



## 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

Dated: 13<sup>th</sup> September, 2022

To BSE Limited (BSE) Corporate Relationship Department Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street Mumbai- 400001	To National Stock Exchange of India Limited (NSE) Listing Department Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
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**Sub: Regulation 34 - Submission of Addendum to the Notice of  
42<sup>nd</sup> Annual General Meeting (AGM) – Reg.**

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Pursuant to the requirements of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in continuation to the 42<sup>nd</sup> Annual Report for the year 2021-22, we submit herewith the Addendum to the Notice of 42<sup>nd</sup> Annual General Meeting (AGM) of Tamil Nadu Newsprint and Papers Limited for the year ended 31<sup>st</sup> March, 2022, which is annexed herewith for your reference.

This is for your information and records.

Thanking you,  
For Tamil Nadu Newsprint and Papers Limited

Anuradha Ponraj  
Company Secretary

Encl: a/a.



## **TAMIL NADU NEWSPRINT AND PAPERS LIMITED**

Corporate Identification Number (CIN): L22121TN1979PLC007799

Regd. Office: 67, Mount Road, Guindy, Chennai - 600 032  
Tel: 044-22301094-98, 22354415-17; Fax: 044-22350834 & 044-22354614  
Website- [www.tnpl.com](http://www.tnpl.com), E-mail ID – [invest\\_grievances@tnpl.co.in](mailto:invest_grievances@tnpl.co.in)

### **ADDENDUM TO NOTICE OF THE 42<sup>ND</sup> ANNUAL GENERAL MEETING OF TAMIL NADU NEWSPRINT AND PAPERS LIMITED**

An Addendum to the Notice dated 11<sup>th</sup> August, 2022 convening the 42<sup>nd</sup> Annual General Meeting (AGM) of Tamil Nadu Newsprint and Papers Limited is hereby given for the following businesses:

- Appointment of Dr N Sundaradevan, I.A.S., (Retd.)
- Appointment of Thiru R Anand
- Reappointment of Thiru P B Santhanakrishnan
- Reappointment of Dr M Arumugam

to the office of the Director(s) of the Company in the ensuing 42<sup>nd</sup> Annual General Meeting (AGM) of the Company, scheduled to be held on Thursday, 22<sup>nd</sup> September, 2022 through Video Conference ("VC") / Other Audio Visual Means ("OAVM").

#### **Special Business:**

Pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, Notice is hereby given to the members of Tamil Nadu Newsprint and Papers Limited (TNPL) that the Company has

received a notice(s) under Section 160 of the Companies Act, 2013 proposing the candidature of the following persons:

- Dr N Sundaradevan, I.A.S., (Retd.), holding DIN: 00223399
- Thiru R Anand, holding DIN:00243485
- Thiru P B Santhanakrishnan, holding DIN: 03213653
- Dr M Arumugam holding, DIN: 01439166

to the office of the Independent Director(s) of the Company in the ensuing 42<sup>nd</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Thursday, 22<sup>nd</sup> September, 2022 at 10:30 AM (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The aforesaid proposal for the appointment/reappointment would be included for voting by the Members in the remote e-voting facility commencing on Saturday, 17<sup>th</sup> September, 2022 at 9:00 AM (IST) and ending on Wednesday, 21<sup>st</sup> September, 2022 at 5:00 PM (IST) and in the e-voting during the AGM.

As the notice(s) were received subsequent to the issue of the Notice of the 42<sup>nd</sup> Annual General Meeting of the Company, an addendum to the Notice of the 42<sup>nd</sup> Annual General Meeting is being circulated electronically to the members to whom Notice of the 42<sup>nd</sup> AGM has been sent in terms of the provisions of the Companies Act, 2013. Further, as provided for in Rule 13 of the Companies (Appointment and Qualification of Directors), Rules, 2014, the above intention to appoint/reappoint Director(s) has been advertised suitably for the information of all shareholders. Accordingly, the following item of business is added in the aforesaid Notice as Item Nos. 6,7,8 and 9 as a Special Business to be passed as Special Resolution and this addendum shall be deemed to be an integral part of the original Notice dated 11<sup>th</sup> August , 2022 and the notes provided therein. The Notice of the 42<sup>nd</sup> AGM of the Company and the addendum to the Notice is available in the website of the Company viz: [www.tnpl.com](http://www.tnpl.com).

## **SPECIAL BUSINESS**

### **Item No: 6**

#### **Appointment of Dr N Sundaradevan, I.A.S., (Retd.) (DIN: 00223399) as an Independent Director:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act (including any statutory modifications (s) or re-enactment (s) thereof for the time being in force) and provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Articles of Association of the Company, Dr N Sundaradevan, I.A.S., (Retd.) (holding DIN: 00223399) who was appointed as an Additional (Independent) Director by the Board of Directors with effect from 12<sup>th</sup> September, 2022 and whose term of office expires at this date of the 42<sup>nd</sup> Annual General Meeting (AGM) 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 an Independent Director of the Company and who has submitted a declaration that he meets the Criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three (3) consecutive years commencing from 12<sup>th</sup> September 2022 to 11<sup>th</sup> September, 2025, not liable to retire by rotation.”

**Item No: 7**

**Appointment of Thiru R Anand (DIN: 00243485) as an Independent Director:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act (including any statutory modifications (s) or re-enactment (s) thereof for the time being in force) and provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Articles of Association of the Company, Thiru R Anand (holding DIN: 00243485) who was appointed as an Additional (Independent) Director by the Board of Directors with effect from 12<sup>th</sup> September, 2022 and whose term of office expires at this date of the 42<sup>nd</sup> Annual General Meeting (AGM) 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 of for the office of an Independent Director of the Company and who has submitted a declaration that he meets the Criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three (3) consecutive years commencing from 12<sup>th</sup> September 2022 to 11<sup>th</sup> September, 2025, not liable to retire by rotation.”

**Item No: 8**

**Re-appointment of Thiru P B Santhanakrishnan (DIN - 03213653) as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Thiru P B Santhanakrishnan (DIN - 03213653) who was appointed by the members as an Independent Director of the company at the Annual General Meeting held on 18<sup>th</sup> September, 2020 for a term of 3 consecutive years commencing from 19<sup>th</sup> September, 2019 and who being eligible has offered himself for re-appointment 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 and who has submitted a declaration that he meets the Criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the company, to hold office for a term of three (3) consecutive years commencing from 19<sup>th</sup> September 2022 to 18<sup>th</sup> September, 2025, not liable to retire by rotation.”

**Item No: 9**

**Re-appointment of Dr M Arumugam (DIN - 01439166) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Securities Exchange

Board of India (Listing Obligation and Disclosure Requirements), 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Dr M Arumugam (DIN - 01439166) who was appointed by the members as an Independent Director of the company at the Annual General Meeting held on 18<sup>th</sup> September, 2020 for a term of 3 consecutive years commencing from 19<sup>th</sup> September, 2019 and who being eligible, has offered himself for re-appointment 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 and who has submitted a declaration that he meets the Criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the company, to hold office for a term of three (3) consecutive years commencing from 19<sup>th</sup> September 2022 to 18<sup>th</sup> September, 2025, not liable to retire by rotation.”

BY ORDER OF THE BOARD

Place: Chennai

Date: 13<sup>th</sup> September, 2022

ANURADHA PONRAJ  
COMPANY SECRETARY

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), which sets out details relating to Special Business to be transacted at the AGM, is annexed hereto.
2. All the processes, notes and instruction relating to remote e-voting and e-voting during the AGM set out in the Notice of the 42<sup>nd</sup> Annual General Meeting shall mutates-mutandis apply to the Resolutions proposed in this Addendum to the Notice.
3. The documents referred to in the addendum to the notice and the explanatory statement will be available electronically for inspection by the Members during the AGM.

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

As required by Section 102(1) of the Companies Act 2013, the following statement sets out all the material facts relating to the business items mentioned under the accompanying the addendum to the notice dated 13<sup>th</sup> September, 2022.

Note on Directors seeking appointment/reappointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:

### **Profile of Director being appointed/reappointed**

#### **ITEM NO: 6**

#### **Profile of Dr N Sundaradevan, I.A.S., (Retd.)**

The Board of Directors of the Company at their meeting held on 12<sup>th</sup> September, 2022, upon recommendation of the Nomination and Remuneration Committee of Directors, pursuant to the Articles of Association of the company, approved the appointment of Dr N Sundaradevan, I.A.S., (Retd.) (holding DIN: 00223399) as an Additional (Independent) Director of the Company with effect from 12<sup>th</sup> September, 2022.

In terms of Section 160 of the Companies, Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Dr N Sundaradevan, I.A.S.,(Retd.) to be appointed as an Independent Director as per the provisions of the Companies Act, 2013.

As per Section 161(1) of the Companies Act, 2013, (Act) Dr N Sundaradevan, I.A.S., (Retd.) (holding DIN: 00223399) holds office upto the date of the 42<sup>nd</sup> Annual General Meeting. Subsequent to the circulation of the Notice of the forthcoming Annual General Meeting slated on 22<sup>nd</sup> September, 2022, the Company, pursuant to Section 160 of the Companies Act, 2013 has received a notice in writing, from a member of the Company



proposing the candidature of Dr N Sundaradevan, I.A.S., (Retd.) (holding DIN: 00223399) for the office of an Independent Director.

In the opinion of the Board of Directors, Dr N Sundaradevan, I.A.S., (Retd.) proposed to be appointed, fulfills the conditions specified in the Act and Rules made thereunder and submitted declaration fulfilling the criteria of independence provided under section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

Accordingly, an addendum to the notice for appointment of Dr N Sundaradevan, I.A.S., (Retd.) (holding DIN: 00223399) as an Independent Director of the Company, is being circulated to the members not less than 7 days before the meeting in terms of Section 160 of the Companies Act, 2013.

Dr N Sundaradevan, I.A.S., (Retd.) (holding DIN: 00223399) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director.

Note on Dr N Sundaradevan, I.A.S., (Retd.) (holding DIN: 00223399) seeking appointment as an Independent Director as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is as follows:

Name	Dr N Sundaradevan, I.A.S., (Retd.)
DIN	00223399
Date of Birth	2 <sup>nd</sup> September, 1952
Age	70 years
Date of first appointment on the Board	12 <sup>th</sup> September, 2022
Qualification	Master's degree in Chemistry and Ph. D in Sociology (Applied Demography),
Experience/Skill and Expertize	Dr N Sundaradevan, I.A.S., (Retd.) was in Indian Revenue Service as an Income Tax Officer from July 1977 to July 1979 and later joined the Indian Administrative Service.  Dr N Sundaradevan, I.A.S., (Retd.) has more than three decades of experience in administrative services in various departments like District Administration, Civil

	<p>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., (Retd.) 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 Kanniyakumari and Tiruchirapalli, Managing Director of Tamilnadu Textbook Society, Director of Handlooms &amp; Textiles, Secretary of State Election Commission, Officer on Special Duty in Chief Minister's Office, 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 TANGENCO.</p> <p>Currently, Dr N Sundaradevan, I.A.S., (Retd.) 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>
Inter-se Director Relationship	Dr N Sundaradevan, I.A.S., (Retd.) is not having any inter se relation with other Directors of the Company.
Shareholding	Dr N Sundaradevan, I.A.S., (Retd.) does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	Dr N Sundaradevan, I.A.S., (Retd.) is having Directorships and Committee Memberships in the following other Companies:

<b>SI No</b>	<b>Name of the Company</b>	<b>Position</b>	<b>Committee Membership</b>
1.	Jansons Industries Limited	Director	Audit Committee - Chairman
2.	Tamilnadu Petroproducts Limited	Director	Stakeholders Relationship Committee
3.	Manali Petrochemicals Limited	Director	-
4.	State Industries Promotion Corporation of TamilNadu Limited	Director	-
5.	Tamil Nadu Water Investment Company Limited	Director	Audit Committee
6.	TIDEL Park Coimbatore Limited	Director	Audit Committee
7.	Adigaratty Trust, The Nilgiris	Managing Trustee	-
8.	Nilgiri Swami Vivekananda Foundation, The Nilgiris	Trustee	-
9.	Nelikolu Trust, The Nilgiris	Trustee	-

\* Only membership in Audit and Stakeholders Relationship Committee is considered

Listed Companies from which Dr N Sundaradevan, I.A.S., (Retd.) has resigned in the past three years:

<b>SI No</b>	<b>Company</b>	<b>Position</b>
	Nil	

The Board of Directors on the basis of the experience and expertise of Dr N Sundaradevan, I.A.S., (Retd.) considers that his association would be of immense benefit to the Company and recommends this resolution for your approval.

None of the Directors of the Company and their relatives or key managerial personnel and their relatives other than Dr N Sundaradevan, IAS (Retd.) being appointee, is interested or concerned in the resolution.

## **Item No: 7**

### **Profile of Thiru R Anand**

The Board of Directors of the Company at their meeting held on 12<sup>th</sup> September, 2022, upon recommendation of the Nomination and Remuneration Committee of Directors, pursuant to the Articles of Association of the company, approved the appointment of Thiru R Anand (holding DIN: 00243485) as an Additional (Independent) Director of the Company with effect from 12<sup>th</sup> September, 2022.

In terms of Section 160 of the Companies, Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Thiru R Anand to be appointed as an Independent Director as per the provisions of the Companies Act, 2013.

As per Section 161(1) of the Companies Act, 2013, (Act) Thiru R Anand (holding DIN: 00243485) holds office upto the date of the 42<sup>nd</sup> Annual General Meeting. Subsequent to the circulation of the Notice of the forthcoming Annual General Meeting slated on 22<sup>nd</sup> September, 2022, the Company, pursuant to Section 160 of the Companies Act, 2013 has received a notice in writing, from a member of the Company proposing the candidature of Thiru R Anand (holding DIN: 00243485) for the office of an Independent Director.

In the opinion of the Board of Directors, Thiru R Anand proposed to be appointed, fulfill the conditions specified in the Act and Rules made thereunder and submitted declaration fulfilling the criteria of independence provided under section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

Accordingly, an addendum to the notice for appointment of Thiru R Anand (holding DIN: 00243485) as an Independent Director of the Company, is being circulated to the members not less than 7 days before the meeting in terms of Section 160 of the Companies Act, 2013.

Thiru R Anand (holding DIN: 00243485) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

Note on Thiru R Anand (holding DIN: 00243485) seeking appointment as Director as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is as follows:

Name	Thiru R Anand
Age	61 years
Date of Birth	4 <sup>th</sup> June, 1961
Date of first appointment on the Board	12 <sup>th</sup> September, 2022
Qualification	Bachelor of Commerce and Chartered Accountant.
Experience/Skill and Expertize	<p>Thiru. R. Anand has over 20 years' experience in Sundaram Finance Limited, occupying several positions between December 1985 and June 2006. His experience includes Internal Audit, Finalisation of Accounts, representing before Regulators like RBI, SEBI, CBDT Corporate Affairs. He also has three years' experience overseeing Tamil Nadu business operations relating to Vehicle Financing. Last Position held by him was Vice President (Corporate Affairs).</p> <p>Thiru. R. Anand has over 10 years' experience as Partner in Ernst &amp; Young LLP between July 2006 and June 2016 covering Tax and Regulatory aspects of various industries like Financial Services, Real Estate, Auto and Auto components, Media and Entertainment. His speciality areas include NBFC Regulations, Corporate Tax and Foreign Investment and Exchange control regulation and Corporate restructuring.</p> <p>Thiru. R. Anand has advised Domestic groups in restructuring of business to achieve operational and regulatory effectiveness. He has played an Integral part of Lead Advisory engagements attracting private equity and strategic partners in industries covering Pharma, Financial Services and apparel manufacturing.</p>
Inter-se Director Relationship	Thiru R Anand is not having any inter se relation with other Directors of the Company.

Shareholding	Thiru R Anand does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	Thiru R Anand is having Directorships and Committee Memberships in the following other Companies:

SI No	Company	Position	Committee Membership
1.	Jasmine Concrete Exports Private Limited	Director	Audit Committee
2.	Sterling Holiday Resorts Limited	Director	Audit Committee
3.	SK Finance Limited	Director	Audit Committee
4.	Chennai International Centre	Director	-
5.	Nani Palkhivala Arbitration Centre	Director	-
6.	Five – Star Business Finance Limited	Director	

\* Only membership in Audit and Stakeholders Relationship Committee is considered

Listed Companies from which Thiru R Anand has resigned in the past three years:

SI No	Company	Position
Nil		

The Board of Directors on the basis of the experience and expertise of Thiru R Anand considers that his association would be of immense benefit to the Company and recommends this resolution for your approval.

None of the Directors of the Company and their relatives or key managerial personnel and their relatives other than Thiru R Anand being appointee, is interested or concerned in the resolution.

#### **Item No: 8**

#### **Profile of Thiru P B Santhanakrishnan**

Thiru P B Santhanakrishnan (DIN - 03213653) was appointed as an Independent Director of the Company pursuant to approval of the Members under the provisions of

the Companies Act, 2013 through resolution passed at the Annual General Meeting held on 18<sup>th</sup> September 2020 with effect from 19.09.2019 for a term of three years.

In accordance with Section 149(10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.

As per the provisions of Section 149 of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution in their meeting held on 12<sup>th</sup> September 2022, approving re-appointment of Thiru P B Santhanakrishnan as an Independent Director for a second term of three years with effect from 19.09.2022 based on skills, experience, knowledge and performance evaluation. His re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolution.

In the opinion of the Board of Directors, Thiru P B Santhanakrishnan, the Independent Director proposed to be re-appointed, fulfil the conditions specified in the Act and the Rules made thereunder and submitted declarations fulfilling the criteria of independence section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from a member proposing the candidature of Thiru P B Sanathanakrishnan ( DIN - 03213653) to be re-appointed as an Independent Director as per the provisions of the Companies Act, 2013.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

The Board of Directors recommends this resolution for your approval.

None of the Directors of the Company and their relatives or key managerial personnel and their relatives other than Thiru P B Santhanakrishnan, being appointee, is interested or concerned in the resolution.

Note on Thiru P B Santhanakrishnan (holding DIN: 03213653) seeking re-appointment as an Independent Director as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is as follows:

Name	Thiru P B Santhanakrishnan
Age	69 years
Date of Birth	14 <sup>th</sup> November, 1952
Date of first appointment on the Board	19 <sup>th</sup> September, 2019
Qualification	B.Sc., F.C.A
Experience/Skill and Expertize	<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 &amp; ITAT on Corporate /Income Tax/FEMA matters.</p> <ul style="list-style-type: none"> <li>• Director – Tamilnadu Newsprints and Papers Ltd (2019-20 onwards)</li> <li>• Director – Oriental Bank of Commerce ( 2011-14)</li> <li>• Director – CANFIN Homes Limited (Associate of Canara Bank) (2012-16)</li> <li>• Director – Tamilnadu Minerals Ltd (A Govt of India Undertaking) (2016-17 to 2018-19)</li> <li>• Vice President, Indo Australian Chamber of Commerce</li> <li>• Former President, Madras Gymkhana Club</li> <li>• Former Member of the RBI Committee on RTGS ( Real Time Gross Settlement)</li> <li>• Member, Southern India Regional Council of Institute of Chartered Accountants of India ( 1982-1988)</li> <li>• Former Member, Governing Board of PNB Institute of Information Technology, New Delhi</li> <li>• Former Hon. Treasurer, Tamilnadu Tennis Association</li> </ul>
Inter-se Director Relationship	Thiru P B Santhanakrishnan is not having any inter se relation with other Directors of the Company.
Shareholding	Thiru P B Santhanakrishnan does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	Thiru P B Santhanakrishnan is having Directorships and Committee Memberships in the following other Companies:



SI No	Company	Position	Committee Membership
1.	Indo- Australian Chamber of Commerce	Director	-

\* Only membership in Audit and Stakeholders Relationship Committee is considered

Listed Companies from which Thiru P B Santhanakrishnan has resigned in the past three years:

SI No	Company	Position
NIL		

#### Item No: 9

##### Profile of Dr M Arumugam

Thiru Dr M Arumugam (DIN - 01439166) was appointed as an Independent Director of the Company pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolution passed at the Annual General Meeting held on 18<sup>th</sup> September 2020 with effect from 19.09.2019 for a term of three years.

In accordance with Section 149(10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.

As per the provisions of Section 149 of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution in their meeting held on 12<sup>th</sup> September 2022, approving re-appointment of Dr M Arumugam as Independent Director for a second term of three years with effect from 19.09.2022 based on skills, experience, knowledge and performance evaluation. His re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolution.

In the opinion of the Board of Directors, Dr M Arumugam, the Independent Director proposed to be re-appointed, fulfil the conditions specified in the Act and the Rules made thereunder and submitted declarations fulfilling the criteria of independence section 149(6) of the Companies Act, 2013.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from a member proposing the candidature of Dr M Arumugam (DIN - 01439166) to be re-appointed as Independent Director as per the provisions of the Companies Act, 2013.

The Board of Directors recommends this resolution for your approval.

None of the Directors of the Company and their relatives or key managerial personnel and their relatives other than Dr M Arumugam, being appointee, is interested or concerned in the resolution.

Note on Dr M Arumugam (holding DIN: 01439166) seeking appointment as Director as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is as follows:

Name	Dr M Arumugam
Age	59 years
Date of Birth	7 <sup>th</sup> May, 1963
Date of first appointment on the Board	19 <sup>th</sup> September, 2019
Qualification	Ph.D. (Supply chain management), M.B.A., Ph.D. (Artificial Intelligence), M. Tech I.I.T
Experience/Skill and Expertize	<p>Dr. M Arumugam has been in software industry with 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</p>

	<p>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>
Inter-se Director Relationship	Dr. M Arumugam is not having any inter se relation with other Directors of the Company.
Shareholding	Dr. M Arumugam does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	Dr. M Arumugam is having Directorships and Committee Memberships in the following other Companies:

SI No	Company	Position	Committee Membership
1.	Broadline Computer Systems Private Limited	Director	-
2.	Broadline Technologies Private Limited	Director	-
3.	Arsa Energy Private Limited	Director	-

4.	Qtrack Health Systems Private Limited	Director	-
5.	Scion Algae Industries Private Limited	Director	-

\* Only membership in Audit and Stakeholders Relationship Committee is considered

Listed Companies from which Dr. M Arumugam has resigned in the past three years:

SI No	Company	Position
NIL		

**Note: All other items of the Notice dated 11<sup>th</sup> August, 2022 will remain same.**

Registered Office:  
67 Mount Road, Guindy  
Chennai- 600032

BY ORDER OF THE BOARD

ANURADHA PONRAJ

Place : Chennai

COMPANY SECRETARY

Date: 13.09.2022

The above addendum to the Notice & Statement under Section 102 (1) of the Companies Act, 2013 along with Notice dated 11.08.2022 of the ensuing 42<sup>nd</sup> AGM is available on the website of the Company [www.tnpl.com](http://www.tnpl.com)

Further, as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 facility for remote e - voting is available to the members in respect of the aforesaid resolution also on National Securities Depository Limited. (e - voting service provider) website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com)