



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

19th January, 2024

To BSE Limited (BSE) Corporate Relationship Department Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street Mumbai- 400001 BSE Scrip Code: 531426	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 NSE Code: TNPL
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Sub: Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Appointment of Tmt. M. Sathiyavathy, I.A.S., (Retd.), (DIN: 02357307) as Independent Director, TNPL

Further to our letters dated 27th November, 2023, 19th December, 2023 and 20th December, 2023, and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that the shareholders of the Company through Postal Ballot (remote e-voting only) have approved the appointment of Tmt. M. Sathiyavathy, I.A.S., (Retd.), (DIN: 02357307) as Independent Director, TNPL, with requisite majority, as set out in the Notice of Postal Ballot and E-Voting dated 27th November, 2023.

In this connection, please find enclosed Voting Results of aforesaid Postal Ballot (remote e-voting only) along with the Scrutinizer's Report on the Postal Ballot.

The Voting Results along with the Scrutinizer's Report will also be made available on the website of the Company i.e. www.tnpl.com and on the website of Central Depository Services (India) Limited ("CDSL") (e-voting service provider) i.e. www.evotingindia.com.



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We request you to take the above on record and acknowledge the same.

Thanking you,
For Tamil Nadu Newsprint and Papers Limited

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

Encl: a/a.

TAMIL NADU NEWSPRINT AND PAPERS LIMITED

Registered Office: 67, MOUNT ROAD, GUINDY, CHENNAI - 600 032

CIN – L22121TN1979PLC007799

Email: invest_grievances@tnpl.co.in, Web: www.tnpl.com

Phone: 044 - 22354417

Postal Ballot Result is given as under:

Date of the AGM/EGM	Notice of Postal Ballot dated 27 th November, 2023 deemed to have been approved by shareholders on 18 th January, 2024.
Total number of shareholders on record date	48511
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	-
Public:	-
No. of resolution passed in the meeting	1

Below is the resolution wise result of Postal Ballot (remote e-voting only):

Resolution No.1: Appointment of Tmt. M. Sathiyavathy, I.A.S., (Retd.), (DIN: 02357307) as Independent Director, TNPL.

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	24444900	24444900	100	24444900	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		24444900	24444900	100	24444900	0	100
PUBLIC-INSTITUTIONS	E-VOTING	14293353	8758384	61.28	8736707	21677	99.75	0.25
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		14293353	8758384	61.28	8736707	21677	99.75
PUBLIC-NON INSTITUTIONS	E-VOTING	30472347	21038	0.07	20372	666	96.83	3.17
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		30472347	21038	0.07	20372	666	96.83
GRAND TOTAL		69210600	33224322	48	33201979	22343	99.93	0.07

As per the results of Postal Ballot (remote e-voting only), Resolution No. 1 as mentioned above, has been passed as **Special Resolution** with requisite majority by the shareholders of the Company.

FOR TAMIL NADU NEWSPRINT AND PAPERS LIMITED

**ANURADHA PONRAJ
COMPANY SECRETARY**

19th January, 2024

The Chairman & Managing Director
Tamil Nadu Newsprint and Papers Limited,
67, Mount Road,
Guindy,
Chennai - 600 032.

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **Tamil Nadu Newsprint and Papers Limited** on 27th November, 2023, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot process through remote electronic voting in respect of the following resolution:

Reference to the Companies Act, 2013	Type and Description of the resolution
Section 149, 152 of the Companies Act, 2013	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 ("SEBI Listing Regulations") and the Articles of Association of the Company, Tmt. M. Sathiyavathy, I.A.S., (Retd.), (holding DIN:02357307) who was appointed as an Additional (Independent) Director by the Board of Directors with effect from 27 th November, 2023 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 her candidature for the office of an Independent Director of the Company and who has submitted a declaration that she 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 SEBI 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 27 th November, 2023 to 26 th November, 2026, not liable to retire by rotation."

WE REPORT that In accordance with the provisions of the Act and Ministry of Corporate Affairs, Government of India's 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 and General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, and 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"), the Company has sent Postal Ballot Notice dated 27th November 2023 on 20th December, 2023 through electronic mode only to those Members whose e-mail addresses are registered with the Company (in respect of the shares held in physical form) and with their Depositories (in respect of the shares held in Demat Form) and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 1st December 2023 ("Cut-off date").

WE REPORT that the management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to Postal Ballot through remote E- voting only, on the resolution contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for Postal Ballot through remote e-voting only is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the E-voting provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company.

We report that as stated in the notice sent to the members, the Company had fixed 18th January, 2024 as the last date for E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS STANDARD**" in 'English' on 20th December, 2023 and "**HINDU TAMIL THISAI**" in vernacular language 'Tamil' on 20th December, 2023 informing about the despatch of the Postal Ballot Notice and other related matters mentioned therein. We have received E-Voting from the members during the period **20th December, 2023 (9:00 a.m. IST) to 18th January, 2024 (5:00 p.m. IST).**

All the votes exercised upto the closure of working hours **(5:00 p.m. IST)** on Thursday, 18th January, 2024, the last date fixed by the Company for receipt of E-Voting, were considered for our scrutiny.

WE REPORT that all the votes were scrutinized and processed and electronic record containing the Shareholders Name, Address, Folio/Client ID Number, number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We REPORT that out of **48511** Shareholders, we have received valid E-Voting from 178 Shareholders and the details of polling results are given below:

Receipt of Postal Ballot E-Voting	20th December, 2023 (9:00 a.m. IST) to 18th January, 2024 (5:00 p.m. IST)		
Total No. of Shareholders	48511		
Total No. of Shares	69210600		
Particulars	As per Postal Ballot	As per E-Voting	Total
Postal Ballot Forms Received	-	178	178
Less: Invalid Forms	-	0	0
Net Valid Forms	-	178	178

Item No.1: Appointment of Tmt. M. Sathiyavathy, I.A.S., (Retd.), (DIN: 02357307) as Independent Director of the Company.

SPECIAL RESOLUTION

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
163	33201979	99.93

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
15	22343	0.07

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting
NIL	NIL

RESULT:

In accordance with the Companies Act, 2013, as the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

We FURTHER REPORT that as per the notice of Postal Ballot dated 27th November 2023 approved by the Board of Directors on 27th November 2023. The results of the e-voting will be announced by the Chairman and Managing Director or any directors of the Company on or before Monday, 22nd January, 2024. The results of the voting along with the Scrutinizer's Report will be made available on the Company's website i.e. **www.tnpl.com**, the website of CDSL, and also



communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), where the Company's equity shares are listed and be available on their respective websites, i.e., www.bseindia.com and www.nseindia.com.

WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot E-Voting.

Thanking You

Yours faithfully,

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

R

SRIDHARAN

Digitally signed
by R SRIDHARAN
Date: 2024.01.19
11:13:48 +05'30'

**CS R SRIDHARAN
FCS No. 4775
C P No. 3239
PR No. 657/2020
UDIN: F004775E003255880**

Place: Chennai