PRE-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(7) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED. FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

INTERNATIONAL PAPER APPM LIMITED

Registered Office: Rajahmundry - 533 105, East Godavari District, Andhra Pradesh, India
Telephone:+91 883 2471831; Facsimile: +91 883 2461764; Website: www.ipappm.com

OPEN OFFER FOR ACQUISITION OF UP TO 99,42,510 (NINETY NINE LAKHS FORTY TWO THOUSAND FIVE HUNDRED AND TEN ONLY FULLY PAID UP EQUITY SHARES, HAVING FACE VALUE OF INR 10 (INDIAN RUPEES TEN ONLY) EACH ("EQUITY SHARES"), REPRESENTING 25% (TWENTY FIVE PERCENT ONLY) OF THE VOTING SHARE CAPITAL OF INTERNATIONAL PAPER APPM LIMITED ("TARGET COMPANY"), FROM THE ELIGIBLE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY WEST COAST PAPER MILLS LIMITED PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(1) AND 4 AND OTHER APPLICABLE REGULATIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AS AMENDED FROM TIME TO TIME ("SEBI (SAST) REGULATIONS") AT A PRICE OF INR 452.60 (INDIAN RUPEES FOUR HUNDRED FIFTY TWO AND SIXTY PAISA ONLY) PER EQUITY SHARE ("OFFER PRICE"), PAYABLE IN CASH IN ACCORDANCE WITH THE PROVISIONS OF SEBI (SAST) REGULATIONS ("OFFER/OPEN OFFER")

This advertisement ("**Pre-Offer Advertisement**") is being issued by ICICI Securities Limited (hereinafter referred to as "**Manager to the Offer**") for and on behalf of the Acquirer pursuant to and in compliance with Regulation 18(7) of the SEBI (SAST) Regulations in respect of the Offer.

This Pre-Offer Advertisement should be read in continuation of, and in conjunction with: (i) the public announcement dated May 29, 2019 ("**PA**"); (ii) the detailed public statement dated June 5, 2019 published on June 6, 2019 in all the editions of the Financial Express (English), all the editions of Jansatta (Hindi), and Mumbai edition of Mumbai Lakshadeep (Marathi) and Rajahmudry edition of Prajasakti (Telugu) ("**DPS**"); (iii) the draft letter of offer dated June 13, 2019 ("**DLoF**"); (iv) corrigendum to DPS dated September 3, 2019 published on September 4, 2019 ("**Corrigendum**") and (v) the letter of offer dated August 30, 2019 ("**LoF**") dispatched to the Eligible Shareholders of the Target Company. This Pre-Offer Advertisement is being published in all newspapers in which the DPS was published.

Capitalized terms used but not defined in this Pre-Offer Advertisement shall have the same meaning assigned to such terms in the DPS and LoF, unless otherwise defined.

The Eligible Equity Shareholders of the Target Company are requested to kindly note the following information related to the Offer:

1. **Offer Price:** The offer price (including interest) is INR 452.60 per Equity Share. There has been no upward revision in the Offer Price. In accordance with the SEBI Extension Letter all the Eligible Public Shareholders who tender their Equity Shares in the Offer shall be paid interest of INR 1.97 (One Rupee and Ninety Seven Paisa only) per Equity Share, computed at the rate of 10 percent per annum on the offer price mentioned in the PA and the DPS of INR 450.63 (Indian Rupees Four Hundred Fifty and Sixty Three Paisa only) from September 25, 2019 (being the date for completion of payment of consideration calculated in accordance with the SEBI (SAST) Regulations from the date of receipt of the SEBI Observation Letter) till October 11, 2019 (being the date of the actual payment to the Eligible Public Shareholders who successfully tender their Equity Shares in this Offer).
2. **Recommendation of the Committee of Independent Directors of the Target Company ("IDC"):** The recommendations of the IDC was approved on September 7, 2019 and published on September 8, 2019 in the same newspapers in which the DPS was published i.e. all the editions of the Financial Express (English), all the editions of Jansatta (Hindi), Mumbai edition of Mumbai Lakshadeep (Marathi) and Rajahmudry edition of Prajasakti (Telugu). A summary of the extracts of the IDC's recommendations are set out below:

Members of the IDC	Praveen P Kadle, Chairman of the IDC Milind Sarwate, Member Adhiraj Sarin, Member
Recommendation on the Offer, as to whether the Offer, is or is not, fair and reasonable	The IDC is of the opinion that the Offer Price of ₹ 452.60 per Equity Share offered by the Acquirer: a) is in accordance with the Regulations prescribed under SEBI (SAST) Regulations; and b) appears to be fair and reasonable
Summary of reasons for recommendation	The IDC has perused the PA, DPS, DLOF and LOF issued on behalf of the Acquirer. The IDC draws attention of the Eligible Public Shareholders of the Target Company to the closing price of the Equity Shares of the Target Company on September 6, 2019 which was INR 447.05 and INR 446.80 (the "**Closing Prices**"), respectively, on the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**"). It may be noted that the Closing Prices are lower than the Offer Price. Based on the perusal of the PA, DPS, DLOF and LOF and the report dated September 5, 2019 issued by SBI Capital Markets Limited with respect to the Offer Price, the IDC is of the opinion that the Offer Price of INR 452.60 per Equity Share offered by the Acquirer: a) is in accordance with the Regulations prescribed under SEBI (SAST) Regulations; and b) appears to be fair and reasonable. The shareholders of the Target Company are advised to independently evaluate the Open Offer and take an informed decision about tendering the Equity Shares held by them in the Open Offer.

3. The Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011. There has been no competing offer to the Offer.
4. The LoF was dispatched to all the Eligible Public Shareholders of the Target Company by September 4, 2019.
5. The Eligible Equity Shareholders are required to refer to paragraph 8 "*Procedure for Acceptance and Settlement of Offer*" on page 33 of the LoF in relation to, *inter alia*, the procedure for tendering their Equity Shares in the Offer and are also required to adhere to and follow the procedure outlined therein. Please note that a copy of the LoF (including Form of Acceptance cum Acknowledgment) is also available on SEBI's website (www.sebi.gov.in) during the Tendering Period and Equity Shareholders can also apply by downloading such forms from SEBI's website. Further, in case of non-receipt/ non-availability of the Form of Acceptance cum Acknowledgment, the application can be made on plain paper by following the procedure mentioned for registered Eligible Public Shareholders in paragraph 8 "*Procedure for Acceptance and Settlement of Offer*" on page 33 of the LoF.
6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the DLoF was filed with SEBI on June 13, 2019. The final observations from SEBI were received in terms of Regulation 16(4) of the SEBI (SAST) Regulations *vide* letter dated August 7, 2019, which have been incorporated in the LoF. Further, SEBI has *vide* its letter no. SEBI/HO/CFD/DCR1/OW/P/2019/21942/I dated August 26, 2019 ("**SEBI Extension Letter**") has permitted the commencement of the Tendering Period not later than 12 (twelve) Working Days from the date of receipt of the CCI Approval.
7. All material changes since the date of the PA in relation to the Offer have been incorporated in the LoF read with the Corrigendum.
8. **Details regarding the status of statutory and other approvals:** As of the date of the LoF, to the best of the knowledge of the Acquirer, there are no statutory approvals required by the Acquirer to complete the Offer other than the CCI Approval. The CCI has *vide* its letter no. C-2019/06/668 dated August 22, 2019 (received by the Acquirer on August 23, 2019) approved the Underlying Transaction and the associated Open Offer. However, in case of any other statutory approvals being required by the Acquirer at a later date before the closure of the tendering period, the Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals. The Acquirer will have the right not to proceed with the Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations by withdrawing the Offer in the manner prescribed in the event the statutory approvals are not obtained within the prescribed time or at all.
9. The revised schedule of activities pertaining to the Offer is set out below:

Name of Activity	Original schedule of activities (Day and Date)	Revised schedule of activities (Day and Date)
Date of Public Announcement (PA)	Wednesday, May 29, 2019	Wednesday, May 29, 2019
Date of publishing of the DPS in the newspapers	Thursday, June 6, 2019	Thursday, June 6, 2019
Last date for filing of the Draft Letter of Offer with SEBI	Thursday, June 13, 2019	Thursday, June 13, 2019
Last date for public announcement of the competing offer(s) as per the first detailed public statement*	Thursday, June 27, 2019	Thursday, June 27, 2019
Last date for receipt of the SEBI observations on the Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Thursday, July 4, 2019	Wednesday, August 7, 2019**
Identified Date#	Monday, July 8, 2019	Tuesday, August 27, 2019
Last date by which the Letter of Offer is to be dispatched to the Eligible Public Shareholders, whose name appears on the register of members on the Identified Date	Monday, July 15, 2019	Wednesday, September 4, 2019***
Last date for upward revision of the Offer Price and/or Offer Size	Thursday, July18, 2019	Monday, September 9, 2019
Last Date by which the committee of the Independent Directors of the Target Company shall give its recommendation to the Eligible Public Shareholders of Target Company for this Offer	Thursday, July18, 2019	Monday, September 9, 2019
Date of publication of Offer Opening Public Announcement in the newspapers in which the DPS was published	Friday, July 19, 2019	Wednesday, September 11, 2019
Date of Commencement of the Tendering Period (Offer Opening Date)	Monday, July 22, 2019	Thursday, September 12, 2019
Date of Closure of the Tendering Period (Offer Closing Date)	Friday, August 2, 2019	Wednesday, September 25, 2019
Last date of communicating the rejection/acceptance and completion of payment of consideration for accepted tenders or return of unaccepted/ rejected Equity Shares	Tuesday, August 20, 2019	Friday, October 11, 2019
Last date for filing of final report with SEBI	Tuesday, August 27, 2019	Friday, October 18, 2019

** There was no competing offer to the Acquirer's Offer.*

***Actual date of receipt of SEBI's final observation in relation to the Draft Letter of Offer*

**** Being seventh Working Day from the date of receipt of CCI Approval.*

#The Identified Date is only for the purpose of determining the names of the Eligible Public Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent. It is clarified that all the Eligible Public Shareholders of the Target Company (registered or unregistered), are eligible to participate in this Offer at any time during the Tendering Period.

10. The Acquirer and its directors accept full responsibility for the information contained in this Pre-Offer Advertisement and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations.
11. This Pre-Offer Advertisement will also be available on SEBI's website (www.sebi.gov.in).

Issue by Manager to the Offer on behalf of the Acquirer

ICICI Securities

ICICI SECURITIES LIMITED
SEBI Regn. No. INM000011179
ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400020, Maharashtra, India
Tel: +91 22 2288 2460, **Fax:** +91 22 2282 6580
Email ID: ipappm.openoffer@icicisecurities.com
Contact Person: Rupesh Khant/Arjun A Mehrotra

Place : Mumbai
Date : September 10, 2019

PRESSMAN

Size: 20(w) x 47(h)