

RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF INTERNATIONAL PAPER APPM LIMITED AT THE MEETING HELD ON APRIL 22, 2016

Scheme of Arrangement:

The Board considered the proposal envisaging transfer of General Reserves to Profit & Loss Account and noted that Audit Committee at the Meeting held on April 22, 2016 recommended the Scheme of Arrangement envisaging the aforesaid transfer.

The Board, after discussion, passed the following Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of Companies Act, 1956 (to the extent of the Sections thereof that have not been repealed) and Companies Act, 2013 (to the extent of the Sections thereof that have been brought into force), recommendation of Audit Committee at the Meeting held on April 22, 2016 and subject to the approval of Members of the Company, Stock Exchanges in which the shares of the Company are listed and the Hon’ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh or National Company Law Tribunal and such other approvals as may be required, the draft Scheme of Arrangement amongst International Paper APPM Limited and its Members envisaging transfer of entire amount of General Reserve of Rs.288.76 crores to profit and loss account of the Company as per the draft placed before the Meeting be and is hereby approved.

FURTHER RESOLVED THAT Mr. Rampraveen Swaminathan, Chairman & Managing Director and Mr. C. Prabhakar, Senior Vice President (Corporate Affairs) & Company Secretary be and are hereby severally authorized to make such modifications as may be required by the Legal Adviser, Stock Exchanges, Hon’ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh or National Company Law Tribunal or by any other Statutory Authority (ies) while sanctioning the Scheme.

FURTHER RESOLVED THAT Mr. Rampraveen Swaminathan, Chairman & Managing Director and Mr. C. Prabhakar, Senior Vice President (Corporate Affairs) & Company Secretary be and are hereby severally authorized to take all necessary steps in the matter that may be required for obtaining the requisite consent to the said Scheme of Arrangement by the Members, Stock Exchanges, Hon’ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh or National Company Law Tribunal and other Statutory Authorities; to sign all applications,

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



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petitions, affidavits, papers and documents as may be required to be filed before the Stock Exchanges, Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh or National Company Law Tribunal and any other Statutory Authorities and to do all other acts, deeds and things and sign all papers and documents concerning the matter to give full effect to and implement the Scheme of Arrangement."

Undertaking

The Board was informed that requirements of sub para 9 (a) and 9 (b) of Annexure I to SEBI Circular No.CIR/CFD/CMD/16/2015 dated November 30, 2015 would not be applicable in relation to proposed reclassification and utilization of general reserve and the Company would be required to furnish an Undertaking to the Stock Exchanges in this regard.

The Board, after discussion, passed the following Resolution:

"RESOLVED THAT an Undertaking in relation to non-applicability of requirements prescribed in Annexure I Part 1 A sub paras 9 (a) and (b) of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 in respect of proposed reclassification and utilization of general reserve and pay out to Members as per the Scheme of Arrangement under sections 391 to 394 of Companies Act, 1956 amongst International Paper Mills Limited and its Members to be submitted to BSE Limited and National Stock Exchange of India Ltd. (Stock Exchanges) be and is hereby approved.

FURTHER RESOLVED THAT such Undertaking be signed by Mr. C. Prabhakar, Sr. Vice President (Corporate Affairs) & Company Secretary and submitted to Stock Exchanges after it is signed for identification by Statutory Auditors."

//CERTIFIED TRUE COPY//

For INTERNATIONAL PAPER APPM LIMITED



C. Prabhakar
C. PRABHAKAR

SR. VICE PRESIDENT (CORPORATE AFFAIRS) &
COMPANY SECRETARY

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