l. (Parent Company)- represented by Mr. Rampraveen Swaminathan as Proxy
11. IP International Holdings Inc. (Parent Company) - represented by Mr. C. Prabhakar as Proxy
12. Members: 511 as per Attendance Record
13. Other Proxies: 193 holding 3,253 shares as per Attendance Record.

BY INVITATION:

14. Mr. Sumit Trivedi, Partner - Deloitte Haskins & Sells - Statutory Auditors
15. Mr. D. Hanumanta Raju, Partner, D. Hanumanta Raju & Co., Company Secretaries – Secretarial Auditor and Scrutinizer



Mr. C. Prabhakar, after ascertaining the presence of quorum, declared that the required quorum for the Meeting was present and requested the Chairman and other Directors to occupy their seats on the dais.

Accordingly, Mr. Rampraveen Swaminathan, Chairman & Managing Director presided over the meeting and conducted the proceedings.

The Chairman welcomed the Members to the 52nd Annual General Meeting and introduced the Directors and Key Managerial Personnel present and announced that the other Directors could not attend the Meeting due to their preoccupation.

Later, he delivered his speech covering economic scenario, key highlights for the financial year 2015-16, performance of the 1st Quarter of the current year and the acknowledgements.

Mr. C. Prabhakar announced that the Register of Directors and Key Managerial Personnel and their shareholding under Section 171, Register of contracts or arrangement in which Directors are interested under Section 189 of the Companies Act, 2013 and Secretarial Audit Report dated April 18, 2016 had been placed on the table and were open for inspection by the Members at any time during the Meeting.

The Chairman informed the Members as under -

- a) The Company had provided remote e-voting facility to the Members to cast their votes on all the Resolutions as set out in the Notice of Annual General Meeting dated April 22, 2016 during the period from July 24, 2016 to July 26, 2016 as per the provisions of Companies Act, 2013 read with Rules framed thereunder.
- b) Mr. D. Hanumanta Raju, Partner M/s. D. Hanumanta Raju & Co., Company Secretaries, Hyderabad was appointed as the Scrutinizer for the purpose of carrying out the remote e-voting process in a fair and transparent manner.
- c) In view of giving similar voting rights to the Members present in this Annual General Meeting, the poll would be conducted for voting on 4 Resolutions of Ordinary and Special Business as set out in the aforesaid Notice of Annual General Meeting. Mr. D. Hanumanta Raju was also appointed as Scrutinizer for independently carrying out the poll.
- d) The results would be declared after considering the voting by poll by the Members present in the Annual General Meeting and also the remote e-voting already done. The results would also be submitted to BSE Limited and National Stock Exchange of India Limited SE within 48 hours of the conclusion of Annual General Meeting and also placed on the website of the Company.



Before ordering the poll, the Chairman invited the Members to ask questions, make comments and give their views, if any. After giving sufficient time to all the Members who wish to speak, the Chairman gave the responses to the issues raised by the Members to their satisfaction.

Summary of the clarifications provided to the Members is given in the Appendix.

The Chairman, thereafter, ordered poll on all the Resolutions for the Ordinary and Special Business as set out in Item Nos. 1 to 4 of the Notice of 52nd Annual General Meeting dated April 22, 2016 and requested all the Members and Proxies present and entitled to vote to participate in the poll.

The Chairman authorized Mr. C. Prabhakar, Company Secretary to declare, on or before July 29, 2016 the results of Voting after receiving the Reports of Scrutinizer.

The Meeting concluded at 12.55 P.M with vote of thanks to the Chair.

Thereafter, Mr. D. Hanumanta Raju, Scrutinizer appointed for the poll, conducted the poll.

COMBINED RESULTS OF THE REMOTE E-VOTING AND POLL ON THE ORDINARY AND SPECIAL BUSINESS AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON JULY 27, 2016

On the basis of the Scrutinizer's Report dated July 28, 2016 for the (a) Remote e-voting which was conducted between July 24, 2016 and July 26, 2016 (both days inclusive) and (b) Poll which was conducted at the Annual General Meeting held on July 27, 2016, the summary of which is given below, Mr. C. Prabhakar, Senior Vice President (Corporate Affairs) & Company Secretary in terms of authorization dated July 20, 2016 given by Mr. Rampraveen Swaminathan, Chairman & Managing Director, announced the results of voting on July 28, 2016 that all the Resolutions in respect of the Ordinary and Special Business as set out in Item Nos. 1 to 4 in the Notice of 52nd Annual General Meeting of the Company dated April 22, 2016 have been duly passed with requisite majority.



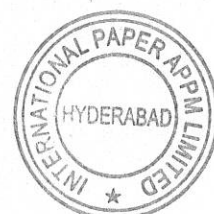
Sl. No.	Particulars of Resolution as given in the Notice of the 52nd Annual General Meeting dated. April 22, 2016	Votes cast	Combined Votes of Remote E-voting and Poll		Results Declared
			Nos.	%	
Ordinary Business					
1	Ordinary Resolution for adoption of financial statements of the Company for the financial year ended March 31, 2016 and the reports of Board of Directors and Auditors thereon	In favour	29950674	99.9985	Approved by requisite majority
		Against	445	0.0015	
		Invalid including abstained Votes	832		
2	Ordinary Resolution for appointment of a Director in place of Mr. Thomas G Kadien (holding DIN: 03632772) who retires by rotation and being eligible offers herself for re-appointment	In favour	29856329	99.6835	Approved by requisite majority
		Against	94790	0.3165	
		Invalid including abstained Votes	832		
3	Ordinary Resolution for appointment of Messrs Deloitte Haskins & Sells as Auditors of the Company	In favour	29951090	99.9999	Approved by requisite majority
		Against	29	0.0001	
		Invalid including abstained Votes	832		
Special Business					
4	Ordinary Resolution for remuneration of Cost Auditors for the financial year ending March 31, 2017	In favour	29951119	100.00	Approved by requisite majority
		Against	0	0.00	
		Invalid including abstained Votes	832		

The Resolutions in respect of the ordinary and special business as set out in Item Nos. 1 to 4 in the Notice of the 52nd Annual General Meeting dated April 22, 2016 duly approved by the Members with requisite majority are recorded hereunder as part of the proceedings of 52nd Annual General Meeting of the Members held on July 27, 2016.

Ordinary Business:

1. Ordinary Resolution for adoption of financial statements of the Company for the financial year ended March 31, 2016 and the reports of Board of Directors and Auditors thereon

“RESOLVED THAT the Financial Statements of the Company for the financial year ended March 31, 2016 including Balance Sheet as at March 31, 2016, Statement of Profit and Loss for the year ended on that date as audited and certified by the Company’s Auditors and the Reports of the Directors and Auditors thereon, be and are hereby approved and adopted.”



2. Ordinary Resolution for appointment of Mr. Thomas G Kadien (holding DIN: 03632772) as Director, who retires by rotation and being eligible offers himself for re-appointment

"RESOLVED THAT Mr. Thomas G Kadien (holding DIN: 03632772) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company."

3. Ordinary Resolution for appointment of Messrs Deloitte Haskins & Sells as Auditors of the Company

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the reappointment of Messrs Deloitte Haskins & Sells (Firm Registration No.008072S), Chartered Accountants, Hyderabad, be and is hereby ratified as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 53rd Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business:

4. Ordinary Resolution for Remuneration of Cost Auditors for the financial year ending March 31, 2017

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and 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 Rs.6.50 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 Messrs 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, 2017 be and is hereby ratified and confirmed.

RESOLVED FURTHER 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."

Date of Entry: August 2, 2016

Sd/-xxxxxxxxxxxx

RAMPRAVEEN SWAMINATHAN

Date: August 17, 2016

CHAIRMAN & MANAGING DIRECTOR

Certified True Copy

For INTERNATIONAL PAPER APPM LIMITED

C. Prabhakar

C. PRABHAKAR
Senior Vice President
(Corporate Affairs) & Company Secretary

Appendix

Q.1) What is the growth strategy of the Company?

Ans. The Company has been exploring various opportunities for growth in the manufacturing capacities. Once a business case is established, growth would be considered. Growth for the sake of growth is not viable unless there is a substantial mismatch between supply and demand. However, the Company has been making significant investments to improve the asset quality.

Q.2) Why there is a substantial increase in royalty payments to Parent Company?

Ans. The Company has exported substantial quantity of paper under the parent company's brand HP which is a widely known global brand. The significant increase of exports to the extent of 46% can be related to increase in royalty payments to the parent company.

Q.3) AGM can be held in Mill premises in order to save time and cost.

Ans. The venue of AGM is dependent on various factors. The suggestion of shareholders will be considered.

Q.4) When will the Company pay dividend?

Ans. The Company could not pay dividend in view of accumulated losses. However, it will consider paying dividend depending upon the profitability of the Company in future.

