

Minutes of the 51st Annual General Meeting of the Members of International Paper APPM Limited held on Thursday, August 27, 2015 at 11.30 A.M. 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. Adhiraj Sarin, Independent Director and Chairman of Nomination and Remuneration Committee and representing Chairman of Audit Committee

KEY MANAGERIAL PERSONNEL :

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

MEMBERS/PROXIES:

5. IP Holding Asia Singapore Pte. Ltd (Holding Company) represented by Mr. Rampraveen Swaminathan
6. Other Members: 528 as per Attendance Record.
7. Proxies : 159 holding 20,907 shares as per Attendance Record.

BY INVITATION:

8. Mr. T.S. Venkateswaran, Deloitte Haskins & Sells - Statutory Auditors
9. Mr. D. Hanumanta Raju, Partner, M/s. 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 to conduct the proceedings.

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

The Chairman welcomed the Members to the 51st Annual General Meeting and introduced the Director and Key Managerial Personnel present and announced that 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 2014-15, 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 13, 2015 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 June 30, 2015 during the period from August 24, 2015 to August 26, 2015 as per the provisions of Companies Act, 2013 read with Rules framed thereunder. For the benefit of Members, who did not have access to remote e-voting facility, postal ballot forms were sent along with the notice of annual general meeting to enable them to send their assent or dissent by post.
- 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 and also voting through postal ballot 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 9 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 and postal ballot by other Members already done. The results would also be submitted to BSE and NSE 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 responses 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 9 of the Notice of 51st Annual General Meeting dated June 30, 2015 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 August 29, 2015, the results of Voting after receiving the Reports of Scrutinizer.

The Meeting concluded at 12.30 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, POSTAL BALLOT AND POLL ON THE ORDINARY AND SPECIAL BUSINESS AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON AUGUST 27, 2015

On the basis of the Scrutinizer's Report dated August 28, 2015 for the (a) Remote e-voting which was conducted between August 24, 2015 and August 26, 2015 (both days inclusive) (b) Postal Ballot Forms which were sent along with Notice of Annual General Meeting so as to reach the Scrutinizer on or before August 26, 2015 and (c) Poll which was conducted at the Annual General Meeting held on August 27, 2015, the summary of which is given below, Mr. C. Prabhakar, Senior Vice President (Corporate Affairs) & Company Secretary in terms of authorization dated August 6, 2015 given by Mr. Rampraveen Swaminathan, Chairman & Managing Director, announced the results of voting on August 28, 2015 that all the Resolutions in respect of the Ordinary and Special Businesses as set out in Item Nos. 1 to 9 in the Notice of 51st Annual General Meeting of the Company dated June 30, 2015 have been duly passed with requisite majority.

Sl. No.	Particulars of Resolution as given in the Notice of the 51 st Annual General Meeting dt. June 30, 2015	Votes cast	Combined Votes of Remote E-voting, Postal Ballot 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, 2015 and the reports of Board of Directors and Auditors thereon.	In favour	30107069	99.999	Approved by requisite majority
		Against	276	0.001	
		Invalid including abstained Votes	17359		
2	Ordinary Resolution for appointment of a Director in place of Ms. Shiela Pallerne Vinczeller (holding DIN: 06833616) who retires by rotation and being eligible offers herself for re-appointment.	In favour	30007068	99.667	Approved by requisite majority
		Against	100232	0.333	
		Invalid including abstained Votes	17404		
3	Ordinary Resolution for appointment of Messrs Deloitte Haskins & Sells as Auditors of the Company	In favour	30106674	99.999	Approved by requisite majority
		Against	351	0.001	
		Invalid including abstained Votes	17679		

Sl. No.	Particulars of Resolution as given in the Notice of the 51 st Annual General Meeting dt. June 30, 2015	Votes cast	Combined Votes of Remote E-voting, postal ballot and poll		Results Declared
			Nos.	%	
Special Business					
4	Ordinary Resolution for appointment of Ms. Ann Barbara Wroblewski (holding DIN:07101091) as Director of the Company	In favour	30106979	99.999	Approved by requisite majority
		Against	321	0.001	
		Invalid including abstained Votes	17404		
5	Special Resolution for adoption of new Articles of Association of the Company	In favour	30006868	99.666	Approved by requisite majority
		Against	100432	0.334	
		Invalid including abstained Votes	17404		
6	Special Resolution for appointment of Mr. Rampraveen Swaminathan (holding DIN: 01300682) as Chairman & Managing Director	In favour	30006893	99.667	Approved by requisite majority
		Against	100407	0.333	
		Invalid including abstained Votes	17404		
7	Ordinary Resolution for remuneration of Cost Auditors for the financial year ending March 31, 2016	In favour	30106949	99.999	Approved by requisite majority
		Against	326	0.001	
		Invalid including abstained Votes	17429		
8	Ordinary Resolution for payment of Commission to Independent Directors	In favour	30103790	99.989	Approved by requisite majority
		Against	3235	0.011	
		Invalid including abstained Votes	17679		
9	Special Resolution for approval for entering into transaction with IP India Foundation, a Wholly Owned Subsidiary Company under Section 188 of the Companies Act, 2013	In favour	30104088	99.990	Approved by requisite majority
		Against	3087	0.010	
		Invalid including abstained Votes	17529		

The Resolutions in respect of the ordinary and special businesses as set out in Item Nos. 1 to 9 in the Notice of the 51st Annual General Meeting dated June 30, 2015 duly approved by the Members with requisite majority are recorded hereunder as part of the proceedings of 51st Annual General Meeting of the Members held on August 27, 2015.

Ordinary Business

1. Ordinary Resolution for adoption of financial statements of the Company for the financial year ended March 31, 2015 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, 2015 including Balance Sheet as at March 31, 2015, 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 Ms. Shiela Pallerne Vinczeller (holding DIN:0683316) as Director, who retires by rotation and being eligible offers herself for re-appointment

"RESOLVED THAT Ms. Shiela Pallerne Vinczeller (holding DIN 06833616) 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 and the Companies (Audit and Auditors) Rules, 2014 (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 52nd Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business

4. Ordinary Resolution for appointment of Ms. Ann Barbara Wroblewski (holding DIN:07101091) as a Director liable to retire by rotation

"RESOLVED THAT Ms. Ann Barbara Wroblewski (holding DIN: 07101091), who was appointed as an Additional Director of the Company by the Board of Directors effective April 23, 2015 in terms of Section 161(1) of the Companies Act, 2013 and Article 129 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to retire by rotation."

5. Special Resolution for adoption of new Articles of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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."

6. Special Resolution for appointment of Mr. Rampraveen Swaminathan as (holding DIN 01300682) Chairman & Managing Director

"RESOLVED THAT in partial modification of the Resolution passed at the 49th Annual General Meeting held on August 6, 2013 and in accordance with provisions of Sections 196, 197 and 203 of the Companies Act, 2013 and the Rules made thereunder read with Schedule V to the Companies Act, 2013, approval be and is hereby accorded to the appointment of Mr. Rampraveen Swaminathan (holding DIN: 01300682), who was appointed earlier as Managing Director & CEO as Chairman & Managing Director of the Company effective November 1, 2014 and for payment of the remuneration for the remainder of his term up to March 1, 2017 as set out in the Explanatory Statement attached to this notice.

FURTHER RESOLVED THAT in the event of any loss or inadequacy of profits in any financial year, during the currency of tenure of Mr. Rampraveen Swaminathan as Chairman & Managing Director, he shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II (A) of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed from time to time and as may be amended or re-enacted from time to time as minimum remuneration notwithstanding the absence or inadequacy of profits in any year.

FURTHER RESOLVED THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this Resolution."

7. Ordinary Resolution for Remuneration of Cost Auditors for the financial year ending March 31, 2016

"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.6.15 lakhs (excluding Service Tax) 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, 2016 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."

8. Ordinary Resolution for payment of Commission to Independent Directors

"RESOLVED THAT in accordance with the provisions of Sections 197, 198 and other applicable provisions if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent of the Members be and is hereby accorded to the payment of commission for a period of five years commencing from April 1, 2015 to the Independent Directors of the Company as may be decided by the Board from time to time, provided that the total commission payable to the Independent Directors per annum shall not exceed one per cent of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Companies Act, 2013 with authority to the Board to determine the manner and proportion in which the amount be distributed among Independent Directors and further that the payment of the sum in the above manner shall be in addition to the sitting fee per meeting of the Board/ Committee of Board which each such Independent Director is entitled to receive under the provisions of the Articles of Association."

9. Special Resolution for approval for entering into transactions with IP India Foundation (IPIF), a Wholly Owned Subsidiary Company under Section 188 of the Companies Act, 2013

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 15 (2) of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any modification(s) or re-enactment thereof, for the time being in force), consent of the Members be and is hereby accorded to the Board of Directors to enter into any transaction(s) from time to time with IP India Foundation, a wholly owned subsidiary company incorporated under Section 25 of the Companies Act, 1956."

SD/-XXXX

**RAMPRAVEEN SWAMINATHAN
CHAIRMAN & MANAGING DIRECTOR**

Q. 1) When is the Company planning to delist its shares?

Ans. The Management of the Company cannot comment on this question.

Q.2) Why there is poor attendance of the Directors at the Annual General Meeting?

Ans. Due to urgent commitments, some of the Directors could not attend the Annual General Meeting. However, the attendance of the Directors will improve in the Annual General Meetings in future.

Q.3) Why the Sitting Fees to Directors was increased ?

Ans. Increase in Sitting fees is as per the limits prescribed by the Ministry of Corporate Affairs.

Q.4) Why the Corporate Office is in the State of Telangana?

Ans. There is no legal bar to have Corporate Office in any place.

Q.5) What is the purpose of investment of Rs.1538 lakhs in Andhra Pradesh Gas Power Corporation?

Ans. By virtue of the investment, the Company is entitled to draw 5MW of power from Andhra Pradesh Gas Power Corporation at a concessional rate.

Q.6) Why there are several pending cases with Sales Tax, Income Tax and Central Excise Authorities?

Ans. The Company has been focusing to reduce the litigations to the extent possible. However, the Appeals usually take longer time.

Q.7) CSR Activities – Why the Company is not visible in CSR activities in Rajahmundry?

Ans. The Company has focused its CSR activities in Rajahmundry and the surrounding places. In Rajahmundry, the Company has initiated a program to improve the English speaking skills of the students in Government schools. Other CSR activities include installation of RO Plants, Bus Shelter, engagement of employees etc.