INTERNATIONAL PAPER

November 22, 2019

Department of Corporate Services
BSE Limited
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 Sir,

Sub: Postal Ballot Notice.

Consequent upon change of Management, the Board of Directors of the Company at the Meeting held on October 30, 2019 approved the proposal for Change of Name from "International Paper APPM Limited" to "Andhra Paper Limited" subject to the consent of Shareholders of the Company by way of Special Resolution through Postal Ballot, approval of Central Government and such other consents and approvals as may be required.

Subsequently, the Company applied to Ministry of Corporate Affairs (MCA) for making available the new name. The Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre, Gurgaon, Haryana vide its letter dated November 14,2019 conveyed that there is no objection in the availability of changed name **ANDHRA PAPER LIMITED** from the existing name **INTERNATIONAL PAPER APPM LIMITED** to the Company.

Accordingly, notice pursuant to Section 110 of the Companies Act, 2013 along with explanatory statement is being sent to shareholders seeking their approval by way of Special Resolution. The Company is also providing e-voting facility to the shareholders to enable them to cast their vote electronically.

The Board has appointed M/s. D. Hanumanta Raju & Co., Company Secretaries as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Notice of Postal Ballot is enclosed herewith for your information and records.

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International Paper APPM Ltd. Hyderabad

Further, please find below the schedule of events for postal ballot:

Cut off—date/ Benpos date for sending notice to the shareholders	November 15, 2019
Voting commencement date	November 29, 2019 (9.00 A.M.)
Voting end date	December 28, 2019 (5.00 P.M.)
Scrutinizers report	December 30, 2019
Declaration of results	December 30, 2019

Please take the above on record.

Thanking you,

Yours faithfully,
For **INTERNATIONAL PAPER APPM LIMITED**

C. Prabhakar

International Paper APPM Ltd. Hyderabad

C. PRABHAKAR
SR. VICE PRESIDENT (CORPORATE AFFAIRS) & COMPANY SECRETARY

CC to:
National Securities Depository Limited
4th Floor, 'A' Wing,
Trade World, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013

Central Depository Services (India) Limited,
Marathon Futurex, Unit No. 2501,
25th Floor, A-Wing, Mafatlal Mills Compound,
N M Joshi Marg, Lower Parel,
Mumbai – 400 013

Encl: As above

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 POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations for seeking consent of the Shareholders by way of Special Resolution through ‘Postal Ballot’ including Electronic Voting. The proposed Resolution and explanatory statement pertaining to the said Resolution, pursuant to Section 102(1) of the Act, setting out all material facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended herewith for your consideration along with a ‘Postal Ballot Form’ and self-addressed postage pre-paid Business Reply Envelope (BRE).

In compliance with Regulation 44 of the SEBI Listing Regulations and the provisions of Section 108 of the Act read with the Rules, International Paper APPM Limited (the “Company”) is pleased to provide electronic voting (“e-voting”) facility as an alternative to its Shareholders to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post.

The Resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot:

SPECIAL BUSINESS:

Approval for change of name of the Company from “International Paper APPM Limited” to **“Andhra Paper Limited”** and consequent amendments to Memorandum of Association and Articles of Association and other documents of the Company:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 4,5,13,14 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules framed thereunder [including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the uniform listing agreement entered by the Company with BSE Limited and National Stock Exchange of India Limited (the “Stock Exchanges”) and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock Exchange(s)/appropriate regulatory and statutory authorities/ departments as may be necessary, consent of the Shareholders of the Company be and is hereby accorded for changing the name of the Company from “International Paper APPM Limited” to **“Andhra Paper Limited”.**

RESOLVED FURTHER THAT existing Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

“I. The Name of the Company is **Andhra Paper Limited”**

RESOLVED FURTHER THAT existing Article 2(1)(d) of the Articles of Association of the Company be altered so as to read as under:

“2(1)(d). 'The Company' means **Andhra Paper Limited.**”

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. “International Paper APPM Limited” be substituted with the new name, i.e. **“Andhra Paper Limited”** in the Memorandum and Articles of Association of the Company, other necessary documents and at all other places wherever appearing.

RESOLVED FURTHER THAT Mr. Saurabh Bangur, Chief Executive Officer, Mr. Anish T. Mathew, Director (Commercial) & Chief Financial Officer and Mr. C. Prabhakar, Sr. Vice President (Corporate Affairs) & Company Secretary, be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents drafts, amendments, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the Central Government and/or Office of the Registrar of Companies (ROC) and to settle and finalise all issues that may arise in this regard in order to give effect to the above mentioned Resolution and to delegate all or any of the powers conferred herein as they may deem fit."

By order of the Board of Directors,
For International Paper APPM Limited

C. PRABHAKAR
SR. VICE PRESIDENT (CORPORATE AFFAIRS) &
COMPANY SECRETARY

Place : Hyderabad
Date : November 22, 2019

NOTES

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts and reasons for the aforesaid special business is annexed hereto.
2. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Shareholders of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on November 15, 2019 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the shareholder(s) as on the said cut-off date.
3. The Postal Ballot Notice is being sent by email to those Shareholders who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For Shareholders whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope (BRE).
4. Only a Shareholder holding shares as on the cut-off date is entitled to exercise his/her vote through e-voting/Postal Ballot.
5. 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 Scrutinizer to receive and scrutinize the Postal Ballot Forms received from the Shareholders and for conducting the Postal Ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
6. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Shareholder(s).
7. Shareholders can cast their vote online from Friday, November 29, 2019 (9:00 A.M. onwards) till Saturday, December 28, 2019 (up to 5:00 P.M.) as the e-voting module shall be disabled for voting by Karvy Fintech Private Limited thereafter. No voting shall be allowed beyond 5:00 P.M. of December 28, 2019. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent **(FOR)** or dissent **(AGAINST)** in the attached self-addressed postage pre-paid BRE, so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. on Saturday, December 28, 2019. **Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.**
8. Kindly note that each Shareholder can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Shareholder cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Shareholder shall be treated as invalid notwithstanding whichever option is exercised first.

9. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or any Director of the Company, as may be authorized by the Board in this regard, on or before Monday, December 30, 2019. The result of the Postal Ballot will be announced by the Chairman or any person authorised by the Chairman in writing, on or before Monday, December 30, 2019 by or before 5:00 P.M. In addition to the results being communicated to Stock Exchanges, the results along with Scrutinizer's report will also be placed on Company's website i.e.,www.andhrapaper.com and the website of Karvy i.e. https://evoting.karvy.com. The results along with the Scrutinizer's report shall also be displayed on the notice board at the Company's Registered office at Rajahmundry. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on Monday, December 30, 2019.

10. All the documents related to the above mentioned Resolution are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) from 11:00 A.M. to 1:00 P.M. till Saturday, December 28, 2019.

11. For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein:

    PROCEDURE/INSTRUCTIONS FOR E-VOTING:

    a. **For Shareholders 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 Shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited (Formerly known as Karvy Computershare Private Limited) (Karvy) on the Resolution set forth in this Notice.

       Shareholders, 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 in the Postal Ballot Form). 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. November 15, 2019.

       viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

       ix. In case you do not desire to cast your vote, 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, Shareholders can login any number of times till they have voted on the Resolution.**

xii. **Corporate/Institutional Shareholders** (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: dhr300@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 Shareholders whose E-mail addresses are not registered with the Company/ Depositories:

Shareholders will receive Postal Ballot Notice 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.

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.

STATEMENT ANNEXED TO THE NOTICE SETTING OUT THE MATERIAL FACTS CONCERNING SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS.

The Shareholders are aware that IP International Holdings Inc. and International Paper Investments (Luxembourg) S.a.r.l. have sold their stake, to the extent of 55% of the Paid Up Share Capital of the Company, to West Coast Paper Mills Limited (WCPM) (consequentially categorised as ‘Promoter’ of the Company) pursuant to Share Purchase Agreement (SPA) dated May 29, 2019. The Company is also a party relating to certain Clauses of SPA, which includes Change of Name of the Company.

As per Clause 15.7 of SPA, the Company and WCPM shall take necessary steps to cause the name of the Company to be changed to such name as may be determined by WCPM in its sole discretion as soon as possible and in any event not later than three months from the closing date. However, the Company shall be entitled to use within the territorial limits of India and in connection with export – imports transactions, the name “International Paper” as part of Company’s corporate name until the date on which the Company receives all necessary statutory approvals in relation to change of name. The closing date was October 30, 2019.

WCPM has proposed change of name of the Company to Andhra Paper Limited, to replicate and carry on the legacy of the brand ‘Andhra Paper’ by which the products of the Company were very much familiar in the market space. As per Section 13 read with Section 14 and other applicable provisions of Companies Act, 2013, any change in the name of the Company shall be subject to the approval of Shareholders and Central Government.

The Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre, Gurgaon, Haryana vide letter dated November 14, 2019 informed that there is no objection in the availability of changed name ANDHRA PAPER LIMITED from the existing name INTERNATIONAL PAPER APPM LIMITED to the Company. The approval to the above change of name will be obtained by the Company from Registrar of Companies. The change of name would be complete and effective only on the issue of a fresh Certificate of Incorporation by Registrar of Companies.

The Board of Directors recommend passing of the Special Resolution, as set out in the Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out in the Notice.

By order of the Board of Directors,
For International Paper APPM Limited

C. PRABHAKAR
SR. VICE PRESIDENT (CORPORATE AFFAIRS) &
COMPANY SECRETARY

Place : Hyderabad
Date : November 22, 2019