



Tamil Nadu Newsprint and Papers Limited

(A Govt. of Tamil Nadu Enterprise)

Regd. Office : 67, Mount Road, Guindy, Chennai - 600 032. Phone : (91) (044) 22301094-97, 22354415-16 & 18

Fax : 22350834 & 22354614 Web : www.tnpl.com E-mail : response@tnpl.co.in, export@tnpl.co.in

TNPL - The Corporate Identity Number : L22121TN1979PLC007799

5th September, 2024

| | |
|---|---|
| To BSE Limited (BSE) Corporate Relationship Department Phiroze Jeejeebhoy Towers 25 th Floor, Dalal Street Mumbai- 400001 BSE Scrip Code: 531426 | To National Stock Exchange of India Limited (NSE) Listing Department Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 NSE Code: TNPL |
|---|---|

**Sub: Regulation 34 - Submission of 44th Annual General Meeting (44th AGM)
Notice and Annual Report – Reg.**

Pursuant to the requirements of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the 44th Annual General Meeting (44th AGM) Notice and Annual Report of Tamil Nadu Newsprint and Papers Limited for the year ended 31st March, 2024.

This is for your information and records.

Thanking you,
For Tamil Nadu Newsprint and Papers Limited

Anuradha Ponraj
Company Secretary and Compliance Officer
ICSI Membership No: A26150
Email Id: anuradha.p@tnpl.co.in
Contact No: 044-22354417

Encl: a/a.



Tamil Nadu Newsprint and Papers Limited

44th Annual Report 2023-2024



*Advanced Technologies
for a Greener Tomorrow*

Board of Directors



Dr. Sandeep Saxena, I.A.S
Chairman & Managing Director



Thiru V Arun Roy, I.A.S
Director



Thiru Pratik Tayal, I.A.S
Director



Thiru T Anbalagan, I.A.S
Director



Dr N Sundaradevan, I.A.S
(Retd)- Director



Dr M Arumugam
Director



Thiru P B Santhanakrishnan
Director



Tmt M. Sathiyavathy, I.A.S
(Retd)- Director

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Company Information

Board of Directors

| | |
|---|---------------------------------|
| Dr Sandeep Saxena, I.A.S., (w.e.f 03.07.2024) | Chairman & Managing Director |
| Dr M Sai Kumar, I.A.S., (w.e.f 12.06.2022 and Ceased on 03.07.2024) | Chairman & Managing Director |
| Thiru S Krishnan, I.A.S., (Ceased on 10.11.2023) | Director |
| Thiru N Muruganandam, I.A.S., (Ceased on 24.05.2023) | Director |
| Thiru T Udhayachandran, I.A.S., (w.e.f 24.05.2023 and Ceased on 25.09.2023) | Director |
| Thiru V Arun Roy, I.A.S., (w.e.f 10.11.2023) | Director |
| Thiru S Nagarajan, I.A.S., (w.e.f 25.09.2023 and Ceased on 10.11.2023) | Director |
| Thiru J Kumaragurubaran, I.A.S., (w.e.f 10.11.2023 and Ceased on 13.08.2024) | Director |
| Thiru Pratik Tayal, I.A.S., (w.e.f 13.08.2024) | Director |
| Thiru T Anbalagan, I.A.S., (w.e.f 13.08.2024) | Director |
| Thiru C Vijayaraj Kumar, I.A.S., (Ceased on 13.08.2024) | Director |
| Dr N Sundaradevan, I.A.S., (Retd.) | Director |
| Thiru V Chandrasekaran (Ceased on 13.11.2023) | Director |
| Tmt Soundara Kumar (Ceased on 30.06.2023) | Director |
| Dr M Arumugam | Director |
| Thiru P B Santhanakrishnan | Director |
| Tmt M Sathiyavathy, I.A.S., (Retd.) (w.e.f 27.11.2023) | Director |

Registered Office

67, Mount Road, Guindy,
Chennai - 600 032.

CIN L22121TN1979PLC007799

Factory

Unit I - Paper, LSFM

Kagithapuram - 639 136,
Karur District, Tamil Nadu.

Unit II - Board

Mondipatti Village - 621 306,
Thiruchirappalli District, Tamil Nadu.

Compliance Officer & Company Secretary

Tmt Anuradha Ponraj

Statutory Auditors

M/s. Maharaj N R Suresh and Co LLP,
Chartered Accountants,
9, (Old.5), II lane, II Main Road,
Trustpuram, Chennai - 600 024.
Ph No.: 044 - 24801322, 24837583
Email: mnrssuresh56@gmail.com

Cost Auditors

M/s S. Mahadevan and Co
Cost Accountants,
112, 'Sri Abhirami', First Floor,
Dr Radhakrishnan Road,
Tatabad, Coimbatore - 641012
Mobile No.: 9443017874
E Mail: s.mahadevan.co@gmail.com

Secretarial Auditors

M/s R Sridharan & Associates
Company Secretaries,
New No.44, Old No.25,
Flat No. 3, Thiruvaramangam Apartments
1st Floor, Unnamalai Ammal Street
T Nagar, Chennai, Tamil Nadu - 600017
Phone No: +91 9940118446/ 9677158446
Email: sridharan.r@aryes.in, Web: www.aryes.in

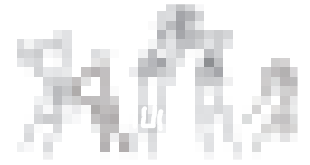
Registrar and Share Transfer Agent

M/s Cameo Corporate Services Ltd.
V Floor, "Subramanian Building",
No.1 Club House Road,
Chennai-600002
Tel. No. 044 28460390-28460395
Fax No. 044 28460390

Bankers and Financial Institutions

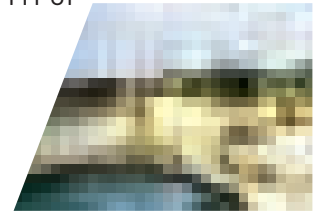
State Bank of India
Canara Bank
Indian Bank
Karur Vysya Bank Limited
Punjab National Bank
Union Bank of India
MUFGBank Limited
ICICI Bank Limited
Kotak Mahindra Bank Limited
IndusInd Bank Limited
IDBI Bank Limited
Indian Overseas Bank
Tamil Nadu Industrial Investment Corporation Limited (TIIC)
Export-Import Bank of India
South Indian Bank

Key Highlights of 2023-24

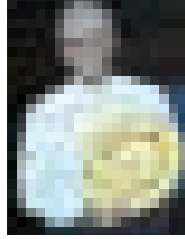


An impressive year of achievements

- 1 The Revenue from Operations is Rs. 4692.82 crore.
- 2 The Paper production was 422742 MT.
- 3 The Packaging Board production was 195437 MT.
- 4 Achieved Paper sales of 381860 MT. Domestic Sales accounts for 78% and Exports at 22%.
- 5 The Packaging Board sales was 177748 MT. Domestic Sales accounts for 98% and exports at 2%.
- 6 Attainment of ISO 9001, 14001 and ISO 50001 certifications.
- 7 Unit I produced a total of 2,92,949 MT of Hardwood Pulp (HWP), Chemical Bagasse Pulp (CBP) and Deinked Pulp (DIP), and Unit II produced 124,904 MT of Hardwood Pulp, totaling 417,853 MT for the year.
- 8 7258.74 lakh units (Unit I - 5109.55 and Unit II - 2149.19) of power was generated of which 8279.59 lakh units (Unit I - 5993.07 and Unit II - 2286.52) of power was consumed and 54.74 lakh units (Unit I - 0.46 and Unit II - 54.28) exported.
- 9 The bio-methanation plants generated 83.06 lakh NM^3 of methane in 2023-24, replacing 4,464.24 KL of furnace oil and 707 MT of imported coal in lime kilns and power boilers.
- 10 Water conservation measures reduced water consumption in Unit I to 28 KL/ton of paper, one of the lowest in the industry.
- 11 The wind farms with an installed capacity of 35.5 MW capacity have generated 372.82 lakh Kwh Units of 'Green Power' during the year.
- 12 TNPL, the first in the Indian Paper Industry, has established a cement factory to convert lime sludge and fly ash into high-grade cement. This year, the company produced 200,155 MT of cement.
- 13 During the year 2023-24, overall borrowings decreased by Rs. 65 crore.



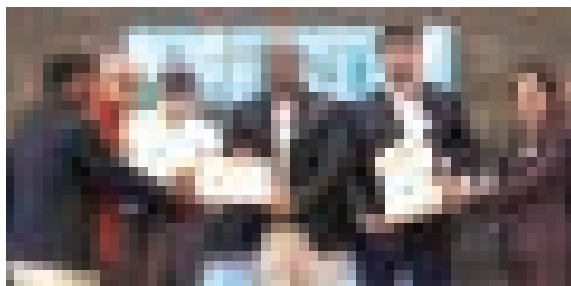
14 TNPL has been honored as the "WINNER" of the prestigious Golden Peacock Business Excellence Award for the year 2024 by the Institute of Directors, New Delhi. during the IOD's 2024 UAE Global Convention - 31st World Congress on Leadership for Business Excellence and Innovation, held in March, 2024 at Abu Dhabi(UAE).



15 TNPL has been bestowed with the title of "Most Sustainable & Innovative Manufacturing Practices" for the year 2024 by the World Manufacturing Congress, Mumbai in February 2024.



16 TNPL was selected as the "WINNER" in the 8th Annual OHSSAI HSE Excellence & ESG Global Award 2023 held at Hyderabad, for its Outstanding Achievements in Safety Excellence.



17 TNPL has been honored as the "WINNER" in the "23rd Annual Greentech Environment Awards 2023" for outstanding contributions to environmental stewardship, in November 2023 at Sonamarg, J&K.

18 TNPL has been bestowed with the esteemed "WINNER" title in the category of Best Technology Procurement of the year 2024 by M/s Invention Business Intelligence, Mumbai during the Procurement Strategy India Summit and Awards 2024 held in February 2024 at Mumbai.

19 TNPL has been selected as the "WINNER" of the Greentech Quality and Innovation Award 2023 by the Greentech Foundation in August 2023 at New Delhi.



20 TNPL's dedication to energy efficiency was acknowledged with two prestigious awards during the 24th National Award for Excellence in Energy Management instituted by CII at Hyderabad in September 2023.

21 TNPL has been honored with the "11th Golden Globe Tigers Award 2023" in the category of "Best HR Company" by Fun and Joy at Work, Mumbai.



22 TNPL received the 10th Annual Greentech HR Award 2023 for Outstanding Achievements in "Employee Engagement"

23 TNPL has been selected for Great Manufacturing Practice Award 2023 for organizations in Tamil Nadu under the category of Tamil Nadu Leadership Awards 2023.

24 Thiru K Kalaiselvan, General Manager (HR) has been selected as 'Top Most HR Leader 2023' for his successful performance and contribution for three decades of service in the domain of HR.

Guiding our Purpose:



Vision and Mission Accomplishments



“ To adopt state-of-the-art contemporary technology and be the world's most sustainable brand to manufacture eco-friendly paper and paperboards. We also strive to create an inclusive work environment, become the best place to work at, and grow in favourable opportunities.

“ To manufacture paper and paperboards of top-notch quality and achieve over 1 million tons per annum by the end of 2030. Besides that, we also focus on becoming the number one choice for our customers and provide our products at the most affordable and competitive prices, meet our financial goals and create a culture of safety and sustainability.

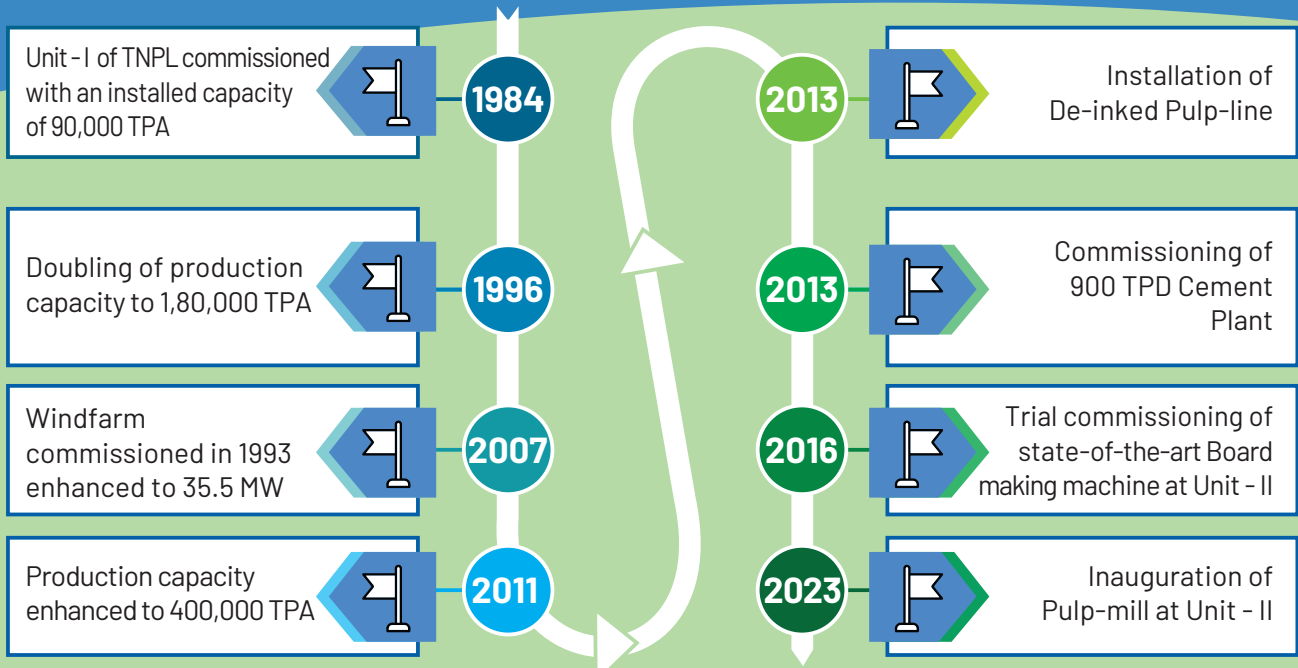


Key Achievements and Milestones of Success



Our journey is marked by significant milestones that reflect our growth and innovation. From our humble beginnings to becoming an industry leader by adopting cutting edge sustainable solutions, each achievement highlights our

commitment to excellence. We have consistently expanded our capabilities, embraced new technologies, and reached new markets. These milestones reflect our dedication and forward-thinking vision.

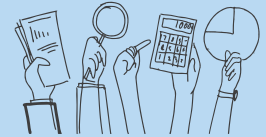


Financial Highlights

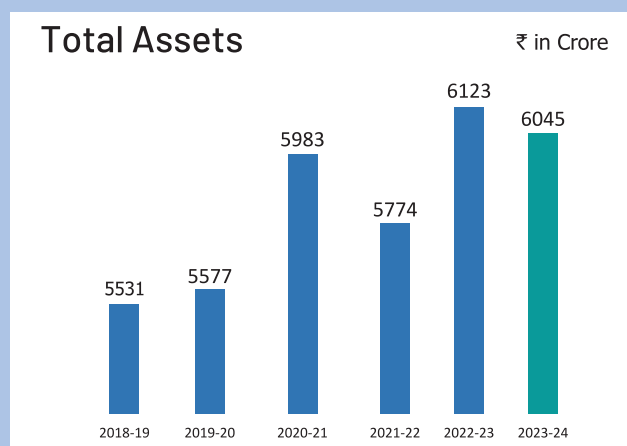
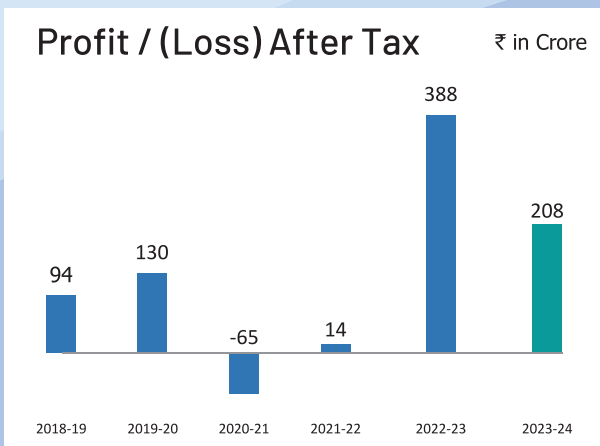
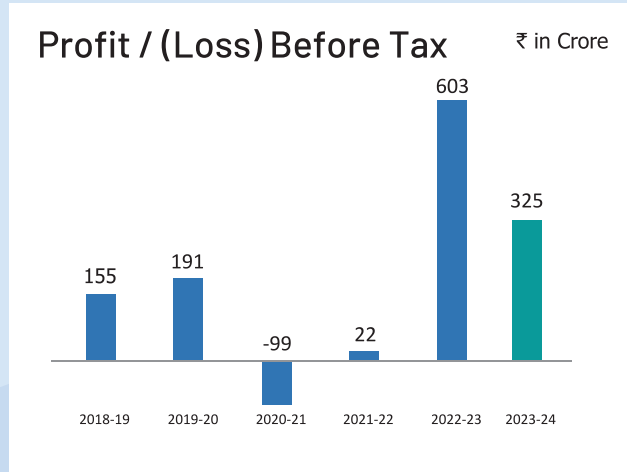
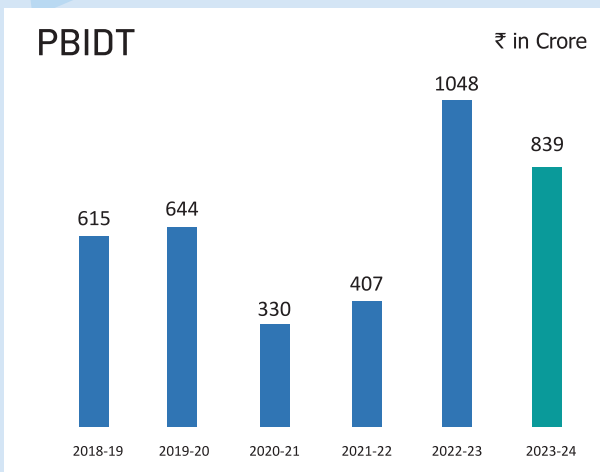
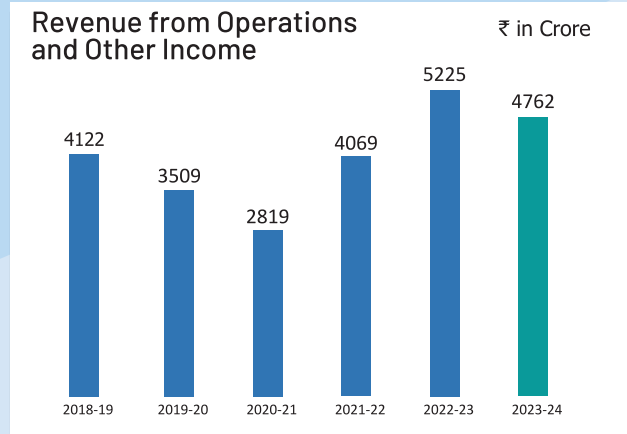
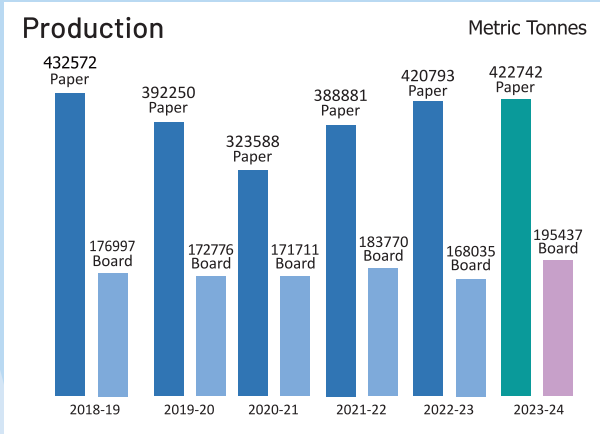
10 Years at a Glance

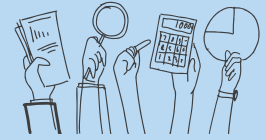


| PARTICULARS | 2023-24 | 2022-23 | 2021-22 | 2020-21 | 2019-20 | 2018-19 | 2017-18 | 2016-17 | 2015-16 | 2014-15 |
|---|-----------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|
| Revenue (Rs in Lakhs) | | | | | | | | | | |
| Revenue from Operations & Other Income | 476180 | 522541 | 406904 | 281910 | 350864 | 412195 | 315870 | 313872 | 255384 | 215237 |
| PBIDT | 83875 | 104802 | 40713 | 32997 | 64436 | 61524 | 43847 | 51389 | 58919 | 52236 |
| Depreciation & Amortisation | 29051 | 26360 | 22868 | 23533 | 23124 | 22668 | 22183 | 20768 | 14377 | 13730 |
| Finance Cost | 22348 | 18166 | 15642 | 19333 | 22259 | 23336 | 24463 | | 12185 | 15493 |
| Profit Before Tax (PBT) | 32476 | 60276 | 2203 | (9869) | 19053 | 15520 | (2799) | 30621 | 32358 | 23013 |
| Income-tax | 11660 | 21489 | 770 | (3358) | 6050 | 6081 | 1417 | 4164 | 6377 | 6340 |
| Profit After Tax (PAT) | 20816 | 38787 | 1433 | (6511) | 13003 | 9439 | (4216) | 26457 | 25981 | 16673 |
| Balance Sheet (Rs in Lakhs) | | | | | | | | | | |
| Equity | | | | | | | | | | |
| Share capital | 6938 | 6938 | 6938 | 6938 | 6938 | 6938 | 6938 | 6938 | 6938 | 6938 |
| Other Equity | 202034 | 187473 | 151976 | 152739 | 164353 | 158230 | 153375 | 163527 | 144022 | 113226 |
| Shareholders Fund (Net worth) | 208972 | 194411 | 158914 | 159677 | 171291 | 165168 | 160313 | 170465 | 150960 | 120164 |
| Non-Current Liabilities | | | | | | | | | | |
| Borrowings | 88037 | 106460 | 160369 | 194705 | 121140 | 124699 | 145032 | 165212 | 193872 | 136917 |
| Deferred tax liabilities (Net) | 39733 | 33207 | 21927 | 21531 | 25415 | 22865 | 22166 | 20583 | 23379 | 35959 |
| Non-Current Liabilities - Others | 20862 | 18029 | 17172 | 15902 | 14324 | 10847 | 11039 | 10523 | 10044 | 10133 |
| Current Liabilities | | | | | | | | | | |
| Borrowings | 55874 | 48739 | 38215 | 33635 | 56749 | 28314 | 50857 | 74259 | 59040 | 47528 |
| Current maturities of Long Term borrowings | 35707 | 30883 | 23679 | 42823 | 39871 | 42851 | 46669 | 42871 | 15777 | 22121 |
| Current Liabilities-Others | 155301 | 180578 | 157154 | 130060 | 128875 | 158404 | 116389 | 79525 | 88799 | 96927 |
| Total Equity and Liabilities | 604486 | 612307 | 577430 | 598333 | 557665 | 553148 | 552465 | 563438 | 541871 | 469750 |
| Non Current Assets | | | | | | | | | | |
| Net Assets including CWIP and Intangible Assets | 431899 | 448127 | 465477 | 445437 | 379615 | 390263 | 408901 | 415797 | 425201 | 304083 |
| Non-Current investments | 115 | 64 | 61 | 55 | 28 | 67 | 103 | 107 | 99 | 114 |
| Non-Current assets others | 7977 | 7687 | 8394 | 14132 | 17371 | 6494 | 9839 | 11502 | 10025 | 42119 |
| Current Assets | 164495 | 156429 | 103498 | 138709 | 160651 | 156324 | 133622 | 136032 | 106545 | 123433 |
| Total Assets | 604486 | 612307 | 577430 | 598333 | 557665 | 553148 | 552465 | 563438 | 541871 | 469750 |
| No of shares | 69210600 | 69210600 | 69210600 | 69210600 | 69210600 | 69210600 | 69210600 | 69210600 | 69210600 | 69210600 |
| Book value Per Share ₹ | 301.94 | 280.90 | 229.61 | 230.71 | 247.49 | 238.65 | 231.63 | 246.30 | 218.12 | 173.62 |
| EPS ₹ | 30.08 | 56.04 | 2.07 | (9.41) | 18.79 | 13.64 | (6.09) | 38.23 | 37.54 | 24.09 |
| Dividend% | 40.00 | 50.00 | 40 | 30 | 60 | 75 | 50 | 75 | 75 | 60 |
| Debt (LTL) to Equity | 0.59 | 0.71 | 1.16 | 1.49 | 0.94 | 1.01 | 1.20 | 1.22 | 1.39 | 1.32 |

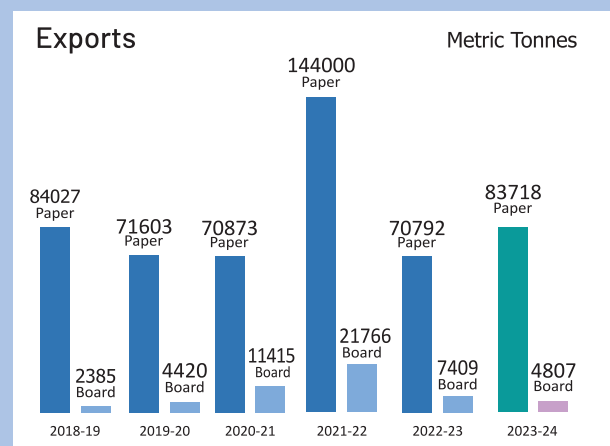
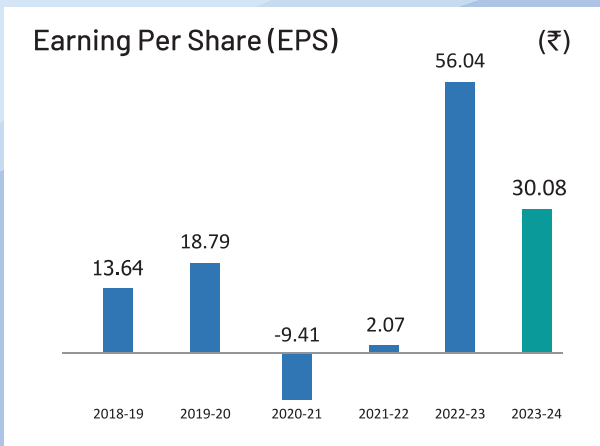
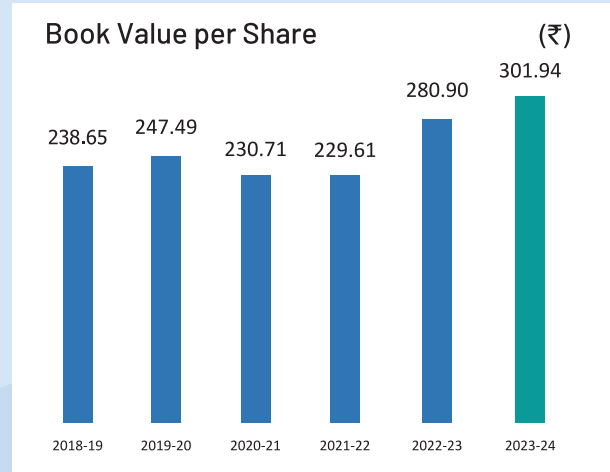
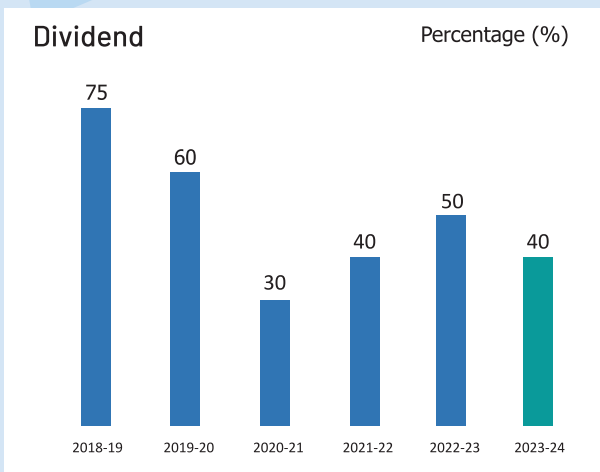
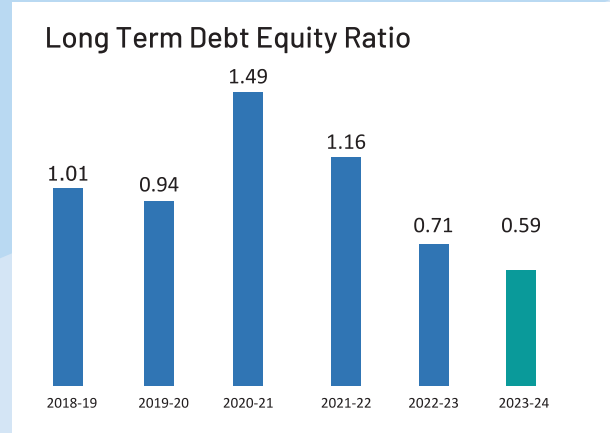
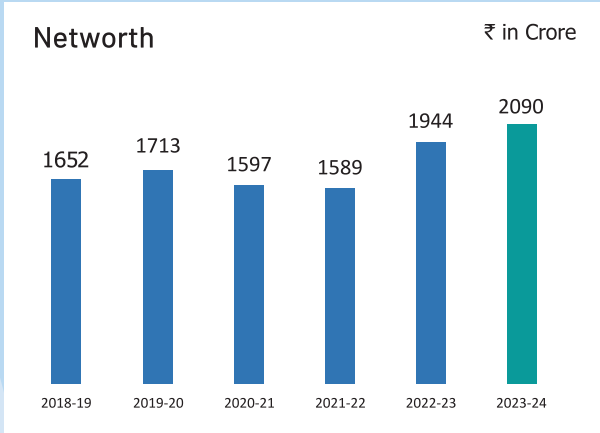


Growth at a Glance





Growth at a Glance



Fostering Innovation and Pioneering Green Technology



In the early 80's, TNPL started its journey in the Paper Industry with a view to utilise the bagasse – sugarcane residue available in the Sugar Mills – as a primary raw material, which will in turn conserve the scarce forest resources in the country. Leveraging the cutting-edge technologies and innovative solutions, TNPL took up the challenge of making Newsprint and Fine paper using Bagasse as raw material. Over the years, through extensive in-house R&D, TNPL perfected the Bagasse pulping technology, right

from its storage, preservation of quality, pulping, sand cleaning and bleaching. Today, TNPL is an acknowledged leader in the technology of manufacture of paper from bagasse. Started with an initial capacity of 90,000 tonnes per annum (tpa) on a single Paper Machine during 1984, the capacity of Paper Production at TNPL's Unit-I, Kagithapuram has been enhanced to 4,00,000 tpa in 2011, by implementing three major brownfield expansions.



In its nearly four decades of mill operations, TNPL brought in several new technologies into the Company's fold, like ECF bleaching of both Hardwood and Bagasse Pulp, Oxygen delignification, Integrated Chlorine dioxide technology, Wash presses, Odour free recovery boiler, Collection and Incineration of NCG (Non-Condensable Gases), production of bio-gas from bagasse wash

Starting at 90,000 tpa of paper in 1984, TNPL has enhanced its capacity to 4,00,000 tpa through its state-of-the-art Paper Machines.



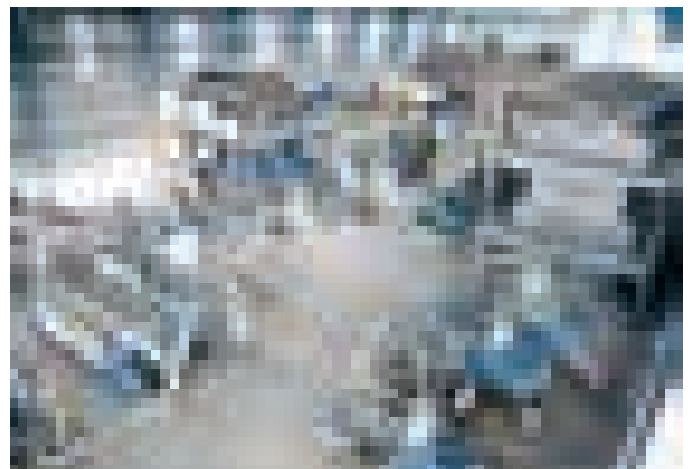
effluent. The entire bio-gas generated from the bagasse wash water is used in the Lime Kiln, replacing Furnace Oil. The bio-gas substitutes expensive fossil fuel besides avoiding methane gas emission into the atmosphere.



When the capacity expansion of the mill took place, TNPL commissioned a state-of-the-art Deinked pulp line during 2013, with three-loop, two-disperser system followed by Oxidative and Reductive bleaching, to produce high quality deinked pulp, used for manufacturing Printing and Writing Paper. This fine paper grade Deinked pulp plant, is first of its kind in India.

Paper Industry involves a water intensive operation. By way of implementing, various advanced technologies mill operations and also with maximum recycling, TNPL enjoys the status of the most environmentally benign mill in the country with the lowest specific water consumption. The mill is also examining the possibilities of moving towards Zero Liquid Discharge, by adopting modern technologies.

Commissioned in 2013, TNPL's state-of-the-art Deinked pulp line is first of its kind in India.



TNPL's state-of-the-art Deinked pulp line



In order to address the solid waste disposal related to the Lime Sludge and Fly ash, TNPL came out with the novel idea of setting up a Cement Plant to convert these waste materials into high grade cement. TNPL manufactures about 900 tpd of high grade cement which is well received in the market. This is the first of its kind in the Indian Paper Industry. The Cement kiln flue gas is also used as an input for manufacture of Precipitated Calcium Carbonate (PCC) in an on-site plant.

TNPL forecasted the business opportunity in the Paper Board segment, for further growth of

the Company. TNPL established its Board Plant (Unit II) for the manufacture of 200,000 MT per annum of Multilayer Coated Paper Board. The Board Plant (Unit-II) trial production commenced in January 2016 - in a record time of 22 months from the date of commencement of civil works. During establishment of the Board Plant (Unit-II), TNPL introduced several latest technologies in the mill operations. The Board machine has a four layer forming section, shoe press, MG cylinder and metered Size Press with a totally controlled state-of-the-art Distributed Controlled System (DCS) and Quality Control Systems (QCS).



TNPL's state-of-the-art Board machine

The project features a full-fledged Automatic Storage and Retrieval System (ASRS) with a capacity to store 30,000 MT Reels and 6,000 MT Sheets, which is again the first of its kind in India.



Automatic Storage and Retrieval System (ASRS)

The Power plant of the TNPL Board Plant (Unit-II) is equipped with high efficient boilers operating with Atmospheric Fluidised Bed Combustion (AFBC) technology. The Turbo Generator is equipped with an Air Cooled Condenser (ACC) to conserve water. The Board machine also has the facility to recover the white water and reuse the same to the extent possible. For optimizing the

consumption, variable frequency drives have been introduced in various sections of the Board machine and Power plant.

As part of further expansion, TNPL took up implementation of Phase 1 of the Mill Expansion Plan (MEP) at Board Plant (Unit-II) covering installation of a modern Hardwood ECF pulp mill along with a Chemical Recovery Island. This project was commissioned on 31st July, 2023 and features latest technology in all the sections, with emphasis on least environmental impact and high energy efficiency. A continuous digester delivers consistent pulp quality with low specific consumption of water, steam and power. The highly energy efficient Chemical Recovery Boiler is equipped with future ready ESP to minimize emissions. The Lamella Falling film Black liquor Evaporator plant operates with high steam economy.



The condensate stripping has been installed as part of the Evaporator to recover methanol. A system for collection and incineration of Concentrated and Dilute Non-condensable gases, has been installed to make the mill odour free. Like in Paper Plant (Unit-I), an Integrated Chlorine dioxide plant has been installed, which does not generate any effluent. The waste water treatment plant with Moving Bed Bio Film Reactor and Diffused Aeration system is in operation, to meet the norms of the State Pollution Control Board. The entire treated waste water generated from Board Plant (Unit-II), is being used for irrigation in TNPL's own lands in an extent of 575 acres.



TNPL's Mill Expansion Plan (MEP) at Board Plant (Unit-II) covering installation of a modern Hardwood ECF pulp mill along with a Chemical Recovery Island features latest technology in all the sections, with emphasis on least environmental impact and high energy efficiency.



Considering the market potential for Tissue paper, a 100 TPD capacity, state-of-the art Tissue Paper Machine along with its auxiliaries is proposed to be installed at TNPL Unit-II at an estimated project cost of Rs. 300 crore. The machine shall have

facilities to produce different grades of tissue paper ranging from 13 gsm to 40 gsm mostly made from high quality in house Hard Wood Pulp. The procurement action has been initiated in February 2024 and targeted for commissioning by January 2026.

A state-of-the-art Tissue Paper Machine with a capacity of 100 TPD, along with its auxiliaries, is planned for installation at TNPL Unit-II at an estimated project cost is Rs. 300 crore.

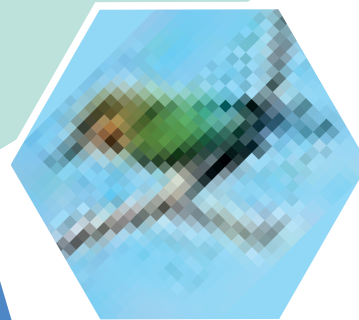
These new technologies will strengthen the Company's position to operate in an environmentally sustainable manner and further strengthen the Company's ambition to reach global standards and aid in the further growth of TNPL.

Advancements in Ecological Management and Biodiversity Preservation

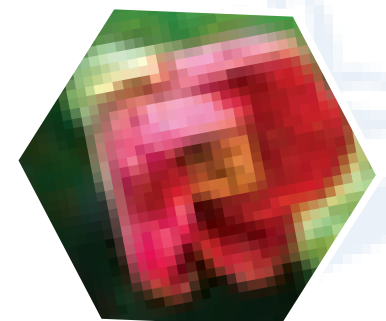
Biodiversity, or Biological Diversity, encompasses all life on Earth, including plants, animals, and microorganisms. TNPL is striving to lead the industry in biodiversity through innovative plantation efforts.

At Unit-II in Mondipatti, TNPL has developed a green belt over 650 acres, with 6.84 lakh trees covering 74% of the area. This area supports 162 tree species, 68 shrub species, 169 herb species, and 95 bird species, among others. Unit II is also home to 34 members of Grey slender lorises, listed as threatened by the IUCN.

Around Unit-I in Kagithapuram, TNPL has established a Biodiversity Park with over 100 tree species across 6.07 hectares. Recently, 70 additional species were introduced, attracting butterflies, birds, reptiles, and animals, enhancing pollination as well as the local microclimate.



Blue-tailed bee-eater



Abutilon hirtum



Cassia javanica



Asian openbill

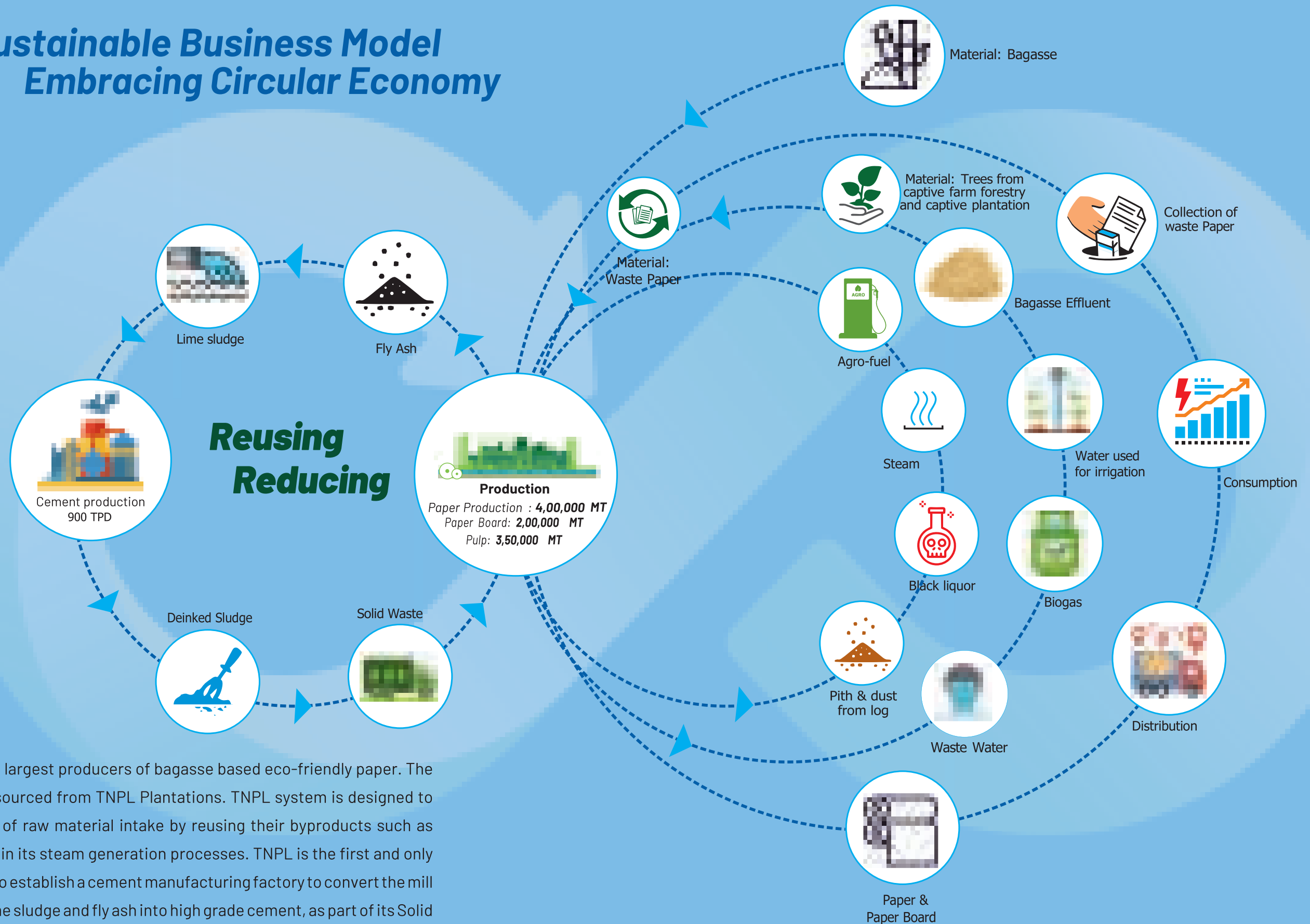


Red sand boa



Butterfly species

TNPL's Sustainable Business Model Embracing Circular Economy



TNPL is one of the largest producers of bagasse based eco-friendly paper. The required wood is sourced from TNPL Plantations. TNPL system is designed to maximize the use of raw material intake by reusing their byproducts such as black liquor solids in its steam generation processes. TNPL is the first and only paper mill in India to establish a cement manufacturing factory to convert the mill wastes, namely lime sludge and fly ash into high grade cement, as part of its Solid Waste Management.



Commitment to

Environmental Stewardship

Environmental health is one of the key indicators of industrial sustainability. Industrial activities contribute to the economic development of a nation; however, such activities do have its own impact on the environment and society. Impact on Environment due to industrial activities must be minimised by adopting appropriate environmentally benign technologies.

Recreating the Process through sustainable materials

TNPL aims to achieve its environmental objectives and impact reduction measures with multiple approaches right from resource conservation to recycling, restoring ecosystems, conserving biodiversity and awareness creation. Further the monitoring system effectively communicates to the top management whenever necessary, on the environmental aspects that may affect the industrial operations, and to take appropriate decisions on financial resources necessary to augment the environmental performance. The outcome of such transformational decision is the installation of a cement factory to

effectively utilise the waste generated during co-processing activities, reduction measures of fossil fuel dependency by harnessing renewable energy namely wind and solar energy, deinking plant to recycle waste paper, installation of new Generation 3 (G3) pulp mill for energy efficiency and water conservation, modern Effluent Treatment Plant (ETP), etc. In order to improve renewable energy in its energy mix, budget has been allocated for installation of additional rooftop solar power plants.

While the operations have a positive impact on the employment generation and improvement in socio-economic status in the surrounding villages, negative environmental impact due to environmental discharges is controlled with technological interventions.

TNPL has invested heavily on discharge control measures such as NCG burning system to burn malodorous gases emanating from the pulping processes, Recovery boiler with Electrostatic Precipitator (ESP) to control dust in flue gas below 30 mg/Nm³, fully integrated Chlorine dioxide plant with zero effluent discharge, and a modern Effluent Treatment Plant (ETP) to effectively treat the effluent generated within stipulated norms.



Waste water treatment plant

Going by the current trends, there is going to be higher demand for paper and paperboards, which in turn requires additional natural resources. This needs to be wisely balanced and TNPL has already implemented backward integration to meet the raw material requirement by enhancing the farm forestry and captive plantations in the farm lands. This industry-farmer partnership has created a win-win situation as the arrangement has yielded positive results for both the farmer and industry. By implementing backward integration, the Company established high yielding clonal pulpwood plantations in an extent of 22,495 acres involving 5359 farmers. In this successful pathway of plantation establishment, the Company supported 45738 farmers to raise pulpwood plantation in an extent of 2,33,774 acres in the last 19 years. These approaches help to contribute to the Sustainable Development Goals (SDGs).

TNPL is committed to its environmental goals through strategies like resource conservation, recycling, ecosystem restoration, biodiversity preservation, and awareness initiatives.

Generating value from Waste

Waste management strategies of TNPL are aimed towards a circular economy. Solid wastes are being reused in the process either for producing Cement or as fuel in the boiler. MLSS along with other degradable wastes are used as manure for the plantation inside and outside the mill. About 1.23 lakh MT of solid wastes including lime sludge, fly ash, lime grits, CCK sludge and DIP sludge etc., from both the Mills (Unit-I and Unit-II) were consumed in the mini Cement Plant (LSFM) which is about 62% of the total raw material consumed for manufacturing 2.00 lakhs tons of cement in an environmentally friendly way during the year 2023-24.

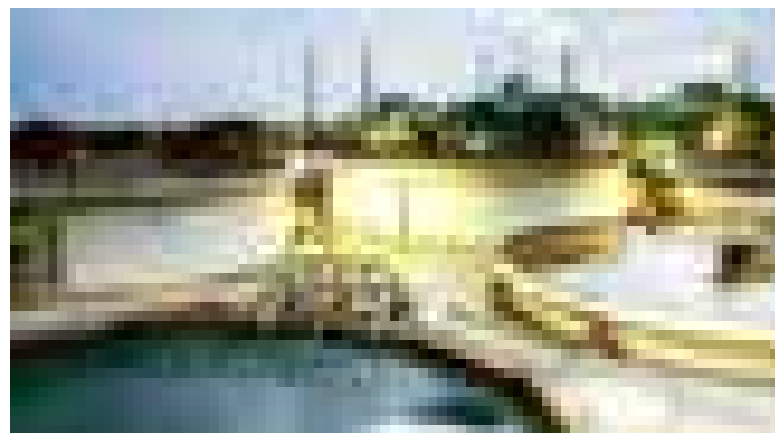
The organic waste generated from the process of pulp mill is effectively utilized as a fuel to generate wealth from waste. The Company has utilized in the Power Boilers, 1,53,309 MT of internally generated organic waste such as bagasse pith, wood dust, pulpwood bark etc., which resulted in conservation of 50,251 MT of imported coal.

About 3,78,592 MT of Black liquor solids generated during the year 2023-24 was fired in chemical recovery boiler to produce power and high pressure steam. This has further reduced the consumption of 2,18,959 MT of imported coal.

The state of the art Bio-methanation plant in Paper Mill - Unit I has generated 8305983 m³ of Biogas during the year 2023-24, out of which, 7440402 m³ is utilized in SRP and 396039 m³ in Power Boiler. This has resulted in reduction of 4464.24 KL furnace oil consumption in SRP-Lime Kiln and 707 MT imported coal in Power Boiler.

E-waste amounting to 3.06 MT was disposed of to authorized recyclers by TNPL (for Unit I & II), for the year 2023-24.

About 1000.125 MT of Plastic waste was recycled by TNPL (for Unit 1&2) as a Brand Owner, through a Waste Management Agency, towards achieving Extended Procedure Responsibility (EPR) target, of the Plastic Waste Management Rules, (PWM) 2016 in the FY 2023-24.



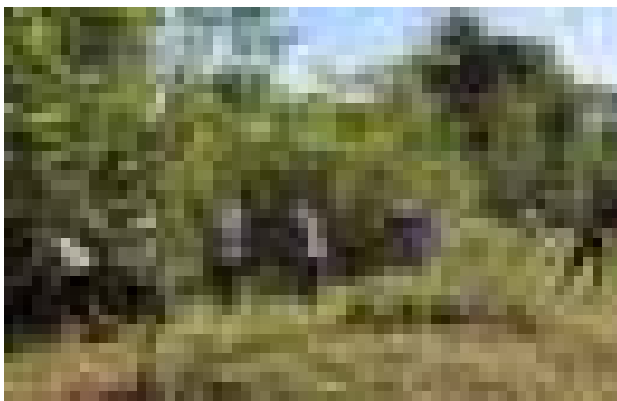
State of the art Bio-methanation plant

TNPL's Mini Cement Plant



Eradication of invading species and conserving natural ecosystem

The Company has not only aimed to achieve self-sustainability in pulpwood procurement but also aims to conserving Biodiversity in its operating area. It has an agenda to reduce impact on the environment in the surrounding areas by creating biological barriers.



Removal of Senna spectabilis Invasive Species

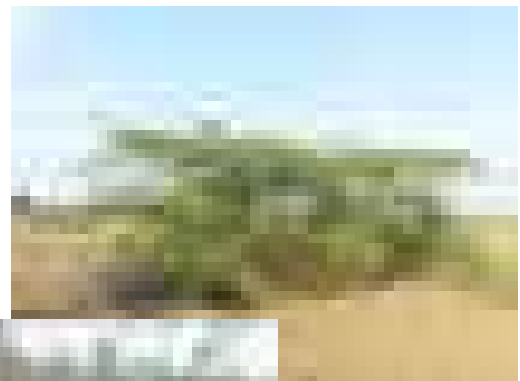
The Company strengthened its environmental responsibility by raising Green belt through planting of 9.54 lakhs trees in and around the factory premises. During the year, 69585 tree saplings belonging to 49 species were produced in which 24544 saplings have been utilized by the Company for greenery development. Similarly, 1,88,666 ornamental and medicinal plants have been produced in which 91,627 plants were utilized for landscape improvement in the vicinity of both the Units.

The Company appended its hand with the Government of Tamil Nadu to eradicate invasive species especially Senna spectabilis, and Wattle from the Nilgiris Biosphere under Corporate Environment Responsibility (CER).

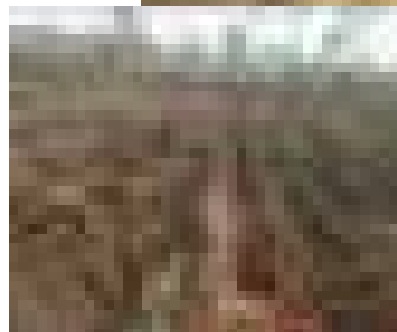
In 2023-24, TNPL (Units 1 & 2) disposed of 3.06 MT of e-waste through authorized recyclers, as part of efforts to minimize environmental impact by creating biological barriers.

The Company has removed Senna species in about 180 Ha from Nilgiris Biosphere without any disturbance to the native species. By this environmental oriented action, the Company has not only participated in removal of invasive species but has also ensured ecological restoration, which in turn created ambient environment for native species and wildlife existing in the natural ecosystem.

The Company also joined hands with Karur District administration by developing multi-species "Micro-Forest" in the government lands after removing Prosopis juliflora, another



Invasive Prosopis removal & growing of Micro-Forest by TNPL



invasive species present in the plains. During the year about 10 lakh tree saplings consisting of more than 37 tree species were supplied to create a "Micro-Forest". In line with Rural Participatory Approach (RPA), the Company rejuvenated the community pond by replacing the invasive Prosopis growth with native tree species by involving local community people that created awareness among them to eradicate the invasive species from the natural ecosystem.



Immense contribution in improving the green cover

As part of enriching the greenery development, a Niyawaki forest with close plantation was implemented in the TNPL Housing Colony that demonstrated TNPL's commitment.

Initiatives to replace single use throw away plastics

TNPL has sponsored installation of Automatic Cloth bag Vending Machine at Karur collectorate in order to create awareness among the public on plastic pollution and use of alternatives.

Distribution of yellow cloth bags through the vending machine were initiated jointly by TNPCB and TNPL to enhance environmental sustainability.



Automatic Cloth bag vending machine sponsored by TNPL



Sustainable Raw-material Sourcing through Responsible Plantations

Responsible wood sourcing

TNPL continuously works towards sustainable growth and minimizing the impact of its operations on the environment and always prioritize the importance of sustainable raw material procurement i.e., Environmental preservation, economic stability & social responsibility. TNPL also raises pulpwood plantations commensurate with wood consumption and also to fulfill its social responsibility.

The demand for pulpwood raw material has increased exponentially in the recent past. Availability of wood, which is the secondary raw material remains a major challenge and concern for sustainability in the industry. This poses a significant challenge in procuring sustainably managed wood. To overcome these challenges, TNPL has developed an effective Farm Plantation programme by supplying high-yielding, site-specific, disease resistant clonal seedlings with buy-back guarantee and a comprehensive

TNPL's robust Farm Plantation program ensures a steady supply of quality raw materials while doubling the farmers' income.

package of plantation and management practices which not only ensure constant supply of high-quality raw material to the Company but also doubles the farmers income.

The plantation programme implemented by the Company has the desired result in green cover and thus also restores the ecological balance of the operational area.

Clonal-Nursery

Clonal forestry has been emerging as a new revolutionary technology to mitigate the demand of quality planting material in shortest time. So it has immense attention in modern forestry tree plantation. The success of a clonal forestry programme lies with the well-established, systematic nursery that provides quality clonal sapling in time.

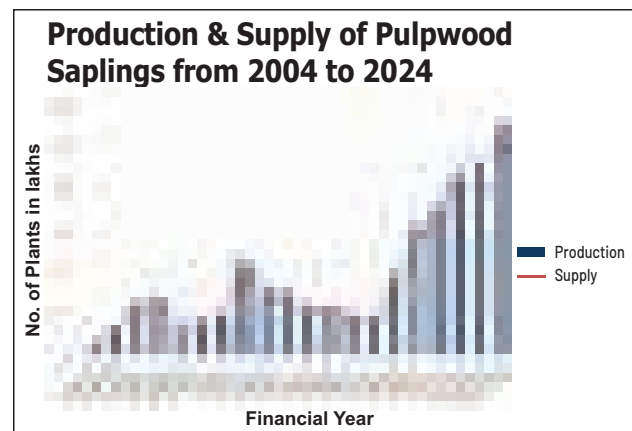
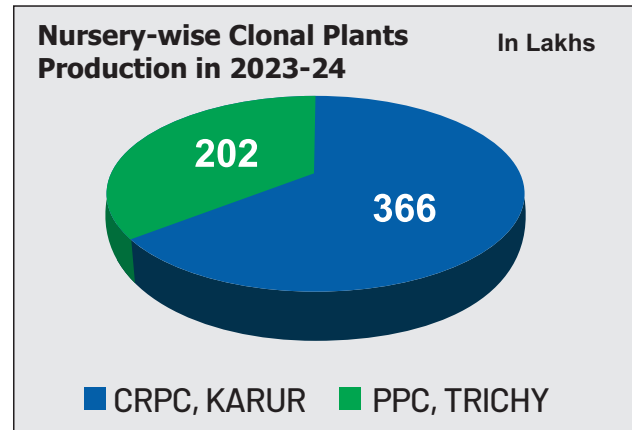
Quality clonal plants are vital for increasing the productivity of pulpwood plantation. In view of that, a world class, state of the art, modern Clonal Propagation and Research Center (CPRC) with an annual production capacity of 5 crore plants was established in 2007-08 at Kagithapuram. Similarly a second hi-tech pulpwood Plants Propagation Center (PPC) was established in 2019 with an annual production capacity of 3 crore plants. With this, the total production capacity was enhanced to 8 crore clonal plants per annum. Thus, TNPL has become the institution having largest pulpwood clonal production with world-class infrastructure facilities in India.



TNPL Nursery PPC, Trichy

To cater the need of the farming community, TNPL also established decentralized clonal distribution centres at three places strategically located nearer to the planting areas. This serves the main objective of providing quality saplings to farmers at subsidized price at farm gate.

During 2023-24, TNPL produced 568 lakhs clonal plants in which 466 lakhs Casuarina clonal plants and 102 lakhs Eucalyptus clonal plants. TNPL is the first Company in India to produce 568 lakhs clonal plants in a year from own sources without any outsourcing of clonal plants. Against this, TNPL supplied 528 clonal plants in which 429 lakhs Casuarina clonal plants and 99 lakh Eucalyptus clonal plants to registered farmers for planting in time. So far, TNPL produced 3962 lakh pulpwood plants and supplied 3697 lakh pulpwood plants to farmer's field over the past 20 years.



TNPL's robust Farm Plantation program ensures a steady supply of quality raw materials while doubling the farmers' income.



Sustainability in Plantation Establishment

“Doing more and creating better with less”- the concept behind TNPL plantation establishment. The growing demand for sustainably produced wood and paper based goods can lead to improved forest management. The strategy adopted by TNPL to meet its ever-growing demand of wood on continuous and sustainable basis is to enlarge Farm Plantation all over Tamil Nadu. The primary goal of sustainable forest management is to secure pulpwood for both current and future needs.

In line with this policy, the Company motivated farmers to raise pulpwood plantation in an area of 22982 acres covering 5938 farm fields during 2023-24. Short rotation Casuarina species is covered in the maximum area of 60% (13737 acres) and Eucalyptus plantation has been covered in 40% (9245 acres). With this the cumulative plantation area promoted by the Company from 2004-2024 is about 2,56,756 acres. Plantation was raised mainly in the coastal

Districts, where the pulpwood species are better established. About 77% of the total area is covered only in five districts viz., Ariyalur, Pudukkottai, Villupuram, Cuddalore and Chengalpattu districts. In addition, about 8% of the Plantations are in Karur and Trichy where the mill is located. Hence, 85% of the total area has been covered within these seven districts, which is convenient to operate and monitor the plantation activities in an effective manner.

The Company executed Captive Plantation in uncultivated barren lands belonging to private enterprises, Government departments, Educational institutions under revenue share model at the ratio of 70% to TNPL and 30% for land owners in 1st rotation, and the revenue will be shared equally in the subsequent rotations.

Since 2004, the Company has directly sourced 3.10 million tonnes of pulpwood from farmers through plantation schemes.



Districts with maximum Plantation in 2023-24



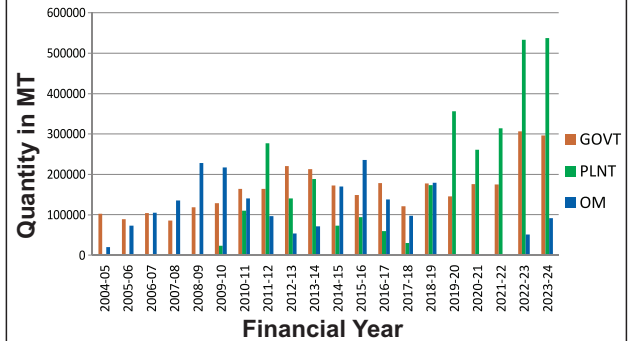
Area covered under Pulpwood plantation from 2004 to 2024



Sustainable wood resource procurement

The Company has procured 9,26,092 MT of debarked pulpwood during the year, in which 2,96,789 MT from Government Sources,

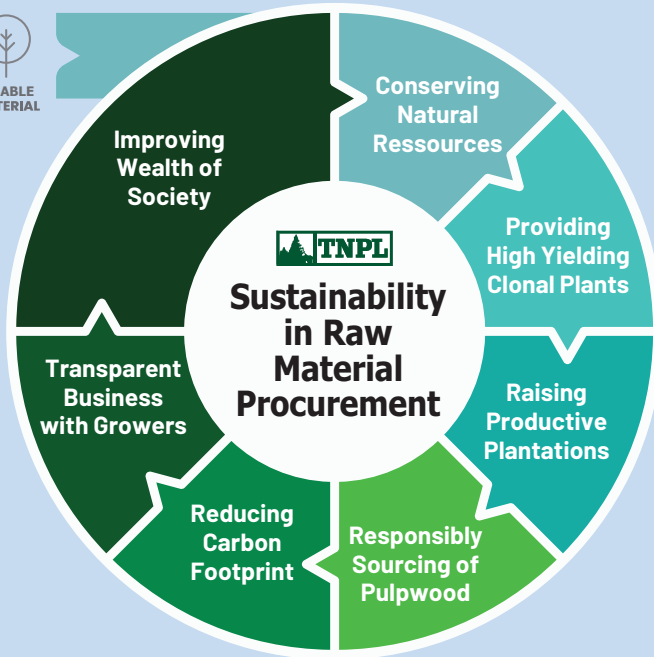
Pulpwood procurement from 2004 to 2024



5,37,486 MT directly from farmers field and balance 91,817 MT from Open Market sources. From 2004, the Company has procured 3.10 million tonnes of pulpwood directly from farmers

TNPL's plantation R&D has improved sapling survival rates, boosted productivity, and shortened rotation cycles by using fast-growing species to meet the rising demand.

Elements of Raw Material Sustainability



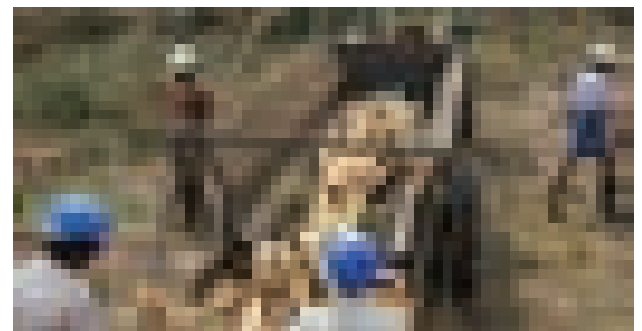
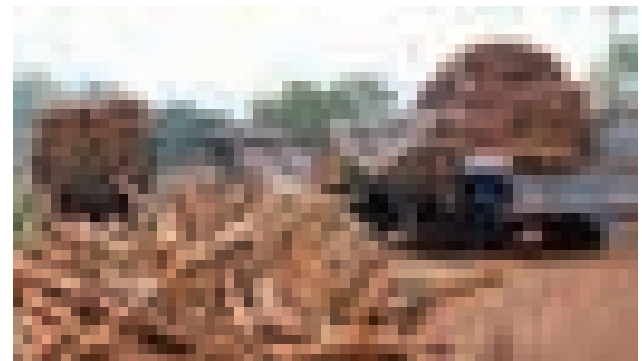
Plantation Research – “breed the best with the available best”

The R&D wing of Plantation department mainly focus on tree improvement programme to increase the productivity and profitability of plantations for making farm forestry an attractive land use option. Plantation R&D have helped in ensuring higher survival percentage of saplings, higher productivity per unit area & reduction in rotation cycle in order to meet the growing demand by from adopting fast-growing species.

As a result of continuous research activities in the past 11 years, TNPL released three high yielding clones in Eucalyptus. In order to improve the productivity further and to avoid

under plantation schemes. Sourcing wood from Farm Plantation is a win-win situation for both wood-based industry and farmers who want a steady source of income. The maximum pulpwood requirement The maximum pulpwood requirement is met from the districts where the plantation schemes are implemented i.e., Ariyalur, Pudukottai, Cuddalore, Viluppuram, Chengalpattu, Sivagangai, Karur and Trichy.

Sourcing wood from Farm Plantations benefits both the wood-based industry and farmers, providing the industry with a reliable resource and farmers with a steady income.



Pulpwood Procurement

monoclonal species, TNPL focus to improve and adopt high yielding clones of alternate pulpwood species. During 2023-24, 39 germplasms in Casuarina, 9 germplasms in Leucaena, 6 germplasms in Gmelina and 2 germplasms in Acacia were tested for clonal evaluation, paving the way for selection of new clones suitable for different agro-climatic zones in the coming years.

TNPL plantation research and development wing has entered MoU with Forest College & Research Institute (FCRI), Institute of Forest Genetics and Tree Breeding (IFGTB) for the development of new hybrids with pest and disease resistant clones and standardization of site specific precision silviculture models.

Green Practices & Environmental Responsibility

“Biodiversity at the heart of sustainable development”. TNPL plays a very vital role in protecting biodiversity and its component. TNPL also strives to uplift the quality of living environment through planting, proper maintenance and preservation of trees. This has resulted in the improvement of microclimate, species diversity and increase in endangered species population.

TNPL’s commitment in protecting and conserving biodiversity is witnessed by creating man made forests by planting 7.69 lakh of various tree species in the barren land of 575 acres. By focusing on preserving one of the least endangered species i.e., Grey slender loris (*Loris lydekkerianus*), TNPL safeguards ecological heritage.



Plantation Research

During 2023-24, 73,227 tree saplings belonging to 50 species has been produced in which 13,631 saplings has been utilized by the Company for greenery development. Similarly, 1,38,865 ornamental and medicinal plants have been produced in which 73,396 plants were utilized for landscape improvement in the visibility of both the units. Apart from this, TNPL supplied 84,150 tree saplings and ornamental plants to schools, local panchayats to increase green cover. By restoring landscapes, TNPL contributes to environmental preservation and brings aesthetic beauty to the surroundings.

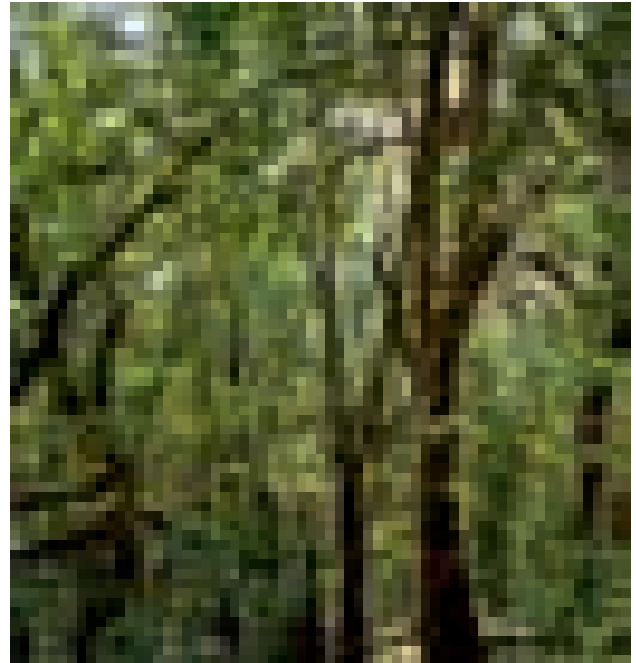
These initiatives have helped in making the ecosystem more balanced, leading to stable and a conducive environment, besides making the surrounding more beautiful and helped to restore waterbodies.



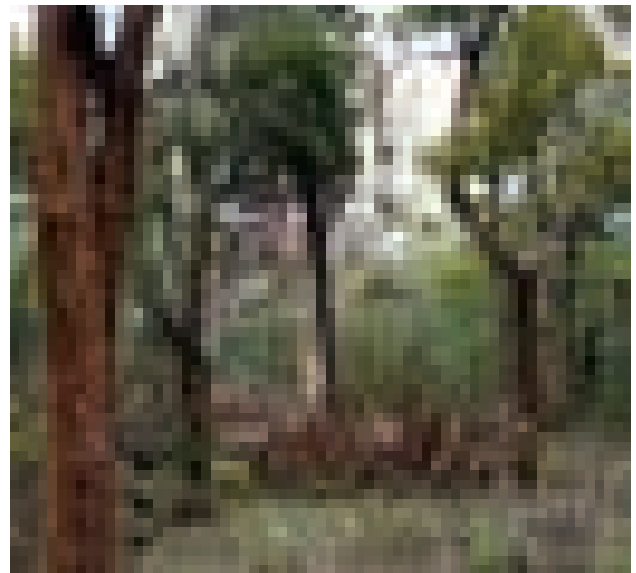
Invasive species management for ecological restoration

Invasive alien plant species can significantly threaten biodiversity by inducing multiple environmental effects that change species composition, biotic interactions and other ecosystem processes. *Senna spectabilis* and Wattle is one of the important invasive alien species and TNPL joins hand with the Govt in removal of those invasive species. TNPL is always having thrust to work on safeguarding environment and the society in line with Govt policies and directions.

As on 31.03.2024, TNPL removed 28,398 MT of Senna pulpwood from Mudhumalai Tiger Reserve and Sathyamangalam Tiger Reserve and 8668 MT of Wattle pulpwood from Nilgiris forest division. TNPL's commitment to the environment is evident in its various eco-friendly processes.



Suppressed natural forest due to invasive *Senna spectabilis*

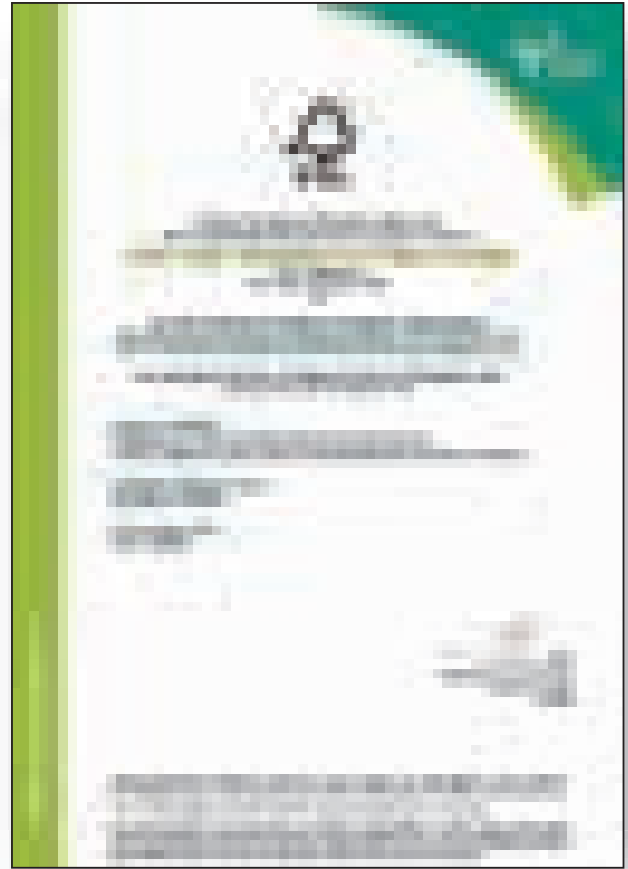


'Invasive species-free' Natural forest after removal of *Senna spectabilis*

As of 31.03.2024, TNPL removed 28,398 MT of Senna pulpwood from Mudhumalai and Sathyamangalam Tiger Reserves, and 8,668 MT of Wattle pulpwood from Nilgiris Forest Division.

Forest Stewardship Council (FSC) certificate

In order to ensure the protection of natural forests and sustainable use of forest resources, we aim for 100% use of certified material or material for which advanced management can be verified. TNPL captive plantations are having FSC Forest Management-Chain of Custody (FSC -FM-CoC) certificate for an extent of 1839 Ha. As part of TNPL's commitment towards nature & society, plantations of about 18,799 Ha raised under Farm Plantation is also included under FSC Forest Management-Chain of Custody (FSC-FM-CoC) certificate during 2023-24. TNPL also enjoys certification 'FSC-Controlled Wood' for the pulpwood procured from Tamil Nadu Forest Plantation Corporation (TAF CORN).



TNPL's Captive and Farm Plantation schemes have empowered local farmers with livelihoods and financial independence, benefiting both the farmers and TNPL.



Corporate Social Responsibility (CSR)

Empowering Communities, Sustaining Progress

TNPL, a socially responsible and caring Company has framed its CSR Policy in accordance with Section 135 of the Companies Act, 2013 and the Rules set out in Companies (Corporate Social Responsibility Policy) Rules 2014. The Company has constituted a CSR Committee of the Board.

In line with TNPL's CSR policy and in line with the statute, TNPL has been implementing a need-based CSR plan, based on the socio-economic indicators, field observations and on the needs of the people assessed during the primary survey. The Company is carrying out a lot of structured developmental activities under various heads viz., Education, Health Care, Community Development and Infrastructure Development, Environment & Soil Quality and Culture & Heritage.

TNPL is carrying out the activities in association with Government and Private Hospitals, various Government bodies, Agriculture Institution, Veterinary University, Training and Research Centre, Skill Development Institutions, Banks and such other institutions for sustainable development, Healthcare and livelihood.

During the financial year 2023 - 2024, TNPL has spent Rs. 3.71 crore and had carried out various programmes under CSR.

1. Education:

TNPL is sponsoring the meritorious students hailing from the local surroundings to study Diploma in Paper Technology and by providing free school education to the children of downtrodden people of nearby village.



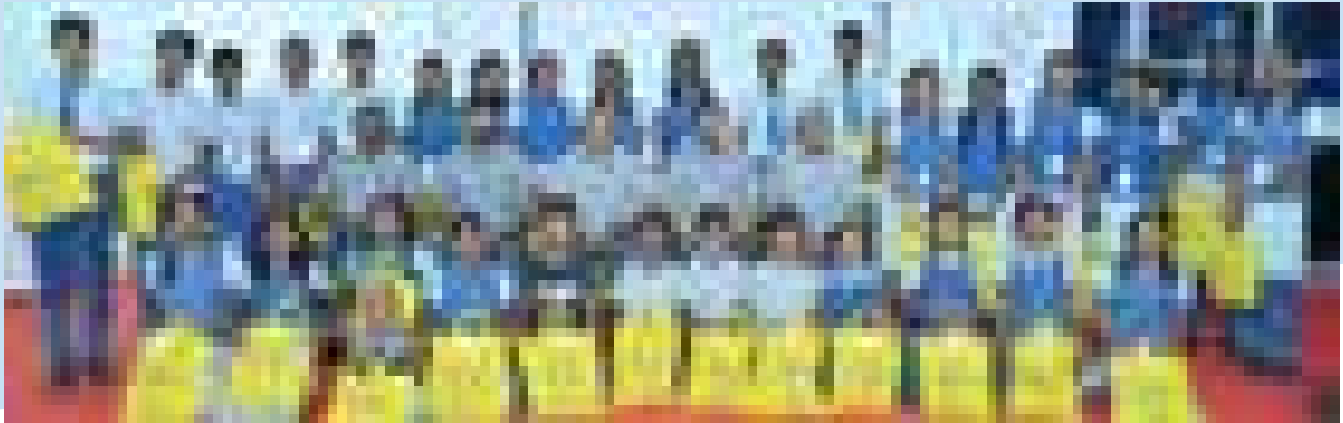
Students sponsored by TNPL to pursue Diploma in Paper Technology at SIT, Trichy.

TNPL has implemented a need-based CSR plan based on socio-economic indicators, field observations, and identified needs from the primary survey.

Sports Promotional Activities:

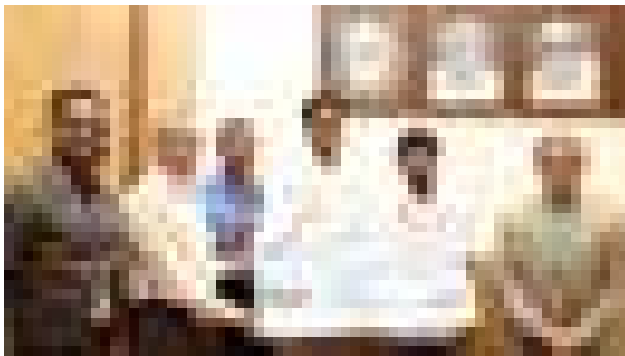
To promote sporting activities, sponsorship is provided for various Zonal, District, State, and National level sports tournaments, as well as training.

Free Education to the Children of Downtrodden People.

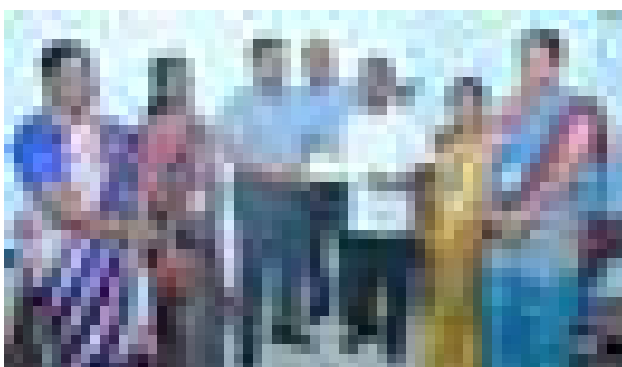


TNPL sponsored school, tuition, and note book expenses for children residing in Onavakkalmedu village to get free education at TNPL Matriculation Higher Secondary School from LKG to 12th std.

Sponsorship to Tamil Nadu Champion Foundation for Developing Sports Activities:



Sponsorship for "Two-day State Level Inter- Collegiate Cultural Fest" at Arasu College of Arts & Science for Women, Panduthakaranpudur, Karur:

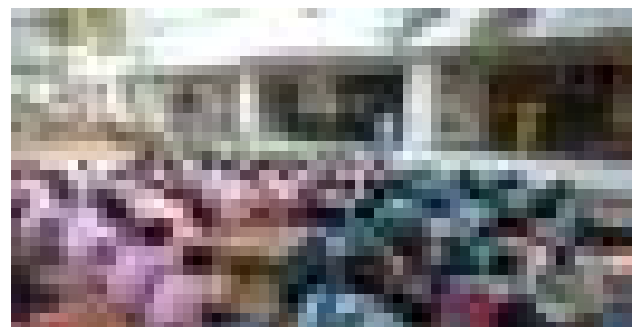


TNPL has Provided Sponsorship to organize 63rd All India Basket Ball Tournament at Karur District:



Special Coaching Classes:

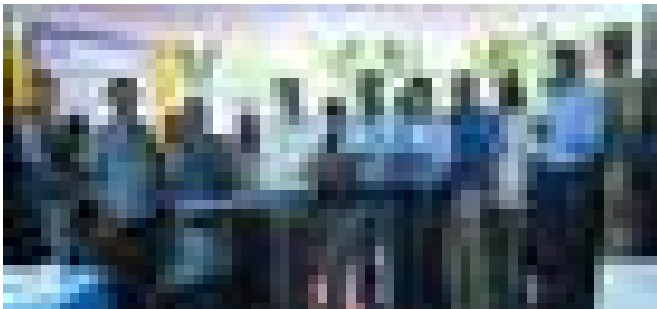
Special coaching classes are organized for students in grades X, XI, and XII of Government Schools in TNPL's surrounding areas, with tea, nutritious snacks and biscuits.



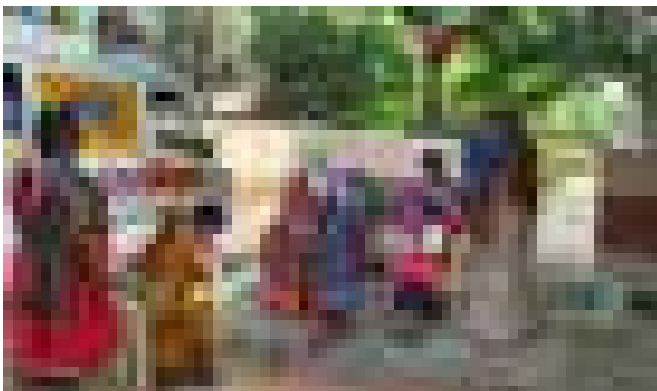
2. Health Care:

TNPL has implemented a various welfare measures, including people of flood affected areas in Tuticorin District, including general medical camp and monthly mobile medical camps in the villages surrounding the TNPL factory, providing aid to people affected by the significant rainfall flood in Tuticorin district.

General Medical Camp

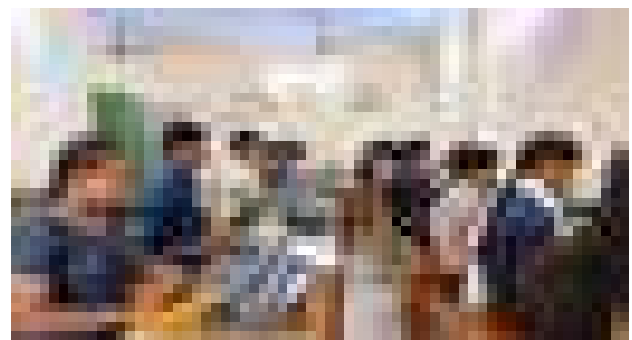


Monthly Mobile Medical Camps:



3. Community Development & Infrastructure Development:

- Skill Development Programmes for increasing the income level and creating self employment viz. Tailoring, Typewriting and Computer classes are imparted to the general public.

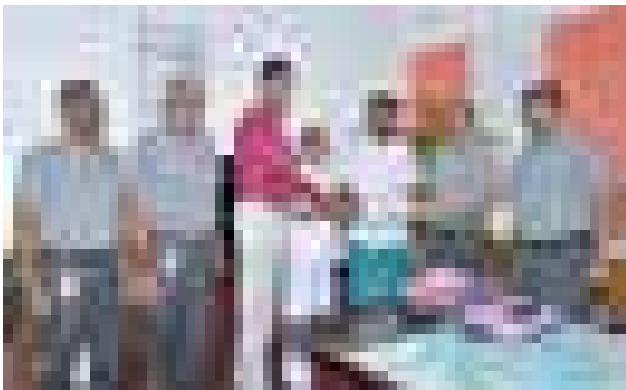


- Providing expert coaching and physical training to the local youth in surrounding villages to prepare for Police Constable / Sub-Inspector selection in the Police Department.



- Distribution of drinking water to the nearby hamlets through pipeline.
- Undertaken various infrastructure development activities, like laying paver block, Construction of Library, Electrical works, Renovation of Govt. buildings and providing LED Street lights to various places around TNPL.

Contribution for construction of shed using Galvalume roofing sheet, for Arulmigu Balasubramaniya Swamy Temple, Pugazhimalai, Velayuthampalayam:



Renovation of Govt Primary School, Koolakoundanur:



TNPL has been actively carrying out CSR programmes in the area of health, education, sports, community development, environment works and infrastructure.

Provided LED street lights at various places in and around TNPL mill:



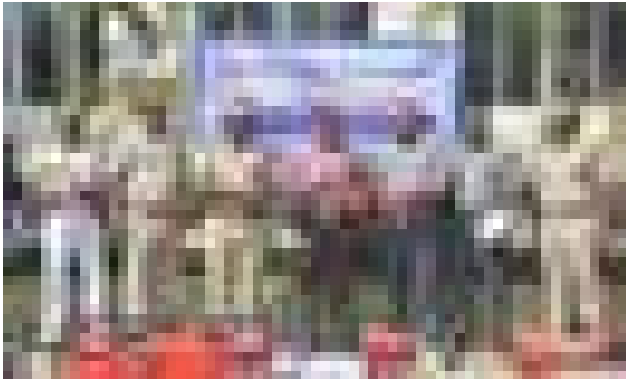
Renovation of Toilet at Periyar E.V.R Higher Sec. School, Noyyal:



Construction of compound wall at Asta Tasa Puja Durgadevi Temple at Thavittupalayam:



Provided Fire-fighting and Rescue equipments to the District Fire Rescue Department, Karur:



Issued Light Traps to farmers affected by pest incidence in the coconut plantations:



Contribution to new Pumping Line in Thirukaduthurai Village Panchayat, Karur District:



Clearing of Bushes and debris in pond underway at Pandipalayam village:



4. Environment & Soil quality:

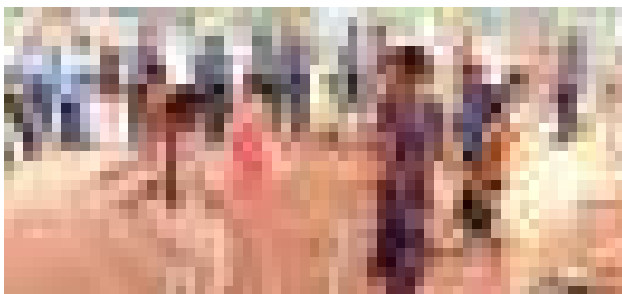
TNPL is distributing saplings and planting trees in the Government land, developing garden in Government office premises such as Railway Station, District Court and Panchayat areas, Creating Miyawaki forest, clearing of bushes and debris in the Canal and Pond Clearing karuvelam trees in the Village.



TNPL's CSR policy is designed with the broader goal of achieving comprehensive development in the areas surrounding TNPL's plants. This focus is primarily within a 5 to 10 km radius of the plant locations at Kagithapuram and Mayanur in Karur district, and Mondipatti in Tiruchirapalli district.

5. Culture & Heritage:

TNPL is providing furniture, amenities and financial assistance to renovate and Construct Temple, Church and Mosque and conducting Cultural development programmes, etc.



TNPL's CSR activities are designed to empower the community by promoting healthier livelihoods and enhancing the overall quality of life for individuals in and around TNPL. These initiatives focus on addressing key needs and challenges, ensuring that the community benefits from sustainable development and improved well-being.

Provide Financial Assistance to Renovate, Construction Mosque, Church and Temple.



All the CSR activities are intended to empower the community to enjoy a healthy and better livelihood and to improve the quality of life of the communities in and around TNPL's locations.

Corporate Environment Responsibility (CER)

A Commitment to Environmental and Societal Well-being

In response to the directive of the Ministry of Environment, Forest and Climate Change [MoEF&CC], the Corporate Environment Responsibility (CER) activities are being carried out in Board Plant - Unit II under 5 sectors, i.e., Education, Healthcare and Medical Service, Socio-Economic development and Security, Environment & Sanitation and Culture & Heritage.

During the financial year 2023-2024, TNPL Board Plant - Unit II has spent Rs. 100.99 Lakhs on various programmes under CER.

1. Education

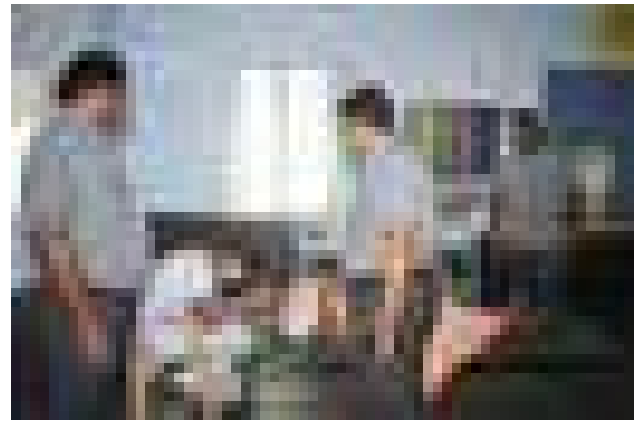
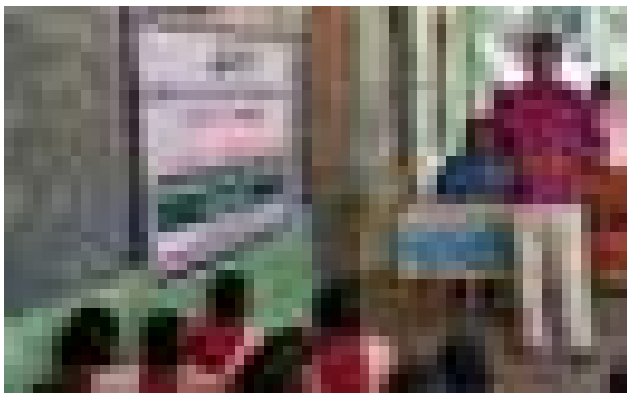
a. The Company has organised sports and athletics competitions among the students of nearby Government schools and distributed prizes and certificates to the winners, runners and consolation prizes to the participants.

| | |
|----------------------------|---------------------|
| Higher secondary schools | 3 |
| High schools | 4 |
| Middle schools | 2 |
| Primary schools | 15 |
| Total beneficiaries | 974 students |



b. The Company has organised special coaching classes to the X & XII standard students of nearby Government High / Higher secondary schools during the period of 4 months from December 2023 to March 2024.

We have provided 50 gms of boiled cereals / pulses were provided to all the attendees every evening (max. 80 days) Beneficiaries: 1036 students.



b. The Company organized Free General (Multi speciality) Medical Camp in association with Royal Care Super Specialty Hospital, Coimbatore for nearby public belonging to 4 Village Panchayats.

| | |
|---------------------|-------------|
| Total beneficiaries | 99 persons. |
|---------------------|-------------|

c. The Company sponsored Rs. 50,000/- towards National level Inter-School Management Fest (JONEST - 2024) to the Commerce Department of St. Joseph's College, Tiruchirappalli.

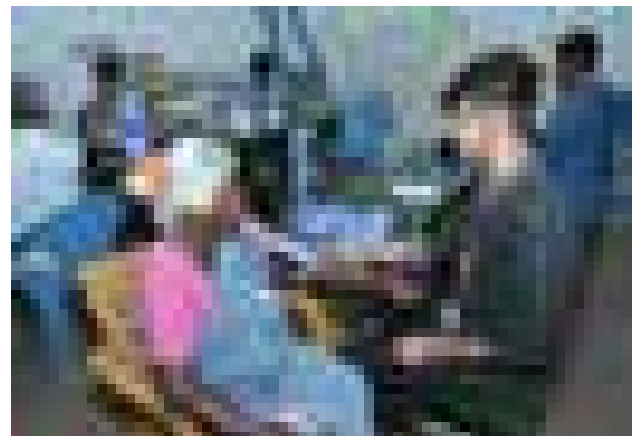
d. The Company has sponsored Rs. 5 Lakhs towards organised Grand Book Fair Festival 2023 through the District Collector, Tiruchirappalli for the welfare of public and student community during November 2023.



2. Healthcare and Medical Service

a. The Company organized Special Eye Screening camp in association with Aravind Eye Hospital, Madurai for the welfare of public belong to nearby 4 Village Panchayats.

| | |
|----------------------------|-------------|
| Undergone free IOL Surgery | 98 |
| Provided free spectacles | 66 persons |
| Total beneficiaries | 279 persons |

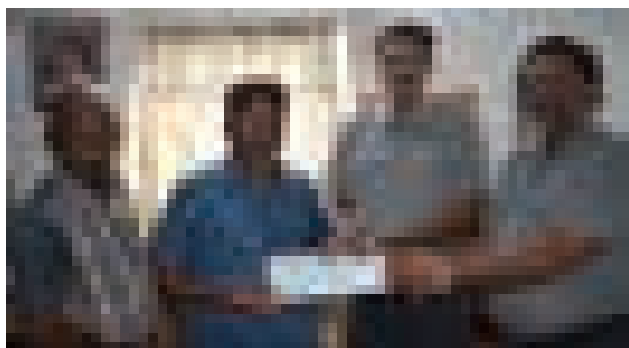


3. Socio-economic development and Security

The Company handed over a Demand Draft (DD) for Rs. 11 lakhs public contribution to Block Development Officer (BDO) , Thogaimalai towards renovation work of Tar road at Pathripatti Panchayat under Tamil Nadu Government's Self Sufficiency Scheme (SSS).

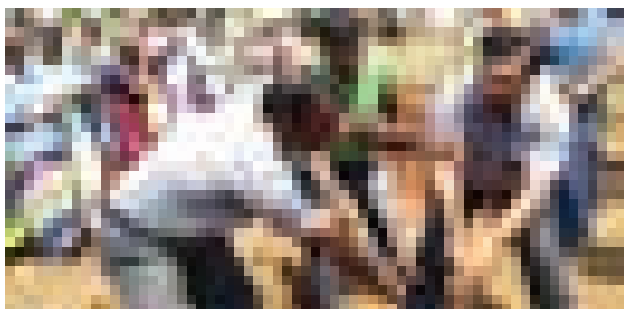
Beneficiaries:

- Public of 3 village Panchayats
- School going students
- Outsourced workmen belonging to several villages.



4. Environment & Sanitation

Planted 13,000 saplings in and around 40 villages belong to 4 Panchayats.



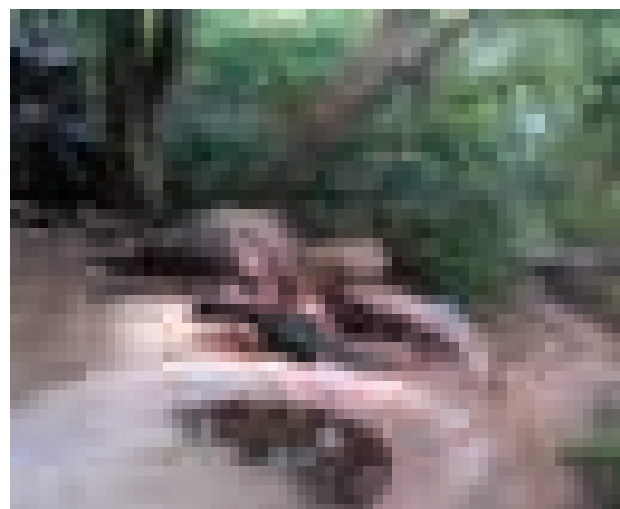
5. Culture & Heritage

The Company has provided the following arrangement (need-based requirement of public) to the village Deity Temples of nearby 4 Panchayats.

1. Mondipatti: Paver block flooring
2. Poduvarpatti: Paver block flooring and Holy water collection sump
3. Kalingapatti: Structural sheds (2 nos.) and paver block flooring
4. Cehttichatram: Paver block flooring
5. Ponnampatti: Paver block flooring
6. Oothupatti: Dining hall and paver block flooring

The Company has provided Millets (Kambu & Cholam) to Peacocks Sanctuary, Viralimalai at 100 Kgs of each every 2 months.

| | |
|----------------------------|----------------|
| Total Kambu (Pearl millet) | 500 Kgs / year |
| Total Cholam (Sorghum) | 500 Kgs / year |



Peacocks Sanctuary, Viralimalai



Product Profile – Paper

The Company has modernised plants to manufacture a wide range of high quality surface sized and Non surface sized Writing and Printing Papers at Kagithapuram and virgin grades coated and uncoated boards best suited for the packing industry at Mondipatti.

PREMIUM PAPER BRANDS

TNPL Elegant Printing

A surface sized paper with high gloss and brightness and low two-sidedness is ideally suited for high quality printing. It provides better visual appeal due to its subtle pink and polite blue tone resulting in unmatched readability and viewing pleasure. It provides high through put both in web offset and sheet offset for its high surface strength. It is the best choice for text books, calendars, Diaries & annual reports.

TNPL Radiant Stationery

An ideal choice for the conversion of student exercise note books, text books, brochures and commercial grade printing. This Maplitho, a surface sized grade provides smooth surface for writing. High brightness coupled with a pleasant shade has made it a most sought after grade in the domestic and international markets.

TNPL Radiant Platinum

A high bulk and superior formation and even sided smoothness makes it an exception quality and much sought after product in the industry. Always a first preference from the publishers of high quality

text book printing / deluxe note books for the high end four-color printing applications. The superior strength properties and surface sizing renders this paper a robust one for demanding jobs. This grade is much sought after for calendar and computer stationery printing.

TNPL Copier



The superior features of TNPL COPIER are Jam free, smooth running and excellent coping qualities. This paper with good stiffness ensures high dimension stability and low drum abrasion. It is available in A3, A4 and A5 sizes and also 70, 75, 80 GSM to cater to different needs of the consumers.

TNPL Copy Crown

TNPL Copy Crown is a premium grade multipurpose office stationery paper presented in very high brightness and immaculate cleanliness. Its features include Trouble free running, No multi-feed or jamming, Low toner consumption, Low abrasion of drums, Very high

stiffness, High dimensional stability and Air tight packing. This very special export grade contains special recipe in the furnish blend to meet the exacting performance in high speed copiers. The robust construction and visual appeal makes this grade suitable for office stationery applications.

TNPL Ace Marvel

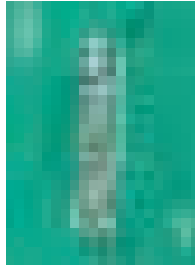
A star product in TNPL's range with two variants. Ace Marvel Bright – the runnability and dimensional stability of the product in the demanding applications of multiple coating has made this product a preferred one. This grade is cherished by those who make thermal paper / carbon paper / carbonless paper. The higher GSM of this grade is preferred for paper sachets, sublimation and diary segment due to its eye capturing print quality.

Ace Marvel Standard – this exclusive lower GSM paper with high opacity has no match in the country for high speed web offset publishers.

TNPL Eco Maplitho

A versatile and popular grade for those who seek quality at an optimum cost – value for money. Used in multifarious applications like text book printing, note book making, wide range of stationery items/labels/wrappers etc. The pleasant shade and the even smoothness & formation make it the most wanted grade; it is also available in natural shades. The usage of engineered fillers has made this grade highly opaque with a matt finish.

TNPL Spectrum



TNPL Spectrum is a new launch, with improved features that include trouble free running, no multi-feed or jamming, low toner consumption, low abrasion of drums, very high stiffness, high dimensional stability

and air-tight packing. All these characteristics are attributed to the well formulated furnish mix, addition of engineered fillers, state of the art surface sizing, soft nip calendering precise cutting and packing in the state of the art automatic cut pack machines. This grade is known for high value for money and minimum wastage.

TAMRITE

Superior writing & Printing paper designed to meet the needs of printers. It comes with improved bulk and bluish tone in various GSM's as per the market requirements.

TAMBAG



Product specifically designed to cater to the growing paper bag segment. This product has high strength and comes in a natural tone. Product has been welcomed by converters, who consider it as an ecofriendly substitute for plastic bags. This product is food grade and can be used in direct contact with foodstuff.



Product Profile - Board



TNPL'S EXCLUSIVE RANGE OF COATED & UNCOATED MULTI-LAYER BOARDS FOR PACKAGING

Aura Fold Premium

Ideal for premium FMCG packaging



Two side coated folding box board with 100% bleached chemical pulp on the top and bottom layers and mechanical fibres sandwiched in the middle layer. It has good bulk and stiffness coupled with premium printability and is naturally the perfect choice for high end packaging. Suitable for 1PE and 2 PE (Poly Extrusions) applications. Widely used for premium FMCG packaging, Personal Care Products, Cosmetics and cartons of Industrial & Automotive products.

Aura Fold Plus

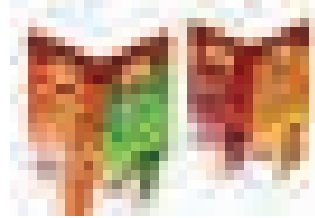
Ideal for packaging of Premium Products



Coated Folding Box Board with 100% bleached chemical pulp on the top and bottom layers and mechanical fibres sandwiched in the middle layer. It is the perfect choice for high end premium packaging because of high bulk and stiffness coupled with premium printability. Suitable for 1PE and 2 PE (Poly Extrusions). Ideal for Boxes for Cosmetics & Industrial purposes / Auto goods Cartons & boxes, FMCG packaging, Spirits / Liquor Packaging, Panel & Picture Mount Boards.

Aura Fold Eco

Ideal for FMCG Cartons, POP Dangers and Menu Cards



Two sided coated folding box board with 100% bleached chemical pulp on the top and bottom layers and Mechanical fibres sandwiched in the middle layer. It is the perfect choice for economical packaging; it has medium bulk and stiffness coupled with premium printability; Suitable for 1PE and 2 PE (Poly Extrusions) applications. Ideal for normal FMCG Cartons, POP Dangers, Menu Cards, Brochure Covers and Notebook Covers.

Aura Celebration

Ideal for various kinds of invitation & greeting Cards



Uncoated Folding Box Board with 100% bleached chemical pulp on top and bottom layers and enriched mechanical fibres sandwiched in the middle layer. It has high bulk, stiffness and superior convertibility and suitable for motif prints, embossing, debossing and hot foil stamping applications with royal touch. Ideal for Invitation Cards, Greeting Cards, Wedding Cards, Menu Cards, Brochure Covers and Folders.

Aura Grafik

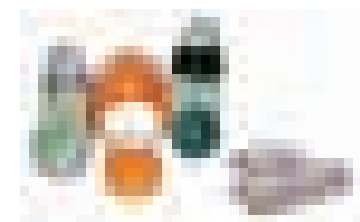
The perfect choice for high end printing and packaging



Coated Solid Bleached Sulphate Board with 100% bleached chemical pulp. It has high whiteness, brightness & brilliance, and snow white shade. This product is designed with medium density, high surface smoothness and is the perfect choice for high end and demanding packaging like Pharmaceutical Packaging, Personal Care Products, Cosmetics, Notebook Covers, Advertising and High end catalogues.

Aura Wad Plus

Ideal for Induction Wad applications



Multi layered uncoated folding box with very high bulk designed for induction wad applications in Food, Lube and Pharma industries. It is a virgin grade board with bleached virgin chemical pulp on top - and bottom sides and mechanical pulp in the middle layer. It's superior bulk, compressibility and uniform caliper profile with low two-sidedness offers good sealability and imparts excellent closure's fit, making it a perfect choice for induction wad applications.

Aura Fold Blu

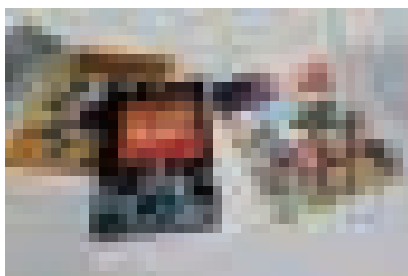
The perfect choice for high end and demanding packaging



Two side coated Folding Box Board with 100% bleached chemical pulp on the top and bottom layers and engineered with special mechanical fibres in the middle layer. It has high whiteness, brightness & brilliance, good Bulk and stiffness coupled with premium printability; it is naturally the perfect choice for high end and demanding packaging like Pharmaceutical Packaging, Personal Care Products, Cosmetics, Notebook Covers, Hosiery Boxes and Garment Tags.

Aura Shiksha

Ideal for Publishing, Notebook Covers and Top Liners



Topside double coated Solid beached Sulphate Board with bleached virgin chemical pulp in all three layers. Excellent visual appeal with brilliance makes customers' experience a real difference. Superior topside printability makes it an exclusive choice for Book & Note Book covers and Top liners in the corrugated box segments.

Aura Flute

Ideal for Paper cups



Uncoated Cup stock board with bleached chemical pulp and soft wood pulp in all layers. Its medium bulk, high stiffness and good top side smoothness makes it the perfect material for Paper cups with superior edge wicking resistance. It has high stiffness and stretch designed for high speed cup conversion machines for wide range of cup sizes with good printing. It is free from optical brightening agents, colouring dyes and chemicals, conforming to direct food contact applications US FDA 21.CFR.176.170 Standards.

Aura Brilliant Plus

Ideal for Pharma and FMCG Products



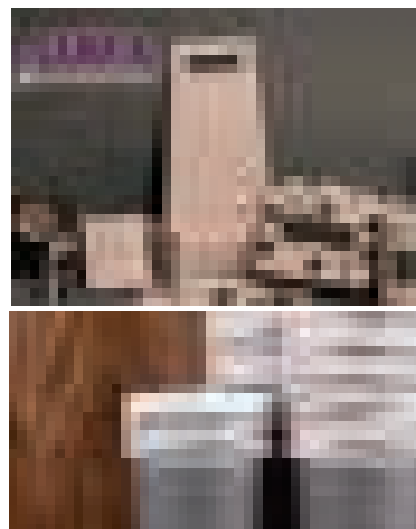
Topside double coated Folding Box Board with bleached virgin chemical pulp on the top, bottom layers and mechanical pulp in the middle layer. Excellent visual appeal with brilliance makes customer's experience a real difference. Its high whiteness uncoated bottom side is suitable for scar free auto filling. Superior topside printability coupled with bulk & stiffness makes it an exclusive choice for pharma and FMCG packaging segments.

Aura Flute Supreme

Ideal for Multi Coloured printed Paper cups



Clay coated cup stock range with excellent bulk, high stiffness and good top side smoothness makes it the perfect material for Paper cups. It has high stiffness, low edge wick and good stretch designed for high speed cup conversion machines for wide range of cup sizes. It is free from optical brightening agents, colouring dyes and chemicals, conforming to direct food contact applications US FDA 21.CFR.176.170 Standards.



Aqueous Barrier Coated Boards

A new eco-friendly, bio-degradable, heat sealable cup stocks range is developed and launched in the market. It has received favourable reviews. The product is a substitute to the extrusion based LDPE coated cups. It is recyclable and industrially compostable. Product is certified by Central Pollution Control Board (CPCB) and Central Institute of Petrochemical Engineering & Technology (CIPET).

Sustainability in

Energy management



The Pulp and Paper industry is highly energy intensive, with energy costs comprising about 25% of the total manufacturing costs. TNPL continuously strives to reduce its carbon footprint by extensively consuming Bio-Fuel, Biogas and Black Liquor solids to a larger extent for manufacturing Paper in Unit-I. The Consumption of Bio-Fuel, Biogas and Black Liquor solids accounts for 39.94% of the total Energy consumed during 2023-24.

| Agro / Internally Generated Waste Fuels Utilised | 2023-24 (MT) | 2022-23 (MT) |
|--|--------------|--------------|
| Agro fuel | 126.76 | 605.14 |
| Pith | 153034 | 169663 |
| Wood Dust / bark | 275 | 420 |
| Black Liquor Solids | 378592 | 428268 |

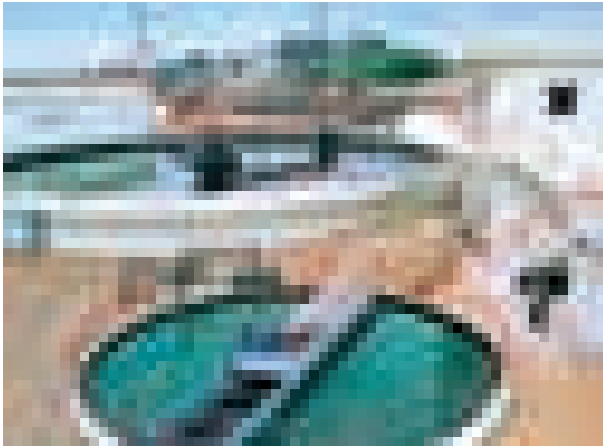
TNPL Unit-I is operating two Bio-Methanation Plants to treat high organic waste water from bagasse handling and storage system to generate Biogas under Waste to Energy concept. The Biogas generated is utilized in the Lime Kiln to replace Furnace Oil. Biogas generation for the year 2023-24 is 83.06 Lakh NM³ as against 89.86 Lakh

NM³ in the previous year. The Biogas usage in the Lime Kiln and power boiler as fuel reduced the consumption of furnace oil by 4464.24 KL and that of Imported Coal by 707 MT. The black liquor solids and Biogas generation is comparatively low due to Health restoration works taken up in the Recovery Boiler.

TNPL is self sufficient in power in both the units. The installed capacity of Power Plant in Unit-I is 103.62 MW and Unit-II is 50 MW. Power Generation and consumption details are as given below.

(in Lakh Units)

| | Generation | Self Consumption | Export | Import |
|---------------------------|-----------------|------------------|---------------|-----------------|
| 2023-24 | | | | |
| Captive power Unit | | | | |
| - Unit- I | 5,109.55 | 5,993.07 | 0.46 | 883.98 |
| - Unit- II | 2,149.19 | 2,286.52 | 54.28 | 137.33 |
| - Wind Farm | 3,75.47 | 46.55 | 320.65 | 8.27 |
| Total | 7,634.21 | 8,326.14 | 375.39 | 1,029.58 |
| 2022-23 | | | | |
| Captive power Unit | | | | |
| - Unit- I | 5250.12 | 6048.34 | 1.37 | 799.59 |
| - Unit- II | 2203.91 | 2383.78 | 20.45 | 200.33 |
| - Wind Farm | 394.51 | 30.70 | 355.98 | 7.91 |
| Total | 7848.54 | 8462.82 | 377.80 | 1007.83 |



State of the art Bio-methanation plant

PAT Cycle-VII for TNPL Unit-I

Under National Mission for Enhanced Energy Efficiency (NMEEE), the scheme of Perform, Achieve and Trade (PAT) is a regulatory instrument to reduce specific energy consumption in Energy intensive industries, with an associated market based mechanism to enhance the cost effectiveness through certification of excess energy saving which can be traded.

TNPL Unit-I received 31,321 Energy Saving Certificates (EScerts) through PAT-I & PAT-II cycle, out of which, 11,208 ESCerts have been sold till 31.03.24 for a value of Rs. 206.23 Lakhs.

PAT -VII Cycle: Commenced in the year 2022-23 and covering the FY 2022-23, 2023-24 and 2024-25. The baseline Specific Energy Consumption (SEC) is 0.5174 TOE/MT of paper. The Target SEC is 0.5010 TOE/MT of paper for the Target Year 2024-25.

PAT Cycle-V for TNPL Unit-II

TNPL Unit-II is covered under PAT Cycle-V by BEE. Considering 2017-18 as baseline data BEE estimated a Specific Energy Consumption (SEC) of 0.3991 MTOE/MT of Board. BEE has fixed the SEC as 0.3761 MTOE/MT of board in 2021-2022. TNPL achieved 0.3566 TOE/TON of Board during the assessment year 2021-2022.

Totally 2,766 ESCerts are expected to receive from BEE. Once the process completed, will be planned for trading ESCerts in the market.

ISO - 50001

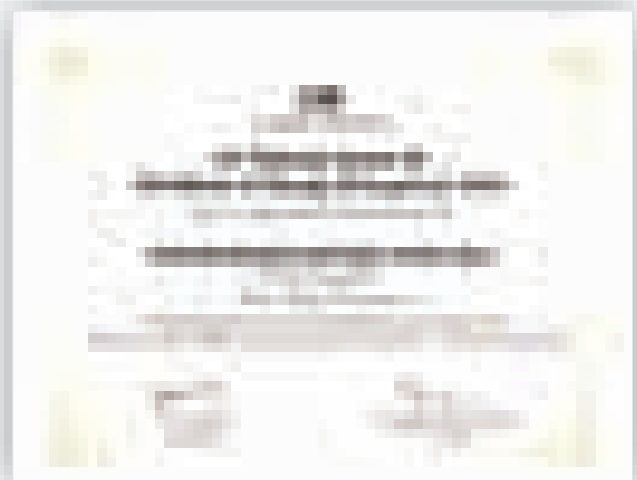
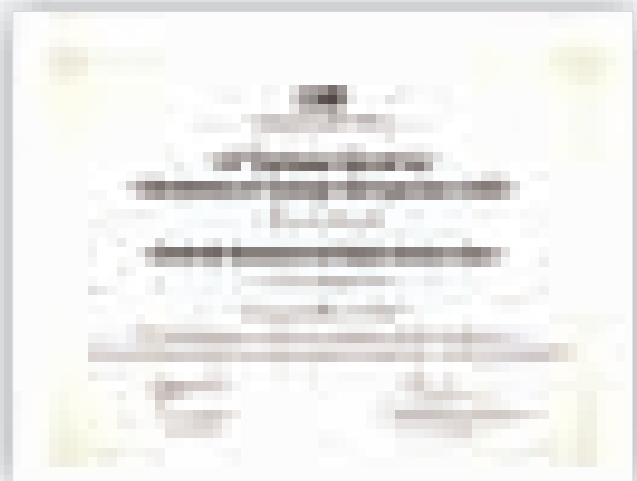
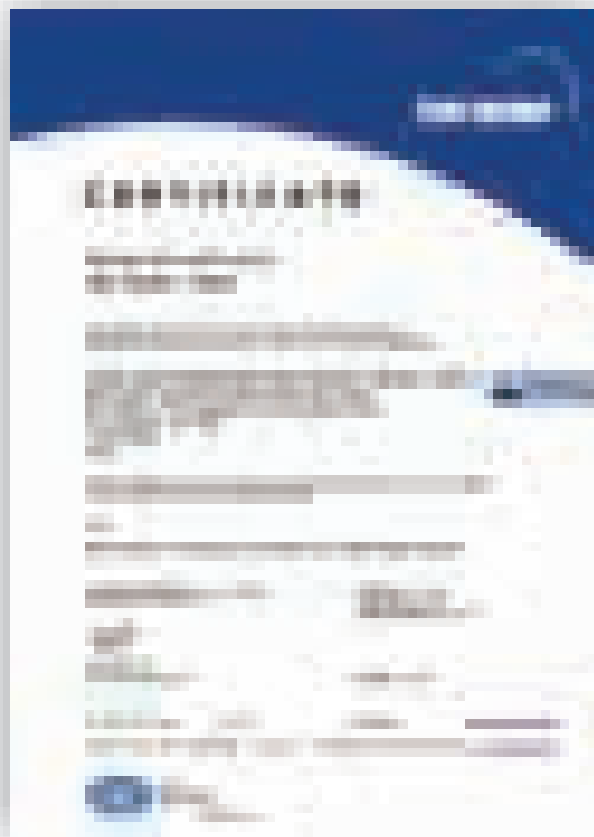
TNPL made every effort in identifying the Energy Saving Measures on all areas. As a proof of well-established implementation of Energy Management system with continual improvement of Energy, both TNPL Unit 1 & 2 were obtained ISO-50001-2018 Energy Management System (EnMS). TNPL Unit-I renewed the certification on 25th March 2024 valid till 24th March 2027

TNPL Unit-II had earlier obtained ISO 50001:2011 on 28.09.2019 and subsequently TNPL went for upgradation of the Standard and obtained ISO 50001:2018 on 18th January 2023 and valid till 27th September 2025.

The Pulp and Paper industry is energy-intensive, with energy costs making up 25% of expenses. TNPL is actively reducing its carbon footprint through ongoing efforts.



TNPL Unit-I has obtained “Energy Efficient Unit” award and “Most Useful Presentation” Award in 24th National Award for Excellence in Energy Management 2023 from Confederation of Indian Industry (CII). During the FY 2023-24, TNPL has saved 23.16 Lakh units of Power (previous year 25.10 Lakhs units), 2,442.45 MT of Imported coal (previous year 3030 MT) and 4464.24 KL of furnace oil (previous year 5088.90 KL) by implementing various Energy saving projects.



Renewable Power from Wind Energy

The Company has installed the first wind Farm of 15 MW capacity during 1993-94 at Devarkulam Perungudi, Tirunelveli District. Since then TNPL has increased the wind farm capacity to 35.5 MW in stages. The power generated in the wind farm is exported to the grid after wheeling a portion for TNPL Corporate Office & Perugamani Water Head works requirement.

| Year of Installation | Capacity |
|----------------------|----------|
| 1993-94 | 15.00 MW |
| 2000-01 | 3.00 MW |
| 2003-04 | 3.75 MW |
| 2005-06 | 6.25 MW |
| 2006-07 | 7.50 MW |
| Total | 35.50 MW |



TNPL's 35.5 MW Wind Farm



NOTICE

NOTICE is hereby given that the Forty Fourth (44th) Annual General Meeting of the Members of **Tamil Nadu Newsprint and Papers Limited** will be held on Friday, 27th September, 2024 at 10.00 AM through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2024 the Cash Flow Statement for the year ended 31st March, 2024, the Balance Sheet as at that date and the Reports of the Board of Directors and the Statutory Auditors and the comments of the Comptroller and Auditor General of India, thereon.

2. Confirmation of Interim Dividend and Declaration of Final Dividend:

To confirm and ratify the payment of Interim Dividend of Rs 3.00/- (Rupees Three only) per equity share of Rs.10.00/- (Rupees Ten only) each for the financial year 2023-24 and to declare final dividend on equity shares for the financial year 2023-24.

3. Appointment of Director:

To appoint Thiru V Arun Roy, I.A.S., [DIN: 01726117] who retires by rotation and being eligible offers himself for reappointment be and is hereby reappointed as a Director of the Company liable to retire by rotation .

4. Fixation of the Statutory Auditors Remuneration:

To consider and if thought fit, to pass the following resolution as an ORDINARY resolution:

"RESOLVED THAT consent of the Company be and is hereby accorded for the payment of remuneration of Rs.17,00,000/- (Rupees

Seventeen Lakhs Only) plus applicable GST to M/s. MAHARAJ N R Suresh AND CO LLP, (Firm Registration No.001931S/5000020), Chartered Accountants, Chennai, Statutory Auditors, besides reimbursement of Travel & out of pocket expenses (annual) at actual subject to ceiling of Rs.1,00,000/- (Rupees One Lakh Only) and other terms and conditions laid down by the Office of the Comptroller and Auditor General of India in their letter No./CA.V/COY/TAMIL NADU, TNEWSP(1)/805 dated 20th September, 2023".

SPECIAL BUSINESS

5. Ratification of Remuneration to the Cost Auditors:

To consider and if thought fit, to pass the following resolution as an ORDINARY resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) the remuneration of Rs 3,00,000/- (Rupees Three Lakh Only) plus travelling and out of pocket expenses subject to a maximum of Rs.30,000/- (Rupees Thirty Thousand Only) and applicable taxes for the financial year ending 31st March, 2025 as approved by the Board of Directors of the Company to be paid to M/s. S. Mahadevan & Co. Cost Accountants, Chennai, (Firm Registration No. 000007), appointed by the Board as Cost Auditors to conduct the audit of the cost accounts of the Company for Paper, Cement and Energy segments 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."

6. Alteration of Articles of Association 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 Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation), Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to such other requisite approvals, if any as may be necessary, approval of the Members of the Company be and is hereby accorded to the alteration / amendment of the existing Articles of Association of the Company by adoption of a new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company by aligning with the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this Resolution.”

7. Appointment of Thiru Pratik Tayal, I.A.S., [DIN: 09422959] as a Director:

To consider and if thought fit, to pass the following resolution as an ORDINARY Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under and in terms of Regulation 17 of SEBI, LODR (including any statutory modification(s) or re-enactments thereof for the time being in force), Thiru Pratik Tayal, I.A.S., [DIN: 09422959], who was appointed as an Additional Director of the Company by the Board

of Directors with effect from 13th August, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting (‘AGM’) and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. Appointment of Thiru T. Anbalagan, I.A.S., [DIN: 10402554] as a Director:

To consider and if thought fit, to pass the following resolution as an ORDINARY Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under and in terms of Regulation 17 of SEBI, LODR (including any statutory modification(s) or re-enactments thereof, for the time being in force), Thiru T Anbalagan, I.A.S., [DIN: 10402554], who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th August, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting (‘AGM’) and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By Order of the Board
For Tamil Nadu Newsprint and Papers Limited

Place : Chennai
Date : 13th August, 2024

Anuradha Ponraj
Company Secretary and
Compliance Officer

NOTES

1. The Ministry of Corporate Affairs ('MCA') has vide its Circular dated 5th May 2020 read with General Circular No.14/2020 dated 8th April, 2020 read with General Circular No.17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021, General Circular No.20/2021 dated 8th December, 2021, General Circular No.3/2022 dated 5th May, 2022, General Circular No.11/2022 dated 28th December, 2022 and General Circular No.09/2023 dated 25th September, 2023 ("MCA Circulars") and other (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular dated 15th January 2021 ('SEBI circular') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and MCA Circulars, the 44th AGM of the Company is being held through VC/ OAVM on Friday, 27th September 2024 at 10.00 A.M. (IST).
2. A Member, entitled to attend and vote at the meeting, is entitled to appoint one or more Proxies to attend and vote on a Poll instead of himself and such Proxy need not be a Member of the Company. Since the AGM is being held in accordance with the MCA circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this notice.
3. The explanatory statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 3 to 8 of the Notice is annexed hereto. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI, LODR and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), New Delhi in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
4. The Members can join the AGM in the VC/OAVM mode, 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the meeting through VC/OAVM form, part of the Notes to this Notice. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Institutional Investors, who are Members of the Company, are encouraged to attend the 44th AGM through VC/ OAVM mode and vote electronically. Institutional Investors intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified scanned copy (PDF/JPG Format) of the relevant Board Resolution / authority letter etc., with attested specimen signature of the duly authorised signatory (ies) who are authorized to vote to the scrutinizer by e-mail at rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in. and to the company by e-mail at invest_grievances@tnpl.co.in.

6. The Register of Directors, Key Managerial Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, as maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members during the AGM. Members seeking to inspect such documents, can send email to invest_grievances@tnpl.co.in

The documents referred to in the notice and the explanatory statement will be available for inspection at the Registered Office of the Company on any working day business hours of the Company upto and up to the date of the AGM.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Pursuant to Section 124 of the Companies Act, 2013, all unclaimed dividends up to the financial year ended 31st March, 2016 have been transferred to the Investor Education and Protection Fund established by Central Government as per Section 125 of the Companies Act, 2013.
9. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account.") within a period of thirty days (30 days) of such shares becoming due to the transferred to the IEPF Account.
10. Shares in respect of which dividend for the year ended 31st March, 2009 , 31st March, 2010, 31st March, 2011, 31st March, 2012, 31st March 2013, 31st March 2014, 31st March 2015 and 31st March, 2016 have been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government in November 2017, December 2017, November 2019, December 2020, November 2021, November 2022 and November 2023 respectively pursuant to Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules") read with Section 124 of the Companies Act, 2013. Details of these

shares are available in the Company's website and can be viewed at <https://www.tnpl.com/transfer-of-shares-to-IEPF>

11. As regards dividend pertaining to the financial year ended 31st March, 2017 and thereafter, amounts remaining in the Unpaid Dividend Accounts of the company have to be transferred to 'The Investor Education and Protection Fund' established by the Central Government at the expiry of seven years from the date of transfer to the respective year's Unpaid Dividend Account. Such transfer has already been effected with regard to the unpaid dividend for the financial years 1997-98 to 2015-2016. The unpaid dividend for the financial year 2016-17 (final) will be transferred to the above fund during November 2024. The shares in respect of dividend for the year 2016-17 will also be transferred by the Company to the 'Investor Education and Protection Fund' as per section 124 of the Companies Act, 2013 and the applicable rules. Individual notices will be sent to the members concerned requesting them to encash their unclaimed dividends failing which the corresponding shares will be transferred to IEPF. An Advertisement will also be published in the newspapers. Members are therefore requested to lodge their claims for unpaid dividend, if any, immediately with the Registrar and Share Transfer Agent or with the Company at the Company's registered office
12. In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories unless any member has registered for a hard copy of the same. Members may send their request along with their names and DP.ID Client ID / Folio No to invest_grievances@tnpl.co.in. The Notice convening the 44th AGM has been uploaded on the website of the company at www.tnpl.com and may also be accessed from the relevant section of the websites of the stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

13. Book Closure and Dividend:

Pursuant to the provisions of Section 91 of the Act and the SEBI, LODR, **The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, 21st September 2024 to Friday, 27th September 2024**, both days inclusive. The dividend of Re. 1/- per equity share of Rs.10/- each (i.e.10%), if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS') on or after day, Tuesday, 1st October 2024 as under:

For Shares held in electronic form: To all the Beneficial Owners as at the end of the day on **Friday, 20th September 2024** as per the list of beneficial owners to be furnished by the National Securities Depositories Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"); and

For shares held in physical form: To all the Members after giving effect to valid transmission

and transposition in respect of valid requests lodged with the Company as of the close of business hours on **Friday, 20th September 2024**.

14. Tax Deduction at Source (TDS) provisions under the Income Tax Act, 1961 for Resident and Non-Resident shareholder categories, on the Dividend payment:

I. For Resident Shareholders:

Pursuant to the Finance Act, 2020, w.e.f. 1st April 2020, the Company would be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Accordingly, the Dividend will be paid after deducting the tax at source as follows:

| Particulars | Applicable Rate* | Document Required (if any) |
|---|----------------------------|--|
| With PAN | 10% | Update the PAN, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents - Cameo Corporate Services Ltd (in case of shares held in physical mode). |
| Without PAN/with Invalid PAN | 20% | Declaration in Form No. 15G (applicable to any person other than a company or firm) / Form 15H applicable to an Individual who is 60 years and older), fulfilling certain conditions. Please download Form 15G/15H from the Income Tax website: www.incometaxindia.gov.in |
| Submitting Form 15G/15H | Nil | Lower/NIL in accordance with tax certificate obtained from tax authority |
| Submitting Order under Section 197 of the Income Tax Act, 1961, (IT Act) | Rate provided in the Order | Shareholders (eg. LIC, GIC) for whom Section 194 of the Act is not applicable |
| Shareholders (eg. LIC, GIC) for whom Section 194 of the Act is not applicable | Nil | Documentary evidence that the person is covered under said Section 196 of the Act |
| Persons covered under Section 196 of the Act, (eg. Mutual Funds, Govt.) | Nil | |

- * Notwithstanding the above, tax would not be deducted on payment of dividend to resident individual Shareholder, if total dividend to be paid in Financial Year 2024-2025 does not exceed Rs. 5000/- .
- * Shareholders are requested to ensure Aadhar number is linked with PAN, as per the timelines prescribed. In case of failure of linking Aadhar and PAN within the prescribed timelines, PAN shall be considered inoperative and in such scenario, tax shall be deducted at higher rate of 20%.
- * Form 15G/15H can be also downloaded from the web link <https://investors.cameo.india.com> to avail the benefit and email at agm@cameoindia.com on or before Friday, 20th September 2024. There is also provision to upload the 15G/15H in the web link viz., [://investors.cameo.india.com](https://investors.cameo.india.com) provided by the Company's Registrar and Share Transfer Agent M/s. Cameo Corporate Services Limited.

II. Non-Resident Shareholder:

| Particulars | Applicable Rate | Document Required (if any) |
|--|---|--|
| Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs) | 20% (plus applicable surcharge and cess) | None |
| Other Non Resident Shareholders | 20% (plus applicable surcharge and cess) (or) Tax Treaty Rate** (which ever is lower) | In order to apply the "Tax Treaty Rate, following documents would be required: i. Copy of the Indian Tax Identification Number (PAN), if available ii. Tax Residency Certificate (TRC) obtained from the tax authorities of the Country of which the shareholder is a resident. iii. Form 10 F duly filled and signed. iv. Self-Declaration from Non-Resident, primarily covering the following: • Non-Resident is eligible to claim the benefit of the respective Tax Treaty. • Non-Resident receiving the dividend income is the beneficial owners of such income. • Dividend income is not attributable / effectively connected to any Permanent Establishment (PE) or Fixed Base in India |
| Submitting Orders u/s 197 of IT Act (i.e. lower or NIL withholding tax certificate | Rate provided in the Order | Lower/NIL withholding tax certificates obtained from the Authority |

**The Company is not obligated to apply the beneficial Tax Treaty Rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non Resident Shareholder and review to the satisfaction of the Company.

III. TDS to be deducted at higher rate in case of non-filers of the Return of Income:

The Finance Act, 2021, has brought in Section 206AB effective from 1st July, 2021 where in tax would be deducted at higher rates (twice the specified rate) on payment of Dividends to specified person.

According to the provisions of Section 206AB a specified person' means a person who has:

- Not furnished their return of income for the previous year immediately preceding the financial year in which tax is required to be deducted and for which the time limits for filing return of income under Section 139(1) of IT Act has expired.
- The aggregate tax deducted at source and collected at source is Rs. 50,000/- or more in the said previous year.

Accordingly , applicable tax deduction rates for specified person would be double the prescribed rates.

For resident specified shareholder it would be 20% and for Non - Resident specified shareholders (who has not furnished a declaration stating no permanent establishment in India) the tax deduction rates would be 40% plus applicable surcharge and cess as prescribed under the IT Act.

IV. Shareholders who are exempted from TDS provisions through any circular or notification shall provide documentary evidence in relation to the same to enable the Company in applying the appropriate TDS on dividend payment to such shareholder.

No communication on the tax determination/ deduction received post 20th September 2024 shall be considered for payment of dividend.

The aforementioned details/ documents are required to be emailed on or before by 20th September 2024.

No claim shall lie against the Company for such taxes deducted.

The Company will arrange to email a soft copy of the TDS certificate at the shareholders registered email id in due course, post payment of the said dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account <https://eportal.incometax.gov.in>

We request your kind cooperation in this regard

V. For Shareholders having multiple accounts under different status/category:

Shareholders holding shares under multiple accounts under different status/category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

All required documents should reach us on or before 20th September, 2024 in order to enable the Company to determine and deduct appropriate TDS/ withholding tax. The documents are to be emailed to agm@cameoindia.com

If the tax on said dividend is deducted at a higher rate in absence of receipt of or satisfactory completeness of the aforementioned details/ documents by 20th September, 2024, the shareholder may claim an appropriate refund in

the return of income filed with their respective Tax Authorities.

15. Update of Bank Particulars

Shares held in physical form: Members are requested to send the following documents to our Registrar & Share Transfer Agents, viz., Cameo Corporate Services Limited latest by **Friday, 20th September 2024:**

- a) A signed request letter mentioning their name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number & Type
 - iii) 11 digit IFSC Code.
- b) Self-attested original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) Self-attested copy of the PAN Card; and
- d) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically

applicable to the dividend paid on shares held in electronic form.

The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non - registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant / Bankers' Cheque / Demand Draft to such Members, upon normalization of postal services and other activities.

16. As per Regulation 40 of the SEBI LODR, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited at agm@cameoindia.com for assistance in this regard.
17. The format of the Register of Members prescribed by the MCA under the Companies Act, 2013 requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. Members are requested to update the same. Members holding shares in physical form are requested to submit the details to the RTA of the Company at agm@cameoindia.com. Members holding shares in electronic form are requested to submit the details to their respective DPs only and not to the Company or RTA.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc.

to their DPs / RTA . Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

18. Nomination facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the relevant forms to the Registrar in form no. SH-13 which can be downloaded from www.tnpl.com.
19. Consolidation of Physical Share Certificates: Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
21. Process for registering e-mail addresses to receive this Notice electronically and cast votes electronically:
 - i. **Registration of e-mail address and mobile nos permanently with Company / DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai - 600002. in respect of physical holding, by clicking the link <https://investors.cameoindia.com> or emailing to them at agm@cameoindia.com by providing the required documents. Further, those

Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.

- ii. Alternatively, Members may also send an e-mail request to evoting@nsdl.co.in along with the following documents for procuring user id and password and registration of e-mail addresses for e-Voting for the resolutions set out in this Notice:
 1. In case shares are held in physical form, please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), self- attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card
 2. In case shares are held in Demat form, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.

22. Remote e-Voting before/during the AGM:

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended) and the MCA Circulars, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by NSDL
- ii. Members of the Company holding shares either in physical form or in electronic form as on the **cut-off date of Friday, 20th September 2024** may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM.
- iii. The remote e-Voting period commences on **Sunday, 22nd September 2024 at 9.00 a.m. (IST) and ends on Thursday, 26th September 2024 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (both physical and demat holding) shall be in proportion to their share of the paid-up equity share capital of the Company as on the **cut-off date i.e. Friday, 20th September 2024**.
- iv. Members will be provided with the facility for voting through the electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairperson. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.

- v. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting fifteen (15) minutes after the conclusion of the Meeting.
23. Thiru R Sridharan (ICSI Membership: FCS No. 4775 - CP No.3239) of M/s. R Sridharan & Associates, Company Secretaries, has been appointed as the Scrutinizer by the Board for providing facility to the Members of the Company to scrutinize remote e-Voting process before the AGM as well as remote e-Voting during the AGM in a fair and transparent manner. Their email id rsaevoting@gmail.com.
 24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and Managing Director or a person authorized by him in writing, who will counter sign the same and declare the result of the voting forthwith.
 25. The results will be declared within two working days of conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tnpl.com and on the website of NSDL immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
 26. Since the AGM will be held through VC or OAVM, the Route Map is not annexed in this Notice.
 27. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

- i. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/ Members login by using the remote e-Voting credentials, where the EVEN of the Company i.e 131204 will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the remote e-Voting instructions mentioned below to avoid a last-minute rush. Further, Members may also use the OTP-based login for logging into the e-Voting system of NSDL.
- ii. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed in the 44th AGM, from the registered address, mentioning their name, DP ID and Client ID number, folio number and mobile number, to reach the Company's e-mail address at investor_grievances@tnpl.co.in before **3:00 PM (IST) Friday, 20th September 2024**. Such questions by the Members shall be suitably replied by the Company.
- iii. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ Folio Number, PAN and mobile number at invest_grievances@tnpl.co.in on or before **Friday, 20th September 2024 (5.00 p.m. IST)**. Only those Members who have pre - registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- iv. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on evoting@nsdl.co.in / 1800-222-990 .

B. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER

The remote e-voting period begins on 22nd September, 2024 at 9:00 A.M. and ends on 26th September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 20th September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 20th September, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:



Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <p>Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting service provider website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL.</p> |

| Type of shareholders | Login Method |
|---|--|
| | <p>Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;">  <p>NSDL Mobile App is Available on</p>  </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Users who opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New Sytem Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voitng link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 21 099 11 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEA you can logi-in at <http://eservices.nsdl.com/> with your existing IDEAS login. Once your log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 131204 then user ID is 131204001*** |

5. Password details for shareholders other than individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’ you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf is your 8 digit client ID for NSDL account, the last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the 'Initial Password' or have forgotten your password:

a) Click on **"Forgot User Details/Password?"** (if you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.

b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting System

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is active status.

2. Select "EVEN" of company for which is you wish to cast your vote during the remote e-Voting period and casting your vote during the Annual General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Process for those shareholders whose email ids are not registered with the Depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to agm@cameoindia.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to agm@cameoindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**
1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may

access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at invest_grievances@tnpl.co.in. The same will be replied by the company suitably.

By Order of the Board

For Tamil Nadu Newsprint and Papers Limited

Anuradha Ponraj

Place : Chennai

Date : 13th August, 2024

Company Secretary and

Compliance Officer

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment / re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Profile of Directors being appointed/ reappointed

ITEM NO. 3

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS:-

Profile of Thiru V Arun Roy, I.A.S.,

| | |
|---|---|
| Name | V. Arun Roy, I.A.S., |
| Age and Date of Birth | 44 years , (11.03.1979) |
| Educational Qualification | Indian Administrative Service (I.A.S.,) |
| Date of Initial appointment on the Board | 10 th November 2023 |
| Profile | Thiru V. Arun Roy, I.A.S., aged 44 years, belongs to 2003 batch of Indian Administrative Service. Thiru V. Arun Roy, I.A.S., has more than 20 years of service in various departments of Government of Tamil Nadu. Currently, Thiru V. Arun Roy, I.A.S., holds the position of Secretary to Government, Industries, Investment Promotion and Commerce Department, Government of Tamil Nadu. |
| No. of Meetings attended during the year | One (1) |
| Inter- se Director /Key Managerial Personnel Relationship | Thiru. V. Arun Roy, I.A.S., is not having any inter se relation with other Directors and Key Managerial Personnel of the Company |
| Shareholding | Thiru. V. Arun Roy, I.A.S., does not hold any shares in TNPL. |

| | |
|--|---|
| Name of Listed Entities Appointed/Resigned in the past three years | Nil |
| Directorships and Committee Memberships of other companies | Thiru. V. Arun Roy, I.A.S., is having Directorships and Committee Memberships in the below mentioned Companies/ Organizations': |

| Sl. No. | Company | Position | Committee Membership* |
|---------|--|----------|-----------------------|
| 1. | Tamil Nadu Industrial Development Corporation Limited | Director | - |
| 2. | State Industries Promotion Corporation of Tamil Nadu Limited | Chairman | - |
| 3. | Tamil Nadu Industrial Investment Corporation Limited | Director | - |
| 4. | Tamil Nadu Generation and Distribution Corporation Limited | Director | - |
| 5. | TIDEL Park Limited | Director | - |
| 6. | Tamil Nadu Petroproducts Limited | Chairman | - |
| 7. | Tamil Nadu Cements Corporation Limited | Chairman | - |
| 8. | Tamil Nadu Trade Promotion Organisation (Sec-8 Company) | Director | - |
| 9. | IIT Madras (Educational Institution) | Director | - |
| 10. | Chennai Metropolitan Development Authority (CMDA) | Director | - |
| 11. | Guidance (Society) formerly Tamil Nadu Industrial Guidance & Export Promotion Bureau | Chairman | - |
| 12. | Entrepreneurship Development Institute | Director | - |

* Only membership in Audit and Stakeholders Relationship Committee(s) is considered.

ITEM NO. 7

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS:-

Profile of Thiru Pratik Tayal, I.A.S.,

| | |
|---|---|
| Name | Pratik Tayal, I.A.S., |
| Age & Date of Birth | 31 years (02.06.1993) |
| Educational Qualification | Indian Administrative Service, |
| Date of Initial appointment on the Board | 13 th August, 2024 |
| Profile | Thiru Pratik Tayal, I.A.S., belongs to the 2017 batch of Indian Administrative Service. He has more than 7 years of service in various key positions of Government of Tamil Nadu. |
| No of Meetings attended during the year | One (1) |
| Inter- se Director /Key Managerial Personnel Relationship | Thiru Pratik Tayal, I.A.S., is not having any inter se relation with other Directors of the Company. |
| Shareholding | Thiru Pratik Tayal, I.A.S., does not hold any share in TNPL. |
| Name of Listed Entities Appointed/ Resigned in the past three years | Nil |
| Directorships and Committee Memberships of other companies | Thiru Pratik Tayal, I.A.S., is having Directorships and Committee Memberships in the below mentioned Companies/ Organizations': |

| Sl. No. | Company | Position | Committee* Membership |
|---------|---|----------|-----------------------|
| 1. | Tamil Nadu Civil Supplies Corporation Limited (TNCSC) | Director | - |
| 2. | Tamil Nadu Power Finance & Infrastructure Development Corporation Ltd (TNPFC) | Director | - |
| 3. | Tamil Nadu Transport Development Finance Corporation Ltd. (TDFC) | Director | - |
| 4. | Tamil Nadu Forest Plantation Corporation Ltd. (TAFCON) | Director | - |
| 5. | TIDEL PARK Ltd. | Director | - |
| 6. | Tamil Nadu Tourism Development Corporation (TTDC) | Director | - |
| 7. | Tamil Nadu State Transport Corporation (Villupuram) Ltd. | Director | - |
| 8. | Arasu Rubber Corporation Ltd. (ARC) | Director | - |
| 9. | Tamil Nadu Tea Plantation Corporation Ltd. (TANTEA) | Director | - |
| | Tamil Nadu Forest Plantation Corporation Ltd. (TAFCON) | Director | - |
| 10. | TN State Apex Co-operative Bank (TNSCB) | Director | - |
| 11. | Tamil Nadu Housing Board (TNHB) | Director | - |
| 12. | Tamil Nadu Construction Workers Welfare Board (TNCWWB) | Director | - |
| 13. | Tamil Nadu Maritime Board (TNMB) | Director | - |
| 14. | Poompuhar Shipping Corporation Limited | Director | - |

* Only membership in Audit and Stakeholders Relationship Committee(s) is considered.

ITEM NO. 8

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS:-

Profile of Thiru T Anbalagan, I.A.S

| | |
|---|--|
| Name | T. Anbalagan,, I.A.S., |
| Age & Date of Birth | 53 years (10.06.1971) |
| Educational Qualification | Indian Administrative Service, |
| Date of Initial appointment on the Board | 13 th August, 2024 |
| Profile | Thiru T. Anbalagan, I.A.S., belongs to the 2011 batch of Indian Administrative Service. He has more than 13 years of service in various key positions of Government of Tamil Nadu. |
| No of Meetings attended during the year | Nil |
| Inter- se Director /Key Managerial Personnel Relationship | Thiru T. Anbalagan, I.A.S., is not having any inter se relation with other Directors of the Company. |
| Shareholding | Thiru T. Anbalagan, I.A.S., does not hold any share in TNPL. |
| Name of Listed Entities Appointed/ Resigned in the past three years | Nil |
| Directorships and Committee Memberships of other companies | Thiru T. Anbalagan, I.A.S., is having Directorships and Committee Memberships in the below mentioned Companies/ Organizations': |

| Sl. No. | Company | Position | Committee* Membership |
|---------|-------------------------------------|--------------------------------|-----------------------|
| 1. | Tamilnadu Sugar Corporation Limited | Managing Director | - |
| 2. | Perambalur Sugar Mills Limited | Chairman and Managing Director | - |

* Only membership in Audit and Stakeholders Relationship Committee(s) is considered.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO.4

The Central Government in exercise of the powers conferred by Section 139 of the Companies Act, 2013 have appointed M/s. Maharaj N R Suresh And Co LLP, Chartered Accountants as Statutory Auditors of the Company for the Financial Year 2023-2024 vide letter No., No./CA.V/COY/TAMIL NADU, TNEWSP(1)/805 dated 20th September, 2023 of the Office of the Comptroller and Auditor General of India

The Board of Directors at their meeting held on 10th November, 2023 have approved the appointment of M/s. Maharaj N R Suresh And Co LLP, (Firm Registration No. 001931S / 5000020), Chartered Accountants, Chennai as Statutory Auditors to conduct the audit of Accounts of the Company for the financial year 2023-24 at a remuneration given in the resolution in the notice.

As per Section 142 of the Companies Act, 2013, the remuneration of Statutory Auditors is to be fixed by the company in the Annual General Meeting (AGM). Accordingly, the resolution is placed before the members for consideration and approval.

None of the Directors and Key Managerial Personnel either directly or through their relatives are in any way concerned or interested whether financially or otherwise in the proposed resolution. The Board recommends the passing of the resolution as set out under Item No. 4 as an ordinary resolution.

ITEM NO.5

The Board of Directors at their meeting held on 24th May, 2024 have approved the appointment of M/s. S. Mahadevan & Co. Cost Accountants, Chennai, (Firm Registration No. 000007), Cost and Management Accountants, Chennai as Cost Auditors to conduct the audit of the Cost Accounts of the Company pertaining to Paper, Cement, Energy and Paper Board for the financial year 2024-25 at a remuneration given in the resolution in the notice.

As per Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the shareholders.

Accordingly, the resolution is placed before the members for consideration and approval.

None of the Directors and Key Managerial Personnel either directly or through their relatives are in any way concerned or interested whether financially or otherwise in the proposed resolution. The Board recommends the passing of the resolution as set out under Item No. 5 as an ordinary resolution.

ITEM NO.6

The Articles of Association (AOA) of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several Regulations/Articles of the existing AOA of the Company requires alteration or deletion pursuant to the changes in the applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The Board of Directors in their meeting held on 13th August, 2024 has approved the amendment in the Articles of Association of the Company as set out in Item No. 6 of the Notice, subject to the approval of the members of the Company.

The new set of AOA to be substituted in place of existing AOA. Copy of the proposed draft Articles of Association of the Company would be available for inspection in physical by the members at the Registered Office of the Company during business hours on all working days upto and including the date of the AGM and also at the venue of the meetings.

The Board recommends the Special Resolution set out in Item No. 6 of the Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel either directly or through their relatives are in any way concerned or interested whether financially or otherwise in the proposed resolution. The Board recommends the passing of the resolution as set out under Item No. 6 as an Special resolution.

ITEM NO.7

Government of Tamil Nadu, Industries, Investment Promotion and Commerce (MIF.1) Department vide G.O. (Rt) No. 150, dated 8th August, 2024 has nominated Thiru Pratik Tayal, I.A.S., (DIN-09422959) Deputy Secretary to Government (Budget), Finance Department as Director on the Board of the Company in place of Thiru J Kumaragurubaran, I.A.S., (DIN-06702233) Secretary to Government (Expenditure), Finance Department, GOTN.

Accordingly, Thiru Pratik Tayal, I.A.S., was appointed as an Additional Director of the Company with effect from 13th August, 2024, by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013. Thiru Pratik Tayal, I.A.S., holds office upto to the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act.

Thiru Pratik Tayal, I.A.S., belongs to the 2017 batch of Indian Administrative Service. He has more than 7 years of service in various key positions of Government of Tamil Nadu. Currently Thiru Pratik Tayal, I.A.S., holds the position of Deputy Secretary to Government (Budget), Finance Department, Government of Tamilnadu.

The Board of Directors recommends this resolution for your approval.

None of the Directors and Key Managerial Personnel either directly or through their relatives are in any way concerned or interested whether financially or otherwise in the proposed resolution other than Thiru Pratik Tayal, I.A.S.

The Board recommends the passing of the resolution as set out under Item No. 7 as an ordinary resolution.

ITEM NO.8

Government of Tamil Nadu, Industries, Investment Promotion and Commerce (MIF.1) Department vide G.O. (Rt) No. 151, dated 9th August, 2024 has nominated Thiru T. Anbalagan, I.A.S., (DIN-10402554) Director of Sugar, GOTN as

Director on the Board of the Company in place of Thiru C. Vijayaraj Kumar, I.A.S., (DIN - 00912475) Principal Secretary / Commissioner of Sugar, GOTN.

Accordingly, Thiru T Anbalagan, I.A.S., was appointed as an Additional Director of the Company with effect from 13th August, 2024, by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013. Thiru T Anbalagan, I.A.S., holds office upto to the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act.

Thiru T Anbalagan, I.A.S., belongs to the 2011 batch of Indian Administrative Service. He has more than 13 years of service in various key positions of Government of Tamil Nadu.

Currently Thiru T Anbalagan, I.A.S., holds the position of Director of Sugar, Government of Tamilnadu.

The Board of Directors recommends this resolution for your approval.

None of the Directors and Key Managerial Personnel either directly or through their relatives are in any way concerned or interested whether financially or otherwise in the proposed resolution other than Thiru T Anbalagan, I.A.S. The Board recommends the passing of the resolution as set out under Item No. 8 as an ordinary resolution.

By Order of the Board
For Tamil Nadu Newsprint and Papers Limited

Anuradha Ponraj

Place : Chennai

Date : 13th August, 2024

Company Secretary and
Compliance Officer

BOARD'S REPORT

TO THE MEMBERS

Your Company's Directors are pleased to present the 44th Report of the Company along with Audited Financial Statements for the financial year ended 31st March, 2024.

1. FINANCIAL RESULTS

The Financial Results for the year under review are summarized below:

(₹ in Crore)

| Particulars | 2023-24 | 2022-23 |
|--|----------------|---------|
| Revenue from operations | 4692.82 | 5179.89 |
| Other Income | 68.98 | 45.52 |
| Total Revenue | 4761.80 | 5225.41 |
| Operating Profit (PBIDT/EBIDTA) | 838.75 | 1048.02 |
| Finance cost | 223.48 | 181.66 |
| Gross Profit (PBDT) | 615.27 | 866.36 |
| Depreciation & Amortization expense | 290.51 | 263.60 |
| Profit / (Loss) before tax (PBT) | 324.76 | 602.76 |
| Tax Expense | 116.60 | 214.89 |
| Profit / (Loss) after tax (PAT) | 208.16 | 387.87 |
| Other Comprehensive Income | (7.18) | (5.22) |
| Total Comprehensive Income (Net of Taxes) | 200.98 | 382.65 |

Better realization and market conditions with improved efficiency in all areas of operation has enabled the Company to achieve favorable results. This financial performance is a commendable achievement by the Management.

2. DIVIDEND

(a) Interim Dividend:

Your Directors had declared an Interim Dividend of 30% (i.e Rs. 3.00/- per equity share) for the

financial year 2023-24. The Interim Dividend was paid to the equity shareholders whose names appeared in the Register of Members as on the cut off date of 13th February, 2024. The cash outgo on the Interim Dividend was Rs.20.76 Crore.

(b) Final Dividend:

Your Director's have recommended a final dividend of 10% (i.e. Re. 1.00/- per equity share) for the financial year ended 31st March, 2024 which is in addition to the 30% (Rs. 3.00/- per share) which has already been declared as Interim Dividend in the month of February, 2024 amounting to 40% as total dividend for the year 2023-24. The dividend, if approved by the shareholders at the Annual General Meeting, will be paid to the equity shareholders whose names appear in the Register of Members as on 20th September 2024. The cash outgo on the proposed dividend will be Rs. 6.92 Crore.

3. TRANSFER TO RESERVES

During the financial year 2023-24, the Company has transferred a sum of Rs. 200 Crore to the General Reserve from Retained Earnings. The Cumulative General Reserve as on 31st March 2024 is Rs. 1830.49 Crores.

4. PERFORMANCE HIGHLIGHTS OF THE FINANCIAL YEAR 2023 - 24

a) Operations

1. The Company's Revenue from Operations for the year 2023-24 is Rs. 4692.82 crore.
2. Profit before tax is Rs. 324.76 Crore and Profit after tax Rs. 208.16 Crore.
3. During the year, the Paper production was 422742 MT.
4. Paper sales during the year 381860 MT. Domestic Sales accounts for 78% and Exports at 22%.

5. During the year, the Packaging Board plant production was 195437 MT.
6. The Packaging Board sales during the year 2023.-24 was 177748 MT. Domestic Sales accounts for 98% and exports at 2%.
7. 292949 MT of Hardwood Pulp (HWP), Chemical Bagasse Pulp (CBP) and Deinked Pulp (DIP) were produced during the year in Unit I. 124904 MT of Hardwood Pulp (HWP) was produced during the year in Unit II. The total pulp produced during the year was 417853 MT.
8. 7258.74 lakh units (Unit I - 5109.55 and Unit II - 2149.19) of power was generated of which 8279.59 lakh units (Unit I - 5993.07 and Unit II - 2286.52) of power was consumed and 54.74 lakh units (Unit I - 0.46 and Unit II - 54.28 exported
9. The bio-methanation plants have generated methane gas of 83.06 lakh m³ during 2023-24. The methane gas was consumed in lime kiln and power boilers in replacement of 4464.24 KL of furnace oil and imported coal 707 MT of imported coal.
10. Implementation of various water conservation measures resulted in reduced overall consumption of water in Unit I to 28 KL/per ton of paper (which is one of the lowest in paper industry).
11. The wind farms with an installed capacity of 35.5 MW capacity have generated 372.82 lakh Kwh Units of 'Green Power' during the year
12. TNPL has established a cement manufacturing factory (the first and only company in the Indian Paper Industry) to convert the mill wastes lime sludge and fly ash into high grade cement as part of its solid waste management system. During the year, the Company has manufactured 200155 MT of cement.
13. During the year 2023-24, overall borrowings decreased by Rs. 65 crore.
14. Market Capitalization was Rs. 1707.08 crores as on 31.03.2024.

b) Projects Implemented / Under implementations:

1. Health Restoration of Recovery Boiler#3 in Unit I

Recovery Boiler#3 had clocked 1 lakh running hours. Hence, a Remnant Life Assessment (RLA) study was carried out, complying with the IBR regulations. Since it was found essential to carry out replacement of superheater tubes, economizer tubes and internal of the Electrostatic Precipitator, besides improving the performance of the auxiliaries like soot blowers, Air distribution system etc., the Health Restoration project was taken up by end of August 2023 for Rs.45 crore and commissioned in October 2023, involving a total RB#3 shutdown of 62 days. Continuous run of the paper production during the shutdown of the Boiler was ensured. This project enhanced the reliability on the boiler for trouble free mill operations and improved environmental performance with reduced particulate emissions below 150 ppm.

2. Tissue paper Machine

Considering the market potential for Tissue paper, a 100 tpd capacity, state-of-the art Tissue Paper Machine along with its auxiliaries is proposed to be installed at TNPL Unit-II at an estimated project cost of Rs.300 crore. The machine shall have facilities to produce different grades of tissue paper ranging from 13 GSM to 40 GSM mostly made from high quality in house Hard Wood Pulp. The procurement action was initiated in February, 2024 and expected to be commissioned before March, 2026.

3. Revamp of Steam and Power System in Unit 1

The revamping of the existing steam and power system in Unit I is taken up in phases to retire and replace the old low-pressure boilers installed since the mill inception in 1985. Hence, in order to have reliable supply of utilities like steam and power for the mill operations, the installation of two high pressure boilers with steam generation of

125 tph each, at 105 ata, 525°C, along with a TG of 42 MW. As part of Phase # 1, procurement of one High Pressure Boiler is under progress and is likely to be completed within 24 months considering long procurement lead times and the installation periods. Considering the availability of Environment Clearance by June 2024, the project is likely to be completed by end of March, 2026.

4. Rooftop Solar Power Plant at TNPL Unit I & II

In line with our commitment to environment and renewable energy, 1 MW each Rooftop solar power plants are under installation on buildings at both Units, contributing to our efforts to reduce our carbon footprint. The project is likely to be completed by July 2026.

c. Corporate Social Responsibility (CSR)

The Company has constituted a Corporate Social Responsibility (CSR) Committee of the Board and formulated a CSR Policy.

The Company has undertaken CSR activities as per the CSR policy (available on your company's website www.tnpl.com). The details are contained in the Annual Report on CSR activities vide **Annexure – I**, forming part of this Report.

d. Contribution to Innovation and New knowledge development

1. The company nurtures creativity and innovation through its Research & Development (R&D) activities which are carried out largely in-house. A few activities are out sourced when warranted.
2. R&D activities focus on product development, process improvement, raw material substitution, development of new products and protection of the environment.
3. The company has spent Rs. 18.50 Crore on R & D activities during the year.

e. Awards

We are delighted to share with our shareholders the recognition and accolades garnered by Tamil Nadu Newsprint and Papers Limited (TNPL) in the year 2023-24. These awards not only reflect our

commitment to excellence but also underscore our relentless pursuit of sustainability, innovation, and corporate responsibility.

1. **Golden Peacock Business Excellence Award 2024:** TNPL has been honored as the "WINNER" of the prestigious Golden Peacock Business Excellence Award for the year 2024 by the Institute of Directors, New Delhi. This esteemed recognition was conferred during the IOD's 2024 UAE Global Convention – 31st World Congress on Leadership for Business Excellence and Innovation, held in March, 2024 at Hotel Grand Hyatt, Abu Dhabi (UAE). This award reaffirms our unwavering dedication to business excellence and innovation.
2. **Most Sustainable & Innovative Manufacturing Practices 2024:** TNPL has been bestowed with the title of "Most Sustainable & Innovative Manufacturing Practices" for the year 2024 by the World Manufacturing Congress, Mumbai. This acknowledgment, received in February 2024 at Taj Lands End in Mumbai.
3. **8th Annual OHSSAI HSE Excellence & ESG Global Award 2023:** TNPL was selected as the "WINNER" in the 8th Annual OHSSAI HSE Excellence & ESG Global Award 2023 for its Outstanding Achievements in Safety Excellence. This esteemed recognition was conferred upon TNPL in February 2024 at Marigold, Hyderabad. TNPL's relentless pursuit of safety excellence has set benchmarks within the industry.
4. **Best Technology Procurement of the Year 2024:** TNPL has been bestowed with the esteemed "WINNER" title in the category of Best Technology Procurement of the year 2024 by M/s Invention Business Intelligence, Mumbai. This recognition was conferred during the Procurement Strategy India Summit and Awards 2024 held in February 2024 at Mumbai. TNPL's continuous efforts in adopting cutting-edge technologies for procurement have been duly acknowledged by industry experts and peers.

5. 23rd Annual Greentech Environment Awards

2023: TNPL has been honored as the "WINNER" in the "23rd Annual Greentech Environment Awards 2023" for its outstanding contributions to environmental stewardship. This recognition was bestowed upon TNPL during the event hosted by the Greentech Foundation in November 2023 at Sonamarg, J&K. It reaffirms our dedication to environmental conservation and sustainable practices.

6. 24th National Award for Excellence in Energy Management:

TNPL's dedication to energy efficiency was acknowledged with two prestigious awards during the 24th National Award for Excellence in Energy Management Institute by CII at Hyderabad in September, 2023. TNPL was honored as an "Energy Efficient Unit" and also recognized for delivering the "Most useful presentation" at the event, showcasing its leadership in implementing sustainable energy management practices.

7. Greentech Quality and Innovation Award 2023:

TNPL has been selected as the "WINNER" of the Greentech Quality and Innovation Award 2023 for outstanding achievements in Quality Improvement. This award was received during the "2nd Annual Greentech Quality & Innovation Summit & Awards 2023" by the Greentech Foundation in August 2023 at New Delhi. It reflects our commitment to continuous improvement and innovation in quality standards.

8. 11th Golden Globe Tigers Awards 2023

a) **Best HR Company:** TNPL has been honored with the "11th Golden Globe Tigers Award 2023" in the category of "Best HR Company" by Fun And Joy At Work, Mumbai. This recognition, received in May 2023 at Malaysia, highlights our exceptional practices in human resource management and development.

b) **Best Corporate Social Responsibility Practices:** TNPL has been recognized and awarded the "11th Golden Globe Tigers

Award 2023" in the category of "Best Corporate Social Responsibility Practices" by Fun and Joy Network, Mumbai. This accolade, received in May 2023 at Malaysia, acknowledges our commitment to corporate social responsibility and sustainable business practices.

We express our gratitude to all stakeholders for their continued support and collaboration in our journey towards greater heights of achievement and impact.

5. MARKET TRENDS AND OUTLOOK

The global paper and packaging industry is experiencing significant transformations driven by evolving consumer preferences, technological advancements and regulatory changes.

In the fiscal year 2023-24, India witnessed a significant increase in imports of Printing and Writing papers. This rise, in imported paper is attributed to very competitive pricing from overseas suppliers. These imports have intensified competition in the Indian market, putting pressure on domestic manufacturers, including TNPL, to maintain market share and price competitiveness.

The domestic market has faced sluggish demand, in the year 2023-24. Various sectors, including Education, Publishing and Corporates, have been experiencing reduced consumption of printed materials. This is partly due to the ongoing digital transformation, which has led to a decline in traditional paper usage. Additionally, economic uncertainties and shifts in consumer behaviour have contributed to the muted demand for printing and writing papers.

The domestic market faced very high downward pressure on prices due to the influx of imports. While this may benefit customers and industries that rely upon paper, local manufacturers had to face many challenges. The pricing pressure has been exacerbated by fluctuations in raw material costs also, which impact production costs and margins. Availability of Hard wood is an issue. Most Indian Paper Mills, have resorted to importing wood chips, at much higher costs. This has further added to increase in raw material costs.

However the ongoing Red Sea crisis is impacting global shipping routes, potentially increasing transportation costs and causing delays in import of raw materials. This could be a saving grace to the Indian paper manufacturers. Without imports coming into the country, domestic manufacturers could potentially shore up prices at least to cover up the escalating costs, to some extent.

6. DIRECTORS & KEY MANAGERIAL PERSONNEL

The details of the Board of Directors and Key Managerial Personnel (KMP) who were appointed or have ceased to be Director/KMP of the Company during the year 2023-24 are as follows:

| Sl. No. | Name of Director | DIN | Event Date | Appointment / Cessation |
|---------|--------------------------------------|----------|------------|---|
| 1. | Thiru T. Udhayachandran, I.A.S., | 02357295 | 24.05.2023 | Appointed as a Director |
| 2. | Thiru N. Muruganandam, I.A.S., | 00540135 | 24.05.2023 | Ceased as a Director |
| 3. | Tmt Soundara Kumar | 01974515 | 30.06.2023 | Ceased to be a Director on completion of 2 nd Term of three years as an Independent Director |
| 4. | Thiru S. Nagarajan, I.A.S., | 09128327 | 25.09.2023 | Appointed as a Director |
| 5. | Thiru T. Udhayachandran, I.A.S., | 02357295 | 25.09.2023 | Ceased as a Director |
| 6. | Thiru V. Arun Roy, I.A.S., | 01726117 | 10.11.2023 | Appointed as a Director |
| 7. | Thiru J. Kumaragurubaran, I.A.S., | 06702233 | 10.11.2023 | Appointed as a Director |
| 8. | Thiru S. Krishnan, I.A.S., | 03439632 | 10.11.2023 | Ceased as a Director |
| 9. | Thiru V. Chandrasekaran | 03126243 | 13.11.2023 | Ceased to be Director on completion of 2 nd Term of three years as an Independent Director |
| 10. | Tmt M. Sathiyavathy, I.A.S., (Retd.) | 02357307 | 27.11.2023 | Appointed as a Director |

As on 31st March, 2024, your Company has eight (8) Directors out of whom four (4) are Independent and other three (3) are Nominee Directors of Government of Tamil Nadu (GOTN). The remaining one (1) is Chairman and Managing Director.

The Independent Directors are appointed for a fixed period of three years.

The three Nominee Directors of Government of Tamil Nadu (GOTN) are appointed in replacement for existing Government Nominees only during the financial year whose appointments have to be confirmed by obtaining the shareholders approval in compliance with the provisions of the SEBI, LODR. The remaining one Director i.e. Chairman and Managing Director is not liable for retirement by rotation as per the Article of the Association of the Company.

In accordance with the provisions of the Companies Act, 2013 ("the Act") and in terms of the Memorandum and Articles Association of the Company, Thiru V. Arun Roy, I.A.S., Director retires by rotation at the forthcoming Annual General Meeting. He is eligible for reappointment as Director.

There has been no changes in Senior Management Executives during the financial year 2023-24. Details of the Senior Management Executives are provided in the website of the company at www.tnpl.com.

6.1 Declaration from Independent Directors on Annual Basis

The Independent Directors have submitted their disclosure to the Board confirming that they fulfill all the requirements as to qualify for their

appointment as an Independent Director under the provisions of Section 149 of the Companies Act, 2013 as well as SEBI, LODR. In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and they fulfil the conditions specified in the Act and the Rules made thereunder and are independent of the management.

6.2 Remuneration Policy

The Board, on the recommendation of the Nomination & Remuneration Committee has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details of policy are provided in the website of the Company and in the Corporate Governance Report forming part of this report (**Annexure VII**). Also the ratio of remuneration of KMP to the median employees remuneration is also forming part of this report (**Annexure IV**).

6.3 Meetings

A calendar of Meetings is prepared and circulated in advance to the Directors to enable them to plan their schedules for attending the meetings.

During the financial year 2023-24, Six (6) meetings of the Board and Six (6) meetings of the Audit Committee were convened and held, the details are given in the Corporate Governance Report forming part of this report (**Annexure VII**). The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Regulation 17(2) of the SEBI, LODR.

6.4 Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI, LODR, the Board has internally carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees for the financial year ended 31st March, 2024. The guidance note dated 5th January, 2017 as suggested by SEBI was referred to, while carrying out the annual performance evaluation.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgments, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board on the following broad criteria i.e.

- attendance and level of participation at meetings of the Board/Committees,
- independence of judgement exercised by Independent Directors,
- interpersonal relationship etc.

The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors in their meeting held on 22nd March, 2024. The Directors expressed their satisfaction with the evaluation process.

7. Internal Complaints Committee

In adherence to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 & Rules mandated by the Government of India, the Company has demonstrated an unwavering commitment to fostering a safe and inclusive workplace environment. Central to this commitment is the establishment of Internal Complaints Committee (ICCs) across TNPL's Unit - I , Unit - II and Corporate Office.

TNPL has constituted an Internal Complaints Committee (ICC) in accordance with Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act,

2013 & Rules made thereunder comprising of the following members:

Corporate Office

| SI No. | Member Details | Designation |
|--------|--|-------------------|
| 1. | Tmt Satha Ananth Chief General Manager (Finance) | Presiding Officer |
| 2. | Tmt J. Yamuna Assistant General Manager (Finance) | Member |
| 3. | Thiru C. Nagarajan Senior Manager - HR , | Member |
| 4. | Tmt Vijila Jasmine Cluster Head, HR & Operations TVS Mobility, Trichy | External Member |

Unit I

| SI No. | Member Details | Designation |
|--------|--|----------------------------|
| 1. | Tmt.R.S.Tamilarasy, Assistant General Manager (Lab) | Presiding Officer |
| 2. | Thiru. K.S.Sivakumaar, Chief Manager - HR | Member |
| 3. | Tmt.R.Suchitradevi, Assistant Manager - HR | Member |
| 4. | Tmt.Revathi Janakeraman, Founder/CEO, CWWE0, Tirupur | Representative from NGO |

Unit II

| SI No. | Member Details | Designation |
|--------|---|----------------------------|
| 1. | Tmt.G Geetha, Assistant Manager (Accounts) | Presiding Officer |
| 2. | Tmt V Shanmuga Priya Assistant Manager (R & D and QC) | Member |
| 3. | Thiru S. Dhinakaran, Assistant General Manager (HR) | Member |
| 4. | Tmt Revathi Janakeraman Founder/CEO, CWWE0, Tirupur | Representative from NGO |

The above members are amongst employees preferably committed to the cause of women or who have experience in social work or legal

knowledge. Further, for enhancement of ICC, a Sub Committee covering all the areas of the mills have been constituted so as to enable any women aggrieved by Sexual Harassment within the factory premises to contact the Sub Committee members of their respective areas to lodge their complaints. During the year under review, one complaint was referred to the Committee and appropriate action was taken in this regard.

8. AUDITORS

a) Statutory Auditors:

The Comptroller and Auditor General of India appointed M/s Maharaj N R Suresh and Co LLP, Chartered Accountants, Chennai, as the Statutory Auditors of the Company for the financial year 2023-24.

b) Cost Auditors :

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company in respect of its paper, cement and energy activities are required to be audited. Your Directors had, on the recommendation of the Audit Committee, appointed M/s S Mahadevan & Co, Cost Accountants to audit the cost accounts of the Company for the year 2023-24. The cost audit report for the year 2023-24 will be filed to the Ministry of Corporate Affairs (MCA), Government of India before the due date. Cost Audit report for the financial year 2022-23 was filed within scheduled time.

c) Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. R.Sridharan & Associates, Company Secretaries to undertake the Secretarial Audit of the company for the Financial Year 2023-24. The Report of the secretarial audit is annexed herewith as "Annexure II".

9. NON- CONVERTIBLE DEBENTURES

The company has not issued any Non-Convertible Debentures (NCD) during the year and there was no NCD outstanding as on 31st March, 2024.

10. FIXED DEPOSITS

During the year under review, the Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptances of Deposits) Rules, 2014.

11. RISK MANAGEMENT

The Company has constituted a Risk Management Committee as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI, LODR")

TNPL has established a Risk Management Framework under which the risks covering the entire operation have been identified and categorized as high, medium and low.

All the risks are discussed periodically by the Senior Management in the Committee meetings and appropriate actions are taken pro-actively.

The risk details and mitigation plans are placed before the Risk Management Committee and the Board, bi-annually in compliance of the provisions of SEBI (LODR).

12. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

TNPL has instituted adequate internal control procedures commensurate with the size of its operations. TNPL has also prepared an 'Internal Control Procedure Manual' to ensure that the control procedures are followed by all Departments. The Departments concerned in the company are complying with the stipulations in the manual without deviating the procedures. The Internal Audit monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating

systems, accounting procedures and policies at all locations of the Company.

Internal controls are supported by internal audit and management reviews. The Audit Committee meets periodically with the Management, External Internal Auditors, Statutory Auditors and reviews the Annual Audit plans and internal controls. All significant observations of the Auditors are acted upon. The Audit Committee met six (6) times during the financial year. The review of Management Response to Audit Observations constitutes an important aspect of the Agenda.

13. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has framed a Vigil Mechanism / Whistle Blower Policy; the details of such Policy are explained in the Corporate Governance Report and also posted on the website of the Company at www.tnpl.com.

14. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

15. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

During the year, the Company has transferred Rs. 20,13,188.00/- (Rupees Twenty Lakhs Thirteen Thousand One Hundred and Eighty Eight Only) being the Dividend amount which was due and payable and remained unclaimed and unpaid for a period of seven years, to the Investor Education and Protection Fund, as required under Section 124(5) of the Companies Act, 2013.

16. UNPAID DIVIDEND STATUS

Dividend was remaining unpaid due to non-confirmation of their new addresses by the concerned shareholders. The unpaid dividend warrants were returned by the postal authorities.

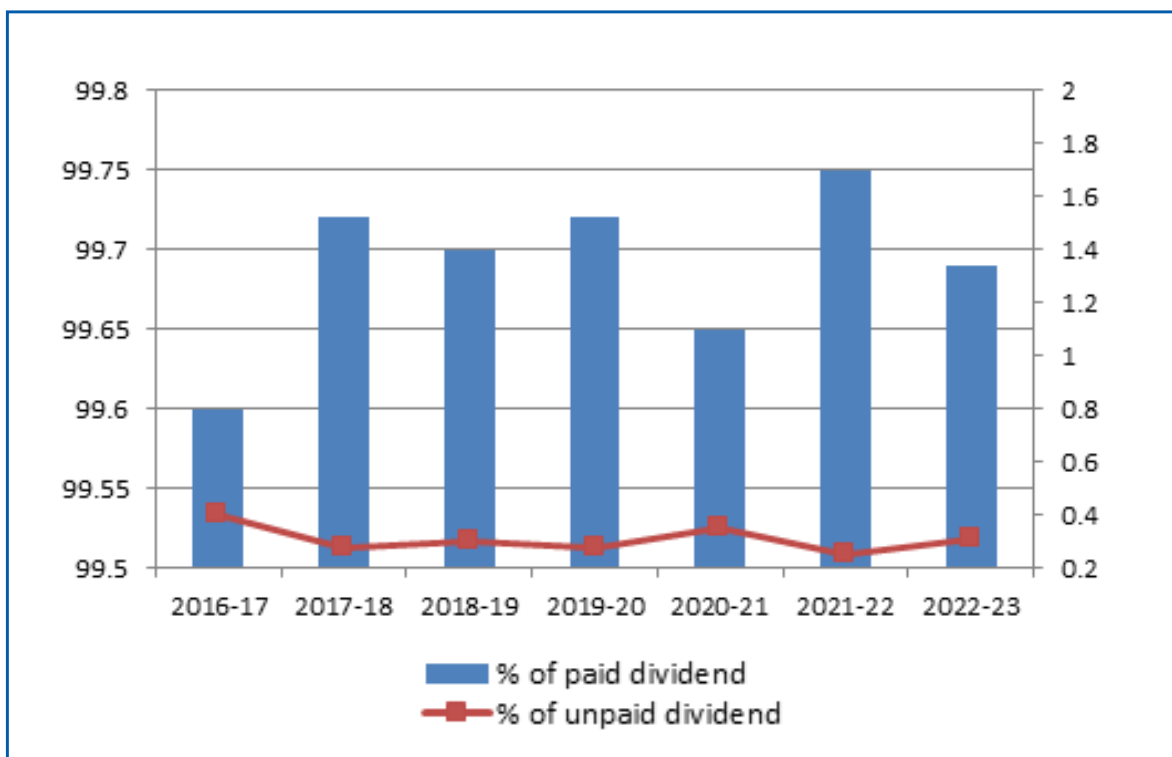
Effective follow-up by the Company has resulted in Unpaid Dividend being consistently equal or below 0.5% of the total dividend. As and when the shareholders update their KYC (Know your Customer) details, the dividend is paid to the

them. At the end of seven years, the unpaid dividend is transferred to Investor Education and Protection Fund (IEPF). The table and graph given below summarize the status of Unpaid Dividend.

DIVIDEND STATUS FOR THE LAST 7 YEARS

(₹In lakhs)

| SL No. | YEAR | SHARE CAPITAL | DIVIDEND % | DIVIDEND AMOUNT (Rs in lakhs) | DIVIDEND PAID | DIVIDEND UNPAID AS ON 31.3.2024 | % OF PAID DIVIDEND | % OF UNPAID DIVIDEND |
|--------|---------|---------------|------------|-------------------------------|---------------|---------------------------------|--------------------|----------------------|
| 1. | 2016-17 | 6921.06 | 75 | 5190.80 | 5170.02 | 20.78 | 99.60 | 0.40 |
| 2. | 2017-18 | 6921.06 | 50 | 3460.53 | 3450.61 | 9.92 | 99.71 | 0.29 |
| 3. | 2018-19 | 6921.06 | 75 | 5190.80 | 5175.01 | 15.79 | 99.70 | 0.30 |
| 4. | 2019-20 | 6921.06 | 60 | 4152.63 | 4141.03 | 11.60 | 99.72 | 0.28 |
| 5. | 2020-21 | 6921.06 | 30 | 2076.32 | 2069.03 | 7.23 | 99.65 | 0.35 |
| 6. | 2021-22 | 6921.06 | 40 | 2768.42 | 2761.64 | 6.78 | 99.76 | 0.24 |
| 7. | 2022-23 | 6921.06 | 50 | 3460.53 | 3449.73 | 10.80 | 99.69 | 0.31 |



17. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS AND OUTGO

The particulars required under Sec. 134(3) (m) of the Companies Act, 2013, read with the Rule 8 of The Companies (Accounts) Rules, 2014, is furnished in **Annexure III** to this Report.

18. HEALTH

An Occupational Health Centre (OHC) is functioning on round the clock basis in the Units of TNPL with requisite Medical Officers, Nurses, Pharmacists, ANM (Auxiliary Nursing Midwifery), Ambulance Services and Attenders to render Medical Assistance for the employees and their dependents. In addition, every Sunday, one Speciality/ Super Speciality Doctor from various branches visits the OHC. For Speciality/ Super Speciality treatments apart from facilities in OHC, employees are referred to outside hospitals for expertise treatment. In such case, company bears 50% of medical expenses and for remaining 50%, there is a tie up with an insurance company.

Further, company bears the entire medical expenses for nine (9) Serious Ailments. In order to avail medical treatment, one hundred and eighty (180) days of Special Leave is being sanctioned to those employees, who suffer from any one of the nine (9) serious Ailments. This apart, in case, one hundred and eighty (180) days of Special Leave got exhausted, an additional one hundred and eighty (180) days of special leave is also sanctioned on case to case basis.

To meet out the statutory requirements, cost free comprehensive Master Health Check-up is being carried out for the employees in a Super Speciality Hospital, when they attain the age of 40 years, 45 years, 50 years, 52 years, 54 years, 56 years, 58 years and 59 to 60 years. Every year, Audiometric test is being conducted to those employees, who are exposed to high noise areas. Once in two (2) years, eye test is being carried out for employees, who are in driving job.

This apart, as a part of preventive health care measures and Management of Chronic Conditions:

- (1) Breast Screening Camp was conducted for Women employees.
- (2) Heart Screening Camp was conducted for employees

TNPL is committed to take care of the health of employees thereby ensuring better productivity.

19. SAFETY

TNPL has adopted a clearly defined Occupational Health and Safety Policy. Suitable Personal Protective Equipments (PPE) are provided to all employees. Periodical Training Programs are conducted on handling of hazardous chemicals, material handling, usage of PPEs, electrical safety, road safety, first aid, fire fighting etc. to improve safety awareness among the employees including contract workmen. Caution boards, posters, slogans, Do's and Don'ts etc. are displayed at prominent places to promote safety at work places. Safety Committee with representatives from Management and Workmen has been constituted. Safety Committee meetings are conducted periodically and suggestions given to improve safety aspects are implemented.

Accidents and incidents are investigated and preventive / corrective actions are taken to avoid recurrence. Mill wide Safety Audit, HAZOP study and Risk Analysis are carried out periodically through experts in industrial safety and the recommendations are implemented. An updated On-site Emergency Plan (OEP) and Off-site Emergency Plan are available to mitigate emergencies. Periodic mock drills for hazardous chemical leakages and fire incident are conducted to ensure the effectiveness of emergency preparedness. The entire Mill is covered with fire hydrant points with pressurized water ring mains for fire fighting. Also different types of fire extinguishers according to the nature of fire are provided at strategic points since inception, TNPL has maintained an excellent safety record.

20. PARTICULARS OF EMPLOYEES

None of the employees of the company was in receipt of remuneration in excess of the limits prescribed under the Companies Act, 2013 and the rules framed there under. The information as required under Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the company, is annexed as **Annexure IV**.

21. CASH FLOW STATEMENT

As required under Regulation 34(2) (c) of the SEBI, LODR, a Cash Flow Statement prepared in accordance with the Indian Accounting Standard 7 (IND AS-7) forms part of this report.

22. EXPORT HOUSE STATUS

The Company continues to be accredited with Star Export House Status by the Government of India, Ministry of Commerce, Directorate General of Foreign Trade, in recognition of the export performance.

23. INDUSTRIAL AND PERSONNEL RELATIONS

TNPL continues to ensure an equitable, safe and secure environment for employees to work with dignity and to have healthy employee relations, thereby paving way for better productivity. Positive personnel relations and work culture built over the years have been once again evidenced in the smooth conduct of 8th occasion of Recognized Trade Union Election and in the 10th Wage Settlement & 2022-23 Bonus Settlement wherein all the Recognised Trade Unions (RTUs) have signed. This apart, due to the Cordial IR Climate, Provident Fund/ Industrial Canteen Committee members were selected without election. TNPL is proud to exude that there is no industrial unrest despite of having many Trade Unions. In spite of severe competition, enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry.

Since inception, TNPL is committed to provide the basis for sustainable development by

upholding ethical practice and promoting the economic and social aspirations of the people in the surrounding area to maintain cordial and healthy industrial relations that strike a balance between organisation's purpose and business needs and the bottom line work force.

24. ENHANCING SHAREHOLDERS' VALUE

Your Company believes in the importance of its Members who are among its most important stakeholders. Accordingly, your Company's operations are committed to the goal of achieving high levels of performance and cost effectiveness, growth building, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its stakeholders by ensuring that its corporate actions have positive impact on the socio-economic and environmental growth and development.

25. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

1. in the preparation of the annual accounts for the year ended 31st March, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. the Directors had selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the company for that period;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

4. the Annual Accounts were prepared for the financial year ended 31st March, 2024 on a going concern basis;
5. the Directors have laid down proper internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively;
6. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and are operating effectively.

26. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return will be made available on the Company's website at www.tnpl.com. The details forming part of the extract of the Annual Return in Form MGT 9 is attached as **(Annexure V)**.

27. MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE

The Report on Management Discussion and Analysis and the Report on Corporate Governance forming part of Boards' Report are attached as **(Annexures VI and VII)**.

As required by the SEBI, LODR, the Statutory Auditor's Certificate on Corporate Governance and a Declaration by the Chairman and Managing Director with regard to Code of Conduct are attached to the Report on Corporate Governance.

28. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI, LODR) with amendments to Regulation 34 vide Gazette notification no. SEBI/LAD-NRO/GN/2021/22 dated 5th May, 2021 introduced a new reporting called The 'Business Responsibility & Sustainability Reporting' (BRSR) for the top 1000

companies based on Market Capitalization of BSE and NSE for every financial year ending 31st March.

This reporting forms part of the Annual Report in line with the format prescribed by SEBI as required under Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as **(Annexure VIII)**.

For the financial year 2022-23, TNPL was one of the top 1000 companies as per the market capitalization and had disclosed BRSR in the Annual Report. Even though TNPL is not falling under the top 1000 listed companies for the financial year ended 31st March, 2024 as a continuing practice and good governance we have disclosed the same.

29. RELATED PARTY TRANSACTIONS

All Related Party Transactions during the financial year 2023-24 were on an arm's length basis and were in the ordinary course of business and were in compliance of the Companies Act, 2013 and SEBI, LODR. They have been disclosed in Note No. 39(d) of the financial statements. None of these transactions is likely to have a conflict with the company's interest.

There are no materially significant transactions with related parties during the year with Promoters, Directors, Key Managerial Personnel or other designated persons which are potentially conflicting with the interest of the Company at large.

The policy on Related Party Transactions is available on the Company's website at www.tnpl.com.

None of the Directors or Key Managerial Personnel have any pecuniary relationships or transactions vis-à-vis the Company.

Accordingly, the disclosures of Related Party Transactions required under section 134 (3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

30. SUBSIDIARIES / ASSOCIATES / JOINT VENTURES

The Company does not have any Subsidiaries / Associates / Joint Ventures.

31. CHANGE IN NATURE OF BUSINESS

There has been no change in the nature of business during the financial year under review

32. SECRETARIAL STANDARDS

The Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, (ICSI), New Delhi under Section 118 of the Companies Act, 2013

33. ANNUAL SECRETARIAL COMPLIANCE REPORT

Annual Secretarial Compliance Report issued by Practicing Company Secretary has to be filed with the Stock Exchanges as per Regulation 24 (a) of SEBI, LODR within 60 days of the end of the financial year. In this regard, the company has obtained the Report from M/s. R.Sridharan & Associates, Company Secretaries and filed with in the prescribed time limit.

34. INFORMATION TECHNOLOGY/CYBER SECURITY

TNPL has a SOC framework on Cyber Security with testing of dynamic, static, interactive web, mobile application on continuous basis with checklist including database level by specified intervals. Vulnerability Assessment and Penetration Testing are undertaken regularly. No Cyber Security incidents/ breaches / loss of data / documents has been reported during the financial year ended 31st March, 2024 .

35. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations.

36. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year and date of this report.

37. OBSERVATIONS OF THE STATUTORY AUDITOR

In respect of, observations of Statutory Auditors that, the E-Business Suite ('EBS') accounting software does not have audit trail enabled at the ' Database Level'. The Company has effective internal control process in place for any changes in Database level and is in the process of either buying a new software or develop in-house software so as to enable audit trail at the database level.

38. CEO / CFO CERTIFICATION

As required by Regulation 17(8) of the SEBI, LODR, a Certificate on the Financial Statements and Cash Flow Statement of the Company for the year ended 31st March, 2024 duly signed by the Chairman and Managing Director and Chief Financial Officer was submitted to the Board of Directors at their meeting held on 24th May, 2024.

39. DISCLOSURE REQUIREMENTS UNDER SECTION 134 OF THE COMPANIES ACT, 2013

As per the Companies Act, 2013 [Section 134(3)] the Boards Report shall include additional contents and disclosures. Accordingly such contents and disclosures has been made at appropriate places that forms part of this Report.

40. ACKNOWLEDGEMENT

The Board has pleasure in recording its appreciation for the assistance, co-operation and support extended to the company by the Government of India, Government of Tamil Nadu, Commercial Banks, participating Financial Institutions, Sugar Mills, Dealers, Farmers and Suppliers.

The Board also places on record its sincere appreciation of the positive response received from the Company's valued customers and thank them for their continued support.

The Company is grateful to all employees for their exemplary co-operation during the year. Their contribution has been truly outstanding. The Directors place on record their appreciation of the excellent effort made by every employee to enhance the company's performance in adverse market conditions. Finally, the Board of Directors sincerely thank the shareholding

community for their solid support and for the confidence they have reposed in the Company.

41. CAUTIONARY STATEMENT

Statements in the Boards' Report and the Management Discussion and Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. The Company cannot guarantee the accuracy of assumptions and the projected future performance of the Company. The actual results may materially differ from those expressed or implied in this report. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

For and on behalf of the Board

Dr M Sai Kumar, I.A.S.,
Chairman and Managing Director
DIN : 03605028

Place: Chennai
Date : 24th May 2024

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2023-2024

1. Brief outline on CSR Policy of the Company

This policy is framed with the larger objective of seeking comprehensive all round development of the area where TNPL's Units (I & II) are located, primarily in a radius of 5 to 10 km from the Unit locations at Kagithapuram and Mayanur in Karur district and Mondipatti in Thiruchirapalli district. TNPL also undertake holistic development on a pilot basis in adjoining areas. The broad sectors included in TNPL's CSR policy are:

1. Education
2. Health Care
3. Community Development & Infrastructure Development
4. Environment & Soil Quality
5. Culture and Heritage.

The primary focus will be the well being of all citizens in the area. The policy intends to provide the basis for sustainable development of the area. The policy recognizes that the Units cannot function in isolation but be socially responsible. It seeks to promote continuous dialogue with the community upholding ethical practices. The economic and social aspirations of the people in the area are to be recognized and promoted.

2. Composition of the CSR Committee as on 31st March, 2024

The CSR Committee was reconstituted twice on 11.08.2023 and 29.11.2023 and the following Directors are the members of the CSR Committee.

| Sl.No | Name of Director | Designation /Nature of Directorship |
|-------|---------------------------------------|-------------------------------------|
| 1 | Dr. M. Arumugam | Chairman |
| 2 | Thiru. P.B. Santhanakrishnan | Member |
| 3 | Dr. N. Sundaradevan, I.A.S., (Retd.,) | Member |
| 4 | Thiru. C. Vijayaraj Kumar, I.A.S., | Member |

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR activities approved by the Board of Directors are disclosed on the website of the Company

The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. Details of the CSR policy and projects or programs undertaken by the Company are available on links given below:

<https://www.tnpl.com/csr>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

| Sl. No | Financial Year | Amount available for set-off from preceding financial years (₹ In crore) | Amount required to be set off for the financial year if any (₹ In crore) |
|--------|----------------|--|--|
| Nil | | | |

6. Average net profit of the Company as per Section 135(5) of the Companies Act, 2013: ₹ 175.36 crore

7. a. Two percent of average net profit of the Company as per section 135(5) of the Companies Act, 2013 : ₹ 3.51 crore

- b. Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil

- c. Amount required to be set off for the financial year, if any : Nil

- d. Total CSR obligation for the financial year (7a+7b-7c) : ₹ 3.51 crore

9. (a) CSR amount spent or unspent for the financial year 2023-2024:

| Total Amount Spent for the Financial Year (₹ In crore) | Amount Unspent (₹ In crore) | | | | |
|--|---|------------------|---|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per Section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) | | |
| | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| 3.71 | NIL | - | - | NIL | - |

- (b) Details of CSR amount spent against ongoing projects for the financial year:

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | (9) | (10) | (11) | |
|---------|---------------------|---|---------------------|-------------------------|----------|------------------|---|---|--|--|--|-------------------------|
| Sl. No. | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local area (Yes/No) | Location of the project | | Project duration | Amount allocated for the project (₹ In crore) | Amount spent in the current financial Year (₹ In crore) | Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ In crore) | Mode of Implementation - Direct (Yes/No) | Mode of Implementation - Through Implementing Agency | |
| | | | | State | District | | | | | | Name | CSR Registration number |
| NIL | | | | | | | | | | | | |

(c) Details of CSR amount spent against other than ongoing projects for the financial year 2023-2024:

| (1) Sr. No. | (2) Name of the Project | (3) Item from the list of activities in Schedule VII to the Act | (4) Local Area (Yes/No) | (5) Location of the project | | (6) Amount spent for the project (₹ In Lakh) | (7) Mode of implementation-Direct (Yes/No) | (8) Mode of implementation - Through implementing agency | |
|----------------|--|--|----------------------------|--------------------------------|----------|---|---|---|-------------------------|
| | | | | State | District | | | Name | CSR registration number |
| 1. | Sponsoring of students to undergo diploma in paper technology at SIT, Trichy: | (ii) | Yes | Tamilnadu | Karur | 7.82 | Yes | - | - |
| 2. | Free Education to the downtrodden Children. | (ii) | Yes | Tamilnadu | Karur | 12.95 | Yes | - | - |
| 3. | Running Industrial Training Institute | (ii) | Yes | Tamilnadu | Karur | 67.07 | Yes | - | - |
| 4. | Sports Promotional Activities | (vii) | Yes | Tamilnadu | Karur | 3.36 | Yes | - | - |
| 5. | Special Coaching Class | (ii) | Yes | Tamilnadu | Karur | 0.66 | Yes | - | - |
| 6. | Developing Sports Activities | (vii) | Yes | Tamilnadu | Karur | 35.00 | Yes | - | - |
| 7. | Special Medical Camps, Monthly Mobile Medical Camps And Blood Donation Camps | (i)(xii) | Yes | Tamilnadu | Karur | 13.44 | Yes | - | - |
| 8. | Community Development & Infrastructure Development - Police Constable Selection Training, Computer, Tailoring, Typewriting classes, Supplying Drinking water, Construction, renovation of Govt. Buildings and assistance., | (i)(ii)(iii) | Yes | Tamilnadu | Karur | 201.59 | Yes | - | - |
| 9. | Environment & Sanitation -Greenery Development | (iv) | Yes | Tamilnadu | Karur | 13.96 | Yes | - | - |
| 10. | Culture & Heritage | (v) | Yes | Tamilnadu | Karur | 15.00 | Yes | - | - |

(d) Amount spent in Administrative Overheads: Nil
(e) Amount spent on Impact Assessment, if applicable: NIL

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : 3.71 Crore

(g) Excess amount for set off, if any

| Sl. No. | Particulars | Amount (₹ In crore) |
|---------|---|---------------------|
| (i) | Two percent of average net profit of the Company as per Section 135(5) | 3.51 |
| (ii) | Total amount spent for the Financial Year | 3.71 |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | 0.20 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | Nil |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | - |

9. (a) Details of Unspent CSR amount for the preceding three financial years:

| Sl. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under Section 135 (6) (₹ In crore) | Amount spent in the reporting Financial Year (₹ In crore) | Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any | | | Amount remaining to be spent in succeeding financial years (₹ In crore) |
|---------|--------------------------|--|---|---|---------------------|------------------|---|
| | | | | Name of the Fund | Amount (₹ In crore) | Date of transfer | |
| NIL | | | | | | | |

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 |
|---------|------------|---------------------|---|------------------|---|--|---|--|
| Sl. No. | Project ID | Name of the Project | Financial Year in which the project was commenced | Project duration | Total amount allocated for the project (₹ In crore) | Amount spent on the project in the reporting Financial Year (₹ In crore) | Cumulative amount spent at the end of reporting Financial Year (₹ In crore) | Status of the project - Completed /Ongoing |
| NIL | | | | | | | | |

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)

- (a) Date of creation or acquisition of the capital asset(s) : NIL
- (b) Amount of CSR spent for creation or acquisition of capital asset : NIL
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. : Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) : Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5) of the Companies Act, 2013 : Not Applicable

Dr. M. Sai Kumar, IAS
Chairman and Managing Director
DIN: 03605028

Dr. M. Arumugam
Chairman, Corporate Social Responsibility Committee
DIN: 01439166

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended]

The Members,

TAMILNADU NEWSPRINT AND PAPERS LIMITED

CIN:L22121TN1979PLC007799
67, MOUNT ROAD, GUINDY,
CHENNAI - 600 032

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TAMILNADU NEWSPRINT AND PAPERS LIMITED** [Corporate Identification Number: L22121TN1979PLC007799] (hereinafter called "the Company") for the financial year ended 31st March, 2024. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained

by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Company has complied with the applicable provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowings. There was no Foreign Direct Investment and Overseas Direct Investments during the year under review;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (not applicable during the year under review);

- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;(not applicable during the year under review);
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (not applicable during the year under review);
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;(Not applicable as the company is not registered as Registrar to an Issue and Share transfer Agent during the year under review);
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (not applicable during the year under review); and
- i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (not applicable during the year under review)
- (vi) The Management has identified and confirmed the following Laws as being specifically applicable to the Company:
1. Factories Act, 1948;
 2. Labour laws and other incidental laws related to labour and employees appointed by the Company including those on contractual basis as relating to wages, gratuity, prevention of sexual harassment, dispute resolution, welfare, provident fund, insurance, compensation, etc.;
 3. Industries (Development & Regulation) Act, 1951;
 4. Acts relating to consumer protection including The Competition Act, 2002;
 5. Acts and Rules prescribed under prevention and control of pollution;
 6. Acts and Rules relating to Environmental protection and energy conservation;
 7. Acts and Rules relating to hazardous substances and chemicals;
 8. Acts and Rules relating to electricity, fire, petroleum, drugs, motor vehicles, explosives, boilers etc.;
 9. Acts relating to mining activities;
 10. Acts relating to protection of IPR;
 11. The Information Technology Act, 2000;
 12. Land revenue laws and
 13. Other local laws as applicable to various plants and offices.
- We believe that the audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to the explanations given to us, we believe that the compliance management system of the Company is adequate to ensure compliance of laws as mentioned above.
- We have also examined compliance with the applicable clauses/ regulations of the following:
- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) (revised effective from October 1, 2017) and Guidance Note on Meetings of the Board of Directors and General Meetings (revised) issued by The Institute of Company Secretaries of India.
 - (ii) The Uniform Listing Agreement entered with BSE Limited and National Stock Exchange of India Limited pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. (hereinafter referred to as "Listing Regulations")
- During the period under review, the Company has complied with the provisions of the Act, Rules,

Regulations, Guidelines, Standards, etc. issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India and such other regulatory authorities for such acts, rules, regulations, standards etc. as mentioned above except to the extent as mentioned below:

1. The Company did not have Woman Independent Director on its Board as required under second proviso of sub-section(1) of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 (1) (a) of SEBI Listing Regulations for the period from 1st July, 2023 to 26th November, 2023. However as per the information and explanations provided, the Company has appointed Mrs. M Sathiyavathy as the Independent Director of the Company with effect from 27th November, 2023.
2. The Company did not have a properly constituted Nomination and Remuneration committee as required under Regulation 19 (1) (c) of SEBI Listing Regulations for the period from 1st July, 2023 to 28th November, 2023. However as per the information and explanations provided, the Company has reconstituted the Nomination and Remuneration committee in compliance with the said provisions of the Listing Regulations.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors, Woman Independent Director and Independent Director except to the extent as mentioned above. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and Listing Regulations except to the extent as mentioned above.

Adequate notice is given to all Directors before the schedule of the Board/Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Notes on agenda which are circulated less than the specified period, the necessary compliances under the Companies Act, 2013, Secretarial Standards on Meetings of Board of Directors and Listing Regulations are complied with.

During the year under review, the Directors/ Members who have participated in the Board/ Committee meetings through Video Conferencing were properly covered and recorded in compliance with the provisions of Section 173(2) of the Act read with Rule 3 of Companies (Meetings of Board and its Powers) Rules, 2014. Further, the Circulars, Regulations and Guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India and other relevant regulatory authorities pertaining to Board/ Committee meetings, General Meetings and other provisions of the Act, Rules and Regulations have been complied with by the Company.

Based on the verification of the records and minutes, the decisions were carried out with the consent of the Board of Directors/ Committee Members and none of the Director / Members of the Committee dissented on the decisions taken at such Board/ Committee Meetings. Further, in the minutes of the General Meeting, the number of votes cast against the resolution(s) by the members have been recorded.

We further report that based on the review of compliance mechanism established by the Company and on the basis of our review and audit of the

records and books, we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

We further report that the above-mentioned Company being a listed entity this report is also issued pursuant to Regulation 24A of the Listing Regulations as amended and circular No.CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by Securities and Exchange Board of India.

We further report that as per the information and explanations provided by the Management, the Company does not have any Material Unlisted Subsidiary(ies) Incorporated in India as defined in Regulation 16(1)(c) and Regulation 24A of the Listing Regulations as amended during the period under review.

We further report that that during the audit period, no event/ action having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. have taken place.

For **R.SRIDHARAN & ASSOCIATES**
COMPANY SECRETARIES

CS R SRIDHARAN

CP No. 3239

FCS No. 4775

PR NO.657/2020

UIN: S2003TN063400

UDIN:F004775F000407925

PLACE : CHENNAI
DATE : 24th MAY, 2024

This report is to be read with our letter of even date which is annexed as "ANNEXURE -A" and forms an integral part of this report.

ANNEXURE - A

The Members,

TAMILNADU NEWSPRINT AND PAPERS LIMITED

CIN:L22121TN1979PLC007799

67, MOUNT ROAD, GUINDY,

CHENNAI- 600032

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records as per the Auditing Standards (CSAS-1 to CSAS-4) and Guidance Notes on ICSI Auditing Standards and Guidance Note on Secretarial Audit issued by The Institute of Company Secretaries of India. The verification was done to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as well as correctness of the values and figures reported in various disclosures and returns as required to be filed by the company under the specified laws.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. It is the responsibility of the management of the company to devise proper systems to ensure compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards and to ensure that the systems are adequate and operate effectively. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **R.SRIDHARAN & ASSOCIATES**
COMPANY SECRETARIES

CS R SRIDHARAN

CP No. 3239

FCS No. 4775

PR NO.657/2020

UIN: S2003TN063400

UDIN:F004775F000407925

PLACE : CHENNAI

DATE : 24THMAY, 2024

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

Pursuant to Regulation 34 (3) read with Schedule V Para-C Sub clause (10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

The Members,

TAMILNADU NEWSPRINT AND PAPERS LIMITED

CIN:L22121TN1979PLC007799

67, MOUNT ROAD, GUINDY,

CHENNAI- 600032

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **TAMIL NADU NEWSPRINT AND PAPERS LIMITED (CIN: L22121TN1979PLC007799)** having its Registered Office at 67, Mount Road, Guindy, Chennai – 600032 (hereinafter referred to as “The Company”) produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Part-C Sub clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our knowledge and according to the verifications (including Director Identification Number (DIN) Status at the portal www.mca.gov.in) and based on such examination as well as information and explanations furnished to us, which to the best of our knowledge and belief were necessary for the purpose of issue of this certificate and based on such verification as considered necessary, we hereby certify that none of the Directors as stated below on the Board of the Company as on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such other statutory authority.

| S.NO | DIN | Name of the Director | Designation | Date of Appointment |
|------|----------|-------------------------------------|--------------------------------------|---------------------|
| 1. | 03605028 | Dr. M. Sai Kumar, I.A.S., | Chairman & Managing Director | 12/06/2022 |
| 2. | 00912475 | Mr. C. Vijayaraj Kumar, I.A.S., | Non- Executive Nominee Director | 13/02/2023 |
| 3. | 01726117 | Mr. V. Arun Roy I.A.S., | Non- Executive Nominee Director | 10/11/2023 |
| 4. | 06702233 | Mr. J. Kumaragurubaran, I.A.S., | Non- Executive Nominee Director | 10/11/2023 |
| 5. | 00223399 | Dr. N Sundaradevan, I.A.S., (Retd.) | Non-Executive - Independent Director | 12/09/2022 |
| 6. | 01439166 | Dr. M. Arumugam | Non-Executive - Independent Director | 19/09/2019 |
| 7. | 03213653 | Mr. P. B. Santhanakrishnan | Non-Executive - Independent Director | 19/09/2019 |
| 8. | 02357307 | Mrs. M Sathiyavathy I.A.S., (Retd.) | Non-Executive - Independent Director | 27/11/2023 |

Ensuring the eligibility of, for the appointment/ continuity of, every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **R.SRIDHARAN & ASSOCIATES**
COMPANY SECRETARIES

CS R SRIDHARAN

CP No. 3239

FCS No. 4775

PR NO.657/2020

UIN: S2003TN063400

UDIN:F004775F000407925

PLACE : CHENNAI

DATE : 24THMAY, 2024

**PARTICULARS UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013
READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014.**

REPORT ON ENERGY CONSERVATION FOR THE FINANCIAL YEAR 2023-2024

I (A) Energy Conservation Measures taken

Unit I - Paper

1. Introduction of VFD in Water pump to Warm water in PM#2 resulted in power saving of 97,800 units and cost saving of Rs.5.93 Lakhs.
2. Introduction of VFD for CB chest Pump in PM#2 resulted in power savings of 1,42,080 units and cost savings of Rs.8.61 Lakhs.
3. Stopping of warm water make up pump by diverting 6.0 bar recirculation line to warm water tank in PM #3 resulted in annual power saving of 1,18,800 units and cost saving of Rs.7.20 Lakhs.
4. Stopping of 6.0 bar pump by providing interconnection between WTP water supply line and 6 bar delivery line to conserve power in PM #3 resulted in annual power saving of 1,98,000 units and cost saving of Rs.12.00 Lakhs.
5. Introduction of VFD for CLO2 transfer pump and downsizing the motor capacity from 18.5 KW to 15KW resulted in power saving of 14,520 units and cost saving of Rs.0.88 Lakhs.
6. Introduction of VFD for PV Fan#1 (100F007A) in PM#1 resulted in power savings of 1,41,130 units and cost savings of Rs.8.55 Lakhs.
7. Introduction of VFD for PV Fan#2 (100F007B) in PM#1 resulted in power savings of 73,778 units and cost savings of Rs.4.47 Lakhs.
8. Provision of VFD for White Liquor supply pump 1 & 2 motor in causticizer plant resulted in power saving of 95,616 units and cost saving of Rs.5.79 Lakhs.
9. Downsizing of SCBL Agitator Motor (4 Nos) from 15KW to 7.5KW at Evaporator#1 Plant resulted in power saving of 1,58,400 units and cost saving of Rs.9.60 Lakhs.
10. Provision of VFD for WBL feed pump in evaporator#1 plant resulted in power saving of 65,040 units and cost saving of Rs.3.94 Lakhs.
11. Replacement of High Power consumption MH fittings with LED fittings in SRP resulted in power saving of 40,077 units and cost saving of Rs.2.43 Lakhs.
12. Replacement of 562 Nos. of 36 W fluorescent lamps with 18 W LED lamps in Energy Dept. resulted in annual power saving of 27,313 Units and cost saving of Rs.1.66 Lakhs.
13. Replacement of 190 Nos. of 150 W MH Lamps with 40 W LED lamps in Energy Dept. resulted in annual power saving of 56,482 Units and cost saving of Rs.3.42 Lakhs.
14. Replacement of 127 Nos. of 400 W MH Lamps with 250 W LED lamps in Energy Dept. resulted in annual power saving of 47,592 Units and cost saving of Rs.2.88 Lakhs.
15. Replacement of 90 Nos. of 400 W MH Lamps with 250 W LED lamps at Colony Play Ground areas which resulted in power saving of 10,090 Units and cost saving of Rs.0.61 Lakhs.
16. Optimizing the operation of Reel Pulper Agitator during broke feeding in Paper Machine#3 resulted in annual power saving of 2,37,600 Units and cost saving of Rs.14.40 Lakhs.
17. Optimizing the operation of PDS Pulper Agitator during broke feeding in Paper Machine#3 resulted in annual power saving of 2,37,600 Units and cost saving of Rs.14.40 Lakhs.
18. Installation of additional De-super heating in Boiler#6 PSH 1C inlet resulted in annual imported coal saving of 1562.45 MT and cost saving of Rs. 109.22 Lakhs.

19. 275 MT of Wood Dust consumption in Power Boilers resulted in saving of 173 MT of Imported Coal and the cost saving of Rs.12.09 Lakhs.
20. 3,96,039 M³ of Bio Gas consumption in Power Boilers resulted in annual saving of 707 MT of Imported Coal and the cost saving of Rs.49.42 Lakhs .
21. 74,40,402 M³ of Bio Gas consumption in Lime Kiln resulted in annual saving of 4464.24 KL of Furnace oil and the cost saving of Rs.2,078.10 Lakhs .
22. Downsizing of Turbo Air compressor cooling water pump from 90 KW to 55 KW resulted in annual power saving of 93,307 Units and cost saving of Rs.5.65 Lakhs.
23. Optimising the Air Drier operation, based on demand pattern of Instrument air, resulted in annual power saving of 1,18,933 Units and the cost saving of Rs.7.21 Lakhs.
24. Optimization of Co-Gen Cooling Tower fan operation by utilizing seasonal effects resulted in annual power saving of 1,04,717 Units and cost saving of Rs.6.35 Lakhs.
25. Optimization of Paltech Cooling Tower fan operation by utilizing seasonal effects resulted in annual power saving of 8,910 Units and cost saving of Rs.0.54 Lakhs.
26. Downsizing of Soft water transfer pump from 55 KW to 30 KW resulted in annual power saving of 1,75,200 Units and cost saving of Rs.10.62 Lakhs.
27. Downsizing of Evaporator#1 SCBL Tank Agitator motor (1 No) in SRP from 15 KW to 7.5 KW resulted in annual power savings of 52,560 Units and cost savings of Rs.3.19 Lakhs.
 - a) Cost savings by energy conservation measures - Rs. 2389.15 Lakhs
 - b) Additional investment incurred for implementing the above proposals - Rs. 47.51 Lakhs
 - c) Impact of measures at (a) - (b) in reduction of energy consumption - Rs. 2341.64 Lakhs
 - d) Impact on the cost of - production per ton of paper Rs. 553.92

UNIT II – Packaging Board

1. Through the utilization of 27,522 MT of wood dust in our Power Boilers, we successfully reduced our reliance on fossil fuels, specifically imported coal, by 18,007 MT. This endeavor yielded substantial cost savings amounting to Rs. 1270 Lakhs, calculated based on the weighted average Gross Calorific Value of Imported Coal and its landed cost, standing at 4043 Kcal/kg and Rs. 6791/MT respectively.
2. Incinerating 1587 MT of dried ETP Sludge in our Power Boilers facilitated a decrease in our consumption of fossil fuels, particularly imported coal, by 462 MT. This strategic action led to significant cost savings amounting to Rs. 32.57 Lakhs, calculated based on the weighted average Gross Calorific Value of Imported Coal and its landed cost, standing at 4043 Kcal/kg and Rs. 6791/MT respectively.
3. Initially, the New Instrument Air dryer¹ was equipped with two heaters (25 kW and 47 kW) to control air dew point temperature. Through plant operations optimization, it was determined that only the 25 kW heater was necessary to maintain the desired dew point temperature. As a result, the 47 kW heater was deactivated and retained for emergency purposes. Presently, solely the 25 kW heater is operational, even during prolonged rainy periods, without compromising the dew point. This modification yields an annual savings of approximately Rs. 17.63 Lakhs.
4. Optimizing the operation of Turbine 1 and 2 ACC fans to leverage seasonal effects has led to an annual power saving of 4,90,560 units, translating to cost savings of Rs. 27.62 Lakhs.
5. Optimizing the operation of VAM Cooling Towers by leveraging seasonal effects has yielded annual power savings of 2,23,488 units, resulting in cost savings of Rs. 12.76 Lakhs.
6. Power drawal from the Grid is being reduced considerably by the wheeling of green power

generated from our Devarkulam Windfarm by entering into an Energy Wheeling Agreement with TNEB for 2 x 1.25 MW Wind power to Perugamani water head works. Due to this, the annual power saving is 29.94 Lakh Units and the annual cost savings is Rs. 140.31 Lakhs.

7. Power drawal from Grid is being reduced considerably by wheeling of green power generated from our Devarkulam Windfarm by entering into an Energy Wheeling Agreement with TNEB for 2.5 MW Wind Power to TNPL Unit II during December, 2023. Due to this, the estimated annual power savings will be 36 Lakh units and annual cost savings will be Rs. 98 Lakhs.
8. Replacement of 235 Nos. of 70W MH Lamp with 40W LED light fittings, 170 Nos. of 120W MH street light fittings with 70W LED fittings, 34 Nos. of 150W MH lamp with 120W LED fittings, 25 Nos. of 250W MH lamp with 150W LED fittings and 16 Nos. of 400W MH lamp with 250W LED fittings at WTP/CHP/ETP in Energy department resulted in annual power saving of 1, 01,660 Units and its cost savings of Rs. 5.80 Lakhs.
9. Replacement of 100 Nos. of 70W MH Lamps with 40W LED light fittings, 80 Nos. of 150W MH street light fittings with 70W LED fittings and 70 Nos. of 250W MH lamps with 120W LED fittings at Boiler and Turbine areas in Energy department resulted in annual power saving of 67,525 Units and its cost savings of Rs 3.86 Lakhs.
10. By upgradation of 2 Nos. of 15 KW DM water motors into 18.5 KW motors at WTP, we have maintained the required pressure with 1 No. of 18.5KW motor and stopped the running of 2 Nos. of 15KW motors. It resulted in an annual power saving of 1, 00,740 Units and a cost saving of Rs. 5.75 Lakhs.
11. By installing power capacitors across 55KW collect well motors at Perugamani Pump house to improve the voltage drop across the motors and the current taken by the motor has been reduced by 10 to 15A for each motor. It has resulted in an annual power saving of 97,734 Units and a cost saving of Rs. 5.58 Lakhs.
12. In Lime Kiln ESP depending on the emission value, wrappers hammering timings were adjusted & as well as mA settings were reduced. Power savings on this account is 1,58,400 units with cost savings of Rs. 9.04 Lakhs.
13. 8 Nos. of Fan Coil units were replaced in place of the existing 6 Nos. of split AC at various locations at UNIT - II. Due to this, the annual saving in power is 88265 units and the corresponding cost saving is Rs. 5.04 Lakhs.
14. At the Soda Recovery Plant, the Recovery Boiler Hot well pumps 1 & 2 (90 kW) motors underwent a significant upgrade with the installation of VFDs, replacing the conventional DOL starters. This transformative step has resulted in saving 3,31,200 units of power annually, equivalent to a substantial cost savings of Rs. 18.91 Lakhs.
15. As a result of the process control measures implemented in BM#4, there has been an annual reduction of 7020 units in power consumption, leading to a corresponding cost saving of Rs. 0.42 Lakhs.
16. Replacement of 5.5 KW motor of 3000 rpm with 1500 rpm at Pulp Mill has resulted in a reduction of load current. Due to this, the annual saving in power is 7920 units and the corresponding cost saving is Rs. 0.45 Lakhs.
17. Introducing a two-way switch for controlling ideal on-time lighting at +8.8 mtr level of pulp mill MCC has resulted in annual savings of 11458 units and its cost saving is Rs. 0.65 Lakhs.
18. Optimization of cooling fan operation in 48 nos. of Pulp mill VFDs, resulted in annual energy savings of 9181 units and its cost saving is Rs 0.52 Lakhs.

(B) RESEARCH & DEVELOPMENT (R&D) AND TECHNOLOGY ABSORPTION

1. UNIT I – PULPING AND BLEACHING

The various Research and Development (R & D) measures were carried out during the year 2023-2024 and the benefits achieved are detailed below.

1.1 DEFOAMER CHEMICAL TRIAL IN HWEFC & CBECF:

Defoamer application has adopted in twin roll Press filtrates of EOP and Presses (1,2&3) in the streets of HWEFC and CBECF to reduce the foaming issues and the consistency fluctuation.

BENEFITS:

- ❖ *The Defoamer application has resolved the foaming issues and fiber carry over in filtrate.*

1.2 ORGANIC BIOCIDES ADDITION IN WET LAP PULP:

To preserve the wet lapped pulp quality during longer storage from the microbial growth, based upon lab study R&D recommended the suitable biocide in the Wet lap machine system.

BENEFITS:

- ❖ *Introduction of the biocide in the wet lap pulp has resulted significant performance in the pulp quality during the longer storage with respect to slime growth. Strategically this biocide application in the wet lap has served a good quality pulp during last year's major revamping of RB3 healthiness restoration.*

1.3 ENVIRONMENTALLY BENIGN INITIATIVES:

To reduce detrimental load in environment, enzymatic deinking was attempted in recycle fiber line to reduce the sodium load by reducing the caustic usage in Pulper and under trial phase.

A pro-biotic based additive was identified to replace the existing chemical based additive. The plant trials are scaling up to reduce the Active Alkali consumption in the cooking of virgin pulp using the pro-biotic based additive.

The additive application is being extended to Oxygen delignification stage (ODL) to assess the performance.

1.4 REDUCTION OF SAND CONTENT IN BAGASSE FINAL PULP:

Inevitable issues such as sand carryover in Bagasse and subsequent final pulp are being addressed with effective treatment process such as Physio-Chemical Process. A mechanical purging followed by suitable polymer treatment, the sand content of the pulp is controlled.

2. UNIT - I PAPER MACHINE

2.1 NEW PRODUCT DEVELOPMENT:

A new product "OPAL" has been successfully developed for one of TNPL's promising customer and validated during the 2023-24 and the customer is satisfied with the quality provided. We are getting continuous market orders and the product is commercialized.

2.2 NEW PROPOSALS:

There are some new product proposals such as Cartridge paper and Lower GSM single layer cup stock base paper are in pipe line which shows promising figures in terms of volume and market.

2.3 PROCESS IMPROVEMENTS:

The biocide application has been extended to the recycled fiber line to control sulfur reducing bacteria and thus dirt count in the final paper by maintaining the system hygiene.

BENEFITS:

- ❖ *A significant improvement noticed in the paper cleanliness*

3. RECOVERY ISLAND AND ENERGY

3.1 ANTISCALANT TRIAL:

To enhance performance of evaporator, Antiscalant trial has been carried out and resulted in the improving steam economy. The ΔT was not increased by more than 10°C at Calendria - 5 and thereby sustaining the feed rate.

3.2 BIOMASS DRYER:

To conserve the fossil fuel and to increase the boiler efficiency, TNPL is exploring the feasibility of biomass dryer system for our in-house generated Bagasse pith. The pith drying trial has been conducted and reduces the moisture content of the Bagasse pith.

4. FUTURE PROJECTS

- ❖ Reduce the black liquor volume per ton of bleached pulp from the pulp mills to soda recovery evaporator.
- ❖ Recovery of water from the filtrates generated from the pulping processes by implementing minimum liquid discharge program.
- ❖ Diversification of product portfolio from regular writing and printing paper to contemporary paper products such as Base paper for cup stock, Base paper for Cutlery and Cartridge paper for drawing sheet.
- ❖ Proposed to recover the valuable fibers from paper machine waste water stream by adopting latest technology.
- ❖ Improvement in the cleaning and screening system at paper machine 1&2.
- ❖ Reduction of the fiber ratio per Ton of paper.

5 EXPENDITURE ON R&D

| | |
|--|-------------|
| | (₹ In lakh) |
| a) Capital | 50.88 |
| b) Recurring | 1,850.19 |
| c) Total | 1,901.07 |
| d) Total R&D expenditure as a percentage on turnover | 0.41% |

I (C) FOREIGN EXCHANGE EARNINGS

a. Activities relating to Exports

During the year company exported 88,525 MT of Paper and Paper Board to more than 60 countries.

b. Foreign Exchange Earnings

| | |
|-----------------------------------|-------------|
| | (₹ In lakh) |
| Export of PWP & Board (C&F value) | 60,657.35 |

I (D) FOREIGN EXCHANGE OUTGO

a. Imports (on CIF basis)

| | |
|-------------------------------------|------------------|
| | (₹ In lakh) |
| Raw materials | 40,121.58 |
| Components, Spare parts & Chemicals | 2,231.75 |
| Imported coal | 47,678.78 |
| Total | 90,032.11 |

b. Other than imports

| | |
|-----------------------------------|-----------------|
| | (₹ In lakh) |
| Engineering & Supervision charges | 64.37 |
| Interest | 1,259.32 |
| Total | 1,323.69 |

Annexure IV

**Disclosure pursuant to Rule 5 of Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

The information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. The ratio of the remuneration of each Director/Key Managerial Personnel (KMP) to the Median remuneration of the employees of the Company for the financial year.

| Sl. No. | Name of Director | Designation | Ratio to median Remuneration |
|---------|------------------------|---|------------------------------|
| 1. | Dr M Sai Kumar I.A.S., | Chairman and Managing Director | 4.75 |
| 2. | Tmt Sathya Ananth | Chief General Manager (Finance) & Chief Financial Officer | 6.88 |
| 3. | Tmt Anuradha Ponraj | Company Secretary & Compliance Officer | 2.46 |

b. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year.

| Sl. No. | Name of Director | Designation | % increase in remuneration in the financial year |
|---------|------------------------|---|--|
| 1. | Dr M Sai Kumar I.A.S., | Chairman and Managing Director | 5.74% |
| 2. | Tmt Sathya Ananth | Chief General Manager (Finance) & Chief Financial Officer | 76.38% |
| 3. | Tmt Anuradha Ponraj | Company Secretary & Compliance Officer | 83.05% |

** Note: The Non-Executive Directors of the Company are entitled for sitting fees as per the statutory provisions and within the limits prescribed under the Companies Act, 2013 and Rules made there under. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the purpose above.

c. The percentage increase in the Median remuneration of Employees in the Financial Year: 5.93%

d. The number of permanent employees on the rolls of Company: (31st March 2024): 3232

e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

For the financial year 2023-24, excluding KMPs, the total count is 3229 and remuneration is Rs .363.04 Crore. For the year 2022-23, excluding the KMPs, the total head count is 2427 and remuneration is Rs. 272.47 Crore. Thus, increase in remuneration of employees other than KMPs is Rs. 33.24% during the financial year 2022-23 over financial year 2023-24.

f. Affirmation that the remuneration is as per the remuneration policy of the company:

The Company affirms remuneration as per the remuneration policy of the Company.

g. The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. : NIL

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|----|---|--|
| 1. | CIN | L22121TN1979PLC007799 |
| 2. | Registration Date | 16 th April, 1979 |
| 3. | Name of the Company | Tamil Nadu Newsprint and Papers Limited |
| 4. | Category / Sub-Category of the Company | Public Company Limited by Shares |
| 5. | Address of the Registered office and contact details | 67, Mount Road, Guindy, Chennai - 600032 Phone : 044-22354417 Email: invest_grievances@tnpl.co.in |
| 6. | Whether listed company (Yes/No) | Yes |
| 7. | Name, Address and Contact details of Registrar and Share Transfer Agent, if any | M/s. Cameo Corporate Services Limited. V Floor, Subramanian Building, No.1, Club House Road, Chennai - 600002 Tel. No. 044 - 28460390, 28460395 Fax No.: 044 - 28460129 E-mail : cameo@cameoindia.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product / service | % to total turnover of the company |
|---------|--|-----------------------------------|------------------------------------|
| 1. | Paper and Board | 17093, 17016 | 98% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sl. No. | Name And Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of Shares Held | Applicable Section |
|----------------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| Not Applicable | | | | | |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

| Category code | Category of Shareholder | No. of shares held at the beginning of the year | | | | No. of shares held at the end of the year | | | | % Change during the year |
|---------------|---|---|----------|-----------------|-------------------|---|----------|-----------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. | SHAREHOLDING OF PROMOTER AND PROMOTER GROUP | | | | | | | | | |
| 1. | INDIAN | | | | | | | | | |
| a. | INDIVIDUALS/HINDU UNDIVIDED FAMILY | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| b. | CENTRAL GOVERNMENT/ STATE GOVERNMENT(S) | 24444900 | 0 | 24444900 | 35.3195 | 24444900 | 0 | 24444900 | 35.3195 | 0.0000 |
| c. | BODIES CORPORATE | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| d. | FINANCIAL INSTITUTIONS/ BANKS | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| e. | ANY OTHER | | | | | | | | | |
| | SUB - TOTAL (A)(1) | 24444900 | 0 | 24444900 | 35.3195 | 24444900 | 0 | 24444900 | 35.3195 | 0.0000 |
| 2. | FOREIGN | | | | | | | | | |
| a. | INDIVIDUALS (NON-RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS) | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| b. | BODIES CORPORATE | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| c. | INSTITUTIONS | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| d. | QUALIFIED FOREIGN INVESTOR | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| e. | ANY OTHER | | | | | | | | | |
| | SUB - TOTAL (A)(2) | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2) | 24444900 | 0 | 24444900 | 35.3195 | 24444900 | 0 | 24444900 | 35.3195 | 0.0000 |

| Category code | Category of Shareholder | No. of shares held at the beginning of the year | | | | No. of shares held at the end of the year | | | | % Change during the year |
|---------------|--|---|---------------|-----------------|-------------------|---|---------------|-----------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| B. | PUBLIC SHAREHOLDING | | | | | | | | | |
| 1. | INSTITUTIONS | | | | | | | | | |
| a. | MUTUAL FUNDS/UTI | 7270180 | 0 | 7270180 | 10.5044 | 8300241 | 0 | 8300241 | 11.9927 | 1.4882 |
| b. | FINANCIAL INSTITUTIONS/ BANKS | 2474241 | 1400 | 2475641 | 3.5769 | 1962325 | 1400 | 1963725 | 2.8373 | -0.7396 |
| c. | CENTRAL GOVERNMENT/ STATE GOVERNMENT(S) | 2453950 | 354630 | 2808580 | 4.0580 | 2453950 | 354630 | 2808580 | 4.0580 | 0.0000 |
| d. | INSURANCE COMPANIES | 810117 | 400 | 810517 | 1.1710 | 441473 | 400 | 441873 | 0.6384 | -0.5326 |
| e. | FOREIGN INSTITUTIONAL INVESTORS | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| f. | FOREIGN VENTURE CAPITAL INVESTORS | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| g. | QUALIFIED FOREIGN INVESTOR | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | ANY OTHER | | | | | | | | | |
| | FPI (INDIVIDUAL) CATEGORY II- | 160 | 0 | 160 | 0.0002 | 0 | 0 | 0 | 0.0000 | -0.0002 |
| | Foreign Portfolio Investor (Corporate) Category I | 2787268 | 0 | 2787268 | 4.0272 | 2854794 | 0 | 2854794 | 4.1247 | 0.0975 |
| | Foreign Portfolio Investor (Corporate) Category II | 14897 | 0 | 14897 | 0.0215 | 377758 | 0 | 377758 | 0.5458 | 0.5242 |
| | | 2802325 | 0 | 2802325 | 4.0489 | 3232552 | 0 | 3232552 | 4.6706 | 0.6216 |
| | SUB - TOTAL (B)(1) | 15810813 | 356430 | 16167243 | 23.3594 | 16390541 | 356430 | 16746971 | 24.1971 | 0.8376 |
| 2. | NON-INSTITUTIONS | | | | | | | | | |
| a. | BODIES CORPORATE | 8947821 | 175680 | 9123501 | 13.1822 | 9370670 | 173980 | 9544650 | 13.7907 | 0.6085 |
| | INDIVIDUALS - | | | | | | | | | |
| | I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH | 8837473 | 233486 | 9070959 | 13.1063 | 8408415 | 214392 | 8622807 | 12.4587 | -0.6475 |
| | II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH | 9050523 | 0 | 9050523 | 13.0767 | 8637326 | 0 | 8637326 | 12.4797 | -0.5970 |

| Category code | Category of Shareholder | No. of shares held at the beginning of the year | | | | No. of shares held at the end of the year | | | | % Change during the year |
|---------------|---|---|---------------|-----------------|-------------------|---|---------------|-----------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| d. | ANY OTHER | | | | | | | | | |
| | CLEARING MEMBERS | 73111 | 0 | 73111 | 0.1056 | 55927 | 0 | 55927 | 0.0808 | -0.0248 |
| | FOREIGN CORPORATE BODIES | 0 | 100 | 100 | 0.0001 | 0 | 100 | 100 | 0.0001 | 0.0000 |
| | FOREIGN NATIONALS | 1600 | 0 | 1600 | 0.0023 | 0 | 0 | 0 | 0.0000 | -0.0023 |
| | HINDU UNDIVIDED FAMILIES | 648672 | 0 | 648672 | 0.9372 | 596660 | 0 | 596660 | 0.8620 | -0.0751 |
| | IEPF | 152304 | 0 | 152304 | 0.2200 | 166386 | 0 | 166386 | 0.2404 | 0.0203 |
| | NON RESIDENT INDIANS | 462937 | 14400 | 477337 | 0.6896 | 381173 | 13500 | 394673 | 0.5702 | -0.1194 |
| | TRUSTS | 200 | 0 | 200 | 0.0002 | 200 | 0 | 200 | 0.0002 | 0.0000 |
| | Trusts Others | 150 | 0 | 150 | 0.0002 | 0 | 0 | 0 | 0.0000 | -0.0002 |
| | | 1338974 | 14500 | 1353474 | 1.9555 | 1200346 | 13600 | 1213946 | 1.7539 | -0.2015 |
| | SUB - TOTAL (B)(2) | 28174791 | 423666 | 28598457 | 41.3209 | 27616757 | 401972 | 28018729 | 40.4832 | -0.8376 |
| | TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2) | 43985604 | 780096 | 44765700 | 64.6804 | 44007298 | 758402 | 44765700 | 64.6804 | 0.0000 |
| | TOTAL (A)+(B) | 68430504 | 780096 | 69210600 | 100.0000 | 68452198 | 758402 | 69210600 | 100.0000 | 0.0000 |
| c. | SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED | | | | | | | | | |
| | Promoter and Promoter Group | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Public | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | TOTAL CUSTODIAN (C) | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | GRAND TOTAL (A)+(B)+(C) | 68430504 | 780096 | 69210600 | 100.0000 | 68452198 | 758402 | 69210600 | 100.0000 | 0.0000 |

(ii) Shareholding of Promoters

| SI No. | Share holder's Name | Shareholding at the beginning of the year as on 1 st April, 2023 | | | Shareholding at the end of the year as on 31 st March, 2024 | | | |
|--------|------------------------|---|----------------------------------|--|--|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered Total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered Total shares | % change in shareholding during the year |
| 1. | Governor of Tamil Nadu | 24444900 | 35.3195 | 0.00 | 24444900 | 35.3195 | 0.00 | 0.00 |

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

| Sl. No. | Particulars | Shareholding at the beginning of the year as on 1 st April, 2023 | | Shareholding at the end of the year as on 31 st March, 2024 | |
|---------|---|---|----------------------------------|--|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | At the beginning of the year | No change during the year | | | |
| 2. | Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc): | | | | |
| 3. | At the end of the year | | | | |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| SI No | Name of the Share holder | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|----------|---|---|----------------------------------|---|----------------------------------|
| | | No of shares | % of total shares of the company | No of shares | % of total shares of the company |
| 1 | LOK PRAKASHAN LTD | | | | |
| | At the beginning of the year 01-Apr-2023 | 4380665 | 6.3294 | 4380665 | 6.3294 |
| | Purchase 30-Jun-2023 | 20000 | 0.0288 | 4400665 | 6.3583 |
| | Purchase 14-Jul-2023 | 50000 | 0.0722 | 4450665 | 6.4306 |
| | Purchase 28-Jul-2023 | 351500 | 0.5078 | 4802165 | 6.9384 |
| | Purchase 04-Aug-2023 | 13410 | 0.0193 | 4815575 | 6.9578 |
| | Purchase 15-Sep-2023 | 11198 | 0.0161 | 4826773 | 6.9740 |
| | Purchase 18-Sep-2023 | 3054 | 0.0044 | 4829827 | 6.9784 |
| | Purchase 06-Oct-2023 | 20000 | 0.0288 | 4849827 | 7.0073 |
| | Purchase 13-Feb-2024 | 28183 | 0.0407 | 4878010 | 7.0480 |
| | Purchase 01-Mar-2024 | 31775 | 0.0459 | 4909785 | 7.0939 |
| | Purchase 15-Mar-2024 | 100008 | 0.1444 | 5009793 | 7.2384 |
| | Purchase 22-Mar-2024 | 22598 | 0.0326 | 5032391 | 7.2711 |
| | Purchase 29-Mar-2024 | 171703 | 0.2480 | 5204094 | 7.5192 |
| | At the end of the Year 31-Mar-2024 | 5204094 | 7.5192 | 5204094 | 7.5192 |
| 2 | HDFC TRUSTEE COMPANY LTD - A/C HDFC HYBRID EQUITY FUND | | | | |
| | At the beginning of the year 01-Apr-2023 | 3365105 | 4.8621 | 3365105 | 4.8621 |
| | Sale 05-May-2023 | -10000 | 0.0144 | 3355105 | 4.8476 |
| | Sale 12-May-2023 | -228700 | 0.3304 | 3126405 | 4.5172 |
| | Sale 19-May-2023 | -172025 | 0.2485 | 2954380 | 4.2686 |
| | Sale 26-May-2023 | -274614 | 0.3967 | 2679766 | 3.8719 |
| | Sale 02-Jun-2023 | -117955 | 0.1704 | 2561811 | 3.7014 |
| | Sale 09-Jun-2023 | -140551 | 0.2030 | 2421260 | 3.4983 |
| | Sale 16-Jun-2023 | -169790 | 0.2453 | 2251470 | 3.2530 |
| | Sale 23-Jun-2023 | -2251470 | 3.2530 | 0 | 0.0000 |
| | At the end of the Year 31-Mar-2024 | 0 | 0.0000 | 0 | 0.0000 |

| SI No | Name of the Share holder | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-------|---|---|----------------------------------|---|----------------------------------|
| | | No of shares | % of total shares of the company | No of shares | % of total shares of the company |
| | HAVING SAME PAN | | | | |
| 2 | HDFC TRUSTEE CO LTD A/C HDFC RETIREMENT SAVINGS FUND - EQUITY PLAN | | | | |
| | At the beginning of the year 01-Apr-2023 | 600000 | 0.8669 | 600000 | 0.8669 |
| | Sale 23-Jun-2023 | -600000 | 0.8669 | 0 | 0.0000 |
| | At the end of the Year 31-Mar-2024 | 0 | 0.0000 | 0 | 0.0000 |
| | HAVING SAME PAN | | | | |
| 2 | HDFC TRUSTEE CO LTD A/C HDFC RETIREMENT SAVINGS FUND -HYBRID - EQUITY PLAN | | | | |
| | At the beginning of the year 01-Apr-2023 | 150000 | 0.2167 | 150000 | 0.2167 |
| | Sale 23-Jun-2023 | -150000 | 0.2167 | 0 | 0.0000 |
| | At the end of the Year 31-Mar-2024 | 0 | 0.0000 | 0 | 0.0000 |
| | HAVING SAME PAN | | | | |
| 2 | HDFC MUTUAL FUND - HDFC HYBRID EQUITY FUND | | | | |
| | At the beginning of the year 01-Apr-2023 | 0 | 0.0000 | 0 | 0.0000 |
| | Purchase 23-Jun-2023 | 2238507 | 3.2343 | 2238507 | 3.2343 |
| | Sale 14-Jul-2023 | -12000 | 0.0173 | 2226507 | 3.2170 |
| | Sale 21-Jul-2023 | -132214 | 0.1910 | 2094293 | 3.0259 |
| | Sale 28-Jul-2023 | -467257 | 0.6751 | 1627036 | 2.3508 |
| | At the end of the Year 31-Mar-2024 | 1627036 | 2.3508 | 1627036 | 2.3508 |
| | HAVING SAME PAN | | | | |
| 2 | HDFC MUTUAL FUND - HDFC RETIREMENT SAVINGS FUND - EQUITY PLAN | | | | |
| | At the beginning of the year 01-Apr-2023 | 0 | 0.0000 | 0 | 0.0000 |
| | Purchase 23-Jun-2023 | 600000 | 0.8669 | 600000 | 0.8669 |
| | Purchase 09-Feb-2024 | 300000 | 0.4334 | 900000 | 1.3003 |
| | Purchase 15-Mar-2024 | 10946 | 0.0158 | 910946 | 1.3161 |
| | At the end of the Year 31-Mar-2024 | 910946 | 1.3161 | 910946 | 1.3161 |
| | HAVING SAME PAN | | | | |
| 2 | HDFC MUTUAL FUND - HDFC RETIREMENT SAVINGS FUND - HYBRID - EQUITY PLAN | | | | |
| | At the beginning of the year 01-Apr-2023 | 0 | 0.0000 | 0 | 0.0000 |
| | Purchase 23-Jun-2023 | 150000 | 0.2167 | 150000 | 0.2167 |
| | Purchase 09-Feb-2024 | 50000 | 0.0722 | 200000 | 0.2889 |
| | At the end of the Year 31-Mar-2024 | 200000 | 0.2889 | 200000 | 0.2889 |
| 3 | LIFE INSURANCE CORPORATION OF INDIA | | | | |
| | At the beginning of the year 01-Apr-2023 | 2473841 | 3.5743 | 2473841 | 3.5743 |
| | Sale 12-May-2023 | -181000 | 0.2615 | 2292841 | 3.3128 |
| | Sale 19-May-2023 | -244309 | 0.3529 | 2048532 | 2.9598 |
| | Sale 26-May-2023 | -86607 | 0.1251 | 1961925 | 2.8347 |
| | At the end of the Year 31-Mar-2024 | 1961925 | 2.8347 | 1961925 | 2.8347 |

| SI No | Name of the Share holder | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|----------|--|---|----------------------------------|---|----------------------------------|
| | | No of shares | % of total shares of the company | No of shares | % of total shares of the company |
| 4 | MITESH N MEHTA | | | | |
| | At the beginning of the year 01-Apr-2023 | 1842200 | 2.6617 | 1842200 | 2.6617 |
| | Sale 14-Apr-2023 | -45000 | 0.0650 | 1797200 | 2.5967 |
| | Sale 21-Apr-2023 | -54000 | 0.0780 | 1743200 | 2.5186 |
| | Sale 28-Apr-2023 | -27000 | 0.0390 | 1716200 | 2.4796 |
| | Sale 05-May-2023 | -54000 | 0.0780 | 1662200 | 2.4016 |
| | Purchase 12-May-2023 | 306000 | 0.4421 | 1968200 | 2.8437 |
| | Purchase 19-May-2023 | 223200 | 0.3224 | 2191400 | 3.1662 |
| | Purchase 26-May-2023 | 133200 | 0.1924 | 2324600 | 3.3587 |
| | Sale 02-Jun-2023 | -11700 | 0.0169 | 2312900 | 3.3418 |
| | Sale 09-Jun-2023 | -99900 | 0.1443 | 2213000 | 3.1974 |
| | Sale 16-Jun-2023 | -49500 | 0.0715 | 2163500 | 3.1259 |
| | Purchase 23-Jun-2023 | 32400 | 0.0468 | 2195900 | 3.1727 |
| | Purchase 30-Jun-2023 | 36002 | 0.0520 | 2231902 | 3.2247 |
| | Sale 07-Jul-2023 | -9000 | 0.0130 | 2222902 | 3.2117 |
| | Sale 14-Jul-2023 | -36000 | 0.0520 | 2186902 | 3.1597 |
| | Purchase 21-Jul-2023 | 203400 | 0.2938 | 2390302 | 3.4536 |
| | Purchase 28-Jul-2023 | 12600 | 0.0182 | 2402902 | 3.4718 |
| | Purchase 11-Aug-2023 | 79350 | 0.1146 | 2482252 | 3.5865 |
| | Purchase 18-Aug-2023 | 24000 | 0.0346 | 2506252 | 3.6211 |
| | Sale 25-Aug-2023 | -103500 | 0.1495 | 2402752 | 3.4716 |
| | Sale 01-Sep-2023 | -27450 | 0.0396 | 2375302 | 3.4319 |
| | Sale 08-Sep-2023 | -170550 | 0.2464 | 2204752 | 3.1855 |
| | Purchase 15-Sep-2023 | 85500 | 0.1235 | 2290252 | 3.3091 |
| | Sale 18-Sep-2023 | -5400 | 0.0078 | 2284852 | 3.3013 |
| | Sale 22-Sep-2023 | -62100 | 0.0897 | 2222752 | 3.2115 |
| | Sale 29-Sep-2023 | -63000 | 0.0910 | 2159752 | 3.1205 |
| | Sale 06-Oct-2023 | -27000 | 0.0390 | 2132752 | 3.0815 |
| | Sale 13-Oct-2023 | -11700 | 0.0169 | 2121052 | 3.0646 |
| | Sale 20-Oct-2023 | -9000 | 0.0130 | 2112052 | 3.0516 |
| | Sale 27-Oct-2023 | -40755 | 0.0588 | 2071297 | 2.9927 |
| | Sale 03-Nov-2023 | -40245 | 0.0581 | 2031052 | 2.9345 |
| | Sale 10-Nov-2023 | -93000 | 0.1343 | 1938052 | 2.8002 |
| | Purchase 17-Nov-2023 | 375000 | 0.5418 | 2313052 | 3.3420 |
| | Purchase 24-Nov-2023 | 36000 | 0.0520 | 2349052 | 3.3940 |
| | Purchase 01-Dec-2023 | 144000 | 0.2080 | 2493052 | 3.6021 |
| | Purchase 08-Dec-2023 | 108000 | 0.1560 | 2601052 | 3.7581 |
| | Purchase 15-Dec-2023 | 215050 | 0.3107 | 2816102 | 4.0688 |
| | Purchase 22-Dec-2023 | 1507 | 0.0021 | 2817609 | 4.0710 |
| | Sale 29-Dec-2023 | -252557 | 0.3649 | 2565052 | 3.7061 |

| SI No | Name of the Share holder | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|----------|--|---|----------------------------------|---|----------------------------------|
| | | No of shares | % of total shares of the company | No of shares | % of total shares of the company |
| | Sale 05-Jan-2024 | -130500 | 0.1885 | 2434552 | 3.5175 |
| | Sale 12-Jan-2024 | -171000 | 0.2470 | 2263552 | 3.2705 |
| | Sale 19-Jan-2024 | -27000 | 0.0390 | 2236552 | 3.2315 |
| | Sale 26-Jan-2024 | -63000 | 0.0910 | 2173552 | 3.1404 |
| | Sale 02-Feb-2024 | -72887 | 0.1053 | 2100665 | 3.0351 |
| | Purchase 09-Feb-2024 | 787 | 0.0011 | 2101452 | 3.0363 |
| | Purchase 13-Feb-2024 | 9000 | 0.0130 | 2110452 | 3.0493 |
| | Purchase 16-Feb-2024 | 27000 | 0.0390 | 2137452 | 3.0883 |
| | Sale 23-Feb-2024 | -900 | 0.0013 | 2136552 | 3.0870 |
| | Purchase 01-Mar-2024 | 77617 | 0.1121 | 2214169 | 3.1991 |
| | Purchase 08-Mar-2024 | 147383 | 0.2129 | 2361552 | 3.4121 |
| | Purchase 15-Mar-2024 | 13500 | 0.0195 | 2375052 | 3.4316 |
| | Purchase 22-Mar-2024 | 116100 | 0.1677 | 2491152 | 3.5993 |
| | Purchase 29-Mar-2024 | 4500 | 0.0065 | 2495652 | 3.6058 |
| | At the end of the Year 31-Mar-2024 | 2495652 | 3.6058 | 2495652 | 3.6058 |
| 5 | ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE PURE VALUE FUND | | | | |
| | At the beginning of the year 01-Apr-2023 | 1605404 | 2.3195 | 1605404 | 2.3195 |
| | At the end of the Year 31-Mar-2024 | 1605404 | 2.3195 | 1605404 | 2.3195 |
| | HAVING SAME PAN | | | | |
| 5 | ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE PSU EQUITY FUND | | | | |
| | At the beginning of the year 01-Apr-2023 | 850119 | 1.2283 | 850119 | 1.2283 |
| | Sale 09-Jun-2023 | -69979 | 0.1011 | 780140 | 1.1271 |
| | Sale 21-Jul-2023 | -4943 | 0.0071 | 775197 | 1.1200 |
| | Sale 28-Jul-2023 | -275197 | 0.3976 | 500000 | 0.7224 |
| | Sale 13-Oct-2023 | -67664 | 0.0977 | 432336 | 0.6246 |
| | Sale 15-Dec-2023 | -107263 | 0.1549 | 325073 | 0.4696 |
| | Sale 15-Mar-2024 | -16459 | 0.0237 | 308614 | 0.4459 |
| | Sale 22-Mar-2024 | -33344 | 0.0481 | 275270 | 0.3977 |
| | Sale 29-Mar-2024 | -606 | 0.0008 | 274664 | 0.3968 |
| | At the end of the Year 31-Mar-2024 | 274664 | 0.3968 | 274664 | 0.3968 |
| | HAVING SAME PAN | | | | |
| 5 | ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE DIVIDEND YIELD FUND | | | | |
| | At the beginning of the year 01-Apr-2023 | 699552 | 1.0107 | 699552 | 1.0107 |
| | Sale 23-Jun-2023 | -94522 | 0.1365 | 605030 | 0.8741 |
| | Sale 28-Jul-2023 | -35467 | 0.0512 | 569563 | 0.8229 |
| | Sale 11-Aug-2023 | -120640 | 0.1743 | 448923 | 0.6486 |
| | Sale 18-Aug-2023 | -98267 | 0.1419 | 350656 | 0.5066 |
| | Sale 15-Mar-2024 | -16252 | 0.0234 | 334404 | 0.4831 |
| | Sale 22-Mar-2024 | -5391 | 0.0077 | 329013 | 0.4753 |
| | At the end of the Year 31-Mar-2024 | 329013 | 0.4753 | 329013 | 0.4753 |
| 6 | CD EQUIFINANCE PRIVATE LIMITED | | | | |
| | At the beginning of the year 01-Apr-2023 | 891060 | 1.2874 | 891060 | 1.2874 |

| SI No | Name of the Share holder | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|--|---|----------------------------------|---|----------------------------------|
| | | No of shares | % of total shares of the company | No of shares | % of total shares of the company |
| | Purchase 07-Apr-2023 | 1260 | 0.0018 | 892320 | 1.2892 |
| | Purchase 21-Apr-2023 | 7975 | 0.0115 | 900295 | 1.3008 |
| | Purchase 28-Apr-2023 | 18981 | 0.0274 | 919276 | 1.3282 |
| | Purchase 12-May-2023 | 2000 | 0.0028 | 921276 | 1.3311 |
| | Purchase 19-May-2023 | 7500 | 0.0108 | 928776 | 1.3419 |
| | Purchase 26-May-2023 | 5656 | 0.0081 | 934432 | 1.3501 |
| | Sale 30-Jun-2023 | -19685 | 0.0284 | 914747 | 1.3216 |
| | Sale 07-Jul-2023 | -17190 | 0.0248 | 897557 | 1.2968 |
| | Sale 14-Jul-2023 | -34013 | 0.0491 | 863544 | 1.2477 |
| | Sale 21-Jul-2023 | -7387 | 0.0106 | 856157 | 1.2370 |
| | Purchase 18-Aug-2023 | 20000 | 0.0288 | 876157 | 1.2659 |
| | Purchase 25-Aug-2023 | 500 | 0.0007 | 876657 | 1.2666 |
| | Sale 15-Sep-2023 | -876657 | 1.2666 | 0 | 0.0000 |
| | At the end of the Year 31-Mar-2024 | 0 | 0.0000 | 0 | 0.0000 |
| 7 | TAMILNADU INDUSTRIAL DEVELOPMENT CORPORATION LTD | | | | |
| | At the beginning of the year 01-Apr-2023 | 850000 | 1.2281 | 850000 | 1.2281 |
| | At the end of the Year 31-Mar-2024 | 850000 | 1.2281 | 850000 | 1.2281 |
| 8 | SUPERIOR FINANCIAL CONSULTANCY SERVICES PVT.LTD. | | | | |
| | At the beginning of the year 01-Apr-2023 | 659477 | 0.9528 | 659477 | 0.9528 |
| | At the end of the Year 31-Mar-2024 | 659477 | 0.9528 | 659477 | 0.9528 |
| 9 | TAMILNADU SUGAR CORPORATION LIMITED | | | | |
| | At the beginning of the year 01-Apr-2023 | 560200 | 0.8094 | 560200 | 0.8094 |
| | At the end of the Year 31-Mar-2024 | 560200 | 0.8094 | 560200 | 0.8094 |
| 10 | STATE INDUSTRIES PROMOTION CORPORATION OF TAMILNADU LTD | | | | |
| | At the beginning of the year 01-Apr-2023 | 550000 | 0.7946 | 550000 | 0.7946 |
| | At the end of the Year 31-Mar-2024 | 550000 | 0.7946 | 550000 | 0.7946 |
| | TOP 10 AS ON (31-Mar-2024) | | | | |
| 11 | ICICI PRUDENTIAL SMALLCAP FUND | | | | |
| | At the beginning of the year 01-Apr-2023 | 0 | 0.0000 | 0 | 0.0000 |
| | Purchase 27-Oct-2023 | 75710 | 0.1093 | 75710 | 0.1093 |
| | Purchase 03-Nov-2023 | 41807 | 0.0604 | 117517 | 0.1697 |
| | Purchase 10-Nov-2023 | 170243 | 0.2459 | 287760 | 0.4157 |
| | Purchase 17-Nov-2023 | 327020 | 0.4724 | 614780 | 0.8882 |
| | Purchase 24-Nov-2023 | 259072 | 0.3743 | 873852 | 1.2625 |
| | Purchase 01-Dec-2023 | 48480 | 0.0700 | 922332 | 1.3326 |
| | Purchase 08-Dec-2023 | 6823 | 0.0098 | 929155 | 1.3425 |
| | Purchase 15-Dec-2023 | 202680 | 0.2928 | 1131835 | 1.6353 |

| SI No | Name of the Share holder | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|--|---|----------------------------------|---|----------------------------------|
| | | No of shares | % of total shares of the company | No of shares | % of total shares of the company |
| | Purchase 22-Dec-2023 | 139232 | 0.2011 | 1271067 | 1.8365 |
| | Purchase 29-Dec-2023 | 331909 | 0.4795 | 1602976 | 2.3160 |
| | Purchase 05-Jan-2024 | 199110 | 0.2876 | 1802086 | 2.6037 |
| | Purchase 12-Jan-2024 | 327785 | 0.4736 | 2129871 | 3.0773 |
| | Purchase 19-Jan-2024 | 266485 | 0.3850 | 2396356 | 3.4624 |
| | Purchase 09-Feb-2024 | 375000 | 0.5418 | 2771356 | 4.0042 |
| | At the end of the Year 31-Mar-2024 | 2771356 | 4.0042 | 2771356 | 4.0042 |
| | HAVING SAME PAN | | | | |
| 11 | ICICI PRUDENTIAL PSU EQUITY FUND | | | | |
| | At the beginning of the year 01-Apr-2023 | 0 | 0.0000 | 0 | 0.0000 |
| | Purchase 05-Jan-2024 | 67924 | 0.0981 | 67924 | 0.0981 |
| | Purchase 12-Jan-2024 | 308690 | 0.4460 | 376614 | 0.5441 |
| | Purchase 19-Jan-2024 | 34188 | 0.0493 | 410802 | 0.5935 |
| | Purchase 09-Feb-2024 | 143069 | 0.2067 | 553871 | 0.8002 |
| | Purchase 15-Mar-2024 | 10285 | 0.0148 | 564156 | 0.8151 |
| | At the end of the Year 31-Mar-2024 | 564156 | 0.8151 | 564156 | 0.8151 |
| | HAVING SAME PAN | | | | |
| 11 | ICICI PRUDENTIAL MANUFACTURING FUND | | | | |
| | At the beginning of the year 01-Apr-2023 | 0 | 0.0000 | 0 | 0.0000 |
| | Purchase 27-Oct-2023 | 17666 | 0.0255 | 17666 | 0.0255 |
| | At the end of the Year 31-Mar-2024 | 17666 | 0.0255 | 17666 | 0.0255 |
| 12 | NARENDRA KUMAR K MEHTA | | | | |
| | At the beginning of the year 01-Apr-2023 | 362800 | 0.5241 | 362800 | 0.5241 |
| | Purchase 19-May-2023 | 66600 | 0.0962 | 429400 | 0.6204 |
| | Purchase 26-May-2023 | 81000 | 0.1170 | 510400 | 0.7374 |
| | Purchase 02-Jun-2023 | 7200 | 0.0104 | 517600 | 0.7478 |
| | Sale 09-Jun-2023 | -81100 | 0.1171 | 436500 | 0.6306 |
| | Sale 16-Jun-2023 | -36000 | 0.0520 | 400500 | 0.5786 |
| | Purchase 23-Jun-2023 | 54000 | 0.0780 | 454500 | 0.6566 |
| | Purchase 30-Jun-2023 | 26998 | 0.0390 | 481498 | 0.6956 |
| | Purchase 07-Jul-2023 | 27000 | 0.0390 | 508498 | 0.7347 |
| | Purchase 14-Jul-2023 | 9000 | 0.0130 | 517498 | 0.7477 |
| | Purchase 21-Jul-2023 | 36000 | 0.0520 | 553498 | 0.7997 |

| SI No | Name of the Share holder | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-------|------------------------------------|---|----------------------------------|---|----------------------------------|
| | | No of shares | % of total shares of the company | No of shares | % of total shares of the company |
| | Purchase 28-Jul-2023 | 90000 | 0.1300 | 643498 | 0.9297 |
| | Purchase 04-Aug-2023 | 81000 | 0.1170 | 724498 | 1.0468 |
| | Sale 11-Aug-2023 | -24084 | 0.0347 | 700414 | 1.0120 |
| | Sale 18-Aug-2023 | -42900 | 0.0619 | 657514 | 0.9500 |
| | Sale 25-Aug-2023 | -113100 | 0.1634 | 544414 | 0.7866 |
| | Sale 01-Sep-2023 | -43500 | 0.0628 | 500914 | 0.7237 |
| | Sale 08-Sep-2023 | -105930 | 0.1530 | 394984 | 0.5706 |
| | Sale 13-Oct-2023 | -15300 | 0.0221 | 379684 | 0.5485 |
| | Sale 20-Oct-2023 | -9000 | 0.0130 | 370684 | 0.5355 |
| | Purchase 17-Nov-2023 | 24000 | 0.0346 | 394684 | 0.5702 |
| | Sale 24-Nov-2023 | -9000 | 0.0130 | 385684 | 0.5572 |
| | Purchase 01-Dec-2023 | 32582 | 0.0470 | 418266 | 0.6043 |
| | Purchase 08-Dec-2023 | 66418 | 0.0959 | 484684 | 0.7003 |
| | Sale 29-Dec-2023 | -7684 | 0.0111 | 477000 | 0.6892 |
| | Sale 05-Jan-2024 | -67500 | 0.0975 | 409500 | 0.5916 |
| | Purchase 19-Jan-2024 | 45000 | 0.0650 | 454500 | 0.6566 |
| | Purchase 13-Feb-2024 | 27150 | 0.0392 | 481650 | 0.6959 |
| | Purchase 16-Feb-2024 | 26900 | 0.0388 | 508550 | 0.7347 |
| | Purchase 23-Feb-2024 | 31500 | 0.0455 | 540050 | 0.7802 |
| | Purchase 01-Mar-2024 | 5400 | 0.0078 | 545450 | 0.7881 |
| | Purchase 08-Mar-2024 | 9000 | 0.0130 | 554450 | 0.8011 |
| | Purchase 15-Mar-2024 | 31500 | 0.0455 | 585950 | 0.8466 |
| | Purchase 22-Mar-2024 | 4500 | 0.0065 | 590450 | 0.8531 |
| | At the end of the Year 31-Mar-2024 | 590450 | 0.8531 | 590450 | 0.8531 |

(v) Shareholding of Directors and Key Managerial Personnel:

| SI.No | Name of the Directors and KMP | Shareholding at the beginning of the year (As on 1 st April, 2023) | | Cumulative shareholding during the year | |
|-------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Dr M Sai Kumar , IAS, Chairman and Managing Director At the beginning of the year Date wise Increase/Decrease At the end of the year | - - | - - | - - | - - |
| 2. | Thiru S Krishnan , IAS, ¹ Director At the beginning of the year Date wise Increase/Decrease At the end of the year | - - | - - | - - | - - |

| Sl.No | Name of the Directors and KMP | Shareholding at the beginning of the year (As on 1 st April, 2023) | | Cumulative shareholding during the year | |
|-------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 3. | Thiru V Arun Roy, IAS ² Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease | | | | |
| | At the end of the year | - | - | - | - |
| 4. | Thiru N Muruganandam, IAS ³ Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease | | | | |
| | At the end of the year | - | - | - | - |
| 5. | Thiru T Udhayachandran, IAS ⁴ Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease | | | | |
| | At the end of the year | - | - | - | - |
| 6. | Thiru S Nagarajan, IAS, ⁵ Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease | | | | |
| | At the end of the year | - | - | - | - |
| 7. | Thiru J Kumaragurubaran, IAS ⁶ Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease | | | | |
| | At the end of the year | - | - | - | - |
| 8. | Thiru C Vijayaraj Kumar, IAS Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease | | | | |
| | At the end of the year | - | - | - | - |
| 9. | Dr N Sundaradevan, IAS (Retd.) Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease | | | | |
| | At the end of the year | - | - | - | - |
| 10. | Tmt. Soundara Kumar ⁷ Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease | | | | |
| | At the end of the year | - | - | - | - |
| 11. | Tmt M Sathiyavathy, IAS (Retd.) ⁸ Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease | | | | |
| | At the end of the year | - | - | - | - |

| Sl.No | Name of the Directors and KMP | Shareholding at the beginning of the year (As on 1 st April, 2023) | | Cumulative shareholding during the year | |
|-------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 12. | Thiru V Chandrasekaran⁹ Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease | | | | |
| | At the end of the year | - | - | - | - |
| 13. | Dr M Arumugam Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease | | | | |
| | At the end of the year | - | - | - | - |
| 14. | Thiru P B Santhanakrishnan Director | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease | | | | |
| | At the end of the year | - | - | - | - |
| 15. | Tmt Sathya Ananth Chief General Manager (Finance) & Chief Financial Officer | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease | | | | |
| | At the end of the year | - | - | - | - |
| 16. | Tmt Anuradha Ponraj Company Secretary | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease | | | | |
| | At the end of the year | - | - | - | - |

1. Thiru S. Krishnan, I.A.S ceased as Director w.e.f 10.11.2023
2. Thiru V. Arun Roy, I.A.S was appointed as Director w.e.f 10.11.2023.
3. Thiru N. Muruganandam, I.A.S., ceased as Director w.e.f 24.05.2023.
4. Thiru T. Udhayachandran, I.A.S., was appointed as Director w.e.f 24.05.2023 and ceased as Director w.e.f 25.09.2023.
5. Thiru S. Nagarajan, I.A.S., was appointed as Director w.e.f 25.09.2023 and ceased as Director w.e.f 10.11.2023.
6. Thiru J. Kumaragurubaran, I.A.S., was appointed as Director w.e.f 10.11.2023.
7. Tmt Soundara Kumar, ceased as Director w.e.f 30.06.2023.
8. Tmt M. Sathiyavathy, I.A.S., (Retd.) was appointed as Director w.e.f. 27.11.2023
9. Thiru V. Chandrasekaran, ceased to be Director w.e.f. 13.11.2023.

V. INDEBTEDNESS

Indebtedness of the Company (Long Term Loans) including interest outstanding / accrued but not due for payment

(₹ in Lakh)

| Particulars | Secured Loans Excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|-------------------------------------|--------------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year 1st April 2023 | | | | |
| i) Principal Amount | | | | |
| - Other than Debentures | 137342.82 | - | - | 137342.82 |
| - Debentures | - | - | - | - |
| ii) Interest accrued but not paid | | | | |
| - Other than Debentures | - | - | - | - |
| - Debentures | - | - | - | - |
| iii) Interest accrued but not due | | | | |
| - Other than Debentures | 330.79 | - | - | 330.79 |
| - Debentures | - | - | - | - |
| Total (i+ii+iii) | 137673.60 | - | - | 137673.60 |
| Change in Indebtedness during the financial year | | | | |
| i) Addition | | | | |
| - Other than Debentures | - | - | - | - |
| - Debentures | - | - | - | - |
| ii) Reduction | | | | |
| - Other than Debentures | 13598.92 | - | - | 13598.92 |
| - Debentures | - | - | - | - |
| iii) Interest Accrued but not paid | | | | |
| - Other than Debentures | - | - | - | - |
| - Debentures | - | - | - | - |
| iv) Interest accrued but not due | | | | |
| - Other than Debentures | - | - | - | - |
| - Debentures | 42.70 | - | - | 42.70 |
| Net Change | 13641.62 | - | - | 13641.62 |
| Indebtedness at the end of the financial year (31st March 2024) | | | | |
| i) Principal Amount | | | | |
| - Other than Debentures | 123743.89 | - | - | 123743.89 |
| - Debentures | - | - | - | - |
| ii) Interest Accrued but not paid | | | | |
| - Other than Debentures | - | - | - | - |
| - Debentures | - | - | - | - |
| iii) Interest accrued but not due | | | | |
| - Other than Debentures | 288.09 | - | - | 288.09 |
| - Debentures | - | - | - | - |
| Total (i+ii+iii) | 124031.98 | - | - | 124031.98 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Chairman and Managing Director, Managing Director, Whole-Time Directors and/or Manager:

(₹ in Lakh)

| Sl. No | Particulars of Remuneration | Dr M Sai Kumar, IAS Chairman and Managing Director | Total Amount |
|--------|--|--|-----------------|
| | Gross salary | | |
| 1. | (a) Salary as per provisions contained in Section17(1) Of the Income-tax Act,1961 | 69.39 | 69.39 |
| | (b) Value of perquisites under Section17(2) Income-tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under Section17(3) Income-tax Act, 1961 | - | - |
| 2. | Stock Option | - | - |
| 3. | Sweat Equity | - | - |
| 4. | Commission | | |
| | - as % of profit | - | - |
| | - Others, specify | - | - |
| 5. | Others, Pension, Leave Salary contribution, Provident fund, Reimbursement of medical expenses, tuition fees. | 10.02 | 10.02 |
| | Total (A) | 79.41 | 79.41 |
| | Ceiling as per the Act (5% of Net Profit)*** | | 1629.33 |

** The remuneration paid is as per the Schedule V of the Companies Act, 2013 which is falling within the limit prescribed in the Schedule

B. REMUNERATION TO OTHER DIRECTOR(S)

(₹ in Lakh)

| Sl. No | Particulars of Remuneration | Name of Directors | | | | | | Total Amount |
|--------|---|-------------------------------|---------------------|-------------------------|---------------|----------------------------|-------------------------------|------------------|
| | | Dr N Sundaradevan, IAS Retd.) | Tmt. Soundara Kumar | Thiru V. Chandrasekaran | Dr M Arumugam | Thiru P B Santhanakrishnan | Tmt M Sathivathy, IAS (Retd.) | |
| 1. | • Fee for attending Board/ Committee meetings | 8.70 | 0.35 | 3.20 | 5.83 | 5.10 | 2.50 | 25.68 |
| | • Commission | - | - | - | - | - | - | - |
| | • Others, please specify | - | - | - | - | - | - | - |
| | | | | | | | | Total (1) |
| | | | | | | | | 25.68 |

(₹ in Lakh)

| Sl. No | Particulars of Remuneration | Name of Directors | | | | | | Total Amount |
|---|---|--------------------------|-----------------------------|-----------------------|------------------------|------------------------------|------------------------------|--------------|
| | | Thiru S Krishnan, IAS | Thiru T Udhayachandran, IAS | Thiru V Arun Roy, IAS | Thiru S Nagarajan, IAS | Thiru J Kumaragurubaran, IAS | Thiru C Vijayaraj Kumar, IAS | |
| 2. | • Fee for attending Board/ Committee meetings | 0.65 | 0.65 | 0.65 | 0.65 | 0.95 | 1.65 | 5.20 |
| | • Commission | | | - | - | - | | |
| | • Others, please specify | | | - | - | - | | |
| | | Total (2) | | | | | | 5.20 |
| | | Total (B) = (1+2) | | | | | | 30.88 |
| Total Managerial Remuneration (A) + (B) | | | | | | | 110.29 | |
| Overall Ceiling as per the Act (11% of Net Profit) | | | | | | | 3584.53 | |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN CMD/ MD/ MANAGER/ WTD

(₹ in Lakh)

| Sl. no | Particulars of Remuneration | Key Managerial Personnel | | Total |
|--------|---|---|--|---------------|
| | | Tmt Sathya Ananth Chief General Manager (Finance) & Chief Financial Officer | Tmt Anuradha Ponraj Company Secretary | |
| 1 | Gross Salary | | | |
| | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 74.30 | 23.56 | 97.86 |
| | (b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961 | - | - | - |
| | (c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961 | - | - | - |
| 2 | Stock Option | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission - as % of profit | - | - | - |
| | - Others, specify | - | - | - |
| 5 | Others, please specify – Provident Fund & Superannuation | 11.30 | 4.47 | 15.77 |
| | Total | 85.60 | 28.03 | 113.63 |

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD/NCLT/ COURT] | Appeal made, if any (give Details) |
|---|------------------------------|-------------------|--|----------------------------|------------------------------------|
| A. COMPANY Penalty / Punishment / Compounding | | | NIL | | |
| B. DIRECTORS Penalty / Punishment / Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT Penalty / Punishment / Compounding | | | | | |

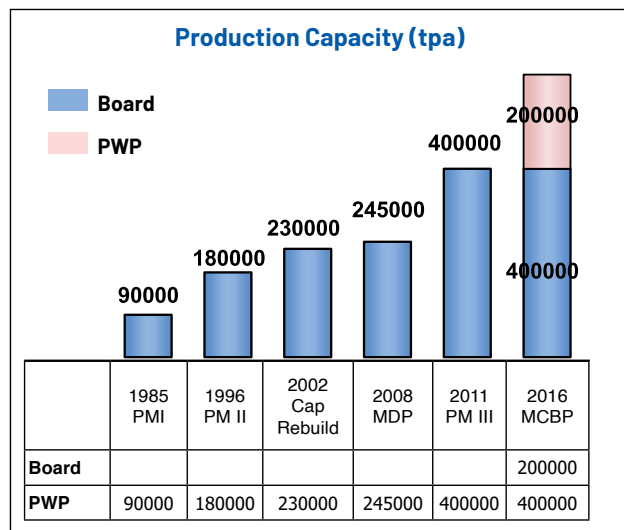
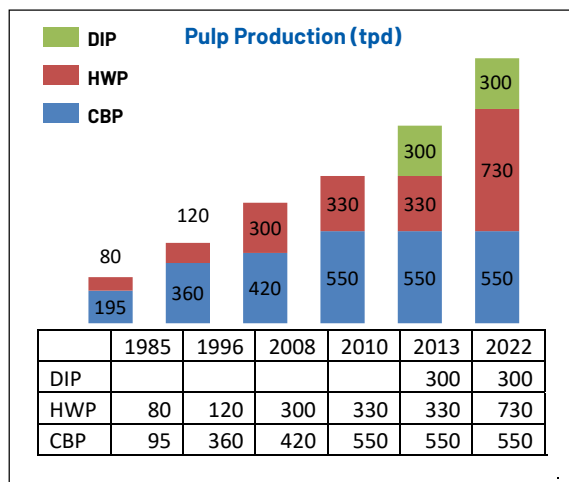
MANAGEMENT DISCUSSION AND ANALYSIS

I. INTRODUCTION

Tamil Nadu Newsprint and Papers Limited (TNPL) was promoted by the Government of Tamil Nadu in the year 1979 to produce Newsprint and Printing & Writing Paper (PWP) using bagasse as the primary raw material. The plant located at Kagithapuram in Karur District was commissioned during 1984 with an initial capacity of 90,000 tonnes per annum. The company has enhanced the capacity to 4,00,000 tonnes per annum in four phases. The Company has set up a state-of-the-art Packaging Board Plant in the year 2016 with an annual capacity of 2,00,000 MT per annum in Mondipatti village, Manaparai taluk, Thiruchirapalli District and enhanced the total capacity to 6,00,000 tonnes per annum. With this, the Company has emerged as the third largest player in the Indian Paper Industry. The pulping capacity has been increased from 300 tonnes per day (tpd) in 1984 to 1,580 tonnes per day as of date.

TNPL has the following production facilities

| Particulars | UOM | As on 31 st March 2024 |
|----------------------------|-----|-----------------------------------|
| Paper Production | tpa | 4,00,000 |
| Packaging Board Production | tpa | 2,00,000 |
| Pulp Production - CBP | tpd | 550 |
| - HWP | tpd | 730 |
| - DIP | tpd | 300 |
| Total | tpd | 1,580 |
| Cement Plant | tpd | 900 |
| Captive Power Plant | MW | 153.62 |
| Wind Farm | MW | 35.5 |



II. INDUSTRY SCENARIO

Broadly, the industry is classified into four main segments - namely, Writing and Printing Paper, Packaging Paper, Specialty Paper and Newsprint. India holds 15th rank among paper producing countries in the world with a total installed capacity of 25 million tonnes. The demand is estimated at 23 million tonnes. The per capita consumption is around 16 kgs against the Asian average of 26 kgs and World average of 57 kgs. India is considered to be fastest growing market for paper in the world with historical average annual growth of 6.3%.

Indian Paper Industry is highly fragmented with over 800-850 paper mills of varying sizes spread across the Country. Only 50 mills are of a capacity of 50,000 tpa or more. The overall capacity utilization is estimated at 80-90%.

III. STRATEGY

TNPL's operational and financial performance is one of the best in the Indian Paper Industry. TNPL's success is largely related to the following strategies which enables the company to perform well consistently:

1. Innovation
2. Customer centric
3. Management of Human Resources
4. Efficient cost management
5. Financial re-engineering
6. Continuous sustainable growth

1. Innovation

TNPL is built on the concept that environment should be protected for the benefit of present and future generations. TNPL has perfected the technology of manufacturing printing and writing paper from bagasse, an agricultural residue. This is an outstanding innovation.

TNPL has set up a 900 tpd Capacity Cement plant for producing high grade cement from inorganic solid wastes-lime sludge and fly ash. TNPL is the first and only paper mill in the country to have set up a cement plant within the factory premises to produce cement from mill wastes.

Two bio-methanation plants consisting of four numbers of UASB reactors set up within the factory premises have generated cumulatively 83.06 lakh m³ of methane gas during 2023-24. The methane gas is consumed in lime kilns in replacement of furnace oil and power boilers in replacement of coal. With this, TNPL has saved usage of 4464.24 KL of high cost furnace oil and 707 MT of imported coal during the year.

TNPL has established a separate bio-technology and bio-energy Research Centre for producing tissue culture seedlings.

2. Customer Centric

Quality is a way of life in TNPL. The quality control team constantly checks the consistency in quality. A functional team consisting of executives from production, quality control and marketing conduct surveys to check customer satisfaction level.

TNPL is an ISO 9001, ISO 14001 and ISO 50001 certified company. TNPL has exported 88525 mts of paper and paper board to more than 60 countries during the year 2023-24.

Customer complaints are given utmost priority for redressal. Consistency in quality, transparency in pricing and prompt delivery, has made TNPL a household name amongst domestic and export customers.

3. Management of Human Resources

TNPL's Vision is achieved by its team of dedicated Executives, Staff and Workmen. Training is being imparted to sharpen the effortless skill and competency of the employees. Senior Leadership teams are deputed to management programmes conducted by leading Management Institutes / B Schools.

The Company has implemented a periodical performance appraisal system. Key Performance Indicators (KPI) is set for the organisation, departments and Senior Executives at the beginning of each year and appraisal is carried out at periodical intervals to consider the Promotion / Upgradation of employees.

The Company desires to have the best Human Resources to deliver quality products and services, of the three drivers that help our business strategy (i.e., People, Customer and Operational Excellence). TNPL being a People first company knows what ultimately sets us apart from our competitors, is our own people. Therefore, with a view to improve employee engagement, the Company has designed and implemented a fair and transparent employees appreciation and recognition program called "TNPL RECOGNITION AWARDS" every year during TNPL Corporate Day Fest. During Corporate Day Fest - 2023, following Recognition Awards were given to one of the best performer:

1. Best Workman of the year
2. Best Chargeman of the year
3. Best Staff of the year
4. Best Officer of the year
5. Best Department of the year
6. Team Excellence Award
7. Extra Miler Award
8. Project Excellence Award
9. Best Mentor Award

The above initiatives of the Management has brought boosted innovation, increased loyalty, higher productivity, elevated employee morale, enhanced job satisfaction and strong work ethic among the employees.

Further, the Best Human Resource Management of the Company was affirmed with:

1. 11th Golden Globe Tigers Awards 2023 under the category “Best HR Company” for outstanding and exemplary transformative HR initiatives and practices adopted for inclusive growth of the organization as well as human resources.
2. 11th Golden Globe Tigers Awards 2023 for “Best Corporate Social Responsibility Practices” issued for Excellence in CSR.
3. 10th Annual Greentech HR Award 2023 for Outstanding Achievements in “Employee Engagement”.
4. TNPL has been selected for Great Manufacturing Practice Award 2023 for organizations in Tamil Nadu under the category of Tamil Nadu Leadership Awards 2023.
5. Thiru. K. Kalaiselvan, General Manager (HR) has been selected as ‘Top Most HR Leaders 2023’ for his successful performance and contribution for the three decades of service in the domain of HR.

4. Efficient Cost Management

Cost saving measures are undertaken as a continuous exercise in TNPL to keep the cost of production low. TNPL has benchmarked the entire operations and monitor the actuals with reference to the targets set. The concerted actions on process improvement, productivity enhancement, cost reduction measures and self-sufficiency in major inputs-pulp, power and filler materials have enabled the company to be one of the lowest cost producer of paper in the country.

5. Financial Re-Engineering:

TNPL has implemented a sound Forex Risk Policy. The expansion schemes are funded through an appropriate mix of internal generation and borrowed funds. High cost loans are replaced with lower cost loans on regular basis. Continuous monitoring and readjusting of loan portfolio have enabled the company to keep the cost of borrowing at the minimum level. The average cost of loans outstanding as on 31st March, 2024 is 8.01% (31st March, 2023: 7.74 %).

6. Continuous and Sustainable Growth:

TNPL has grown from an initial capacity of 90,000 TPA in 1984 to 6,00,000 TPA in 2016 in tandem with the Industry growth. Currently, TNPL enjoys the third position in installed capacity and second position in production of printing and writing paper in the country. The company has three paper machines each with a capacity of 1,15,000 TPA, 1,30,000 TPA, 1,55,000 TPA respectively and one board machine with a capacity of 2,00,000 TPA. The growth is supported by the latest technology and state of-the-art equipment's. Economies of scale and quality production driven by technology provide competitive edge to the Company in the market

IV. THE SUCCESS DRIVERS

Environment Management

Environmental health is one of the key indicators of industrial sustainability. Industrial activities contribute to economic development of a nation; however, such activities do have its own impact on the environment and society. Impact on Environment due to industrial activities must be minimized by adopting appropriate environmentally benign technologies.

Recreating the Process through sustainable materials

TNPL aims to achieve its environmental objectives and impact reduction measures with multiple approaches right from resource conservation to recycling, restoring ecosystems, conserving biodiversity, awareness creation.

Further the monitoring system effectively communicating to top management whenever necessary on the environmental aspects, which may affect the industrial operations, to take appropriate decisions on financial resources necessary to augment environmental performance. The outcome of such transformational decision is the installation of cement factory to effectively utilise the waste generated during co-processing activities, reduction measures of fossil fuel dependency by harnessing renewable energy - wind and solar energy, deinking plant to recycle waste paper, installation of new Generation 3 (G3) pulp mill for energy efficiency and water conservation, modern ETP etc. In order to improve renewable energy in its energy mix, budget has been allocated for installation of additional roof top solar power plants.

While the operations has positive impact on the employment generation and improvement in socio economic status in the surrounding villages, negative environmental impact due to environmental discharges is controlled with technological interventions. TNPL has invested heavily in new installation on discharge control measures such as NCG burning system to burn malodorous gases emanating from the pulping processes, Recovery boiler with ESP to control dust in flue gas below 30 mg/Nm³, fully integrated Chlorine dioxide plant with no effluent discharge, & modern ETP to effectively treat the effluent generated within stipulated norms.

Going by the current trends, there is going to be higher demand for paper and paperboards, which in turn, requires additional natural resources. This needs to be wisely balanced and TNPL has already implemented backward integration to meet the raw material requirement by enhancing the farm forestry and captive plantations in the farm lands. This industry-farmer partnership has created a win-win situation as the arrangement has yielded positive results for both the farmer and industry. By implementing the backward integration, the company established high

yielding clonal pulpwood plantations to achieve the Sustainable Development Goals (SDGs). As on 31st March, 2024, the existing pulpwood plantations under company fold is 72816 acres involving 16344 farmers.

Forest Stewardship Council (FSC) Certificate

In pursuit of sustainable forest management and responsible utilization of forest resources, Tamil Nadu Newsprint and Papers Limited (TNPL) proudly presents its commitment to the Forest Stewardship Council (FSC) certification.

We are dedicated to the protection of natural ecosystems while ensuring the continued availability of forest resources for future generations.

1. Key Achievements:

In adherence to our pledge for the utilization of certified materials or legally verified resources, TNPL successfully completed its annual surveillance audit for the Forest Stewardship Council in December, 2023. This milestone marks our continued dual certification status encompassing both FSC Forest Management (FSC-FM) and FSC Chain of Custody and Controlled Wood (FSC - CoC & CW), underscoring our unwavering dedication to environmental stewardship and continual improvement.

2. Third-Party Assurance:

The FSC certification serves as a testament to our commitment to responsible forest management. It provides third-party assurance that our plantation operations are conducted with the utmost care, ensuring the delivery of social, environmental and economic benefits both now and in the future. This validation underscores our dedication to upholding the highest standards of sustainability and environmental integrity.

3. Initiating Positive Change:

TNPL recognizes the transformative potential of FSC certification for plantations. It serves as a catalyst for enhancing forest management practices, fostering environmentally sound practices and promoting socially beneficial and economically viable plantations. Through our certification, we aspire to set a precedent for sustainable forestry practices within our industry, driving positive change on both local and global scale.

4. Collaborative Efforts:

The attainment of FSC certification would not have been possible without the collaborative efforts of our dedicated teams. TNPL operational team played a pivotal role as the central focus point during the rigorous Annual Audit conducted for Forest Stewardship Council - Chain of Custody Certification and Controlled Wood. Partnering with certification body M/s. Nepcon, we ensured adherence to the highest standards of certification and compliance.

TNPL's FSC certification signifies our unwavering commitment to sustainability, environmental stewardship and responsible business practices. As we continue our journey towards excellence, we remain dedicated to driving positive change within our industry and beyond. Through our collective efforts, we strive to build a future where the protection of natural ecosystems and the sustainable use of forest resources are prioritized for the benefit of all.

ISO Certifications Achieved by Tamil Nadu Newsprint and Papers Limited in 2023-24

In pursuit of excellence and commitment to quality, Tamil Nadu Newsprint and Papers Limited (TNPL) achieved significant milestones in the realm of ISO certifications during the fiscal year 2023-24. These certifications underscore TNPL's dedication to maintaining high standards in manufacturing excellence.

1. ISO 9001 and 14001 Certification:

TNPL's Quality Management System for "Design, Manufacture and Supply of Writing and Printing Paper" and its Environment Management System for "Development and Manufacture of Writing and Printing Paper" were subjected to rigorous scrutiny during the 1st Annual Surveillance Audit conducted by M/s TUV India Private Limited in collaboration with TNPL's operational and marketing team members, this audit assessed compliance with the 2015 versions of ISO 9001 and ISO 14001 standards.

The audit successfully completed by March 2024 resulted in a commendable outcome. The audit team not only affirmed TNPL's adherence to the stringent requirements of both ISO 9001 and 14001 but also recommended the continuation of TNPL Unit I's ISO certifications.

These certifications, valid until 20th February 2026 affirm TNPL's unwavering commitment to quality management and environmental sustainability.

2. ISO 50001 Certification:

In addition to ISO 9001 and 14001 certifications, TNPL also secured recertification for its Energy Management System based on the ISO 50001 standard. The recertification audit conducted in 2024, evaluated TNPL's Energy Management System for "Development and Manufacture of Writing and Printing Paper," in accordance with the 2018 version of ISO 50001.

Once again the audit overseen by M/s TUV India Private Limited alongside TNPL's operational team members concluded successfully by March 2024. The audit team's assessment was highly favorable, recommending an extension of the validity of TNPL Unit I's ISO 50001 certification. With this extension, the certification remains valid until 24th March, 2027 underscoring TNPL's commitment to efficient energy management practices.

TNPL's attainment of ISO 9001, 14001 and 50001 certifications in the fiscal year 2023-24 is a testament to its unwavering dedication to quality, environmental responsibility, and energy efficiency. These certifications not only validate TNPL's adherence to international standards but also serve as a testament to its ongoing pursuit of operational excellence and sustainable practices. As TNPL continues to evolve and innovate, it remains steadfast in its commitment to delivering value to its stakeholders while minimizing its environmental footprint and maximizing resource efficiency.

Water Management

TNPL sources water from the river Cauvery for both the units. TNPL has installed a series of rain water harvesting structures in the factory campus. Various measures are being initiated to conserve water, both in technology and with process improvement measures. With the implementation of various water conservation measures, the overall water consumption is reduced to 28 KL per ton of paper - the lowest in the industry.

Energy Management

TNPL Unit - I has four Power Boilers and four Turbo Generators with generation capacity of 103.62 MW.

TNPL Unit - II has two Power Boilers and one Turbo Generator with generation capacity of 50 MW.

TNPL is 100% self-sufficient in power. Surplus power is exported.

Marketing Management

The increasing use of electronic media for communication and learning is leading to a slowdown in the growth of paper consumption for writing and printing, world over. However, with a large and growing young population, the need for textbooks and notebooks in India is expected to continue leading to a slow but steady growth

in volumes. Consumption growth rates in this segment may slow down in the coming years. In order to mitigate this slowing growth rate in this segment the company is focusing on industrial usages of paper and further diversifying the product mix at TNPL Unit I, Kagithapuram.

Efforts are being put to improve quality and optimize costs. The company is working toward strengthening the dealer network by appointing dealers in unrepresented markets and also reinforcing the dealer network in existing markets. Non performing dealers are being periodically assessed and corrective actions taken. Better credit control measures have been put in place and IT has been leveraged to provide better and faster inputs to the distribution network.

With the commissioning of Pulp Mill at Unit II during 2022-23, the product mix of the packaging board business has undergone a major change. The company is now focused on increasing its market share in the higher value added Virgin Fiber Boards business which includes Cup Stocks. In house pulp will provide the company an input cost advantage as well as consistency in raw material quality. Active efforts are being made to shift the product mix towards Virgin Fiber grades of packaging boards like Folding Box Boards, SBS Boards, Cup Stock and other specialty grades. Distribution strengths are being further strengthened and additional customers are being mapped. The company has successfully executed a major re-entry into the cup stock market and focusing on developing new products to utilize the additional pulp from the new pulp mill. Focus is also there on pushing Higher GSM Products in all grades which increases productivity, output and overall contributions. TNPL has successfully introduced Aqueous Barrier Coated Products which is an alternate to Polyextrusion which is being banned by many of the State Governments for Environment protection purposes.

Excellence in Corporate Governance

The Institute of Company Secretaries of India (ICSI), New Delhi, conferred on TNPL, the “ICSI National Award for Excellence in Corporate Governance” for the year 2004 recognizing the company’s adoption of effective management practices, compliance with law, adherence to ethical standards, distribution of wealth and discharge of social responsibility for the benefit of all stakeholders.

IT Initiatives and Cyber Security

TNPL has a SOC framework on Cyber Security with testing of dynamic, static, interactive web, mobile application on continuous basis with checklist including database level by specified intervals. Vulnerability Assessment and Penetration Testing are done regularly.

Further, the Company has carried out the below mentioned initiatives / implementations:-

- ❖ Adoption of digital transformation is the new-normal with the ever-changing advancements in the digital landscape and TNPL, being the torch-bearers of innovation and collaboration, has deployed state-of-the-art digital technology that caters across different departments and exploring the digital advancements at all levels.
- ❖ MIS dashboards using Power BI for Top management for easy decision making.
- ❖ Industry 4.0 project - Based on the assessment and ROI and multiple validations, considering the immediate cost savings, make the advantage of Board Plant already.
- ❖ Implemented Pulp Mill cooking & bleaching advance process optimisation solution in Board plant DCS as custom logic from OEM. Same is being implemented with similar logic in Paper Plant, in-house process & instrumentation team studied from Board Plant for HW Pulp and Chemical Bagasse Pulp

(CBP) with different stages of ODL, D0, EOP & E1 to control the variability and reduction in the chemical consumption.

- ❖ ITAM & ITSM tools was implemented in IT processes to capture and monitor all the IP and Non-IP based IT assets & also to raise tickets and resolve it with solution provided.
- ❖ Zimbra Enterprise Mail Solution: Upgraded to the latest version for better security and features.
- ❖ Active Directory (AD) Domain Server Upgraded to latest Microsoft Server Standard edition (2022) completed for roles, service analysis and health checks.
- ❖ Drone aerial surveys for Bulk material stock verification of fossil fuels (Imported & Indigenous Coal), Lime Stone, Bagasse and Wood were carried out and is being analysed.
- ❖ Implementation of Deckle Optimisation to optimise and reduce the finishing losses and integrated Machine Advise for Planning & Scheduling.
- ❖ Implementation of Sales Order tracking from Jumbo to Finished Goods for Board plant.
- ❖ AOP-Monthly Costing Report directly from Oracle EBS as system generated with the Process Cost & Variable Cost Sheet for manufacturing org viz. DIP, MPM (Mayanur), WTP, PULP, SRP & PMC in Unit-1. Being developed for Board & LSFM Plant.
- ❖ In future, the pulpwood supply chain - right from farmers field with Integrated Farming to harvest and procurement are managed through a single mobile app.
- ❖ Implementation of Automatic supplier payments through integrations with the bank’s CMS software.
- ❖ Further, the current paper-based employee appraisal system is soon to be migrated into a

KPI software to avoid subjectivity and maintain confidentiality of data.

- ❖ Upgradation of IT Certifications: ISO 27701: 2013 (Period: 2022 Oct to 2025 Oct) with ISO/IEC 27001:2022 ISMS version is under progress.

V. RESOURCES & LIQUIDITY

TNPL funded the expansion project and all other Projects through appropriate mix of internal generation and borrowed funds. TNPL has repaid loans on due dates.

Term loans outstanding as on 31st March, 2024 is Rs. 1237 Crore. The working capital loans outstanding as on 31st March, 2024 is Rs. 559 Crore. The weighted average cost of loan outstanding as on 31st March, 2024 is 8.01%.

VI. OUTLOOK, OPPORTUNITIES AND CHALLENGES

The paper industry stands at a pivotal moment in its long history, navigating a landscape shaped by technological advancements, sustainability imperatives and shifting consumer preferences. As we examine its present state and speculate on its future, several key trends and challenges emerge.

A. Current Landscape

In the present day, the paper industry remains a cornerstone of global manufacturing, supplying essential products ranging from papers and packaging to sanitary tissues and specialty papers. Despite the digital revolution's impact on traditional paper consumption, the industry has adapted by diversifying its product offerings and optimizing production processes.

1. Technological Integration:

Automation and digital technologies have revolutionized paper manufacturing, enhancing efficiency and reducing environmental impacts. Predictive maintenance and advanced robotics have streamlined operations, leading to higher

productivity and lower costs.

2. Environmental Sustainability:

With growing awareness of environmental issues, the paper industry has made significant strides towards sustainability. Practices such as sustainable forestry management, water conservation and energy - efficient production methods are increasingly becoming standard. Moreover, many companies are investing in alternative fibers and recycling technologies to minimize their ecological footprint.

Sustainability has become a cornerstone of the paper industry. Companies are increasingly focusing on reducing their environmental footprint by adopting sustainable forestry practices, promoting responsible sourcing of raw materials, minimizing water and energy consumption in production processes and increasing recycling rates. There is also a growing demand for eco-friendly paper products and packaging materials among consumers and businesses alike.

3. Market Dynamics:

The demand for paper products varies across regions and sectors. While digitalization has reduced demand for certain types of paper, packaging materials continue to experience growth due to e-commerce and consumer goods industries.

4. Digitalization and Innovation:

The digital revolution has had a significant impact on the paper industry. While demand for traditional printing and writing paper has declined due to digital alternatives, there has been a shift towards specialty papers, packaging materials and paper-based products that offer unique functionalities. Digital technologies are being integrated into production processes to enhance efficiency, reduce costs and customize products according to customer preferences.

5. Globalization and Market Dynamics:

The paper industry is increasingly globalized, with companies expanding their operations into new geographic markets. Emerging economies are becoming significant consumers and producers of paper products, driving demand growth. Global supply chains are being optimized to ensure efficient sourcing of raw materials and distribution of finished products.

6. Consumer Preferences and Trends:

Changing consumer preferences are influencing product innovation and marketing strategies within the paper industry. There is a growing demand for personalized and customizable paper products, sustainable packaging solutions and products that offer enhanced functionalities (e.g., antibacterial properties, moisture resistance etc.).

7. Labor and Skills:

Like many industries, the paper sector is grappling with issues related to labor availability, skills gaps and workforce demographics. Companies are investing in training programs, workforce development initiatives and automation technologies to enhance productivity and address labor challenges.

Overall, the paper industry is undergoing significant transformation driven by sustainability imperatives, digitalization, market diversification, regulatory pressures, and evolving consumer preferences. Companies that can adapt to these trends while embracing innovation and sustainability are well-positioned to succeed in this dynamic landscape.

B. Future Prospects

Looking ahead, the paper industry faces both challenges and opportunities that will shape its trajectory:

1. Circular Economy:

Embracing the principles of a circular economy will be crucial for the industry’s sustainability. This entails maximizing recycling rates, exploring bio-based alternatives to traditional paper fibers and adopting innovative production techniques that minimize waste and emissions.

By 2047, the paper industry is expected to be deeply integrated into a circular economy model. This means significantly higher rates of paper recycling, innovative use of alternative fibers (such as agricultural residues or industrial waste) and stringent sustainability standards across the supply chain. Companies will likely invest heavily in technologies that minimize water and energy usage, reduce emissions and enhance overall environmental stewardship.

2. Digital Transformation:

As digital communication evolves, the paper industry must continue to adapt by focusing on high - value products that cannot be easily replaced by digital alternatives. This might include innovative packaging solutions, eco-friendly papers and personalized print products.

3. Regulatory Landscape:

Increasing regulations related to environmental impact, recycling targets and carbon emissions will influence industry practices. Companies that proactively integrate sustainable practices into their operations are likely to gain a competitive edge and secure long - term viability.

4. Global Market Shifts:

The globalization of markets and supply chains presents opportunities for growth, particularly in emerging economies where increasing disposable incomes drive demand for consumer goods and packaging. Strategic investments in these regions could prove beneficial for industry players.

5. Shifts in Consumer Behavior:

Changing consumer preferences towards eco-friendly products and packaging will drive innovation in the paper industry. There will be a heightened demand for sustainable packaging solutions, bio-based materials and products with minimal environmental impact. Paper companies will need to adapt by offering recyclable, biodegradable and compostable alternatives to meet these expectations.

6. Technological Advancements:

Advances in technology, including nano technology and bioengineering could revolutionize the properties and functionalities of paper. Future papers may be stronger, lighter and more versatile capable of integrating electronic functionalities or serving as advanced packaging materials with enhanced barrier properties.

In conclusion, while the paper industry faces challenges in adapting to a digital world and meeting sustainability goals it also stands poised for innovation and growth. By embracing technological advancements committing to sustainable practices and exploring new market opportunities the industry can build a resilient future. The evolution of the paper industry will continue to be shaped by its ability to balance economic viability with environmental stewardship and societal needs in the years to come.

Overall, the future of the paper industry by 2047 will be characterized by sustainability, technological innovation, market diversification and adaptation to changing consumer preferences and regulatory frameworks. Companies that proactively embrace these trends and invest in sustainable practices and innovation are likely to thrive in this evolving landscape.

VII RISKS AND CONCERNS

Risks and uncertainties are an inherent part of every business and yet it is important to identify the risks and take proactive steps to mitigate them. At periodical intervals, TNPL identifies and evaluates risks and takes preventive measures. Risk management is a part of the Company's business planning and controlling process.

Depending on the dynamics and severity, risks are categorized functions wise and classified further as High Risk, Medium Risk and Low risk.

VIII. HUMAN RESOURCES DEVELOPMENT

1. TRAINING AND DEVELOPMENT

Training programmes of TNPL facilitates the employees on their career growth, interpersonal relationships, to meet individual and organizational objectives and to face the challenges of changing business environment and to their personal growth also. In the year 2023-24, 196 training programmes were conducted on various topics by covering 2709 mandays.

Training Section of HR Department has Alfresco Portal wherein, the training details (in-house training programme circulars, external training materials received from organizers / participants on various topics) are being uploaded for the benefit of employees in order to go through the same. This access helps the employees, who have not attended the programme to update their knowledge, skill, etc., which is an intangible benefit.

In addition, the employees, who attended external programmes, are taking classes for other employees in their respective departments, thereby imparting knowledge of latest technical skills /technology updation. Alike, hard copies of the training materials received from such external training

programmes are being placed in Technical Library to facilitate easy access to other employees and get benefit out of the same.

Further, in line with the Management's vision to fulfil the objective of achieving 'Manufacturing Excellence' and 'Orientation Programme' for newly joined employees, interactive sessions are being conducted by the HODs of various departments.

As part of developing skill and improving the employability of the youth, every year, TNPL engages Graduate/Diploma/Sandwich Course (SIT students) Apprentices as per the guidance of the Board of Apprenticeship Training, Chennai and ITI Apprentices as per the guidance of Assistant Director of Training and District Skill Training Offices, Karur/Trichy under the Apprentices Act, 1961.

2. EMPLOYEE / INDUSTRIAL RELATIONS

TNPL continues to ensure an equitable, safe and secure environment for employees to work with dignity and to have healthy employee relations, thereby paving way for better productivity. Positive personnel relations and work culture built over the years have been once again evidenced in the smooth conduct of 8th occasion of Recognized Trade Union Election and in the 10th Wage Settlement & 2022-23 Bonus Settlement wherein all the Recognised Trade Unions (RTUs) have signed. This apart, due to the Cordial IR Climate, Provident Fund / Industrial Canteen Committee members were selected without election.

TNPL is proud to exude that there is no industrial unrest despite of having many Trade Unions. In spite of severe competition, enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry.

Since inception, TNPL is committed to provide the basis for sustainable development by upholding ethical practice and promoting the economic and social aspirations of the people

in the surrounding area to maintain cordial and healthy industrial relations that strike a balance between organisation's purpose and business needs and the bottom line work force.

IX CORPORATE SOCIAL RESPONSIBILITY (CSR)

TNPL's CSR activities are implemented mostly in the villages / Town Panchayats located in the vicinity of TNPL Units. CSR in TNPL is considered and taken as Personal Social Responsibility. Voluntarily employees come forward for carrying out several CSR initiatives.

TNPL is committed to help the inhabitants of the surrounding villages by improving infrastructure facilities in Government Schools / Government Hospitals, Providing medical equipments to local Primary Health Centre (PHC), Constructing community hall, supplying drinking water to the local villages, de-silting strengthening of bunds, laying and improving roads, Constructing passenger sheds, culverts, providing street light facilities, Development of greeneries, Conducting medical camps, Conducting skill development training programmes in association with nationalized banks, Providing financial assistance under medical assistance / education assistance, Contributing for Cultural programmes, Conducting Sports activities and for renovation of places of worship like Temple, Church, Mosque, etc., This has paved the way for congenial atmosphere with the inhabitants living in the local areas.

2% of the average profit before tax of the previous three years is spent generally by TNPL for various CSR activities covering Education, Health Care, Community Development & Infrastructure Development, Environment & Soil Quality and Culture & Heritage. During 2023-24, TNPL has spent Rs. 3.71 Crores towards CSR activities.

As required in the Companies Act, 2013, "Corporate Social Responsibility Committee" consisting of three Independent Directors and One Nominee Director - Government of Tamil Nadu is functioning in TNPL.

DISCUSSION ON FINANCIAL PERFORMANCE AND OPERATIONAL PERFORMANCE

| Particulars | UOM | FY 2023-24 | FY 2022-23 |
|--|-----------|------------|------------|
| Production (Paper & Board) | MT | 618179 | 588828 |
| Sales (Paper & Board) | MT | 559608 | 588150 |
| Profit Before Interest, Depreciation & Tax | Rs. in Cr | 838.75 | 1048.02 |
| Finance Cost | Rs. in Cr | 223.48 | 181.66 |
| Depreciation | Rs. in Cr | 290.51 | 263.60 |
| Profit Before Tax | Rs. in Cr | 324.76 | 602.76 |
| Profit After Tax | Rs. in Cr | 208.16 | 387.87 |

KEY FINANCIAL RATIOS

The Management has reviewed the changes in key financial ratios and noted significant changes in all the ratios as given below:

| Particulars | UOM | FY 2023-24 | FY 2022-23 | % change Inc / Dec | Remarks |
|----------------------------------|-------|------------|------------|--------------------|---|
| Revenue from Operation | Rs Cr | 4692.82 | 5179.89 | -9.40% | Not applicable |
| EBIDTA Margin | % | 17.87% | 20.23% | -11.66% | |
| Operating Profit Margin (EBIT) | % | 11.68% | 15.14% | -22.86% | |
| Net Profit Margin (PAT) | % | 4.44% | 7.49% | -40.72% | Decrease in Net Sales due to sluggish markets conditions |
| Interest cover ratio (All Loans) | times | 3.75 | 5.77 | -34.94% | Not applicable |
| Debt Equity Ratio | " | 0.59 | 0.71 | 16.90% | |
| Current ratio | " | 0.78 | 0.68 | 14.54% | |
| Debtors Turnover | " | 11.93 | 17.50 | -31.82% | Decrease in net sales due to reduction in net sales realisation, decrease in sales quantity, increase in sundry debtors due to sluggish market conditions |
| Inventory Turnover | " | 4.74 | 7.39 | -35.90% | Reduction in revenue from operations and increase in inventory due to sluggish market conditions |
| Return on Net Worth | % | 10.32% | 21.96% | -53.01% | Reduction in Net Profit due to sluggish market |

REPORT ON CORPORATE GOVERNANCE

The Companies Act, 2013 (the Act) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI - LODR) provide the framework for the Corporate Governance. The policies, procedures and processes of the Company are at all times directed to be in the furtherance of following the best practices to be in compliances of the relevant provisions.

This Corporate Governance Report relating to the financial year ended on 31st March, 2024 has been furnished in compliance with the requirements of Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Statutory Auditors Certificate on Corporate Governance, as prescribed is also attached. Further, this report also discloses information in terms of Section 134(3) of the Companies Act, 2013 and forms integral part of the Board's Report to the Members of the Company.

A. MANDATORY REQUIREMENTS

1. Company's Philosophy

TNPL's philosophy on Corporate Governance is to achieve high levels of integrity, equity and transparency in all its operations. The company believes that good Corporate Governance is essential for achieving long term goals and enhancing stakeholders' value. The Company's business objective is to manufacture and market products which create value that can be sustained over time for the benefit of customers, shareholders, employees, bankers and Government.

2. Board of Directors

a. Composition and Category of Directors

As on 31st March, 2024, the Board consisted of Eight Directors - a Chairman and Managing Director (Executive Director) nominated by Government of Tamil Nadu (GOTN) and three Non-Executive Directors nominated by GOTN and Four Non-Executive Independent Directors including one Woman Director.

As per Regulation 17(1) of SEBI, LODR, Board of Directors shall have an optimum combination of Executive and Non-Executive Directors with one (1) independent woman director to ensure the balanced management and high governance.

The composition of the Board of Directors of TNPL is in compliance with the provisions of Regulation 17(1) of SEBI, LODR.

The details of the Board of Directors of the company as on 31st March, 2024 are furnished below:

| Sl. No. | Name of Director | DIN | No of shares Held | Designation |
|---------|-------------------------------------|----------|-------------------|--|
| 1. | Dr M Sai Kumar, I.A.S., | 03605028 | Nil | Chairman and Managing Director Executive Director Nominated by Government of Tamil Nadu (GOTN) |
| 2. | Thiru V Arun Roy, I.A.S., | 01726117 | Nil | Non - Executive Director Nominated by Government of Tamil Nadu (GOTN) |
| 3. | Thiru J Kumaragurubaran, I.A.S., | 06702233 | Nil | Non - Executive Director Nominated by Government of Tamil Nadu (GOTN) |
| 4. | Thiru C Vijayaraj Kumar, I.A.S., | 00912475 | Nil | Non - Executive Director Nominated by Government of Tamil Nadu (GOTN) |
| 5. | Dr N Sundaradevan, I.A.S., (Retd.) | 00223399 | Nil | Non - Executive Independent Director |
| 6. | Dr M Arumugam | 01439166 | Nil | Non - Executive Independent Director |
| 7. | Thiru P B Santhanakrishnan | 03213653 | Nil | Non - Executive Independent Director |
| 8. | Tmt M Sathiyavathy, I.A.S., (Retd.) | 02357307 | Nil | Non - Executive Independent Director |

CHANGES IN THE BOARD COMPOSITION DURING THE FINANCIAL YEAR 2023-24

During the year 2023-24, following changes took place in the composition of the Board:

| Sl. No. | Name of Director | DIN | Event Date | Appointment / Cessation |
|---------|---------------------------------|----------|------------|--|
| 1. | Thiru T Udhayachandran, I.A.S., | 02357295 | 24.05.2023 | Appointed as a Director as an Additional Director by the Board at its meeting held on 24 th May, 2023. The appointment was approved by the Shareholders vide Postal Ballot dated 10 th July 2023 |
| 2. | Thiru N Muruganandam, I.A.S., | 00540135 | 24.05.2023 | Ceased as a Director with effect from the close of business hours on 24 th May 2023. |
| 3. | Tmt Soundara Kumar | 01974515 | 30.06.2023 | Ceased as a Director with effect from the close of business hours on 30 th June 2023. on completion of 2 nd Term of three years as an Independent Director |
| 4. | Thiru S Nagarajan, I.A.S., | 09128327 | 25.09.2023 | Appointed as an Additional Director by the Board at its meeting held on 25 th September 2023 and later appointment was approved by the Shareholders vide Postal Ballot dated 25 th August 2023 |
| 5. | Thiru T Udhayachandran, I.A.S., | 02357295 | 25.09.2023 | Ceased as a Director with effect from the close of business hours on 25 th September 2023. |
| 6. | Thiru V Arun Roy, I.A.S., | 01726117 | 10.11.2023 | Appointed as Director as an Additional Director by the Board at its meeting held on 10 th November 2023 and later appointment was approved by the Shareholders vide Postal Ballot dated 18 th January 2024 |

| Sl. No. | Name of Director | DIN | Event Date | Appointment / Cessation |
|---------|-------------------------------------|----------|------------|---|
| 7. | Thiru J Kumaragurubaran, I.A.S., | 06702233 | 10.11.2023 | Appointed as Director as an Additional Director by the Board at its meeting held on 10 th November 2023 and later appointment was approved by the Shareholders vide Postal Ballot dated 18 th January 2024 |
| 8. | Thiru S Krishnan, I.A.S., | 03439632 | 10.11.2023 | Ceased as a Director with effect from the close of business hours on 10 th November 2023. |
| 9. | Thiru V Chandrasekaran | 03126243 | 13.11.2023 | Ceased as a Director with effect from the close of business hours on 13 th November 2023.on completion of 2 nd Term of three years as an Independent Director |
| 10. | Tmt M Sathiyavathy, I.A.S., (Retd.) | 02357307 | 27.11.2023 | Appointed as as Additional Director by the Board through passing of Circular Resolution on 27 th November 2023 and later appointment was approved by the Shareholders vide Postal Ballot dated 19 th January 2024 |

During the year 2023-24, there has been no change in the composition of the Key Managerial Personnel (KMP):

The details of the Key Managerial Personnel (KMP) of the company as on 31st March, 2024 as furnished below:

| Sl No | Name | Designation |
|-------|-------------------------|--------------------------------|
| 1. | Dr M Sai Kumar, I.A.S., | Chairman and Managing Director |
| 2. | Tmt Sathya Ananth | Chief Financial Officer |
| 3. | Tmt Anuradha Ponraj | Company Secretary |

Board Diversity Policy

The Company has over the years been fortunate to have an optimum blend of eminent personalities from diverse fields as Directors on the Board. A truly diverse Board comprising of appropriately qualified people with the Board range of experience relevant to the business of the Company, is integral to its success and is also essential element in maintaining a competitive advantage on a sustainable basis.

Pursuant to SEBI, LODR, the Nomination & Remuneration Committee has formalized a policy on Board Diversity to ensure diversity of experience, knowledge, perspective, background, gender, age and culture. The policy is posted on the Company's website www.tnpl.com.

Independent Directors

Based on the confirmations / disclosures received from the Directors and on evaluation of the relationships disclosed, all the Non-Executive - Independent Directors are meeting the criteria of independence prescribed in terms of provisions of the Companies Act, 2013 and SEBI, LODR. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than twenty companies, including ten public companies. None of the directors are related to each other.

The Company has issued formal Letters of Appointment/Re-appointment to Independent Directors in the manner as provided in the Companies Act, 2013 and the terms and conditions of Appointment/Re-appointment of Independent Directors have been disclosed on the company's website at www.tnpl.com.

The Independent Directors on the Board are experienced, competent and highly respected persons. They take active part in the Board and Committee meetings. Necessary disclosures have been made by the Directors as per the compliance requirements of SEBI, LODR.

All the Independent Directors have made their registration for inclusion of their name in the databank maintained by Indian Institute of Corporate Affairs (IICA) and are compliant with the registration formalities.

| SI No | Name of the Independent Director | Registration No. in Independent Directors Data Bank | Valid From | Valid To |
|-------|-------------------------------------|---|------------|------------|
| 1. | Dr N Sundaradevan, I.A.S., (Retd.) | IDDB-DI-201912-002335 | 12.02.2020 | Life Time |
| 2. | Dr M Arumugam | IDDB-DI-202002-013053 | 22.02.2020 | 21.02.2025 |
| 3. | Thiru P B Santhanakrishnan | IDDB-DI-202002-009355 | 15.02.2020 | 14.02.2025 |
| 4. | Tmt M Sathiyavathy, I.A.S., (Retd.) | IDDB-DI-202312-053988 | 19.12.2023 | 18.12.2028 |
| 5. | Thiru V Chandrasekaran* | IDDB-DI-202002-008415 | 07.02.2020 | 06.02.2025 |
| 6. | Tmt Soundara Kumar* | IDDB-DI-202002-009302 | 12.02.2020 | 11.02.2025 |

*Ceased as an Independent Director(s) on completion of their second term of three years.

All the Independent Directors have given the declaration affirming that they meet the criteria of Independence as provided in Section 149 (6) of the Act and have complied with relevant provisions of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board,

- (i) All the Independent Directors fulfill the conditions for being appointed as Independent Director as specified in the Companies Act, 2013 and SEBI, LODR and are independent of the management
- (ii) They possess the integrity and expertise and have the experience required for their role as independent Director of the Company,
- (iii) The Board has taken note that all the Independent Directors have been issued the certificate by IICA for passing of /exemption from the online proficiency test.

During the Financial Year 2023-24, Tmt M Sathiyavathy, I.A.S., (Retd.) was appointed as Independent Woman Director with effect from 27th November 2023.

No Independent Director has resigned from the Directorship of the Company before the expiry of the term of Appointment/Re-appointment during the financial year ended 31st March, 2024.

Annual Secretarial Compliance Certificate

Annual Secretarial Compliance Certificate issued by Practicing Company Secretary has to be filed with the Stock Exchanges as per Regulation 24 (a) of SEBI, LODR within 60 days of the end of the financial year. In this regard, the company has obtained the Certificate from M/s. R.Sridharan & Associates, Company Secretaries and filed within the prescribed time limit.

Certificate of Non Disqualification of Directors

M/s R. Sridharan & Associates, Company Secretaries have certified confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / MCA or any such statutory authority.

Certificate of Corporate Governance

Certificate of M/s Maharaj N R Suresh and Co, LLP, Chartered Accountants, Statutory Auditors in compliance of Regulation 34 (3) read with Para E of Schedule V of the SEBI, LODR relating to Corporate Governance forms part of this Report.

Separate meeting of Independent Directors

In compliance with Para VII (1) of Schedule IV of the Companies Act, 2013 one meeting of the Independent Directors is held in a financial year which is normally scheduled in the last week of the month of March. During the financial year, 2023-24 the Independent Directors of the Company met separately without the presence of other Directors or the members of the management on 22nd March, 2024 to discuss:

- ❖ Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole.
- ❖ Evaluation of the performance of the Chairman and Managing Director taking into account the views of the Executive and Non-Executive Directors.
- ❖ Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- ❖ Among other matters, the performance of the company and risk faced by it, competition, strategy, leadership strengths and weaknesses, governance, compliance, Board movements and human resources.

All the Independent Directors were present in the meeting held on 22nd March 2024.

Familiarization Programme

The Company has framed familiarization programme for Independent Directors. The Board of Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. A new Director is welcomed to the Board of Directors of the Company by sharing various documents and information of the Company for his/her reference such as brief introduction to the Company and profile of Board of Directors of the Company, details of various Committees of the Board, latest Annual Reports, Code of Conduct for Directors, Code of Conduct for Senior Management and Employees, Code of Conduct for Independent Directors, Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, Code of Practices for Fair Disclosure etc. Periodic presentations are made at the meetings of the Board and Committees, on business and performance updates of the Company, business strategy and risks involved. This enables the Directors to get a deeper insight into the operations of the Company. Such presentations also provide an opportunity to the Independent Directors to interact with the Senior Management team of the Company and help them to understand the Company's policies, its long term vision and strategy, business model, operations and such other areas as are relevant from time to time. The Company updates the Board Members on a continuing basis on any significant changes therein and provides them an insight to their expected roles and responsibilities so as to be in a position to take a well-informed and timely decisions and contribute significantly to the Company.

All Directors are apprised of any changes in the codes or policies of the Company. The Board of Directors has access to the information within the Company which is necessary to enable them to perform their role and responsibilities diligently.

The Independent Directors, from time to time request management to provide detailed understanding of any specific project, activity or process of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The Statutory Auditors, External Internal Auditors and Cost Auditors of the Company make presentations to the Audit Committee and the Board of Directors with regard to regulatory changes from time to time while approving the Financial Results.

The details of familiarization programme is disclosed at Company's website at www.tnpl.com.

BOARD MEETINGS PROCESS

The Board plays a pivotal role in ensuring good governance. The Board's role, functions, responsibility and accountability are clearly defined. In addition to its primary role of setting corporate goals and monitoring corporate performance, it directs and guides the activities of the Management towards creating long term sustainable growth that benefits all stakeholders. The Board also sets standards of behavior and ethical conduct for all the employees.

It also ensures strict compliance with the law and all regulations by the Company. Board's key functions in addition to other responsibilities as per relevant Act / Regulation include:

- a) Reviewing and guiding corporate strategy, major plans of action, risk policy, Annual Operating Plan and business plans; setting performance objectives; monitoring implementation and corporate performance and overseeing major capital expenditures, acquisitions and divestments.
- b) Monitoring the effectiveness of the company's governance practices and making changes as needed.
- c) Selecting, compensating, monitoring and when necessary, replacing Key Managerial Personnel and overseeing succession planning.
- d) Aligning Key Managerial Personnel and remuneration of Board of Directors with the longer term interests of the company and its shareholders.
- e) Ensuring a transparent nomination process for the Board of Directors with the diversity of thought, experience, knowledge, perspective and gender in the Board of Directors.
- f) Monitoring and managing potential conflicts of interest of management, members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
- g) Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control and compliance with the law and relevant standards.
- h) Overseeing the process of disclosure and communications.
- i) Monitoring and reviewing Board of Directors Evaluation framework.

During the financial year, in compliance with Section 118(10) of the Companies Act, 2013, the Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, (ICSI), New Delhi.

The notice of Board Meetings are given well in advance to all the Directors. The meetings are usually held at the company's Registered Office at 67, Mount Road, Guindy, Chennai - 600 032. The Agenda and Notes to Agenda are circulated well in advance in the prescribed agenda format before each meeting to all the Directors for facilitating effective discussion and decision making. Where it is not practicable to attach any document to the agenda, the same is placed on the table at the meeting with specific reference to this effect in the agenda. With the permission of Chairman, in special and exceptional circumstances, additional or supplementary or table item(s) on the agenda are permitted.

All Six Board Meetings were held in hybrid mode (both Physical and Video Conferencing). The recording of which are preserved by the Company, as required under the Companies Act, 2013 and the relevant Rules and Regulations made thereunder.

Matters relating to Unpublished Price Sensitive Information (UPSI) may be discussed at the meeting without written material being circulated in advance of the meeting.

In case of business exigencies or urgency of matters, resolutions are passed by circulation and the same is placed before the Board in the next meeting.

Considerable time is spent by the Directors on discussion and deliberations at the Board Meetings.

All the recommendations of the respective Committees of the Board which are mandatorily required, for the approval of the Board has been accepted by the Board during the financial year.

Support and Role of Company Secretary and Compliance Officer

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees there of for consideration in compliance with the various statutory requirements. The Company Secretary is also responsible for preparation of the Agenda and convening of the meetings of the Board and various Committee of the Board. The Company Secretary attends all the Meetings of the Board and various Committee(s) of the Board, advises/assures the Board on Compliance and Governance principles and ensures appropriate recording of minutes of the meetings. She acts as interface between the Board and the Management and provides required assistance and assurance to the Board and the Management on compliance and governance aspects.

Further the Company Secretary and Compliance officer shall ensure:

- ❖ Confirmity with the regulatory provisions applicable to the company in letter and spirit.
- ❖ Co-ordination with and reporting to the Board, Stock Exchange(s) and Depositories with respect to compliance with rules, regulations and other directives of these authorities in manner as specified from time to time.
- ❖ The correct procedures have been followed that would result in the correctness, authenticity and comprehensiveness of the information, statements and reports filed by the company.
- ❖ Monitoring email address of grievance redressal division for the purpose of registering complaints by investors.

Invitees & proceedings

Apart from the members of the Board and Company Secretary, the Senior Management Executives are invited as and when necessary, to provide additional inputs for the items being discussed by the Board. The Chief Financial Officer makes presentation on the quarterly and annual financial performance and

annual operating plan. Senior executives make presentations on CAPEX proposals & progress, operational health & safety, marketing & industry scenario and other business issues. The Chairman/Chairperson of various Committees of the Board brief the Board on all the important matters discussed & decided at the respective meetings of the Committee.

b. Attendance of each Director at the Board of Directors' Meetings held during 2023-2024, the last AGM and number of other company/ies in which each of the Directors of the company is a member or chairperson are as follows:

| Name of Director | Category | No. of Board meetings | | No of Shares/ Convertible Instruments held in the Company | Whether attended last AGM | Directorships held in other companies | | Committee* Memberships held in other companies | |
|-------------------------------------|---------------------------|--------------------------|----------|---|---------------------------|---------------------------------------|----------|--|----------|
| | | Held/ Entitled to attend | Attended | | | Director | Chairman | Member | Chairman |
| Dr M Sai Kumar, I.A.S., | Executive | 6 | 6 | 0 | Y | 0 | 0 | 0 | 0 |
| Thiru S Krishnan, I.A.S., | Non Executive | 3 | 1 | 0 | N | NA | NA | NA | NA |
| Thiru T Udhayachandran, I.A.S., | Non Executive | 1 | 1 | 0 | NA | NA | NA | NA | NA |
| Thiru S Nagarajan, I.A.S., | Non Executive | 1 | 1 | 0 | N | NA | NA | NA | NA |
| Thiru V Arun Roy, IAS | Non Executive | 3 | 1 | 0 | NA | 7 | 3 | 0 | 0 |
| Thiru J Kumaragurubaran, I.A.S., | Non Executive | 3 | 1 | 0 | NA | 0 | 0 | 0 | 0 |
| Thiru C Vijayaraj Kumar, I.A.S., | Non Executive | 6 | 3 | 0 | N | 0 | 2 | 0 | 0 |
| Thiru V Chandrasekaran | Independent Non-Executive | 4 | 4 | 0 | Y | NA | NA | NA | NA |
| Tmt Soundara Kumar | Independent Non Executive | 1 | 1 | 0 | NA | NA | NA | NA | NA |
| Dr N Sundaradevan, I.A.S., | Independent Non Executive | 6 | 6 | 0 | Y | 4 | 0 | 0 | 0 |
| Dr M Arumugam | Independent Non Executive | 6 | 6 | 0 | Y | 4 | 0 | 0 | 0 |
| Thiru P B Santhanakrishnan | Independent Non Executive | 6 | 6 | 0 | Y | 1 | 0 | 0 | 0 |
| Tmt M Sathiyavathy, I.A.S., (Retd.) | Independent Non Executive | 2 | 2 | 0 | NA | NA | NA | NA | NA |

Excluding Alternate Directorships and Directorships in Foreign companies, Private companies and Section 8 companies;

*Chairmanship / Membership of the Audit Committee and Stakeholders' Relationship Committee has been taken.

NA - Not a Director as on 31st March, 2024

Other Listed Entities wherein our Directors hold Directorship (as on 31st March, 2024):

| SI. No. | Name of the Director | Category of Directorship | Name of Listed entities |
|---------|------------------------------------|--------------------------|---------------------------------|
| 1. | Thiru V Arun Roy, I.A.S | Chairman | Tamilnadu Petroproducts Limited |
| 2 | Dr N Sundaradevan, I.A.S., (Retd.) | Independent Director | Manali Petrochemicals Limited |
| | | Independent Director | Tamilnadu Petroproducts Limited |

None of the Directors on the Board hold membership of more than ten (10) Committees nor is Chairman of more than five (5) such Committees as specified in Regulation 26 of SEBI, LODR across all companies in India of which he/she is a Director. There is no inter-se relationship between our Board Members. None of the Directors has any pecuniary relationship /transaction with the Company during the Financial Year. The age of every Director, including Independent Director is above twenty one (21) years

The Chairman and Managing Director and the Independent Directors, as per the terms of their appointment, are not liable to retire by rotation. All the other Non-Independent Directors, retire by rotation and in the normal course seek appointment / re-appointment by obtaining the approval of shareholders. Brief details of Directors seeking appointment / re-appointment is included in the Notice of the Annual General Meeting (AGM).

Core skills / expertise / competence of Directors:

The Company operates two paper plants (in Karur and Mondipatti, Tiruchirapalli). The core skills / expertise / competencies identified by the Board, as required in the context of its business and its operations are:

- Hands on experience in operating and managing manufacturing business.
- Expertise in finance, including treasury and foreign exchange.
- Expertise in overall management and administration.
- Exposure to global trade and practices.
- Commitment to comply with legal and regulatory norms.
- Social and environment consciousness.

The Board is satisfied that its Directors possess requisite skills for the effective functioning of the Company.

As per Regulation 27(2)(c) SEBI (LODR) Regulations, 2015, list of core skills / expertise / competencies identified by the Board of Directors is given below:

| Name of the Directors | Qualification | Skills / Competence / Expertise |
|----------------------------------|---|--|
| Dr M Sai Kumar, I.A.S., | M.A. (Pol Science), M.Phil (Intl Relations), PhD (Pub Affairs), Certificate in Public Policy, Harvard Kennedy School. I.A.S., | Dr. M. Sai Kumar, I.A.S., belongs to the 1990 batch of Indian Administrative Service. He has more than three decades experience in Government of India and Government of Tamil Nadu as: <ul style="list-style-type: none"> • Zonal Joint Director General of Foreign Trade, GOI, • CMD – TNEB, TANGEDCO and TANTRANSOCO • CMD, TUFIDCO • Additional Chief Secretary and Principal Secretary – I to Chief Minister, GOTN • Principal Secretary PWD, GOTN • MD, TASMAL • Commissioner of Labour, GOTN • District Collector – Dharmapuri and Virudhunagar Districts • Commissioner – Corporation of Madurai • Jt. Commissioner (Enforcement) Commercial Taxes, Coimbatore. |
| Thiru V Arun Roy, I.A.S., | Indian Administrative Service | Thiru. V. Arun Roy, I.A.S., belongs to the 2003 batch of Indian Experience Administrative Service. He has more than 20 years of service in various key positions of Government of Tamil Nadu. |
| Thiru J Kumaragurubaran, I.A.S., | Indian Administrative Service | Thiru. J. Kumaragurubaran, I.A.S., belongs to the 2004 batch of Experience Indian Administrative Service. He has more than 19 years of service in various key positions of Government of Tamil Nadu. |

| Name of the Directors | Qualification | Skills / Competence / Expertise |
|---|--|--|
| <p>Thiru. C Vijayaraj Kumar, I.A.S.,</p> | <p>B.E (Mechanical Engineering), MBA (Marketing), MA (Development Studies)(Netherlands) I.A.S.,</p> | <p>Thiru. C Vijayaraj Kumar, I.A.S., aged 57 years, belongs to 1998 batch of Indian Administrative Service. Thiru. C Vijayaraj Kumar, I.A.S., has more than 24 years of service in various departments of Government of Tamil Nadu. Currently, Thiru. C Vijayaraj Kumar, I.A.S., holds the position of Principal Secretary / Commissioner of Sugar. Chairman and Managing Director Tamilnadu Sugar Corporation Limited.</p> |
| <p>Dr N Sundaradevan, I.A.S., (Retd.)</p> | <p>Master’s degree in Chemistry and Ph. D in Sociology (Applied Demography), Income Tax Officer in Indian Revenue Service from July 1977 to July 1979 and Indian Administrative Service.</p> | <p>Dr. N. Sundaradevan, I.A.S., (Retd.,) has more than three decades of experience in administrative services in various departments like District Administration, Civil Supplies, Revenue, Health and Family Welfare, Environment and Pollution control, Industries and retired in September, 2012.</p> <p>During his services to the Government, Dr. N. Sundaradevan, I.A.S., has held various offices such as Sub-Collector, Regional Manager of Tamil Nadu Civil Supplies Corporation, Chairman and Managing Director of State Industries Corporation (SIPCOT), District Collector of Kanyakumari and Tiruchirapalli, Managing Director of Tamilnadu Textbook Society, Director of Handlooms & Textiles, Secretary of State Election Commission, Officer on Special Duty in Chief Minister's Office, Secretary to the Chief Minister, Secretary of Health and Family Welfare Department, Director of Guidance Bureau, Secretary of Revenue Department.</p> <p>Chairman of Tamilnadu Pollution Control Board, Secretary of Forests and Environment Department, Commissioner of Revenue Administration, Principal / Additional Chief Secretary of Industries Department, CMD of TIDCO, Chairman, TITAN Industries, Tamil Nadu Mineral Ltd. (TAMIN), Tamilnadu Industrial Explosives Ltd., Chairman of Tamilnadu Cements Corporation Ltd. and Director of Chennai Metro Rail and TANGEDCO.</p> <p>Currently, he is an Independent Director with Tamilnadu Petroproducts Limited, Chennai, TIDEL Park Coimbatore Limited, Tamil Nadu Water Investment Company Limited, Chennai, Jansons Industries Limited, Tiruchengode, Manali Petrochemicals Limited, Chennai and State Industries Promotion Corporation Of Tamilnadu Limited, Chennai. He is also a member of the Investment Committee for the Shelter Fund, Tamil Nadu Infrastructure Fund Management Corporation (TNIFMC).</p> |

| Name of the Directors | Qualification | Skills / Competence / Expertise |
|-----------------------|--|--|
| <p>Dr M Arumugam</p> | <p>Ph.D (Supply chain management), M.B.A., Ph.D (Artificial Intelligence), M. Tech I.I.T</p> | <p>Dr. M Arumugam has been in software industry with more than 3 decades of experience and founded Broadline Group of Companies which includes Broadline Computer Systems and Broadline Technologies Private Limited, a premier player in IT services.</p> <p>He has pioneered the drug logistics management model for the state of Tamil Nadu, which has won acclaims from World Bank, WHO and other leading international agencies. This model has been replicated across India and Worldwide. He has also been providing consultancy to various national and international organizations in health, logistics and SCM, power and education.</p> <p>He has been instrumental in spearheading and carrying out a number of state and federal government IT initiatives for e-governance, especially those centered on the health, defence, education, public sector and power industries. He won the prestigious Prime Ministers e-governance award for successful innovation in the year 2000.</p> <p>The Tamil Nadu government appointed him as a member of the States' IT standardization committee and in this position he has been successful in bringing wider awareness about IT applications to decision makers.</p> <p>He has worked as a consultant at the Home Ministry of Government of India and number of projects with Danida Unaid, The World Bank specializing on different aspects of SCM and logistics-sourcing and procurement, forecasting, storage and distribution, MIS, etc., particularly in health sector.</p> <p>His keen interest in furthering education and social growth has resulted in him being associated with the Anna University, Chennai, IIT and several other educational institutions in India on an advisory basis. He has held positions of Member of the Doctoral Committee, Syndicate Member and Member Board of Studies at these Universities.</p> <p>He was also associated as Adjunct Professor of Supply Chain Massachusetts Institute of Technology-Zaragoza Logistics Centre, Zaragoza, Spain in 2008.</p> <p>Currently he is associated as Professor of Technology in Plymouth University, UK</p> |

| Name of the Directors | Qualification | Skills / Competence / Expertise |
|--|--|--|
| <p>Thiru. P. B. Santhanakrishnan</p> | <p>B.Sc, F.C.A.</p> | <p>Thiru. P B Santhanakrishnan Chartered Accountant with 42 years of experience in the finalization of Public Sector Banks / Undertakings / Listed Companies / Charitable Institutions / Educational Institutions and Non Profit Organizations'. He is also a former Director in Oriental Bank of Commerce and Canfin homes Ltd. Member RBI Committee on RTGS</p> <p>He has made numerous representations before SEBI/ SAT/BIFR/CBDT & ITAT on Corporate /Income Tax/FEMA matters.</p> <ul style="list-style-type: none"> • Director – Tamilnadu Newsprints and Papers Ltd (2019-20 onwards) • Director – Oriental Bank of Commerce (2011-14) • Director – CANFIN Homes Limited (Associate of Canara Bank) (2012-16) • Director – Tamilnadu Minerals Ltd (A Govt of India Undertaking)(2016-17 to 2018-19) • Vice President, Indo Australian Chamber of Commerce • Former President, Madras Gymkhana Club • Former Member of the RBI Committee on RTGS (Real Time Gross Settlement) • Member, Southern India Regional Council of Institute of Chartered Accountants of India (1982-1988) • Former Member, Governing Board of PNB Institute of Information Technology, New Delhi • Former Hon. Treasurer, Tamilnadu Tennis Association |
| <p>Tmt M. Sathyavathy, I.A.S., (Retd.)</p> | <p>Postgraduate and Gold Medalist in Mathematics from IIT Madras. Indian Administrative Service.</p> | <p>Tmt M. Sathyavathy, I.A.S., (Retd.,) hails from Chennai. She joined the Indian Administrative Service in 1982. As a member of the IAS of AGMUT Cadre, she served in the Union Territories Administration of Puducherry, State Governments of Arunachal Pradesh and Mizoram, besides deputations in Government of India in the Ministries of Commerce, Textiles, Civil Aviation and Department of Space.</p> <p>Some of the important positions held by her before becoming Secretary, Ministry of Labour and Employment are:</p> <ul style="list-style-type: none"> • Additional Secretary & Financial Advisor Ministry of Civil Aviation, DGCA (she is the only woman to have held that position), • Chief Secretary Government of Puducherry, – Additional Chief Secretary Government of Mizoram, • Member Secretary and CEO of Central Silk Board, – Controller in ISRO Satellite Centre in Bangalore, • Joint Director General of Foreign Trade Chennai and • Chief Electoral Officer of Puducherry. • In 2018 around superannuation she was appointed as Member in Union Public Service Commission. Recently in May 2023 she completed her tenure in UPSC. |

Limit on Number of directorships

- a) A person shall not serve as a director in more than seven listed companies.
- b) Further, any person who is serving as a whole time director/Chairman and Managing Director in any listed company shall not serve as an independent director in more than three listed companies.

As per Regulation 17A (2) of SEBI, LODR Dr. M Sai Kumar, I.A.S., Chairman and Managing Director, directorship in listed companies is given below:

| Sl. No. | Names of the companies /bodies corporate / firms / association of individuals | Nature of interest or concern / change in interest or concern |
|---------|---|---|
| NIL | | |

As per Regulation 17(2) of SEBI LODR, Number of Board Meetings held and the dates on which held:

Six Board Meetings were held during the year 2023-24 as against the minimum requirement of four meetings. Interval between any two meetings was not more than One Hundred and Twenty (120) days. The necessary quorum was present for all the meetings. The meetings were held on the following dates:

24.05.2023, 11.08.2023, 25.09.2023, 10.11.2023, 01.02.2024 and 22.03.2024.

Further, the Company was compliant with Regulations 17(2) and 17(2A) of the SEBI,LODR regarding the minimum number of Board Meetings, maximum time gap between two Board Meetings and Quorum requirement in each Board Meeting.

c. Information placed before the Board of Directors

The Board has complete access to all information relating to the company. The following information is regularly provided to the Board:

- 1) Minutes of the meetings of the Board, Audit Committee, Stakeholders’ Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Nomination and Remuneration Committee.
- 2) Quarterly, half yearly and annual financial results of the company and its operating divisions or business segments.
- 3) Annual operating plans and budgets and any updates.
- 4) Capital budgets and any updates.
- 5) Statutory Audit Report / Cost Audit report / Secretarial audit report / Internal Audit Report.
- 6) Appointment of Statutory auditor, Secretarial auditor, Cost auditor and External Internal auditor.
- 7) Materially important show cause, demand, prosecution and penalty notices.
- 8) Any non compliance of regulatory, statutory or listing requirements and shareholders service such as non payment of dividend delay in share transfer etc.
- 9) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any
- 10) Any material default in financial obligations to and by the company or substantial non-recoveries against sale, if any
- 11) Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company, if any.

- 12) Significant labour problems and their proposed solutions. Any significant development in Human Resources / Industrial Relations issues like signing of wage agreement, implementation of voluntary retirement scheme etc.
- 13) Issues relating to shareholders such as ratification of transfers/ transmissions, demat status, pending grievances, issue of letter of conformation in lieu of duplicate share certificates etc.
- 14) Contracts in which Director(s) are deemed to be interested
- 15) Details of investment of surplus funds available with the company
- 16) General disclosure of interest
- 17) The information on recruitment and remuneration of senior officers just below the level of Board of Directors including appointment or removal of Chief Financial Officer and the Company Secretary
- 18) Details of any joint venture or collaboration agreement
- 19) Transactions that involve substantial payment towards goodwill, brand equity or intellectual property
- 20) Sale of material nature of investments, subsidiaries, assets which is not in normal course of business
- 21) Perspective plan for the future of the company
- 22) Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.

d. Recording minutes of the proceedings at the meetings of the Board and Committee(s) of the Board

The Company Secretary records the minutes of the proceedings of meeting of each Board and Committee(s) of the Board. After the approval of the Chairman and Managing Director the minutes are circulated to Directors for the comments within 15 days of the meeting and then finalized and recorded in the Minutes Books. The minutes of the proceedings of a meeting are entered in the minutes book within thirty days from the conclusion of the meeting and signed by the Chairman of the Board or Committee. The minutes are also circulated to the Directors by email and placed at succeeding meeting for confirmation and recording and updations are done in the basis of discussions held thereat.

e. Post Meeting Follow-up Mechanism

Action Taken Report (ATR) is prepared by the Company Secretary and reviewed periodically by the Management for the action taken / pending to be taken.

The current status of follow up action on the decisions taken is reported to the Board and the Committee(s) of the Board thereof in every meeting.

f. Compliance

The Company Secretary is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act, 2013 read with the rules issued there under and applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), New Delhi.

All the items on the Agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial/business plans, financial results, detailed presentations are made. The agenda and the relevant notes to agenda are sent in advance separately to each Director to enable the Board to take informed decisions.

Particulars of Directors being appointed at the Annual General Meeting and Directors retiring by rotation and seeking reappointment have been given in the Notice convening the Annual General Meeting along with the Explanatory Statement.

3. Audit Committee – (Statutory) [Regulation 18(3) of SEBI, LODR]

Powers of Audit Committee

The Audit Committee shall have powers which include the following:

- ❖ To investigate any activity within its terms of reference.
- ❖ To seek information from any employee.
- ❖ To obtain outside legal or other professional advice.
- ❖ To secure attendance of outsiders with relevant expertise, if it considers necessary.
- ❖ To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board.
- ❖ To discuss any related issues with the internal and statutory auditors and the management of the company.
- ❖ To investigate into any matter in relation to the items or referred to it by the Board.
- ❖ To have full access to information contained in the records of the company.

a) Terms of reference

The terms of reference of this Committee are wide enough to cover the matters specified for Audit Committee under Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of SEBI,LODR.

The broad terms of reference of the Audit Committee therefore include:

- 1) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 2) Recommending to the Board the appointment, reappointment and if required, the replacement or removal of the statutory auditors and fixation of remuneration and terms of appointment.
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- 4) Reviewing with the management, the annual financial statements and auditors' report before thereon submission to the Board for approval, with particular reference to :
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications/ Modified Opinion(s) in the draft audit report.
- 5) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.

- 6) Reviewing, with the management, performance of statutory and external internal auditors, adequacy of the internal control systems and audit process.
- 7) Reviewing the adequacy of external internal audit functions, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 8) Discussions with internal auditors regarding any significant finding and follow-up thereon.
- 9) Reviewing the findings of any internal investigations by the external internal auditors into matter where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- 10) Discussions with statutory auditors before the audit commences, nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- 11) To look into the reasons for substantial default in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors.
- 12) Reviewing the company's financial and risk management policies.
- 13) Evaluation of internal financial controls and risk management systems.
- 14) The Audit Committee should have discussions with the auditors periodically about the internal control systems, the scope of audit including the observations of the auditors and review the quarterly, half yearly and annual financial statements before submission to the Board and also ensure compliance of internal control systems.
- 15) The Audit Committee shall have authority to investigate into any matter in relation to the items specified in Section 177 or referred to it by the Board and for this purpose, shall have full access to information contained in the records of the company and external professional advice, if necessary.
- 16) To review internal audit programme, to ensure co-ordination between the internal and statutory auditors, to ensure the internal audit function is adequately resourced and has appropriate standing within the company and to request internal audit to undertake specific audit projects, having informed management of their intentions.
- 17) Review of Cost Audit Report.
- 18) Review and monitor the auditor's independence and performance and effectiveness of audit process.
- 19) Approval or any subsequent modification of transactions of the company with related parties.
- 20) Scrutiny of inter-corporate loans and investments.
- 21) Valuation of undertakings or assets of the company, wherever it is necessary.
- 22) Reviewing with the management the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a (public or rights issue) and making appropriate recommendations to the Board to take up steps in this matter.
- 23) To review the functioning of the Whistle Blower mechanism.

- 24) Approval of appointment of Chief Financial Officer (i.e. the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate.
- 25) Reviewing any other areas which may be specified as role of the Audit Committee under amendments, if any, from time to time.
- 26) To review periodically statutory compliances of various laws, regulatory changes, if any.
- 27) Periodically review pending legal cases.
- 28) Considering such other matters as may be required by the Board.
- 29) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee mandatorily reviews the following information:

- a. Management discussion, disclosure of related party transactions and analysis of financial condition and results of operations;
- b. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- c. Internal audit reports relating to internal control weaknesses; and
- d. The appointment, removal and terms of remuneration of the External Internal Auditor shall be subject to review by the Audit Committee.
- e. Statement of Deviations.
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI, LODR.
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of the SEBI, LODR.

There are no instances of Board not accepting the recommendations of the Audit Committee during the year.

b) Composition, name of members and Chairman

In TNPL, the Audit Committee was established even before the introduction of the Corporate Governance code (Cl.49 (III A) of the earlier Listing Agreement). During the financial year 2023-24 the Audit Committee was reconstituted twice on 11.08.2023 and 27.11.2023 and the following Six (6) Directors, Four (4) Independent Directors and Two (2) Nominee Directors, are the members in the Audit Committee:

| Sl No | Name of the Director | Position |
|--------------|------------------------------------|---|
| 1. | Thiru P B Santhanakrishnan | Chairman of the Committee |
| 2. | Dr N Sundaradevan, I.A.S., (Retd.) | Member |
| 3. | Dr M Arumugam | Member |
| 4. | Thiru V Arun Roy, I.A.S., | Member Industries, Investment Promotion and Commerce Department, Government of Tamil Nadu- Nominee Director |
| 5. | Thiru J Kumaragurubaran, I.A.S., | Member Expenditure Department, Government of Tamil Nadu - Nominee Director |
| 6. | Tmt Sathiyavathy, I.A.S., (Retd.) | Member |

The Company Secretary acts as the Secretary to the Committee.

c) Meetings and attendance during the year:-

| Name of the Director | No. of Meetings | |
|--------------------------------------|--------------------------|----------|
| | Held/ Entitled to attend | Attended |
| Thiru V. Chandrasekaran* | 4 | 4 |
| Dr M. Arumugam | 6 | 6 |
| Thiru P B Santhanakrishnan | 6 | 6 |
| Dr N undaradevan, I.A.S., (Retd.) | 6 | 6 |
| Thiru S Krishnan, I.A.S., # | 3 | 1 |
| Thiru T Udhayachandran, I.A.S., § | 1 | 1 |
| Thiru S Nagarajan, I.A.S., % | 1 | 1 |
| Thiru V Arun Roy, I.A.S., @ | 3 | Nil |
| Thiru J Kumaraguruban, I.A.S., ^ | 3 | Nil |
| Tmt M Sathiyavathy, I.A.S., (Retd.)! | 2 | 2 |

* Ceased to be a Director / Member w.e.f 13.11.2023

Ceased to be a Director / Member w.e.f 10.11.2023

§ Ceased to be a Director / Member w.e.f 25.09.2023

% Ceased to be a Director / Member w.e.f 10.11.2023

@ Co-opted Member w.e.f 10.11.2023

^ Co-opted Member w.e.f 10.11.2023

! Co-opted Member r w.e.f 29.11.2023

The Audit Committee met six (6) times during 2023-24 as against the minimum requirement of four (4) meetings and the gap between two meetings did not exceed One hundred and Twenty (120) days. The necessary quorum was present at all the meetings. The dates on which the meetings were held are: 24.05.2023, 11.08.2023, 25.09.2023, 10.11.2023, 01.02.2024 and 22.03.2024.

Chairman of the Audit Committee was present at the Annual General Meeting.

Invitees / Participants:

- 1) The Chairman / Chairman and Managing Director / Managing Director and Chief Financial Officer (CFO) is a permanent invitee to all Audit Committee meetings.
- 2) The representatives of the External Internal Auditors, Statutory Auditors and Cost Auditors have attended all the Audit Committee meetings, as far as possible and briefs the Committee on all the points covered in the respective Audit Report as well as the other issues that comes up during discussions.
- 3) The Heads of Manufacturing and Marketing Departments, other Senior Management Executives are invited to attend the meeting as and when required, to provide inputs on issues relating to internal audit findings, internal controls, accounts, taxation, risk management etc.

4. Stakeholders' Relationship Committee (Statutory) [Regulation 20 of SEBI, LODR]

Shareholders' complaints / grievances are redressed by the Registrar and Transfer Agent (RTA), namely M/s. Cameo Corporate Services Limited, Chennai. The Board also constituted Shareholders'/Investors' Grievances Committee in August 2001. As per Section 178(5) of the Companies Act, 2013, the Board of Directors of the company which consists of more than one thousand shareholders, debenture holders,

deposit holders and any other security holders at any time during a financial year shall constitute a Stakeholders' Relationship Committee consisting of a Chairman who shall be a Non-Executive Director and such other members as may be decided by the Board. As the company is already having an Investors Grievances Committee to look into the redressing of Stakeholders and Investors' grievances, in compliance with the above section, the Investors Grievances Committee is renamed as "Stakeholders' Relationship Committee." In addition to Section 178(5) of the Companies Act, 2013, this Committee complies with Regulation 20 of SEBI, LODR.

Pursuant to Regulation 13(3) of the SEBI, LODR, quarterly reports on the compliance of investor grievances are filed with the Stock Exchanges. Annual compliance certificates signed by both the Company and Registrar and Share Transfer Agent are filed within one month of the end of the Financial Year in deference to Regulation 7(3) of the SEBI, LODR.

During the financial year 2023-24 the Stakeholders' Relationship Committee was reconstituted twice (2) on 11.08.2023 and 29.11.2023 and the following Four (4) Directors out of which Three (3) Independent Directors and One (1) Nominee Director are the members in the Stakeholders' Relationship Committee:

| SI No | Name of the Director | Position |
|-------|-------------------------------------|---|
| 1. | Tmt M Sathiyavathy, I.A.S., (Retd.) | Chairperson of the Committee |
| 2. | Dr N Sundaradevan, I.A.S., (Retd.) | Member |
| 3. | Dr M Arumugam | Member |
| 4. | Thiru C Vijayaraj Kumar, I.A.S., | Member Commissioner of Sugar, Government of Tamil Nadu Nominee Director |

The Stakeholders Relationship Committee met on 22.03.2024 and reviewed the grievances / complaints received and the action taken on the grievances / complaints.

Meetings and attendance during the year

a) The Stakeholders' Relationship Committee met on 22.03.2024. The necessary quorum was present for the meeting.

| Name of Director | No. of Meetings | |
|--------------------------------------|--------------------------|----------|
| | Held/ Entitled to attend | Attended |
| Tmt M Sathiyavathy, I.A.S., (Retd.)# | 1 | 1 |
| Dr N Sundaradevan, I.A.S., (Retd.) | 1 | 1 |
| Dr M Arumugam | 1 | 1 |
| Thiru C Vijayaraj Kumar, I.A.S., | 1 | 1 |
| Thiru P B Santhanakrishnan* | NA | NA |
| Tmt Soundara Kumar@ | NA | NA |

Co-opted Member w.e.f 29.11.2023

* Ceased to be Member w.e.f 29.11.2023

@ Ceased to be Member w.e.f 30.06.2023

Chairman of the Stakeholders' Relationship Committee was present at the Annual General Meeting.

Terms of reference:

The functioning and broad terms of reference of the Stakeholders' Relationship Committee as adopted by the Board are as under:

- a. To monitor work related to:
 - ❖ transfer and/or transmission of equity shares of the company dematerialisation / rematerialisation of the shares of the company
 - ❖ sub-division, consolidation and /or replacement of any share certificate(s) of the company.
- b. Approval of issue of letter of confirmation in lieu of duplicate share certificates
- c. To look into the redressing of shareholders and investors complaints like Transfer/ Transmission of shares, non-receipt of annual report, non-receipt of declared dividend, general meetings, review of dematerialisation, rematerialisation, shareholding pattern, distribution schedules etc.
- d. To do all other acts or deeds as may be necessary or incidental thereto.
- e. The Committee also reviews the performance of the company's RTA and their system of dealing with and responding to correspondence from all categories of shareholders. The manner and timeliness of dealing with complaint letters received from Stock Exchanges/SEBI/Ministry of Corporate Affairs etc. and the responses thereto are reviewed by this Committee.
- f. Review of measures taken for effective exercise of voting rights by shareholders.
- g. Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The main object of the Committee is to strengthen investor relations.

Tmt Anuradha Ponraj, Company Secretary being the Compliance Officer, is entrusted with the responsibility, to specifically, look into the redressal of the shareholders and investors complaints and report the same to the Stakeholders' Relationship Committee.

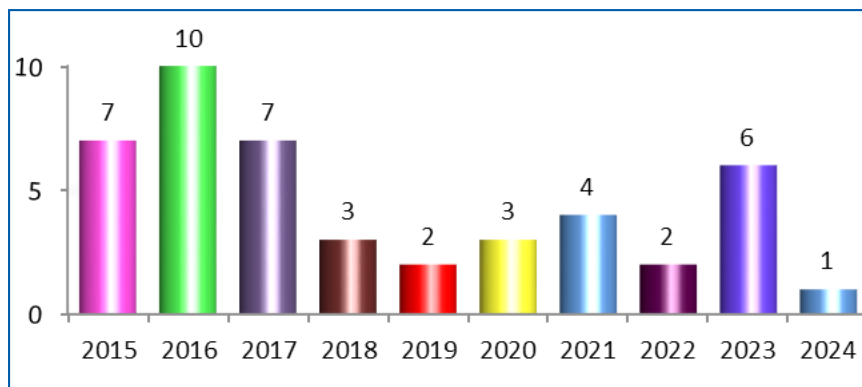
The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

| Type of Complaints | Number of complaints |
|-----------------------------------|----------------------|
| Non-receipt of Annual Reports | 1 |
| Non-receipt of Dividend Warrants | NIL |
| Non-receipt of Share Certificates | NIL |
| Miscellaneous/ Others | NIL |
| Total | 1 |

Complaints Status: 01.04.2023 to 31.03.2024

| Nature of complaints (Received, Resolved and Pending) | Q1 | Q2 | Q3 | Q4 | Total |
|--|-----|-----|-----|-----|-------|
| Securities and Exchange Board of India | NIL | NIL | NIL | NIL | NIL |
| Stock Exchanges | NIL | NIL | 1 | NIL | 1 |
| Shareholders | NIL | NIL | NIL | NIL | NIL |
| Total | NIL | NIL | 1 | NIL | 1 |

Number of complaints



There are no complaints remaining unresolved as at the beginning and end of the year.

Name and Designation of Compliance Officer: Tmt Anuradha Ponraj, Company Secretary

c) Share Transfer Committee

To expedite the process of share transfers, share transmission, remat etc., the Board has delegated the powers of share transfers to a Committee. The Share Transfer Committee attends to the share transfer formalities as and when need arises. The business transacted at the Share Transfer committee meetings is placed before the Board regularly.

All valid share transfers/ transmissions during the year ended 31st March, 2024 have been acted upon. No share transfer was pending as on 31st March, 2024.

SEBI in June, 2018 amended the Regulation 40 of the SEBI, LODR prohibiting transfer of shares held in physical mode with effect from April 01, 2019. Transposition and Transmission are exempted from this amendment. Accordingly, transfer of shares in physical mode is not be feasible from April 01, 2019.

5. Corporate Social Responsibility Committee (Statutory) [Section 135 of the Companies Act, 2013]

To comply with Section 135(1) of the Companies Act, 2013, the Company has constituted the Corporate Social Responsibility Committee. During the financial year 2023-24, the Corporate Social Responsibility Committee was reconstituted twice on 11.08.2023 and 29.11.2023 and the following six (6) Directors out of which three (3) Independent Directors and One (1) Nominee Director are the members in the Corporate Social Responsibility Committee:

| SI No | Name of the Director | Position |
|-------|------------------------------------|---|
| 1. | Dr M Arumugam | Chairman of the Committee |
| 2. | Thiru P B Santhanakrishnan | Member |
| 3. | Dr N Sundaradevan, I.A.S., (Retd.) | Member |
| 4. | Thiru C Vijayaraj Kumar, I.A.S., | Member Commissioner of Sugar, Government of Tamil Nadu Nominee Director |

Meetings and attendance during the year

The Corporate Social Responsibility Committee met on 24.05.2023. The necessary quorum was present for the meeting.

| Name of Director | No. of Meetings | |
|------------------------------------|--------------------------|----------|
| | Held/ Entitled to attend | Attended |
| Tmt Soundara Kumar* | 1 | 0 |
| Dr N Sundaradevan, I.A.S., (Retd.) | 1 | 1 |
| Thiru V Chandrasekaran# | 1 | 1 |
| Dr M Arumugam | 1 | 1 |
| Thiru P B Santhanakrishnan | 1 | 1 |
| Thiru C Vijayakumar, I.A.S., | 1 | 1 |

* Ceased as a Member w.e.f 30.06.2023

Ceased to be a member w.e.f. 13.11.2023

The Company had formulated CSR Policy as per the provisions of the Companies Act, 2013. As per Section 135(5) of the Companies Act 2013, the Board of every company has to ensure that the company spends in every financial year at least two percent of the average net profits of the company made during three immediately preceding financial years. Currently, the CSR activities are grouped as follows:

1. Education
2. Health Care
3. Community Development & Infrastructure Development
4. Environment & Soil Quality
5. Culture and Heritage

The company is covered under Section 135 of the Act for FY 2023-24. As against the CSR obligation to be incurred for the year, it has spent in the areas specified under Schedule VII of the Act.

6. Risk Management Committee (Statutory) [Regulation 21 of SEBI, LODR]

The Company has a risk management policy and a supporting frame work which facilitates the identification and assessment of new risks and review of existing risks. The process is based on identified risks and the risk events or factors which require regular assessment and quick response. Based on the probability and impact of the risk, the requisite controls and action plans are designed.

The objective of risk management in the company is to act as enabler in maintaining its knowledge edge, sustaining and expanding the business and ensuring execution of projects within budgeted cost and time resulting in improved turnover and profitability. Risks, their root causes, controls and action plans are prepared by process owners and updated regularly.

The status of risk management policy is presented to the Committee on periodic basis which is reviewed by Board of Directors. Based on periodic reviews and implementations of recommendations resulting from review process, the risk management process is continuously improved and strengthened

To comply with provisions of the amendment of the SEBI LODR, (namely Regulation 21) the company had constituted the Risk Management Committee with effect from 12.08.2021. During the financial year 2023-24, the Risk Management Committee was reconstituted thrice on 11.08.2023, 27.11.2023 and 01.02.2024 the following Six (6) Directors out of which four (4) Independent Directors and Two (2) Nominee Directors are the members in the Risk Management Committee:

| SI No | Name of the Director | Position |
|-------|-------------------------------------|---------------------------|
| 1. | Dr M Arumugam | Chairman of the Committee |
| 2. | Dr N Sundaradevan, I.A.S., (Retd.) | Member |
| 3. | Tmt M Sathiyavathy, I.A.S., (Retd.) | Member |
| 4. | Thiru C Vijayaraj Kumar, I.A.S., | Member |
| 5. | Thiru J Kumaragurubaran, I.A.S., | Member |
| 6. | Thiru P B Santhanakrishnan | Member |

The Risk Management Committee met 2 times during 2023-24 ie. on 05.07.2023 and 29.12.2023 and the gap between two meetings did not exceed One hundred and Eighty (180) days. The necessary quorum was present for the meetings.

Meetings and attendance during the year

| Name of Director | No. of Meetings | |
|--|--------------------------|----------|
| | Held/ Entitled to attend | Attended |
| Dr M Arumugam | 2 | 2 |
| Dr. N Sundaradevan I.A.S., (Retd.) | 2 | 1 |
| Thiru V Chandrasekaran* | 1 | 1 |
| Thiru P B Santhanakrishnan! | 1 | 1 |
| Thiru C Vijayaraj Kumar, I.A.S. | 2 | 1 |
| Thiru T Udhayachandran, I.A.S., | 1 | Nil |
| Thiru M Sathiyavathy, I.A.S., (Retd.)# | 1 | 1 |
| Thiru J Kumaragurubaran, I.A.S.,@ | 1 | Nil |
| Tmt Soundara Kumar\$ | | |
| Thiru N Muruganandam, I.A.S., | Nil | Nil |
| Thiru S Nagarajan, I.A.S., | 1 | Nil |

* Ceased to be a Member w.e.f. 13.11.2023

! Co-opted as a Member w.e.f. 01.02.2024

Co-opted as a Director/Member 29.11.2023

@ Co-opted as a Director/Member w.e.f 10.11.2023

\$ Ceased to be a Member w.e.f. 30.06.2023

The Management is committed to further strengthen its risk management capabilities in order to protect and enhance shareholder value by improving its business performance. Continuous efforts in creating new opportunities, improving competencies / knowledge in various areas leading to improved performance and leveraging existing knowledge resources, in line with the risk appetite of the company, has enabled the company to protect the interests of shareholders.

Details of Chief Risk Officer during the financial year 2023-24

| SI No | Name | Designation | Remarks |
|-------|-----------------------|---------------------------------|--|
| 1. | Thiru SVR Krishnan | Executive Director – Operations | Ceased to be Chief Risk Officer w.e.f 30.06.2023 |
| 2. | Thiru Santosh Wakhloo | Executive Director – Marketing | Appointed as Chief Risk Officer w.e.f 01.07.2023 |

Terms of Reference:

- ❖ To formulate a detailed risk management policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the Company in particular including financial, operational, sectoral, sustainability, information, cyber security risks or other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan
- ❖ To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- ❖ To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- ❖ To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- ❖ To keep the Board of Directors informed about the nature and content of its discussions, recommendations and action to be taken.
- ❖ The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- ❖ The Risk Management Committee shall coordinate its activities with other Committee(s), in instances where there is any overlap with activities of such Committee(s), as per the framework laid down by the Board of Directors.

7. Nomination and Remuneration Committee (Statutory) [Regulation 19 of SEBI, LODR]

To comply with Section 178 of the Companies Act 2013 and Regulation 19 of SEBI,LODR , the company has formed a Nomination and Remuneration Committee. During the financial year 2023-24, the Nomination and Remuneration Committee was reconstituted twice on 11.08.2023 and 29.11.2023 and the following Six (6) Directors, Four (4) Independent Directors and Two (2) Nominee Directors are the members in the Nomination and Remuneration Committee:

| SI No | Name of the Director | Position |
|-------|-------------------------------------|---------------------------|
| 1. | Dr N Sundaradevan, I.A.S., (Retd.) | Chairman of the Committee |
| 2. | Dr M Arumugam | Member |
| 3. | Thiru P B Santhanakrishnan | Member |
| 4. | Tmt M Sathiyavathy, I.A.S., (Retd.) | Member |
| 5. | Thiru V Arun Roy, I.A.S., | Member |
| 6. | Thiru J Kumaragurubaran, I.A.S., | Member |

Meetings and attendance during the year

The Nomination and Remuneration Committee met once during 2023-24 on 22.03.2024 respectively. The necessary quorum was present for all the meetings:

| Name of Director | No. of Meetings | |
|-------------------------------------|--------------------------|----------|
| | Held/ Entitled to attend | Attended |
| Dr N Sundaradevan, I.A.S., (Retd.) | 1 | 1 |
| Dr M Arumugam | 1 | 1 |
| Thiru P B Santhanakrishnan | 1 | 1 |
| Tmt M Sathiyavathy, I.A.S., (Retd.) | 1 | 1 |
| Thiru V Arun Roy, I.A.S., * | 1 | Nil |
| Thiru J Kumaragurubaran, I.A.S.,* | 1 | Nil |

* Co-opted as a Member(s) w.e.f 10.11.2023

The Chairperson of the Nomination and Remuneration Committee was present at the last Annual General Meeting.

Terms of reference:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and approve the appointment and remuneration of senior executives, the company's remuneration plan, annual salary increase principles and budgets, annual and long term incentive plans of the company, policies and programs such as succession planning, employment agreements, severance agreements and any other benefits.
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates
- formulation of criteria for evaluation criteria for performance of Independent Directors and the Board of Directors.
- Devising a policy on diversity of Board of Directors.
- Shall identify persons who are qualified to become director and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.
- Whether to extend or continue the term of appointment of the Independent Director on the basis of the report of performance evaluation of Independent Director.

- To recommend to the Board, all remuneration, in whatever form payable to Senior Management.
- Evaluate executive team performance regularly to strengthen the cumulative annual assessment and to provide timely feed-back to the assessed individuals.
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

Performance Evaluation of Directors

The Nomination and Remuneration Committee(s) has specified the criteria for performance evaluation of the Directors, the Board and its Committee(s). The Board is committed to evaluating its own performance as a Board and evaluating performance of individual Directors, in order to identify strengths and areas in which it may improve functioning. Further, overall effectiveness of the Board is measured to decide the appointments and re-appointments of Directors.

A performance evaluation of each Independent Director of the Company was done by the Board of Directors. The attendance, participation and contributions of each Independent Directors during the proceedings of meetings of the Directors were appreciated. The knowledge, experience and advice shared by the Independent Directors from time to time have ensured governance and good conduct, adherence to laws, mitigating risks and growth. The overall outcome from the evaluation was that the Board and its individual Directors were performing effectively.

Remuneration Policy

While formulating policy, the Committee has ensured that:

- Level and composition of remuneration is reasonable and sufficient to attract/ retain/ motivate Directors. Relationship of remuneration to performance.
- Remuneration to Directors/Key Management Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals
- Policy and evaluation criteria shall be disclosed in the Board's report.
 - a. The remuneration / compensation to the Director, Key Managerial Personnel and Senior Management will be determined by the Committee and recommended to the Board for approval. This will be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
 - b. The composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate the Key Managerial Personnel and Senior Management of quality required to meet high standards of performance. The relationship of remuneration to performance shall be clear and meet appropriate performance benchmarks. The Committee may review remuneration of senior management personnel from time to time.

Remuneration to Key Managerial Personnel and Senior Management:

The Key Managerial Personnel, Senior Management and other employees shall be paid remuneration as revised through the Salary Review process of the Company from time to time. In respect of officers / executives the salary revision is effected with the approval of the Board generally after reaching a settlement with the workmen. The last such revision was given in 307th Board Meeting covering the period

from 16th May, 2022 to 15th May, 2026. The executives in senior management appointed by following the normal recruitment procedure are covered under the compensation package approved by the Board of Directors.

Remuneration to Non- Executive and Independent Directors:

The Non- Executive Directors and Independent Directors of the Company are entitled to sitting fees as determined by Board from time to time for attending Board / Committee meetings thereof in accordance with the provisions of Act. Dr M Sai Kumar, I.A.S., , Chairman and Managing Director was paid remuneration in accordance with the Government Rules as applicable.

The Sitting fees for attending the Board / Committee Meetings by Non-Executive Directors nominated by Government of Tamilnadu, were remitted into Government of Tamil Nadu Account.

a) Details of remuneration paid to Executive Directors for the year ended 31st March, 2024:

| Executive Directors Name & Position | Pay & Allowances | Reimbursement of medical expenses | Perquisites | ₹ In Lakh | |
|--|------------------|-----------------------------------|-------------|-----------|-------|
| | | | | Others | Total |
| Dr M. Sai Kumar, I.A.S., CMD | - | - | - | - | - |
| Total | - | - | - | - | - |

Non-Executive Directors

The details of sitting fees paid to Non-Executive Directors and Independent Directors during the financial year 2023-24 are given below:

| Name of the Director | Sitting Fees Paid (₹) | | | | | | | |
|-------------------------------------|-------------------------|------------------|-----------------|---------------------------------------|---------------------------|-------------------------------------|--------------------------------|-----------------|
| | Audit Committee Meeting | Board Meeting | CSR Committee | Nomination and Remuneration Committee | Risk Management Committee | Stakeholders Relationship Committee | Independent Director's Meeting | Honourarium |
| Thiru S Krishnan, I.A.S.,* | 30,000 | 35,000 | - | - | - | - | - | - |
| Thiru V Arun Roy, I.A.S.,* | 30,000 | 35,000 | - | - | - | - | - | - |
| Thiru T Udhayachandran, I.A.S.,* | 30,000 | 35,000 | - | - | - | - | - | - |
| Thiru S Nagarajan, I.A.S.,* | 30,000 | 35,000 | - | - | - | - | - | - |
| Thiru J Kumaragurubaran, I.A.S.,* | 60,000 | 35,000 | - | - | - | - | - | - |
| Thiru C Vijayaraj Kumar, I.A.S.,* | 30,000 | 1,05,000 | - | - | 30,000 | - | - | - |
| Dr N Sundaradevan, I.A.S., (Retd.) | 1,80,000 | 2,10,000 | 30,000 | 30,000 | 60,000 | 30,000 | 30,000 | 2,10,000 |
| Thiru N Narayanan, I.A.S., (Retd.) | - | - | - | - | - | - | - | 25,000 |
| Thiru V Chandrasekaran | 1,20,000 | 1,40,000 | 30,000 | - | 30,000 | - | - | - |
| Thiru PB Santhanakrishnan | 1,80,000 | 2,10,000 | 30,000 | 30,000 | 30,000 | - | 30,000 | - |
| Dr M Arumugam | 1,80,000 | 2,10,000 | 30,000 | 30,000 | 60,000 | 30,000 | 30,000 | 12,500 |
| Tmt M Sathiyavathy, I.A.S., (Retd.) | 60,000 | 70,000 | - | 30,000 | 30,000 | 30,000 | 30,000 | - |
| Tmt Soundara Kumar | - | 35,000 | - | - | - | - | - | - |
| Total | 9,30,000 | 11,55,000 | 1,20,000 | 1,20,000 | 2,40,000 | 90,000 | 1,20,000 | 2,47,500 |

* remitted to Government of Tamil Nadu

Non-Executive and Independent Directors were paid sitting fees of Rs.35,000/- per Board Meeting and Rs.30,000/- per meeting for other committee(s).

The company has also taken Director's and Officer's (D&O) liability insurance to protect its directors' personal liability for financial losses that may arise out of any unintentional wrongful acts.

None of the Non-Executive Directors have had any pecuniary relationship or transaction with the Company other than those relating to remuneration in their capacity as Directors.

Shareholdings of Directors

No Director is holding any shares in the company.

8. General Body Meetings

I. Last three Annual General Meetings were held as below:

| Year | No. of the AGM | Location | Date | Time | Special Resolution passed in the AGM by shareholders |
|---------|----------------|--|------------|------------|--|
| 2020-21 | 41 | Thru Video Conference ("VC")/Other Audio Visual Means ("OAVM") | 23.09.2021 | 10.30 AM | 1 |
| 2021-22 | 42 | Thru Video Conference ("VC")/Other Audio Visual Means ("OAVM") | 22.09.2022 | 10.30 AM | 3 |
| 2022-23 | 43 | Thru Video Conference ("VC")/Other Audio Visual Means ("OAVM") | 25.09.2023 | 12:00 Noon | 1 |

The statement to be annexed to the notice as referred to in sub-section(1) of Section 102 of the Companies Act, 2013 for each item of special business transacted at the above meetings had set forth clearly the recommendation of the Board to the shareholders on each of the specific items as specified under Regulation 17(11) of the SEBI (LODR) Regulations, 2015.

II. No Extraordinary General Meeting of the Members was held during the financial year 2023-24

III. Postal Ballot

During the financial year 2023-24 following Five (5) Ordinary Resolutions were passed by the Company through Postal Ballot:

| SI No | Particulars | Type of Resolution (Ordinary/Special) |
|-------|--|---------------------------------------|
| 1. | Appointment of Thiru T Udhayachandran, I.A.S., (DIN: 02357295) as Director | Ordinary |
| 2. | Appointment of Thiru S Nagarajan, I.A.S., (DIN - 09128327) as Director | Ordinary |
| 3. | Appointment of Thiru V Arun Roy, I.A.S., (DIN - 01726117) as Director | Ordinary |
| 4. | Appointment of Thiru J Kumaragurubaran, I.A.S., (DIN - 06702233) as Director | Ordinary |
| 5. | Appointment of Tmt M Sathiyavathy, I.A.S., (Retd.)(DIN: 02357307) as an Independent Woman Director | Special |

Voting Pattern

| Sl No | Particulars | Notice Date | Cut off Date | Voting Period Start and End (Dates) | % Votes in Favour | % Votes Against | Scrutinizers Report Date | Results submission date to Stock Exchanges |
|-------|--|----------------------------------|----------------------------------|--|-------------------|-----------------|--------------------------------|--|
| 1. | Appointment of Thiru T Udhayachandran, I.A.S., as Director | 24 th May, 2023 | 26 th May, 2023 | Friday, 9 th June, 2023 at 9.00 A.M. I.S.T. and ended on Saturday, 8 th July, 2023 at 5.00 P.M. I.S.T. | 99.06% | 0.94% | 10 th July, 2023 | 10 th July, 2023 |
| 2. | Appointment of Thiru S Nagarajan, I.A.S., as Director | 25 th September, 2023 | 22 nd September, 2023 | Friday, 29 th September, 2023 at 9.00 A.M. I.S.T. and ended on Saturday, 28 th October, 2023 at 5.00 P.M. I.S.T. | 98.71% | 1.29% | 30 th October, 2023 | 30 th October, 2023 |
| 3. | Appointment of Thiru V Arun Roy, I.A.S., | 10 th November, 2023 | 10 th November, 2023 | Tuesday, 19 th December, 2023 at 9.00 A.M. I.S.T. and ended on Wednesday, 17 th January, 2024 at 5.00 P.M. I.S.T. | 98.96% | 1.04% | 18 th January, 2024 | 18 th January, 2024 |
| 4. | Appointment of Thiru J Kumaragurubaran, I.A.S., as Director | 10 th November, 2023 | 10 th November, 2023 | Tuesday, 19 th December, 2023 at 9.00 A.M. I.S.T. and ended on Wednesday, 17 th January, 2024 at 5.00 P.M. I.S.T. | 98.16% | 0.84% | 18 th January, 2024 | 18 th January, 2024 |
| 5. | Appointment of Tmt M Sathiyavathy, I.A.S., (Retd.) as Independent Woman Director | 27 th November, 2023 | 1 st December, 2023 | Wednesday, 20 th December, 2023 at 9.00 A.M. I.S.T. and ended on Thursday, 18 th January, 2024 at 5.00 P.M. I.S.T. | 99.93% | 0.07% | 19 th January, 2024 | 19 th January, 2024 |

The Ordinary/Special Resolution(s) were passed with requisite majority.

Procedure for Postal Ballot:

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("SEBI (LODR) Regulations"), Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings ("SS-2") and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No.14/2020 dated 8th April, 2020 read with General Circular No.17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September,

2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021, General Circular No.20/2021 dated 8th December, 2021, General Circular No.3/2022 dated 5th May, 2022, General Circular No.11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 (“MCA Circulars”) and other applicable laws and regulations the company has issued Postal Ballot Notice to the Members, seeking their consent with respect to the appointment of:

- ❖ Thiru T Udhayachandran, I.A.S., as Director
- ❖ Thiru S Nagarajan, I.A.S., as Director.
- ❖ Thiru V Arun Roy, I.A.S., as Director
- ❖ Thiru J Kumaragurubaran, I.A.S., as Director
- ❖ Tmt M Sathiyavathy, I.A.S., (Retd.) as Independent Director

The Company had provided remote e-voting facility to all the Members of the Company. The Company engaged the services of Central Depository Services (India) Limited for providing services of remote e-voting for conducting Postal Ballot to enable the members to cast their votes electronically.

Tmt Anuradha Ponraj, Company Secretary was authorized by the Board of Directors to conduct the Postal Ballot and to sign and send the notice to the members and in Compliance with Rule 22(5) of the Rules, Thiru R Sridharan (ICSI Membership: FCS No. 4775 - CP No.3239) of M/s. R Sridharan & Associates, Company Secretaries, was appointed as Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.

The Scrutinizer, after the completion of scrutiny, submitted his report(s) to the Chairman and Managing Director to accept, acknowledge and counter sign the Scrutinizers report and as well as declare the results in accordance with the provisions of the Act, the Rules framed thereunder and the Secretarial Standard - 2 (SS-2) issued by the Institute of Company Secretaries of India, (ICSI), New Delhi.

The Scrutinizer after the completion of scrutiny submitted the consolidated Scrutinizers Report to the Chairman and Managing Director and the Scrutinizers report along with the details of voting results in the format specified under Regulation 44 of SEBI, LODR were submitted to the BSE and NSE and also placed on Company's Website.

None of the businesses proposed to be transacted at the ensuing Annual General Meeting requires passing a resolution through Postal Ballot.

E-voting System

Regulation 44 of SEBI, LODR and Rule 20 of The Companies (Management and Administration) Rules, 2014 state that every listed company or a company having not less than 1000 shareholders, shall provide to its members facility to exercise their right to vote at general meetings by electronic means. Thiru R Sridharan of M/s. R.Sridharan & Associates, Company Secretaries, was appointed to act as Scrutinizer to conduct, supervise and control the exercise of e-voting for passing of resolutions of the company at the last Annual General Meeting held on 25th September, 2023.

Circular Resolution

Recourse to circular resolution is made in exceptional and emergent cases that are recorded at the succeeding Board / Committee Meetings. During the year, Three (3) circular resolution by the Board and Four (4) circular resolutions by the Nomination & Remuneration Committee (NRC) were passed which was recorded at the subsequent Board / Nomination & Remuneration Committee Meetings.

Secretarial Audit Report

Section 204 of the Companies Act, 2013 has mandated appointment of a Secretarial Auditor. Accordingly, M/s. R.Sridharan & Associates, Company Secretaries have been appointed as Secretarial Auditors for the year 2023-24. The Secretarial Audit Report in Form MR - 3 is attached as an annexure to the Board's Report.

Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Company Secretary has carried out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The Audit inter alia, confirms that the total listed and paid up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form (held by NSDL and CDSL) and total number of shares in physical form.

Quarterly Secretarial Audit Reports on reconciliation of the total admitted capital with NSDL/CDSL and the total issued and listed capital were furnished to the Stock Exchanges on the following dates:

| For the quarter ended | Furnished on |
|----------------------------------|--------------------------------|
| 30 th June, 2023 | 11 th July, 2023 |
| 30 th September, 2023 | 12 th October, 2023 |
| 31 st December, 2023 | 10 th January, 2024 |
| 31 st March, 2024 | 16 th April, 2024 |

Role of Company Secretary in overall governance process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all the relevant information, details and documents are made available to the directors and Senior Management for effective decision making at the meetings. The Company Secretary is primarily responsible to ensure compliance with applicable statutory requirements and is the interface between the management and regulatory authorities for governance matters. All the Directors of the Company have access to the advice and services of the Company Secretary.

Quarterly Compliance Report

The Company has submitted for each of the four (4) quarters during the Financial Year 2023-24, the Compliance Report on Corporate Governance to stock exchanges in the prescribed format within twenty one (21) days from the close of the quarter.

9. Disclosures

- a. The company has formulated a policy for Related Party Transaction and the same has been uploaded on the company's website at www.tnpl.com.

There are no materially significant transactions with related parties during the year which are potentially conflicting with company's interest at large.

Suitable disclosure as required by the Indian Accounting Standards (Ind AS 24) has been made in the notes to Accounts forming part of this Annual Report.

- b. Pursuant to Regulations 17(8) of SEBI, LODR, the Chief Executive Officer and the Chief Financial Officer certified to the Board on their review of financial statements and cash flow statements for the financial year ended 31st March 2024 in the form prescribed by Part B of Schedule II of SEBI, LODR.
- c. The criteria for making payments to Non-Executive Directors is placed on the website of the company www.tnpl.com.
- d. None of the Non-Executive directors is holding shares / convertible instruments of the company.
- e. There were no instances of non-compliance on any matter relating to the capital market during the last three years except for the delay in the appointment of the Independent Woman Director and the reconstitution of the Stakeholders Relationship Committee (SRC) and the Nomination and Remuneration Committee (NRC) accordingly.
- f. Details of information on appointment of new/re-appointment of Directors:
A brief resume, nature of expertise in specific functional areas, names of companies in which the person already holds directorship and membership of committees of the Board forms part of the Notice convening the 44th Annual General Meeting.
- g. The Company has complied with all mandatory provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Code of Conduct – Regulation 26 (3)

The Company adheres to the highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency in business dealings. The Board of Directors has framed Code of Conduct for Board Members and Senior Management. The Code of Conduct has been communicated to the Directors and the Members of the Senior Management.

The Code of Conduct for Board of Directors and Senior Management adopted pursuant to Regulation 26(3) of SEBI, LODR has been detailed below:

The code is applicable to all Directors and specified Senior Management. The code impresses upon Directors and Senior Management to uphold the interest of the company and its stakeholders and to endeavor to fulfill all the fiduciary obligations towards them. Another important principle on which the code is based is that the Directors and Senior Management Executives shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties. The SEBI, LODR and the Companies Act, 2013 have included duties for Independent Directors in the Code of Conduct for Board of Directors. The company has suitably incorporated the same in the Code of Conduct for Board of Directors. The code has been posted on the website of the company www.tnpl.com

Affirmation of compliance of Code of Conduct for the financial year 2023-24 has been received from the Directors and Senior Management Executive of the company. Details of Particulars of the Senior Management Personnel are given in the website of the company viz: www.tnpl.com.

Declaration affirming the above as signed by the Chairman and Managing Director is enclosed in this report.

Prevention of Insider Trading

Pursuant to SEBI (Prevention of Insider Trading) Regulations, 2015, the Company has formulated and adopted Code for Prevention of Insider Trading. The code viz. "Code of Internal Procedures and Conduct for Regulating, Monitoring And Reporting of Trading by Designated Persons" and the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (TNPL Code) allow the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company's shares. It also prohibits the purchase or sale of Company's shares by the Directors, designated employees and connected persons, while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. Further circular issued by BSE vide letter dated 2nd April, 2019 vide Ref No. LIST/COMP/01/2019-20 and NSE dated 2nd April, 2019 vide Ref No. NSE/CML/2019/11 Informing that every listed company has to adopt the revised code of practices and procedures for fair disclosure, Internal procedure and conduct for Regulating, Monitoring and Reporting of trading by Insiders. Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of Financial results (both audited/unaudited).

The Company in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 maintains a structured digital database containing the details of persons/ entities with whom unpublished price sensitive information is shared. This database is maintained with adequate controls and checks such as time stamping and audit trails to ensure that the database cannot be tampered.

The Company Secretary is responsible for implementation of the Code. The Board of Directors, designated employees and connected persons have affirmed compliance with the Code.

Vigil Mechanism / Whistle Blower Policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has framed a vigil mechanism / whistle blower policy wherein the employees are free to report any improper activity resulting in violations of laws, rules, regulations or code of conduct by any of the employees to the Competent Authority or Chairman of the Audit Committee, as the case may be. Any such complaint is reviewed by the Competent Authority or Chairman of the Audit Committee. The confidentiality of those reporting violations shall be maintained and they shall not be subjected to any discriminatory practice. No employee has been denied access to the Audit Committee. The policy has been posted on the website of the company at www.tnpl.com.

10. Means of Communication

| | | |
|----|---|--|
| a. | Quarterly/Half-yearly report sent to each household of shareholders | No* |
| b. | Whether the website also displays official news releases and presentation to the media, analysts, institutional investor's etc. ? | Yes |
| c. | Financial results (Newspapers published in) | Financial Express, Business Standard Dina thanthi, Indu Tamizh Thisai |
| d. | Whether MDA (Management Discussion and Analysis) is a part of Annual Report? | Yes |
| e. | Website where results are uploaded | www.tnpl.com |

* As the results are published in newspapers having wide circulation and also displayed on the company's website, quarterly/ half yearly results are not sent separately to each shareholder.

The company also informs by way of intimation to the Stock Exchanges all price sensitive matters and such other matters which in its opinion are material and of relevance to the shareholders and subsequently issues a Press Release on the said matters.

- f. Presentation to Analysts: The Company's shares are listed on both BSE Limited (BSE) and National Stock Exchange (NSE) of India Limited. The presentations broadly cover operations, financials and industry outlook. The company also displays official news at our company's website. The Company also uploads on the BSE Listing Centre and on NSE NEAPS Portal details of analysts and institutional investor meetings whenever the Company's representatives attend any meeting of the investors.
- g. Annual Report: Annual Report containing, inter alia, Audited Annual Accounts, Boards' Report, Auditors' Report and other important information is sent to Members and others entitled thereto. The Management Discussion and Analysis (MDA) and Business Responsibility and Sustainability Reporting (BRSR) forms part of the Annual Report. The Annual Report is also available on the Company's website.
- h. Chairman's communiqué: Printed copy of the Chairman's speech at the Annual General Meeting is posted on the TNPL website.
- i. The Company discloses to the Stock Exchanges all information required to be disclosed under Regulation 30 read with Part A of Schedule III of the SEBI, LODR including material information having a bearing on the performance / operations of the listed entity or other electronically on BSE's online Portal – BSE Corporate Compliance & Listing Centre (Listing Centre) and on NSE Electronic Application Processing System (NEAPS), the on-line portal of National Stock Exchange of India Limited.
- j. The Board of Directors has approved a policy for determining materiality of events for the purpose of making disclosure to the Stock Exchanges. The Chairman & Managing Director and Chief Financial Officer of the Company are severally / jointly authorized to determine Materiality of any event or information while Chief Financial Officer / Company Secretary are severally authorized to make disclosures of the same to stock exchange(s), subject to the provisions of this Policy.
- k. All disclosures made to the stock exchanges as statutorily required are also available on the Company's website www.tnpl.com
- l. Extensive Business Reporting Language (XBRL): XBRL is a language for electronic communication of business and financial data. It offers major benefits to all those who have to create, transmit, use or analyze such information which aids better analysis and decision making. Ministry of Corporate Affairs. (MCA), vide its circular No. 37/2011 dated 7th June 2011 had mandated certain companies to file their Annual Accounts vide this mode. The company has filed its Annual Accounts on MCA through XBRL.
- m. Ministry of Corporate Affairs: The Company has periodically filed all the necessary documents with the MCA.
- n. SEBI Complaints Redress System (SCORES): A centralized web based complaints redressal system which serves as a centralized database of all complaints received, enables uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by the investors of action taken on the complaint and its current status.
- o. The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| Particulars | RegulationNumber | Compliancestatus (Yes/No/NA) |
|---|--|---|
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25 | Yes |
| Board composition | 17(1), 17(1)(a), 17(1)(b), 17(1)(c), 17(1A), 17(1C), 17(1D) & 17(1E) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Quorum of Board Meeting | 17(2A) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Recommendation of Board | 17(11) | Yes |
| Minimum Number of Directorships | 17A | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting and Quorum of Audit Committee | 18(2) | Yes |
| Composition of Nomination & Remuneration Committee | 19(1) & (2) | Yes |
| Quorum of Nomination & Remuneration Committee | 19(2A) | Yes |
| Meeting of Nomination & Remuneration Committee | 19(3A) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes |
| Meeting of Stakeholder Relationship Committee | 20(3A) | Yes |
| Composition and Role of Risk Management Committee | 21(1), (2), (3) & (4) | Yes |
| Meeting of the Risk Management Committee | 21(3A) & 21(3C) | Yes |
| Quorum of Risk Management Committee | 21(3B) | Yes |
| Vigil Mechanism | 22 | Yes |
| Policy for Related Party Transaction | 23 | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2) & (3) | NA |
| Approval for material related party transactions and subsequent material modifications | 23(4) | NA |
| Disclosure of related party transactions on standalone basis to Stock Exchanges & publish in website | 23(9) | NA |
| Composition of Board of Directors of unlisted material subsidiary | 24(1) | NA |
| Other Corporate Governance Requirements with respect to Subsidiary of Listed Entity | 24(2), (3), (4), (5), (6) and (7) | NA |
| Annual Secretarial Compliance Report | 24A | Yes |
| Alternate Director to Independent Director | 25(1) | NA |
| Maximum Tenure | 25(2) | Yes |
| Appointment / Reappointment / Removal of Independent Director | 25(2A) | Yes |

| Particulars | RegulationNumber | Compliancestatus (Yes/No/NA) |
|---|------------------|------------------------------|
| Meeting of Independent Directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Declaration from Independent Director | 25(8) & (9) | Yes |
| D&O Insurance for Independent Directors | 25(10) | Yes |
| Memberships in Committees | 26(1) & (2) | Yes |
| Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Policy with respect to Obligations of Directors and Senior Management | 26 | Yes |
| Other Corporate Governance Requirements | 27(1) & (2) | Yes |
| Website Compliance | 46(2) | Yes |

- p. Shareholders are encouraged to correspond with the Registrars & Share Transfer Agents and the Company via email to speed up response, reduce paperwork and also to help us redress complaints faster. Shareholders are requested to mention their Folio nos. (DP-ID and Client ID) in case of demat shares) phone or mobile number and their Email ID so that we can contact them and redress their complaints immediately. However, for instructions like change of bank mandate, change of address, transfers & transmission of shares etc. letters duly signed by the Shareholders concerned should be sent otherwise such requests cannot be processed by the Registrars. Email ID of Shareholders will have to be registered with the Depositories to enable the Registrars to communicate electronically. Registration of Email ID can be done by sending them a letter duly signed by the Shareholders.
- q. The Corporate Governance Report of the Company for the year 2023-24 is in compliance with the requirements of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

11. SHAREHOLDERS' INFORMATION

1. 44th Annual General Meeting

| | |
|--------------------|---|
| Day, Date and Time | Friday, 27 th September, 2024 at 10:00 AM |
| Venue | Through Video Conference ("VC") / Other Audio Visual Means ("OAVM") |

2. Financial Year Calendar (2023-2024)(Tentative):

The Company follows the period of 1st April to 31st March, as the Financial Year. For the Financial year 2024 - 2025, Financial Results will be announced as per the following tentative schedule.

| | |
|---|------------------------------------|
| 1 st quarter ending 30 th June , 2024 | First/Second week of August 2024 |
| 2 nd quarter ending 30 th September, 2024 | First/Second week of November 2024 |
| 3 rd quarter ending 31 st December, 2024 | First/Second week of February 2024 |
| 4 th quarter ending 31 st March, 2025 | Third/Fourth week of May 2025 |

3. Book closure date: 21.09.2024 to 27.09.2024 (both days inclusive) on account of AGM and Dividend.
4. Record Date in respect of shares held in dematerialized form and physical form, is 20.09.2024 for determining those who will be entitled to receive dividend to be declared at the ensuing Annual General Meeting.

5. Cut Off Date is 20.09.2024 for determining those who will be entitled to vote electronically on the resolutions mentioned in the Notice convening the Annual General Meeting by remote e-Voting and also e-voting during the meeting.

6. Remote Electronic Voting before/during the AGM

Pursuant to section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable requirements, voting at the 44th Annual General Meeting will be made through remote e-voting prior to the AGM as well as remote e-voting during the AGM. The remote e-voting period will commence from 9.00 a.m. IST on 22.09.2024 and conclude at 5.00 p.m. IST on 26.09.2024, both days inclusive.

7. Scrutinizer for electronic voting: Thiru R Sridharan (ICSI Membership: FCS No. 4775 - CP No.3239) of M/s. R Sridharan & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the electronic voting process in a fair and transparent manner and to give his report to the Chairman and Managing Director.

8. (a) Dividend payment date: 01.10.2024 onwards.

(b) Dividend Policy:

Dividends, other than Interim dividend(s), are to be declared at the Annual General Meetings of Shareholders based on the recommendation of the Board of Directors. Generally, the factors that may be considered by the Board of Directors before making any recommendations for dividend include, without limitation, the Company's future expansion plans and capital requirements, profits earned during the fiscal year, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions. The Board of Directors may also from time to time pay interim dividend(s) to Shareholders. The Board of Directors have framed a Dividend Distribution Policy which is posted on the website of the Company at www.tnpl.com

9. Listing of Equity Shares on

a. Stock Exchanges at :

| | |
|---|--|
| National Stock Exchange of India Limited (NSE) Listing Department Plot No. C/1, G Block Bandra - Kurla Complex Bandra (East) - Mumbai - 400 051 | BSE Limited (BSE) Listing Department Phiroze Jeejeebhoy Towers 25 th Floor, Dalal Street Mumbai - 400 001 |
|---|--|

b. Depositories at :

| | |
|--|---|
| National Securities Depository Ltd. (NSDL) Trade World, 4 th Floor, 'A' Wing Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 | Central Depository Services (India) Limited (CDSL) 16 th -17 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. |
|--|---|

- Listing fee for Equity shares for the year 2023-24 have been paid to the above Stock Exchanges NSE, Listing fee has been paid through “NEAPS” (NSE Electronic Application Processing System).
- The Annual Custodial fees for the financial year 2023-24 have been paid to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited, CDSL

10. Stock Code / Symbol

| | | |
|----|---|-----------------------|
| 1. | BSE | 531426 |
| 2. | NSE | TNPL EQ |
| 3. | International Securities Identification No. (ISIN) | INE 107A01015 |
| 4. | Corporate Identity Number (CIN) allotted by the Ministry of Corporate Affairs | L22121TN1979PLC007799 |

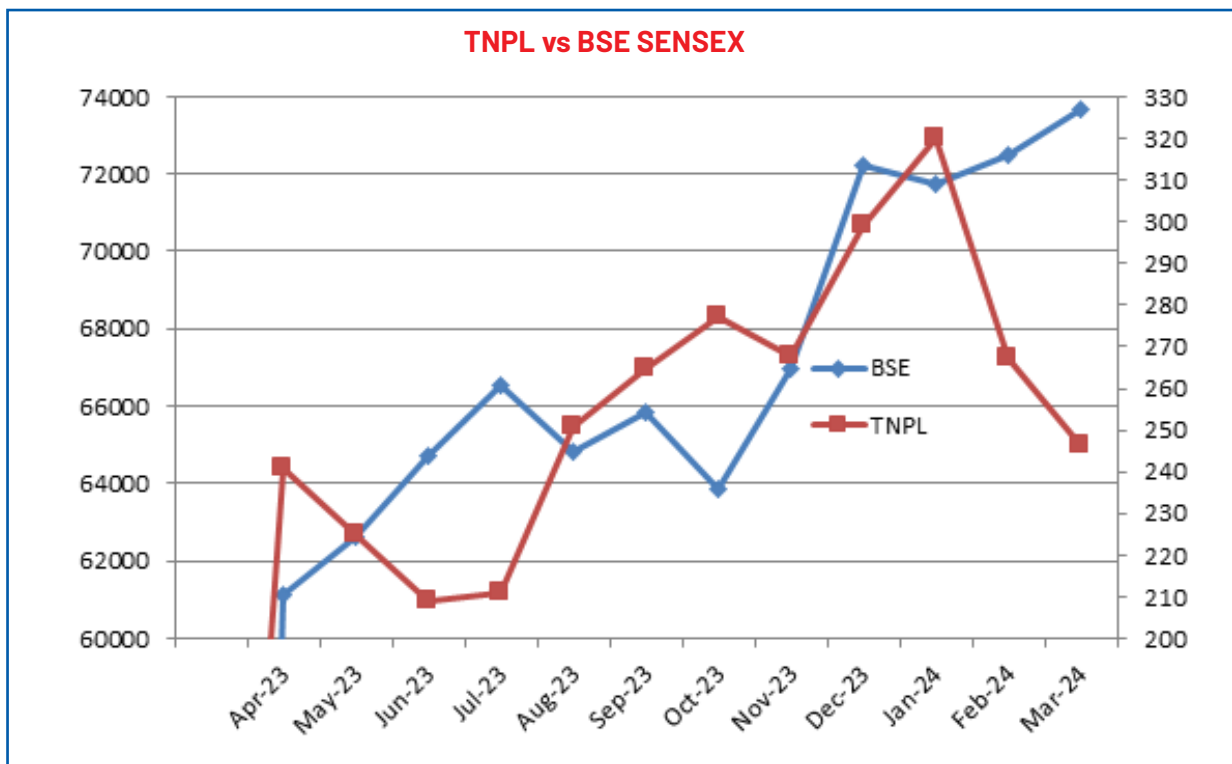
11. (a) Market Price Data (In ₹)

| Month/Year | BSE | | | National Stock Exchange (NSE) | | |
|------------|------------|-----------|-----------|-------------------------------|-----------|----------|
| | High Price | Low Price | Volume | High Price | Low Price | Volume |
| Apr-23 | 250.00 | 218.30 | 3,58,408 | 249.95 | 218.40 | 82,818 |
| May-23 | 260.95 | 223.35 | 4,34,723 | 261.00 | 220.05 | 1,16,780 |
| Jun-23 | 228.75 | 203.95 | 3,96,516 | 229.25 | 203.60 | 81,992 |
| Jul-23 | 217.35 | 202.00 | 4,49,583 | 217.40 | 201.90 | 94,964 |
| Aug-23 | 274.70 | 209.25 | 12,01,002 | 274.95 | 209.30 | 2,84,448 |
| Sep-23 | 294.00 | 247.45 | 13,19,415 | 293.90 | 247.60 | 2,77,483 |
| Oct-23 | 302.90 | 246.95 | 10,19,647 | 302.95 | 247.05 | 2,39,275 |
| Nov-23 | 292.85 | 258.10 | 3,79,011 | 293.70 | 258.10 | 1,64,991 |
| Dec-23 | 310.85 | 265.50 | 8,39,605 | 311.00 | 266.55 | 2,33,035 |
| Jan-24 | 330.95 | 285.05 | 8,20,365 | 331.00 | 285.25 | 3,32,668 |
| Feb-24 | 323.80 | 255.80 | 5,92,782 | 323.50 | 256.30 | 2,12,033 |
| Mar-24 | 283.35 | 243.90 | 3,00,409 | 282.90 | 245.05 | 95,636 |

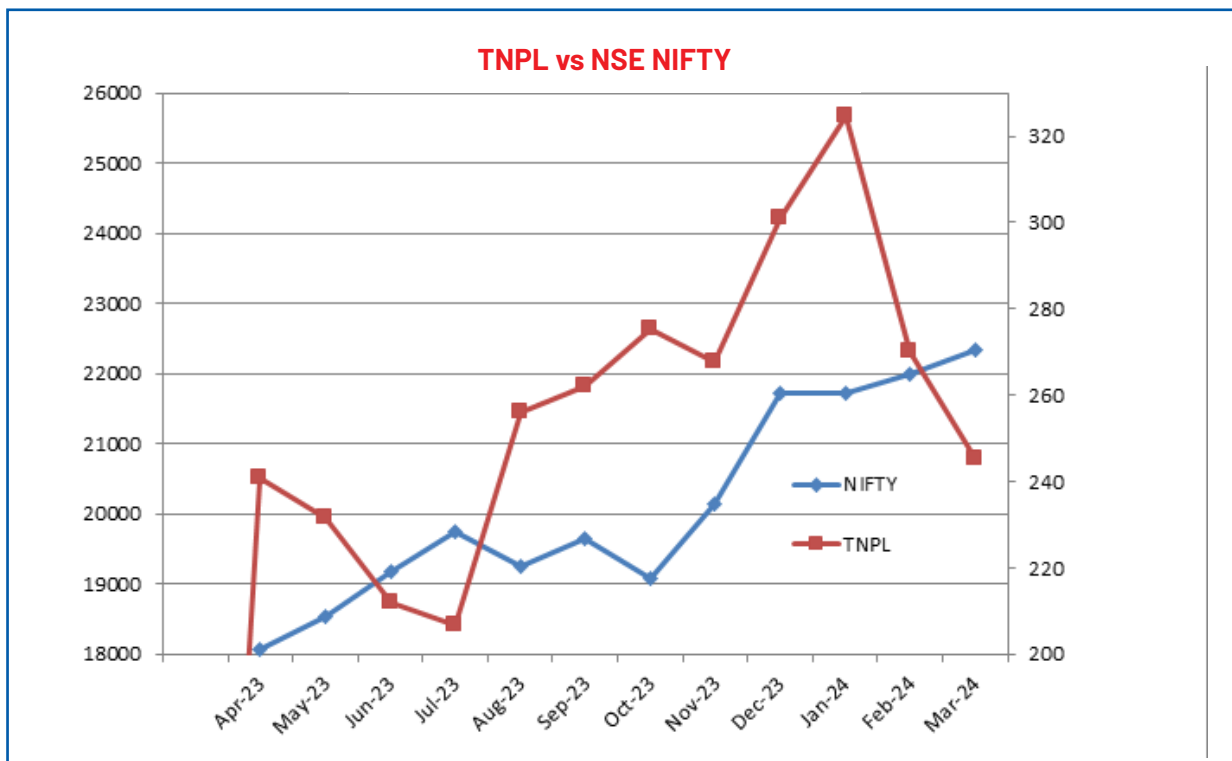
11. (b) Market Capitalization (₹)

| Market Capitalization | BSE | NSE |
|------------------------------------|-------------|-------------|
| As on 31 st March, 2023 | 1,51,052.13 | 1,51,086.74 |
| As on 28 th March, 2024 | 1,70,534.92 | 1,70,707.95 |

Sensex and TNPL share prices are based on month end closing rate



NIFTY and TNPL share prices are based on month end closing rates.



12. Share price performance in comparison to broad based indices – BSE Sensex and NSE Nifty for the years 2022-23 to 2023-24:

| YEAR | BSE SENSEX | | | NSE NIFTY | | |
|-----------|------------------------------|--------------------|-------------------------|------------------------------|-------------------|------------------------|
| | % CHANGE IN TNPL SHARE PRICE | % CHANGE IN SENSEX | TNPL REACTIVE TO SENSEX | % CHANGE IN TNPL SHARE PRICE | % CHANGE IN NIFTY | TNPL REACTIVE TO NIFTY |
| 2022-2023 | 29.83 | 0.72 | 29.11 | 30.21 | (-)0.60 | 30.81 |
| 2023-2024 | 12.90 | 24.85 | (-)11.95 | 12.99 | 28.61 | (-)15.63 |

13. Registrar and Transfer Agent (RTA):

The Company has already enlisted the services of M/s Cameo Corporate Services Ltd., Chennai to act as Registrar and Transfer Agents (RTA) to handle all investor services relating to shares held in physical form as well as in electronic mode.

Their address is given below:

M/s Cameo Corporate Services Ltd. V Floor, "Subramanian Building",
No.1 Club House Road, Chennai – 600 002
Tel.No.044-28460390 - 28460395
Fax No.044-28460129
E-mail ID: cameo@cameoindia.com

14. Share Transfer System:

a. Share Transfers:

The shares of the Company, being in the compulsory demat list are transferable through the depository system.

All / transmissions/ remat received are processed and approved by the Share Transfer Committee which normally meets twice/ thrice in a month. Shares under objection are returned within two weeks.

SEBI in June, 2018 amended the Regulation 40 of the SEBI, LODR prohibiting transfer of shares held in physical mode with effect from 01st April, 2019. Transposition and Transmission are exempted from this amendment. Accordingly, transfer of shares in physical mode is not be feasible from 01st April, 2019.

b. Nomination facility for shareholding:

As per the provisions of the amended Companies Act, 2013, facility regarding nomination is available for shareholders in respect of shares held by them. Nomination forms can be obtained from the registrar and share transfer agent.

Shareholders holding shares in physical form and desirous of making a nomination in terms of Section 72 of the Act are requested to submit to the Registrar and Transfer Agent in the Form No. SH.13 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. These forms can be had on request or downloaded from Company / MCA website. In the case of Demat holding, shareholders shall submit the same to their respective Depository Participants.

c. Payment of dividend:

SEBI, LODR read with relevant SEBI circulars require companies to use any electronic mode of payment approved by the Reserve Bank of India (RBI) for making payment to shareholders. Accordingly, the dividend, if declared, will be paid through electronic mode, where the bank account details of members are available. Where dividend payments are made through electronic mode, intimation regarding such remittance will be sent separately to the shareholders.

In cases where the dividend cannot be paid through electronic mode, it will be paid by account payee non-negotiable instruments/warrants.

Pursuant to the circular mentioned above, the company has written to shareholders holding shares in physical form requesting them to furnish details regarding their PAN and also their bank details for payment of dividend through electronic mode. Those shareholders who are yet to respond in this regard are again requested to take action on this matter at the earliest.

d. Tax deducted at source (TDS) on Dividend:

Pursuant to the changes introduced by the Finance Act, 2020 w.e.f 1st April 2020 as in the previous year there will be no Dividend Distribution Tax payable by the Company. The Dividend declared will be taxable in the hands of the shareholders subject to tax deduction at source at the applicable rates. Shareholders are requested to refer to the Income Tax Act, 1961 and Rules thereunder for full details.

The TDS would vary depending on the residential status of the shareholders and the documents submitted by them.

Shareholders can submit necessary declarations in Form 15G/ 15H as applicable to avail the benefit of non-deduction of tax. Non-resident shareholders can avail beneficial rates under applicable Tax Treaty subject to furnishing Form-10F and providing necessary documents.

Form 15G/ 15H or Form 10F can be filed online with the RTA thro' their link <https://investors.cameoindia.com>. These can be downloaded, duly completed, signed and scanned and emailed to the RTA at cameo@cameoindia.com

e. Unclaimed Dividends :

The Company is required to transfer dividends which have remained unpaid/ unclaimed for a period of seven years to the Investor Education & Protection Fund (IEPF) established by the Government. The Company will accordingly be required to transfer the dividend in the year 2024 for the year ended 31st March, 2017 has remained unclaimed / unpaid. Before transferring the monies to IEPF, individual letters are sent to those Members whose unclaimed dividends are due for transfer so as to enable them to claim the dividends before the due date. The information on unclaimed dividend is also posted on the website of the Company www.tnpl.com.

Details of dividend pending to the Unpaid / Unclaimed Dividend Account as on 31st March, 2024:

| Sl. No. | Year | Amount (₹) | % to the total dividend |
|---------|---|--------------|-------------------------|
| 1. | For the year 2016-17 | 2,078,167.50 | 0.40 |
| 2. | For the year 2017-18 | 992,305.00 | 0.29 |
| 3. | For the year 2018-19 | 1,579,477.50 | 0.30 |
| 4. | For the year 2019-20 | 1,160,255.35 | 0.28 |
| 5. | For the year 2020-21 | 723,598.13 | 0.35 |
| 6. | For the year 2021-22 | 678,040.93 | 0.24 |
| 7. | For the year 2022-23 | 1,080,626.06 | 0.31 |
| 8. | For the year 2023-24 (Interim Dividend) | 637,327.00 | 0.31 |

As regards unclaimed dividend, dividend warrants are sent to addresses available as per the company records. Where the shareholders have not informed the change of address to the company, the dividend warrants are returned to the company. The company remits the unclaimed dividend to the Central Government after seven years. If any claim is received from the shareholders within seven years period, payment is made.

Following amounts have been transferred to IEPF account during the year:

| Particulars | Date of Warrant | Due Date for Transfer | Date of Transfer | Amount transferred (In Rs.) |
|-----------------------------|-----------------|-----------------------|------------------|-----------------------------|
| Dividend :- 2015-16 (Final) | 01.10.2016 | 03.12.2023 | 29.11.2023 | 20,13,188.00 |
| Total | | | | 20,13,188.00 |

Transfer of 'Underlying Shares' into Investor Education and Protection Fund (IEPF) (in cases where unclaimed dividends have been transferred to IEPF for a consecutive period of seven years)

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account. The Company, after following the statutory provisions, has transferred the shares on which dividend has not been paid/claimed for seven consecutive years or more. The details of shares transferred to IEPF Authority account are as follows:

| Sl. No | Year | Shares Transferred To IEPF |
|---|-------------|----------------------------|
| 1. | 2008 - 2009 | 74,545 |
| 2. | 2009 - 2010 | 31,051 |
| 3. | 2010 - 2011 | 13,079 |
| 4. | 2011 - 2012 | 10,411 |
| 5. | 2012 - 2013 | 8,132 |
| 6. | 2013 - 2014 | 7,335 |
| 7. | 2014 - 2015 | 8,551 |
| 8. | 2015 - 2016 | 14,382 |
| (-) Shares returned by IEPF Authority to Shareholders | | (1,100) |
| Total | | 1,66,386 |

The Company has also uploaded full details of such shares transfer as well as unclaimed dividends on the website of the company (www.tnpl.com). Both the unclaimed dividends and the shares transferred to the IEPF can be claimed back by the concerned shareholders from IEPF Authority after complying with the prescribed procedure under the "Rules" as mentioned in the Guidelines below.

Guidelines for Investors to file claim

- a) Download the Form IEPF-5 from the website of IEPF (<http://www.iepf.gov.in>) for filing the claim for refund. Read the instructions provided on the website/instruction kit along with the e-form carefully before filling the form.

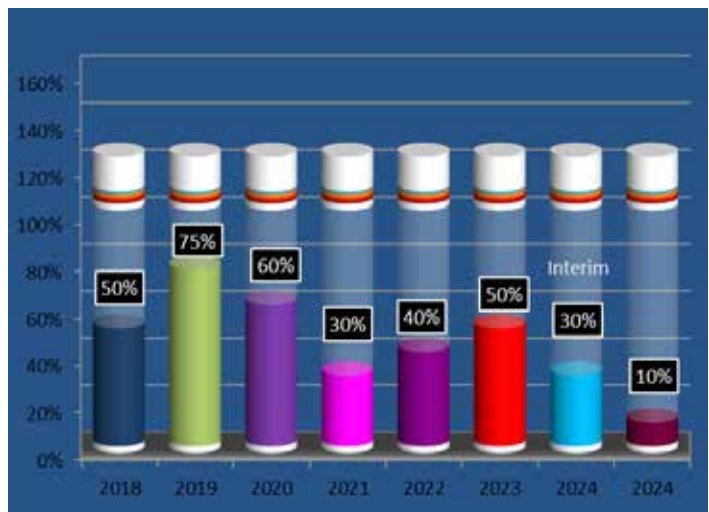
- b) After filling the form, save it on your computer and submit the duly filled form by following the instructions given in the upload link on the website. On successful uploading, an acknowledgement will be generated indicating the SRN. Please note down the SRN details for future tracking of the form.
- c) Take a print out of the duly filled IEPF-5 and the acknowledgement issued after uploading the form.
- d) Submit indemnity bond in original, copy of acknowledgement and self-attested copy of e-form along with the other documents as mentioned in the Form IEPF-5 to Nodal Officer (IEPF) of the Company at its registered office in an envelope marked "Claim for refund from IEPF Authority".
- e) Claim forms completed in all aspects will be verified by the concerned company and on the basis of company's verification report; refund will be released by the IEPF Authority in favor of claimants' Aadhaar linked bank account through electronic transfer. The Nodal Officer of the Company for IEPF Refunds Process is the Company Secretary of the Company
- . Members who have not encashed their dividend warrants in respect of dividends declared for the year ended 31st March 2017 and for any financial year thereafter may contact the company and surrender their warrants for payment. Members are requested to note that the dividend not claimed for a period of seven years from the date they first became due for payment shall be transferred to Unpaid Dividend Account of respective year shall be transferred to Investor Education and Protection Fund (IEPF) in terms of Section 125 of the Companies Act, 2013.
- f) Correspondence regarding change of address:

Shareholders are requested to ensure that any correspondence for Change of Address, change in Bank Mandates etc. should be signed by the first named shareholder. Shareholders who hold shares in dematerialized form should correspond with the Depository participant with whom they have opened Demat Account/s.
- g) Pending Investors' Grievances:

Any shareholder whose grievance has not been resolved to his/her satisfaction may kindly write to the Company Secretary at the Registered Office with a copy of the earlier correspondence.

15. Dividend Details

| Financial Year | Dividend % | Total Dividend (₹ in Lakhs) |
|-------------------|------------|-----------------------------|
| 2017-18 | 50% | 3460.53 |
| 2018-19 | 75% | 5190.80 |
| 2019-20 | 60% | 4152.63 |
| 2020-21 | 30% | 2076.32 |
| 2021-22 | 40% | 2768.42 |
| 2022-23 | 50% | 3460.53 |
| 2023-24 (Interim) | 30% | 2076.32 |
| 2023-24 (Final) | 10% | 6921.06 |



16. Distribution of Shareholding as on 31st March, 2024

| Share or Debenture holding (₹) | | No. of holders | % of Total holders | Total Shares | Total Amount (₹) | % of Total Amount |
|--------------------------------|-----------|----------------|--------------------|--------------------|---------------------|-------------------|
| 10 | 5000 | 41,403 | 91.56 | 34,39,720 | 3,43,97,200 | 4.97 |
| 5001 | 10000 | 1,778 | 3.93 | 14,36,651 | 1,43,66,510 | 2.08 |
| 10001 | 20000 | 924 | 2.04 | 14,17,483 | 1,41,74,830 | 2.05 |
| 20001 | 30000 | 328 | 0.73 | 8,31,426 | 83,14,260 | 1.20 |
| 30001 | 40000 | 153 | 0.34 | 5,44,806 | 54,48,060 | 0.79 |
| 40001 | 50000 | 137 | 0.30 | 6,48,284 | 64,82,840 | 0.94 |
| 50001 | 100000 | 220 | 0.49 | 16,50,499 | 1,65,04,990 | 2.38 |
| 100001 | And above | 275 | 0.61 | 5,92,41,731 | 5,92,41,731 | 85.60 |
| Total | | 45,218 | 100.00 | 6,92,10,600 | 69,21,06,000 | 100.00 |

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2024

| | CATEGORY | NO OF HOLDERS | NO OF SHARES | PERCENTAGE |
|-----------|--|---------------|-----------------|---------------|
| A. | PROMOTER'S HOLDING | | | |
| 1. | Promoters | | | |
| - | Indian Promoters | 1 | 24444900 | 35.32 |
| - | Foreign Promoters | 0 | 0 | 0.00 |
| 2. | Persons acting in Concert | 0 | 0 | 0.00 |
| | SUB-TOTAL | 1 | 24444900 | 35.32 |
| B. | NON-PROMOTERS HOLDING | | | |
| 1. | Indian Financial Institutions | 0 | 0 | 0.00 |
| 2. | Mutual Funds and UTI | 9 | 8300241 | 11.99 |
| 3. | Banks, Financial Institutions, Insurance Companies | 4 | 443673 | 0.64 |
| | Companies (Central/State Govt.) | 8 | 2808580 | 4.06 |
| | Institutions/Non-Government | 0 | 0 | 0.00 |
| 4. | Foreign Institutional Investors | 0 | 0 | 0.00 |
| 5. | FPI | 68 | 3232552 | 4.68 |
| | SUB-TOTAL | 89 | 14785046 | 21.37 |
| C. | OTHERS | | | |
| 1. | Private Corporate Bodies | 341 | 9544750 | 13.79 |
| 2. | Indian Public | 44003 | 17844493 | 25.78 |
| 3. | NRIs/OCBs | 709 | 394673 | 0.57 |
| 4. | Alternative Investment Fund | 0 | 0 | 0.00 |
| 5. | IEPF | 1 | 166386 | 0.24 |
| 6. | QIB | 1 | 1961925 | 2.83 |
| 7. | Others | 73 | 68427 | 0.10 |
| | SUB-TOTAL | 45128 | 29980654 | 43.31 |
| | GRAND TOTAL (A+B+C) | 45218 | 69210600 | 100.00 |

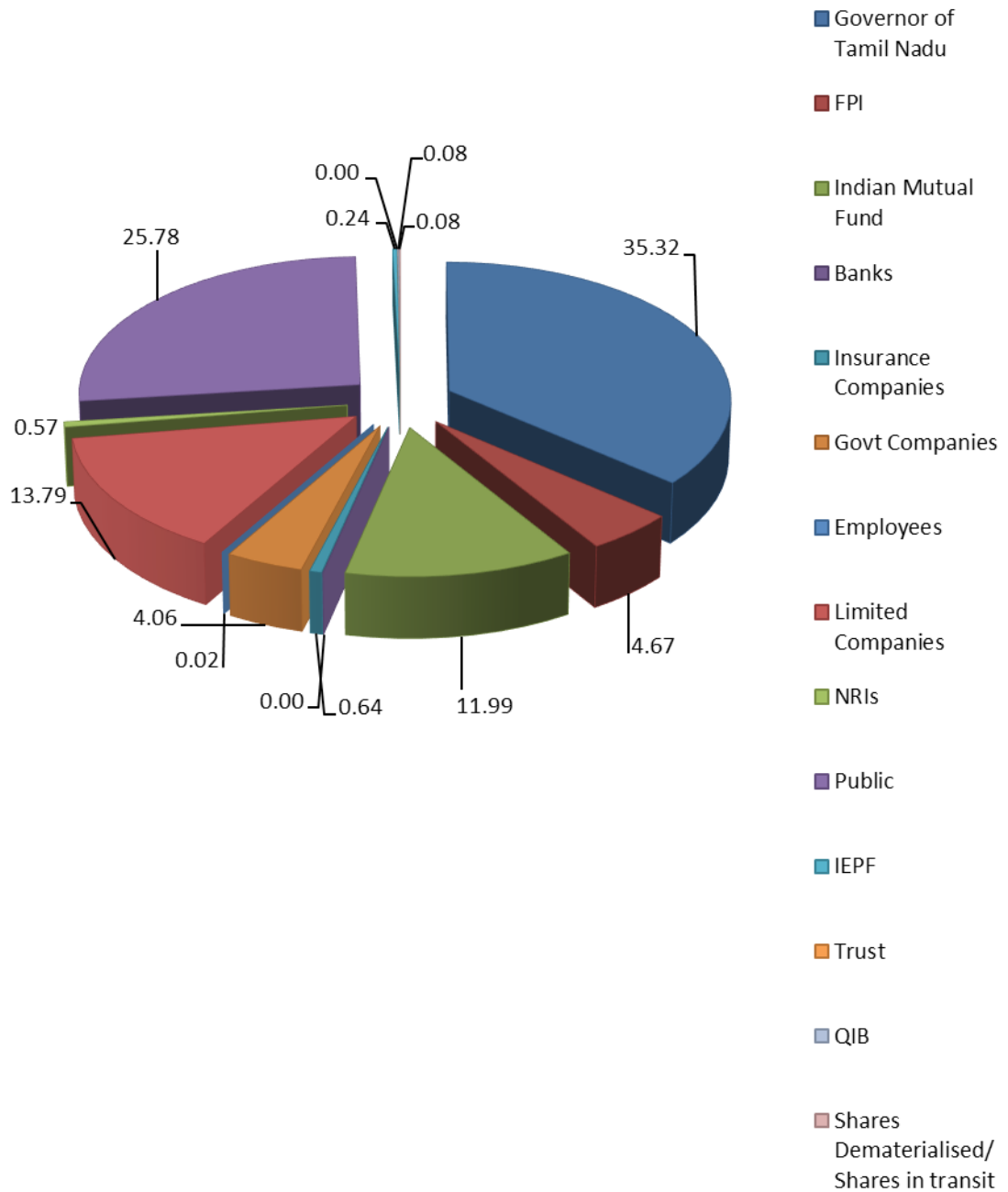
LIST OF TOP TEN SHAREHOLDERS

| SL.NO | NAME OF THE HOLDER(S) | SHARES | PERCENTAGE |
|-------|---|----------|------------|
| 1. | GOVERNOR OF TAMILNADU | 24444900 | 35.32 |
| 2. | LOK PRAKASHAN LTD | 5204094 | 7.52 |
| 3. | ICICI PRUDENTIAL SMALLCAP FUND | 2771356 | 4.00 |
| 4. | MITESH N MEHTA | 2495652 | 3.61 |
| 5. | LIFE INSURANCE CORPORATION OF INDIA | 1961925 | 2.83 |
| 6. | HDFC MUTUAL FUND - HDFC HYBRID EQUITY FUND | 1627036 | 2.35 |
| 7. | ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE PURE VALUE FUND | 1605404 | 2.32 |
| 8. | HDFC MUTUAL FUND - HDFC RETIREMENT SAVINGS FUND - EQUITY PLAN | 910946 | 1.32 |
| 9. | TAMILNADU INDUSTRIAL DEVELOPMENT CORPORATION LTD | 850000 | 1.23 |
| 10. | SUPERIOR FINANCIAL CONSULTANCY SERVICES PVT.LTD. | 659477 | 0.95 |

SHAREHOLDING PATTERN

| SL. No. | Category | Shareholding Pattern As on 31 st March, 2024 | | | Shareholding Pattern As on 31 st March, 2023 | | |
|---------|---|---|------------------|---------------|---|------------------|---------------|
| | | Number of Shareholders | Number of Shares | % | Number of Shareholders | Number of Shares | % |
| 1. | Governor of Tamil Nadu | 1 | 24444900 | 35.32 | 1 | 24444900 | 35.32 |
| 2. | Foreign Institutional Investors and Foreign Portfolio Investors | 68 | 3232552 | 4.68 | 72 | 2802325 | 4.05 |
| 3. | Indian Mutual Funds | 9 | 8300241 | 11.99 | 2 | 7270180 | 10.50 |
| 4. | Banks | 2 | 1800 | 0.00 | 2 | 1800 | 0.00 |
| 5. | Financial Institutions | 0 | 0 | 0.00 | 0 | 0 | 0.00 |
| 6. | Insurance Companies | 2 | 441873 | 0.63 | 4 | 3284358 | 4.75 |
| 7. | Govt. Companies | 8 | 2808580 | 4.06 | 8 | 2808580 | 4.06 |
| 8. | Employees | 68 | 12300 | 0.01 | 76 | 13900 | 0.02 |
| 9. | Limited Companies | 341 | 9544750 | 13.80 | 343 | 9180558 | 13.26 |
| 10. | NRIs | 709 | 394673 | 0.58 | 685 | 475398 | 0.69 |
| 11. | Public | 44003 | 17844493 | 25.78 | 39774 | 18759793 | 27.11 |
| 12. | Alternative Inv. Fund | 0 | 0 | 0.00 | 0 | 0 | 0.00 |
| 13. | IEPF | 1 | 166386 | 0.24 | 1 | 152304 | 0.22 |
| 14. | Trust | 1 | 200 | 0.00 | 2 | 350 | 0.00 |
| 15. | QIB | 1 | 1961925 | 2.83 | 0 | 0 | 0.00 |
| 16. | Shares Dematerialised/ Shares in transit | 4 | 55927 | 0.08 | 16 | 16154 | 0.02 |
| | Total | 45218 | 69210600 | 100.00 | 40986 | 69210600 | 100.00 |

SHARE HOLDING PATTERN AS ON 31.03.2024



17. Dematerialisation of Shares and Liquidity :

For Dematerialisation of Equity shares, the Company has entered into a tripartite agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company's Equity shares have been included in the list in which trading is compulsory for all investors in dematerialised form.

No investor is required to pay any charge for opening of a Beneficiary Owner account (BO) excepting for statutory charges. Custody charges are annually paid by the Company as and when claim is received.

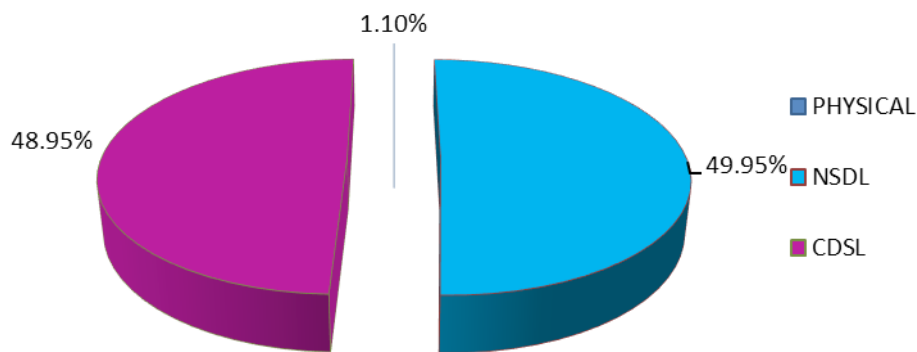
Individual Communication to shareholders holding shares in Physical form are periodically sent. It advises them to convert their holdings from physical mode to demat mode considering overall merits of the depository system and total prohibition on dealings in shares in physical mode.

Details of Physical & Demat shares as at 31st March, 2024:

| Category | No. of Shareholders | No of shares | % to Holdings |
|--------------|---------------------|-----------------|---------------|
| PHYSICAL | 1773 | 758402 | 1.10 |
| NSDL | 20049 | 34569864 | 49.95 |
| CDSL | 23396 | 33882334 | 48.95 |
| TOTAL | 45218 | 69210600 | 100.00 |

From the above table, as on 31st March 2024, there are 6,84,52,198 shares in demat form aggregating to 98.90% of the total Equity Share capital while 7,58,402 shares are in Physical form aggregating to 1.10% of the total Equity Share capital

STATUS OF DEMATERIALISATION



18 Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity:

- (a) Commodity price risk or foreign exchange risk and hedging activities: NIL
- (b) Material subsidiary: NIL
- (c) Utilization of proceeds: NIL
- (d) Details of demat/unclaimed suspense account: NIL

19. Credit Rating:

a. ICRA Ltd has assigned the following credit rating for the Company as below :

- I. Long term rating- (ICRA) **A+** (Pronounced ICRA A Plus)
- II. Short term rating -(ICRA) **A1** (Pronounced ICRA A one)

The outlook on long term rating is 'Stable'. The long term rating of '(ICRA)A+' indicates adequate degree of safety regarding timely servicing of financial obligations, it carries low credit risk. The short term rating of '(ICRA) A1' indicates very strong degree of safety regarding timely payment of financial obligations. Such instruments carries lowest credit risk.

b. CARE Ltd. has assigned the following credit rating for the Company as below :

- I. Long term facilities – CARE **A** (Pronounced Single A)
- II. Short term facilities – CARE **A1** (Pronounced A one)

The outlook on long term rating is 'Stable'. The long term rating of CARE A indicates adequate degree of safety regarding timely servicing of financial obligations, it carries low credit risk. The short term rating of CARE A1 indicates very strong degree of safety regarding timely payment of financial obligations, it carries lowest credit risk.

20. PAN / Bank details:

- a) SEBI vide circular dt. 27th April, 2007 has made PAN as the sole identification number for all participants transacting in the securities market irrespective of the amount of such transaction.
- b) SEBI vide circular dt. 27th January, 2010 has made it mandatory to furnish a copy of PAN for transmission and transposition of shares.
- c) SEBI vide Circular dt. 20th April, 2018 has advised listed companies through their RTA to seek PAN / Bank details of shareholders holding shares in Physical form. Necessary communication in this regard was sent to shareholders. Shareholders are advised to provide these details without delay.

21. Plant locations:

| | |
|---|--|
| <u>Unit I – Paper, LSFM</u> Kagithapuram Karur District Tamil Nadu PIN : 639 136 | <u>Unit II – Paper Board</u> Mondipatti Village, K. Periyapatti Post, Mannaparai Taluk, Thiruchirapalli District, Tamil Nadu. PIN - 621 306 |
|---|--|

22. Address for correspondence:

- a) Investor correspondence for transfer/ dematerialisation of shares, payment of dividend on shares and any other query relating to the shares of the company:

M/s Cameo Corporate Services Ltd.

V Floor, "Subramanian Building"

No.1, Club House Road

Chennai – 600 002.

Tel.No. : 044-28460390 - 28460395

Fax No. : 044-28460129

E-mail ID: cameo@cameoindia.com

Contact Person: Thiru S Nagaraj, Manager

- b) Any query on Annual Report:

Tmt Anuradha Ponraj,

The Company Secretary and Compliance Officer

Tamil Nadu Newsprint and Papers Limited.

67, Mount Road, Guindy, Chennai – 600 032.

Tel.No.: 044 – 22354415 - 17 Fax No. : 044 - 22350834 & 22350827

E-mail address: invest_grievances@tnpl.co.in

- c) Name of the Compliance Officer: Tmt. Anuradha Ponraj, Company Secretary.

23. Generating Awareness on availability of Dispute Resolution Mechanism

In order to generate awareness of investors on availability of dispute resolution mechanism at Stock Exchanges against listed companies / RTAs, SEBI has issued the Circular No. SEBI/HO/OIAE/2023/03391 dated 27th January, 2023 advising companies to send the following information either by email or by SMS to all investors who hold shares in physical form:

"If you have any dispute against a listed company and or its RTA on delay or default in processing your request, as per SEBI Circular dated 30th May, 2022, you can file for arbitration with Stock Exchange. For more details, see the web links of the stock exchanges".

The Circular requires the listed companies to coordinate with their RTAs to send the above message and also requires RTAs to submit an action taken report in the prescribed format. The same has been complied with.

In deference to the above, the company has sent individual communication to shareholders through registered email ids.

24. Request to Investors

- Investors are requested to communicate change of address, if any, directly to the registrar and share transfer agent of the company at the above address.
- To avoid the incidence of fraudulent encashment of dividend warrants, members are requested to intimate the company under the signature of the Sole/First Joint holder, the following information so that the bank account number and name and address of the bank can be printed on the dividend warrants:

Name of the Sole/First Joint holder and Folio Number

Particulars of Bank account viz:

- Name of bank
 - Name of branch
 - Complete address of bank with PINCODE
 - Account type, whether Savings Bank (SB) or Current Account (CA)
 - Bank account number
 - 11 digit IFSC Code
- The shareholders are requested to dematerialize their physical share certificates, through a depository participant. Shareholders requiring any further clarification/ assistance on the subject may contact the company's registrar and share transfer agent.
 - The mandate, if given by the Members in respect of shares held in physical form will not be applicable to the dividend payable on shares held by them in demat mode and vice versa. Members holding shares in demat mode must, therefore give instructions regarding the bank account in which they wish to receive dividend to their DPs.
 - There are chances of fraudulent transactions taking place in relation to dormant folios, where the shareholder has either expired or has changed his residence. Hence investors are requested to exercise due diligence and notify us of any change in address or demise of any shareholder as soon as possible. Investors are requested not to leave their demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified. Investors are also requested not to disclose your Folio No. / DP. Id. to an unknown person and not to hand over signed blank transfer deeds/delivery instruction slips to any unknown person.
 - Investors must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note/confirmation memo from the broker/sub-broker, within 24 hours of execution of the trade and it should be ensured that the contract note/confirmation memo contains order no., trade no., trade time, quantity, price and brokerage.
 - Investors should register their mobile numbers with DPs for SMS alert facility. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) proactively inform investor of transaction in the demat account by sending SMS. Investors will be informed about debits and credits to their demat account without having to call up their DPs and investors need not wait for receiving Transaction Statements from DPs to know about the debits and credits.
 - Correspondence containing certificates of securities and high value dividend/interest warrants should be sent by registered post/courier or lodged with the Company's Secretarial Department by hand delivery.
 - Investors are requested to kindly note that any dividend which remains unencashed for a period of seven years will get transferred to "Investors Education and Protection Fund" in terms of Section 125 of the Companies Act, 2013.

Year wise details of the amount to be transferred to IEPF are given below:

| Year | Dividend type | Dividend (%) | Date of declaration | Due for transfer to IEPF |
|---------|---------------|--------------|---------------------|--------------------------|
| 2015-16 | Final | 75 | 28.09.2016 | 03.12.2023 |
| 2016-17 | Final | 75 | 19.09.2017 | 24.11.2024 |
| 2017-18 | Final | 50 | 19.09.2018 | 24.11.2025 |
| 2018-19 | Final | 75 | 19.09.2019 | 24.11.2026 |
| 2019-20 | Final | 60 | 18.09.2020 | 23.11.2027 |
| 2020-21 | Final | 30 | 23.09.2021 | 28.11.2028 |
| 2021-22 | Final | 40 | 22.09.2022 | 27.11.2029 |
| 2022-23 | Final | 50 | 25.09.2023 | 30.11.2030 |
| 2023-24 | Interim | 30 | 01.02.2024 | 06.04.2031 |

25. Loans and Advances in the nature of loans to firms/companies in which Directors are interested by name and amount : NIL

26. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

| | |
|--|---------|
| Number of Complaints filed during the financial year | One (1) |
| Number of Complaints disposed of during the financial year | One (1) |
| Number of Complaints pending as on end of the financial year | Nil |

27. M/s. Maharaj N R Suresh & Co, LLP, Chartered Accountants are the statutory auditors of the Company. The total fees of the statutory auditors and its network firms for the year ended 31st March, 2024 are given below:

| Sl.No | Details of Auditors Remuneration | 2023-24 (₹ in Lakhs) |
|-------|---|-------------------------|
| (a) | Statutory Audit | 17.00 |
| (b) | Limited Review | 5.10 |
| (c) | Tax Audit | 3.00 |
| (d) | Certification Fees | 5.75 |
| (e) | Reimbursement of out of pocket expenses | 0.00 |
| | Total | 30.85 |

28. Peer review of Auditors:

Regulation 33 (1)(d) of the SEBI, LODR stipulates that limited review / audit reports shall be given only by an Auditor who has subjected himself to the peer review process and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI), New Delhi. The statutory auditors of the Company M/s Maharaj N R Suresh & Co, LLP have undergone the peer review process and been issued requisite certificate that was placed before the Audit Committee and Board of Directors.

B. NON-MANDATORY REQUIREMENTS

1. The Board

A Non-Executive Chairman may be entitled to maintain a Chairman's Office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties.

2. Shareholders' Rights

A half-yearly declaration of financial performance including summary of the significant events in last six months are not sent to each household of shareholders.

The quarterly financial results are announced within Forty Five (45) days from the close of the respective quarter. However, in case of the last quarter, the quarterly results and the audited annual results are announced within sixty (60) days from the close of the quarter / financial year. The results are published in leading newspapers. The financial results, press releases and other major events/ developments concerning the company are also posted on the company's website www.tnpl.com

The half-yearly results of the company are published in one English newspaper having a wide circulation and in one Tamil Newspaper having wide circulation. The results are not sent to the shareholders individually.

3. Audit qualifications – Modified Opinion (s) in the Audit Report

The company has ensured to remain in the regime of unqualified and unmodified financial statement.

4. Separate posts of Chairman and CEO

The company may appoint separate persons to the post of Chairman and Managing Director/CEO.

As per the Companies Act, 2013, no individual shall be appointed or reappointed as the Chairperson of the company as well as the Managing Director or Chief Executive Officer of the company at the same time after the date of commencement of the new Act if the Articles of such a company provides otherwise. In order to comply with the new Act, the Articles of Association of the company has been amended to provide for appointment as Chairman & Managing Director.

5. Reporting of External Internal Auditor

At the recommendations of the Audit Committee of the Board, the Board of Directors have appointed M/s B Thiagarajan & Co., Chartered Accountants as its External Internal Auditor for the year 2024-25, that Audits and reviews internal controls and operating systems and procedures of the Company.

The External Internal Auditor may report directly to the Audit Committee of the Board and the report on findings of Internal Audit are submitted to the Audit Committee and reviewed periodically. This is the practice being followed.

6. Means of Communication

- (i) Results: The quarterly, half yearly and annual results are normally published in one leading national English business newspaper and in one vernacular Tamil newspaper. The quarterly results are also displayed on the Company's website www.tnpl.com.

- (ii) Website: Your Company's website contains a dedicated section "Investors" which displays details/ information of interest to various stakeholders. The "Press Releases" section also provides various press releases and general information about the Company.
- (iii) News releases: Official press releases are sent to the Stock Exchanges and the same is hosted on the website of the Company.
- (iv) Presentations to institutional investors/analysts: Detailed presentations, if any, made to institutional investors and analysts are hosted on the website of the Company.

7. A statement whether the Board had not accepted any recommendation of any committee of the Board which is mandatorily required.

During the year, there has been no instance where the Board of Directors did not accept the recommendation of any of its Committee(s).

8. Compliance with the Corporate Governance Voluntary Guidelines 2009

With an objective of encouraging adoption of better practice in achieving the highest standard of corporate governance, the Ministry of Corporate Affairs, Government of India published the Corporate Governance Voluntary Guidelines 2009. These guidelines will also translate into a much higher level of stakeholders' confidence to ensure long term sustainability and value generation by business. The guidelines broadly focus on areas such as Board of Directors, responsibilities of the Board, Audit Committee functions, roles and responsibilities, appointment of Auditors, compliance with Secretarial Standards and a mechanism for whistle blower support. The company is substantially in compliance with the Corporate Governance Voluntary Guidelines 2009 and is in the process of adopting and implementing other practices as suggested in the Guidelines.

For and on behalf of the Board

Place: Chennai
Date: 24th May, 2024

Dr. M. SAI KUMAR I.A.S.,
Chairman and Managing Director

CERTIFICATE BY CHAIRMAN AND MANAGING DIRECTOR & CFO PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,

The Board of Directors,

Tamil Nadu Newsprint and Papers Limited

1. We have reviewed financial statements and the cash flow statement for the quarter and year ended 31.03.2024 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the quarter and year ended 31.03.2024 which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
 - (i) That there are no significant changes in internal control over financial reporting during the quarter and year ended 31.03.2024.
 - (ii) That there are no significant changes in accounting policies during the quarter and year ended 31.03.2024.
5. That there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For TAMIL NADU NEWSPRINT AND PAPERS LIMITED

Place : Chennai

Date : 24th May, 2024

Dr M Sai Kumar I.A.S.

Chairman and Managing Director

Tmt. Sathya Ananth

Chief General Manager (Finance) & CFO

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT POLICY

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March 2024.

For TAMIL NADU NEWSPRINT AND PAPERS LIMITED

Place : Chennai

Date : 24th May, 2024

Dr M Sai Kumar I.A.S.

Chairman and Managing Director

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Tamil Nadu Newsprint and Papers Limited.

We have examined the compliance of conditions of Corporate Governance by

M/s Tamil Nadu Newsprint and Papers Limited, for the year ended March 31, 2024, as stipulated in Regulations 34(3) and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations hereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance, as stipulated in the above mentioned Listing Agreement except the following

- a) The Company did not have Woman Independent Director on its Board as required under Second proviso of section 149(1) of the Companies Act and Regulation 17(1)(a) of SEBI Listing Regulations for the period commencing from 01st July 2023 to 26th November 2023. The company appointed Mrs. M. Sathiyavathy as the Independent director of the Company with the effect from 27th November 2023.
- b) The Company did not have a properly constituted Nomination and Remuneration Committee as required under Regulation 19(1)(c) of SEBI Listing Regulations for the period 1st July 2023 to 28th November 2023.

We state that no investor grievance is pending for period exceeding one month against the Company, as per the records maintained by the Shareholders / Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Maharaj N R Suresh and Co LLP**
Chartered Accountants
Firm Regn. No. 001931S/S000020

N R SURESH

Membership No: 021661

Partner

UDIN : 24021661BKNFW8831

Place: Chennai

Date: 24th May, 2024

ANNEXURE-VIII

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING FOR THE FINANCIAL YEAR 2023-24

Section A: General Disclosure

I. Company details:

| | | |
|-----|--|---|
| 1. | Corporate Identity Number (CIN) of the Listed Entity | L22121TN1979PLC007799 |
| 2. | Name of the Listed Entity | TAMIL NADU NEWSPRINT & PAPERS LIMITED |
| 3. | Year of incorporation | 16 th April 1979 |
| 4. | Registered office address | 67, Mount Road, Guindy, Chennai, TN, 600032, India |
| 5. | Corporate office address | 67, Mount Road, Guindy, Chennai, TN, 600032, India |
| 6. | E-mail id | investor_grievances@tnpl.co.in |
| 7. | Telephone No. | 044-22354417 |
| 8. | Website Address | www.tnpl.com |
| 9. | Financial year for which reporting is being done | 01 st April, 2023 to 31 st March, 2024 |
| 10. | Name of the Stock Exchange(s) where shares are listed | National Stock Exchange (NSE) & BSE Limited |
| 11. | Paid-up Share Capital | Rs. 69,21,06,000/- |
| 12. | Name and contact details (telephone No, email address) of the person who may be contacted in case of any queries on the BRSR report | Tmt. Anuradha Ponraj, Company Secretary and Compliance Officer, anuradha.p@tnpl.co.in, 044-22354417 |
| 13. | Reporting boundary - Are the disclosures under this report made on a standalone basis or on a consolidated basis | Standalone |
| 14. | Name of assurance provider | Not Applicable |
| 15. | Type of assurance obtained | Not Applicable |

II. Product and Services

16. Details of business activities (accounting for 90% of the turnover):

| S No. | Description of Main Activity | Description of Business Activity | % of Turnover of the entity |
|-------|---|--|-----------------------------|
| 1. | Manufacturing of Writing and Printing Paper | The company's main operations include the manufacturing and sales of Writing and Printing Paper. | 72% |
| 2. | Manufacturing of Packaging Board | The company specializes in the production and sales of Packaging Board | 26% |
| 3. | Manufacturing of Cement | Production and sales of Cement. | 2% |

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

| S No. | Product/Service | NIC Code | % of total Turnover contributed |
|-------|----------------------------|----------|---------------------------------|
| 1. | Writing and Printing Paper | 2012 | 72% |
| 2. | Packaging Board | 2015 | 26% |
| 3. | Cement | 26941 | 2% |

III. Operations

| | | | | | |
|---|---|----------------------------------|---------------------------------|-------------------|-------|
| 18. | Number of locations where plants and/or operations/offices of the entity are situated | Location | Number of plants | Number of offices | Total |
| | | National | 3 | 8 | 11 |
| | | International | Nil | Nil | Nil |
| 19. | Markets served by the entity: | | | | |
| | a. Number of locations | Locations | Number | | |
| | | National (No. of States) | 20 States & 4 Union Territories | | |
| | | International (No. of Countries) | 60 Countries | | |
| | b. What is the contribution of exports as a percentage of the total turnover of the entity? | 13% | | | |
| c. A brief on types of customers | <p>The company's product offerings include paper, paperboard and cement, catering to both domestic and international markets. Its customer base is diverse, encompassing dealers, government entities, government undertakings, educational institutions and direct customers. These products have wide-ranging applications, serving areas such as printing and writing paper, packaging boards and construction-grade cement.</p> <p>In the realm of paper and board, the company's key customers come from various sectors like publishing, education and manufacturing and its end products are used in food, Textile, Pharmaceuticals industries. On the other hand, cement customers comprise of construction contractors, builders, traders and the public, showcasing the company's extensive market reach across diverse industries.</p> | | | | |

VI. Employees
20. Details as at the end of the Financial Year -2023-2024:
A Employees and workers (including differently abled):

| S. No. | Particulars | Total (A) | Male | | Female | |
|-----------|--------------------------|-----------|---------|-----------|---------|-----------|
| | | | No. (B) | % (B / A) | No. (C) | % (C / A) |
| EMPLOYEES | | | | | | |
| 1. | Permanent (D) | 853 | 773 | 91% | 80 | 9% |
| 2. | Other than Permanent (E) | 2 | 2 | 100% | - | - |
| 3. | Total employees (D + E) | 855 | 775 | 91% | 80 | 9% |

| S. No. | Particulars | Total (A) | Male | | Female | |
|---------|--------------------------|-----------|---------|-----------|---------|-----------|
| | | | No. (B) | % (B / A) | No. (C) | % (C / A) |
| WORKERS | | | | | | |
| 1. | Permanent (F) | 2075 | 2000 | 96% | 75 | 4% |
| 2. | Other than Permanent (G) | 6083 | 5134 | 84% | 949 | 16% |
| 3. | Total workers (F + G) | 8158 | 7134 | 87% | 1024 | 13% |

B Differently abled Employees and workers:

| S. No. | Particulars | Total (A) | Male | | Female | |
|-----------------------------|--------------------------|-----------|---------|-----------|---------|-----------|
| | | | No. (B) | % (B / A) | No. (C) | % (C / A) |
| DIFFERENTLY ABLED EMPLOYEES | | | | | | |
| 1. | Permanent (D) | 2 | 2 | 100% | - | - |
| 2. | Other than Permanent (E) | - | - | - | - | - |
| 3. | Total employees (D + E) | 2 | 2 | 100% | - | - |
| DIFFERENTLY ABLED WORKERS | | | | | | |
| 1. | Permanent (F) | 12 | 12 | 100% | - | - |
| 2. | Other than Permanent (G) | 7 | 6 | 86% | 1 | 14% |
| 3. | Total workers (F + G) | 19 | 18 | 95% | 1 | 5% |

21. Participation/Inclusion/Representation of women:

| | Total (A) | No. and percentage of Females | |
|--------------------------|-----------|-------------------------------|-----------|
| | | No. (B) | % (B / A) |
| Board of Directors | 13 | 1 | 7.6% |
| Key Management Personnel | 2 | 2 | 100% |

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years) :

| | FY 2023-24 | | | FY 2022-23 | | | FY 2021-22 | | |
|---------------------|------------|--------|-------|------------|--------|-------|------------|--------|-------|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | - | - | - | 2.63% | 0.21% | 2.84% | 4.64% | - | 4.64% |
| Permanent Workers | - | 0.34% | 0.34% | 2.00% | 0.09% | 2.09% | 2.94% | - | 2.94% |

V. Holding, subsidiary and associate companies (including joint ventures)

23. Names of holding/subsidiary / associate companies / joint ventures - NIL

VI. CSR Details

24. CSR details

| | | |
|----|--|--------------------|
| A. | Whether CSR is applicable as per Section 135 of the Companies Act, 2013: | Yes |
| B. | Turnover FY 2023-24 | Rs 4,692.82 Crores |
| C. | Net worth as on 31 st March, 2024 | Rs 2,089.72 Crores |

TNPL, is committed to community welfare, guided by the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014. Their comprehensive CSR Policy aims for sustainable development and ethical practices through community engagement. This commitment is further exemplified by the establishment of TNPL Arakkodai Trust in 2007, which facilitates holistic development in neighbouring areas, focusing on citizen well-being and social progress. The impact spans sectors such as Education and Sports, Healthcare, Quality of Life, Environmental Development and Culture and Heritage. This involves initiatives ranging from education enhancement and healthcare support to environmental conservation and cultural development, aligned with stakeholder consultations.

TNPL annually develops a CSR Rolling Perspective to ensure impactful utilization of their CSR Budget, amounting to atleast 2% of the average profit from the preceding 3 years. The company's CSR group oversees implementation, reporting, social audits, progress monitoring and ensuring the policy's positive impact on the community.

VII. Transparency and disclosure compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) | FY 2023-24 | | | FY 2022-23 | | |
|---|--|--|--|---------|--|--|---------|
| | | Number of complaints filed during the year | Number of complaints pending resolution at the close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at the close of the year | Remarks |
| Communities | Yes, https://www.tnpl.com/grievance-redressal/ | NIL | - | - | 2 | Nil | - |
| Investors | | NIL | - | - | Nil | Nil | - |
| Shareholders | | NIL | - | - | 6 | Nil | - |
| Employees and workers | | 1009 | 71 | - | 3 | Nil | - |
| Customers | | 184 | - | - | 27 | Nil | - |
| Value Chain Partners | | NIL | - | - | Nil | Nil | - |

26. Overview of the entity's material responsible business conduct issues :

| S No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | Financial implications of the risk or opportunity |
|-------|--|--|---|---|
| 1. | Printing and writing paper segment which is the prime grade among company's products, is expected to be negatively impacted in the near future | Opportunity & Risk | <p>Risk: Will affect the margins of the business that the Company operates.</p> <p>Opportunity: (i) Provides opportunity to diversify into other product range to cater to different segments of markets.</p> | Adverse since margins of alternate grades are likely to be lower when compared with printing and writing segment. |

| S No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | Financial implications of the risk or opportunity |
|-------|---|--|---|--|
| | | | (ii) To take advantage of restrictions on single use plastic materials, by developing alternatives. The Company has been making necessary investments to diversify its product range and has also been strengthening its marketing network, as well as the supply chain | |
| 2. | Failure of Monsoon and absence of water flow in the River from where the Company draws its water requirements | Risk | Risk: Since water shortage will directly disrupt the pulp and paper production. The Company is taking various initiatives to curtail quantum of fresh water used in the process | Since the company is taking initiative to curtail usage of fresh water, there may not be any adverse financial implication |
| 3. | Wood availability | Risk | Risk: Since wood pulp constitutes the major portion in the pulp furnish of the paper manufacturing in the Company. The Company has well defined tree farming strategy to enable marginal land owners in nearby districts to grow trees in about 22982 acres annually. This enables Company to be wood positive. This risk is further addressed through a 4 pronged strategy : <ul style="list-style-type: none"> - Adding Newer species of wood to its raw material base - Enhancing the sourcing of wood from regions outside Tamil Nadu - Direct connect with Farmers through Contract Farming initiatives - Enhancing usage of bagasse & deinked pulp to reduce dependency on wood pulp. | Negative since shortage of wood will result in company resorting to use of costlier sourced pulp. |

| S No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | Financial implications of the risk or opportunity |
|-------|---|--|---|---|
| 4. | Dependency on Imported Coal | Opportunity & Risk | <p>Risk: Since this results in increase in energy cost.</p> <p>Opportunity: Since this opens up avenues to move towards non-fossil fuel based energy sources.</p> <p>The company has continuously taken steps to reduce its dependency on Coal. The company is taking adequate measure to address this issue through renewable energy sources and bio-fuels. Further steps are being taken to increase the share by augmenting in-house pulp production</p> | Neutral since the company's dependency on Coal has come down. |
| 5. | Monsoon failures affecting the Sugar Industry thereby restricting the supply of Bagasse | Risk | <p>Risk: Since Bagasse is a key input material for the company. The Company has its own Captive source with Bagasse sourced from Associate Company. The Bagasse production by the Associate Company is more than the material required by TNPL.</p> | Neutral since bagasse represents only some portion of the pulp mix in the operations. |

Section B: Management and process disclosures

| S. No | Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|--|--|---|-----|-----|-----|-----|-----|-----|-----|-----|
| Policy and management processes | | | | | | | | | | |
| 1. | a. Whether your entity’s policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | b. Has the policy been approved by the Board? (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | c. Web Link of the Policies, if available | All the policies are available at http://www.tnpl.com | | | | | | | | |
| 2. | Whether the entity has translated the policy into procedures. (Yes / No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 3. | Do the enlisted policies extend to your value chain partners? (Yes/No) | Policies are extended to value chain partners to the extent required. | | | | | | | | |

4. Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.

TNPL has obtained certifications for its Integrated Management Systems, encompassing Quality (ISO 9001:2015), Information & Communication Technology (ISO 27001:2013, ISO 27701:2019) Environment (ISO 14001:2015) and Energy Management (ISO 50001:2018). Additionally, the company has achieved compliance with the new ISO 45001:2018 standard for Occupational Safety and Health Management, as well as ISO 22000:2018 certification for its Food Safety Management System. Moreover, TNPL has been awarded the Forest Stewardship Council (FSC) Chain of Custody (COC) and Forest Stewardship Council’s Forest Management (FSC-FM) Certification. The certification can be assessed in company website at <https://www.tnpl.com/about-us/>.

| | | |
|----|---|---|
| 5. | Specific commitments, goals and targets set by the entity with defined timelines, if any. | The specified SEC goal for TNPL in PAT Cycle VII stands at 0.5010 MTOE/MT of paper, aiming for the target to be achieved by the year 2024-25 |
| 6. | Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met. | PAT - VII Cycle: Commenced in the year 2022-23 and covering the FY 2022-23, 2023-24 and 2024-25. The baseline Specific Energy Consumption (SEC) for TNPL is set at 0.5174 TOE/MT of paper. The Target SEC for TNPL is 0.5010 TOE/MT of paper. The target will be assessed in the year 2024-25 |

| Governance, Leadership and Oversight | |
|---|---|
| 7. | Statement by the director responsible for the business responsibility report, highlighting ESG-related challenges, targets and achievements. |

Over the past five decade, the importance of sustainability has grown significantly due to the increasing global population and higher per capita resource consumption on our planet. This has led to the emergence of sustainability science as a field that bridges different disciplines. Inclusive and sustainable

development has become a top priority for nations and industries alike. TNPL stands out as an excellent example of an organization that efficiently uses natural resources, maintains environmental cleanliness, uses non-traditional raw materials and energy sources and even uses waste from paper processes, lime sludge for cement production. TNPL’s dedication to sustainability positions them as a leader in guiding industries toward a more sustainable future.

TNPL is dedicated to efficient resource utilization and renewable energy generation through a circular economy model. The company is investing in Research and Development to enhance operational efficiency and minimize environmental impact. This development will yield cost savings in resource utilization while boosting overall operational effectiveness.

Acknowledging that proper engagements of employees are crucial for sustained success, TNPL encourages collaboration to enhance well-being and satisfaction. The company offers diverse training opportunities to motivate employees at all levels, fostering a culture prioritizing health, safety, collaboration, inclusivity, continuous learning, and personal growth. TNPL recognizes its responsibility to uplift surrounding communities, investing in education, infrastructure, health facilities, and youth livelihoods.

Ongoing involvement and partnership with our stakeholders are crucial for company’s advancement and fulfilling its goal of safeguarding people and the environment. To establish a solid basis for ESG strategy, the company engaged with stakeholders to grasp significant matters for the Company and are actively dealing with them.

Also, we aim to make this report more comprehensive in the coming years by adding more parameters.

| | | |
|----|--|--|
| 8. | Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies) | Dr M Sai Kumar, I.A.S., (Chairman and Managing Director) E-mail ID : cmdoffice@tnpl.co.in Telephone number: +91 44 2773516 DIN: 03605028 |
| 9. | Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details | Yes, The Chairman and Managing Director is the decision-making authority on sustainability related issues. |

10 . Details of Review of the National Guidelines on Responsible Business Conduct (NGRBC) –Whether each policy is reviewed, if reviewed, the frequency of review for each of the policy (Annually/Half yearly/ quarterly/ Any other – please specify)

| Subject for Review | Indicate whether review was undertaken by directors/ committee of the board/ any other committee | | | | | | | | | Frequency (annually/ half yearly/ quarterly/ any other-please specify) | | | | | | | | |
|---|--|----|----|----|----|----|----|----|----|--|----|----|----|----|----|----|----|----|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up actions. | As a practice, the company's senior management assesses policy effectiveness when required, making necessary modifications, and putting them into action. | | | | | | | | | Annually | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles and rectification of any non-compliance. | The Company is in compliance with the existing regulations as applicable and a statutory compliance certificate is submitted to the Board of Directors annually. | | | | | | | | | | | | | | | | | |

11. Has the entity carried out an independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

The Company conducts periodical reviews with the Senior Management and committees of the Board. Further both the Statutory Auditor and External Internal Auditor review the implementation of the policies from time to time. No dedicated Business Responsibility Audit has been conducted during the year.

12. If not, all Principles are covered by a policy, reasons to be stated:

Not Applicable

Section C: Principle-wise performance disclosure

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent, and accountable.

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

| Segment | Total number of training and awareness programs held | Topics/principles covered under the training and its impact | %age of persons in respective category covered by the awareness programs |
|--|--|--|--|
| Board of Director | 6 | The programmes comprised of: <ul style="list-style-type: none"> • Analysis of annual Budget & CAPEX • Export & domestic business • Industry updates and development • Business initiatives and plans/projects • Products launched/market standing • Segment-wise performance • CSR activities undertaken • Industry 4.0 Programmes covered Principles 2, 3, 6 & 8. | 100% |
| Key Managerial Personnel | 6 | | 100% |
| Employees other than BoD and KMPs | 157 | The training covered upskilling and reskilling of employees on the following: <ul style="list-style-type: none"> • ESG aspects • Occupational Health and Safety • Prevention of Sexual Harassment • Human Rights • Consumer Safety • Cyber Security • Regulatory compliance • Code of Conduct • Leadership & Soft skills • Specific to department/business function Training covered Principles 1, 2, 3, 5, 6 & 9. | 71% |
| Workers | 205 | Training programmes covered: <ul style="list-style-type: none"> • Health and Safety Training • Code of Conduct • Prevention of Sexual Harassment • System and technical training • Behavioural & Managerial training Training covered Principles 1, 2, 3, 5 & 6. | 59% |

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year:

| Monetary | | | | | |
|-----------------|-----------------|---|-------------------|-------------------|--|
| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In INR) | Brief of the Case | Has an appeal been preferred? (Yes/No) |
| Penalty/ Fine | NIL | | | | |
| Settlement | | | | | |
| Compounding fee | | | | | |
| Non-Monetary | | | | | |
| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Brief of the Case | | Has an appeal been preferred? (Yes/No) |
| Imprisonment | NIL | | | | |
| Punishment | | | | | |

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the policy.

Yes, TNPL has established a comprehensive 'Code of Conduct' to ensure ethics, transparency, and accountability in all aspects of its operations. Annually, Directors and Senior Management reaffirm their commitment to this Code of conduct. The ethical culture, nurtured by the leadership, extends throughout the entire organization. A robust vigil mechanism, supported by policies and codes of conduct, ensures transparency and integrity. The Whistle Blower Policy showcases the company's dedication to combating corruption, ensuring transparency, and protecting whistleblowers' anonymity. A vigilance administration enhances managerial effectiveness, meticulously reviewing received complaints under the supervision of competent authorities or the Chairman of the Audit Committee.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

| | FY 2023-24 | FY 2022-23 |
|-----------|---|---|
| Directors | There have been no instances/cases involving disciplinary action taken by any law enforcement agency in charge of bribery/corruption against Directors/KMP/employees / workers. | There have been no instances/cases involving disciplinary action taken by any law enforcement agency in charge of bribery/corruption against Directors/KMP/employees / workers. |
| KMPs | | |
| Employees | | |
| Workers | | |

6. Details of complaints with regard to conflict of interest.

| Details of complaints with regard to conflict of interest | FY 2023-24 | |
|--|------------|--------|
| | Number | Remark |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | None | |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs | | |

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

No fines/penalties/actions are taken against the company or its employees by any regulators on corruption and conflict of interest.

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

| | FY 2023-24 | FY 2022-23 |
|-------------------------------------|------------|------------|
| Number of days of accounts payables | 132 | 145 |

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties, in the following format:

| Parameter | Metrics | FY 2023-24 | FY 2022-23 |
|-----------------------------------|--|------------|------------|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases | NIL | NIL |
| | b. Number of trading houses where purchases are made from | NIL | NIL |
| | c. Purchases from top 10 trading houses as % of total purchases from trading houses | NIL | NIL |
| Concentration of Sales | a. Sales to dealers/distributors as % of total sales | 60% | 66% |
| | b. Number of dealers/distributors to whom sales are made | 158 | 159 |
| | c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors | 37% | 39% |
| Share of RPTs in | a. Purchases (Purchases with related parties / Total Purchases) | NIL | NIL |
| | b. Sales (Sales to related parties / Total Sales) | NIL | NIL |
| | c. Loans & advances (Loans & advances given to related parties / Total loans & advances) | NIL | NIL |
| | d. Investments (Investments in related parties / Total Investments made) | NIL | NIL |

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe.

- 1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

| Particulars | FY 2023-24 | FY 2022-23 |
|-------------|------------|------------|
| R&D | 0.06% | 0.08% |
| Capex | - | 3.81% |

- 2. Sustainable sourcing:**

| | |
|---|---|
| a) Does the entity have procedures in place for sustainable sourcing? (Yes/No) | <p>Yes, "Sustainable Sourcing" lies at the heart of TNPL's environmental commitment. Launched in 2004, TNPL's Plantation initiative is grounded in the pursuit of self-sufficiency in pulpwood. Over 19 years, this endeavour has spread across an extensive 2,56,756-acre area, aiming to source economically viable, socially acceptable, and environmentally compatible pulpwood. This initiative encompasses several key objectives. It seeks to establish renewable plantations by transforming barren and degraded lands into thriving ecosystems, extending tree cover beyond natural forests.</p> <p>TNPL's responsible sourcing extends beyond paper production, with pulpwood procurement, mechanized harvesting, and aid for cyclone-affected farmers showcasing the company's commitment to ethical and eco-conscious practices. The positive ecological impact of the plantation includes nurturing biodiversity and contributing to reforestation and water balance. With sustainable sourcing deeply ingrained, TNPL's Plantation Program stands as a symbol of holistic, environmentally sensitive practices in the paper industry.</p> <p>Additionally, TNPL's main site demonstrates unwavering dedication to efficiency and sustainability, with 100% utilization of lime sludge and dry fly ash, as well as innovative approaches in the Soda Recovery Plant that maximize resource utilization. These practices exemplify TNPL's commitment to environmentally conscious operations.</p> |
| b) If yes, what percentage of inputs were sourced sustainably? (By Quantity) | <p>The company sourced inputs sustainably, with 100% coming from bagasse and 88% from pulpwood.</p> |

- 3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life:**

| | |
|---|--|
| (a) Plastics (including packaging) | <p>The plastic used for packaging TNPL's products, viz., Printing and Writing Paper, Paper Boards and Cement are safely disposed at the end of life. TNPL comply the extended producer responsibility of plastic packing waste as per Plastic Waste Management Rule 2022 through third party contractor.</p> |
| (b) E-waste | <p>As per E-Waste Management Rule, TNPL falls under Bulk consumer. TNPL ensures disposal of E-waste to authorised recycler.</p> |

| | |
|-----------------------------------|--|
| <p>(c) Hazardous waste</p> | <p>TNPL is the first and only paper mill in the country to have set up a cement plant within the factory premises to produce Cement from Paper Mill wastes such as lime sludge-109740 MT, Lime Grit-4313.7 MT and fly ash-36939 MT into high grade cement as part of its solid waste management system. During the financial year 2023-2024, The Company has manufactured 2,00,154 MT of cement.</p> <p>Generated Lime sludge and lime grits wastes are safely reused as raw material in Lime kiln & TNPL LSFM respectively.</p> |
| <p>(d) Other waste</p> | <p>The organic waste generated from the process of pulp mill is effectively utilized as a fuel to generate wealth from waste. The company has utilized 153309 MT of internally generated organic waste such as bagasse pith, wood dust, and pulpwood bark etc., and utilized the same in the Power Boilers, which has resulted in the conservation of 50,251 MT of imported coal for Financial Year 2023-2024.</p> <p>The Unit - I has generated 378592 MT of Black liquor solid from hard wood pulp and chemical bagasse pulp plant during the Financial Year 2023-24 and fired the same in chemical recovery boiler to produce power and high-pressure steam. This has further reduced the consumption of 2,18,959 MT of imported coal for the Financial Year 2023-2024.</p> <p>The state of art Bio-methanation plant in Unit I has generated 83,05,983 cu.m which has resulted in reduction of 4464.2 KL of furnace oil consumption in lime kiln and 707 MT of imported coal in Power Boiler for Financial Year 2023-2024.</p> |

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same:

Yes, the Company's waste collection strategy is in alignment with the Extended Producer Responsibility (EPR) action plan set forth by the Central Pollution Control Board (CPCB), underscoring its commitment to EPR within its operational framework. EPR pertains to TNPL due to its utilization of various types of plastic, including flexible and multilayered plastic, for packaging its products like Printing and Writing Paper, Paper Boards, and Cement. To address this, TNPL has undertaken several activities in line with EPR requirements.

The Extended Producer Responsibility is applicable for TNPL based on the various types of plastic, viz., flexible plastic & multilayered plastic used for packaging its products, viz., Printing and Writing Paper, Paper Boards and Cement. Towards the submission of EPR plan, the following activities have been carried out.

1. TNPL issued work order to the service providers M/s. GEM ENVIRO MANAGEMENT PVT LTD; they would act as bridge between TNPL and plastic waste recyclers of the respective states where TNPL is selling its product towards fulfilling the Extended Producer's responsibility by TNPL under the category of Brand owners.
2. TNPL obtained EPR certificate from Central Pollution Control Board (CPCB) through online on 09th March, 2022 under BRAND OWNER category in line with Plastic Waste Management Rule 2022.
3. CPCB has fixed TNPL's EPR target for the Financial Year 2023-24 was 1511 MT/Annum, quantity of multilayered plastic and Flexible plastic that would be introduced in various states of India as packing material along with the products, viz., Printing and Writing Paper, Paper Boards and Cement was estimated based on the prevailing records.
4. Online EPR credit transfer from Plastic waste processor to TNPL wallet is in process. After completion of EPR credit transfer, annual report will be submitted to CPCB in Financial Year 2023-24.

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.

1. A). Details of measures for the well-being of employees:

| % of employees covered by | | | | | | | | | | | |
|---------------------------------------|------------------|-------------------------|----------------|---------------------------|----------------|---------------------------|----------------|---------------------------|----------------|----------------------------|----------------|
| | | Health insurance | | Accident insurance | | Maternity benefits | | Paternity Benefits | | Day Care facilities | |
| Category | Total (A) | Number (B) | % (B/A) | Number (C) | % (C/A) | Number (D) | % (D/A) | Number (E) | % (E/A) | Number (F) | % (F/A) |
| Permanent employees | | | | | | | | | | | |
| Male | 773 | 773 | 100% | 773 | 100% | NA | NA - | - | - | - | - |
| Female | 80 | 80 | 100% | 80 | 100% | 17 | 21% | - | - | - | - |
| Total | 853 | 853 | 100% | 853 | 100% | 17 | 2% | - | - | - | - |
| Other than Permanent employees | | | | | | | | | | | |
| Male | 2 | 2 | 100% | 2 | 100% | - | - | - | - | - | - |
| Female | - | - | - | - | - | - | - | - | - | - | - |
| Total | 2 | 2 | 100% | 2 | 100% | - | - | - | - | - | - |

B). Details of measures for the well-being of workers:

| % of workers covered by | | | | | | | | | | | |
|-------------------------------------|------------------|-------------------------|----------------|---------------------------|----------------|---------------------------|----------------|---------------------------|----------------|----------------------------|----------------|
| | | Health insurance | | Accident insurance | | Maternity benefits | | Paternity Benefits | | Day Care facilities | |
| Category | Total (A) | Number (B) | % (B/A) | Number (C) | % (C/A) | Number (D) | % (D/A) | Number (E) | % (E/A) | Number (F) | % (F/A) |
| Permanent workers | | | | | | | | | | | |
| Male | 2000 | 1998 | 100% | 1998 | 100% | NA | NA | - | - | - | - |
| Female | 75 | 75 | 100% | 75 | 100% | 2 | 0.76% | - | - | - | - |
| Total | 2075 | 2073 | 100% | 2073 | 100% | 2 | 0.76% | - | - | - | - |
| Other than Permanent workers | | | | | | | | | | | |
| Male | 5134 | 5134 | 100% | 5134 | 100% | NA | NA | - | - | - | - |
| Female | 949 | 949 | 100% | 949 | 100% | 267 | 100% | - | - | - | - |
| Total | 6083 | 6083 | 100% | 6083 | 100% | 267 | 100% | - | - | - | - |

C). Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

| Particulars | FY 2023 - 24 | FY 2022-23 |
|--|---------------------|-------------------|
| Cost incurred on well- being measures as a % of total revenue of the company | 0.10% | 0.14% |

2. Details of retirement benefits, for Current/Previous Financial Year:

| Benefits | FY 2023-24 | | | FY 2022-23 | | |
|----------|--|--|--|--|--|--|
| | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| PF | 100% | 100% | Yes | 100% | 100% | Yes |
| Gratuity | 100% | 100% | Yes | 100% | 100% | Yes |
| ESI | - | 2% | Yes | - | 3% | Yes |
| Other ^^ | 90% | 83% | Yes | 86% | 75% | Yes |

^^Related to the exclusive Superannuation Program that the company offers to its employees.

3. Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard:

Yes, TNPL is committed to creating a more inclusive and convenient workplace for its entire staff. The company ensures that its facilities are accessible to differently abled employees, and the management consistently strives to enhance infrastructure to remove accessibility barriers. Given the nature of TNPL as a continuous process industry with year-round operations involving heavy machinery and hazardous chemicals, ensuring safety for everyone is a priority. As a result, the factory has not inducted such persons with disability in core functional areas. However, persons working in the non-operational areas are being sufficiently provided with such required facilities.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web link to the policy.

Yes, the company provides equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016 which is imbedded in HR policy.

5. Return to work and Retention rates of permanent employees and workers that took parental leave:

| Gender | Permanent employees | | Permanent workers | |
|--------|---------------------|----------------|---------------------|----------------|
| | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male | NA | NA | NA | NA |
| Female | 100% | 100% | 100% | 100% |
| Total | 100% | 100% | 100% | 100% |

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief:

Yes, whenever, any grievances are raised, the same will be represented to the Management by the respective Registered / Recognised Trade Unions and it will be resolved at once. This apart, Occupier of the plant is conducting a weekly meeting with employees called "Evening with ED" to redress grievances of the employees. We are also having a "Grievance Redressal Committee" to address timely disposal of the grievances of the employees.

| Category | Yes/No (If Yes, then give details of the mechanism in brief) |
|--------------------------------|--|
| Permanent Workers | As mentioned above |
| Other than Permanent Worker | |
| Permanent Employees | |
| Other than Permanent Employees | |

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

| Category | FY 2023-24 | | | FY 2022-23 | | |
|---------------------------|---|---|---------|---|---|---------|
| | Total employees/ workers in respective category (A) | No. of employees/ workers in respective category, who are part of association(s) or Union (B) | % (B/A) | Total employees/ workers in respective category (C) | No. of employees/ workers in respective category, who are part of association(s) or Union (D) | % (D/C) |
| Total Permanent Employees | 853 | 0 | 0% | 862 | 0 | 0% |
| Male | 773 | 0 | 0% | 788 | 0 | 0% |
| Female | 80 | 0 | 0% | 74 | 0 | 0% |
| Total Permanent Workers | 2075 | 2075 | 100% | 1541 | 1541 | 100% |
| Male | 2000 | 2000 | 100% | 1467 | 1467 | 100% |
| Female | 75 | 75 | 100% | 74 | 74 | 100% |

8. Details of training given to employees and workers:

| Category | FY 2023-24 | | | | | FY 2022-23 | | | | |
|------------------------------|-------------------------------|---------|---------|----------------------|---------|-------------------------------|---------|---------|----------------------|---------|
| | On Health and safety measures | | | On Skill upgradation | | On Health and safety measures | | | On Skill upgradation | |
| | Total (A) | No. (B) | % (B/A) | No. (C) | % (C/A) | Total (D) | No. (E) | % (E/D) | No. (F) | % (F/D) |
| Employees – Permanent | | | | | | | | | | |
| Male | 773 | 188 | 24% | 573 | 74% | 788 | 516 | 65% | 557 | 71% |
| Female | 80 | 27 | 34% | 63 | 79% | 74 | 50 | 67% | 48 | 65% |
| Total | 853 | 215 | 25% | 636 | 75% | 862 | 566 | 66% | 605 | 70% |
| Worker- Permanent | | | | | | | | | | |
| Male | 2000 | 445 | 22% | 1214 | 61% | 1467 | 803 | 55% | 558 | 38% |
| Female | 75 | 23 | 31% | 70 | 93% | 74 | 45 | 61% | 19 | 26% |
| Total | 2075 | 468 | 53% | 1284 | 62% | 1541 | 848 | 55% | 577 | 37% |

9. Details of performance and career development reviews of employees and worker:

| Category | FY 2023-24 | | | FY 2022-23 | | |
|-----------------------------|-------------|-------------|-------------|-------------|-------------|-------------|
| | Total (A) | No. (B) | % (B / A) | Total (C) | No. (D) | % (D / C) |
| Employees- Permanent | | | | | | |
| Male | 773 | 773 | 100% | 788 | 788 | 100% |
| Female | 80 | 80 | 100% | 74 | 74 | 100% |
| Total | 853 | 853 | 100% | 862 | 862 | 100% |
| Worker- Permanent | | | | | | |
| Male | 2000 | 2000 | 100% | 1467 | 1467 | 100% |
| Female | 75 | 75 | 100% | 74 | 74 | 100% |
| Total | 2075 | 2075 | 100% | 1541 | 1541 | 100% |

10. a). Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?

Yes, the entity has implemented an occupational health and safety management system that comprehensively covers all aspects of the manufacturing unit’s operations. This system aligns with the International Standards such as ISO45001:2018, ensuring a robust approach to occupational health and safety management. This implementation extends its coverage to a remarkable 100%, encompassing both employees and workers within the organization.

Additionally, in accordance with ISO 9001:2015 and ISO 14001:2015 standards, the Integrated Management System has been effectively established and maintained. This systematic approach is meticulously followed throughout our mill.

- Plant Safety Inspection
- Accident Reporting, investigation, and prevention
- Testing of equipment’s, buildings and tanks
- Contract worker permit system
- Testing and examination of lifting machines, wire ropes and lifting tackles.
- Safety training.

b). What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

TNPL has implemented a suite of safety protocols to consistently identify potential workplace hazards and assess associated risks, spanning both routine and non-routine scenarios. These measures encompass the identification of hazards and comprehensive risk assessment, alongside effective risk management strategies. The company also emphasizes the planning and management of Occupational Health and Safety (OH&S) objectives. Additionally, TNPL employs a Hazard Identification and Risk Assessment (HIRA) process to further enhance its safety measures.

Moreover, TNPL fosters a culture of safety by encouraging the reporting of near misses, unsafe acts, and hazardous conditions to proactively prevent incidents. The enhancement of employee competency and behaviour through awareness training is a pivotal aspect. The EHS committee facilitates open communication, participation, and consultation to ensure comprehensive safety coverage. Continuous measurement, monitoring and review processes uphold the effectiveness of safety initiatives.

The establishment of robust fire detection, protection and management systems further reinforces the commitment to safety. The company also places strong emphasis on accident and incident investigation, reporting, learning and ensuring ongoing improvement in safety practices.

c). Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N) :

Yes, the company has established processes that empower workers to report work-related hazards and take steps to remove themselves from such risks. This includes the implementation of a Safety Committee, a reporting mechanism for Unsafe Acts and Unsafe Conditions, as well as a Near Miss Reporting system. The Safety Committee meetings are conducted regularly, every 3 months, where discussions encompass various safety topics such as fire safety, unsafe acts, violations, safety audit findings, and accidents. Suggestions for rectifying plant conditions are deliberated, and after thorough discussions, recommendations for corrective actions are proposed and documented. The responsibilities and actions for implementation are clearly recorded to ensure effective follow-through.

Additionally, the company has implemented a multi-faceted approach to hazard management and risk assessment. Through routine Safety Committee meetings, a streamlined process for reporting Unsafe Acts and Unsafe Conditions and a dedicated Near Miss Reporting system, the company ensures that workers have effective channels to communicate potential hazards. Furthermore, the company places strong emphasis on hazard identification and risk assessment (HIRA) through comprehensive training programs, including Job Safety Assessment (JSA) training for the operational team. This demonstrates the company's commitment to fostering a culture of safety and equipping workers with the tools and knowledge needed to mitigate risks effectively.

d). Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?

Yes, the employees and workers of TNPL have access to non-occupational medical and healthcare services. The company provides a 24/7 Occupational Health Centre and ensures the availability of first aid facilities for all employees, workers, and casual labourers.

11. Details of safety-related incidents, in the following format:

| Safety Incident/Number | Category | FY 2023-24 | FY 2022-23 |
|--|------------------|------------|------------|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | Nil | Nil |
| | Workers | 0.34 | 0.258 |
| Total recordable work-related injuries | Employees | Nil | Nil |
| | Workers | 3 | 7 |
| No. of fatalities | Employees | Nil | 0 |
| | Workers | Nil | 1 |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | Nil | Nil |
| | Workers | Nil | Nil |

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

To ensure a safe and healthy work environment, TNPL has implemented comprehensive measures. These include the adoption of a clearly defined Occupational Health and Safety Policy and the provision of suitable Personal Protective Equipment (PPE) for all employees. Regular training programs are conducted to enhance safety awareness among employees, covering aspects such as hazardous chemical handling,

material handling, PPE usage, electrical safety, road safety, first aid and fire-fighting. Prominent display of caution boards, posters, slogans and safety guidelines contributes to promoting safety within the workplace.

The company organizes periodic medical checkups to identify occupational health hazards and has established a Safety Committee comprising representatives from both management and workers. These committees conduct regular meetings to discuss and implement safety improvements. In-depth investigations are conducted into accidents and incidents, leading to the implementation of preventive and corrective actions to prevent recurrence.

The safety protocols extend to safety audits, risk analysis and testing of equipment as per statutory requirements. The organization conducts mock drills to enhance emergency preparedness, installs smoke detectors with warning alarms at critical areas and ensures the presence of fire hydrant points throughout the premises. Fire extinguishers suitable for different fire types are strategically placed for quick response. Additionally, in coal mill fine coal storage bin, in case of CO level increase above the set point level the automatic carbon dioxide flooding system is available and operate automatically.

13. Number of Complaints on the following made by employees and workers:

| Number of Complaints on the following made by employees and workers: | FY 2023-24 | | | FY 2022-23 | | |
|--|-----------------------|---------------------------------------|---|-----------------------|---------------------------------------|--|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | 939 | 64 | Most of the complaints were resolved satisfactorily, remaining comments are under process | 335 | 0 | All complaints were resolved satisfactorily |
| Health & Safety | 69 | 7 | Most of the complaints were resolved satisfactorily, remaining comments are under process | 78 | 4 | Most of the complaints were resolved satisfactorily, remaining comments are under process. |

14. Assessments for the year:

| Assessments for the year: | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|------------------------------------|---|
| Health and safety practices | 100% |
| Working Conditions | 100% |

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

To address safety-related incidents and significant risk concerns, the company's Safety team collaborates closely with relevant departments to conduct thorough reviews of accidents and incidents. Through the analysis of gathered data and comprehensive risk assessments, they formulate and implement procedures designed to prevent future occurrences. Management-level meetings are regularly convened to evaluate adherence to safety regulations, assess unsafe practices and conditions, and ensure an unwavering commitment to safety. This commitment includes providing comprehensive on-the-job training to both employees and casual labourers, ensuring that safety remains a top priority.

As part of the response to these safety concerns, the following corrective actions have been taken:

1. Installation of a sprinkler system atop the coal crusher and screen building to rapidly suppress fires.
2. Establishment of a fall arrester system for the unloading of loose bagasse at the bagasse yard, significantly enhancing worker safety.
3. Integration of an N2 quenching system into the Transformer of the 110KV switch yard, effectively managing potential risks.

These proactive measures and continual safety initiatives underscore the company's dedicated approach to addressing safety incidents and mitigating concerns, fostering a secure and protected working environment for all employees.

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders.

1. Describe the processes for identifying key stakeholder groups of the entity:

TNPL has recognized its crucial stakeholders based on their impact on its operations. These stakeholders encompass employees, customers, suppliers, government entities, and the broader community. The selection is determined by the scope of activities and organizational requirements. Stakeholder engagements like meetings and workshops enable meaningful discussions on societal, environmental and regulatory concerns. These interactions enhance team capabilities, encourage collaborative actions and foster trust.

The approach to engagement is mindful of the fact that every stakeholder group possesses its own distinctiveness and a unique array of priorities. Feedback gathered from such engagements validates the company's performance and offers new perspectives on challenges and opportunities. This process ensures a holistic understanding of stakeholder expectations and the cultivation of mutual respect.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes/No) | Channels of communication | Frequency of engagement | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|-------------------|--|--|-------------------------|---|
| Employees | No | Notice Board, Email, SMS, and In-house magazine "Kagithamalar" | Day to Day basis | <ul style="list-style-type: none"> • Training sessions • Performance appraisal • Annual reward and recognition |
| Investors | No | Newspaper, Website | Quarterly/ Annually | <ul style="list-style-type: none"> • Return on Equity • Business strategy • Long-term business performance • Goals and targets • Risk assessment and management |
| Society | No | Newspaper, Website, Community Meetings | Annually | <ul style="list-style-type: none"> • Infrastructure development • Education and Skill Development • Environment, Health & Safety |
| Customers | No | E-mail, Newspaper, Community Meetings, | Annually | <ul style="list-style-type: none"> • Product Quality • Customer Feedback • Business Development • Target Achievement • Quota completion • Increasing of sales in the paper market |
| Dealers | No | E-mail, Newspaper, Community Meetings, | Annually | <ul style="list-style-type: none"> • Target Achievement • Quota completion • Increasing of sales in the paper market |
| Suppliers | No | Newspaper, Website, Email | Day to Day basis | <ul style="list-style-type: none"> • Compliance to rules and regulation |

Principle 5: Businesses should respect and promote human rights:

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

| Category | FY 2023-24 | | | FY 2022-23 | | |
|------------------------|-------------|---------------------------------------|-----------|-------------|---------------------------------------|-----------|
| | Total (A) | No. of employees/ workers covered (B) | % (B / A) | Total (C) | No. of employees/ workers covered (D) | % (D / C) |
| Employees | | | | | | |
| Permanent | 853 | 25 | 3% | 862 | 20 | 2% |
| Other than permanent | 2 | 0 | 0% | 15 | 0 | 0% |
| Total Employees | 855 | 25 | 3% | 877 | 20 | 2% |
| Workers | | | | | | |
| Permanent | 2075 | 75 | 4% | 1541 | 80 | 5% |
| Other than permanent | 6083 | 0 | 0% | 5427 | 0 | 0% |
| Total Workers | 8158 | 75 | 1% | 6968 | 80 | 1% |

2. Details of minimum wages paid to employees and workers :

| Category | FY 2023-24 | | | | | FY 2022-23 | | | | |
|----------------------|------------|-----------------------|---------|------------------------|---------|------------|-----------------------|---------|------------------------|---------|
| | Total (A) | Equal to Minimum Wage | | More than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More than Minimum Wage | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| Employees | | | | | | | | | | |
| Permanent | 853 | - | - | 853 | 100% | 862 | - | - | 862 | 100% |
| Male | 773 | - | - | 773 | 100% | 788 | - | - | 788 | 100% |
| Female | 80 | - | - | 80 | 100% | 74 | - | - | 74 | 100% |
| Other than Permanent | 2 | 2 | 100% | - | - | 15 | - | - | 15 | 100% |
| Male | 2 | 2 | 100% | - | - | 14 | - | - | 14 | 100% |
| Female | - | - | - | - | - | 1 | - | - | 1 | 100% |
| Workers | | | | | | | | | | |
| Permanent | 2075 | 56 | 3% | 2019 | 97% | 1541 | - | - | 1541 | 100% |
| Male | 2000 | 55 | 3% | 1945 | 97% | 1467 | - | - | 1467 | 100% |
| Female | 75 | 1 | 1% | 74 | 99% | 74 | - | - | 74 | 100% |
| Other than Permanent | 6083 | 5336 | 88% | 747 | 12% | 5427 | - | - | 5427 | 100% |
| Male | 5134 | 4479 | 87% | 655 | 13% | 4668 | - | - | 4668 | 100% |
| Female | 949 | 857 | 90% | 92 | 10% | 759 | - | - | 759 | 100% |

3. Details of remuneration/salary/wages:

a. Median remuneration/wages

| | Male | | Female | |
|---|--|---|--------|---|
| | Number | Median remuneration/ salary/ wages of respective category | Number | Median remuneration/ salary/ wages of respective category |
| Board of Directors (BoD) | Refer Annexure IV to Board's Report for report on Key Managerial Personnel Remuneration | | | |
| Key Managerial Personnel | | | | |
| Employees other than BoD and KMP | 773 | 15.8 Lakhs | 80 | 13.2 Lakhs |
| Workers | 2000 | 8.4 Lakhs | 75 | 7.8 Lakhs |

b. Gross wages paid to females as % of total wages paid by the entity, in the following format

| | FY 2023-24 | FY 2022-23 |
|---|------------|------------|
| Gross wages paid to females as % of total wages | 5.30% | 5.35% |

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No) :

Yes, Unit Leadership team and HR department are responsible for addressing human rights impact.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues:

Yes, whenever grievances arise, they are promptly conveyed to Management through the respective Registered / Recognized Trade Unions for swift resolution. Additionally, the plant's Occupier holds a weekly gathering known as "Evening with ED" to address employee concerns. To further facilitate effective grievance handling, a "Grievance Redressal Committee" is in place, ensuring timely attention to employee issues.

Notably, the majority of grievances are resolved on the spot, and thus far, there have been no instances of human rights issues. This commitment highlights our proactive and responsive approach, reflecting our dedication to fostering a fair and supportive workplace environment for all.

6. Number of Complaints on the following made by employees and workers :

| | FY 2023-24 | | FY 2022-23 | |
|--|-----------------------|---------------------------------------|-----------------------|---------------------------------------|
| | Filed during the year | Pending resolution at the end of year | Filed during the year | Pending resolution at the end of year |
| Sexual Harassment | 1 | Nil | Nil | Nil |
| Discrimination at workplace | Nil | Nil | Nil | Nil |
| Child Labour | Nil | Nil | Nil | Nil |
| Forced Labour/ Involuntary Labour | Nil | Nil | Nil | Nil |
| Wages | Nil | Nil | Nil | Nil |
| Other human rights related issues | Nil | Nil | Nil | Nil |

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

| | FY 2023-24 | FY 2022-23 |
|--|------------|------------|
| Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | 1 | NIL |
| Complaints on POSH as a % of female employees / workers | 0.87% | NIL |
| Complaints on POSH upheld | NIL | NIL |

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases:

To mitigate potential adverse outcomes for complainants in cases of discrimination and harassment, we have implemented mechanisms aligned with the POSH (Prevention of Sexual Harassment) Act. These measures include conducting necessary training programs to raise awareness among employees and contract workers. Additionally, in line with compliance requirements, we have set up an Internal Complaints Committee (ICC) following the guidelines of the POSH Act. These actions are designed to ensure a supportive environment and prevent any negative repercussions for individuals who come forward with complaints related to discrimination and harassment.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No):

Yes, the Company ensures that suitable provisions are included in the contracts with suppliers and buyers of products and services before commencing business. These provisions ensure compliance with applicable Human Rights requirements, integrating them as essential aspects of our business operations.

10. Assessments for the year:

| Assessments for the year: | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|--|
| Child labor | 100% of the plants were assessed by statutory authorities. The state regulatory and statutory bodies inspect our plants on periodic basis. |
| Forced/involuntary labor | |
| Sexual harassment | |
| Discrimination at workplace | |
| Wages | |

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above:

As TNPL adheres to statutory regulations, no complaints have been lodged regarding these matters, and thus, there is no need for corrective actions arise.

Principle 6: Businesses should respect and make efforts to protect and restore the environment.

1. Details of total energy consumption (in Joules or multiples) and energy intensity:

| Parameter | FY 2023-24 | FY 2022-23 |
|--|-------------|-------------|
| From renewable sources | | |
| Total electricity consumption (A) | 27,80,291 | 29,48,854 |
| Total fuel consumption (B) | 90,98,913 | 94,20,366 |
| Energy consumption sources (C) | - | - |
| Total energy consumed from renewable sources (A+B+C) | 1,18,79,204 | 1,23,69,220 |
| From non-renewable sources | | |
| Total electricity consumption (D) | 42,27,295 | 38,29,252 |
| Total fuel consumption (E) | 1,14,66,777 | 1,16,79,501 |
| Energy consumption sources (F) through other | | |
| Total energy consumed from non-renewable sources (D+E+F) | 1,56,94,072 | 1,55,08,753 |
| Total energy consumed (A+B+C+D+E+F) | 2,75,73,276 | 2,78,77,973 |
| Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations) | 0.00058 | 0.00054 |
| Energy intensity in terms of physical output | 44.60 | 47.34 |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, an independent assessment was conducted by an external agency M/s Centre for Energy, Environment and Productivity, Chennai, who performed an energy audit.

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any:

TNPL falls within the scope of the Perform, Achieve, and Trade (PAT) program, designed to promote energy efficiency in industries. The company has taken proactive steps to meet the program's requirements and has obtained the necessary certifications, reaffirming its commitment to sustainability and improving energy efficiency as per PAT program objectives.

PAT -V Cycle: Commenced in the year 2019-20 and covered the FY 2019-20, 2020-21 and 2021-22. The baseline SEC for TNPL for the baseline year 2017-18 was set at 0.3991 TOE/MT of paper. The Target SEC for TNPL was 0.3761 TOE/MT of paper. TNPL Unit II has achieved SEC of 0.3566 TOE/MT which was lower than the targeted SEC and hence TNPL Unit II was recommended with 2766 EScerts in Monitoring and verification audit. Ecerts Issuance is pending from BEE side. For the next PAT cycle Baseline assessment audit and target setting is pending from BEE side.

TNPL Unit-I received 4969 and 26352 Energy Saving Certificates (EScerts) through PAT-I and PAT-II cycle respectively, out of which, 11,208 EScerts have been sold till 31st March, 2024 for a value of Rs.206.23 Lakhs.

PAT -VII Cycle: Commenced in the year 2022-23. The baseline Specific Energy Consumption (SEC) is 0.5174 TOE/MT of paper. The Target SEC is 0.5010 TOE/MT of paper for the Assessment Year 2024-25.

3. Provide details of the following disclosures related to water, in the following format:

| Parameter | | FY 2023-24 | FY 2022-23 |
|---|---------------------------------|-------------|-------------|
| Water withdrawal by source | | | |
| (i) Surface water | Kilolitres | 2,12,76,845 | 2,08,56,227 |
| (ii) Groundwater | Kilolitres | - | - |
| (iii) Third-party water | Kilolitres | - | - |
| (iv) Seawater / desalinated water | Kilolitres | - | - |
| (v) Others | Kilolitres | - | - |
| Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v) | Kilolitres | 2,12,76,845 | 2,08,56,227 |
| Total volume of water consumption (in kilolitres) | Kilolitres | 2,06,84,897 | 1,80,37,260 |
| Water intensity per rupee of turnover (Total water consumption / Revenue from operations) | Kilolitres/ Turnover | 0.00044 | 0.00035 |
| Water intensity in terms of physical output | Kilolitres/Ton of Production | 33.46 | 22.45 |

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency. (Y/N) If yes, the name of the external agency.

No

4. Provide the following details related to water discharged:

| Parameter | FY 2023-24 | FY 2022-23 |
|--|-------------|-------------|
| Water discharge by destination and level of treatment (in kilolitres) | | |
| (i) To Surface water | | |
| -No treatment | - | - |
| -With treatment | - | - |
| (ii) To Groundwater | | |
| -No treatment | - | - |
| -With treatment | - | - |
| (iii) To Seawater | | |
| -No treatment | - | - |
| -With treatment | - | - |
| (iv) Sent to third-parties | | |
| -No treatment | - | - |
| -With treatment | - | - |
| (v) Others (Land Irrigation) | | |
| -No treatment | - | - |
| -With treatment | 1,18,39,271 | 1,04,93,954 |
| Total water discharged (in kilolitres) | 1,18,39,271 | 1,04,93,954 |

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) :

No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation:

Water stands as a cornerstone in pulp and paper manufacturing, playing a pivotal role throughout the paper production process. The usage of water spans multiple key areas, including raw material cleaning, pulp mills, showers on washers, paper formation and boiler operations. At TNPL, the primary water source is fresh water drawn from the Cauvery River. By integrating cutting-edge technologies, TNPL has effectively harnessed water recycling in its operations.

Driven by a strong commitment to sustainability, TNPL actively seeks ways to lessen its reliance on freshwater intake. The company has a vision to potentially transition to Zero Liquid Discharge, harnessing modern innovations for this purpose. A noteworthy distinction is that TNPL pursues a minimum liquid discharge strategy rather than the conventional Zero Liquid Discharge.

With unwavering commitment, the company diligently complies with SPCB regulations, overseeing wastewater management with meticulous care. The outcome of this dedication is evident as treated effluent from the Effluent Treatment Plant finds purposeful use within the TNPL Effluent Water Lift Irrigation Society (TEWLIS), supporting on-land irrigation. This eco-conscious approach extends with the presence of a 20 KLD on-site sewage treatment plant, pivotal in the company’s strategic blueprint. Here, treated sewage water serves a dual purpose - nurturing thriving plantations while effectively suppressing dust.

Unit I resonate TNPL’s sustainability drive as treated wastewater irrigates 1650 acres, facilitated through the TEWLIS Scheme. Similarly, Unit-II takes a green initiative, channelling all generated wastewater to irrigate the company’s vast 650-acre land. This transformation is realized through the implementation of an advanced wastewater treatment plant.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

| Parameter | Please specify unit | FY 2023-24 | FY 2022-23 |
|-------------------------|---------------------|------------|------------|
| NOx | Mg/Nm ³ | 79 | 92 |
| SOx | Mg/Nm ³ | 102 | 220 |
| Particulate Matter (PM) | Mg/Nm ³ | 30 | 27 |
| Others (please specify) | Mg/Nm ³ | - | - |

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, an independent assessment was conducted by an external agency M/s Chennai Testing Labs, Chennai, performed an Ambient, Stack and Noise survey on monthly basis.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

| Parameter | Unit | FY 2023-24 | FY 2022-23 |
|--|---|------------|------------|
| Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | Metric tonnes of CO ₂ equivalent | 8,07,698 | 19,05,569 |
| Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | Metric tonnes of CO ₂ equivalent | 5,53,136 | 88,309 |
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations) | | 0.000029 | 0.0000038 |

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide detail:

At TNPL, the commitment to environmental responsibility and carbon footprint reduction is evident through our pursuit of green energy generation and adoption of a circular economy approach. Here are the key points regarding energy reduction initiatives:

Green Energy Generation:

- TNPL has embraced renewable energy resources by establishing a 15 MW Wind Farms in Tirunelveli District in FY 1993-94. Over the years, capacity additions in four phases have increased the plant's capacity to 35.5 MW.
- Wind farms cover more than 1,100 acres, strategically located to harness seasonal winds during monsoon seasons.
- Low Tension (LT) Rooftop Solar Power Plants, with a 3 KW capacity, were installed in wind farms to reduce LT consumption bills.
- TNPL remains dedicated to a carbon-neutral mantra through the Clean Development Mechanism (CDM). The company has recognized 1,90,920 Certified Emission Reductions for energy production without carbon emissions from wind farms.

Resource Utilization and Efficiency:

- Unused spaces among Wind Electric Generators are transformed into eucalyptus plantations, repurposing 2,300 Tons of EH pulpwood. This initiative supports carbon sequestration and sustainable forestry methods.
- TNPL employs an eco-friendly process where bagasse wash water is treated in a bio-methanation plant, producing biogas. This biogas replaces furnace oil in the lime kiln, curbing pollution. This pioneering Clean Development Project in the paper industry reduces approximately 45,000 MT of CO₂ annually.
- Carbon emission reduction efforts are extended through the conversion of bagasse pith and wood dust into biofuel. This biofuel is utilized in the paper mill's boiler as an energy-efficient and safe alternative to fossil fuels.

Efficient Resource Planning:

- TNPL ingeniously repurposes flue gas from the cement mill to facilitate fuel drying in the coal mill and lime sludge drying, crucial for paper mill's operation. This process also heats raw materials in TNPL's cement manufacturing, boosting efficiency and reducing energy consumption.
- Caustic waste is reused in the Soda Recovery Plant, facilitating power generation and reducing environmental impact.
- Utilizing the organic waste material, lignin, extracted as black liquor after wood and bagasse pulping, TNPL repurposes it in the Soda Recovery Plant to generate steam. This steam is then employed in the turbo generator as an eco-friendly alternative to fossil fuels, resulting in cost-effective and sustainable power generation.
- Waste materials from the paper mill, such as lime sludge and fly ash, are reused to produce high-grade cement, minimizing waste and promoting sustainability.

These energy reduction initiatives reflect TNPL's dedication to responsible energy practices, circular economy adoption, and sustainable resource utilization.

9. Provide details related to waste management by the entity:

| Parameter | FY 2023 - 24 | FY 2022 - 23 |
|--|--------------|--------------|
| Total Waste generated (in metric tonnes) | | |
| Plastic waste (A) | 5,960 | 3,922 |
| E-waste (B) | 3 | 5 |
| Bio-medical waste (C) | 0.031 | 0.125 |
| Construction and demolition waste (D) | 28 | 4.92 |
| Battery waste (E) | 7 | 7 |
| Radioactive waste (F) | - | - |
| Other Hazardous waste. Please specify, if any. (G) | 3,53,221 | 4,12,991 |
| Total Other Non-hazardous waste generated (H) Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector) | 2,60,839 | 3,02,745 |
| Total (A+B + C + D + E + F + G + H) | 6,20,060 | 7,19,675 |
| Waste intensity per rupee of turnover (Total waste generated/ Revenue from operations) | 0.000013 | 0.000014 |
| For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes) | | |
| Category of waste | | |
| (i) Recycled | 1,52,208 | 1,79,076 |
| (ii) Re-used | 3,76,486 | 4,49,036 |
| (iii) Other recovery operations | 88,066 | 91,553 |
| Total | 6,16,759 | 7,19,665 |
| For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes) | | |
| Category of waste | | |
| (i) Incineration | 0.031 | 0.12 |
| (ii) Landfilling | 60 | 10 |
| (iii) Other disposal operations | 3241 | 0 |
| Total | 3301 | 10 |

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes:

To effectively manage waste, TNPL has implemented diverse measures. The company tailors waste management strategies to different waste types.

- Plastic waste is co-processed in cement industries, while battery and E-waste are directed to authorized recyclers. Bio-medical waste is incinerated at an authorized TSDF.
- Hazardous waste, including spent oil, used glass wool, copper and alloys, are sent to authorized recyclers. ETP primary sludge, lime sludge, lime grits, Deinking Sludge and fly ash find purpose in cardboard manufacturing and TNPL’s cement plant.
- Hazardous items like used FRP sheets, discarded thermacol, hard wood fine rejects, pith, wood dust and wood bark are repurposed into alternative fuel in authorized pre-processing units.
- Additionally, Mixed Liquor Suspended Solids (MLSS) undergoes a process involving dewatering, solar drying, composting, and is utilized as manure in TNPL’s plantation department.
- In Soda Recovery Plant, Foul Condensate stripping column was installed to reduce the sulphide carry over through Effluent water.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

No, the entity does not have operations or offices in or around ecologically sensitive areas.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

In the current financial year, the entity did not conduct any environmental impact assessments for its projects in compliance with applicable laws.

Nevertheless, TNPL is actively investing in Research and Development to leverage advanced technologies for improved efficiency and reduced environmental impact. Notably, TNPL’s selection of Eucalyptus and Casuarina trees is rooted in their positive ecological influence, particularly in water-scarce regions. Through its R&D unit, TNPL develops water-efficient clones and disseminates new Eucalyptus varieties to farmers, contributing to substantial sapling planting efforts. The company’s steadfast dedication to environmental preservation is evident through its creation of extensive green belts, lawns, and initiatives aimed at fostering positive local impact.

| Name and brief details of project | EIA Notification No. | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) |
|-----------------------------------|----------------------|---|--|
| NIL | | | |

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, The entity is strictly complying with all applicable environmental law/ regulations/ guidelines in India.

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

1. A). Number of affiliations with trade and industry chambers/ associations.

5 (Five)

B). List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

| S. No. | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/ associations (State/National) |
|--------|---|---|
| 1) | Federation Of Indian Export Organisations | Southern Region |
| 2) | CAPEXIL | National |
| 3) | CII | National |
| 4) | IPMA | National |
| 5) | Andhra Chambers of Commerce | State |

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

The entity has not received any adverse orders from regulatory authorities.

Principle 8: Businesses should promote inclusive growth and equitable development.**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:**

Nil - None of the Projects undertaken by the company in FY 2023-24 require Social Impact Assessments.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:

Not Applicable.

3. Describe the mechanisms to receive and redress grievances of the community:

In case a grievance pertains to the Company, the relevant department or function takes on the responsibility of addressing it and providing updates on its status. This approach ensures that matters are handled by those with the appropriate expertise. Employing a transparent procedure for handling grievances reassures the community that their concerns are treated seriously and that effective measures are taken to resolve them.

As part of its dedicated commitment to tackling community grievances, the Company leverages its well-established CSR initiatives. The CSR team actively collaborates with local residents and government bodies, actively seeking feedback on the efficacy of the Company's ESG endeavours and identifying areas where Company assistance is necessary. These insights are then integrated into the Company's CSR projects, subject to review and approval by either the CSR Committee or the Directors.

Moreover, the Company addresses grievances through various channels, including:

- a) Mudalvarin Mugavari
- b) RTI Petition
- c) Postal Complaints

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

| | FY 2023-24 | FY 2022-23 |
|---|------------|------------|
| Directly sourced from MSMEs/ small producers | 16% | 19% |
| Directly from within India | 61% | 76% |

5. Creation in smaller towns - Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

| Location | FY 2023-24 | FY 2022-23 |
|--------------|------------|------------|
| Rural | 96% | 97% |
| Semi-urban | - | - |
| Urban | - | - |
| Metropolitan | 4% | 3% |

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner.

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback:

The complaints from dealers/customers are registered via dealer portal or ERP. As the complaint is received with the relevant documents, the samples are sent to the Marketing Department at Factory Marketing Complaint Cell. The complaint is validated and assigned to respective departments. The next step is to start the analysis/investigation of the complaint by Quality Check/ Finance Department. After the inspection, a report is released, and corrective action is taken by QC department. The report is analysed by Branch in Charge/ Regional in Charge. As approval is received the feedback is sent to customers with necessary arrangements with or without compensation based on approvals. This process is completed within 45 days for domestic complaints and 90 days for export complaints, with a 90-day window for reinvestigation or renegotiation of domestic complaints.

Moreover, customers have the option to utilize our <https://www.tnpl.com/grievance-redressal/platform> for addressing any grievances they may have.

2. Turnover of products/services as a percentage of turnover from all products/services that carry information about Environmental and social parameters relevant to the product, Safe and responsible usage, Recycling and/or safe disposal:

Products of the company contain all relevant information as required under applicable laws.

3. Number of consumer complaints in respect of the following:

| | FY 2023-24 | | FY 2022-23 | |
|--|--------------------------|-----------------------------------|--------------------------|-----------------------------------|
| | Received during the year | Pending resolution at end of year | Received during the year | Pending resolution at end of year |
| Data privacy | Nil | Nil | Nil | Nil |
| Advertising | Nil | Nil | Nil | Nil |
| Cyber-security | Nil | Nil | Nil | Nil |
| Restrictive Trade Practices | Nil | Nil | Nil | Nil |
| Unfair Trade Practices | Nil | Nil | Nil | Nil |
| Others – Delivery of essential services | Nil | Nil | 29 | 16 |
| Others – Quality Issue | 184 | Nil | 27 | 0 |

4. Details of instances of product recalls on account of safety issues:

| Details of instances of product recalls on account of safety issues: | Number | Reasons for recall |
|--|--------|--------------------|
| Voluntary recalls | Nil | NA |
| Forced recalls | Nil | NA |

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy:

Yes, TNPL has a privacy policy that outlines its practices regarding the confidentiality and disclosure of personal information. When collecting personal information, TNPL clearly indicates the purpose of collection and obtains written consent from the provider of the information. The policy allows individuals to review the information they have provided and emphasizes reasonable security practices to ensure the confidentiality and prevent unauthorized disclosure of personal information. The collected information is used solely for its intended purpose and is not retained beyond that purpose unless required by law or audit purposes. TNPL also has measures to protect personal information shared on its website and may share information with subsidiaries and business associates for the purpose of intended business.

The policy can be assessed at- <https://www.tnpl.com/privacy-policy>.

6. Details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services:

NIL

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches

NIL

b. Percentage of data breaches involving personally identifiable information of customers

NIL

c. Impact, if any, of the data breaches

Not applicable

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF M/s TAMIL NADU NEWSPRINT AND PAPERS LIMITED

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying Financial Statements of **Tamil Nadu Newsprint and Papers Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of Material Accounting Policies and other explanatory information hereinafter referred to as Financial Statements.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, the Profit (Including Other Comprehensive Income), the Statement of changes in Equity, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of Financial Statements as a whole, and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| SI No. | Key Audit Matter | Response to Key Audit Matters & Conclusion |
|--------|---|---|
| 1 | As at March 31, 2024, the Company has recognized deferred tax asset in the nature of MAT credit aggregating to ₹ 40,356.88 lakhs. Recognition of MAT credit asset requires significant judgement regarding the likelihood of its realization within the utilization period as provided under the tax laws which envisages that the company earns adequate profit as per the projections considered for evaluating the appropriateness of carrying value of MAT credit. These future taxable profits reckoned for this purpose are based on the business plan prepared by the management and projected post-tax cash flows of the Company. The management's conclusions in this regard are significantly dependent on future business plans which are susceptible for uncertainties involved in forecasting such profits. We identified this as key audit matter for current year audit owing to the materiality of the amounts involved and inherent subjectivity involved in the determination of utilization of MAT credit. | Our audit procedures in relation to assessment of appropriateness of MAT credit recognized and carried forward, are as follows: ◇ Assessed and tested the design and operating effectiveness of the Company's controls over recognition of the MAT credit entitlement. ◇ Assessed the Company's analysis for MAT credit realisability based on future projections of taxable profits. ◇ Tested the appropriateness of the forecast of tax liability as per the tax laws. ◇ Obtained and evaluated sensitivity analysis performed by the management on aforesaid key assumptions covering the future profitability. ◇ Based on our audit procedure we concluded that MAT credit carried forward is realizable within the statutory period permitted under the Income Tax Act. |
| 2 | The Company has revised the pay scale for workers, chagemen, staff and officers based on wage settlement entered in the month of December 2023. This wage revision includes an amount of ₹ 2693.87 Lakhs charged to the statement of Profit and Loss for the year ended 31st March 2024 pertaining to period May 2022 to March 2023. | We have perused the wage settlement agreement and verified the internal control procedures relating to the application of the terms of the wage settlement agreement, calculations on sample basis, the application of the revision in pay, found it to be in line with the wage settlement agreement. |

Information Other Than the Financial Statements and Auditor's Report Thereon

The company's Board of Directors is responsible for the other information. The other information comprises the information included in Board's Report, Management Discussion & Analysis Report, Business Responsibility Report, but does not include the financial statements and our auditor's report thereon. The Board's Report, Management Discussion & Analysis Report, Business Responsibility Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the Financial Position, Financial Performance (including Other Comprehensive Income), Changes in Equity and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate Internal Financial Controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in Internal Control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As Required under Section 143(5) of the Companies Act, 2013, we give in the "**Annexure A**", our report on the directions issued by the Comptroller and Auditor General of India
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Companies Act, 2013, we give in "**Annexure C**" a statement on the matters specified in paragraphs 3 of the Order, to the extent applicable.
3. As required by Section 143(3) of the Act, we report, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- (d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the Directors as on 31st March, 2024 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2024 from being appointed as a Director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company, and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer note 38 to the Financial Statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 42(d)(iv) to the financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities Identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 42(d)(v) to financial statements no funds have been received by the company from any persons or entities, including foreign entities ("funding Parties"), with the understanding, whether recorded in writing or otherwise, that the division shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries and

- (c) Based on such audit procedures we have considered reasonable and appropriate in the circumstances; nothing has come to the notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) contain any material mis-statement.
- v. (a) The Interim dividend declared and paid by the company during the year is in accordance with Section 123 of the Act.
- (b) The final dividend paid by the company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act.
- (c) As stated in the Note 17(v) to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with Section 123 of the Act as applicable.
- vi. Based on our examination, which included test checks performed by us the company has used an accounting software Oracle E-Business Suite ('EBS') which "**at the application level**" records details for each accounting record, creator information, creation, and update timestamps, and locking records upon transaction entry. In EBS, edits directly to accounted transactions are prohibited by design, with any modifications necessitating a separate reversal entry. All accounting records are frozen on creation and maintained for updates (via update date/user). An override to an accounting record requires a new reversal line and original line is untouched, However, the EBS software does not have audit trail enabled at the "**database level**" for logging any direct data changes.

For **MAHARAJ N R SURESH AND CO LLP**
Firm Registration No.001931S/S000020

N R Suresh

Membership No. 021661

Partner

Chartered Accountants

UDIN : 24021661BKFNFV8690

Place : Chennai
Date : 24th May, 2024

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under report on other legal and regularity Requirements’ section of our report to the members of Tamil newsprint and papers limited of even date)

| Sl. No. | Compliance | Comments |
|---------|--|--|
| 01 | Whether the company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated. | Financial transactions including placement of purchase orders, Materials and services, purchase accounting, payroll, sale order processing, despatches, discount recognition, collection and payments are automated and processed through IT systems and application. Few entries related to treasury, month end provision and adjustments, and related accounts transactions are prepared manually and processed through IT system for which necessary controls are in place. |
| 02 | Whether there is any restructuring of an existing loan or cases of waiver / write off of debts / loans / interest etc. made by a lender to the company due to the company’s inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for ? (In case, lender is a Government Company, then the direction is also applicable to the statutory auditor of the lender company). | There was no restructuring of loans during the year, hence, commenting on consequential financial impact does not arise. Advances paid during the course of business to one of the Vendor which was provided earlier years and written off during the year amounting to ₹ 2504.95 Lakh. |
| 03 | Whether funds (grants/subsidy) received/receivable for specific schemes from Central/ State Government or its agencies were properly accounted for/utilized as per its term and conditions? List the cases of deviation. | The company has not received funds for specific schemes from central/state agencies during the current year. However, for expansion, the Structured package incentive from Govt., of Tamil Nadu, has been accounted ₹ 2333.27 lakh after fulfilment of eligibility criteria and the same has been disclosed in Note No.,27. |
| 04 | Whether the Company's pricing policy absorbs all fixed and variable costs of production as well as the allocation of overheads? | Based on information and explanation given to us by the management, the pricing policy of the company’s products are market driven and thus determined by the market conditions. |
| 05 | Whether the Company has fixed norms for normal losses and a system for evaluation of abnormal losses for remedial action is in existence? | Yes |

| Sl. No. | Compliance | Comments |
|---------|---|--|
| 06 | What is the system of valuation of by-products and finished products? List out the cases of deviation from its declared policy | Finished goods at factory are measured at lower of cost which includes cost of inputs (net of taxes and duties eligible for credits) and overheads and net realizable value. The Company has a by-product i.e, Pith, which are valued at Cost. |
| 07 | State the extent of utilization of plant and machinery during the year vis-à-vis installed capacity | Paper - 105.69% Packaging Board -97.72% Cement-67.39% |
| 08 | Whether the Company has effective system for physical verification, valuation of stock, treatment of non-moving items and accounting of effect of shortage / excess noticed during physical verification Limited of even date | Yes. The company has effective system of physical verification, valuation of stock and a policy for treatment of non-moving items and accounting of effect of shortage / excess noticed during physical verification. |

For MAHARAJ N R SURESH AND CO LLP
Firm Registration No.001931S/S000020

N R Suresh

Membership No. 021661

Partner

Chartered Accountants

UDIN : 24021661BKFNFBV8690

Place : Chennai

Date : 24th May, 2024

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF TAMIL NADU NEWSPRINT AND PAPERS LIMITED.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the Internal Financial Controls over financial reporting of Tamil Nadu Newsprint and Papers Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining Internal Financial Controls based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls over Financial Reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls system over financial reporting and their operating effectiveness. Our audit of Internal Financial Controls over financial reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls System over Financial Reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's Internal Financial Controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's Internal Financial Control over Financial Reporting includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and Directors of the Company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the financial statements

Because of the inherent limitations of Internal Financial Controls over the financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the Internal Financial Controls over financial reporting to future periods are subject to the risk that the Internal Financial Controls over financial reporting may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate Internal Financial Controls over financial reporting and such Internal Financial Controls over financial reporting were operating effectively as at March 31, 2024, based on the Internal Control over Financial Reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

For MAHARAJ N R SURESH AND CO LLP
Firm Registration No.001931S/S000020

N R Suresh

Membership No. 021661

Partner

Chartered Accountants

UDIN : 24021661BKFNFV8690

Place : Chennai

Date : 24th May, 2024

**ANNEXURE “C” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON
THE FINANCIAL STATEMENTS OF TAMIL NADU NEWSPRINT AND PAPERS LIMITED**

The Annexure referred to in Paragraph 2 under the heading ‘Report on Other Legal and Regulatory Requirements’ of our Report of even date:

In terms of the information and explanations sought by us and provided to us by the Company and the books of account and records examined by us in the normal course of audit and to the best of knowledge and belief we state that:

- (i) (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company is maintaining proper records showing full particulars of intangible assets;
- (b) These Property, Plant and Equipment have been physically verified by the Management according to a regular programme of conducting physical verification of all Property, Plant and Equipment over a period of three years and no material discrepancies were noticed on such verification.
- (c) All title deeds of the immovable properties are held by the Company except Land (extending about 10 grounds and 425 square feet) on which the Corporate Office of the Company is functioning at Chennai. The transfer of title of the said land by the Government of Tamil Nadu in favour of the Company is yet to be done pending completion of necessary formalities

| Description of Property | Gross Carrying Value (₹ in Lakh) | Title Deeds held in the name of | Whether Promoter, Director or their relative or employee | Property held since which date | Reasons for not being held in the name of the company |
|--------------------------------|---|--|---|---------------------------------------|--|
| Land | 149.69 | Government of Tamil Nadu | Promoter | 1991 | The transfer of title of the said Land (measuring 10 grounds and 425 sq. ft) by the Government of Tamilnadu in favour of the company is yet to be done pending completion of necessary formalities |

According to the information and explanations given to us and on the basis of our examination of the records of the Company, Immovable properties of land whose title deeds have been pledged with the lead bank as securities for term loans and other credit facilities availed by the company the same are stated to have been held in the name of the company based on the mortgage deed executed between the Bank and the Company for which confirmations have been obtained from the lead bank.

- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) No proceedings that have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder
- (ii) (a) The Management has conducted physical verification of inventory at reasonable intervals and in our opinion, the coverage and procedure of such verification by the management is appropriate; no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
- (b) The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, (Both fund and non-fund based) by banks on the basis of security of current assets. There are differences between the quarterly returns or statements filed by the company with the banks based on provisional figures and as per the books of account of the Company. However, the drawing power based on the books of account is in excess of the sanctioned limits. The company has not been sanctioned working capital limits by financial institutions
- (iii) The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties and hence reporting under clauses 3 (iii)(a), (b), (c), (d), (e) and (f) does not arise
- (iv) There are no loans, investments, guarantees and securities granted in respect of which provision of section 185 and 186 are applicable.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) The Central Government has prescribed maintenance of Cost Records under Sub-section (1) of Section 148 of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148 of the Act, and are of the opinion that prime facie, the prescribed accounts and cost records have been made and maintained.
- (vii)(a) The Company is regular in depositing undisputed Statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Duty of Customs, Cess, and any other Statutory Dues to the appropriate authorities and there were no undisputed amounts payable which were in arrears as at 31st March 2024 for a period of more than six months from the date they became payable.
- (b) Details of Statutory dues of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Duty of Customs, Cess, and any other Statutory Dues that not been deposited as on 31st March 2024 on account of disputes are given below:

| Name of the Statute | Nature of Dues | Period to which the amount pertains | Forum where the dispute is pending | Gross Amount (₹ in Lakh) | Pre-Deposit (₹ in Lakh) | Net Amount (₹ in Lakh) |
|----------------------------|-----------------------|--|---|-------------------------------------|------------------------------------|-----------------------------------|
| Cenvat Credit Rules, 2004 | Capital Goods Credit | 2003-2007 | Commissioner of Central Excise, Trichy | 1954.24 | | 1954.24 |
| Cenvat Credit Rules, 2004 | Input Credit reversal | 2009-2015 | The Customs, Excise and Service Tax Appellate Tribunal, Chennai | 2063.68 | 41.82 | 2021.86 |
| | | 2016-2018 | | | | |
| Cenvat Credit Rules, 2004 | Input Service Credit | 2012-2018 | The Customs, Excise and Service Tax Appellate Tribunal, Chennai | 395.13 | 10.60 | 384.53 |
| Cenvat Credit Rules, 2004 | Input Service Credit | 2016-2018 | Commissioner of GST & Central Excise (Appeals), Trichy | 57.87 | 1.38 | 56.49 |
| CGST Act 2017 | Input Service Credit | 2017-2018 | Commissioner of GST & Central Excise (Appeals), Trichy | 53.92 | 2.23 | 51.69 |
| CGST Act 2017 | Input Service Credit | 2018-2021 | Commissioner of GST & Central Excise (Appeals), Trichy | 102.63 | | 102.63 |
| Customs Act, 1962 | Customs Duty | 1991-1993 | Assistant Commissioner of Customs, Chennai | 90.47 | | 90.47 |
| Customs Act, 1962 | Customs Duty | 1999-2000 | Deputy Commissioner of Customs, Chennai | 106.29 | | 106.29 |
| Customs Act, 1962 | Customs Duty | 2014-2015 | The Customs, Excise and Service Tax Appellate Tribunal, Chennai | 84.11 | 8.41 | 75.70 |
| Customs Act, 1962 | Customs Duty | 1999-2000 | Assistant Commissioner of Customs, Cochin | 20.44 | | 20.44 |
| Customs Act, 1962 | Customs Duty | 2000-2001 | Hon'ble Supreme Court | 217.39 | | 217.39 |
| Customs Act, 1962 | Customs Duty | 2012-2013 | The Customs, Excise and Service Tax Appellate Tribunal referred to Larger bench | 2400.99 | | 2400.99 |
| Income Tax Act, 1961 | Income Tax | 2002-2003 | Assessing Officer, Chennai | 2197.96 | | 2197.96 |
| | | 2003-2004 | | | | |
| Income Tax Act, 1961 | Income Tax | 2007-2008 | Hon'ble High Court of Madras | 308.04 | | 308.04 |
| Income Tax Act, 1961 | Income Tax | 2004-2005 | Income Tax Appellate Tribunal Chennai | 1783.33 | | 1783.33 |
| | | 2009-2010 | | | | |
| Income Tax Act, 1961 | Income Tax | 2017-2018 | Commissioner of Income Tax (Appeals), Chennai | 4053.78 | | 4053.78 |
| | | 2018-2019 | | | | |
| | | 2022-2023 | | | | |

| Name of the Statute | Nature of Dues | Period to which the amount pertains | Forum where the dispute is pending | Gross Amount (₹ in Lakh) | Pre-Deposit (₹ in Lakh) | Net Amount (₹ in Lakh) |
|--|----------------------------|-------------------------------------|---|--------------------------|-------------------------|------------------------|
| Wealth Tax Act, 1957 | Wealth Tax | 1997-2000 | Commissioner of Income Tax (Appeals), Chennai | 19.46 | | 19.46 |
| | | 2001-2003 | | | | |
| TNVAT Act 2006 | Value Added Tax | 2006-2013 | Sales Tax Appellate Tribunal, Madurai | 1026.92 | 285.55 | 741.37 |
| CST Act, 1956 | Central Sales Tax | 1997-2001 | Sales Tax Appellate Tribunal, Madurai | 42.71 | | 42.71 |
| Consumption or Sale of Electricity Act, 2003 | Electricity Generation tax | 2003-2005 | Secretary, Energy Department, Chennai | 5431.59 | | 5431.59 |
| Total | | | | 22410.95 | 349.99 | 22060.96 |

- (viii) There are no transactions relating to previously unrecorded income in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowing or in the payment of interest thereon to any lender
- (b) The Company is not declared as a willful defaulter by any bank or financial institution or other lender
- (c) The term loans were applied for the purpose for which the loans were obtained;
- (d) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis have been utilised for long-term purposes. However, during the year funds raised on short-term basis have not been utilised for long-term purposes.
- (e) The Company has no subsidiaries and associates, hence this clause is not applicable
- (f) The Company has no subsidiaries and associates, hence this clause is not applicable
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence the requirements of section 42 and section 62 of the Companies Act, 2013 does not arise;
- (xi) (a) The Company has not noticed or reported during the year any fraud by the Company or any fraud on the Company.
- (b) There is no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) There are no complaints received during the year under whistle-blower Mechanism;
- (xii) The Company is not a Nidhi Company and hence reporting under this clause does not arise.
- (xiii) All transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act where applicable and the details have been disclosed in the Financial Statements, etc., as required by the applicable Accounting Standards.

- (xiv) The Company has an internal audit system commensurate with the size and nature of its business. We have considered the internal audit reports issued till date;
- (xv) The Company has not entered into any non-cash transactions with Directors or persons connected with him and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi)(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
- (c) In our opinion, there is no core Investment Company within Group (as defined in the Core Investment companies (Reserve Bank Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the order is not applicable.
- (xvii) The company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no instance of any resignation of the statutory auditors occurred during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx)(a) The company has spent the minimum amount required to be spent as stipulated in section 135 of the Companies Act and hence the transfer of unspent amount to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of section 135 of the said Act is not applicable.
- (b) There are no unspent amounts towards Corporate Social responsibility (CSR) on ongoing projects requiring a transfer to a special account in compliance with provisions of sub section (6) of section 135 of the said act.
- (xxi) The Company has no subsidiaries or associates or joint ventures, hence this clause is not applicable.

For MAHARAJ N R SURESH AND CO LLP
Firm Registration No.001931S/S000020

N R Suresh

Membership No. 021661

Partner

Chartered Accountants

UDIN : 24021661BKFNFV8690

Place : Chennai

Date : 24th May, 2024

PRINCIPAL ACCOUNTANT GENERAL (AUDIT-II), TAMIL NADU & PUDUCHERRY**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF TAMIL NADU NEWSPRINT AND PAPERS LIMITED FOR THE YEAR ENDED 31ST MARCH 2024.**

The preparation of financial statements of Tamil Nadu Newsprint and Papers Limited, Chennai for the year ended 31 March 2024 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the management of the Company. The Statutory Auditors appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act are responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 24.05.2024.

I, on the behalf of the Comptroller and Auditor General of India have conducted a supplementary audit of the financial statements of Tamil Nadu Newsprint and Papers Limited, Chennai for the year ended 31 March 2024 under section 143(6)(a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records.

On the basis of my supplementary audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditors' report under section 143(6)(b) of the Act.

For and on the behalf of the
Comptroller & Auditor General of India

Place: Chennai
Date: : 02.08.2024

K.P.Anand
Principal Accountant General

BALANCE SHEET AS AT 31ST MARCH, 2024

(₹ in Lakh)

| Sl. No | Particulars | Note | As at 31-Mar-24 | As at 31-Mar-23 |
|-----------|---|------|------------------|-----------------|
| I | ASSETS | | | |
| 1) | Non-current assets | | | |
| | (a) Property, plant and equipment | 4 | 429462.05 | 444737.08 |
| | (b) Capital work-in-progress | 5 | 1551.21 | 2023.04 |
| | (c) Right to use Assets | 5A | 421.74 | 723.89 |
| | (d) Investment property | 6 | 455.09 | 521.88 |
| | (e) Other Intangible assets | 7 | 8.89 | 120.97 |
| | (f) Biological assets other than bearer plants | 8 | 390.54 | 220.88 |
| | (g) Financial assets | | | |
| | i) Investments | 9 | 115.49 | 64.24 |
| | ii) Trade Receivables | 9A | 257.25 | 446.24 |
| | iii) Loans | 10 | 2638.81 | 2782.37 |
| | iv) Other Financial Assets | 10A | 1780.45 | 1235.33 |
| | (h) Other non-current assets | 11 | 2909.91 | 3002.10 |
| | Total Non-Current Assets | | 439991.43 | 455878.02 |
| 2) | Current Assets | | | |
| | (a) Inventories | 12 | 102167.01 | 95974.54 |
| | (b) Financial assets | | | |
| | i) Trade receivables | 13 | 44958.67 | 32997.29 |
| | ii) Cash and cash equivalents | 14 | 4664.04 | 11466.65 |
| | iii) Other Bank Balances | 14A | 138.37 | 137.83 |
| | iv) Loans | 15 | 1026.27 | 948.34 |
| | v) Other Financial Assets | 15A | 27.96 | 0.00 |
| | (c) Other current assets | 16 | 11341.67 | 14904.78 |
| | (d) Assets Held for Sale | 16A | 170.78 | 0.00 |
| | Total current assets | | 164494.77 | 156429.43 |
| | Total Assets | | 604486.20 | 612307.45 |
| II | EQUITY AND LIABILITIES | | | |
| | Equity | | | |
| | (a) Equity Share capital | 17 | 6937.78 | 6937.78 |
| | (b) Other equity | 18 | 202034.40 | 187472.85 |
| | Total Equity | | 208972.18 | 194410.63 |
| | LIABILITIES | | | |
| 1) | Non-current liabilities | | | |
| | (a) Financial liabilities | | | |
| | (i) Borrowings | 19A | 88036.89 | 106459.81 |
| | (ii) Lease Liabilities | 37B | 196.96 | 364.79 |
| | (b) Provisions | 20 | 20643.31 | 17641.96 |
| | (c) Deferred tax liabilities (net) | 21 | 39732.85 | 33206.99 |
| | (d) Other non-current liabilities | 22 | 21.50 | 22.92 |
| | Total non-current liabilities | | 148631.51 | 157696.47 |
| 2) | Current liabilities | | | |
| | (a) Financial liabilities | | | |
| | (i) Borrowings | 19B | 91581.23 | 79621.62 |
| | (ii) Lease Liabilities | 37B | 323.52 | 631.69 |
| | (iii) Trade payables | 23 | | |
| | -Dues of Micro & Small Enterprises | | 1411.21 | 2997.39 |
| | -Dues of Creditors other than Micro & Small Enterprises | | 104208.28 | 125189.12 |
| | (iv) Other financial liabilities | 24 | 16987.82 | 20808.07 |
| | (b) Other current liabilities | 25 | 29747.74 | 27090.69 |
| | (c) Provisions | 20 | 2195.70 | 2006.28 |
| | (d) Current tax liabilities (net) | | 427.01 | 1855.49 |
| | Total current liabilities | | 246882.51 | 260200.35 |
| | Total equity and liabilities | | 604486.20 | 612307.45 |

Note 1 to 44 are forming part of financial statements

DR M SAI KUMAR IAS
CHAIRMAN & MANAGING DIRECTOR
(DIN - 03605028)

P B SANTHANAKRISHNAN
DIRECTOR
(DIN - 03213653)

vide our report of even date
For MAHARAJ N R SURESH AND CO LLP
CHARTERED ACCOUNTANTS
Firm Reg. No:001931S/S000020

Place : Chennai
Date : 24th May, 2024

SATHYA ANANTH
CHIEF GENERAL MANAGER
(FINANCE) & CHIEF FINANCIAL
OFFICER

ANURADHA PONRAJ
COMPANY SECRETARY
Membership No: A26150

N R SURESH
Partner
Membership No: 021661

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

(₹ in Lakh)

| Sl. No | Particulars | Note | For the Year ended 31-Mar-24 | For the Year ended 31-Mar-23 |
|-------------|---|------|------------------------------|------------------------------|
| I | INCOME | | | |
| | Revenue from Operations | 26 | 469282.45 | 517989.12 |
| | Other Income | 27 | 6897.62 | 4552.01 |
| | TOTAL INCOME (I) | | 476180.07 | 522541.13 |
| II | EXPENSES | | | |
| | Cost of purchase / materials consumed | 28 | 202906.34 | 220642.38 |
| | Purchase of stock-in-trade | 29 | 14474.40 | 11566.39 |
| | Changes in inventories of finished goods, work-in-progress & Stock-in-Trade | 30 | (15194.26) | (21328.01) |
| | Power, fuel & water charges | | 89914.26 | 111754.73 |
| | Employee benefit expenses | 31 | 47539.84 | 34906.57 |
| | Finance costs | 32 | 22347.91 | 18166.48 |
| | Depreciation & amortization expenses | 33 | 29050.70 | 26359.64 |
| | Other expenses | 34 | 52664.57 | 60196.95 |
| | TOTAL EXPENSES (II) | | 443703.76 | 462265.13 |
| III | PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX (I - II) | | 32476.31 | 60276.00 |
| IV | Exceptional Items | | 0.00 | 0.00 |
| V | PROFIT / (LOSS) BEFORE TAX (III+IV) | | 32476.31 | 60276.00 |
| VI | TAX EXPENSE | | | |
| | - Current tax | | 4721.00 | 9927.34 |
| | - Deferred tax net of MAT credit entitlement | | 6939.00 | 11561.66 |
| | | | 11660.00 | 21489.00 |
| VII | PROFIT / (LOSS) FOR THE PERIOD (V -VI) | | 20816.31 | 38787.00 |
| VIII | OTHER COMPREHENSIVE INCOME | | | |
| | A (i) Items that will not be reclassified to Profit or Loss | | (1154.16) | (769.78) |
| | (ii) Income tax relating to items that will not be reclassified to Profit or Loss | | 421.22 | 270.09 |
| | B (i) Items that will be reclassified to Profit or Loss | | 23.10 | (34.00) |
| | (ii) Income tax relating to items that will be reclassified to Profit or Loss | | (8.07) | 11.88 |
| | Total Other Comprehensive Income / (Loss) | | (717.91) | (521.81) |
| IX | TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (VII + VIII) | | 20098.40 | 38265.19 |
| X | EARNINGS PER EQUITY SHARE OF ₹10 EACH (EPS) | | | |
| | - Basic & Diluted (₹) | | 30.08 | 56.04 |

Note 1 to 44 are forming part of financial statements

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OFFICER

ANURADHA PONRAJ
COMPANY SECRETARY
Membership No: A26150

N R SURESH
Partner
Membership No: 021661

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2024

(₹ in Lakh)

| Sl.No. | Particulars | 2023-2024 | 2022-2023 |
|----------|--|-------------------|------------|
| A | CASH FLOW FROM OPERATING ACTIVITIES | | |
| | PROFIT / (LOSS) BEFORE TAX FOR THE PERIOD | 32476.31 | 60276.00 |
| | Adjustments for : | | |
| | Depreciation and amortization | 29050.70 | 26359.64 |
| | Interest on Overdue bills | (122.87) | (138.38) |
| | Interest Income | (367.11) | (291.04) |
| | Rental Income | (104.82) | (122.60) |
| | Dividend Income | (1.43) | - |
| | Gain on Lease modification | (4.94) | - |
| | (Profit)/Loss on write off/ sale of Fixed Assets | 355.22 | 299.90 |
| | Fair value movement of Biological Assets | (87.57) | 50.42 |
| | Exchange Fluctuations | - | (23.88) |
| | Provision for Rental Advances | - | 13.30 |
| | Write back of provision for advances | (282.83) | - |
| | Write back of provision for trade receivables | (159.33) | (182.91) |
| | (Write back)/Provision for Onerous contract | (1311.83) | 1311.83 |
| | Provision for Advances | 152.72 | 291.04 |
| | Provision for non-moving stores and spares | 0.00 | 14.36 |
| | Provision for Trade Receivables | 40.35 | 391.08 |
| | Finance Cost | 22347.91 | 18166.48 |
| | Operating Profit before working capital changes | 81980.48 | 106415.24 |
| | Decrease (Increase) in inventories | (6274.56) | (51428.74) |
| | Decrease (Increase) in non current trade receivables | 188.99 | (446.24) |
| | Decrease (Increase) in current trade receivables | (11857.32) | (7542.39) |
| | Decrease (Increase) in Other Financial Assets | (545.12) | (724.16) |
| | Decrease (Increase) in Other current assets | 3693.22 | 14894.04 |
| | Decrease (Increase) in current financial assets | (82.31) | 749.40 |
| | Decrease (Increase) in Other financial assets | (226.72) | 40.68 |
| | Decrease (Increase) in non-current financial assets | 127.62 | 100.96 |
| | Decrease (Increase) in other non-current assets | 63.95 | 257.96 |
| | Increase (Decrease) in non-current provisions | 1795.94 | 717.93 |
| | Increase (Decrease) in other non current liabilities | (1.42) | (1.42) |
| | Increase (Decrease) in trade payable | (21255.19) | 15311.16 |
| | Increase (Decrease) in current provisions | 189.42 | (131.13) |
| | Increase (Decrease) in other current financial Liabilities | (2371.93) | 5601.79 |
| | Increase (Decrease) in other current payables | 2657.05 | 5587.49 |
| | Cash from Operations | 48082.10 | 89402.57 |
| | Income Tax paid | (6149.47) | (8794.95) |
| | Net Cash from Operating Activities | 41932.63 | 80607.62 |

(₹ in Lakh)

| Sl.No. | Particulars | 2023-2024 | 2022-2023 |
|----------|---|-------------------|------------|
| B | CASH FLOW FROM INVESTING ACTIVITIES | | |
| | Proceeds on Sale of Fixed Assets | 36.07 | 30.92 |
| | Additions to Fixed Assets, Capital Work-In-Progress & Capital Advance | (14259.07) | (10746.47) |
| | Interest Income | 497.93 | 451.17 |
| | Rental Income | 127.73 | 154.98 |
| | Dividend Income | 1.43 | - |
| | Net Cash from Investing Activities | (13595.91) | (10109.40) |
| C | CASH FLOW FROM FINANCING ACTIVITIES | | |
| | Proceeds from Borrowings | 15000.00 | 759.22 |
| | Repayment of Borrowings | (28598.92) | (47440.63) |
| | Increase(Decrease) in short term borrowings | 15312.24 | 5587.76 |
| | Payment of Lease Liabilities | (650.41) | (620.39) |
| | Interest on Lease Liabilities | (64.25) | (116.99) |
| | Interest paid | (22424.51) | (20572.52) |
| | Dividend paid | (5536.85) | (2768.42) |
| | Net Cash from Financing Activities | (26962.70) | (65171.97) |
| D | TOTAL INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS DURING THE YEAR (A+B+C) | 1374.02 | 5326.25 |
| | Cash and cash equivalents at the beginning of the year | 3215.79 | (2110.46) |
| | Cash and cash equivalents at the end of the year | 4589.81 | 3215.79 |
| | Cash and cash equivalents comprise of the following | | |
| | Cash and cash equivalents | 4664.04 | 11466.65 |
| | Bank overdrafts (cash credit) | (74.23) | (8250.86) |
| | Cash and cash equivalents | 4589.81 | 3215.79 |

- Notes: 1. Cash Flow statement has been prepared by following Indirect method.
2. Figures of previous year has been regrouped/restated/reclassified wherever necessary.

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CHIEF GENERAL MANAGER
(FINANCE) & CHIEF FINANCIAL
OFFICER

ANURADHA PONRAJ
COMPANY SECRETARY
Membership No: A26150

N R SURESH
Partner
Membership No: 021661

Place : Chennai
Date : 24th May, 2024

Statement of Changes in Equity

A. Equity Share Capital

(₹ in Lakh)

| Balance as at 01-Apr-23 | Changes in Equity Share Capital due to prior period errors | Restated balance as at 01-Apr-23 | Changes in equity share capital during the year | Balance as at 31-Mar-24 (includes Shares foreited ₹ 16.72 lakh) |
|-------------------------|--|----------------------------------|---|--|
| 6937.78 | - | 6937.78 | - | 6937.78 |

| Balance as at 01-Apr-22 | Changes in Equity Share Capital due to prior period errors | Restated balance as at 01-Apr-22 | Changes in equity share capital during the year | Balance as at 31-Mar-23 (includes Shares foreited ₹ 16.72 lakh) |
|-------------------------|--|----------------------------------|---|--|
| 6937.78 | - | 6937.78 | - | 6937.78 |

B. Other Equity

(₹ in Lakh)

| Particulars | Reserves and Surplus | | | Items of Other Comprehensive Income | | | Total Other Equity |
|--|----------------------|-----------------------------------|-------------------|--|---------------------------------------|---|--------------------|
| | Securities Premium | Other reserves (General reserves) | Retained Earnings | Fair value gain/(loss) on Equity Instruments | Effective portion of cash flow hedges | Re-measurement of defined benefit plans | |
| Balance at the beginning of the period 01-Apr-23 | 17973.11 | 163049.43 | 8787.00 | (49.81) | (7.32) | (2279.56) | 187472.85 |
| Total Comprehensive Income | - | - | 20816.31 | 51.25 | 23.10 | (1205.41) | 19685.25 |
| Dividend for the year 2022-2023 | - | - | (3460.53) | - | - | - | (3460.53) |
| Interim Dividend for the year 2023-2024 | - | - | (2076.32) | - | - | - | (2076.32) |
| Transfer from/ (to) retained earnings for the year 2023-2024 | - | 20000.00 | (20000.00) | - | - | - | - |
| Tax on Other Comprehensive Income | - | - | - | - | (8.07) | 421.22 | 413.15 |
| Balance at the end of the period 31-Mar-23 | 17973.11 | 183049.43 | 4066.46 | 1.44 | 7.71 | (3063.75) | 202034.40 |
| Balance at the beginning of the period 01-Apr-22 | 17973.11 | 134384.66 | 1433.19 | (52.96) | 14.80 | (1776.72) | 151976.08 |
| Total Comprehensive Income | - | - | 38787.00 | 3.15 | (34.00) | (772.93) | 37983.22 |
| Dividend for 2021-2022 | - | - | (2768.42) | - | - | - | (2768.42) |
| Transfer from/ (to) retained earnings | - | (1335.23) | 1335.23 | - | - | - | - |
| Transfer from/ (to) retained earnings for the year 2022-2023 | - | 30000.00 | (30000.00) | - | - | - | - |
| Tax on Other Comprehensive Income | - | - | - | - | 11.88 | 270.09 | 281.97 |
| Balance at the end of the period 31-Mar-23 | 17973.11 | 163049.43 | 8787.00 | (49.81) | (7.32) | (2279.56) | 187472.85 |

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Place : Chennai
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CHIEF GENERAL MANAGER
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OFFICER

ANURADHA PONRAJ
COMPANY SECRETARY
Membership No: A26150

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Partner
Membership No: 021661

Notes to the Financial Statements

1. Company Overview

Tamil Nadu Newsprint and Papers Limited (the Company or 'TNPL') is in the business of manufacture and marketing of Paper, Paper Board, Cement and Generation of Power. The installed capacity of Paper is 400000 tons per annum (TPA) & Cement is 900 tons per day (TPD) at Kagithapuram, Karur District, Tamil Nadu - 639136, Paper Board is 200000 Tons per annum (TPA) at Mondipatti Village, Thiruchirapalli District, Tamil Nadu - 621306. Power Generation Capacity is 189.12 MW consists of 153.62 of Turbo Generators (TG's) and 35.50 MW of Wind Farm. Generation of Power is primarily for self-consumption and surplus is sold.

The Company is a public limited company incorporated and domiciled in India and has its registered office situated at No. 67, Mount Road, Guindy, Chennai - 600 032, India. The Government of Tamil Nadu holds 35.32 % of the Equity capital of the company and controlled by the Government of Tamil Nadu. The Company has been incorporated under the provisions of The Companies Act, 1956 and its equity shares are listed on the Bombay Stock Exchange ('BSE') and National Stock Exchange (NSE) in India.

The financial statements for the year ended 31st March 2024 are approved for issue by the Company's Board of Directors on May 24, 2024. The accounts are subject to comments of the Comptroller & Auditor General of India U/sec.,143(6) of the Companies Act, 2013.

2. Basis of preparation

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act), read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

a. Functional and presentation currency

These financial statements are presented in Indian Rupee ('INR'), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakh, unless otherwise indicated.

b. Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

- Certain financial assets and liabilities (including derivative instruments) - at fair value;
- Biological assets - Fair value less costs to sell; and
- Net defined benefit liability - Present value of defined benefit obligations
- Measurement of Lease Liabilities and Right to use of assets (ROU)

c. Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

The company periodically reviews estimates. Changes to estimates are recognized in the period when the change is made if the change only affected that period. If the change affects current and future periods, it is recognized in the period when the change is made and in future periods. During the current financial year, the company has reviewed the estimates of certain assets ie, biological assets other than bearer plant and inventories of stores and spares and the impact on the change of estimate will be considered appropriately in both current and future periods.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the concerned notes.

Notes to the Financial Statements

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended 31st March, 2024 is included in the concerned notes.

d. Measurement of fair values

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The Company regularly reviews significant unobservable inputs and valuation adjustments. If third party information is required, the Company assesses the evidence obtained by the third parties to support the conclusions that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs are for the asset or liabilities that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

Note 6 – Investment Property

Note 8 – Biological Assets

Note 37 – Leases

Note 41 – Financial Instruments

3. Material accounting policies

The company has assessed the materiality of the accounting policy information which involves exercising judgements and considering both qualitative and quantitative factors by taking into account not only the size and nature of the item or condition but also the characteristics of the transactions, events or conditions that could make the information more likely to impact the decisions of the users of the financial statements.

Entity's conclusion that an accounting policy is immaterial does not affect the disclosures requirements set out in the accounting standards. Entity specific disclosure of material accounting policies where Ind AS permits options is disclosed hereunder.

The company adopted Ind AS from 1st April 2016. Accounting Policies have been consistently applied except where a newly-issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the Accounting Policy hitherto adopted.

Notes to the Financial Statements

a. Foreign currency transactions

Transactions in foreign currencies (other than advance receipt or payment of foreign currency) are translated into the functional currency of the Company at the exchange rates at the date of the transaction. The foreign currency transactions received or paid in advance are accounted at the date of receipt or payment of foreign currency.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Exchange differences are recognized in profit or loss, except exchange differences arising from the translation of the qualifying cash flow hedges to the extent that the hedges are effective which are recognized in Other Comprehensive Income (OCI).

As per option given under Ind AS 101, a first time adopter can continue its Indian GAAP policy for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognized in the Indian GAAP financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period. Accordingly, the company has exercised the option of capitalizing the exchange difference on Long Term Foreign Currency Loans in relation to depreciable fixed assets / capital work-in-progress.

b. Financial instruments

i. Recognition and initial measurement

All financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. However, trade receivables that do not contain a significant component are measured at transaction price.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortized cost;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- Fair Value Through Profit and Loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Notes to the Financial Statements

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

| | |
|---|---|
| Financial assets at amortized cost | These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on de-recognition is recognized in profit or loss. |
| Financial assets at FVTPL | These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss. |
| Equity investments at FVOCI | These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss. |

Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

iii. De-recognition

Financial assets

The company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The company de-recognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The company also de-recognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

iv. Off-setting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

v. Derivative financial instruments and hedge accounting

The Company holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures.

Notes to the Financial Statements

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognized in profit or loss.

The Company designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions and firm commitments arising from changes in foreign exchange rates.

At inception of designated hedging relationships, the Company documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in OCI and accumulated in the other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognized in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in profit or loss.

The Company designates only the change in fair value of forward exchange contracts as the hedging instrument in cash flow hedging relationships.

When the hedged forecast transaction subsequently results in the recognition of a non-financial item such as inventory, the amount accumulated in other equity is included directly in the initial cost of the non-financial item when it is recognized. The replacement or rollover of a hedging instrument into another hedging instrument is not an expiration or termination. For all other hedged forecast transactions, the amount accumulated in other equity is reclassified to profit or loss in the same period or periods during which the hedged expected future cash flows affect profit or loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit or loss.

vi. Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

c. Property, Plant and Equipment

i. Recognition and measurement

The cost of an item of property, plant and equipment shall be recognized as an asset if, only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and

Notes to the Financial Statements

non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.

ii. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment as at 1 April 2015, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

iii. Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iv. Capital Work-in-Progress

All project / capital related expenditure viz., civil works, machinery under erection, construction and erection materials, pre-operating expenditure including interest net of revenue included / attributable to the contracts of the project / as of incurred upto the date when the asset is ready for its intended use are shown as Capital work-in-progress.

iv. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method and is generally recognized in the statement of profit and loss. Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment are as follows:

| Asset | Management estimate of useful life |
|--|------------------------------------|
| Factory Buildings | 30 Years |
| Buildings (Other than factory buildings) | 60 Years |
| Plant and Equipment | |
| - Power Boilers and Turbo Generators | 30 Years |
| - Other than above | 25 Years |
| Electrical Installation & Others | 15 Years |
| Wind Mill | 22 Years |
| Furniture, Fixture and other Equipment | 10 Years |
| Vehicles - Motor cycles | 10 Years |
| Other Vehicles | 8 Years |
| IT Hardware | |
| - Server | 6 Years |
| - Other than Sever | 3 Years |

Residual values of all the assets are estimated to be Nil.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted

Notes to the Financial Statements

if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed off).

v. Reclassification to investment property

When the use of a property changes from owner-occupied to investment property or vice versa, the property is reclassified as investment property / owner occupied property at its carrying amount on the date of reclassification.

d. Other intangible assets

i. Recognition and measurement

Intangible assets are initially measured at cost. These items of other intangible assets are subsequently measured at cost less accumulated amortization and accumulated impairment losses, if any.

ii. Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognized in profit or loss as incurred.

iii. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognized as at 1 April 2015, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

iv. Amortization

Amortization is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortization in Statement of Profit and Loss.

The estimated useful lives are as follows:

| Asset | Management estimate of useful life |
|--------------------------|--|
| Software | 4 years |
| Right to procure Bagasse | Tenure of the respective sugar mills agreement |

Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

v. Internally generated: Research and Development

Expenditure other than for acquisition of capital assets on research activities is recognized in profit or loss as incurred.

Development expenditure is capitalized as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognized in profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortization and any accumulated impairment losses.

e. Biological assets

Biological assets, i.e. standing crops are measured at fair value less costs to sell, with any change therein recognized in profit or loss.

Notes to the Financial Statements

f. Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business or use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

On transition to Ind AS, the company has elected to continue with the carrying value of all of its investment property recognized as at 1 April 2015, measured as per the previous GAAP and use that carrying value as the deemed cost of such investment property.

The estimated useful lives are as follows:

| Asset | Management estimate of useful life |
|----------|------------------------------------|
| Land | infinite |
| Building | 60 years |

Any gain or loss on disposal of an investment property is recognized in profit or loss.

The fair value of investment property is disclosed in the notes. Fair value is determined by the internal technical expert or by utilizing guideline value.

g. Inventories

All inventories are initially recorded at cost. Cost represents all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost for the purpose of valuation is determined by using the weighted average cost, net of taxes and duties eligible for credit and discounts.

Raw materials, stores, consumables and spare parts

Raw materials, stores, consumables and spare parts held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

Bagasse is valued at weighted average cost of production of steam/cost of fuel supplied in exchange for bagasse / weighted average purchase cost of bagasse from open market. Cost includes freight, handling and other charges.

Cost of wood transferred from biological assets (captive plantation) is valued initially at their fair value less costs to sell at the point of harvest.

Work-in-process

All work-in-process are valued at lower of cost which includes cost of inputs, net of taxes and duties eligible for credit and overheads up to the stage of completion and net realizable value.

Finished goods

Finished goods at factory are measured at lower of cost which includes cost of inputs (net of taxes and duties eligible for credits) and overheads and net realizable value. Finished goods at branches are valued on the above basis and also include transportation cost to branches and insurance cost.

Traded Goods

Traded goods are measured at lower of purchase cost net of taxes and duties eligible for credit and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less selling expenses.

Non Moving Stores and Spares

Stores and spares not drawn for use for more than four years as at the end of year and assessed as not usable are charged/provided in the Statement of Profit and Loss and are carried at nil value in the books of account.

Notes to the Financial Statements

h. Impairment

i. Impairment of financial instruments

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost.

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 365 days or more;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the company expects to receive). In respect of Trade Receivables other than from Govt./Govt., Undertaking, the company follows 'Simplified Approach' i.e. trade receivables due for more than one year is provided for in the books. In case of Govt., / Govt., undertaking, no provision is made/considered necessary towards impairment based on the past experience.

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii. Impairment of non-financial assets

The Company's non-financial assets, other than biological assets, inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU is determined based on asset's value in use. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

To determine impairment of a corporate asset (e.g., Corporate office building for providing support to various CGUs), recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss.

i. Non-current assets held for sale

Non-current assets comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Notes to the Financial Statements

j. Employee benefits

i. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid e.g. under short-term cash bonus / Ex-gratia, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards pension and superannuation scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in statement of profit and loss in the periods during which the related services are rendered by employees.

iii. Defined benefit plan

The Company pays fixed contribution to provident fund at pre-determined rates to a separate irrevocable trust approved by the Commissioner of Income Tax, which invests the fund in permitted securities. The contribution to the fund for the period is recognized as expenses and is charged to Statement of Profit and Loss. While the obligation to the Company is limited to such fixed contribution, as per the rules of Employee's Provident Fund (EPF) any deficiency in the rate of interest on the contribution based on its return on investment as compared to the rate declared for Employees Provident Fund by the Government under Para 60 of the Employees Provident Fund Act is to be met by the Company. Also as per the rules, any deficiency in the fair value of Plan Assets backing the Provident Fund accumulations compared to the amount of such accumulations is to be met by the company.

Liabilities in respect of defined benefit plan in the form of Gratuity and Long-term compensated absences are determined based on actuarial valuation made by an independent actuary using projected unit credit method as at the balance sheet date and are unfunded.

Re-measurements of the net defined benefit liability on account of experience adjustments and changes in actuarial assumptions in respect of Gratuity, which comprise actuarial gains and losses are recognized in Other Comprehensive Income (OCI).

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in statement of profit and loss as past service cost.

k. Provisions (other than for employee benefits) and contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

Decommissioning costs

Decommissioning costs are measured as the best estimate of the expenditure to settle the obligation or to transfer the obligation to a third party. Provisions for decommissioning obligations are required to be recognized at the inception of the arrangement. The estimated costs to be incurred at the end of the arrangement are discounted to its present value using the market rate of return.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of

Notes to the Financial Statements

the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The inflow of economic benefits cannot be measured due to uncertainties that surround the related events and circumstances.

Contingent assets are not recognized, but they are disclosed when it is more likely than not that an inflow of benefits will occur.

I. Revenue recognition

Revenue is measured based on the transaction price, which is the fair value of the consideration received or receivable after netting trade discounts, volume discounts, sales returns and Goods and Services Tax. Revenue from sale of goods is recognized upon transfer of control of promised goods or services to customers.

Revenue from contract with customers is recognized when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the goods / services rendered i.e, transfer of control happens when the goods are delivered to the carrier.

Rental income from investment property is recognized as part of other income in profit or loss on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation.

Renewable Energy Certificate (REC) / Energy Saving Certificates (ESCerts) issued by Bureau of Energy Efficiency (BEE) benefits are recognized in the statement of Profit and Loss on sale of REC's / ESCerts.

Liquidated damages and penalties recovered from suppliers/contractors, in relation to property, plant and equipment are credited to statement of profit and loss unless the delay has resulted in extra cost of assets, in which case the same are adjusted towards the carrying cost of the respective asset. In case of Interest from Customers (Overdue bills), the Interest income is recognized only when the uncertainty of realization does not exist.

Barter transactions

The Company has engaged into barter transactions comprising of exchanging steam/fuel for bagasse. This exchange though is of dissimilar goods, would not qualify as sale since it is not a product sold by the Company and the transaction does not have commercial substance.

Export Benefits

The benefit accrued under Duty Drawback Scheme as per the Export and Import Policy in respect of exports made is accounted on an accrual basis and is included under the head "Revenue from Operations" as 'Other Operating Revenue - Export Incentives'.

The benefit accrued under Remission of Duties or Taxes on Export Products Scheme (RoDTEP) in respect of exports on an accrual basis and is included under the head "revenue from operations" as 'Other Operating Revenue - Export Incentives'.

Export benefits available under eligible schemes are recognized in the year when the right to receive credit as per the terms of the scheme is established in respect of exports made and are accounted to the extent there is no significant uncertainty about the measurability and ultimate utilization/ realization of such duty credit.

Notes to the Financial Statements

m. Government grants

Government grants and project incentives are recognized initially as deferred income at fair value when there is reasonable assurance that they will be received and the Company will comply with the conditions associated with the grant and the same is recognized in statement of profit and loss as other income on a systematic basis.

Grants that compensate the Company for expenses incurred are recognized in profit or loss as other income on a systematic basis in the periods in which such expenses are recognized.

n. Leases

i. The Company as a Lessor:

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risk and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating lease.

ii. The Company as a Lessee:

The Company's lease asset consists of lease for buildings and Plant & Machinery. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

o. Recognition of dividend income, interest income or expense

Dividend income is recognized in statement of profit and loss on the date on which the company's right to receive payment is established. Interest income or expense is recognized using the effective interest method.

Notes to the Financial Statements

p. Income tax

Income tax comprises current and deferred tax. It is recognized in statement of profit and loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized or recognized, are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Credit for Minimum Alternative Tax (MAT) if any is recognized as a part of deferred tax assets. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

q. Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowings. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

r. Cash flow statements

Cash flow statements are prepared under Indirect Method whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows. Cash and cash equivalents comprise of cash in hand, current accounts held with banks and bank overdraft (Cash Credit).

s. Events occurring after the balance sheet date

Assets and liabilities are adjusted for events occurring after the reporting period that provides additional evidence to assist the estimation of amounts relating to conditions existing at the end of the reporting period.

Notes to the Financial Statements

Dividends declared by the Company after the reporting period are not recognized as liability at the end of the reporting period. Dividends declared after the reporting period but before the issue of financial statements are not recognized as liability since no obligation exists at that time. Such dividends are disclosed in the notes to the financial statements.

t. Operating segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Board of Directors (BoD) to make decisions about resources to be allocated to the segments and assess their performance.

The Company has identified following operating segments i.e. Paper & Paper Board and Energy.

| Reportable Segments | Operations |
|---------------------|--|
| Paper & Paper Board | Manufacturing and selling of Paper & Board |
| Energy | Generation of Power through TG's and Wind Mills for captive consumption and for export of power. |

A component that is dependent substantially on any other operating component and which does not trigger threshold for reporting under Ind AS - 108 is aggregated with the main segment.

Revenue and expenses have been identified to respective segments on the basis of operating activities of the enterprise. Revenue and expenses which relate to the enterprise as a whole are not allocable to a segment on a reasonable basis have been disclosed as un-allocable assets and liabilities.

Inter segment revenue / expenses are recognized at cost.

Geographical segments considered for reporting are India and Rest of the World.

Information about reportable segments

Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Company's CEO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on cost basis.

u. Earnings per share (EPS)

Basic earnings per share is computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The Company did not have any potentially dilutive securities in any of the years presented.

v. Dividends

Final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

The Company declares and pays dividends in Indian rupees. The remittance of dividends outside India is governed by Indian law on foreign exchange and is subject to applicable withholding taxes.

Dividends, if any are to be declared at the Annual General Meeting of Shareholders based on the recommendation of the Board of Directors. Interim Dividends declared by the Company's Board of Directors are ratified at the Annual General Meeting. Generally, the factors that may be considered by the Board of Directors before making any recommendation of dividend include, without limitation, the company's future expansion plans and capital requirements, profits earned during the fiscal year, cost of raising funds from alternative sources, liquidity position, applicable taxes including tax on dividend as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions.

Notes to the Financial Statements

(₹ in Lakh)

| Note | PARTICULARS | DEEMED COST (GROSS CARRYING AMOUNT) | | | ACCUMULATED DEPRECIATION / AMORTISATION | | | | | CARRYING AMOUNT | | | | | |
|------|---|-------------------------------------|------------------------|-----------------|---|------------------------|-------------------------|-------------------|-------------------|------------------------|-------------------|----------------|-----------------|-----------------|-----------|
| | | As at 1-Apr-22 | Additions/ (Deletions) | As at 31-Mar-23 | As at 1-Apr-22 | Additions/ (Deletions) | Transfer to Capital WIP | Upto 31-Mar-23 | As at 1-Apr-23 | Additions/ (Deletions) | Transfer | Upto 31-Mar-24 | As at 31-Mar-24 | As at 31-Mar-23 | |
| 4 | Property Plant and Equipment (PPE) | | | | | | | | | | | | | | |
| | Land (Note - (a,b & c)) | 9110.21 | 100.53 | 9210.74 | 9210.74 | 15.80 | 9226.54 | - | - | - | - | - | - | 9210.74 | |
| | Buildings (Building Impaired was written off - ₹ 39.49 lakh) (Note c) | 73367.55 | 14833.64 (133.41) | 88067.78 | 88067.78 | 424.84 | 88492.62 | 18184.94 (130.40) | 3136.36 | 21190.90 | 3293.33 | 8.03 | 24492.26 | 64000.36 | 68876.88 |
| | Plant & Machinery (Note - (d,e & f)) | 387029.40 | 127781.62 (1019.23) | 513791.79 | 513791.79 | 12899.80 (1193.80) | 525497.79 | 124450.67 | 22337.08 (696.40) | 146091.49 | 24816.60 (632.49) | - | 170275.60 | 355222.19 | 367700.30 |
| | Furniture, Fixture and other Equipment | 2230.01 | 35.84 (2.74) | 2263.11 | 2263.11 | 302.72 (2.27) | 2563.56 | 1624.99 | 215.80 (1.38) | 1841.28 | 259.31 (1.51) | - | 2099.08 | 464.48 | 421.83 |
| | Vehicles | 662.09 | 279.60 (18.15) | 923.54 | 923.54 | 101.52 (6.55) | 1018.51 | 364.30 | 45.89 (14.53) | 396.21 | 80.37 (6.55) | - | 470.03 | 548.48 | 527.33 |
| | Total | 472399.26 | 143031.23 (1173.53) | 614256.96 | 614256.96 | 13744.68 (1202.62) | 626799.02 | 144624.90 | 25735.13 (842.71) | 169519.88 | 28449.61 (640.55) | 8.03 | 197336.97 | 429462.05 | 444737.08 |
| 5 | Capital Work-in-Progress (Note - (h)) | | | | | | | | | | | | | | |
| 5A | Right to use Assets | | | | | | | | | | | | | | |
| | (i) Buildings | 631.98 | | 631.98 | 631.98 | 51.62 (50.29) | 633.31 | 337.93 | 118.06 | 455.99 | 115.59 (13.33) | - | 558.25 | 75.06 | 175.99 |
| | (ii) Plant and Machinery | 2041.30 | | 2041.30 | 2041.30 | 164.69 | 2205.99 | 1120.05 | 373.35 | 1493.40 | 365.91 | - | 1859.31 | 346.68 | 547.90 |
| | Total | 2673.28 | | 2673.28 | 2673.28 | 216.31 (50.29) | 2839.30 | 1457.98 | 491.41 | 1949.39 | 481.50 (13.33) | - | 2417.56 | 421.74 | 723.89 |
| 6 | Investment Property (Note - (c & i)) | | | | | | | | | | | | | | |
| | Land | 451.23 | | 451.23 | 451.23 | (15.80) | 435.43 | - | - | - | - | - | - | 435.43 | 451.23 |
| | Building | 86.37 | | 86.37 | 86.37 | (57.04) | 29.33 | 13.74 | 1.98 | 15.72 | 1.98 (8.03) | 9.67 | 19.66 | 70.65 | |
| | Total | 537.60 | | 537.60 | 537.60 | (72.84) | 464.76 | 13.74 | 1.98 | 15.72 | 1.98 (8.03) | 9.67 | 455.09 | 521.88 | |
| 7 | Other Intangible Assets | | | | | | | | | | | | | | |
| | Computer software | 1122.68 | | 1122.68 | 1122.68 | 5.53 | 1128.21 | 1110.09 | 6.16 | 1116.25 | 3.07 | - | 1119.32 | 8.89 | 6.43 |
| | Right to Procure Bagasse | 2061.45 | | 2061.45 | 2061.45 | - | 2061.45 | 1821.95 | 124.96 | 1946.91 | 114.54 | - | 2061.45 | - | 114.54 |
| | Right to Procure Bagasse - Impaired - Refer Note 40(b) | 1559.29 | (839.22) | 720.07 | 720.07 | - | - | 1559.29 | - | 720.07 | - | - | - | - | - |
| | Total | 4743.42 | | 3904.20 | 3904.20 | 5.53 (839.22) | 3189.66 | 4491.33 | 131.12 (839.22) | 3783.23 | 117.61 (720.07) | - | 3180.77 | 8.89 | 120.97 |

Notes to the Financial Statements

Note :

- a) The Land includes ₹149.69 Lakhs towards the value of 10 grounds and 425 sq.ft for the construction of Corporate Office building. The transfer of title of the said Land by the Government of Tamilnadu in favour of the company is yet to be done pending completion of necessary formalities.
- b) The company has acquired 832.57 acres of Private Patta land and 41.89 acres of Government Poramboke Land for setting up the Multilayer Coated Board Plant and paid interim compensation of ₹ 2501.70 lakh for Private Patta Land . As per notification by the Government of Tamil Nadu vide its order GO.(Ms.) No.13 dated 21.02.2018, Industries (SIPCOT-LA) Department, Govt. Of Tamil Nadu, Final amount of compensation has been determined by applying the multiplier factors in the Tamil Nadu Acquisition of Land for Industrial purpose Act, 1997 by virtue of the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013. Accordingly, the total additional compensation along with interest was determined amounting to ₹ 3699.47 lakhs have been capitalized towards private patta land in the books of accounts during the year ended 31st March 2020. Out of 832.57 acres, the company has transferred 10.52 acres to M/s.Tamilnadu Electricity Board as per G.O. (Ms) No.18 dated 02.02.2015 at free of cost for setting up 230 KV sub-station exclusively for operation of Board Plant and also land acquisition to the extent of 1.5 acres has been withdrawn vide G.O. (Ms) No.245 dated 20.09.2021.

In respect of Government Poramboke land of 41.89 acres, the Govt., vide G.O.No.447, Revenue (LD5(2)) Department, dated 11.11.2013, has adopted the guideline value (GLV) of adjacent patta lands and arrived land value of ₹ 84.68 lakh. Pending determination of cost for transfer, the company has adopted the guideline value of ₹ 84.68 lakhs and capitalized during the year ended 31st March, 2020. Out of which, ownership for 2.39 acres have been transferred to the company in Feb., 2021.

Addition to the land for the financial year 2022-23 includes (a) ₹ 87.54 lakh towards additional compensation for the Land which were acquired for Unit-1 and deposited by the company on various dates with courts , which were settled in favour of the claimants for which there is no scope for further appeal for the company and (b) ₹ 12.99 lakh towards the cost of 0.99 acres of additional Land acquired at Unit 2

- c) The additions to land during the current year amounting to ₹ 15.80 lakh relates to transfer of Investment Property to Owner occupied Land at Corporate Office. Further additions to Building amounting to ₹ 57.04 lakh relates to transfer on Investment Property to owner occupied property.
- d) The Company availed of lease finance for 4 Nos of 750KW capacity each Wind Electric Generators in 2001 with lease rentals payable upto 31.03.2007. The Company has not opted for a secondary lease and hence no provision is made for secondary lease rent in the books. The formal transfer of assets by the lessor to TNPL is yet to be done pending completion of certain formalities.
- e) The Company has erected 2 No's of 85 TPH high pressure boiler & its auxiliaries at the cost of ₹ 3438 Lakhs at M/s.Sakthi Sugars Ltd (SSL) for procurement of bagasse on fuel substitution basis and M/s.SSL has fully repaid capital cost of one Boiler. Each boiler has been valued by chartered engineers for ₹ 1965 lakhs. In terms of agreement dated 25th July, 2020 , both TNPL and SSL have agreed that the ownership rights of one Boiler shall be transferred to SSL only on settlement of outstanding loan in full by SSL. Till settlement of the loan in full, the company shall keep the amount received against the boiler as security for the outstanding loan.
- f) As at 31 March 2024, PPE are subject to charge towards secured bank loans (Refer Note 19A and 19B)
- g) The "recoverable amount" is higher than the "carrying amount" of the cash generating units and hence there is no impairment losses under Ind AS -36.

Notes to the Financial Statements

h) Capital Work-in-Progress includes:

(₹ in Lakh)

| Particulars | | As at 31-Mar-24 | As at 31-Mar-23 |
|---|-----|--------------------|--------------------|
| Tangible Assets | | | |
| Opening Balance | (a) | 2023.04 | 135711.33 |
| Additions during the year | (b) | 13205.54 | 9430.26 |
| Less: Transferred to Fixed Assets on capitalisation | (c) | 13677.37 | 143031.23 |
| Less: Write off of Capital WIP | (d) | 0.00 | 87.32 |
| Closing Balance (a) + (b) - (c) - (d) | | 1551.21 | 2023.04 |

(i) Ageing for capital work-in-progress as at 31-Mar-24:

(₹ in Lakh)

| Capital Work-In Progress (CWIP) | Amount in CWIP for a period of | | | | Total |
|---------------------------------|--------------------------------|--------------|-------------|-------------------|----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 1520.82 | 30.38 | 0.00 | 0.00 | 1551.21 |

(ii) Ageing for capital work-in-progress as at 31-Mar-23:

(₹ in Lakh)

| Capital Work-In Progress (CWIP) | Amount in CWIP for a period of | | | | Total |
|---------------------------------|--------------------------------|-----------|-----------|-------------------|---------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 1929.01 | 0.00 | 40.86 | 53.17 | 2023.04 |

(iii) For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, following CWIP completion schedule shall be

(₹ in Lakh)

| Capital Work-In Progress (CWIP) | To be completed in | | | | Total |
|---------------------------------|--------------------|-----------|-----------|-------------------|----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Mill Expansion Plan (MEP) | 1297.45 | - | - | - | 1297.45 |

i) Disclosures relating to Investment Property

(₹ in Lakh)

| Particulars | 31-Mar-24 | 31-Mar-23 |
|---|----------------|-----------|
| Rental income for investment property | 98.30 | 117.47 |
| Direct operating expenses to income generating property | 50.90 | 61.34 |
| Less: Reimbursement of Expenses | (48.92) | (59.36) |
| Depreciation on Investment property | (1.98) | (1.98) |
| Fair value of Investment Property | | |
| a) Land at Tiruppur | 31.53 | 31.53 |
| b) Land at Ambattur Industrial Estate | 6124.47 | 6124.47 |
| c) Corporate office building comprise of 6 floors, out of which 2 nd floor is treated as investment property and the fair value of Investment property as on 31.03.2024 (2 nd and 3 rd floors were treated as Investment Property upto 31.03.2024) | 525.47 | 962.19 |

Notes to the Financial Statements

Measurement of fair values
Fair value hierarchy

- (i) The fair value of investment property (Corporate Office Building) has been determined by the internal technical expert. Government guideline value is considered as fair value for Land
- (ii) The fair value measurement for land has been categorized as Level 1 fair value and for corporate office building has been categorized as Level 2

j) Details of Title deeds of Immovable properties not held in the name of the company.

| Relevant line item in the Balance sheet | Description of item of property | Gross carrying value (₹ In lakh) | Title deeds held in the name of | Whether title deed holder is a promoter, director or relative# of promoter*/director or employee of promoter/director | Property held since which date | Reason for not being held in the name of the company |
|---|---------------------------------|----------------------------------|---------------------------------|---|--------------------------------|--|
| Property, Plant and Equipment | Land | 149.69 | Government of TamilNadu | Promoter | 1991 | The transfer of title of the Land - Corporate Office, Chennai (measuring 10 grounds and 425 sq. ft) by the Government of Tamilnadu in favour of the company is yet to be done pending completion of necessary formalities. |

8. Biological Assets Other than bearer plants
a) Reconciliation of carrying amount

| Particulars | 31-Mar-24 | 31-Mar-23 |
|--|----------------|-----------|
| Standing crops: | | |
| Opening Balance | 220.88 | 560.56 |
| Add: New plantations / Maintenance cost | 115.75 | 56.24 |
| Less: Harvested wood transferred to inventories | (7.99) | (345.50) |
| Less: Write off | (25.67) | - |
| Changes in fair value less estimated costs to sell | 87.57 | (50.42) |
| Closing Balance | 390.54 | 220.88 |

As on 31st March 2024, standing crops comprises 4535 acres of plantations (31 March 2023: 2867 acres). During the year the company harvested 224 Mts (31 March 2023: 14773 Mts).

b) Measurement of fair values
i. Fair value hierarchy

The fair value measurements for the standing crops have been categorized as Level 3 fair values based on the inputs to the valuation techniques used.

ii. Level 3 fair values

The following table shows a breakdown of the total gains (losses) recognized in respect of level 3 fair values (Standing crops). (₹ in Lakh)

| Other Income / Particulars | 2023-24 | 2022-23 |
|--|--------------|---------|
| Gain / (Loss) included in other income / 'other Expense' | | |
| Change in fair value | 87.57 | (50.42) |

Notes to the Financial Statements

iii. Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 3 fair values and significant unobservable inputs used in Level 3 fair value measurements.

| Valuation technique | Significant unobservable inputs | Inter-relationship between key unobservable inputs and fair value measurement |
|---|---|--|
| Discounted cash flows: The valuation model considers the present value of net cash flows expected to be generated by the plantation. The cash flow projections include specific estimates for 5-6 years. The expected net cash flows are discounted using a risk adjusted discount rate | Estimated future market prices for Wood/Mt as on 31.3.2024 has considered by keeping current purchase price of wood procured from farmers of respective district as base price range between ₹5150/- to ₹ 5450/-per Mt. | The estimated fair value would increase (decrease) if: <ul style="list-style-type: none"> - the estimated wood prices per ton were higher (lower); - the estimated yields per acre were higher (lower) - the risk-adjusted discount rates were lower (higher) |
| | As the life cycle of plants in this scheme is 5-6 years, projection of yield at the time of planting will vary from actual as this is agri product . TNPL has adopted fair valuation based on age of the plants ie First year 10%, 2nd year 25%, 3rd year 50%, 4th year 75% and 5th & above year 100%. Estimated yields per acre (31 March 2024:6.03 tons ; 31 March 2023;5.67 tons) Risk-adjusted discount rate (31 March 2024: 9%; 31 March 2023: 9%) | |

c) Risk management related to agricultural activities

The Company has identified the risk of fire and allied perils, natural calamities like flood, pests and drying up of plant with regard to Biological Assets. The Company has taken insurance policy covering these risks.

(₹ in Lakh)

| Note | Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|-------|---|-----------------|-----------------|
| 9 | Investments | | |
| | Quoted equity shares | | |
| | IDBI Bank Limited (142720 equity shares of ₹10 each, fully paid) | 115.49 | 64.24 |
| Note: | | | |
| | Aggregate Amount of quoted Investment at cost | 114.05 | 114.05 |

Equity shares designated as at fair value through other comprehensive income.

The Company designated the investments shown below as equity shares as FVOCI because these equity shares represent investments that the Company intends to hold for long term for strategic purposes.

(₹ in Lakh)

| Particulars | Fair value at 31-Mar-24 | Dividend income recognized during 2023-24 | Fair value at 31-Mar-23 |
|-------------------------------|-------------------------|---|-------------------------|
| IDBI Bank Ltd - Equity Shares | 115.49 | 1.43 | 64.24 |

No strategic investments were disposed during 2023-2024.

Notes to the Financial Statements

(₹ in Lakh)

| Note | Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|-----------|---|--------------------|--------------------|
| 9A | Trade Receivables | | |
| | Trade Receivables considered good-Unsecured | 257.25 | 446.24 |

Ageing for Trade Receivables as on 31-Mar-24

(₹ in Lakh)

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|--|---------------|--|----------------|-----------|-----------|----------------------|---------------|
| | | Less than 180 days | 6-12 months | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables - Unsecured - considered good | 257.25 | - | - | - | - | - | 257.25 |
| Total | 257.25 | - | - | - | - | - | 257.25 |

Ageing for trade Receivables as on 31-Mar-23

(₹ in Lakh)

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|--|---------|--|----------------|-----------|-----------|----------------------|--------|
| | | Less than 180 days | 6-12 months | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables - Unsecured - considered good | 446.24 | - | - | - | - | - | 446.24 |
| Total | 446.24 | - | - | - | - | - | 446.24 |

(₹ in Lakh)

| Note | Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|------------|---|--------------------|--------------------|
| 10 | Loans | | |
| | Advance to Sugar Mills - Unsecured - considered good | 2615.47 | 2743.09 |
| | Advance to Sugar Mills - Credit Impaired (Refer Note 40(b)) | 0.00 | 1282.47 |
| | Less: Provision for Advance to Sugar Mill | 0.00 | (1282.47) |
| | Interest Accrued on Trade Receivables-considered good | 23.34 | 39.28 |
| | | 2638.81 | 2782.37 |
| 10A | Other Financial Assets | | |
| | Deposits | 1475.79 | 1092.47 |
| | Earnest Money Deposits | 304.66 | 142.86 |
| | | 1780.45 | 1235.33 |

Notes to the Financial Statements

(₹ in Lakh)

| Note | Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|------------|---|--------------------|--------------------|
| 11 | Other Non-Current Assets | | |
| | Advances & Deposits with Government and public bodies | 1894.98 | 1894.98 |
| | Capital Advances | 735.46 | 763.70 |
| | Prepaid Expenses | 183.23 | 247.18 |
| | Other advance | 96.24 | 96.24 |
| | | 2909.91 | 3002.10 |
| 12 | Inventories | | |
| | Raw materials | | |
| | In Stock | 30668.41 | 39827.39 |
| | In Transit | 13790.56 | 13679.14 |
| | Work in process | 11285.76 | 17888.42 |
| | Stock of Finished Goods | 24280.05 | 1797.94 |
| | Stock of Traded goods | 120.12 | 72.14 |
| | Stores, Consumables and spare parts | | |
| | In Stock | 21835.39 | 22662.51 |
| In Transit | 186.72 | 47.00 | |
| | | 102167.01 | 95974.54 |

Carrying amount of inventories (included in above) have been hypothecated to banks as securities for borrowings. The write-down of stores & spares and Raw materials represents non-moving items to net realizable value during the year amounted to ₹ 39.57 lakh (31 March 2023: ₹ 14.36 lakh).

| | | | |
|-----------|--|-----------------|----------|
| 13 | Trade Receivables # | | |
| | Trade Receivables - considered good - Unsecured | 44958.67 | 32997.29 |
| | Trade Receivables which have significant increase in credit risk | 0.00 | 0.00 |
| | Trade Receivables - Credit Impaired | 2095.77 | 2217.20 |
| | | 47054.44 | 35214.49 |
| | Less : Provision doubtful debts - Credit impaired | 2095.77 | 2217.20 |
| | | 44958.67 | 32997.29 |

Trade Receivables have been hypothecated to banks / financial institutions as securities for borrowings

Ageing for Trade Receivables as on 31-Mar-24

(₹ in Lakh)

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|---|----------------|--|-----------------|-----------------|---------------|----------------------|-----------------|
| | | Less than 6 months | 6-12 months | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables - Unsecured - considered good | 8284.41 | 6893.81 | 17410.20 | 11691.07 | 480.88 | 198.30 | 44958.67 |
| Disputed Trade Receivables - Credit Impaired | - | - | - | 24.99 | 231.71 | 1839.07 | 2095.77 |
| | 8284.41 | 6893.81 | 17410.20 | 11716.06 | 712.59 | 2037.37 | 47054.44 |
| Less : Provision for Disputed Trade Receivables - Credit impaired | - | - | - | (24.99) | (231.71) | (1839.07) | (2095.77) |
| Total | 8284.41 | 6893.81 | 17410.20 | 11691.07 | 480.88 | 198.30 | 44958.67 |

Notes to the Financial Statements

Ageing for trade Receivables as on 31-Mar-23

(₹ in Lakh)

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|---|----------------|--|-----------------|---------------|--------------|-------------------|-----------------|
| | | Less than 6 months | 6-12 months | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables - Unsecured - considered good | 8702.97 | 5478.57 | 17662.93 | 973.90 | 85.46 | 93.46 | 32997.29 |
| Disputed Trade Receivables - Credit Impaired | - | - | - | 476.22 | 9.37 | 1731.61 | 2217.20 |
| | 8702.97 | 5478.57 | 17662.93 | 1450.12 | 94.83 | 1825.07 | 35214.49 |
| Less : Provision for Disputed Trade Receivables - Credit impaired | - | - | - | (476.22) | (9.37) | (1731.61) | (2217.20) |
| Total | 8702.97 | 5478.57 | 17662.93 | 973.90 | 85.46 | 93.46 | 32997.29 |

Reconciliation between the quarterly statements submitted with banks and books of accounts:
1) Inventories
FY 2023-24

(₹ in Lakh)

| Particulars | 30-06-2023 | 30-09-2023 | 31-12-2023 | 31-03-2024 |
|--|------------------|------------------|------------------|------------------|
| Inventories submitted with the Banks | 92607.92 | 102727.76 | 82434.96 | 87135.16 |
| Raw Material in transit and receiving inventory * | 3930.53 | 5953.16 | 9769.19 | 5609.46 |
| Other finalisation entries | 6889.65 | 7281.31 | 12740.99 | 9422.40 |
| Inventories as per books of account on the reporting date | 103428.09 | 115962.23 | 104945.14 | 102167.02 |

*Goods in transit are not lying at the factory premises on the reporting date and Receiving Inventory i.e., Materials in the process of acceptance by the user department are not forming part of Stock and Book debts statements submitted to banks.

FY 2022-23

(₹ in Lakh)

| Particulars | 30-06-2022 | 30-09-2022 | 31-12-2022 | 31-03-2023 |
|---|-----------------|-----------------|-----------------|-----------------|
| Inventories submitted with the Banks | 46516.00 | 47318.00 | 60739.00 | 79110.00 |
| Raw Material in transit and receiving inventory * | 8822.00 | 16901.00 | 31771.00 | 15489.40 |
| Other finalisation entries | 1785.00 | 1050.00 | 1314.00 | 1375.14 |
| Inventories as per books of accounts on the reporting date | 57123.00 | 65269.00 | 93824.00 | 95974.54 |

* Goods in transit are not lying at the factory premises on the reporting date and Receiving Inventory i.e., Materials in the process of acceptance by the user department are not forming part of Stock and Book debts statements submitted to banks.

Notes to the Financial Statements

2) Trade Receivables

FY 2023-24

(₹ in Lakh)

| Particulars | 30-06-2023 | 30-09-2023 | 31-12-2023 | 31-03-2024 |
|---|------------|------------|------------|------------|
| Trade receivables submitted with the Banks | 54285.00 | 50848.00 | 48118.00 | 47034.00 |
| Provision for doubtful debts | (2215.70) | (2214.76) | (2104.20) | (2095.77) |
| Other finalisation entries | 2703.26 | (584.40) | (455.37) | 20.44 |
| Trade receivables as per books of account on the reporting date | 54772.56 | 48048.84 | 45558.43 | 44958.67 |

FY 2022-23

(₹ in Lakh)

| Particulars | 30-06-2022 | 30-09-2022 | 31-12-2022 | 31-03-2023 |
|---|------------|------------|------------|------------|
| Trade receivables submitted with the Banks | 32355.00 | 37750.00 | 45013.00 | 36976.00 |
| Debtors having credit balances * | 2288.36 | 2375.99 | 3346.63 | 1668.86 |
| Energy and Cement debtors not submitted to banks | 1644.26 | 2243.93 | 2030.71 | 1938.75 |
| Other finalisation entries | (2617.76) | 9959.63 | (2789.19) | (7586.32) |
| Trade receivables as per books of account on the reporting date | 33669.86 | 52329.55 | 47601.15 | 32997.29 |

* Trade receivables net of credit balances were submitted with banks. This is regrouped under Other Current Liabilities as Advance received from customers in the financial statements on the reporting date.

(₹ in Lakh)

| Note | Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|------|--|-----------------|-----------------|
| 14 | Cash and Cash Equivalents | | |
| | Balance with Banks | | |
| | Current accounts | 4659.16 | 11457.11 |
| | Cheques, drafts on hand | 0.00 | 3.41 |
| | Cash on hand | 4.88 | 6.13 |
| | | 4664.04 | 11466.65 |
| 14A | Other Bank balances | | |
| | Unpaid Dividend accounts | 89.30 | 93.14 |
| | Fixed Deposit(FD) with Banks (Terminal benefits of an employee parked in FD) | 49.07 | 44.69 |
| | | 138.37 | 137.83 |

Notes to the Financial Statements

(₹ in Lakh)

| Note | Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|--|--|--------------------|--------------------|
| 15 | Loans | | |
| | Current maturities of Loans: | | |
| | Advance to Sugar Mills - Unsecured - Considered good | 326.41 | 322.10 |
| | Advance to Sugar Mills- Credit Impaired (Refer Note 40(b)) | 0.00 | 525.00 |
| | Less: Provision for Advance to Sugar Mill - Credit Impaired | 0.00 | (525.00) |
| | Advances - Unsecured - considered good | 127.80 | 142.20 |
| | Advances - Credit Impaired | 21.45 | 34.75 |
| | Less: Provision for Advances - Credit impaired | (21.45) | (34.75) |
| | Employee Advances | 551.77 | 450.70 |
| | Interest accrued on Loans/Deposits- Unsecured - Considered good | 20.29 | 33.34 |
| | Interest accrued on Loans/Deposits - Credit Impaired (Refer Note 40(b)) | 0.00 | 28.75 |
| | Less: Provision for Interest accrued on Loans - Credit impaired | 0.00 | (28.75) |
| | | 1026.27 | 948.34 |
| 15A | Loans | | |
| | Derivative Assets | 27.96 | 0.00 |
| | | 27.96 | 0.00 |
| 16 | Other Current Assets | | |
| | Advances for Materials and Services - Unsecured - considered good | 2598.72 | 4669.15 |
| | Advances for Materials and Services - Credit Impaired | 411.75 | 560.67 |
| | Less: Provision for Advances - Credit Impaired | (411.75) | (560.67) |
| | Balance with: | | |
| | - Central Excise / TN VAT /GST - (includes ₹ 349.99 Lakhs (FY2022-23 ₹ 347.76 lakh) paid under protest for disputes) | 4263.27 | 5591.17 |
| | Claims Receivables # | 2889.66 | 2327.88 |
| | Export Incentive Receivable | 1012.38 | 1749.19 |
| | Prepaid Expenses | 577.64 | 567.39 |
| | | 11341.67 | 14904.78 |
| <p># Claims receivable includes</p> <p>1) ₹ 1600 lakh (Previous Year ₹ 1760.39 lakh) towards GST refund relating to Board plant as per the incentive scheme sanctioned by Government of Tamil nadu in terms of G.O. (Ms) No.275 dated 28th December, 2020</p> <p>2) ₹ 733.33 lakh being the first year of entitlement of subsidy from Governmnet of Tamil nadu in terms of G.O. (Ms) No.21 dated 30.01.2023 for a Structured Package of Assistance for expansion of its Board Plant.</p> <p>3) Claim with customs ₹ 556.33 lakh (Previous Year ₹ 567.49 lakh).</p> | | | |

Notes to the Financial Statements

(₹ in Lakh)

| Note | Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|---|---|-----------------|-----------------|
| 16A | Assets Held for Sale | | |
| | Machinery Spares held for sale | 170.78 | 0.00 |
| | | 170.78 | 0.00 |
| 17 | Equity Share Capital | | |
| | Authorized | | |
| | 13,50,00,000 (31 March 2023: 13,50,00,000) Equity Shares of ₹10/- each | 13500 | 13500 |
| | Issued | | |
| | 7,00,00,000 (31 March 2023 : 7,00,00,000) Equity Shares of ₹ 10/- each | 7000 | 7000 |
| Subscribed and Fully Paid up* | | | |
| 6,92,10,600 (31 March 2023 : 6,92,10,600) Equity Shares of ₹ 10/- each fully paid up | 6921.06 | 6921.06 | |
| Shares Forfeited** | | | |
| | 16.72 | 16.72 | |
| | Total | 6937.78 | 6937.78 |

* All subscribed shares are fully paid-up

** Shares forfeited represents shares called and partly paid by the shareholders were subsequently forfeited by the Company.

(i) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

| Particulars | As at 31-Mar-24 | | As at 31-Mar-23 | |
|-----------------------------------|-----------------|----------------|-----------------|-----------|
| | Number in Lakh | ₹ in Lakh | Number in Lakh | ₹ in Lakh |
| Equity shares | | | | |
| At the commencement of the period | 692.106 | 6921.06 | 692.106 | 6921.06 |
| Shares issued during the period | - | - | - | - |
| At the end of the period | 692.106 | 6921.06 | 692.106 | 6921.06 |

(ii) Rights, preferences and restrictions attached to equity shares

The company has a single class of equity shares. Each equity shares having a par value of ₹10.00. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets on winding up. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to his/its share of the paid-up equity share capital of the company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable has not been paid. Failure to pay any amount called up on shares may lead to their forfeiture. The Government of Tamil nadu has power to appoint chairman or Chairman & Managing Director/Managing Director under Articles 97 of the Articles Association of the Company and also the Government of Tamil nadu has power to appoint nominee Director/s' who are liable to retire by rotation, so long as the Government of Tamil Nadu hold share capital in the company under Article 99(a) of the Articles of Association of the Company.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive the residual assets of the company, in proportion to the number of equity shares held, after distribution of all preferential amounts. However, no such preferential amounts exist currently.

Notes to the Financial Statements

(iii) Particulars of shareholders holding more than 5% of shares

| Sl. No | Particulars | As at 31-Mar-24 | | As at 31-Mar-23 | |
|--------|--|-----------------|-------------------|-----------------|-------------------|
| | | Number in Lakh | % of total shares | Number in Lakh | % of total shares |
| 1 | Equity shares of ₹10/- each fully paid-up held by - Governor of Tamil Nadu on behalf of Govt., of TamilNadu | 244.45 | 35.32% | 244.45 | 35.32% |
| 2 | - Lok Prakashan Ltd | 52.04 | 7.52% | 43.81 | 6.33% |
| 3 | - HDFC Trustee Company Limited | 25.38 | 3.67% | 41.15 | 5.95% |
| 4 | - Life Insurance Corporation of India | 19.62 | 2.83% | 24.74 | 3.57% |

iv) Particulars of Promoters shareholding

| Shares helds by promoters at the end of the year | | As at 31-Mar-24 | | As at 31-Mar-23 | |
|--|--|-----------------|-------------------|-----------------|-------------------|
| Sl. No | Promoters Name | No. of shares | % of total shares | No. of shares | % of total shares |
| 1 | - Governor of Tamil Nadu on behalf of Govt., of Tamil Nadu | 24444900 | 35.32% | 24444900 | 35.32% |

There is no change in the shareholding pattern of promoter during the year.

(v) Dividends

The following dividends were declared and paid by the Company during the year

(₹ in Lakh)

| Particulars | 2023-2024 | 2022-2023 |
|---|----------------|-----------|
| ₹ 5.00 per equity share (Financial year 2023-2024: ₹ 4.00) | 3460.53 | 2768.42 |
| ₹ 3.00 per equity share (Financial year 2022-2023: Nil)(Interim Dividend) | 2076.32 | - |
| | 5536.85 | 2768.42 |

After the reporting date, the following dividends were proposed by the Board of Directors subject to the approval at the annual general meeting; the dividends have not been recognized as liabilities.

(₹ in Lakh)

| Particulars | 2023-2024 | 2022-2023 |
|--|---------------|-----------|
| ₹ 1.00 per equity share (Financial year 2022-2023: ₹ 5.00) | 692.11 | 3460.53 |
| | 692.11 | 3460.53 |

(vi) Basic and diluted earnings per share

The calculations of profit attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of basic earnings per share calculation are as follows:

a. Profit (loss) attributable to equity shareholders (basic and diluted)

(₹ in Lakh)

| Particulars | 2023-2024 | 2022-2023 |
|--|-----------------|-----------|
| Profit/(loss) for the year, attributable to the equity holders | 20816.31 | 38787.00 |
| | 20816.31 | 38787.00 |

b. Weighted average number of equity shares (basic and diluted)

(In Numbers)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|--|-----------------|-----------------|
| Opening balance | 69210600 | 69210600 |
| Effect of fresh issue of shares for cash | - | - |
| Weighted average number of equity shares for the year | 69210600 | 69210600 |
| Earning Per Share (EPS) - (₹) | 30.08 | 56.04 |

Notes to the Financial Statements

18. Other Equity

(₹ in Lakh)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|---|------------------|------------------|
| (a) Securities premium | 17973.11 | 17973.11 |
| (b) General reserve | | |
| (i) Opening balance | 163049.43 | 134384.66 |
| (ii) Transfer from / (to) retain earnings) | 0.00 | (1335.23) |
| (iii) Transfer from retain earnings for the year | 20000.00 | 30000.00 |
| (iv) Closing balance | 183049.43 | 163049.43 |
| (c) Retained Earnings | | |
| (i) Opening balance | 8787.00 | 1433.19 |
| (ii) Add: Profit for the year | 20816.31 | 38787.00 |
| (iii) Less: Appropriations | | |
| (a) Dividend on equity Shares | 3460.53 | 2768.42 |
| (b) Interim Dividend on equity Shares | 2076.32 | - |
| (c) Transfer from General reserves | - | (1335.23) |
| (d) Transfer to General reserves for the year | 20000.00 | 30000.00 |
| | 4066.46 | 8787.00 |
| (d) Fair value of gain/(loss) on Equity Instruments through OCI | | |
| (i) Opening balance | (49.81) | (52.96) |
| (ii) Change during the year (net) | 51.25 | 3.15 |
| | 1.44 | (49.81) |
| (e) Effective portion of cash flow hedges | | |
| (i) Opening balance | (7.32) | 14.80 |
| (ii) Change during the year (net) | 15.03 | (22.12) |
| | 7.71 | (7.32) |
| (f) Re-measurement of defined benefit plans | | |
| (i) Opening balance | (2279.56) | (1776.72) |
| (ii) Change during the year (net) | (784.19) | (502.84) |
| | (3063.75) | (2279.56) |
| Total Other Equity | 202034.40 | 187472.85 |

Nature of reserves

(a) Securities Premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with Section 52 of Companies Act, 2013.

(b) General reserve

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to statement of profit and loss.

Notes to the Financial Statements

(c) Fair value gain/(loss) of Equity Instruments through other comprehensive income

This reserve represents the cumulative gains and losses arising on the revaluation of equity / debt instruments measured at fair value through other comprehensive income, net of amounts reclassified to retained earnings when those assets have been disposed off.

(d) Effective portion of cash flow hedges

The cash flow hedges represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of effective portion of cash flow hedges. Such gains or losses will be reclassified to statement of profit and loss in the period in which the hedged transaction occurs.

(e) Re-measurement of defined benefit plans

Re-measurements of defined benefit liability comprises actuarial gains and losses.

(f) Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital, as well as the level of dividends to equity shareholders.

The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowing and the advantages and security afforded by a sound capital position. The weighted-average interest expense on interest-bearing borrowings was 8.01% (2022-23: 7.74%)

(₹ in Lakh)

| Note | Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|------------|--|-----------------|-----------------|
| 19A | Borrowings | | |
| | Non-current borrowings | | |
| | Term loans - From Financial Institutions - Secured * | | |
| | A) Term Loans - General Corporate Loan | | |
| | - Rupee Term Loans | 2500.00 | 7000.00 |
| | B) Mill Expansion Plan(MEP)- Board Plant | | |
| | - Rupee Term Loans | 15838.70 | 17963.70 |
| | Term loans - From Banks - Secured* | | |
| | A) Term Loans-General Corporate Loan/Working Capital Term Loan | | |
| | - Rupee Term Loans | 23625.00 | 20625.00 |
| | B) Multilayer Coated Board Plant | | |
| | - Rupee Term Loans | 6183.25 | 12014.63 |
| | C) Mill Expansion Plan (MEP) - Board Plant | | |
| | - Rupee Term Loans | 39889.94 | 48856.48 |
| | | 88036.89 | 106459.81 |

* For security details - Refer A. Term and repayment schedule

Notes to the Financial Statements

(₹ in Lakh)

| Note | Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|---|---|-----------------|-----------------|
| 19B | Current borrowings | | |
| | a) Loans from Banks - Secured ** | | |
| | Working Capital Loans - Banks | | |
| | Cash Credit | 74.23 | 8250.86 |
| | Rupee Loan | 14800.00 | 11800.00 |
| | Sub-Total (a) | 14874.23 | 20050.86 |
| | b) Unsecured bank loans | | |
| | Short Term Loans from Banks | | |
| | Export Packing Credit(EPC)-INR | 31000.00 | 25500.00 |
| | Rupee Loan | 10000.00 | 3187.76 |
| Sub-Total (b) | 41000.00 | 28687.76 | |
| c) Current maturities of Long Term Debt* | | | |
| Total (a) + (b) + (c) | 91581.23 | 79621.62 | |

Residual charge on movable fixed assets of the company has been created in favour of Tamilnadu Industrial Investment Corporation Ltd (TIIC) for discounting of Receivable Bills upto Rs.5000 lakh but the company has not utilized facility.

* For security details - Refer A. Term and repayment schedule

** Primary Security - Hypothecation charge over the company's entire current assets viz Stock of Raw materials, stock-in-process, finished goods, consumables, stores, spares, receivables and other current assets both present and future, on pari-passu basis with consortium banks.

Collateral Security:

- a) Equitable Mortgage over the following immovable properties of the company under second charge on pari-passu basis with consortium banks:
 - i) Factory land and building located at Unit I, Kagithapuram, Karur-639136, admeasuring 566.26 acres together with all structures thereon and all plant and machinery attached to the earth or permanently fastened to anything attached to the earth.
 - ii) Factory land and building located at Unit II, Mondipatti Village & Chettichataram Village, Manaparai Taluk, Tiruchirapalli-621306, admeasuring 861.99 acres together with all structures thereon and all plant and machinery attached to the earth or permanently fastened to anything attached to the earth.
- b) Hypothecation Charge on Second Pari-passu basis over the other fixed assets of the company excluding windmills, vehicles and computer software and assets created out of Automatic Storage and Retrieval System (ASRS), Lime Sludge and Fly ash Management (LSFM), Power Plant Revamping (PPR), De-inked Pulp Plant (DIP) and Multi Layered Double Coated Board (MLDCB) Projects.

Notes to the Financial Statements

A. Term and repayment schedule

Terms and conditions of outstanding borrowings are as follows

(₹ in Lakh)

| Particulars | For Security Refer Note | Month & Year of maturity | Terms of repayment | Coupon / Interest Rate | Non-Current 31-Mar-24 | Current 31-Mar-24 | Total 31-Mar-24 | Non-Current 31-Mar-23 | Current 31-Mar-23 | Total 31-Mar-23 |
|---|-------------------------|--------------------------|--|---------------------------------------|-----------------------|-------------------|-----------------|-----------------------|-------------------|-----------------|
| Term loans - From Financial Institutions - Secured | | | | | | | | | | |
| A) Term Loans - General Corporate Loan | | | | | | | | | | |
| - Export - Import Bank of India | (vi) | Aug-25 | 20 Step up quarterly installments | SBI(1Y)MCLR | 2500.00 | 4500.00 | 7000.00 | 7000.00 | 3500.00 | 10500.00 |
| B) Mill Expansion Plan(MEP) - Board Plant | | | | | | | | | | |
| - Export - Import Bank of India | (v) | Nov-29 | Quarterly in Twenty Eight step up installments | SBI(1Y)MCLR + 20 bps | 15638.70 | 2124.00 | 17962.70 | 17963.70 | 1624.00 | 19587.70 |
| Term loans - From Banks - Secured | | | | | | | | | | |
| A) Term Loans-General Corporate Loan / Working Capital Term Loan | | | | | | | | | | |
| i) Rupee Term Loans | | | | | | | | | | |
| - Canara Bank | (vii) | Apr-25 | Quarterly in Twenty equal installments | 1 Y MCLR | 500.00 | 2000.00 | 2500.00 | 2500.00 | 2000.00 | 4500.00 |
| - Canara Bank | (vii) | May-25 | Quarterly in Twenty equal installments | 1 Y MCLR | 625.00 | 2500.00 | 3125.00 | 3125.00 | 2500.00 | 5625.00 |
| - Indian Overseas Bank | (viii) | Nov-25 | Quarterly in Twelve equal installments | Overnight MCLR + 0.20(SP) + 0.05%(RP) | 7500.00 | 10000.00 | 17500.00 | 15000.00 | 10000.00 | 25000.00 |
| - Indian Overseas Bank | (ix) | Nov-27 | Quarterly in Twelve equal installments | Overnight MCLR + 0.20(SP) + 0.05%(RP) | 15000.00 | - | 15000.00 | - | - | - |
| | | | | | 23625.00 | 14500.00 | 38125.00 | 20625.00 | 14500.00 | 35125.00 |

Notes to the Financial Statements

(₹ in Lakh)

| Particulars | For Security Refer Note | Month & Year of maturity | Terms of repayment | Coupon / Interest Rate | Non-Current 31-Mar-24 | Current 31-Mar-24 | Total 31-Mar-24 | Non-Current 31-Mar-23 | Current 31-Mar-23 | Total 31-Mar-23 |
|---|-------------------------|--------------------------|--|------------------------|-----------------------|-------------------|--------------------|-----------------------|-------------------|-----------------|
| B) Multi Coated Board Plant | | | | | | | | | | |
| - ICICI Bank Limited | (i) | Dec-26 | Quarterly in thirty one step up installments | 1 Y MCLR | 6183.25 | 5831.00 | 12014.25 | 12014.63 | 4459.00 | 16473.63 |
| C) Mill Expansion Plan - Board Plant | | | | | | | | | | |
| - Indian Bank | (iii) | Mar-29 | Quarterly in Twenty Six step up installments | 1 Y MCLR | 6986.75 | 2500.00 | 9486.75 | 9486.75 | 2000.00 | 11486.75 |
| - Punjab National Bank | (ii) | Mar-29 | Quarterly in Twenty Six step up installments | 1 Y MCLR | 11909.04 | 2500.00 | 14409.04 | 14621.08 | 1800.00 | 16421.08 |
| - Union Bank of India | (iv) | Mar-29 | Quarterly in Twenty Six step up installments | 1 Y MCLR | 20994.15 | 3752.00 | 24746.15 | 24748.65 | 3000.00 | 27748.65 |
| | | | | | 39889.94 | 8752.00 | 48641.94 | 48856.48 | 6800.00 | 55656.48 |
| | | | | | 88036.89 | 35707.00 | 123743.89 | 106459.81 | 30883.00 | 137342.81 |
| | | | | | | | Grand Total | | | |

(i) Secured by a first pari passu charge on the entire movable and immovable fixed assets of the company's Unit II Multi Layered Coated board plant situated at Mondipatti Village, Manapparai Taluk, Trichy Dist., TN on pari passu basis with other participating banks.

(ii) First charge on Factory Land and Building admeasuring 820.55 acres (excluding wasteland and TNEB Lands) situated at Mondipatti village, Manaparai Taluk, Tiruchirapalli Dist., Tamilnadu-621306 on pari passu basis with other term lenders and first charge on assets created out of Mill Expansion Plan (MEP)-Phase I Project at Unit 2 with other lenders funding for Phase - I of the project situated at Mondipatti village, Manaparai Taluk, Tiruchirapalli Dist., Tamilnadu-621306 on pari passu basis both present and future with other term lenders. Second charge on existing plant and machinery at Mondipatti Village, Manaparai Taluk, Tiruchirapalli Dist., (Unit II) on pari-passu basis with other term lenders & consortium members for working capital.

(iii) First charge on entire asset of Unit II of the company including but not limited to 800 acres of land of Unit II assets created out of term loan ranking pari passu among existing lenders and proposed lenders

(iv) First pari passu charge on assets created out of Mill Expansion Plan (MEP)(Phase I) with other lenders funding for expansion phase I. First pari passu charge on existing assets of Unit II (both movable and immovable fixed assets) along with existing lenders and lenders for MEP of Unit II

Notes to the Financial Statements

- (v) First pari passu charge on existing movable and immovable fixed assets at TNPL Unit II and First pari passu charge on assets created out of term loan.
- (vi) Secured by a first pari passu charge on movable fixed assets of the company (except assets under specific charge to other lenders)
- (vii) Subservient charge on current asset and entire moveable fixed assets of the company.
- (viii) Exclusive Charge on land situated at Mayanur and immovable - Land & Town Ship (Housing Colony) at Karur. (Thirukkatuthurai).
- (ix) Exclusive Charge on land situated at Mayanur and immovable - Land & Town Ship (Housing Colony) at Karur. (Thirukkatuthurai).
- (x) Residual charges on existing and future moveable fixed assets of the company.

Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for the period presented.

(₹ in Lakh)

| Particulars | Cash and Cash equivalents and bank over drafts | Non-current borrowings (including current Maturities) | Current borrowings | Interest Payable | Total |
|---------------------------------|--|---|--------------------|-------------------|-------------------|
| | a | b | c | d | (b+c+d)-a |
| Net debt as at 01-Apr-22 | (2110.45) | 184048.09 | 34900.00 | 689.97 | 221748.51 |
| Cash flows | 5326.24 | (46681.40) | 5587.76 | - | (46419.88) |
| Finance costs | - | - | - | 21009.69 | 21009.69 |
| Interest paid | - | - | - | (20689.51) | (20689.51) |
| Exchange fluctuations | - | (23.88) | - | - | (23.88) |
| Net debt as at 31-Mar-23 | 3215.79 | 137342.81 | 40487.76 | 1010.15 | 175624.93 |
| Cash flows | 1374.02 | (13598.92) | 15312.24 | - | 339.30 |
| Finance costs | - | - | - | 22347.91 | 22347.91 |
| Interest paid | - | - | - | (22488.76) | (22488.76) |
| Net debt as at 31-Mar-24 | 4589.81 | 123743.89 | 55800.00 | 869.30 | 175823.38 |

Notes to the Financial Statements

20 Provisions

(₹ in Lakh)

| Particulars | Non-current | | Current | |
|--|-------------|-----------|-----------|-----------|
| | 31-Mar-24 | 31-Mar-23 | 31-Mar-24 | 31-Mar-23 |
| Provisions for employee benefits Note (b) | | | | |
| Defined benefit liability - Gratuity | 12200.12 | 10735.12 | 1194.17 | 1173.63 |
| Liability for compensated absences | 8333.21 | 6796.86 | 1001.53 | 832.65 |
| Total provisions for employee benefits (A) | 20533.33 | 17531.98 | 2195.70 | 2006.28 |
| Other provisions | | | | |
| Provision for decommissioning liability Note (a) | 109.98 | 109.98 | - | - |
| Total other provisions (B) | 109.98 | 109.98 | - | - |
| Total provisions (A+B) | 20643.31 | 17641.96 | 2195.70 | 2006.28 |

Note (a) provision for decommissioning liability

The Company has a provision of ₹ 109.98 lakh (Previous Year ₹ 109.98 lakh) in respect of obligation on decommissioning of Plant & Machinery erected at various Off-sites (Sugar Mills), The unwinding of discount of ₹ 0.00 lakh (Previous Year ₹ 3.17 lakh) recognized as expenses.

Note (b) Provisions for employee benefits

(₹ in Lakh)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|--------------------------------------|-----------------|-----------------|
| Defined benefit liability - Gratuity | 13394.29 | 11908.75 |
| Liability for compensated absences | 9334.74 | 7629.51 |
| Total employee benefit liabilities | 22729.03 | 19538.26 |
| Non-current | 20533.33 | 17531.98 |
| Current | 2195.70 | 2006.28 |
| Total employee benefit liabilities | 22729.03 | 19538.26 |

For details about the related employee benefit expenses, refer Notes 31

Reconciliation of the net defined benefit liability

(₹ in Lakh)

| Particulars | TYPE OF PLAN | | | |
|--|--------------|-----------|------------------|-----------|
| | GRATUITY | | LEAVE ENCASHMENT | |
| | 31-Mar-24 | 31-Mar-23 | 31-Mar-24 | 31-Mar-23 |
| Balance at the beginning of the year | 11908.75 | 10968.08 | 7629.51 | 7213.62 |
| Interest Cost | 815.20 | 750.44 | 514.90 | 490.34 |
| Current service cost | 637.91 | 623.14 | 295.83 | 285.05 |
| Benefits paid | (1172.98) | (1205.84) | (956.33) | (882.01) |
| Actuarial loss/(gain) on obligation (balancing figure) | 1205.41 | 772.93 | 1850.83 | 522.51 |
| Balance as at the end of the year | 13394.29 | 11908.75 | 9334.74 | 7629.51 |

Notes to the Financial Statements

i. Expense recognized in profit or loss (Note - 31)

(₹ in Lakh)

| Particulars | TYPE OF PLAN | | | |
|---|----------------|-----------|------------------|-----------|
| | GRATUITY | | LEAVE ENCASHMENT | |
| | 2023-2024 | 2022-2023 | 2023-2024 | 2022-2023 |
| Current service cost | 637.91 | 623.14 | 295.83 | 285.05 |
| Net Interest on Net Defined Benefit Obligations | 815.20 | 750.44 | 514.90 | 490.34 |
| Net actuarial (gain)/loss recognized in the year | - | - | 1850.83 | 522.51 |
| Expenses recognized in the statement of profit and loss | 1453.11 | 1373.58 | 2661.56 | 1297.90 |

ii. Remeasurements recognized in other comprehensive income

(₹ in Lakh)

| Particulars | TYPE OF PLAN | |
|---|----------------|-----------|
| | GRATUITY | |
| | 2023-2024 | 2022-2023 |
| Actuarial (gain) / loss on defined benefit obligation | 1205.41 | 772.93 |
| | 1205.41 | 772.93 |

iii) Defined benefit obligation

| Particulars | Gratuity | | Leave Encashment | |
|------------------------|--------------|-----------|------------------|-----------|
| | 2023-2024 | 2022-2023 | 2023-2024 | 2022-2023 |
| Discount Rate | 6.97% | 7.20% | 6.97% | 7.20% |
| Salary escalation rate | 6.00% | 7.01% | 6.00% | 7.01% |
| Attrition rate | 3.19% | 3.63% | 3.19% | 3.63% |

iv) Sensitivity Analysis

(₹ in Lakh)

| Significant actuarial assumptions | Gratuity | | Leave Encashment | |
|---|-----------------|-----------|------------------|-----------|
| | 31-Mar-24 | 31-Mar-23 | 31-Mar-24 | 31-Mar-23 |
| Discount Rate | | | | |
| Impact due to increase of 50 basis points | (554.49) | (477.23) | (371.42) | (308.92) |
| Impact due to decrease of 50 basis points | 598.70 | 515.11 | 399.96 | 333.20 |
| Salary escalation rate | | | | |
| Impact due to increase of 50 basis points | 401.50 | 356.36 | 401.79 | 332.20 |
| Impact due to decrease of 50 basis points | (399.87) | (357.43) | (376.41) | (310.84) |

Notes to the Financial Statements

v) Maturity Profile of Defined Benefit Obligation :

(₹ in Lakh)

| Defined Benefits | As at 31-Mar-24 | As at 31-Mar-23 |
|-------------------------|-----------------|-----------------|
| Gratuity | | |
| Less than one Year | 794.84 | 800.35 |
| One to Three Years | 3145.13 | 3253.07 |
| Three to Five Years | 2555.38 | 1901.01 |
| More than Five years | 6060.69 | 5519.54 |
| Leave Encashment | | |
| Less than one Year | 472.41 | 423.05 |
| One to Three Years | 1681.53 | 1476.05 |
| Three to Five Years | 1494.55 | 995.28 |
| More than Five years | 3313.33 | 2874.20 |

Provident Fund

The Company pays fixed contribution to provident fund at pre-determined rates to a separate irrevocable trust approved by the Commissioner of Income Tax, which invests the fund in permitted securities. The contribution to the fund for the period is recognized as expenses and is charged to Statement of Profit and Loss. While the obligation to the Company is limited to such fixed contribution, as per the rules of Employee's Provident Fund (EPF) any deficiency in the rate of interest on the contribution based on its return on investment as compared to the rate declared for Employees Provident Fund by the Government under Para 60 of the Employees Provident Fund Act is to be met by the Company. Also as per the rules, any deficiency in the fair value of Plan Assets backing the Provident Fund accumulations compared to the amount of such accumulations is to be met by the company.

In accordance with actuarial valuation of provident fund liabilities and based on the assumptions as mentioned below, there is no deficiency in the interest cost as present value of expected future earnings of the fund is greater than the expected amount to be credited the individual members based on the expected guaranteed rate of interest of Government administered provident fund.

The details of fund and plan assets are given below

(₹ in Lakh)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|-----------------------------------|-----------------|-----------------|
| Present Value of Obligation (PVO) | 32997.35 | 30083.75 |
| Fair value of Plan Assets | 33386.82 | 30772.91 |
| Net Liability / (Net Asset) | (389.47) | (689.16) |

The plan assets have been primarily invested in Government securities and corporate bonds are

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|---|-----------------|-----------------|
| Government Securities and Related Investments | 16857.01 | 15386.46 |
| Debt Instruments and Related Investments | 12353.12 | 11016.70 |
| Equities and Related Investments | 424.01 | 123.09 |
| Special Deposit Scheme | 524.17 | 523.14 |
| Others Assets | 3228.51 | 3723.52 |
| Total | 33386.82 | 30772.91 |

The principal assumptions used in determining the present value obligation of interest guarantee under the deterministic approach are as follows.

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|---------------------------|-----------------|-----------------|
| Discount Rate | 6.97% | 7.20% |
| Guaranteed rate of return | 8.25% | 8.15% |

The company contributed ₹ 2648.04 lakh (Previous Year : ₹ 2171.49 lakh) towards the provident fund and ₹ 2353.56 lakh (Previous Year : ₹ 1487.84 lakh) towards superannuation scheme for the year ended 31st March, 2024

Notes to the Financial Statements

21. Movement in deferred tax balances

(₹ in Lakh)

| Particulars | Net deferred tax (assets) / liabilities | | | | | |
|--|---|-----------|------------|-------------------|-----------------|-------------------|
| | 01-Apr-22 | 2022-23 | 31-Mar-23 | 01-Apr-23 | 2023-24 | 31-Mar-24 |
| Recognized in profit and loss: | | | | | | |
| Property, Plant and equipment | 71847.31 | 12682.70 | 84530.01 | 84530.01 | 4424.30 | 88954.31 |
| Intangible assets | (147.87) | (425.91) | (573.78) | (573.78) | 573.78 | - |
| Biological assets | (599.13) | 592.85 | (6.28) | (6.28) | 30.60 | 24.32 |
| Finance Cost - Decommissioning Liability | 14.48 | (49.03) | (34.55) | (34.55) | - | (34.55) |
| Lease Liabilities | (33.44) | (69.28) | (102.72) | (102.72) | 57.37 | (45.35) |
| Provision for loss allowance | (2711.74) | 931.92 | (1779.82) | (1779.82) | 893.69 | (886.13) |
| Disallowance of expenses U/sec., 43B | (305.08) | 169.39 | (135.69) | (135.69) | - | (135.69) |
| Tax losses carried forward - unabsorbed depreciation | (10319.26) | 7860.23 | (2459.03) | (2459.03) | 2459.03 | - |
| Employee Benefits Plan | (5248.27) | (203.88) | (5452.15) | (5452.15) | (693.76) | (6145.91) |
| Tax Credits - MAT Credit Entitlement | (29623.54) | (9927.34) | (39550.88) | (39550.88) | (806.00) | (40356.88) |
| (A) | 22873.46 | 11561.65 | 34435.11 | 34435.11 | 6939.01 | 41374.12 |
| Recognized in other comprehensive income : | | | | | | |
| Remeasurement of defined benefit plans | (953.93) | (270.09) | (1224.02) | (1224.02) | (421.22) | (1645.24) |
| Derivatives | 7.78 | (11.88) | (4.10) | (4.10) | 8.07 | 3.97 |
| (B) | (946.15) | (281.97) | (1228.12) | (1228.12) | (413.15) | (1641.27) |
| Total (A+B) | 21927.31 | 11279.68 | 33206.99 | 33206.99 | 6525.86 | 39732.85 |

Tax losses carried forward

Tax losses never expires for which deferred tax asset was recognized and outstanding as follows:

(₹ in Lakh)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 | Expiry date |
|--------------|-----------------|-----------------|-------------|
| Expire | - | - | - |
| Never expire | - | 2459.03 | - |

MAT Credit Entitlement:

MAT credit Entitlements expires on subsequent periods as per tax laws and on which deferred tax asset was recognized and outstanding as follows:

(₹ in Lakh)

| Particulars | Expire by 5 years - 31/03/2029 | Expire by 6-10 years - 31/03/2029 to 31/03/2034 | Expire by > 10 years - 31/03/2034 to 31/03/2039 |
|------------------------|--------------------------------|---|---|
| MAT Credit Entitlement | 9410.30 | 16690.33 | 14256.25 |

(₹ in Lakh)

| Note | Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|-----------|--------------------------------------|-----------------|-----------------|
| 22 | Other Non-current Liabilities | | |
| | Government grants | 19.30 | 20.50 |
| | Deferred Rent Payable | 2.20 | 2.42 |
| | | 21.50 | 22.92 |

Notes to the Financial Statements

Government grants

The company has recognized in its books Government subsidy of ₹30 lakh for creation of environment protection infrastructure facility at Board Plant. As subsidy relates to a specific asset, the same was treated as deferral income and amortized over the useful life of the asset.

Deferred Rent Payable

The Company has taken Government lands for lease (Operating lease) for the purpose of captive plantations. The lease period is for thirty years. Incremental rent on year on year basis is applicable till the end of 4th year and thereafter it will be flat.

(₹ in Lakh)

| Note | Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|------|--|------------------|-----------------|
| 23 | Trade payables | | |
| | Trade payables to related parties | - | - |
| | Other trade payables | | |
| | Acceptances | 54963.91 | 69869.73 |
| | Sundry Creditors | | |
| | Dues of Micro & Small Enterprises | 1411.21 | 2997.39 |
| | Dues of Creditors other than Micro & Small Enterprises | 49244.37 | 55319.39 |
| | | 105619.49 | 128186.51 |

All trade payables are 'current'

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in Note 41.

i) The classification of the suppliers under Micro, Small and Medium Enterprises Development Act, 2006 is made on the basis of information made available to the Company.

ii) Disclosure requirement as required under Micro, Small and Medium Enterprises Development Act, 2006 is as follow :

(₹ in Lakh)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|--|-----------------|-----------------|
| a) the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year | 1411.21 | 2997.39 |
| b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year. | - | - |
| c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006. | - | - |
| d) the amount of interest accrued and remaining unpaid at the end of each accounting year. | 72.95 | 72.95 |
| e) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 | - | - |

Notes to the Financial Statements

Ageing for trade Payables as on 31-Mar-24

(₹ in Lakh)

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | Total |
|--|-----------------|--|---------------|---------------|-------------------|------------------|
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Acceptances | 54963.91 | - | - | - | - | 54963.91 |
| Dues of Micro & Small Enterprises | 1411.21 | - | - | - | - | 1411.21 |
| Dues of Creditors other than Micro & Small Enterprises | 39766.95 | 8342.03 | 108.55 | 509.24 | 517.59 | 49244.37 |
| Total | 96142.07 | 8342.03 | 108.55 | 509.24 | 517.59 | 105619.49 |

Ageing for trade Payables as on 31-Mar-23

(₹ in Lakh)

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | Total |
|--|-----------|--|-----------|-----------|-------------------|-----------|
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Acceptances | 69869.77 | - | - | - | - | 69869.77 |
| Dues of Micro & Small Enterprises | 2997.39 | - | - | - | - | 2997.39 |
| Dues of Creditors other than Micro & Small Enterprises | 46412.59 | 7254.45 | 590.77 | (325.17) | 1386.71 | 55319.35 |
| Total | 119279.75 | 7254.45 | 590.77 | (325.17) | 1386.71 | 128186.51 |

(₹ in Lakh)

| Note | Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|-----------|--|-----------------|-----------------|
| 24 | Other Financial Liabilities | | |
| | Interest accrued | 869.30 | 1010.15 |
| | Security Deposits from customers/contractors | 10694.74 | 11671.50 |
| | Unpaid Dividend # | 89.30 | 93.14 |
| | Employee related Liabilities @ | 3109.31 | 4504.48 |
| | Derivative Liabilities | 0.00 | 221.86 |
| | Creditors for Capital Goods | 2225.17 | 3306.94 |
| | | 16987.82 | 20808.07 |

There are no amount due and outstanding to be credited to Inverstors Education and Protection Fund

@ The long term wage settlement with workmen, chargemen and staff and revision of salaries for executives with effect from May 2022 have been finalized during the current year 2023-24. The arrears of wages and salaries pertaining to the period from May 2022 to March 2023 amounting to ₹ 2693.87 lakh have been recognized as expenditure under Employee Benefit Expenses (Note No.31).

Notes to the Financial Statements

(₹ in Lakh)

| Note | Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|-----------|----------------------------------|--------------------|--------------------|
| 25 | Other Current Liabilities | | |
| | Advance received from customers | 20419.40 | 19510.55 |
| | Statutory dues payable | 1884.23 | 643.71 |
| | Tax Deducted at Source | 1157.65 | 649.97 |
| | Other payables # | 6286.46 | 6286.46 |
| | | 29747.74 | 27090.69 |

Other payables includes:

- ₹ 2410.35 lakh (Previous Year ₹ 2410.35 lakh) being the guarantee commission in respect of IBRD Loan guaranteed by Govt. of India lying since 2002
- ₹ 990.83 lakh (Previous Year ₹ 990.83 lakh) being Electricity Generation Tax for the generation of energy from captive generation plant for own use.

The Company's exposure to currency and liquidity risks related to above financial liabilities is disclosed in Note 41.

(₹ in Lakh)

| Note | Particulars | For the Year ended 31-Mar-24 | For the Year ended 31-Mar-23 |
|------------|-------------------------------------|------------------------------------|------------------------------------|
| 26 | Revenue from Operations | | |
| (a) | Sale of Products | | |
| | Printing & Writing Paper | | |
| | - Domestic Sales | 266916.66 | 298703.32 |
| | - Export Sales | 57465.03 | 54994.86 |
| | | 324381.69 | 353698.18 |
| | Less: Discounts | 9396.69 | 6154.60 |
| | | 314985.00 | 347543.58 |
| | Packaging Board | | |
| | - Domestic Sales | 128482.75 | 136885.34 |
| | - Export Sales | 3153.94 | 6578.77 |
| | | 131636.69 | 143464.11 |
| | Less: Discounts | 10774.74 | 8191.22 |
| | | 120861.95 | 135272.89 |
| | Cement | 9884.55 | 12593.94 |
| | Pulp | 0.33 | - |
| | Sale of Energy | 1121.20 | 1052.40 |
| | Sale of Traded Goods | | |
| | Note Books | 17021.14 | 15092.11 |
| | Paper & core pipe | 325.74 | 41.67 |
| | Pre printed marks sheets | 130.60 | 125.32 |
| | Burnt Lime | 5.55 | - |
| | Total sale of products (a) | 464336.06 | 511721.91 |

Notes to the Financial Statements

(₹ in Lakh)

| Note | Particulars | For the Year ended 31-Mar-24 | For the Year ended 31-Mar-23 |
|--------------------------------|---|---------------------------------|---------------------------------|
| (b) | Other Operating revenue | | |
| | Export Incentive | 1343.35 | 1433.88 |
| | Sale of Clone | 760.02 | 660.78 |
| | Sale of scrap, wastes etc. | 2678.37 | 4131.50 |
| | Sale of Energy Saving Certificates | 164.65 | 41.05 |
| | Total other operating revenue (b) | 4946.39 | 6267.21 |
| | Total revenue from operations (a+b) | 469282.45 | 517989.12 |
| 27 | Other Income | | |
| | Interest Income: | | |
| | Under the effective interest method-Interest on advances to Sugar Mills | 367.11 | 291.04 |
| | Other Interest - Over Due bills | 122.87 | 138.38 |
| | Change in fair value of biological assets | 87.57 | 0.00 |
| | Coal (Net) | 373.14 | 334.14 |
| | Rental Income from property | 104.82 | 122.60 |
| | GST Incentive - Note (i) & (ii) | 2333.27 | 1600.00 |
| | Government Grants- Note (iii) | 1.20 | 1.20 |
| | Dividend Income | 1.43 | 0.00 |
| Miscellaneous Income-Note (iv) | 3506.21 | 2064.65 | |
| | | 6897.62 | 4552.01 |

Note :

- (i) The Company is entitled to Net Output VAT and CST refund in terms of G.O. (Ms) No.212 Dated 05.09.2015 for a period of twelve years from the Date of Commercial Production with GST compensation clause in the said G.O. The Government of Tamil Nadu (GoTN) vide G.O(Ms) No.164 dated 29th July, 2020 announced modified incentive scheme under GST regime and given an option to avail either SGST paid based incentive or capital subsidy incentive of 1% per annum on the eligible investment for the residual period to be sanctioned annually upon fulfilment of eligibility criteria .The company opted to avail capital subsidy incentive of 1% p.a and the GoTN issued company specific order for company's option vide G.O.(Ms) No.275 dated 28th December, 2020. Accordingly, the Company accounted the GST Incentive of ₹ 1600 lakh (Previous Year ₹ 1600 lakh) during the current year.
- (ii) The Company is entitled for a capital subsidy which is revenue in nature i.e., subsidy for reimbursement of SGST every year in term of G.O. (Ms).No.21 dated 30.01.2023. The eligible subsidy of Rs.11000 lakh (i.e., 10% of investment of Rs.110000 lakh) will be equally reimbursed over a period of 15 years subject to fulfillment of conditions every year from the financial year 2023-24 onwards. Accordingly, the Company has recognized a sum of Rs.733.27 lakh being the eligible reimbursement which became due during the current year.
- (iii) Government grants includes Effluent Treatment Plant (ETP) subsidy of ₹ 1.20 lakh (Previous Year ₹ 1.20 lakh) being related to specific fixed asset has been recognised as other income over the useful life of the asset.
- (iv) Miscellaneous Income includes ₹ 405.10 lakh (Previous Year ₹ 353.12 lakh) relating to write back of trade payables.

Notes to the Financial Statements

(v) Government grant recognised during the year:

(₹ in Lakh)

| Note | Particulars | For the Year ended 31-Mar-24 | For the Year ended 31-Mar-23 |
|-----------|---|------------------------------|------------------------------|
| | Export Incentive - (Refer Note 26(b) - Other operating revenue) | | |
| | - Duty Draw Back | 742.48 | 781.53 |
| | - Remission of Duties or Taxes on Export Product Scheme (RODTEP) / MEIS | 600.87 | 652.36 |
| | | 1343.35 | 1433.89 |
| | Sale of Energy Saving Certificates - (Refer Note 26(b) Other operating revenue) | 164.65 | 41.05 |
| | GST Incentive - (Refer Note 27 - Other Income) | 2333.27 | 1600.00 |
| | Subsidy for Effluent Treatment Plant - (Refer Note 27 - Other Income) | 1.20 | 1.20 |
| | | 3842.47 | 3076.14 |
| 28 | Cost of Purchase / Materials Consumed | | |
| | Raw materials consumed- Note (i) | 137352.34 | 138077.18 |
| | Chemicals consumed | 38759.53 | 47241.35 |
| | Freight & Handling charges | 6358.68 | 6737.61 |
| | Packing Expenses | 6723.17 | 7567.72 |
| | Bagasse purchased | 13712.62 | 21018.52 |
| | | 202906.34 | 220642.38 |

Note :

- (i) Excluding cost of bagasse procured in lieu of steam / fuel supplied to Sugar Mills which is included in the respective natural heads of accounts.

| | | | |
|-----------|---|-----------------|----------|
| 29 | Purchase of Stock-in-trade | | |
| | Note Books | 14070.00 | 11402.21 |
| | Pre-Printed Marksheet | 115.10 | 110.28 |
| | Pulp | 0.00 | 34.26 |
| | Paper & Core pipe | 284.48 | 19.64 |
| | Burnt lime | 4.82 | 0.00 |
| | | 14474.40 | 11566.39 |
| 30 | Changes in Inventories of Bagasse, Work-in-Progress and Finished Goods | | |
| | Opening Stock : | | |
| | Bagasse | 20755.69 | 12870.43 |
| | Work in Progress | 17888.42 | 4508.53 |
| | Finished Goods | 1797.94 | 1268.83 |
| | Traded Goods | 72.14 | 538.39 |
| | Sub-total (a) | 40514.19 | 19186.18 |

Notes to the Financial Statements
NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakh)

| Note | Particulars | For the Year ended 31-Mar-24 | For the Year ended 31-Mar-23 |
|-----------|--|---------------------------------|---------------------------------|
| | Closing Stock: | | |
| | Bagasse | 20022.52 | 20755.69 |
| | Work in Progress | 11285.76 | 17888.42 |
| | Finished Goods | 24280.05 | 1797.94 |
| | Traded Goods | 120.12 | 72.14 |
| | Sub-total (b) | 55708.45 | 40514.19 |
| | Total (a-b) | (15194.26) | (21328.01) |
| 31 | Employee Benefit Expenses (Refer Note 24) | | |
| | Salaries, Wages and Bonus | 34297.35 | 25542.77 |
| | Contribution to provident fund & Other funds | 5367.70 | 3680.84 |
| | Gratuity and Leave Encashment | 4114.67 | 2671.48 |
| | Staff Welfare expense | 3760.12 | 3011.48 |
| | | 47539.84 | 34906.57 |
| 32 | Finance Costs | | |
| | Interest expense on financial liabilities measured at amortized cost | | |
| | Term Loans | 11209.30 | 12432.14 |
| | Working Capital | 7800.16 | 5910.49 |
| | Less: Interest Capitalized | - | (2843.21) |
| | Other Finance costs | 3274.20 | 2546.90 |
| | Interest on Lease Liabilities | 64.25 | 116.99 |
| | Unwinding of discount on decommissioning liabilities | - | 3.17 |
| | | 22347.91 | 18166.48 |
| 33 | Depreciation and Amortization Expenses | | |
| | Depreciation of property, plant and equipment | 28452.68 | 25741.29 |
| | Depreciation on Right to use assets | 481.50 | 491.41 |
| | Depreciation on investment property | 1.98 | 1.98 |
| | Amortization of intangible assets | 114.54 | 124.96 |
| | | 29050.70 | 26359.64 |

Notes to the Financial Statements

(₹ in Lakh)

| Note | Particulars | For the Year ended 31-Mar-24 | For the Year ended 31-Mar-23 |
|-----------|--|------------------------------|------------------------------|
| 34 | Other Expenses | | |
| | Stores consumed | 1936.78 | 1997.58 |
| | Repairs and maintenance: | | |
| | - Building | 1764.81 | 1298.34 |
| | - Plant and machinery | 21435.14 | 21002.12 |
| | - Others | 781.44 | 696.22 |
| | Rent | 96.69 | 118.37 |
| | Rates and Taxes | 326.54 | 372.00 |
| | Insurance | 1600.72 | 1605.41 |
| | Transportation Charges | 3602.81 | 4150.60 |
| | Commission & Discount on Sales | 15753.29 | 18329.75 |
| | Travelling & Conveyance | 418.68 | 275.30 |
| | Auditors' Remuneration - Note no.39(b) | 30.85 | 28.05 |
| | Printing and Stationery | 95.98 | 112.90 |
| | Communication | 76.13 | 76.73 |
| | Advertisement | 631.13 | 617.87 |
| | Farm Forestry | 1785.52 | 1845.79 |
| | Bad Debts written off - Advances & Right to procure bagasse-Impairment | 1875.80 | 4586.82 |
| | Bad Debts written off - Debtors | 7.00 | 14.68 |
| | Provision for Trade Receivables | 40.35 | 391.08 |
| | Provision for Advances & Loans | 4.54 | 13.30 |
| | Provision written back-Advances & Impairment of Right to procure bagasse | (2158.63) | (4586.82) |
| | Provision written back-Debtors | (166.33) | (197.59) |
| | Fair value movement of Biological Assets | 0.00 | 50.42 |
| | Loss on sale/write off of Property, Plant and Equipment | 355.22 | 299.90 |
| | Loss on Foreign Exchange Fluctuations (Net) | 620.02 | 1883.76 |
| | Security Personnel Expenses | 974.38 | 1137.39 |
| | Vehicle Hire Charges | 362.40 | 333.31 |
| | Corporate Social Responsibility (CSR) | 370.85 | 383.00 |
| | Provision for advances | 148.18 | 291.04 |
| | Provision for non moving stores and spares | 0.00 | 14.36 |
| | Write off of Capital WIP | 0.00 | 87.32 |
| | Provision for onerous contract | (1311.83) | 1311.83 |
| | Sitting fee to Directors | 27.75 | 39.50 |
| | Miscellaneous | 1178.36 | 1616.62 |
| | | 52664.57 | 60196.95 |

Notes to the Financial Statements

| Note | Particulars | For the Year ended 31-Mar-24 | For the Year ended 31-Mar-23 |
|-----------|--|---------------------------------|---------------------------------|
| 35 | Corporate Social Responsibility (CSR) Expenditure | | |
| | (a) Gross amount required to be spent by the Company during the year | 350.73 | 75.00 |
| | (b) Amount brought forward from previous financial year | - | 178.30 |
| | (c) Amount spent during the year | 370.85 | 204.70 |
| | (i) construction /acquisition of asset | - | - |
| | (ii) On purposes other than (i) above | | |
| | (a) Education | 126.86 | 80.86 |
| | (b) Healthcare | 13.44 | 7.43 |
| | (c) Social development | - | - |
| | (d) Infrastructure development | 201.59 | 109.21 |
| | (e) Others | 28.96 | 7.20 |
| | Sub-Total (c) | 370.85 | 204.70 |
| | Total (b+c) | 370.85 | 383.00 |
| | Carry forward of CSR spent during the year (as per amendment to section 135 of Companies Act, 2013) | | |
| | (d) Shortfall at the end of the year | - | - |
| | (e) Total of previous years shortfall | - | - |
| | (f) Reason for shortfall | - | - |
| | (g) Details of related party trasnactions * | 335.85 | 383.00 |

* CSR activities has been carried out through "TNPL Arakodai Trust"

36 Income tax

a) Amounts recognized in profit or loss

Tax expense recognized in the Statement of Profit and Loss

(₹ in Lakh)

| Particulars | For the year ended 31-Mar-24 | For the year ended 31-Mar-23 |
|--|---------------------------------|---------------------------------|
| Current Tax on taxable income for the year | 4721.00 | 9927.34 |
| MAT credit entitlement | (806.00) | (9927.34) |
| Deferred tax | 7745.00 | 21489.00 |
| Total Tax Expenses | 11660.00 | 21489.00 |

Notes to the Financial Statements

b) Income tax recognized in other comprehensive income

(₹ in Lakh)

| Particulars | For the year ended 31-Mar-24 | | |
|---|------------------------------|-----------------------|------------|
| | Before Tax | Tax (expense) benefit | Net of tax |
| Remeasurement of defined benefit liability | (1205.41) | (421.22) | (784.19) |
| Fair value of equity investments through OCI | 51.25 | - | 51.25 |
| Effective portion of gain/(loss) on hedging instruments in cash flow hedges | 23.10 | 8.07 | 15.03 |
| | (1131.06) | (413.15) | (717.91) |

| Particulars | For the year ended 31-Mar-23 | | |
|---|------------------------------|-----------------------|------------|
| | Before Tax | Tax (expense) benefit | Net of tax |
| Remeasurement of defined benefit liability | (772.93) | (270.09) | (502.84) |
| Fair value of equity investments through OCI | 3.15 | - | 3.15 |
| Effective portion of gain/(loss) on hedging instruments in cash flow hedges | (34.00) | (11.88) | (22.12) |
| | (803.78) | (281.97) | (521.81) |

c) Reconciliation of effective tax rate

A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

(₹ in Lakh)

| Particulars | For the Year ended 31-Mar-24 | For the Year ended 31-Mar-23 |
|---|------------------------------|------------------------------|
| Profit before tax | 32476.31 | 60276.00 |
| Income tax rate | 34.944% | 34.944% |
| Current tax expenses on Profit before tax | 11348.52 | 21062.85 |
| Tax effect of: | | |
| Permanent disallowances | | |
| CSR Expenditure / Capital WIP / Interest u/s 234C | 153.04 | 299.07 |
| Temporary differences | | |
| Adjustment under section 43B | 185.99 | (445.42) |
| Other temporary difference | 11320.97 | 21635.35 |
| Total income tax expense/(credit) | 11660.00 | 21489.00 |
| Effective tax Rate | 35.90% | 35.65% |

Notes to the Financial Statements

- d)** The Taxation Laws (Amendment) Act, 2019 has inserted Section 115BAA of the Income Tax Act, 1961, whereby a domestic company has an irrevocable option of exercising for a lower corporate tax rate along with consequent forego of certain tax deductions and incentives, including accumulated MAT credit eligible for set-off in subsequent years.

The company has still not exercised this option considering the accumulated MAT Credit and additional depreciation available for set-off and continues to evaluate the benefit of exercising the option for a lower corporate tax rate. Pending exercising of the option, the company continues to recognize the taxes on income for the year ended March 31, 2024 as per the earlier provisions.

37 Leases

A) Leases as lessor

i) Investment Property

The Company leases out its investment property and buildings on operating lease basis and future minimum lease receivable out of Investment property under non-cancellable lease as at 31st March is as follows:

(₹ in Lakh)

| Particulars | For the year 31-Mar-24 | As at 31-Mar-23 |
|----------------------------|---------------------------|--------------------|
| Within one year | 72.57 | 117.47 |
| Between one and five years | 12.09 | 58.74 |
| More than five years | - | - |
| | 84.66 | 176.21 |

ia) Amounts recognized in the statement of profit and loss - Grouped under other income (Note 27)

(₹ in Lakh)

| Particulars | For the Year ended 31-Mar-24 | For the Year ended 31-Mar-23 |
|---------------------------------|------------------------------------|------------------------------------|
| Income from Investment property | 97.84 | 117.47 |

ii) Others

The Company leases out its Other properties and buildings on operating lease basis and future minimum lease receivable out them under non-cancellable lease as at 31st March is as follows:

(₹ in Lakh)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|----------------------------|--------------------|--------------------|
| Within one year | 0.49 | 1.20 |
| Between one and five years | 1.25 | 1.29 |
| More than five years | 3.00 | 3.28 |
| | 4.74 | 5.77 |

ia) Amounts recognized in the statement of profit and loss - Grouped under other income (Note 27)

(₹ in Lakh)

| Particulars | For the Year ended 31-Mar-24 | For the Year ended 31-Mar-23 |
|---------------------------------|------------------------------------|------------------------------------|
| Income from Investment property | 6.98 | 5.13 |

Notes to the Financial Statements

B) Leases as lessee

- a) The company has taken Government Lands for lease (Operating lease) for the purpose of captive plantations. The lease period is for thirty years. Incremental rent on year on year basis is applicable till the end of 4th year and thereafter it will be flat and also Buildings on lease to conduct its business in the ordinary course.

i) Future minimum lease payments

At 31st March, the future minimum lease payments to be made under non-cancellable operating leases are as follows.

(₹ in Lakh)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|------------------------------------|--------------------|--------------------|
| Payable in less than one year | 33.56 | 28.19 |
| Payable between one and five years | 60.01 | 72.52 |
| Payable after more than five years | 26.29 | 38.17 |
| Total | 119.86 | 138.88 |

ii) Amounts recognized in the statement of profit and loss - Grouped under other expenses (Note 34)

(₹ in Lakh)

| Particulars | For the year ended 31-Mar-24 | For the year ended 31-Mar-23 |
|--|------------------------------------|------------------------------------|
| Lease expense - minimum lease payments | 42.43 | 39.52 |

- b) In the statement of profit and loss account for the current year, lease expenses included as part of cost of materials consumed is now recognised as depreciation expense for the right-of-use asset and finance cost accrued on lease liability.

The rate of interest implicit in the lease considered based on incremental borrowing rate of 8.75% p.a has been applied to lease liabilities recognised in the balance sheet at the date of initial application.

The following is the movement in lease liabilities during the year ended March 31, 2024:

(₹ in Lakh)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|--|--------------------|--------------------|
| Balance at the beginning | 996.48 | 1616.87 |
| Deletions | (50.29) | - |
| Additions | 216.31 | - |
| Finance cost accrued during the period | 64.25 | 116.99 |
| Payment of Lease Liabilities | (706.27) | (737.38) |
| Balance at the end | 520.48 | 996.48 |
| Lease liability -Non Current | 196.96 | 364.79 |
| Lease liability - Current | 323.52 | 631.69 |

Notes to the Financial Statements

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2024 on an undiscounted basis:

(₹ in Lakh)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|------------------------------------|--------------------|--------------------|
| Payable in less than one year | 425.51 | 707.59 |
| Payable between one and five years | 207.71 | 423.95 |
| Payable after more than five years | 27.31 | 15.71 |

Interest on lease liabilities is ₹ 64.25 lakh (31st March, 2023 - ₹ 116.99 Lakh) for the year ended 31-Mar-24

The total cash outflow for leases is ₹ 706.28 lakh for the year ended 31-Mar-24 (31st March, 2023 - ₹ 737.38 lakh), including cash outflow for short term and low value leases. The Company has lease term extension options that are not reflected in the measurement of lease liabilities.

38. Contingent liabilities and Commitments

(to the extent not provided for)

(₹ in Lakh)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|---|--------------------|--------------------|
| Contingent liabilities | | |
| Claims against the Company not acknowledged as debts | | |
| a) Claims against the company not acknowledged as debts - Statutory Dues | | |
| i) Income-tax | 8343.11 | 8610.09 |
| ii) Wealth Tax | 19.46 | 19.46 |
| iii) Customs Duty | 2919.69 | 2919.69 |
| iv) Excise Duty | 4524.85 | 4309.12 |
| v) CST/VAT | 1172.25 | 1069.62 |
| The disputed demand is on account of various disallowances, tax/duty claims in respect of income tax, wealth tax, excise duty, customs duty and sales tax which are pending before various appellate forums/authorities and courts. Pending resolution of the respective proceedings, it is not practicable for the company to estimate the timing of the cash flow, if any, in respect of above, as it is determinable only on receipt of judgements / decision. | | |
| b) Claims against the company not acknowledged as debts - Others | | |
| i) Corporate Office - Land -Interest demanded by Public Works Dept., Government of Tamil Nadu for the remittance towards cost of the land. There was no delay on the part of TNPL to remit the payment. | 22.80 | 22.80 |
| ii) Land Acquisition Claims -Land acquisition claims for enhanced compensation preferred by Land owners. The compensation was paid as per Government norms. | 16.87 | 16.81 |
| iii) Cess on Land Lease- Perungudi - Wind farm | 60.18 | 60.18 |
| iv) Lease -The Company availed lease finance of 3 MW Wind Mill in the year 2001 with lease rental payable up to 31.03.2007 and has not opted for a secondary lease. Pending the closure of the taxation related matters with the taxation authorities, the lessor has not transferred the assets to the company. | 8.12 | 8.12 |
| v) Chief Electrical Inspector claims interest on Generation Tax for the belated payment towards Generation tax on captive consumption. | 4440.76 | 4285.78 |

Notes to the Financial Statements

38 Contingent liabilities and Commitments (Contd)

(₹ in Lakh)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|--|--------------------|--------------------|
| vi) Tamil Nadu Generation & Distribution Corporation Ltd claims towards various charges for Start-up power, Cross subsidy surcharge, Transmission charge, Compensation Charges, Wind farm-CDM Benefit Sharing & Wind Farm Unutilized Banked units pending before appellate authority and courts. | 428.46 | 1982.27 |
| vii) Differential power tariff compensation to a Sugar Mill due to tariff revision by TANGEDCO citing TNERC Order dated 29.07.2016 in PPAP No.1 of 2011 for the period from August 2007 to November, 2017. Since, the cited TNERC order is specific in nature and not generic as construed by TANGEDCO, the Company has not accepted the claim and has requested the sugar mill to take appropriate legal action against tariff revision by TANGEDCO. | 2800.39 | 2800.39 |
| viii) Third party claims arising from disputes relating to contracts pending before Tribunal/Courts. | 765.37 | 236.07 |
| Note : It is not practicable for the company to estimate the timing of cash outflows, if any, in respect of the above pending resolution of respective proceedings. The company does not expect any reimbursement in respect of the above contingent liabilities. | | |
| c) Revenue sharing agreement under captive plantation | Non-Quantifiable | Non-Quantifiable |
| d) Guarantees issued by the banks on behalf of the Company | 6689.95 | 6289.35 |
| e) Letter of Credit issued by banks on behalf of the Company | 27949.89 | 6366.54 |
| Total | 60162.15 | 38996.29 |
| c) Commitments | | |
| a) Estimated amount of contracts remaining to be executed on capital account and not provided for | 3113.73 | 2424.60 |
| b) Purchase of PCC Chemicals from M/s.OMYA-If the minimum quantity is not lifted and increase in imported input material cost, the Company has to compensate M/s. OMYA as per agreement. | Non-Quantifiable | Non-Quantifiable |
| c) Proposed dividend | 692.11 | 3460.53 |
| Total | 3805.84 | 5885.13 |
| d) Other Commitments | | |
| The Company availed concessional rate of customs duty under Export Promotion Capital Goods (EPCG) license scheme on import of capital goods and spares for which the company is obligated to fulfill export obligation / commitment as on 31.03.2024 amounting to ₹ 18462.36 lakh (Previous Year ₹ 73836.29 lakh). The Company is yet to fulfil the balance export obligations/commitments as on 31.03.2024 and the same is expected to be fulfilled by exports within the permitted time. The company also executed bonds to customs authorities for the customs duty concession availed as per the scheme on import of capital goods and spares amounting to ₹ 28121.84 lakh (Previous year ₹ 31043.09 lakh) | | |

39 Additional Information :

(₹ in Lakh)

| Particulars | For the year ended 31-Mar-24 | For the year ended 31-Mar-23 |
|---|------------------------------------|------------------------------------|
| a) Raw Material Consumption: Bagasse @ | 38185.76 | 42246.64 |
| @ Bagasse is procured both from open market and under barter arrangement with various sugar mills by exchanging fuel/steam. The consumption value of bagasse represents the cost of procurement of bagasse from open market and cost of production of steam/fuel supplied to Sugar Mills in exchange for bagasse, freight, handling charges etc. The cost of bagasse procured on barter is accounted on depithed basis and the same is included in the respective heads of accounts | | |

Notes to the Financial Statements

39 Additional Information : (Contd)

(₹ in Lakh)

| Particulars | For the year ended 31-Mar-24 | For the year ended 31-Mar-23 |
|--|---------------------------------|---------------------------------|
| b) Details of Auditors Remuneration | | |
| a) Statutory audit | 17.00 | 17.00 |
| b) Limited Review | 5.10 | 4.70 |
| c) Tax audit | 3.00 | 3.00 |
| d) Certification fees | 5.75 | 3.35 |
| Total | 30.85 | 28.05 |
| c) Expenditure on Research & Development | | |
| Salaries & Wages | 1169.85 | 747.71 |
| Repairs and Maintenance | 358.25 | 377.70 |
| Depreciation | 79.81 | 70.59 |
| Chemicals | 146.03 | 54.16 |
| Plantation Research | 86.46 | 34.17 |
| Other Expenses | 9.79 | 127.00 |
| Total | 1850.19 | 1411.33 |
| Note: The above items have been included under the respective natural heads of expenditure in Statement of Profit and Loss. | | |
| d) Related parties transactions | | |
| i) Ultimate controlling party | | |
| The ultimate controlling party of the Company is Governor of Tamil Nadu representing Government of Tamil Nadu. | | |
| ii) Transactions with Key Managerial Personnel – Key Management Compensation | | |
| Dr M Sai Kumar, IAS, Chairman and Managing Director | | |
| Tmt Sathya Ananth Chief General Manager (Finance) and Chief Financial Officer | | |
| Tmt Anuradha Ponraj, Company Secretary | | |
| Short-term employee benefits | 167.25 | 104.25 |
| Other Long Term Benefits | 25.79 | 14.64 |
| | 193.04 | 118.89 |
| iii) Sitting fee to Non Executive Directors | | |
| Thiru S Krishnan, IAS @ | 0.65 | 2.70 |
| Thiru C Vijayaraj kumar, IAS @ | 1.65 | 0.65 |
| Thiru T Udhayachandran, IAS @ | 0.65 | - |
| Thiru S Nagarajan, IAS @ | 0.65 | - |
| Thiru J Kumaragurubaran, IAS @ | 0.95 | - |
| Thiru V Arun Roy, IAS @ | 0.65 | - |
| Thiru N Muruganandam, IAS @ | - | 1.70 |
| Thiru Harmander Singh, IAS @ | - | 0.70 |
| Thiru N.Narayanan, IAS (Retd.,) | - | 3.80 |
| Thiru N Sundaradevan, IAS (Retd.,) | 8.70 | 2.85 |
| Thiru M Sathiyavathy, IAS (Retd.,) | 2.50 | 0.00 |
| Thiru V Chandrasekaran | 3.20 | 7.30 |
| Tmt. Soundara Kumar | 0.35 | 5.20 |
| Thiru P B Santhanakrishnan | 5.10 | 7.30 |
| Dr M Arumugam | 5.83 | 7.30 |
| @ Remitted to Govt., | 30.88 | 39.50 |

Notes to the Financial Statements

| Particulars | For the year ended 31-Mar-24 | For the year ended 31-Mar-23 |
|---|---------------------------------|---------------------------------|
| iv) Festival Advance Receivable from Key Management Personnel (KMP) | | |
| Dr M Sai Kumar, IAS, Chairman and Managing Director | 2.63 | - |
| Tmt Sathya Ananth Chief General Manager (Finance) and Chief Financial Officer | 1.53 | 1.43 |
| Tmt Anuradha Ponraj, Company Secretary | 0.52 | - |
| | 4.68 | 1.43 |
| % of Total Employee Advance | 0.85% | 0.32% |
| Note: Interest free Festival Advance paid to all Employees including KMP's payable in 10 equal installments | | |
| v) Employee Benefit Plan where there is significant influence | | |
| TNPL Provident Fund Trust | 2648.04 | 1869.68 |
| vi) TNPL School Society | 746.00 | 518.31 |
| vii) TNPL Arakodai Trust | 335.85 | 383.00 |
| viii) Balance payable to related parties | | |
| a) TNPL Provident Fund Trust | 222.94 | 157.02 |
| b) TNPL School Society | - | 11.50 |
| c) TNPL Arakodai Trust | 49.31 | 14.37 |
| v) Government - related entities: | | |
| The Company is controlled by the Government of Tamil Nadu. The Company have significant transactions with other public sector undertakings, state owned entities, which are also controlled by the Govt., of Tamil Nadu directly or indirectly amounting to ₹ 70605.84 lakh during the financial year 2023-2024 (Previous year ₹ 51008.41 lakh). The transactions with such entities are normal, based on market driven rates at arms length price. | | |

40 (a) The company received a notice from Competition Commission of India (CCI) directing the company to file its objections / suggestions in connection with its findings towards contravention of Provisions of 3(3) read with section 3(1) of the Competition Act, 2002 dealing with price fixation and other related matters. The company has filed its objections and clarifications with CCI on 31.07.2019. It was directed by CCI vide Order dated 22.01.2020 that the hearing in the matter would be notified in due course.

40 (b) The company as part of its initiative to procure bagasse, a key raw material for its manufacturing process has entered into Long Term Supply Agreement and as per the agreements the company had paid ₹7500 Lakh as advances to sugar mills and these agreements are due to expire or due for renewal in September, 2024 and September, 2026. Out of the repayment commitments by these companies to whom advances have been made, an amount of ₹ 2152 lakh became overdue as on 31st March, 2019 and the companies have defaulted in repayment and also based on information from various other sources including the financial information of the company identified that these advances are having high credit risk in the financial year 2018-19. Notwithstanding the unexpired term for fulfilling the supply and repayment obligations by these companies to whom the advances have been made, as a matter of prudence, total amount outstanding from those companies were considered doubtful of recovery accordingly the company provided for the total outstanding advances and other receivables amounting to ₹ 5802.01 Lakh and provided for impairment of the Intangible asset – Right to procure Bagasse amounting to ₹ 1559.29 Lakh. Total provision made for the Receivables from Sugar Mills ₹ 7361.30 lakh. For recovery of dues, the Company filed Petitions under Insolvency and Bankruptcy Code 2016 before the National Company Law Tribunal (NCLT), Chennai Bench.

The Hon'ble NCLT, Chennai Bench, Order dated 18.01.2023 do not provide for payment to unsecured financial creditors and operational creditors including TNPL, the claim against one of the sugar mill is closed as per Insolvency and Bankruptcy Code 2016 and the provision made amounting to ₹ 4586.82 lakh has been written off against the receivables during the financial year 2022-2023.

Notes to the Financial Statements

In another sugar mill, the Hon'ble NCLT, Chennai Bench approved the Scheme that all the Secured Financial Creditors including consortium of lender banks are settled with 9.41% of the admitted claim vide Order dated 12.01.2024. Accordingly, TNPL realized ₹ 269.53 lakh. The provision made in this regard has been reversed and the balance irrecoverable portion of ₹ 2504.95 lakh has been written off as bad debt during the year 2023-2024. Hence, the claim against the sugar mill is closed as per Insolvency and Bankruptcy Code 2016.

Break up for Provision for Advances under 40(b)

(₹ in Lakh)

| Particulars | As at 31-Mar-24 | Provision written off in 2023-2024 | As at 31-Mar-23 |
|--|--------------------|---------------------------------------|--------------------|
| 1. Right to procure bagasse (Note 7) | - | (720.07) | 720.07 |
| 2. Advance to Sugars Mills (Note 10) | - | (1012.94) | 1282.47 |
| 4. Advance to Sugar Mills (Note 15) | - | (525.00) | 525.00 |
| 6. Interest accrued on Loans/Deposits (Note 15) | - | (28.75) | 28.75 |
| 7. Advances for Materials and Services (Note 16) | - | (218.19) | 218.19 |
| | - | (2504.95) | 2774.48 |

41. Financial Instruments and Risk management

A. Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(₹ in Lakh)

| Particulars | Carrying amount as at 31-Mar-24 | | | Carrying amount as at 31-Mar-23 | | |
|---|--|------------------------------------|-------------------|--|------------------------------------|-------------------|
| | Fair value - Hedging instruments | FVOCI - Equity in- struments | Amortized cost | Fair value - Hedging instruments | FVOCI - Equity in- struments | Amortized cost |
| Financial assets measured at fair value | | | | | | |
| Equity securities | - | 115.49 | - | - | 64.24 | - |
| Forward exchange contracts used for hedging | 27.96 | - | - | - | - | - |
| | 27.96 | 115.49 | - | - | 64.24 | - |
| Financial assets not measured at fair value | | | | | | |
| Advances to sugar mills* | - | - | 2965.22 | - | - | 3104.47 |
| Trade receivables* | - | - | 45215.92 | - | - | 33443.53 |
| Cash and cash equivalents* | - | - | 4664.04 | - | - | 11466.65 |
| Other Bank Balances | - | - | 138.37 | - | - | 137.83 |
| Deposits-Other financial assets | - | - | 1780.45 | - | - | 1235.33 |
| Loans* | - | - | 699.86 | - | - | 626.24 |
| | - | - | 55463.86 | - | - | 50014.05 |
| Financial liabilities measured at fair value | | | | | | |
| Lease Liabilities | - | - | 520.48 | - | - | 996.48 |
| Forward exchange contracts used for hedging | - | - | - | 221.86 | - | - |
| | - | - | 520.48 | 221.86 | - | 996.48 |

Notes to the Financial Statements

41. Financial Instruments and Risk magement (continued)

| Particulars | Carrying amount as at 31-Mar-24 | | | Carrying amount as at 31-Mar-23 | | |
|---|----------------------------------|----------------------------|----------------|----------------------------------|----------------------------|----------------|
| | Fair value - Hedging instruments | FVOCI - Equity instruments | Amortized cost | Fair value - Hedging instruments | FVOCI - Equity instruments | Amortized cost |
| Financial liabilities not measured at fair value | | | | | | |
| Borrowings | - | - | 179618.12 | - | - | 186081.43 |
| Trade payables | - | - | 105619.49 | - | - | 128186.51 |
| Interest accrued but not due | - | - | 869.30 | - | - | 1010.15 |
| Security Deposits from customers/contractors | - | - | 10694.74 | - | - | 11671.50 |
| Employee related Liabilities | - | - | 3109.31 | - | - | 4504.48 |
| Unpaid Dividend | - | - | 89.30 | - | - | 93.14 |
| Creditors for Capital Goods | - | - | 2225.17 | - | - | 3306.94 |
| | - | - | 302225.43 | - | - | 334854.15 |

The following table shows the valuation techniques used in measuring Level 2 and Level 3 fair values for financial instruments measured at fair value in the balance sheet, as well as the significant unobservable inputs used.

(₹ in Lakh)

| Particulars | Fair value - 31-Mar-24 | | | Fair value - 31-Mar-23 | | |
|---|------------------------|---------|---------|------------------------|---------|---------|
| | Level 1 | Level 2 | Level 3 | Level 1 | Level 2 | Level 3 |
| Financial assets measured at fair value | | | | | | |
| Equity securities | 115.49 | - | - | 64.24 | - | - |
| Forward exchange contracts used for hedging | 27.96 | - | - | - | - | - |
| | 143.45 | - | - | 64.24 | - | - |
| Financial liabilities measured at fair value | | | | | | |
| Lease Liabilities | - | 520.48 | - | - | 996.48 | - |
| Forward exchange contracts used for hedging | - | - | - | 221.86 | - | - |
| | - | 520.48 | - | 221.86 | 996.48 | - |

* The Company has not disclosed the fair values for financial instruments such as trade receivables, cash & cash equivalents and Loans, Borrowings, Trade payables, because their carrying amounts are a reasonable approximation of fair value.

Notes to the Financial Statements

41. Financial Instruments and Risk management (continued)

B. Measurement of fair values

i. Valuation techniques and significant unobservable inputs

| Type of Financial instruments | Valuation technique | Significant unobservable inputs |
|--|--|---------------------------------|
| Financial instruments measured at fair value | | |
| Equity securities | Forward pricing: The fair value is determined using quoted market rates at the reporting date. | Not applicable |
| Forward exchange contracts | Forward pricing: The fair value is determined using quoted market rates at the reporting date. | Not applicable |

C. Financial risk management

The company has exposure to the following risks arising from financial instruments:

- Credit Risk (see (C)(ii));
- Liquidity Risk (see (C)(iii)); and
- Market Risk (see (C)(iv)).

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company's activities.

The Company's audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

ii. Credit Risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from customers and loans. The carrying amounts of financial assets represent the maximum credit risk exposure.

Trade receivables and loans

The company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base.

The company has established a credit policy under which each new customer is analyzed individually for creditworthiness before the company's standard payment and delivery terms and conditions are offered. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the management of the company.

The company limits its exposure to credit risk from trade receivables by establishing a maximum payment period of 90 days for customers. More than 85% of the company's customers have been transacting with the company for over four years, and none of these customers' balances are credit-impaired at the reporting date.

Notes to the Financial Statements

41. Financial Instruments and Risk management (continued)

Details of customers who owed more than 10% of Total Receivables

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|---|--------------------|--------------------|
| Number of customers who owed more than 10% of the total receivables | 1 | NIL |
| Contribution of customers in owing more than 10% of Total Receivables | 38.50% | NA |

Provision for Trade Receivable & Advances :

a) Provision for Trade Receivables

(₹ in Lakh)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|--|--------------------|--------------------|
| Balance at beginning of the year | 2217.20 | 2023.70 |
| Add: Provision recognised in the year | 44.90 | 391.08 |
| Less: Amounts recovered / written back during the year | 166.33 | 197.58 |
| Balance as at 31st March | 2095.77 | 2217.20 |

b) Provision for Advances

(₹ in Lakh)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|--|--------------------|--------------------|
| Balance at beginning of the year | 3193.63 | 7424.67 |
| Add: Provision recognised in the year | 148.18 | 304.34 |
| Less: Amounts recovered / written back during the year | 2878.70 | 4535.38 |
| Balance as at 31st March | 463.11 | 3193.63 |

Cash and cash equivalents

The company holds cash and cash equivalents of ₹ 4664.04 lakh at 31 March 2024 (31 March 2023: ₹ 11466.65 lakh). The cash and cash equivalents are held with bank and cash on hand.

Derivatives

The derivatives are entered into with bank as counterparties.

iii. Liquidity Risk

Liquidity risk is the risk that the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation. The company uses process costing to cost its products, which assists it in monitoring cash flow requirements and optimizing its cash return on investments.

iv. Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Notes to the Financial Statements

Currency Risk

The company is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which sales, purchases, receivables and borrowings are denominated and functional currency. The functional currency of the Company is INR. The currencies in which these transactions are primarily denominated are US dollars.

The Company Forex risk management policy is to hedge currency exchange fluctuation and mitigate currency volatility and risks and to avoid uncertainties in cash flows. All foreign currency exposures – financial assets and liabilities and firm commitments (imports) & probable forecast transactions (exports) which are off-balance sheet exposures are covered under FRMP policy. Hedging of trade exposures viz., imports and exports are hedged separately and not on net exposures basis. The company mostly uses forward exchange contracts to hedge its currency risks mostly with the maturity of less than one year from the reporting date. Forward contracts booked to hedge currency risk relating to foreign currency transactions of firm commitments and probable forecast transactions are generally designated as cash flow hedge. All other forward contracts are designated as fair value hedge for the purpose of accounting.

Cash Flow Hedges

The Company holds the following instruments to hedge exposures to changes in foreign currency

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 | As at 31-Mar-24 | As at 31-Mar-23 |
|---|-----------------------------------|--------------------|--------------------|--------------------|
| | Maturity - 1- 6 Months | | | |
| | Foreign currency (in Lakh) | | (₹ in Lakh) | |
| Foreign Currency Risk - Hedged portion | | | | |
| Forward Exchange Contracts | | | | |
| Exports - USD | 47.50 USD | 56.71 USD | 3956.24 | 4694.77 |
| Imports - USD | 75.82 USD | 123.50 USD | 6308.80 | 10203.48 |
| Average INR:USD forward contract rate - Exports | | | 83.2900 | 82.7790 |
| Average INR:USD forward contract rate - Imports | | | 83.2100 | 82.6150 |

Unhedged Foreign Currency Exposures:

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 | As at 31-Mar-24 | As at 31-Mar-23 |
|--|-----------------------------------|--------------------|--------------------|--------------------|
| | Maturity - 1- 6 Months | | | |
| | Foreign currency (in Lakh) | | (₹ in Lakh) | |
| Exports - USD | 24.82 USD | 49.04 USD | 2068.91 | 4025.45 |
| Exports - GBP | 3.26 USD | 0.19 GBP | 345.49 | 18.92 |
| Exports - AED | - | 35.63 AED | - | 796.35 |
| Imports - USD | 29.10 USD | 39.96 USD | 2426.81 | 3282.44 |
| Imports - EURO | 0.75 EURO | 1.88 EURO | 67.46 | 167.94 |
| Imports - SEK | - | 10.34 SEK | - | 82.02 |
| Average INR:USD closing rate - Exports | | | 83.3875 | 82.0844 |

Notes to the Financial Statements

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 | As at 31-Mar-24 | As at 31-Mar-23 |
|---|----------------------------|--------------------|--------------------|--------------------|
| | Maturity - 1- 6 Months | | | |
| | Foreign currency (in Lakh) | | ₹ in Lakh | |
| Average INR:GBP closing rate - Exports | | | 105.9080 | 101.5710 |
| Average INR:AED closing rate - Exports | | | - | 22.3480 |
| Average INR:USD closing rate - Imports | | | 83.3875 | 82.1356 |
| Average INR:EURO closing rate - Imports | | | 89.8667 | 89.4046 |
| Average INR:SEK closing rate - Imports | | | - | 7.9332 |

The amount at the reporting date relating to items designated as hedged items & Hedge instruments are as follows

(₹ in Lakh)

| Particulars | Change in value used for calculating hedge ineffectiveness | Effective portion of Cash flow hedges |
|------------------------------|--|--|
| As at 31-Mar-24 | | |
| Foreign Currency risk | | |
| Exports Sales | - | 9.86 |
| Imports - Materials | - | (21.54) |
| As at 31-Mar-23 | | |
| Foreign Currency risk | | |
| Exports Sales | - | (25.69) |
| Imports - Materials | - | 37.11 |

Reconciliation by risk category of components of equity and analysis of OCI items, resulting from cash flow hedge accounting:

(₹ in Lakh)

| Particulars | Effective portion of Cash flow Hedges | | Total |
|---|--|-------------|--------------|
| | Imports | Exports | |
| Balance as at 01-Apr-23 | 37.11 | (25.69) | 11.42 |
| Changes in fair value | 44.11 | (1.39) | 42.72 |
| Amount reclassified to Statement of Profit and Loss / included in the cost of non-financial items | 81.22 | (27.08) | 54.14 |
| Change in the fair value of the effective portion of the outstanding cash flow hedges | 21.54 | 9.86 | 31.40 |
| Balance as at 31-Mar-24 | 21.54 | 9.86 | 31.40 |

- 42 (a) The penal interest on delayed receipts in terms of the agreement by one of the customer upto March, 2024 amounting to ₹ 2184.41 lakh (upto March, 2023 - ₹ 2100.73 lakh) has not been recognised as income in the books of account pending confirmation by the customer and due to uncertainty of receipt of amount.
- (b) The Parliament of India has approved the Code of Social Security, 2020 which would impact the contribution by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020 and invited suggestions from stakeholders which are under consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified. The Company will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

Notes to the Financial Statements

(c) Other Regulatory Information

- (i) Title deeds of immovable properties not held in the name of the company is disclosed vide Note 4(a) & 4(i)
- (ii) The fair value of Investment Property is disclosed vide Note 4 (i)
- (iii) The company has not done any revaluation of Property, Plant and /equipment during the year
- (iv) The company has not done any revaluation of Intangible assets during the year
- (v) The company has not granted any loans or advances in the name of loan to promoters, directors, KMPs, and other related parties except as disclosed in note no. 39 (e)
- (vi) Aging schedule of Capital work-in-progress is disclosed vide Note 5 (h)
- (vii) There is no Intangible asset under development during the year
- (viii) The company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ix) The company has borrowings against current assets and the statement of current assets are filed with Banks. Reconciliation between current assets filed with Banks and as per books of account are given in Note 13 on a quarterly basis.
- (x) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- (xi) As per the information available on the reporting date, the company does not have any relationship / transactions with struck off companies except as detailed below:

| Name of struck off Company | Nature of transactions with struck-off Company | Balance outstanding (₹ in lakh) | Relationship with the Struck off company, if any, to be disclosed |
|---|--|---------------------------------|---|
| RAMA COMPRINT PRIVATE LIMITED (CIN: U21099TN2002PTC049342) | Receivables - Net Credit balance | (0.16) | Customers, Net Credit balance |

- (xi) As per the information available on the reporting date, the company does not have any relationship / transactions with struck off companies except as detailed below:

| Charge Id | Charge holder Name | Date of Creation | Amount (₹ in Lakh) | Remarks |
|-----------|---------------------|------------------|--------------------|--|
| 90287181 | State Bank of India | 22.12.2005 | 2303.00 | Loan settled. Filing satisfaction charges is in progress |

- (xiii) The Compliance with number of layers of companies is not applicable.

Notes to the Financial Statements

(xiv) Ratios

| Ratio | Numerator | Denominator | 31-Mar-24 | 31-Mar-23 | % change from PY |
|--|---|--|----------------|-----------|------------------|
| Current Ratio (in times) | Total Current Assets | Total Current Liabilities excluding current maturities of Long tem debt | 0.78 | 0.68 | 14.54% |
| Reason for change more than 25% : Not applicable | | | | | |
| Debt-Equity Ratio (in times) | Long Term Debts including current maturities of Long term debt | Total Equity | 0.59 | 0.71 | 16.90% |
| Reason for change more than 25% : Not applicable | | | | | |
| Debt Service Coverage Ratio | Net Profit after tax + Finance costs + Depreciation and amortization expenses | Finance cost - Interest on lease liabilities + Repayments of Term loans excluding pre-closure payment. | 1.42 | 1.99 | -28.74% |
| Reason for change more than 25% : Reduction in Profit due to sluggish market conditions and increase in Long term loan repayments, finance costs and depreciation leads to lower debt service coverage | | | | | |
| Return on Equity | Net Profit after tax | Total Equity (Average) | 10.32% | 21.96% | -53.01% |
| Reason for change more than 25% : Reduction in Net Profit due to sluggish market. | | | | | |
| Inventory Turnover Ratio | Total revenue from operations | Average Inventory | 4.74 | 7.39 | -35.90% |
| Reason for change more than 25% : Reduction in revenue from operations and increase in inventory due to sluggish market conditions. | | | | | |
| Trade Receivable turnover Ratio | Total revenue from operations | Average accounts receivables | 11.93 | 17.50 | -31.82% |
| Reason for change more than 25% : Decrease in Net sales due to reduction in net sales realisation, decrease in sales quantity, increase in sundry debtors due to sluggish market conditions | | | | | |
| Trade payables turnover Ratio | Cost of purchases + Movement in Inventories + Power , fuel and water charges | Average Trade Payables | 2.50 | 2.69 | -7.11% |
| Reason for change more than 25% : Not applicable | | | | | |
| Net capital turnover ratio | Total revenue from operations | Total current assets - Total Current Liabilities excluding current maturities of Long tem debt | (10.05) | (7.11) | -41.39% |
| Reason for change more than 25% : Decrease in Net sales due to sluggish markets conditions. | | | | | |
| Net Profit Ratio | Net Profit after tax | Total Revenue from operations | 4.44% | 7.49% | -40.72% |
| Reason for change more than 25% : Decrease in Net sales due to sluggish markets conditions. | | | | | |
| Return on Capital Employed | Net Profit before tax + Finance cost | Total Equity + Total Non-current liabilities including current maturities of Long term debt | 13.94% | 20.48% | -31.94% |
| Reason for change more than 25% : Decrease in Net sales due to sligghish markets conditions. | | | | | |
| Return on Investment (Shares of IDBI Bank Ltd) | Market value of shares at the end of the year - Market value of shares at the beginning of the year | Market value of shares at the beginning of the year | 76.44% | 5.17% | 1377.44% |
| Reason for change more than 25% : Increase of Market Price of IDBI Bank Ltd and dividend receipts during the FY 2023-24 | | | | | |

Notes to the Financial Statements

- (xv) The compliance with approved schemes of arrangement is not applicable.
- (xvi)(A) The company has not advanced or loaned or invested funds to any persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (xvi)(B) The company has not received any funds from any persons or entities, including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (xvii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (xviii) The company has not traded or invested in Crypto currency or virtual currency during the financial year.

43 Operating segments

A) Basis for segmentation

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Board of Directors (BoD) to make decisions about resources to be allocated to the segments and assess their performance.

The Company has two reportable segments, as described below, which are the Company's strategic business units. For each of the business units the Company's Board of Directors reviews internal management reports on at least a quarterly basis.

B) Information about reportable segments and reconciliations

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Company's Board of Directors. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Notes to the Financial Statements

(₹ in Lakh)

| Particulars | Year Ended 31-Mar-24 | Year Ended 31-Mar-23 | Year Ended 31-Mar-24 | Year Ended 31-Mar-23 | Year Ended 31-Mar-24 | Year Ended 31-Mar-23 |
|---|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | PAPER & BOARD | | ENERGY | | TOTAL | |
| 1 Segment Revenue | | | | | | |
| a) External Revenue * | 468161.25 | 516936.72 | 1121.20 | 1052.40 | 469282.45 | 517989.12 |
| b) Inter Segment Revenue | 0.00 | 0.00 | 59810.92 | 72524.92 | 59810.92 | 72524.92 |
| Sub-Total | 468161.25 | 516936.72 | 60932.12 | 73577.32 | 529093.37 | 590514.04 |
| Reconciliation : | | | | | | |
| Less: Inter Segment Revenue | 0.00 | 0.00 | 59810.92 | 72524.92 | 59810.92 | 72524.92 |
| Sale of products and other operating Income | 468161.25 | 516936.72 | 1121.20 | 1052.40 | 469282.45 | 517989.12 |
| Total revenue from operations | 468161.25 | 516936.72 | 1121.20 | 1052.40 | 469282.45 | 517989.12 |
| 2 Segment Results | | | | | | |
| Segment profit (loss) before income tax | 25058.14 | 71120.21 | (385.56) | (378.41) | 24672.58 | 70741.79 |
| Less: Other unallocable expenditure | | | | | (7803.73) | 10465.79 |
| Segment profit before income tax | | | | | 32476.31 | 60276.00 |
| Segment profit before income tax includes: | | | | | | |
| - Interest Expense | | | | | 22347.91 | 18166.48 |
| - Interest Revenue | | | | | 489.98 | 429.42 |
| - Depreciation and amortisation | 25758.49 | 23185.93 | 3292.21 | 3107.80 | 29050.70 | 26293.73 |
| - Depreciation for unallocated corporate assets | | | | | 65.91 | 65.91 |
| 3 Assets | | | | | | |
| Segment Assets | 546739.01 | 545901.90 | 52971.00 | 54087.71 | 599710.01 | 599989.61 |
| Unallocated Corporate Assets | | | | | 4776.19 | 12317.84 |
| Total segment assets | 546739.01 | 545901.90 | 52971.00 | 54087.71 | 604486.20 | 612307.45 |
| Capital Expenditure (excludes unallocated corporate capital expenditure of ₹342.43 lakh (previous year ₹130.73lakh) | 11306.39 | 142552.20 | 2028.55 | 348.30 | 13334.94 | 142900.50 |
| 4 Segment Liabilities | | | | | | |
| Unallocated Corporate Liabilities | 167208.00 | 186962.16 | 2588.00 | 2586.53 | 169796.00 | 189548.69 |
| Total segment liabilities | 167208.00 | 186962.16 | 2588.00 | 2586.53 | 395514.02 | 417896.82 |

* During the financial year 2023-24, one customer individually contribute to more than 10% of the revenue segment.

Notes to the Financial Statements

Disaggregation of Sales

(₹ in Lakh)

| Particulars | 2023-2024 | 2022-2023 | 2023-2024 | 2022-2023 | 2023-2024 | 2022-2023 |
|-----------------------------------|-------------------|------------|----------------|-----------|-------------------|------------|
| | | | | | | |
| Sales to/through Dealers | 272070.69 | 305231.99 | - | - | 272070.69 | 305231.99 |
| Sales to Govt., /Govt., companies | 69948.49 | 86404.58 | 895.44 | 999.77 | 70843.93 | 87404.35 |
| Sales to Direct Customers | 80748.14 | 71805.13 | 225.76 | 52.63 | 80973.90 | 71857.76 |
| Sales to Rest of the World | 60618.97 | 61573.63 | - | - | 60618.97 | 61573.63 |
| Less: Discounts | (20171.43) | (14345.82) | - | - | (20171.43) | (14345.82) |
| Total Sales | 463214.86 | 510669.51 | 1121.20 | 1052.40 | 464336.06 | 511721.91 |

Geographical information

(₹ in Lakh)

| Particulars | India | | Rest of the world | | Total | |
|-------------|---|------------------|-------------------|-----------------|-----------|------------------|
| | 31-Mar-24 | 31-Mar-23 | 31-Mar-24 | 31-Mar-23 | 31-Mar-24 | 31-Mar-23 |
| | Revenue from Operations - (Rest of the world includes Sales to SEZ - ₹ 5122.04 lakh (Previous Year - ₹ 1085.70 lakh)) | 408663.48 | 456415.49 | 60618.97 | 61573.63 | 469282.45 |

44 General

Amounts have been rounded off to the nearest two decimal points of lakh of rupees.

DR M SAI KUMAR IAS
CHAIRMAN & MANAGING DIRECTOR
(DIN - 03605028)

P B SANTHANAKRISHNAN
DIRECTOR
(DIN - 03213653)

vide our report of even date
For MAHARAJ N R SURESH AND CO LLP
CHARTERED ACCOUNTANTS
Firm Reg. No.:001931S/S000020

SATHYA ANANTH
CHIEF GENERAL MANAGER
(FINANCE) & CHIEF FINANCIAL
OFFICER

ANURADHA PONRAJ
COMPANY SECRETARY
Membership No: A26150

N R SURESH
Partner
Membership No: 021661

Place : Chennai
Date : 24th May, 2024





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