



## 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

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TNPL - The Corporate Identity Number : L22121TN1979PLC007799

3<sup>rd</sup> September, 2023

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: Regulation 34 - Submission of 43<sup>rd</sup> Annual General Meeting (43<sup>rd</sup> AGM)  
Notice and Annual Report – Reg.**

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Pursuant to the requirements of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the 43<sup>rd</sup> Annual General Meeting (43<sup>rd</sup> AGM) Notice and Annual Report of Tamil Nadu Newsprint and Papers Limited for the year ended 31<sup>st</sup> March, 2023.

This is for your information and records.

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



**43<sup>rd</sup>**  
**Annual Report**  
**2022-2023**

*Where Technology goes hand-in-hand with Nature*



# Board of Directors



Dr. M. Sai Kumar, I.A.S  
Chairman & Managing Director



Thiru S. Krishnan, I.A.S  
Director



Thiru T. Udheyachandran, I.A.S  
Director



Thiru C. Vijayaraj Kumar, I.A.S  
Director



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



Thiru V. Chandrasekaran  
Director



Thiru P. B. Santhanakrishnan  
Director



Dr. M. Anumugam  
Director

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# Company Information

## Board of Directors

**Dr M Sai Kumar, IAS**  
(w.e.f 12.06.2022) Chairman & Managing Director

**Thiru S Krishnan, IAS**  
(Chairman and Managing Director  
w.e.f 10.11.2021 to 12.06.2022  
Director w.e.f 12.06.2022) Director

**Thiru N Muruganandam, IAS**  
(Ceased on 24.05.2023) Director

**Thiru T Udhayachandran, IAS**  
(w.e.f 24.05.2023) Director

**Thiru Harmander Singh, IAS**  
(Retired on 31.10.2022) Director

**Thiru C Vijayaraj Kumar, IAS**  
(w.e.f. 13.02.2023) Director

**Thiru N Narayanan, IAS (Retd.)**  
(Retired on 18.09.2022) Director

**Dr N Sundaradevan, IAS**  
(w.e.f. 12.09.2022) Director

**Thiru V Chandrasekaran** Director

**Tmt Soundara Kumar**  
(Ceased on 30.06.2023) Director

**Thiru P B Santhanakrishnan** Director

**Dr M Arumugam** Director

**Thiru R Anand**  
(w.e.f 12.09.2022 to 20.09.2022) Director

## Compliance Officer

**Tmt Anuradha Ponraj**  
(w.e.f 01.07.2022) Company Secretary

**Thiru B Thamizh Selvan**  
(w.e.f 01.03.2022 to 30.06.2022) Company Secretary

## Registered Office

**CIN** L22121TN1979PLC007799

### FACTORY

Unit I Kagithapuram-639 136,  
Karur District, Tamil Nadu.

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

## 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: mnrsuresh56@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 M Damodaran & Associates  
Company Secretaries in Practice,  
New No.6, Old No.12,  
Appavoo Gramani, 1st Street,  
Mandaveli, Opp. BSNL Office,  
Chennai, Tamil Nadu – 600028.  
Phone No.: 044-43601111  
Email Id: secretarial@mdassociates.co.in /  
Web: www.mdassociates.co.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  
Indus Ind Bank Limited  
IDBI Bank Limited  
Yes Bank Limited  
Indian Overseas Bank  
Tamil Nadu Industrial Investment Corporation Limited (TIIC)  
Export – Import Bank of India  
HDFC Bank Limited



# Highlights 2022-23



- 1 The Revenue from Operations was Rs. 5179.89 crore.
- 2 The Paper production was 420793 MT, equivalent to 105%.
- 3 The Packaging Board production was 168035 MT, equivalent to 84% of capacity.
- 4 Achieved Paper sales of 420793 MT. Domestic Sales accounted for 83% and Exports at 17%.
- 5 The Packaging Board was 167357 MT. Domestic Sales accounted for 96% and Exports at 4%.
- 6 Market Capitalization was Rs 1510.87 Core as on 31st March, 2023.
- 7 420990 MT of Hardwood Pulp, Chemical Bagasse Pulp and Deinked Pulp were produced during the year at Unit - I and Unit - II.
- 8 7454.03 lakh units (Unit I : 5250.12 and Unit II : 2203.91) of power was generated out of which 7432.21 (Unit I : 5248.75 and Unit II : 2183.46) lakh units of power was consumed and 21.82 lakh units (Unit I : 1.37 and Unit II : 20.15) exported.
- 9 The implementation of various water conservation measures resulted in reduced overall consumption of water to 30 KL/per ton of paper which is one of the lowest in the paper industry.

- 10 The Bio-methanation plants have generated methane gas of 89.86 lakh m<sup>3</sup> during 2022-23. The methane gas usage in lime kiln and power boilers reduced the consumption of 5088.90 KL of furnace oil and 432 MT of imported coal.



- 11 The Wind Farms with an installed capacity of 35.50 MW have generated 394.51 lakh Kwh Units of 'Green Power' during the year.



- 12 TNPL is the first and only Company in the Indian Paper Industry to have established 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 system. During the year, the Company has manufactured 214469 MT of cement.



- 13 During the year 2022-23, overall borrowings decreased by Rs. 361.82 crore.



14 The Company received the Greentech International EHS Award 2022 at the 2nd Annual Greentech International EHS Summit 2023 conducted by Greentech Foundation New Delhi in January, 2023.



15 The Company was honoured as "WINNER" in the "Water Stewardship Award" category during the India Corporate Governance and Sustainability Vision Summit 2023 conducted by Indian Chamber of Commerce, Kolkata in February, 2023 at New Delhi.

16 The Company was selected and awarded "1st Sustainable Industrial Practice Award" during the 7th FICCI International Sustainable Conclave 2023 conducted by Federation of Indian Chambers of Commerce and Industry in partnership with Deutsche Gesellschaft für Zusammenarbeit (GIZ) GmbH in February, 2023.



17 The Company was selected and awarded as "Noteworthy Water Efficient Award - Within the Fence" during 16th CII National Awards for Excellence in Water Management 2022 conducted by Confederation of Indian Industry - Triveni Water Institute, New Delhi in September, 2022.

18 The Company's project "Restoration and Conservation of Bio-Diversity and Conservation of High Conservation Value Forest in TNPL Unit II" was selected as the "Most Innovative Environment Project" during CII – Environmental Best Practices Award 2022 in September, 2022.



19 TNPL was selected as "WINNER" under Environment Protection Category" at "22nd Annual Greentech Environment Award 2022" in August, 2022 at Guwahati, for adopting "Circular Economy Model".



20 TNPL was awarded "Green Champion 2021" based on immense contributions made in creating Biodiversity conservation Zone at Mondipatti village Unit II, resulting in the improvement of microclimate & species diversity including improvement in endangered species population such as Grey Slender Loris, instituted by Tamil Nadu Pollution Control Board, Govt. of Tamil Nadu in June 2022.

21 The Company won the First position in the 17th National Award for Excellence in Cost Management 2019 in April, 2022. The Award is given by the "Institute of Cost Accountants of India" (ICWAI) for the best costing practices in the companies.





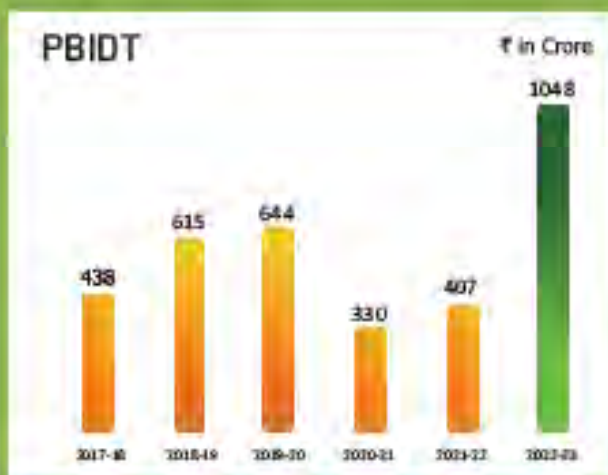
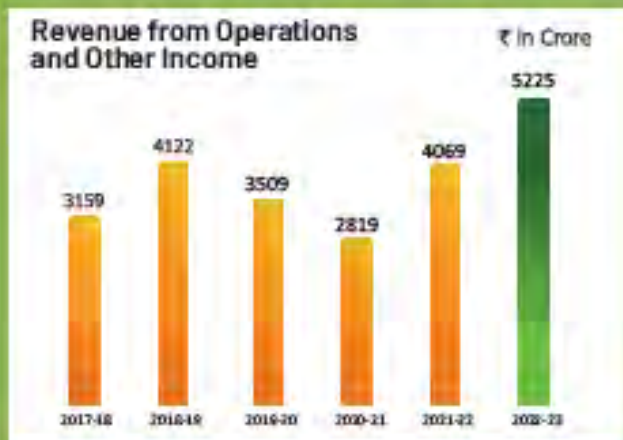
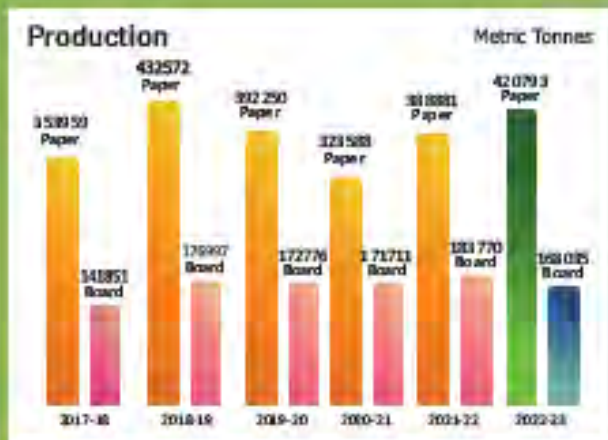
# Financial Highlights-

## 10 Years at a Glance



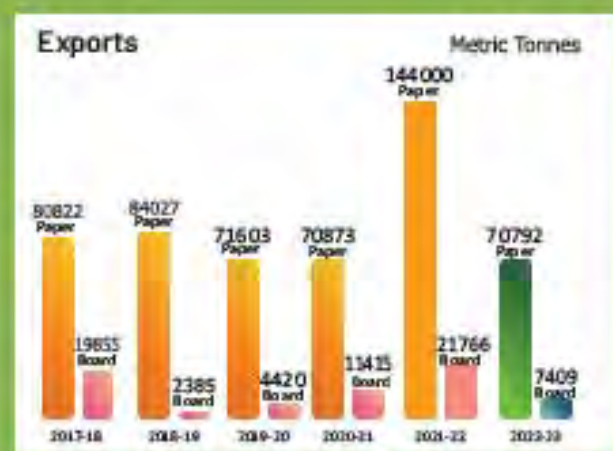
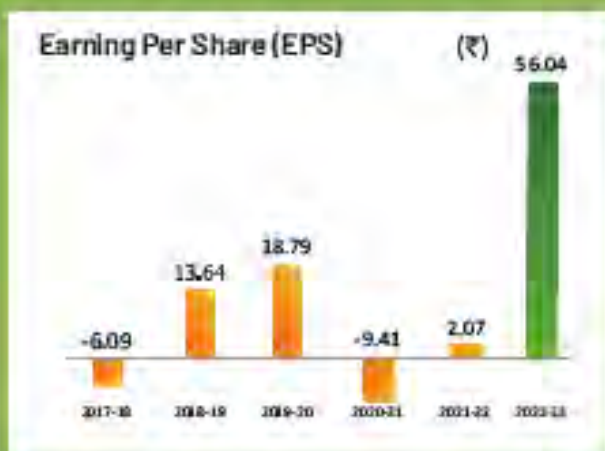
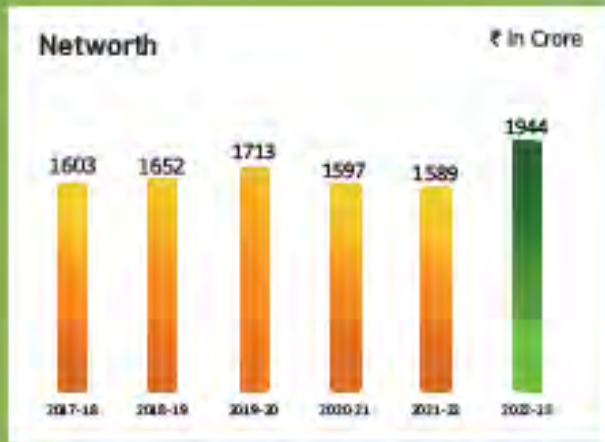
PARTICULARS	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14
<b>Revenue (Rs In Lakhs)</b>										
Revenue from Operations & Other Income	522541	406904	281910	350864	412195	315870	313872	255384	215237	230195
PBIDT	104802	40713	32997	64436	61524	43847	51389	58919	52236	52320
Depreciation & Amortisation	26360	22868	23533	23124	22668	22183	20768	14377	13730	19232
Finance Cost	18166	15642	19333	22259	23336	24463		12185	15493	12821
Profit Before Tax (PBT)	60276	2203	-9869	19053	15520	-2799	30621	32358	23013	20268
Income-tax	21489	770	-3358	6050	6081	1417	4164	6377	6340	4150
Profit After Tax (PAT)	38787	1433	-6511	13003	9439	-4216	26457	25981	16673	16118
<b>Balance Sheet (Rs In Lakhs)</b>										
<b>Equity</b>										
Share capital	6938	6938	6938	6938	6938	6938	6938	6938	6938	6938
Other Equity	187473	151976	152739	164353	158230	153375	163527	144022	113226	107660
Shareholders Fund (Net worth)	194411	158914	159677	171291	165168	160313	170465	150960	120164	114597
<b>Non-Current Liabilities</b>										
Borrowings	106460	160369	194705	121140	124699	145032	165212	193872	136917	63699
Deferred tax liabilities (Net)	33207	21927	21531	25415	22865	22166	20853	23379	35959	31664
Non-Current Liabilities - Others	18029	17172	15902	14324	10847	11039	10523	10044	10133	9154
<b>Current Liabilities</b>										
Borrowings	48739	38215	33635	56749	28314	50857	74259	59040	47528	49040
Current maturities of Long Term borrowings	30883	23679	42823	39871	42851	46669	42871	15777	22121	38772
Current Liabilities - Others	180578	157154	130060	128875	158404	116389	79525	88799	96927	68339
Total Equity and Liabilities	612307	577430	598333	557665	553148	552465	563438	541871	469750	371265
<b>Non Current Assets</b>										
Net Assets including CWP and Intangible Assets	448127	465477	445437	379615	390263	408901	415797	425201	304083	252819
Non-Current investments	64	61	55	28	67	103	107	99	114	114
Non-Current assets others	7687	8394	14132	17371	6494	9839	11502	10025	42119	26931
Current Assets	156429	103498	138709	160651	156324	133622	136032	106545	123433	91400
Total Assets	612307	577430	598333	557665	553148	552465	563438	541871	469750	371265
No. of shares	69210600	69210600	69210600	69210600	69210600	69210600	69210600	69210600	69210600	69210600
Book value Per Share ₹	280.90	229.61	230.71	247.49	238.65	231.63	246.30	218.12	173.62	165.58
EPS ₹	56.04	2.07	-9.41	18.79	13.64	-6.09	38.23	37.54	24.09	23.29
Dividend %	50	40	30	60	75	50	75	75	60	60
Debt (LT/L) to Equity	0.71	1.16	1.49	0.94	1.01	1.20	1.22	1.39	1.32	0.89

# Figures at a Glance





# Figures at a Glance



## Sustainable Technologies



**W**ith usage of Bagasse as a primary raw material, TNPL heralded a new technology in the history of paper making. Though Bagasse (the sugarcane residue), is an alternative raw material for paper making for several years, setting up a Newsprint manufacturing facility using Bagasse was considered a high risk project as the technology was not very successful commercially at that point in time. However, TNPL took up the challenge and commissioned the Bagasse pulping facility during 1985 and demonstrated that quality Newsprint and Fine paper could be made using Bagasse as the primary 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 400,000 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 effluent. The entire bio-gas generated from the bagasse wash water is used in the Lime kiln, replacing Fumace oil.



Paper Machine #3 in TNPL Paper Mill - Unit I



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 employing the latest technology in various 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.

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's mini Cement Plant

*TNPL is 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.*



State of the art Deinked Pulp line in TNPL Paper Mill - Unit I





Board Machine in TNPL Board Plant - Unit II

*TNPL made a foray into the Paper Board segment by establishing its Board Plant (Unit II) for manufacture 200,000 MT per annum of Multilayer Coated Paper Board.*



TNPL's Board Plant - Unit II

TNPL made a foray into an allied segment viz, Paper Board, 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, the first of its kind in the country. It is totally controlled by a state-of-the-art Distributed Control System (DCS) and Quality Control Systems (QCS).

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. 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.





TNPL's Automatic Storage and Retrieval System (ASRS)

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

*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.*



State of the art Hardwood Pulp mill at Board Plant - in Unit II



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.

These new technologies enable the Company 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.



Waste water treatment plant

*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.*



Elemental Chlorine Free (ECF) Bleaching Plant



# Environmental Sustainability



**E**nvironmental 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 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

*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.*

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.



Waste water treatment plant

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/m<sup>3</sup>, 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.

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 the Sustainable Development Goals (SDGs).

*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.*



TNPL generates Biogas from its modern Bio-methanation plant



### 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 1.17 lakh MT of solid wastes including lime sludge, fly ash, lime grids, 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 55% of the total raw material consumed for manufacturing 2.14 lakhs tons of cement in an environmentally friendly way, during the year 2022-23.



View of the Chemical Recovery Boiler in Unit - II

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, 1,70,083 MT of internally generated organic waste such as bagasse pith, wood dust, pulpwood bark etc., which resulted in conservation of 52,902 MT of imported coal.

About 4,26,268 MT of Black liquor solids generated during the year 2022-23 was fired in chemical recovery boiler to produce power and high pressure steam. This has further reduced the consumption of 2,64,031 MT of imported coal.



TNPL's Mini Cement Plant

*Waste management strategies of TNPL are aimed towards circular economy. Solid wastes are being reused in the process either for producing Cement or as fuel in the boiler.*



The state of the art Bio-methanation plant in Paper Mill - Unit I has generated 8985683 m<sup>3</sup> of Bio gas during the year 2022-23 which has resulted in reduction of 5088.90 KL of furnace oil consumption and 432 MT of imported coal in Lime kiln and Power Boiler.

*TNPL, has contributed about 7.0 Lakh tree saplings for planting in various village Panchayats, Town Panchayats, Unions, Municipalities including Karur Corporation.*

### **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.

The Company strengthened its environmental responsibility by raising Green belt through planting of 9.54 lakhs trees in and around the factory premises. During 2022-23, 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







Before removal of Senna spectabilis Invasive Species

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). 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 species present in the plains. During 2022-23 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.



Removal of Senna spectabilis Invasive Species

### Immense contribution in improving the green cover

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

TNPL has contributed about 7.0 Lakh tree saplings for planting in various village Panchayats, Town Panchayats, Unions and Municipalities, including Karur Corporation.



Before removal of Prosopis species



After removal of Prosopis & Planting Micro-Forest by TNPL





Tree planting initiative



Installation of automatic Cloth bag vending machine

**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.

**BIODIVERSITY DEVELOPMENT AND CONSERVATION IN UNIT II**

Details of Flora & Fauna population in the project area:



Abutilon hirtum



Cassia javanica



Euphorbia tortilis

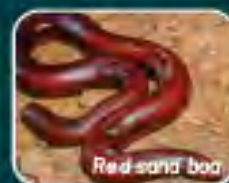
- 123 tree species
- 26 species of shrubs
- 125 species of herbs
- 16 species of grasses
- 35 species of Medicinal plants
- 91 varieties of birds
- 88 varieties of Orthopods
- 16 species of Reptiles
- 10 species Mammals
- 2 Amphibians



Blue-tailed bee-eater



Asian open bill



Red sand boa



# Raw Material Sustainability and Supply Chain Management



## Supply Chain Sustainability through Responsibly Managed Plantations:

TNPL has developed and implemented its plantation programme with the concept of "Think Sustainable and Act Responsible". Being an Environmentally and Socially responsible Company, TNPL developed the unique concept of "Potential Village Combined Cluster Approach" to implement the plantation programmes for attaining self-sufficiency in raw material sourcing. Accordingly, the Company is developing about 22,000 acres of pulpwood plantations every year from 2018 to meet its enhanced pulpwood requirement.

The Company manufactures paper and paper boards using raw material and technology that protects the earth's natural resources for the future generations. The Company is principally committed to address the three gems of environment conservation i.e., Green Production, Resource Conservation and Responsible Waste Management.

The Company is also working to strengthen the socio-economic status of the farming communities by providing assured income through continuous procurement of pulpwood, without any intermediary. The systematic approach towards procurement of pulpwood directly from the tree growers has made it "Wood as Wealth" for the farmers.

## Self-Reliance through Clonal Forestry:

Over the years, there is a boom in shifting towards Clonal Forestry leaving from seedling origin by the paper industries in India which ultimately ensure the availability of raw material within a short span of time. The superior planting material could be produced in a short time with limited resources only through "Clonal Forestry".

TNPL always has a futuristic vision to develop sustainable sources of pulpwood raw material by adopting new technologies in plantations establishment. Hence, the Company had taken an initiative way back in 2007-08 itself by establishing

a state-of the-art Clonal Propagation and Research Center (CPRC) at Kagithapuram with initial production capacity of 10 million plants per annum and later increased it to 32 million plants per annum.



Clonal Forestry scheme

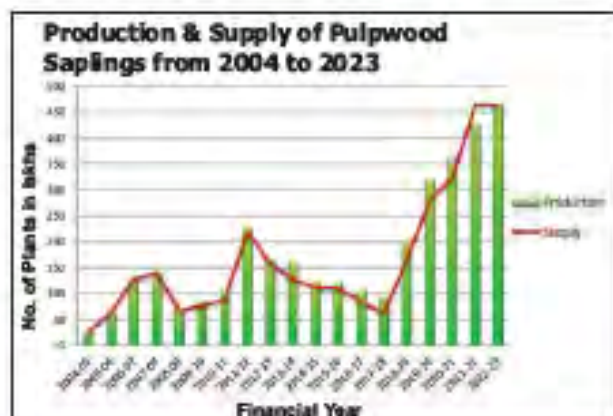
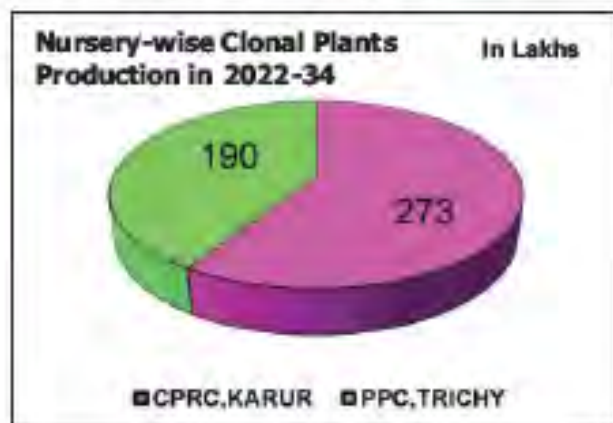
*TNPL is developing about 22,000 acres of pulpwood plantations every year from 2018 to meet its enhanced pulpwood requirement.*



As always ahead, the Company further established a hi-tech Plant Propagation Centre (PPC) at Mondipatti with a capacity of 23 million plants per annum.

Further the Company understood the mantra, that success of any development activity relies on providing quality input material in time. TNPL thus established three decentralized nurseries at Ariyalur, Viluppuram and Pudukkottai Districts from where the processed donal plants are being distributed to the farmer's field in time.

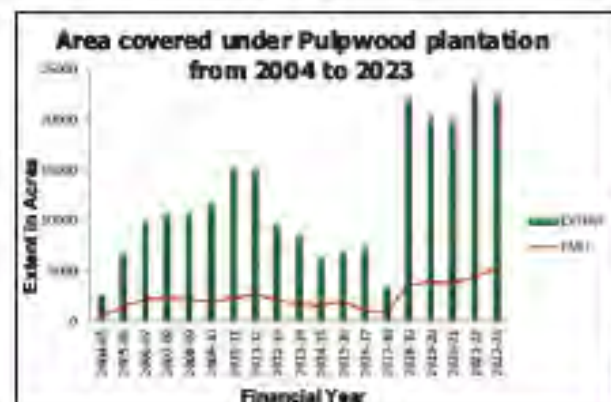
With these additional infrastructure facilities, the Company produced 463.50 lakhs clonal plants and supplied 462.86 clonal plants to the farmer's field during 2022-23. The Company has become the first Indian industry to register the highest ever clonal plants production & supply in a year from its own sources, without any outsourcing. With this achievement, TNPL produced 3394 lakh pulpwood plants and supplied 3169 lakh pulpwood plants to farmer's field over the past 19 years.



**Sustainable Plantation Management:**

The Company's sustainable plantation management system offers a holistic approach to ensure that plantation activities will have social, environmental and economic benefits. Plantation management guided by sustainable approach is at the heart of the Company's business and its operations. By this sustainable management system, the Company not only sources the pulpwood but also conserves value forests and supports local economic development, while planting crores of pulpwood donal plants to harvest the pulpwood on sustained basis.

During 2022-23, the Company established high-yielding donal pulpwood plantations in an extent of 22,495 acres involving 5359 farmers through "Potential Village combined Cluster Approach". Out of this, the short rotation high yielding Casuarina clonal plantations cover 13,396 acres and 9,099 acres under Eucalyptus donal plantations. It is evident that the Company's cluster approach has resulted in achieving more than 90% of its plantations mainly in eight districts i.e., Ariyalur, Pudukkottai, Sivagangai, Cuddalore, Viluppuram, Chengalpattu, Karur and Trichy which help in effective monitoring of plantation with optimum use of resources. In this successful pathway of plantation establishment, the Company registered a cumulative pulpwood plantation in an extent of 2,33,774 acres with active participation of 45738 farmers from 2004 to 2023.







*TNPL has established a hi-tech Plant Propagation Centre (PPC) at Kagithapuram with a capacity of 32 million plants per annum.*

*TNPL has become the first Indian industry to register the highest ever clonal plants production & supply in a year from its own sources, without any outsourcing.*





**Pulpwood procurement from 2004 to 2023**



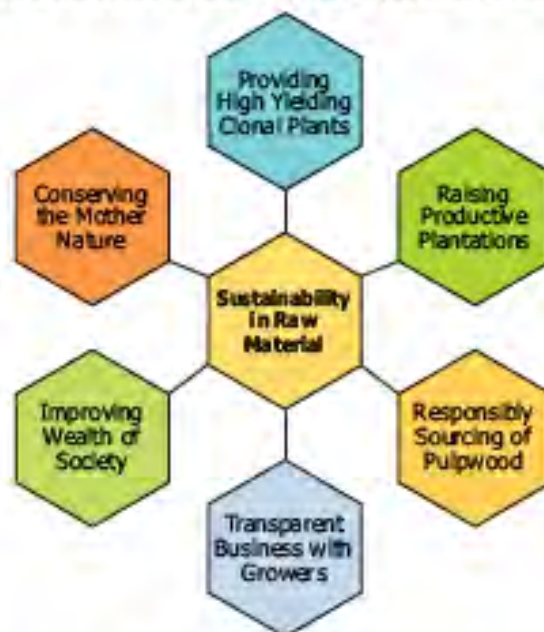
**Raw Material Sustainability:**

To meet the pulpwood requirement at both Paper Mill Unit - I and Board Plant Unit - II, the Company procured about 8,91,502 MT of pulpwood from various sources during 2022-23. As its policy towards farmer's welfare, 60% of the pulpwood (5,33,320 MT) is procured directly from farmers and 34% (3,06,560 MT) from Government sources like TAFORN, Forest Division, NLC, nearby State Corporations and meagre quantity from Open Market sources (51,622 MT - 6%) to explore the pan-India market.

Direct procurement of pulpwood from farmers is a win-win situation for both the industry and the farmers. From 2007-08, about 2.64 million tonnes of pulpwood was procured from farmers directly, without any intermediary through Farm Forestry programme. The districts from where the Company procured pulpwood evidenced the success of its "Potential Village combined Cluster Approach".



**Six Elements of Raw Material Sustainability**



**Research to reach Sustainable Clonal Forestry:**

The Company is committed to focus on sustained availability of raw material through improved genetic and silvicultural aspects with an objective for continuous improvement in productivity per unit area. So far, the Company screened and tested 714 new hybrid clones of Eucalyptus and released three new high yielding short rotation hybrid clones based on outcome of systematic research trials.

The Company understood that the research has to be a continuous process in order to achieve the desired results in plantation development. In line with this, 53 new hybrid Eucalyptus clones and 59 new hybrid Casuarina clones were developed and planted in field trials to screen the site-specific clones. The Company is also focusing its research on developing new high yielding clones of alternate pulpwood species like *Leucaena leucocephala*, *Acacia auriculiformis* and *Gmelina arborea*. It is also carrying out various silvicultural trials like standardization of spacing, optimum nutrient application, etc.



## Embracing CSR: Commitment to society and the environment



TNPL being a socially responsible and caring Company has framed its Corporate Social Responsibility (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 CSR Committee of the Board.

In line with TNPL's CSR policy and the statute, TNPL has been implementing a need-based CSR plan, and development 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 numerous structured developmental activities under various heads viz., Education, Health Care, Community Development and Infrastructure Development, Environment & Soil Quality and Culture & Heritage.

TNPL has carried out the activities in association with Government and Private Hospitals, various

Government bodies, Agricultural Institutions, Veterinary University, Training and Research Centres, Skill Development Institutions, Banks and such other institutions for sustainable development, healthcare and livelihood.

During the financial year 2022 – 2023, TNPL has spent Rs. 204.70 lakhs on various programmes under CSR.

### 1. Healthcare:

TNPL provided medical equipment viz. Oxygen Cylinder B type, Crash Cart Trolley, Laboratory Centrifuge, Water Purifier, Water Heater, Weighing machine, NASG Cloth, Face Masks, N-95 Masks, Hang gloves, Sanitizer and Thermometer etc., to the surrounding Government Hospitals and Primary Health Centres, besides Medical assistance to the needy people by conducting rural medical camps.

*TNPL has been implementing a need-based CSR plan, and development based on the socio-economic indicators, field observations and on the needs of the people assessed during the primary survey.*



Medical Equipment distributed to Primary Health Centre



## 2. Education:

TNPL sponsored meritorious students hailing from the local surroundings to study Diploma in Paper Technology and provided free school education to the children of downtrodden people from nearby villages.



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

## 3. Community Development & Infrastructure Development:

TNPL conducted Skill Development Programmes for increasing the income level and creating self employment viz. Tailoring, Typewriting and Computer classes to the general public and Physical training with expert coaching classes to the surrounding youths for attending Police Constables / Sub Inspector selection in Police Department. Apart from distributing drinking water to the nearby hamlets through pipeline, TNPL has undertaken various Infrastructure development activities like laying paver block, renovation of Govt. buildings and providing LED street lights in various places surrounding TNPL mill.



Tailoring class as part of TNPL's Skill Development training



Computer skills training class underway

## 4. Environment Development:

TNPL distributed saplings and planted trees in the Government land, developed gardens in Government office premises such as Railway Station, District Court and Panchayat areas, creating Miyawaki forest, clearing of bushes and debris in the canal, clearing Karuvelam trees along the Village roads.

## 5. Culture & Heritage:

TNPL provided furniture, amenities and financial assistance to renovate and construct Temple, Church and Mosque and to conduct Cultural development programmes, etc.

All the CSR activities are intended to empower the community to have a healthy and better livelihood to improve the quality of life of the communities in and around its mill.



TNPL organises cultural events for its community

*TNPL conducts Skill Development Programmes with a view to increasing the income level and creating self employment for the members of the community.*



## Corporate Environment Responsibility (CER)

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 2022-23, TNPL Board Plant – Unit II has spent Rs. 67 Lakhs on various programmes under CER

### 1. Education sector:

The Company has provided steel benches with desks to Panchayat Union Primary school, Kalingapatti and also attended to roof leakage repair works of the school.



The Company has arranged a new kitchen besides floor tiles to all class rooms of Panchayat Union Primary school, Alagireddipatti, belonging to K.Periyapatti Panchayat.



*TNPL carries out Corporate Environment Responsibility (CER) activities 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.*





## 2. Healthcare and Medical service

The Company organized a free eye camp at Government High school, Pathiripatti in association with Aravind Eye Hospital, Madurai for the nearby village public. Provided free spectacles to 49 persons and 83 persons were taken to Madurai for free eye surgery.



The Company handed over a cheque for Rs. 2 lakhs to Government Headquarters Hospital, Manapparal for their Hospital Infrastructure development



The Company has constructed and handed over a new toilet building for outpatients' usage at GPHC, Maravanur.



## 3. Socio economic development and security

The Company has organized an awareness programme to Vadukkusepatti Co-operative Milk Society members and provided Aavin's cattle feed pockets to their 482 cattle.



## 4. Environment and sanitation

The Company has planted 400 saplings at Vadukkusepatti pond on world environment day [05.06.2022].



## 5. Culture and Heritage

The Company has carried out various activities under Culture and Heritage.



## 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



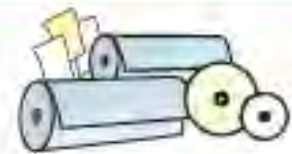
The superior features of TNPL COPIER are Jam free, smooth running and excellent coping qualities. This paper with good stiffness ensures high dimension stability and low drum abrasion. It is available in A3, A4 and A5 sizes and also 70, 75, 80 GSM to cater to different needs of the consumers.

#### 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 Pigmented Paper

TNPL Pigmented Paper is an ultimate extra premium grade from the House of TNPL. This matt finished two-side lightweight coated paper satisfies the



quest of quality conscious printers who want to achieve extraordinary results. This special grade is engineered to generate high print gloss with the technology of soft nip calendaring. The silky surface accentuates all the best results expected out of a printing substrate. This grade is used in applications such as high quality four colour printing jobs, FMCG covers / packets / paper sachet, High colour quality journals, High intense text book printing like medical books and High quality labels, inserts etc.

#### TNPL Printers' Choice

A grade exclusively designed for sheet fed offset printing applications. It is cut in ideal sizes to make it a 'ready to use' commodity for speciality printing jobs in sheet offset. The brightness level and the cool shade delivers outstanding printing results, faithful colour reproduction with precise details. This high smooth surface variety is apt for those who look for a versatile print media to impress perfectionists.

#### 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.



### TNPLEco 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.

### TNPLHi-techMaplitho

A product created to provide a brilliant look and a favourable impression. An ideal substrate for quality multicolour text book printing and calendars, this grade is best suited for computer stationery and Note books. The fine and smooth surface provides faithful image sharpness and exceptional writing pleasure.

### TNPL Green Pal



TNPL Green Pal office papers and notebooks are made from 100% bagasse and recycled pulp, ensuring that not a single tree was cut in the production of our premium office and student stationery. The brilliant shade of this stock ensures optimum brightness level and a soothing visual impact. The engineered fillers used in this grade render high opacity. Though designed for note books, this grade is highly welcomed as home stationery paper.

### 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.





# Product Profile - Paperboard



## 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**



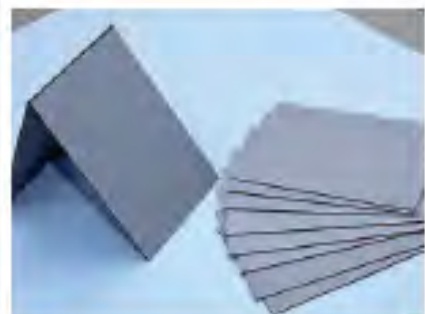
Topside double coated Folding Box Board with bleached virgin chemical pulp on the top, bottom layers and mechanical pulp in the middle layer. Excellent visual appeal with brilliance makes customer's experience a real difference. Its high whiteness uncoated bottom side is suitable for scar free auto filling. 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.





# Sustainability in Energy management



**P**ulp and Paper Industry is an Energy Intensive unit and the Energy cost of this Industry is around 25% of its manufacturing cost. TNPL is taking continual efforts to reduce the carbon footprint. TNPL consumes Bio Fuel, Bio Gas and Black Liquor solids to a larger extent for manufacturing Paper in Unit-I. The Consumption of Bio Fuel, Bio Gas and Black Liquor solids accounts for 43.91% of the total Energy consumed during 2022-23.

(In Lakh Units)

Agro / Internally Generated Waste Fuels Utilised	2022-23 (MT)	2021-22 (MT)
Agro fuel	605	2324
Pith	169663	169267
Wood Dust / bark	420	0
Black Liquor Solids	428268	409184

TNPL Paper Mill – Unit I is operating two Bio-methanation Plants to treat high organic waste water from bagasse handling and storage system to generate Bio Gas under Waste-to-Energy concept. The Bio Gas generated is utilized in the Lime Kiln to replace Furnace Oil. Bio Gas generation for the year 2022-23 is 89.86 Lakh m<sup>3</sup> as against 95.67 Lakh m<sup>3</sup> in the previous year. The Bio Gas usage in the Lime Kiln and power boiler reduced the consumption of furnace oil by 5088.90 KL and that of imported coal by 432 MT.

The installed capacity of the Power Plant in Paper Mill – Unit I is 103.62 MW and Board Plant – Unit II is 50 MW. Power Generation and consumption details are as follows:

	Genera-tion	Self Consumption	Export	Import
<b>2022-23</b>				
<b>Captive power Unit</b>				
- 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
<b>Total</b>	<b>7848.54</b>	<b>8462.82</b>	<b>377.80</b>	<b>1007.83</b>
<b>2021-22</b>				
<b>Captive power Unit</b>				
- Unit - I	5819.45	5984.60	46.82	211.97
- Unit - II	1367.27	1359.98	81.54	74.25
- Wind Farm	407.31	32.40	366.51	8.40
<b>Total</b>	<b>7593.93</b>	<b>7376.98</b>	<b>494.87</b>	<b>294.62</b>

*TNPL is operating two Bio-methanation Plants to treat high organic waste water from bagasse handling and storage system to generate Bio Gas under Waste-to-Energy concept.*



Bio gas is generated by the Bio-methanation Plants



### PAT Cycle-VII for TNPL Paper Mill – 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. Bureau of Energy Efficiency (BEE) celebrated its Foundation Day and Decade of PAT Scheme on 1st March, 2023. Under this event, BEE recognised the outstanding contributions and achievements of Industries under PAT Cycle-II. Top three Performers under each sector were honoured with Certificate of Appreciation and Award. Out of 29 Designated Consumers in Pulp & Paper sector for PAT cycle II, TNPL was awarded as “**Top Performer Designated Consumer for Pulp & Paper Sector of PAT Cycle II under National Mission for Enhanced Energy Efficiency**”.



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.

The Company received 31231 Energy Saving Certificates (EScerts), out of which, 2231 EScerts were sold upto 31st March, 2023 for a value of Rs. 41.05 lakh.

### PAT Cycle-V for TNPL Board Plant – Unit II

TNPL Board Plant - 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.

As per statutory requirement under PAT scheme, Monitoring and Verification Energy Audit was conducted by M/s. PGS Energy Services Private Limited on 14.06.2022.

Totally 2766 EScerts are expected to be received from BEE. Once the process is completed, the Company plans to trade the EScerts in the market.

### ISO - 50001

TNPL made every effort in identifying the Energy Saving Measures in all areas. As a proof of well-established implementation of the Energy Management system with continual improvement of Energy, both the units were certified with ISO-50001-2018 Energy Management System (EnMS). TNPL Paper Mill – Unit I obtained the certification on 25th March, 2021.

*TNPL is taking continual efforts to reduce the carbon footprint. TNPL consumes Bio Fuel, Bio Gas and Black Liquor solids to a larger extent for manufacturing Paper in Unit-I.*







## NOTICE

NOTICE is hereby given that the Forty Third Annual General Meeting of the Members of **Tamil Nadu Newsprint and Papers Limited** will be held on Monday, 25<sup>th</sup> September, 2023 at 12:00 Noon 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 31<sup>st</sup> March 2023, the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2023, 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. Declaration of Dividend:

To declare dividend on equity shares for the year 2022-23.

#### 3. Appointment of Director:

To appoint a Director in the place of Thiru S Krishnan, I.A.S., Director (DIN - 03439632) who retires by rotation and being eligible offers himself for reappointment.

#### 4. Fixation of the 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 (LLP 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., NO./CA.V/COY/TAMIL NADU, TNEWSP(1)/164 dated 26.08.2022.

### 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 31<sup>st</sup> March, 2023 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."

BY ORDER OF THE BOARD

Place : Chennai  
Date : 24.05.2023

**ANURADHA PONRAJ**  
Company Secretary



**NOTES**

1. The Ministry of Corporate Affairs ('MCA') has vide its Circular dated 5<sup>th</sup> May 2020 read with Circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 13<sup>th</sup> January 2021, 5<sup>th</sup> May 2022 and 28<sup>th</sup> December 2022 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular dated 15<sup>th</sup> January 2021, 13<sup>th</sup> May 2022 and 5<sup>th</sup> January 2022 ('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 43<sup>rd</sup> AGM of the Company is being held through VC/ OAVM on Monday, 25<sup>th</sup> September 2023 at 12:00 Noon. (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 No. 5 of the Notice is annexed hereto. The relevant details pursuant to Regulations 36(3) of the SEBI, LODR and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, 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.nsd.com](http://www.evoting.nsd.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 43<sup>rd</sup> 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](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). and to the company by e-mail [atinvest\\_grievances@tnpl.co.in](mailto:atinvest_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](mailto: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 during the business hours of the Company upto 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 March 31, 2015 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 of such shares becoming due to the transferred to the IEPF Account.
10. Shares in respect of which dividend for the year ended 31<sup>st</sup> March, 2010, 31<sup>st</sup> March, 2011, 31<sup>st</sup> March, 2012, 31<sup>st</sup> March 2013 and 31<sup>st</sup> March 2014 and 31<sup>st</sup> March 2015 have been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government in December 2017, November 2018, November 2019, December 2020, December 2021 and November 2022 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 March 31, 2016 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 2014-2015. The unpaid dividend for the financial year 2015-16 (final) will be transferred to the above fund during November 2023. The shares in respect of dividend for the year 2015-16 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 2022-23 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 hardcopy of the same. Members may send their request along with their name and DP ID Client ID/Folio No to [invest\\_grievances@tnpl.co.in](mailto:invest_grievances@tnpl.co.in). The Notice convening the 43<sup>rd</sup> AGM has been uploaded on the website of the company at [www.tnpl.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. Book Closure and Dividend:
  - i. Pursuant to the provisions of Section 91 of the Act and the Listing Regulations, **The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 19<sup>th</sup> September 2023 to Monday, 25<sup>th</sup> September 2023**, both days inclusive. The dividend of Rs. 5/- per equity share of Rs.10 each (i.e. 50%), if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS') on or after Friday, 29<sup>th</sup> September 2023 as under:



**For Shares held in electronic form:**

To all the Beneficial Owners as at the end of the day on **Monday, 18<sup>th</sup> September 2023** 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 **Monday, 18<sup>th</sup> September 2023**.

**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. 1<sup>st</sup> April 2020, Dividend income is taxable in the hands of the shareholders and the Company would be required to deduct tax at source 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%	
Submitting Form 15G / 15H	Nil	Declaration in Form No. 15G (applicable to any 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: <a href="http://www.incometaxindia.gov.in">www.incometaxindia.gov.in</a>
Submitting Order under Section 197 of the Income Tax Act, 1961 (Act)	Rate provided in the Order	Lower/NIL in accordance with tax certificate obtained from tax authority.
Shareholders (eg. LIC, GIC) for whom Section 194 of the Act is not applicable	Nil	Shareholders (eg. LIC, GIC) for whom Section 194 of the Act is not applicable.
Persons covered under Section 196 of the Act, (eg. Mutual Funds, Govt.)	Nil	Documentary evidence that the person is covered under said Section 196 of the Act.

\*Notwithstanding the above, tax would not be deducted on payment of dividend to resident shareholder, if total dividend to be paid in Financial Year 2022-2023 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 [agm@cameoindia.com](mailto:agm@cameoindia.com) by 11:50 PM IST on Monday, 18<sup>th</sup> September 2022. There is also provision to upload the 15G/15H in the web link viz., <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 PAN card allotted by the Indian Income Tax Authorities duly attested by the shareholder or details as prescribed under Rule 378C of Income Tax Rules, 1962 ii. Copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the Country of which the shareholder is a resident. iii. Form 10F duly filled and signed. iv. Self-Declaration from Non Resident, primarily covering the following: <ul style="list-style-type: none"> <li>Non Resident is eligible to claim the benefit of the respective Tax Treaty</li> <li>Non Resident receiving the dividend income is the beneficial owners of such income.</li> <li>Dividend income is not attributable/ effectively connected to any Permanent Establishment (PE) or Fixed Base in India</li> </ul>
Submitting Orders u/s 197 (i.e lower or NIL withholding tax certificate)	Rate provided in the Oder	Lower/NIL withholding tax certificate 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 inter alia inserted the provisions of Section 206AB of the Act with effect from July 01, 2021. The provisions of Section 206AB of the Act require the deductor to deduct tax at higher of the following rates from amounts paid/credited to 'specified person':

- At twice the rate specified in the relevant provision of the Act; (or)
- At twice the rate or rates in force; (or)
- At the rate of 5%

The 'specified person' means a person who has :

- Not filed return of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limits



for filing return of income under Section 139(1) has expired.

- b. Subjected to tax deduction at source in aggregate amounting to Rs. 50,000 or more in each of such two immediate previous years.

The non-resident, who does not have the permanent establishment in India, is excluded from the scope of a specified person.

**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.**

The aforesaid documents, as applicable should be received by email to agm@cameoindia.com or before Monday, 18<sup>th</sup> September 2023 to enable the Company to determine the appropriate TDS withholding tax rate applicable.

No communication on the tax determination/ deduction received post 18<sup>th</sup> September 2023 shall be considered for payment of dividend.

If the tax on the said Dividend is deducted at higher rate in the absence of receipt of or satisfactory completeness of the aforementioned details/ documents by 18<sup>th</sup> September 2023, the shareholder may claim an appropriate refund in the return of income filed with their respective Tax Authorities.

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://incometaxindiafiling.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.

**15 Update of Bank particulars**

**Shares held in physical form:** Members are requested to send the following documents to our Registrar & Transfer Agents, viz., Cameo Corporate Services Limited latest by **Monday, 18<sup>th</sup> September 2023:**

- 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 1<sup>st</sup> 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 ("Registrar") at [agm@cameoindia.com](mailto: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 registrars of the Company at [agm@cameoindia.com](mailto: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 Registrars.

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 / Registrar i.e. Cameo Corporate Services Limited. 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 <https://www.tnpl.com/investors>.
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 Registrar, 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 registrar 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](mailto: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/registrars 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](mailto: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 Monday, 18<sup>th</sup> September 2023 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 **Wednesday, 20<sup>th</sup> September 2023 at 9.00 a.m. (IST) and ends on Sunday, 24<sup>th</sup> September 2023 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 Member (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. Monday, 18<sup>th</sup> September 2023**.

- 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 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 two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman 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 125575 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 43<sup>rd</sup> 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) Monday, 18<sup>th</sup> September 2023. 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 **Monday, 18<sup>th</sup> September 2023 (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](mailto:evoting@nsdl.co.in)/1800-222-990.

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

The remote e-voting period begins on Wednesday, 20<sup>th</sup> September 2023 at 9:00 A.M. and ends on Sunday, 24<sup>th</sup> September 2023 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. Monday, 18<sup>th</sup> September 2023, 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 Monday, 18<sup>th</sup> September 2023.

**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 December 9, 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	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting</li> </ol>

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="text-align: center;">   </div> <div style="text-align: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. 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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<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 &amp; 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. 1800 22 29 90
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 <a href="mailto:evoting@cDSLindia.com">evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33

**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.
4. 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 credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. 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 101456 then user ID is 101456001***

6. 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.

7. 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](http://www.evoting.nsd.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://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](mailto: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 .
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

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

#### **How to cast your vote electronically and join 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 (TNPL) which is 125575 to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you

need to click on "VC/OAVM" link placed under "Join General 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, NRS 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](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.nsd.com](http://www.nsd.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.nsd.com](http://www.evoting.nsd.com) or call on 1800-222-990.

#### **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.
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 December 9, 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.

**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 General 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.

Registered Office :  
67 Mount Road Guindy  
Chennai - 600032

Place: Chennai  
Date: 24.05.2023

BY ORDER OF THE BOARD

**ANURADHA PONRAJ**  
Company Secretary

**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 Director 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 S Krishnan I.A.S.,**

Name	Thiru S Krishnan, I.A.S.,
DIN	03439632
Age	56 years
Qualification	Indian Administrative Service (I.A.S.) B.A (Hons) M. A in Economics
Experience	Thiru S.Krishnan, I.A.S., belongs to the 1989 batch of Indian Administrative Service. He has 32 years of service in various key positions of Government of Tamil Nadu.  Currently Thiru S.Krishnan I.A.S., holds the position of Additional Chief Secretary to Government. Industries Investment Promotion and Commerce Department, Government of Tamil Nadu.
Inter-se Director Relationship	Thiru S.Krishnan, I.A.S., is not having any inter se relation with other Directors of the Company.
Shareholding	Thiru S.Krishnan, I.A.S., does not hold any share in TNPL
Name of other listed Entities appointed / resigned in past three years	Appointed: 1. Titan Company Limited 2. Tamilnadu Petro Products Limited

Directorships and Committee Memberships of other companies	Thiru S.Krishnan, I.A.S., is having Directorships and Committee Memberships in the following Companies/ organizations:
--	--

Sl. No.	Company	Position	Committee Membership
1.	Tamil Nadu Industrial Development Corporation Limited	Chairman	-
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.	Titan Company Limited	Chairman	-
6.	TIDEL Park Limited	Chairman	-
7.	Tamil Nadu Cements Corporation	Chairman	-
8.	Tamil Nadu Petroproducts Limited	Chairman	-
9.	Tamil Nadu Magnesite Limited	Chairman	-
10.	Tamilnadu Trade Promotion Organisation	Chairman	-
11.	Tamil Nadu Startup And Innovation Mission	Chairman	-
12.	Tamil Nadu Minerals Limited	Chairman	-

\* Only membership in Audit and Stakeholders Relationship Committee 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 2022-2023 vide letter No., NO./CA.V/COY/TAMIL NADU, TNEWSP(1)/164 dated 26.08.2022 of the Office of the Comptroller and Auditor General of India

The Board of Directors at their meeting held on 22<sup>nd</sup> September, 2022 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 2022-23 and the Board at their meeting held on 13<sup>th</sup> February 2023 had revised and approved the 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 24<sup>th</sup> May, 2023 have approved the appointment of M/s. S. Mahadevan & Co. Cost Accountants, (Firm Registration No. 000007), as Cost Auditors to conduct the audit of the Cost Accounts of the Company pertaining to Paper, Cement and Energy for the financial year 2022-23 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

Registered Office :  
67, Mount Road, Guindy  
Chennai - 600032

BY ORDER OF THE BOARD

Place: Chennai  
Date: 24.05.2023

**ANURADHA PONRAJ**  
Company Secretary

## BOARD'S REPORT

### TO THE MEMBERS

Your Company's Directors are pleased to present the 43<sup>rd</sup> Annual Report of the Company along with Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2023.

### 1. FINANCIAL RESULTS

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

(₹ in Crore)

Particulars	2022-23	2021-22
Revenue from operations	5179.89	4020.29
Other Income	45.52	48.75
Total Revenue	5225.41	4069.04
<b>Operating Profit (PBIDT/EBIDTA)</b>	<b>1048.02</b>	407.13
Finance cost	181.66	156.42
<b>Gross Profit (PBDT)</b>	<b>866.36</b>	250.71
Depreciation & Amortization expense	263.60	228.68
<b>Profit / (Loss) before tax (PBT)</b>	<b>602.76</b>	22.03
Tax Expense	214.89	7.70
<b>Profit / (Loss) after tax (PAT)</b>	<b>387.87</b>	14.33
Other Comprehensive Income	(5.22)	(1.20)
<b>Total Comprehensive Income (Net of Taxes)</b>	<b>382.65</b>	13.14

The Company has achieved the highest ever total revenue, EBITDA since inception due to the better realization and market condition and also has improved efficiency in all areas of operation. The financial performance is a commendable achievement by the Management.

### 2. DIVIDEND

Your Director's have recommended a dividend of 50% (i.e. Rs.5.00/- per equity share) for the financial year ended 31<sup>st</sup> March, 2023. 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 18<sup>th</sup> September 2023. The cash outgo on the proposed dividend will be Rs. 34.61 Crore.

### 3. TRANSFER TO RESERVES

In the financial year 2021-2022, due to inadequacy available profit the Company has declared dividend @ Rs. 4 per per equity share to the shareholders from the available profit of Rs. 8.69 crore and Rs. 13.35 crore out of free reserve as per The Companies (Declaration and Payment of Dividend) Rule, 2014. Accordingly, the Company has transferred a sum of Rs. 13.35 Crore of General Reserves to Retained earnings during the current year.

During the financial year 2022-23, the Company has transferred a sum of Rs. 300 Crore to General Reserve from Retained Earnings. The Cumulative General Reserve as on 31<sup>st</sup> March 2023 is Rs. 1630.49 Crores.

### 4. PERFORMANCE HIGHLIGHTS OF THE YEAR

#### a. Operations

1. The Company's Revenue from Operations for the year 2022-23 is Rs. 5179.89 crore.
2. Profit before tax is Rs. 602.76 crore and Profit after tax is Rs. 387.87 crore.
3. During the year, the Paper production was 420793 MT.
4. Paper sales during the year was 420793 MT, Domestic Sales accounts for 83% and Exports at 17%.
5. During the year, the Packaging Board plant production was 167035 MT.
6. The Packaging Board sales during the year 2022-23 was 167357 MT. Domestic Sales accounts for 96% and exports at 4%.
7. 312555 MT of Hardwood Pulp (HWP), Chemical Bagasse Pulp (CBP) and Deinked Pulp (DIP) were produced during the year in Unit I. 108435 MT of Hardwood Pulp (HWP) was produced during the year in Unit II. The total pulp produced during the year was 420990 MT.
8. 7454.03 lakh units (Unit I - 5250.12 and Unit II - 2203.91) of power was generated of which 7432.21 lakh units (Unit I - 5248.75 and Unit II - 2183.46) of power was consumed and 21.82 lakh units (Unit I - 1.37 and Unit II - 20.45 exported).



9. The bio-methanation plants have generated methane gas of 89.86 lakh m<sup>3</sup> during 2022-23. The methane gas was consumed in lime kiln and power boilers in replacement of furnace oil 5088.90 KL of furnace oil and imported coal 432 MT of imported coal.
10. Implementation of various water conservation measures resulted in reduced overall consumption of water in Unit I to 30 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 394.51 lakh 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 214469 MT of cement.
13. During the year 2022-23, overall borrowings decreased by Rs. 361.82 crore.
14. Market Capitalization was Rs. 1510.87 crores as on 31.03.2023

**b. Projects Implemented / Under implementations:**

**1. Mill Expansion Plan of TNPL Unit II – Phase One**

In continuation to the trial production commenced at the modern Pulp mill along with Chemical Recovery Island at Unit-II, the pulp production was further optimized and the production was ramped up to the rated capacity. The balance of plants like Chips Processing system, Chemical preparation systems including Chlorine Di-Oxide plant, augmentation of existing Water treatment and Effluent treatment plants were also commissioned, optimized with the pulp mill production rate. The projects implemented under Mill Expansion Plan (MEP) of TNPL Unit II – Phase 1, features latest technology in all the areas with emphasis on least environmental impact and high energy efficiency. A continuous digester is delivering consistent pulp quality with low specific consumption of water, steam and power. The Chemical Recovery Boiler is highly energy efficient

and the Evaporator plant has high steam economy. The latest generation Integrated Chlorine dioxide plant with nil effluent is in operation. A system for collection and incineration of Non-condensable gases, is in operation, to make the mill odour free. These new technologies will further strengthen the company's ambition to maintain the leading position and will enable TNPL to implement second phase of the MEP, for capacity enhancement of Unit II.

**2. Revamp of Steam and Power system in Unit 1**

As part of revamping, the existing steam and power system in Unit I, the old low pressure boilers installed since the mill inception in 1985, are to be retired and replaced. Hence, in order to have reliable supply of utilities like steam and power for the mill operations, this project envisages installation of two high pressure boilers with steam generation of 125 tph each, at 105 at a, 515 °C, along with a TG of 40 MW.

The Revamping of Steam and Power System (RSPS) # 2, though initiated in the year 2019, was kept in abeyance due to onset of the COVID pandemic. However, the project implementation is now proposed to be taken up and shall be carried out in a phased manner, for a seamless integration of the RSPS # 2 with the existing coal feeding systems and Steam and Power distribution systems. The work is estimated to be completed within 24 months considering long procurement lead times and the installation periods. Considering the availability of Environment Clearance by June 2023, the project can be taken up thereafter and completed by end June 2025.

**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](http://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. 14.72 Crore on R&D activities during the year.

**e. Awards**

The company received the following awards and accolades during the year:

**a. INTERNATIONAL AWARD:**

- ❖ The Company received the Greentech International EHS Award 2022 at 2<sup>nd</sup> Annual Greentech International EHS Summit 2023 conducted by Greentech Foundation, New Delhi in January 2023 at Panaji, Goa.

**b. NATIONAL AWARDS:**

- ❖ The Company was honored as “WINNER” in the “Water Stewardship Award” category during India Corporate Governance and Sustainability Vision Summit 2023 conducted by Indian Chamber of Commerce, Kolkatta in February 2023 at New Delhi.
- ❖ The Company was selected and awarded as “1<sup>st</sup> Sustainable Industrial Practice Award” during the 7<sup>th</sup> FICCI International Sustainable Conclave 2023 conducted by Federation of Indian chambers of commerce and industry in partnership with Deutsche Gesellschaft für Zusammenarbeit (GIZ) GmbH in February 2023.
- ❖ The Company was been selected and awarded as “Noteworthy Water Efficient Award - Within the Fence” during 16<sup>th</sup> CII National Awards for Excellence in Water Management 2022 conducted by Confederation of Indian Industry - Triveni Water Institute, New Delhi in September 2022.

- ❖ The Company’s project “Restoration and Conservation of Bio-Diversity and Conservation of High Conservation Value Forest in TNPL Unit - II” was selected as “Most Innovative Environment Project” during CII – Environmental Best Practices Award 2022 in September 2022.
- ❖ The Company was selected as “WINNER” under Environment Protection category” at “22<sup>nd</sup> Annual Greentech Environment Award 2022” in August 2022 at Guwahati for adopting “Circular Economy Model in TNPL
- ❖ The Company, was awarded as “Green Champion 2021” Board based on immense contributions made in creating Bio Diversity conservation Zone at Mondipatti village, resulting in the improvement of microclimate & species diversity including improvement in endangered species population such as Grey Slender Loris instituted by Tamil Nadu Pollution Control Board, Government of Tamil Nadu in June 2022.
- ❖ The Company was won First position in the 17<sup>th</sup> National Award for Excellence in Cost management 2019 in April 2022. The Award is given by the “Institute of Cost and Works Accountants of India” (ICWAI) for the best costing practices in the companies.

**5. MARKET TRENDS AND OUTLOOK**

Having successfully overcome the Challenges Posed by The Covid-19 Pandemic, the last year was an unprecedented year for Indian and the Global Economy. Paper Industry, being closely linked with the economy has had an unprecedented year too.

The entire paper Industry benefited from the release of pent up demand, post COVID-19. The company could achieve Zero Stocks of paper at Unit- I, for the second consecutive year and carry minimum inventory of Board at Unit- II. The year was good for the Writing & Printing segment of the Paper Industry, with demand continuing to be strong through out the year. However, demand has slowed down for both printing & writing and packaging segment of the Paper Industry in the current year. The new pulp mill was commissioned in the 1<sup>st</sup> quarter of the year giving



the much needed relief in terms of self-sufficiency for the hardwood fiber at the Packaging board Unit. This led us to shift to making 100% virgin grade during the year, with focus on the fast – growing high value added cup stock segment, which uses more of our home hardwood pulp.

Educational demand of paper is cyclic which leads to periods of low demand and very high demand. Since customer demands are specific made to order sizes and additionally demand forecasting is poor, a lot of inventory accumulation and price corrections happen during the lean periods. Considering this typical nature of the market, your company has started to increase its focus towards industrial uses of paper which will ensure that there is a more uniform off-take of paper during the entire year. The Company has developed certain grades of industrial papers like sublimation papers, Cup Stocks and papers for offline coating applications to ensure greater regularity of demand. Increased focus is being put to ensure higher penetration in these segments.

Efforts are also on to improve the sales realisations of different varieties of paper made by the company by optimizing the product and locational mix. Regular evaluation of the distribution network and appointment of new distributors is being done. Increased focus is being laid on greater financial discipline and control measures as well as timely collection of receivables.

On an overall basis the year ended on an optimistic note. Demand in the Printing & Writing segment has slowed down in the current year. Supplies from Imports are aplenty. This points to the next year being a subdued one. However, startup of the new pulp mill will help to enrich the product mix and to optimise cost.

Per capita consumption of paper is low in India, in comparison to the world average. Even if there is a slight uptick in the per capita consumption of the paper in India, the growth for paper and packaging board is expected to be good.

With greater focus on “Make in India” we expect exports of paper and converted paper products to be robust in future. A strong and robust domestic

demand coupled with strategic exports of both paper and converted paper products augers well for the Indian Paper industry. The company is well positioned to take full advantage of this bright future outlook.

**6. DIRECTORS & KEY MANAGERIAL PERSONNEL**

The details of Directors/ Key Managerial Personnel (KMP) who were appointed or have ceased to be Director/KMP of the Company during the year 2022-23 are as follows:

Sl. No.	Name of Director/KMP	Date of Appointment / Cessation	Appointment / Cessation
1.	Dr M Sai Kumar, I.A.S.,	12.06.2022	Appointed as Chairman and Managing Director
2.	Thiru S Krishnan, I.A.S.,	12.06.2022	Ceased as Chairman and Managing Director
3.	Thiru S Krishnan, I.A.S.,	12.06.2022	Change in Designation from Chairman and Managing Director to Non-Executive Director
4.	Dr N Sundaradevan, I.A.S., (Retd.)	12.09.2022	Appointed as Independent Director (1 <sup>st</sup> Term)
5.	Thiru R Anand	12.09.2022	Appointed as Independent Director (1 <sup>st</sup> Term)
6.	Thiru N Narayanan, I.A.S., (Retd.)	18.09.2022	Ceased as Independent Director (2 <sup>nd</sup> Term)
7.	Dr M Arumugam	19.09.2022	Appointed as Independent Director (2 <sup>nd</sup> Term)

Sl. No.	Name of Director/KMP	Date of Appointment / Cessation	Appointment / Cessation
8.	Thiru P B Santhanakrishnan	19.09.2022	Appointed as Independent Director (2 <sup>nd</sup> Term)
9.	Thiru R Anand	20.09.2022	Ceased as Independent Director (1 <sup>st</sup> Term)
10.	Thiru Harmander Singh, I.A.S.,	31.10.2022	Ceased as Director
11.	Thiru C Vijayaraj Kumar, I.A.S.,	13.02.2023	Appointed as Director
12.	Tmt Anuradha Ponraj	01.07.2022	Appointed as Company Secretary
13.	Thiru B Thamizh Selvan	30.06.2022	Ceased to be Company Secretary

As on 31<sup>st</sup> March, 2023, your Company has nine (9) Directors out of whom five are Independent and other three are Government Nominee Directors. The remaining one is Chairman and Managing Director.

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

The three Government Nominee Directors are appointed in replacement for existing Government Nominees only during the financial year whose appointments have to be confirmed in the Annual General Meeting. The remaining one director i.e. Chairman and Managing Director is not liable for retirement by rotation as per Article 141 of the Articles of Association of the Company.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles Association of the Company, Thiru S Krishnan, 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 2022-23.

### 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereinafter referred to as SEBI Regulations. 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.

During the year, eight meetings of the Board and Seven 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 Regulations.

### 6.4 Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI Regulations, 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 31<sup>st</sup> March, 2023. The guidance note dated



January 5, 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 31<sup>st</sup> March 2023. The Directors expressed their satisfaction with the evaluation process.

## 7. Internal Complaints Committee

The Company has constituted an Internal Complaint Committee (ICC) in accordance with Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal).

1. Tmt R. S. Tamilarasy, Senior Manager (Lab) – Presiding Officer
2. Thiru K. S. Sivakumar, Senior Manager – HR / Member
3. Tmt R Suchitradevi, Officer – HR / Member
4. Tmt Revathi Janakeraman, Founder /CEO, CWEO – Member representing NGO

The above members are amongst employees preferably committed to the cause of women or who have had experience in social work or have legal knowledge. During the year under review, there were no complaints referred to the committee and no complaints were pending for action.

## 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 2022-23.

### 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 2022-23. The cost audit report for the year 2022-23 will be submitted to the Central Government before the due date. Cost Audit report for the financial year 2021-22 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. M Damodaran & Associates, LLP, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the company for the Financial Year 2022-23. 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 31<sup>st</sup> March, 2023.

## 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 COMMITTEE/ FRAMEWORK

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 as per the requirements 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 7 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](http://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. 15,70,230/- (Rupees Fifteen Lakhs Seventy Thousand Two Hundred and Thirty 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

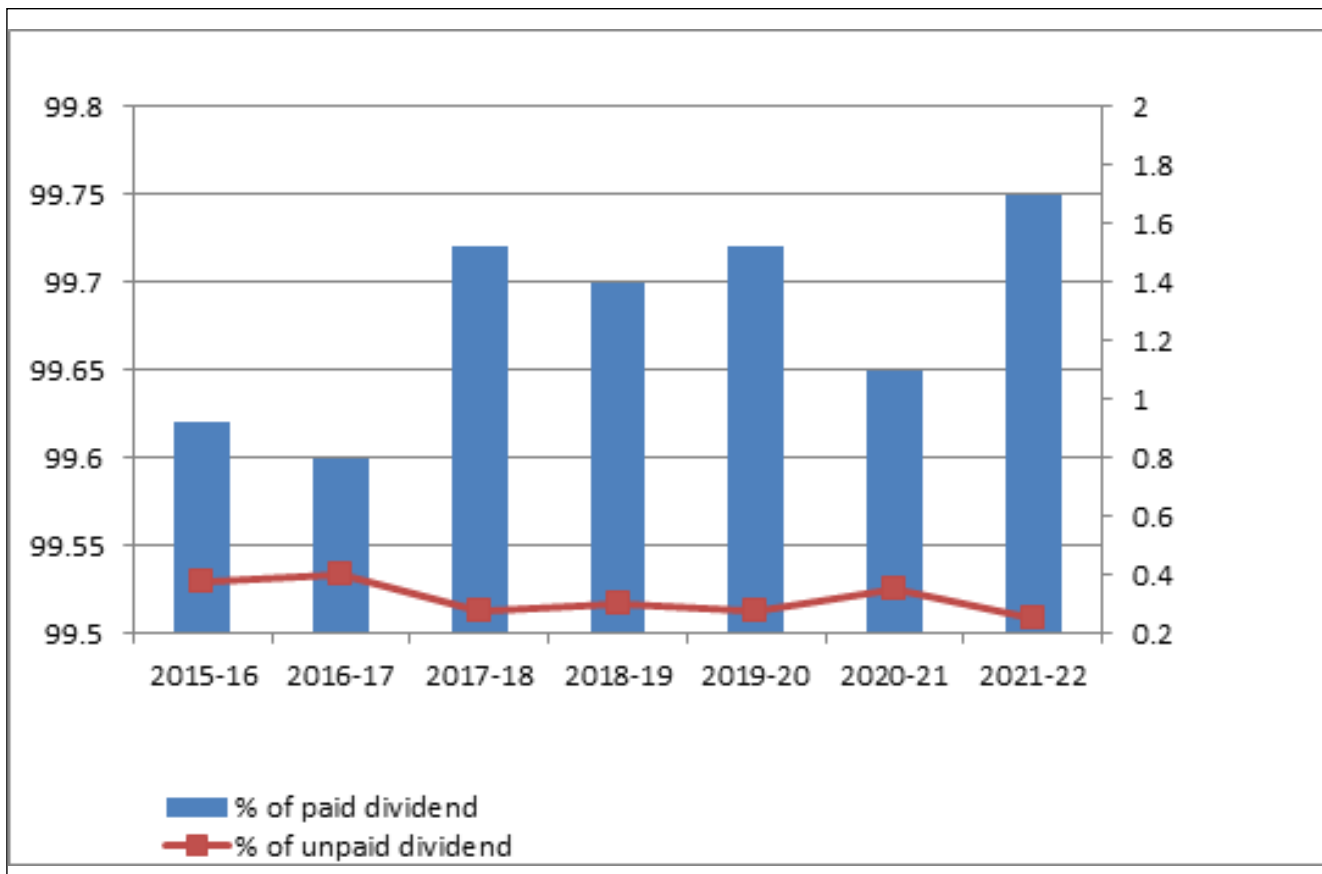
Dividend was remaining unpaid due to non-confirmation of their new addresses by the concerned shareholders. The unpaid dividend warrants were returned by the postal authorities. Effective follow-up by the Company has resulted in Unpaid Dividend being consistently equal or below 0.5% of the total dividend. As and when the shareholders communicate the new address, the dividend is sent to the shareholders. 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)

SI No.	YEAR	SHARE CAPITAL	DIVIDEND %	DIVIDEND AMOUNT	DIVIDEND PAID	DIVIDEND UNPAID AS ON 31.3.2023	% OF PAID DIVIDEND	% OF UNPAID DIVIDEND
1	2015-16	6921.06	75	5190.80	5170.60	20.20	99.62	0.38
2	2016-17	6921.06	75	5190.80	5169.90	20.90	99.60	0.40
3	2017-18	6921.06	50	3460.53	3450.51	10.02	99.72	0.28
4	2018-19	6921.06	75	5190.80	5174.86	15.94	99.70	0.30
5	2019-20	6921.06	60	4152.63	4140.92	11.71	99.72	0.28
6	2020-21	6921.06	30	2076.32	2069.03	7.29	99.65	0.35
7	2021-22	6921.06	40	2768.42	2761.41	7.01	99.75	0.25



## 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 both the Units of TNPL with requisite Medical Officers, Nurses, Pharmacists, ANM (Auxiliary Nursing Midwifery) 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 7 Serious Ailments. In order to avail medical treatment, 180 days of Special Leave is being sanctioned to those employees, who suffer from any one of the 7 serious Ailments. This apart, in case, 180 days of Special Leave got exhausted, an additional 180 days of special leave is also sanctioned on case to case basis.

To meet out the statutory requirements, comprehensive Master Health Check-up is being carried out for employees five times in their service period i.e at age of 40 years, 45 years, 50 years, 55 years and 59 years on free of cost. Every year, Audiometric test is being conducted to those employees, who are exposed to high noise at areas. Once in 2 years, eye test is being carried out for employees, who are in driving job.

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 Equipment's (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 (Listing Obligations and Disclosure Requirements) Regulations 2015, a Cash Flow Statement prepared in accordance with the Indian Accounting Standard 7 (IND AS-7) forming 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

The Company 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 work culture built over the years has enabled the company to harness its human resources to the full potential. 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 all citizens 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. DIRECTOR'S 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 31<sup>st</sup> March, 2023, 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 31<sup>st</sup> March, 2023 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](http://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 Directors' Report are attached as **(Annexures VI and VII)**.

As required by the SEBI Regulations, 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 5<sup>th</sup> May 2021 introduced 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 31<sup>st</sup> March.

This reporting is applicable to our Company from this financial year 2022-23. This 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)**.

## **29. RELATED PARTY TRANSACTIONS**

All Related Party Transactions during the financial year 2022-23 were on an arm's length basis and were in the ordinary course of business. They have been disclosed in Note No. 39(e) 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 Board of Directors have updated the policy on Related Party Transactions and the same is uploaded on the Company's website at [www.tnpl.com](http://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 Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2).

## **33. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

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

## **34. 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.

## **35. CEO / CFO CERTIFICATION**

As required by Regulation 17(8) of the SEBI Regulation, a Certificate on the Financial Statements and Cash Flow statement of the company for the year ended 31<sup>st</sup> March, 2023 duly signed by the Chairman and Managing Director was submitted to the Board of Directors at their meeting held on 24<sup>th</sup> May, 2023.

## **36. DISCLOSURE REQUIREMENTS – SECTION 134 – 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.



### 37. ACKNOWLEDGEMENT

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

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.

### 38. CAUTIONARY STATEMENT

Statements in the Director's Report and the Management Discussion & 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

Place: Chennai

Date: 24<sup>th</sup> May 2023

**Dr M Sai Kumar, I.A.S.,**

Chairman and Managing Director

## ANNEXURE - I

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES  
FOR THE FINANCIAL YEAR 2022-2023

## 1. Brief outline on CSR Policy of the Company

The CSR policy is framed with the larger objective of seeking comprehensive all round development of the area where TNPL's plants are located, primarily in a radius of 5 to 10 km from the plant locations at Kagithapuram and Mayanur in Karur district and Mondipatti in Tiruchirapalli district. The Company will also undertake holistic development on a pilot basis in adjoining areas. The broad sectors included in TNPL's CSR policy are Education, Health Care, Community Development & Infrastructure Development, Environment & Soil Quality, and 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 plants 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

The Corporate Social Responsibility Committee was reconstituted on 22<sup>nd</sup> September, 2022 and the following Directors are the members in the Corporate Social Responsibility Committee.

1	Tmt Soundara Kumar	Chairman of the Committee
2	Dr N Sundaradevan, I.A.S., (Retd.)	Member
3	Thiru C Vijayaraj Kumar, I.A.S.,	Member
4	Thiru V Chandrasekaran	Member
5	Thiru P B Santhanakrishnan	Member
6	Dr M Arumugam	Member

Sr. No	Name of Director	Designation / Nature of Directorship	Meetings of CSR Committee held during the FY 2022-23	
			Held	Attended
1	Tmt Soundara Kumar	Chairman	1	1
2	Dr N Sundaradevan, I.A.S., (Retd.)*	Member	1	NA
3	Thiru C Vijayaraj Kumar, I.A.S.,@	Member	1	NA
4	Thiru V Chandrasekaran	Member	1	1
5	Thiru P B Santhanakrishnan	Member	1	1
6	Thiru Dr M Arumugam	Member	1	1

\* Co-opted as a Member w.e.f 22.09.2022

@ Co-opted as a Director/ Member w.e.f 13.02.2023



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

The CSR activities 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/policy-details/>

Composition of the CSR committee shared above and is available on the Company's website on

<https://www.tnpl.com/leadership-csr-committee/>

**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**

Sr. No	Financial Year	Amount available for set-off from preceding financial years (₹ in crore)	Amount required to be setoff for the financial year, if any (₹ in crore)
	-	NIL	NIL

**6. Average net profit of the Company as per Section 135(5): Rs. 37.96 crore**

**7. a. Two percent of average net profit of the Company as per section 135(5) : Rs. 0.76 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) : Rs. 0.76 Crore**

**8. (a) CSR amount spent or unspent for the financial year:**

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
2.04	NIL	NA	NA	NIL	NA

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. 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::**

(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 crore)	(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	0.08	Yes	-	-
2	Free Education to the downtrodden Children.	(ii)	Yes	Tamilnadu	Karur	0.14	Yes	-	-
3	Running Industrial Training Institute	(ii)	Yes	Tamilnadu	Karur	0.58	Yes	-	-
4	Special Medical Camps, Monthly Mobile Medical Camps And Blood Donation Camps	(i)(xii)	Yes	Tamilnadu	Karur	0.08	Yes	-	-
5	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	1.09	Yes	-	-
6	Environment & Sanitation - Greenery Development	(iv)	Yes	Tamilnadu	Karur	0.05	Yes	-	-
7	Culture & Heritage	(v)	Yes	Tamilnadu	Karur	0.02	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) : 2.04 Crore**

**(g) Excess amount for set off, if any**

Sl. No.	Particular	Amount (₹ In crore)
(i)	Two percent of average net profit of the Company as per Section 135(5)	0.76
(ii)	Total amount spent for the Financial Year	2.04
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1.28
(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)]	1.28

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

Sr. 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
Sr. 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

**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) : Not Applicable**

**Dr M Sai Kumar, I.A.S.,**  
Chairman and Managing Director

**Tmt Soundara Kumar**  
Chairman, Corporate Social Responsibility Committee

## ANNEXURE - II

**Form No. MR - 3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2023**

**[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]**

To  
The Members,  
**TAMILNADU NEWSPRINT AND PAPERS LIMITED**  
67, Mount Road,  
Guindy, Chennai- 600 032.

I M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries, Chennai have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. TAMILNADU NEWSPRINT & PAPERS LIMITED** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2023 ('Audit Period') 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings. There are no Foreign Direct Investment & 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') :- (to the extent applicable) :-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, dealing with client;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR');
- (vi) Other laws as may be applicable specifically to the company – NIL;

I have also examined compliance with the applicable Clauses of the following:

- i. The Listing Agreements entered into by the Company with the National Stock Exchange of India Limited and BSE Limited under The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and



- ii. Secretarial Standards (SS-1) for Board Meeting and Secretarial Standards (SS-2) for General Meeting issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above and there are no specific observations requiring any qualification on non-compliances.

**I further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive and Independent Directors. The change in the composition of the Board of Directors that took place during the period under review was carried out in compliance with the provisions of the act.

Adequate notice is given to all directors to schedule the Board 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. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** the Company is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 with respect to Structured Digital Database.

**I further report that** during the audit period there was no specific/major events in the Company.

DATE : 24/05/2023

PLACE : Chennai

**For M DAMODARAN & ASSOCIATES LLP**

M. DAMODARAN

Managing Partner

FCS No. 5837

COP. No.: 5081

FRN: L2019TN006000

PR 1374/2021

ICSI UDIN : F005837E000368089

(This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report)

**‘ANNEXURE -A’**

To  
The Members,  
**TAMILNADU NEWSPRINT AND PAPERS LIMITED**  
67, Mount Road,  
Guindy, Chennai– 600 032.

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My 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.

DATE : 24/05/2023  
PLACE : Chennai

**For M DAMODARAN & ASSOCIATES LLP**

M. DAMODARAN  
Managing Partner  
FCS No. 5837  
COP. No.: 5081  
FRN: L2019TN006000  
PR 1374/2021  
ICSI UDIN : F005837E000368089



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34 (3) and Schedule V Para C sub clause (10) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
TAMIL NADU NEWSPRINT & PAPERS LIMITED  
(CIN: L22121TN1979PLC007799)  
67, Mount Road, Guindy, Chennai – 600 032.

I, M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries have examined the relevant registers, records, forms, returns and disclosures received from the Directors of TAMILNADU NEWSPRINT & PAPERS LIMITED having CIN - L22121TN1979PLC007799 and having registered office at 67, Mount Road, Guindy, Chennai - 600032 Tamil Nadu (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications [(including Directors Identification Number (DIN)] status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31<sup>st</sup> March 2023** 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.

Sr. No.	Name of the Director	DIN	Date of Appointment in Company
1.	Dr. Mungamuru Sai Kumar, I.A.S	03605028	12/06/2022
2.	Mr. Saranyan Krishnan, I.A.S	03439632	16/07/2019
3.	Mr. Muruganandam Narayanaswamy, I.A.S	00540135	04/03/2019
4.	Mr. C. Vijayaraj Kumar, I.A.S	00912475	13/02/2023
5.	Dr. Sundaradevan Nanjiah, I.A.S (Retd)	00223399	12/09/2022
6.	Mrs. Soundara Kumar	01974515	30/06/2017
7.	Mr. Venkatadri Chandrasekaran	03126243	13/11/2017
8.	Mr. Pillappakkam Santhanakrishnan Bahukutumbi	03213653	19/09/2019
9.	Dr. Arumugam Murukiah Pillai	01439166	19/09/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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 M DAMODARAN & ASSOCIATES LLP**

M. DAMODARAN  
Managing Partner  
FCS No. 5837  
COP. No.: 5081  
FRN: L2019TN006000  
PR 1374/2021  
ICSI UDIN : F005837E000368089

DATE : 24/05/2023  
PLACE : Chennai

## ANNEXURE - III

**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 2022-2023**

**I (A) Energy Conservation Measures taken**

**Unit I - Paper**

1. Installation of additional De-super heating in Boiler#6 PSH 1C inlet resulted in annual imported coal saving of 2387MT and cost saving is Rs.233 Lakh.
2. Replacement of 46 Nos. of 400 W HPMV light fitting with 250 W LED light fittings, 30 Nos. of 400 W HPMV light fitting with 150 W LED light fittings, 33 Nos. of 150 W HPMV light fittings with 90 W LED light fittings, 100 Nos. of 150 W HPMV light fittings with 45 W LED light fittings, 150 Nos. of 150 W HPMV light fittings with 40 W LED light fittings and 395 Nos. of 36 tube light fittings with 18 W LED lamps in Energy Department resulted in annual power savings of 2,04,400 Units and cost savings of Rs.14.27 Lakh.
3. Replacement of 100 Nos. of 150 W MH Lamps with 40 W LED lamps in Soda Recovery Plant resulted in annual power savings of 47,520 Units and cost savings of Rs.3.87 Lakh.
4. Replacement of 17 Nos. of 400 W MHI high bay light fitting with 150 W LED high bay light fittings, 22 Nos. of 150 W MH well glass light fittings with 90 W LED light fittings, 10 Nos. of 150 W MH Lamps with 75 W LED lamps and 50 Nos. of 150 W MH Lamps with 40 W LED lamps in Pulp Mill Department resulted in annual power savings of 55,444 Units and cost savings of Rs.3.32 Lakh.
5. Providing VFD for CLO2 transfer pump in CLO2 plant resulted in annual power savings of 54,000 Units and cost savings of Rs.3.77 Lakh.
6. Optimizing the operation of Reel Pulper agitator during broke feeding in Paper Machine#3 resulted in annual power savings of 2,37,600 Units and cost savings of Rs.16.58 Lakh.
7. Optimizing the operation of PDS Pulper agitator during broke feeding in Paper Machine#3 resulted in annual power savings of 2,37,600 Units and cost savings of Rs.16.58 Lakh.
8. Downsizing of Turbo Air compressor cooling water pump from 90 KW to 55 KW resulted in annual power savings of 63,706 Units and cost savings of Rs.4.45 Lakh.
9. Downsizing of Soft water transfer pump from 55 KW to 30 KW resulted in annual power savings of 1,75,200 Units and cost savings of Rs.12.23 Lakh.
10. Downsizing of Evaporator#1 SCBL tank agitator in SRP from 15 KW to 7.5 KW resulted in annual power savings of 48,697 Units and cost savings of Rs.3.40 Lakh.
11. Stopping of one Air Drier based on demand pattern of Instrument air resulted in annual power savings of 93,183 Units and the cost savings of Rs.6.50 Lakh.
12. Optimization of Co-Generation Cooling Tower Fan operation by utilizing seasonal effects resulted in annual power savings of 87,780 Units and cost savings of Rs.6.13 Lakh.
13. Optimization of Paltech Cooling Tower Fan operation by utilizing seasonal effects resulted in annual power savings of 68,418 Units and cost savings of Rs.4.78 Lakh.
14. 420MT of Wood Dust consumption in Power Boilers resulted in savings of 211 MT of Imported Coal and the net cost savings of Rs.20.59 Lakh.
15. 2,43,967 M3 of Bio Gas consumption in Power Boilers resulted in savings of 432 MT of Imported Coal and the net cost savings of Rs.32.55 Lakh.
16. 84,81,501 m<sup>3</sup> of Bio Gas consumption in Lime Kiln resulted in annual savings of 5,088.90 KL of Furnace oil and the net cost savings of Rs. 2,137.85 Lakh.
17. Downsizing of PM#2 filter water pump from 110 KW to 37 KW in WTP resulted in annual power savings of 1,66,320 Units and cost savings of Rs.11.61 Lakh.
18. By isolating one number of first stage causticizing unit in SRP resulted in annual power savings of 1,57,608 units and cost savings of Rs.11.00 Lakh.



19. Stopping the operation of one agitator and one pump by suitable modification of Broke preparation system in PM#2 resulted in annual power savings of 2,77,200 Units and cost savings of Rs.19.35 Lakh.
  20. Replacing high capacity vacuum pump by low capacity vacuum pump in New Evaporator#2 resulted in annual power savings of 2,11,680 Units and cost savings of Rs.14.78 Lakh.
  21. Installation of VFD for sweetener stock pump in PM#2 resulted in annual power savings of 1,10,880 Units and cost savings of Rs.7.74 Lakh.
  22. Elimination of Bagasse collection conveyor in CBP#3 wet washing area by providing a chute resulted in annual power savings of 40,986 Units and cost savings of Rs.2.86 Lakh.
  23. Stopping of broke dilution pump in PM#3 by modification of pipe line resulted in annual power savings of 47,520 Units and cost savings of Rs.3.33 Lakh.
  24. Downsizing the LMCD feed pump in Soda Recovery Plant resulted in annual power savings of 2,05,920 Units and cost savings of Rs.14.37 Lakh.
  25. Installation of 10 KW Solar Power Plant at the terrace of Staff Club in Colony resulted in annual power savings of 12,938 Units and cost savings of Rs.0.90 Lakh
- (a) Cost savings by energy conservation measures - ₹ 2605.77 Lakh
  - (b) Additional investment incurred for implementing the above - ₹ 67.89 Lakh
  - (c) Impact of measures at (a),(b) in reduction of energy consumption - ₹ 2537.87 Lakhs
  - (d) Impact on the cost of production of paper - ₹ 603.12 per ton
3. Replacement of 50 Nos. of 400W Metal Halide lamps with 150 W LED Light fittings at Boiler 1 & 2 and CHP Conveyors resulted in annual savings of 54,750 Units of power and cost savings of Rs.3.69 Lakh.
  4. Replacement of 10 Nos. of 400W Metal Halide lamps with 200 W LED Light fittings at Plantation area resulted in annual savings of 8,760 Units of power and cost savings of Rs.0.59 Lakh.
  5. Replacement of 50 Nos. of 150W Metal Halide lamps with 70 W LED Light fittings at Plantation and Coal yard to BSNL Exchange area resulted in annual savings of 17,520 Units of power and cost savings of Rs. 1.18 Lakh.
  6. Replacement of 300 Nos. of 40W TL fittings with 20 W LED Light fittings at Stores, Housing Colony and Guest House area resulted in annual savings of 26,280 Units of power and cost savings of Rs.1.77 Lakh.
  7. Replacement of 250 Nos. of 40W Metal Halide lamps with 36 W LED Light fittings at Canteen, Guest House, Housing Colony, Time Office and Main gate resulted in annual savings of 4,380 Units of power and cost savings of Rs.0.29 Lakh.
  8. By modification of pipe lines in Perugamani Intake well water line to clarifier , stopped 1 No. of 75KW Raw water pump to save the power at WTP resulted in annual savings of 5,47,500 Units of power and cost savings of Rs.36.95 Lakh.
  9. By upgrading 3 Nos. of 45KW Mill water pump to 55KW with VFD and providing auto mode for ON/OFF based on the Pressure set up at WTP, achieved power saving and resulted in annual savings of 1,07,670 Units of power and cost savings of Rs.7.26 Lakh.

## UNIT II - PACKAGING BOARD

1. Replacement of 405 Nos. of 150W/70 W Metal Halide lamps with 40 W LED Light fittings in Boiler 1 & 2 and CHP area resulted in annual savings of 1,41,985 Units of power and cost savings of Rs 9.58 Lakh.
  2. Replacement of 191 Nos. of 250W Metal Halide lamps with 120 W LED Light fittings Boiler 1 & 2, ETP and CHP area resulted in annual savings of 1,08,770 Units of power and cost savings of Rs.7.34 Lakh.
- (a) Cost savings by energy conservation measures - ₹ 68.65 Lakhs
  - (b) Additional investment incurred for implementing the above - ₹ 15.53 Lakhs
  - (c) Impact of measures at (a),(b) in reduction of energy consumption - ₹ 53.12 Lakhs
  - (d) Impact on the cost of production Paper per ton - ₹ 31.61 per ton

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

### 1. UNIT I – PULPING AND BLEACHING

#### A. REDUCTION OF SAND CONTENT IN BAGASSE FINAL PULP

The sand content increase in final pulp causes erosion (Pumps, screens baskets, Presses and cleaners) and scale formation in the forward system. In order to reduce the sand content in final chemical bagasse pulp, R&D has conducted sand reduction study in back water clarification using physio-chemical process.

##### BENEFITS:

- ❖ The average purged quantity of sand is shown an increasing trend.
- ❖ At the end of the study, the sand content of final bleached pulp was improved.
- ❖ The reduced sand level in the pulp and effective control of centri-cleaners reduced the pin holes in the end product and also hold to reduce the fiber loss.

#### B. ENHANCEMENT OF F/P RATIO IN DEPITHERS:

Fiber pith ratio of bagasse play a major role in determining the quality of the pulp and have direct impact on the end product. To optimize the fiber pith ratio, R & D along with process had carried out the studies to improve the fiber pith ratio and suggested to change basket hole size, to improve the depither performance.

##### BENEFITS:

- ❖ This has resulted in 25% improvement in fiber pith ratio.
- ❖ Reduced pith quantity in digester feed bagasse.
- ❖ The bulk of bagasse pulp comparably improved.
- ❖ Bagasse pulp freeness is improved.

#### C. NEW RAW MATERIAL DEVELOPMENT FOR WOOD PULPING

Our country is being blessed with tropical environment possess many tropical tree species.

R&D initiated studies to explore the possibility of using some of the invasive species which is competing with native ecosystem. One of the species is 'Senna spectabilis' received from M/s Tamil Nadu Forest Department, Mudhumalai Tiger Reserve forest for finding suitability of pulping studies. Based on analytical results R&D recommended to use Senna spectabilis as a raw material to be mixed with regular pulpwood species like Eucalyptus and Casuarina in the pulp mill. Around, 7000 MT of Senna spectabilis wood is consumed at TNPL Unit – I & II.

##### BENEFITS:

- ❖ New alternate raw material sourcing.
- ❖ The pulp yield and pulp characteristics are comparable with regular Eucalyptus pulp wood.
- ❖ This ultimately support the conservation of natural ecosystem in Reserve forest area.

In addition, various new pulp wood clones have been evaluated to find the suitability for pulp yield and pulp strength properties. Total 25 clones were evaluated during the year 2022-23. Among 25 clones, 13 Eucalyptus Hybrid clones, 9 Casuarina Hybrid clones, 2 Acacia hybrid clone and 1 clone of Melia dubia. Based on the results, the clones are recommended for pulp production at both Unit - I & II to have better and improved quality.

#### Unit I – Paper Machine:

##### A. DESIGN OF NEW PRODUCT:

###### I. OPAL and RNL

To cater the needs of the market, TNPL R&D team developed the "OPAL" a new product with custom shade towards neutral blue which given good visual appeal and print appeal from the existing grades and Radiant Natural Lottery printing (RNL)" with reduced pollution footprint by avoiding coloring agent and optical brightener.

###### II. PAPER STRAW AND CUTLERIES

After Government notification on the ban on use of one time use plastics, TNPL has taken



preliminary feasibility studies to explore the alternate product in place of one time use plastics. TNPL R&D has been completed the studies to develop base paper & paper boards to produce the environmentally benign products such as paper straw, cup stock and cutleries etc.

## B. PROCESS IMPROVEMENTS:

### I. CONVERSION OF SIZING FROM ALKYL KETENE DIMER (AKD) TO ALKENYL SUCCINIC ANHYDRIDE (ASA) IN PM # 1

Till date, TNPL is making excellent moves with AKD sizing programme in effective way in terms of productivity, cost and quality. However, adopting new technologies and innovations is always a bold decision of TNPL. To manage the practical constraints such as higher production, machine runability at elevated ash levels, need of higher retention in wet end, system cleanliness and shortage of wax, TNPL has tried the Alkyl succinic anhydride sizing which is a challenging task for bagasse based paper manufacturing. By completion of this study, it is presumed that when AKD availability becomes an issue this can be replaced with ASA towards ensuring the sustainability of paper machine production process.

### III EXPENDITURE ON R&D

(₹ In lakh)

a) Capital	60.51
b) Recurring	1411.33
c) Total	14711.84
d) Total R&D expenditure as a percentage on turnover	0.29%

### I (C) FOREIGN EXCHANGE EARNINGS

#### a. Activities relating to Exports

During the year company exported 78201 metric tonnes of Paper and Paper Board to 30 countries.

#### b. Foreign Exchange Earnings

(₹ In lakh)

Export of PWP & Board (C&F value)	61573.63
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### I (D) FOREIGN EXCHANGE OUTGO

#### a. Imports (on CIF basis)

(₹ In lakh)

Raw materials	67909.41
Components, Spare parts & Chemicals	2012.71
Imported coal	51903.76
<b>Total</b>	<b>121825.88</b>

#### b. Other than imports

(₹ In lakh)

Engineering & Supervision charges	52.86
Interest	1366.09
<b>Total</b>	<b>1418.95</b>

**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	4.76
2	Thiru S Krishnan, I.A.S.,	Chairman and Managing Director/Director	0.24
3	Tmt Sathya Ananth	Chief General Manager (Finance) & Chief Financial Officer	4.13
4.	Thiru B Thamizh Selvan	Company Secretary	0.75
5.	Tmt Anuradha Ponraj	Company Secretary	1.42

**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 <sup>^</sup>	-
2.	Thiru S Krishnan, I.A.S.,@	Chairman and Managing Director/Director <sup>^</sup>	-
3.	Tmt Sathya Ananth	Chief General Manager (Finance) & Chief Financial Officer	16.78%
4.	Thiru B Thamizh Selvan\$	Company Secretary <sup>^</sup>	-
5.	Tmt Anuradha Ponraj #	Company Secretary <sup>^</sup>	-

<sup>^</sup> Not Comparable since either the current or previous year salary are for part of the year.

\* Dr M Sai Kumar, I.A.S., was appointed as Chairman and Managing Director with effect from 12<sup>th</sup> June, 2022.

@ Thiru S Krishnan I.A.S., was Chairman and Managing Director from 10<sup>th</sup> November 2022 to 12<sup>th</sup> June 2023.

\$ Thiru B. Thamizh Selvan has been appointed as Company Secretary on 1<sup>st</sup> March 2022 and ceased as Company Secretary 30<sup>th</sup> June 2022.

# Tmt Anuradha Ponraj has been appointed as Company Secretary on 1<sup>st</sup> July 2022.

\*\* 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. : 8.20%**
- d. **The number of permanent employees on the rolls of Company - (31<sup>st</sup> March 2023): 2427**
- 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:**
- Average increase in the salaries of employees:
- Managerial Personnel salaries are not comparable since either current or previous year salaries are for part of the year.
  - Other than Managerial Personnel: 6.19%
- 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**

**ANNEXURE V****Form No. MGT - 9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31<sup>st</sup> March, 2023****[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 <sup>th</sup> 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 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	97%

**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
N.A					



## 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	
<b>A.</b>	<b>SHAREHOLDING OF PROMOTER AND PROMOTER GROUP</b>									
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									
	<b>SUB - TOTAL (A) (1)</b>	<b>24444900</b>	<b>0</b>	<b>24444900</b>	<b>35.3195</b>	<b>24444900</b>	<b>0</b>	<b>24444900</b>	<b>35.3195</b>	<b>0.0000</b>
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									
	<b>SUB - TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
	<b>TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A) (1) + (A) (2)</b>	<b>24444900</b>	<b>0</b>	<b>24444900</b>	<b>35.3195</b>	<b>24444900</b>	<b>0</b>	<b>24444900</b>	<b>35.3195</b>	<b>0.0000</b>
<b>B.</b>	<b>PUBLIC SHARE-HOLDING</b>									
1.	INSTITUTIONS									
a.	MUTUAL FUNDS/UTI	8476530	0	8476530	12.2474	7270180	0	7270180	10.5044	-1.7430
b.	FINANCIAL INSTITUTIONS/ BANKS	4429175	1400	4430575	6.4015	2474241	1400	2475641	3.5769	-2.8246
c.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	2453950	354630	2808580	4.0580	2453950	354630	2808580	4.0580	0.0000
e.	INSURANCE COMPANIES	832413	400	832813	1.2033	810117	400	810517	1.1710	-0.0322
f.	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	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	
i.	ANY OTHER									
	Alternate Investment Funds	160000	0	160000	0.2311	0	0	0	0.0000	-0.2311
	FPI (INDIVIDUAL) CATEGORY II-	0	0	0	0.0000	160	0	160	0.0002	0.0002
	Foreign Portfolio Investor (Corporate) Category I	1006800	0	1006800	1.4546	2787268	0	2787268	4.0272	2.5725
	Foreign Portfolio Investor (Corporate) Category II	0	0	0	0.0000	14897	0	14897	0.0215	0.0215
		<b>1166800</b>	<b>0</b>	<b>1166800</b>	<b>1.6858</b>	<b>2802325</b>	<b>0</b>	<b>2802325</b>	<b>4.0489</b>	<b>2.3631</b>
	<b>SUB - TOTAL (B) (1)</b>	<b>17358868</b>	<b>356430</b>	<b>17715298</b>	<b>25.5962</b>	<b>15810813</b>	<b>356430</b>	<b>16167243</b>	<b>23.3594</b>	<b>-2.2367</b>
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	7597669	175680	7773349	11.2314	8947821	175680	9123501	13.1822	1.9507
b.	INDIVIDUALS -									
	I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	9452997	254858	9707855	14.0265	8837473	233486	9070959	13.1063	-0.9202
	II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	7826186	0	7826186	11.3077	9050523	0	9050523	13.0767	1.7690
d.	ANY OTHER									
	CLEARING MEMBERS	279914	0	279914	0.4044	73111	0	73111	0.1056	-0.2988
	FOREIGN CORPORATE BODIES	0	100	100	0.0001	0	100	100	0.0001	0.0000
	FOREIGN NATIONALS	1600	0	1600	0.0023	1600	0	1600	0.0023	0.0000
	HINDU UNDIVIDED FAMILIES	867930	0	867930	1.2540	648672	0	648672	0.9372	-0.3167
	IEPF	143853	0	143853	0.2078	152304	0	152304	0.2200	0.0122
	NON RESIDENT INDIANS	430665	15500	446165	0.6446	462937	14400	477337	0.6896	0.0450
	TRUSTS	3250	0	3250	0.0046	200	0	200	0.0002	-0.0044
	Trusts Others	200	0	200	0.0002	150	0	150	0.0002	-0.0000
		<b>1727412</b>	<b>15600</b>	<b>1743012</b>	<b>2.5184</b>	<b>1338974</b>	<b>14500</b>	<b>1353474</b>	<b>1.9555</b>	<b>-0.5628</b>
	<b>SUB - TOTAL (B) (2)</b>	<b>26604264</b>	<b>446138</b>	<b>27050402</b>	<b>39.0841</b>	<b>28174791</b>	<b>423666</b>	<b>28598457</b>	<b>41.3209</b>	<b>2.2367</b>
	<b>TOTAL PUBLIC SHAREHOLDING (B) = (B)(1) + (B) (2)</b>	<b>43963132</b>	<b>802568</b>	<b>44765700</b>	<b>64.6804</b>	<b>43985604</b>	<b>780096</b>	<b>44765700</b>	<b>64.6804</b>	<b>0.0000</b>
	<b>TOTAL (A) + (B)</b>	<b>68408032</b>	<b>802568</b>	<b>69210600</b>	<b>100.0000</b>	<b>68430504</b>	<b>780096</b>	<b>69210600</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>TOTAL CUSTODIAN (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
	<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>68408032</b>	<b>802568</b>	<b>69210600</b>	<b>100.0000</b>	<b>68430504</b>	<b>780096</b>	<b>69210600</b>	<b>100.0000</b>	<b>0.0000</b>



**(ii) Shareholding of Promoters**

Sl No.	Share holder's Name	Shareholding at the beginning of the year as on 1 <sup>st</sup> April, 2022			Shareholding at the end of the year as on 31 <sup>st</sup> March, 2023			
		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 <sup>st</sup> April, 2022		Shareholding at the end of the year as on 31 <sup>st</sup> March, 2023	
		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):	No change during the year			
3.	At the end of the year	No change during the year			

**(iv) Shareholding Pattern of top ten Shareholders**

(other than Directors, Promoters and Holders of GDRs and ADRs):

Sl 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	HDFC TRUSTEE COMPANY LTD - A/C HDFC HYBRID EQUITY FUND				
	At the beginning of the year 01-Apr-2022	4896900	7.0753	4896900	7.0753
	Sale 09-Sep-2022	-26050	0.0376	4870850	7.0377
	Sale 02-Dec-2022	-92091	0.1330	4778759	6.9046
	Sale 09-Dec-2022	-135782	0.1961	4642977	6.7084
	Sale 16-Dec-2022	-20659	0.0298	4622318	6.6786
	Sale 23-Dec-2022	-182976	0.2643	4439342	6.4142
	Sale 06-Jan-2023	-86156	0.1244	4353186	6.2897
	Sale 13-Jan-2023	-97646	0.1410	4255540	6.1486
	Sale 20-Jan-2023	-13000	0.0187	4242540	6.1298
	Sale 27-Jan-2023	-24000	0.0346	4218540	6.0952
	Sale 03-Feb-2023	-45429	0.0656	4173111	6.0295
	Sale 10-Feb-2023	-17296	0.0249	4155815	6.0045
	Sale 17-Feb-2023	-77444	0.1118	4078371	5.8926

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 24-Feb-2023	-38917	0.0562	4039454	5.8364
	Sale 03-Mar-2023	-235718	0.3405	3803736	5.4958
	Sale 10-Mar-2023	-39649	0.0572	3764087	5.4385
	Sale 17-Mar-2023	-155655	0.2249	3608432	5.2136
	Sale 24-Mar-2023	-178315	0.2576	3430117	4.9560
	Sale 31-Mar-2023	-65012	0.0939	3365105	4.8621
	At the end of the Year 31-Mar-2023	3365105	4.8621	3365105	4.8621
	HAVING SAME PAN				
1	HDFC TRUSTEE CO LTD A/C HDFC RETIREMENT SAVINGS FUND-EQUITY PLAN				
	At the beginning of the year 01-Apr-2022	600000	0.8669	600000	0.8669
	At the end of the Year 31-Mar-2023	600000	0.8669	600000	0.8669
	HAVING SAME PAN				
1	HDFC TRUSTEE CO LTD A/C HDFC RETIREMENT SAVINGS FUND-HYBRID-EQUITY PLAN				
	At the beginning of the year 01-Apr-2022	196310	0.2836	196310	0.2836
	Sale 24-Feb-2023	-17000	0.0245	179310	0.2590
	Sale 10-Mar-2023	-29310	0.0423	150000	0.2167
	At the end of the Year 31-Mar-2023	150000	0.2167	150000	0.2167
	HAVING SAME PAN				
1	HDFC TRUSTEE CO LTD A/C HDFC RETIREMENT SAVINGS FUND-HYBRID-DEBT PLAN				
	At the beginning of the year 01-Apr-2022	5000	0.0072	5000	0.0072
	Sale 24-Feb-2023	-5000	0.0072	0	0.0000
	At the end of the Year 31-Mar-2023	0	0.0000	0	0.0000
2	LIFE INSURANCE CORPORATION OF INDIA				
	At the beginning of the year 01-Apr-2022	4353775	6.2906	4353775	6.2906
	Sale 08-Apr-2022	-60000	0.0866	4293775	6.2039
	Sale 15-Apr-2022	-130000	0.1878	4163775	6.0160
	Sale 22-Apr-2022	-155000	0.2239	4008775	5.7921
	Sale 29-Apr-2022	-93064	0.1344	3915711	5.6576
	Sale 06-May-2022	-60000	0.0866	3855711	5.5709
	Sale 13-May-2022	-20000	0.0288	3835711	5.5420
	Sale 12-Aug-2022	-200000	0.2889	3635711	5.2531
	Sale 19-Aug-2022	-69586	0.1005	3566125	5.1525
	Sale 26-Aug-2022	-230414	0.3329	3335711	4.8196
	Sale 02-Sep-2022	-101364	0.1464	3234347	4.6731
	Sale 09-Sep-2022	-203367	0.2938	3030980	4.3793
	Sale 14-Sep-2022	-30639	0.0442	3000341	4.3350
	Sale 16-Sep-2022	-101500	0.1466	2898841	4.1884
	Sale 23-Sep-2022	-25000	0.0361	2873841	4.1523
	Sale 30-Sep-2022	-267757	0.3868	2606084	3.7654
	Sale 07-Oct-2022	-88109	0.1273	2517975	3.6381



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 14-Oct-2022	-44034	0.0636	2473941	3.5745
	Sale 21-Oct-2022	-100	0.0001	2473841	3.5743
	At the end of the Year 31-Mar-2023	2473841	3.5743	2473841	3.5743
3	LOK PRAKASHAN LTD				
	At the beginning of the year 01-Apr-2022	3433078	4.9603	3433078	4.9603
	Purchase 13-May-2022	15696	0.0226	3448774	4.9830
	Purchase 20-May-2022	34441	0.0497	3483215	5.0327
	Purchase 27-May-2022	282921	0.4087	3766136	5.4415
	Purchase 03-Jun-2022	139383	0.2013	3905519	5.6429
	Purchase 10-Jun-2022	1436	0.0020	3906955	5.6450
	Purchase 17-Jun-2022	41205	0.0595	3948160	5.7045
	Purchase 24-Jun-2022	62750	0.0906	4010910	5.7952
	Purchase 02-Sep-2022	10000	0.0144	4020910	5.8096
	Purchase 07-Oct-2022	66597	0.0962	4087507	5.9058
	Purchase 14-Oct-2022	39485	0.0570	4126992	5.9629
	Purchase 21-Oct-2022	1909	0.0027	4128901	5.9657
	Purchase 04-Nov-2022	31742	0.0458	4160643	6.0115
	Purchase 30-Dec-2022	75000	0.1083	4235643	6.1199
	Purchase 10-Feb-2023	50000	0.0722	4285643	6.1921
	Purchase 24-Feb-2023	20000	0.0288	4305643	6.2210
	Purchase 03-Mar-2023	10000	0.0144	4315643	6.2355
	Purchase 17-Mar-2023	60000	0.0866	4375643	6.3222
	Purchase 24-Mar-2023	5022	0.0072	4380665	6.3294
	At the end of the Year 31-Mar-2023	4380665	6.3294	4380665	6.3294
4	ICICI PRUDENTIAL MULTI-ASSET FUND				
	At the beginning of the year 01-Apr-2022	1281812	1.8520	1281812	1.8520
	Sale 12-Aug-2022	-398207	0.5753	883605	1.2766
	Sale 19-Aug-2022	-51116	0.0738	832489	1.2028
	Sale 26-Aug-2022	-432489	0.6248	400000	0.5779
	Sale 02-Sep-2022	-222227	0.3210	177773	0.2568
	Sale 09-Sep-2022	-177773	0.2568	0	0.0000
	At the end of the Year 31-Mar-2023	0	0.0000	0	0.0000
	HAVING SAME PAN				
4	ICICI PRUDENTIAL INFRASTRUCTURE FUND				
	At the beginning of the year 01-Apr-2022	497168	0.7183	497168	0.7183
	Sale 08-Apr-2022	-97168	0.1403	400000	0.5779
	Sale 19-Aug-2022	-90	0.0001	399910	0.5778
	Sale 14-Sep-2022	-83684	0.1209	316226	0.4569
	Sale 16-Sep-2022	-155325	0.2244	160901	0.2324
	Sale 23-Sep-2022	-120489	0.1740	40412	0.0583
	Sale 30-Sep-2022	-40412	0.0583	0	0.0000
	At the end of the Year 31-Mar-2023	0	0.0000	0	0.0000
	HAVING SAME PAN				

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	ICICI PRUDENTIAL MANUFACTURING FUND				
	At the beginning of the year 01-Apr-2022	220035	0.3179	220035	0.3179
	Sale 20-May-2022	-120529	0.1741	99506	0.1437
	Sale 30-Jun-2022	-99506	0.1437	0	0.0000
	At the end of the Year 31-Mar-2023	0	0.0000	0	0.0000
5	JHP SECURITIES PVT. LTD.				
	At the beginning of the year 01-Apr-2022	903713	1.3057	903713	1.3057
	Sale 26-Aug-2022	-775901	1.1210	127812	0.1846
	Sale 14-Sep-2022	-127812	0.1846	0	0.0000
	Purchase 31-Mar-2023	478000	0.6906	478000	0.6906
	At the end of the Year 31-Mar-2023	478000	0.6906	478000	0.6906
	HAVING SAME PAN				
5	JHP SECURITIES (P) LTD				
	At the beginning of the year 01-Apr-2022	55010	0.0794	55010	0.0794
	At the end of the Year 31-Mar-2023	55010	0.0794	55010	0.0794
	HAVING SAME PAN				
5	JHP SECURITIES PVT. LTD				
	At the beginning of the year 01-Apr-2022	40000	0.0577	40000	0.0577
	Sale 14-Sep-2022	-40000	0.0577	0	0.0000
	At the end of the Year 31-Mar-2023	0	0.0000	0	0.0000
6	TAMILNADU INDUSTRIAL DEVELOPMENT CORPORATION LTD				
	At the beginning of the year 01-Apr-2022	850000	1.2281	850000	1.2281
	At the end of the Year 31-Mar-2023	850000	1.2281	850000	1.2281
7	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE DIVIDEND YIELD FUND				
	At the beginning of the year 01-Apr-2022	779305	1.1259	779305	1.1259
	Sale 18-Nov-2022	-16016	0.0231	763289	1.1028
	Sale 23-Dec-2022	-33600	0.0485	729689	1.0543
	Sale 03-Feb-2023	-30137	0.0435	699552	1.0107
	At the end of the Year 31-Mar-2023	699552	1.0107	699552	1.0107
	HAVING SAME PAN				
7	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE PURE VALUE FUND				
	At the beginning of the year 01-Apr-2022	0	0.0000	0	0.0000
	Purchase 06-May-2022	406801	0.5877	406801	0.5877
	Purchase 13-May-2022	304505	0.4399	711306	1.0277
	Purchase 30-Jun-2022	1099	0.0015	712405	1.0293
	Purchase 08-Jul-2022	154406	0.2230	866811	1.2524
	Purchase 15-Jul-2022	123494	0.1784	990305	1.4308
	Purchase 22-Jul-2022	298157	0.4307	1288462	1.8616

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 29-Jul-2022	183335	0.2648	1471797	2.1265
	Purchase 12-Aug-2022	133607	0.1930	1605404	2.3195
	At the end of the Year 31-Mar-2023	1605404	2.3195	1605404	2.3195
	HAVING SAME PAN				
7	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE PSU EQUITY FUND				
	At the beginning of the year 01-Apr-2022	0	0.0000	0	0.0000
	Purchase 29-Apr-2022	222546	0.3215	222546	0.3215
	Purchase 06-May-2022	439529	0.6350	662075	0.9566
	Purchase 30-Jun-2022	139825	0.2020	801900	1.1586
	Purchase 08-Jul-2022	48219	0.0696	850119	1.2283
	At the end of the Year 31-Mar-2023	850119	1.2283	850119	1.2283
8	TAMILNADU SUGAR CORPORATION LIMITED				
	At the beginning of the year 01-Apr-2022	560200	0.8094	560200	0.8094
	At the end of the Year 31-Mar-2023	560200	0.8094	560200	0.8094
9	WARBURG VALUE FUND				
	At the beginning of the year 01-Apr-2022	550000	0.7946	550000	0.7946
	Sale 16-Dec-2022	-50000	0.0722	500000	0.7224
	At the end of the Year 31-Mar-2023	500000	0.7224	500000	0.7224
10	STATE INDUSTRIES PROMOTION CORPORATION OF TAMILNADU LTD				
	At the beginning of the year 01-Apr-2022	550000	0.7946	550000	0.7946
	At the end of the Year 31-Mar-2023	550000	0.7946	550000	0.7946
	TOP 10 AS ON (31-Mar-2023)				
11	MITESH N MEHTA				
	At the beginning of the year 01-Apr-2022	0	0.0000	0	0.0000
	Purchase 05-Aug-2022	103000	0.1488	103000	0.1488
	Purchase 12-Aug-2022	234500	0.3388	337500	0.4876
	Purchase 19-Aug-2022	9692	0.0140	347192	0.5016
	Purchase 26-Aug-2022	163052	0.2355	510244	0.7372
	Sale 02-Sep-2022	-1000	0.0014	509244	0.7357
	Purchase 09-Sep-2022	152003	0.2196	661247	0.9554
	Purchase 14-Sep-2022	36000	0.0520	697247	1.0074
	Purchase 16-Sep-2022	135000	0.1950	832247	1.2024
	Sale 23-Sep-2022	-76500	0.1105	755747	1.0919
	Purchase 30-Sep-2022	233600	0.3375	989347	1.4294
	Sale 07-Oct-2022	-107944	0.1559	881403	1.2735
	Purchase 14-Oct-2022	42244	0.0610	923647	1.3345
	Sale 21-Oct-2022	-3600	0.0052	920047	1.3293
	Purchase 28-Oct-2022	105290	0.1521	1025337	1.4814
	Purchase 04-Nov-2022	81010	0.1170	1106347	1.5985
	Purchase 11-Nov-2022	30600	0.0442	1136947	1.6427



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 18-Nov-2022	81000	0.1170	1217947	1.7597
	Purchase 25-Nov-2022	99000	0.1430	1316947	1.9028
	Purchase 02-Dec-2022	18000	0.0260	1334947	1.9288
	Purchase 09-Dec-2022	30295	0.0437	1365242	1.9725
	Sale 16-Dec-2022	-90000	0.1300	1275242	1.8425
	Purchase 23-Dec-2022	41869	0.0604	1317111	1.9030
	Purchase 30-Dec-2022	108000	0.1560	1425111	2.0590
	Purchase 06-Jan-2023	23400	0.0338	1448511	2.0929
	Sale 13-Jan-2023	-21600	0.0312	1426911	2.0616
	Sale 20-Jan-2023	-10800	0.0156	1416111	2.0460
	Purchase 27-Jan-2023	9900	0.0143	1426011	2.0603
	Sale 03-Feb-2023	-153000	0.2210	1273011	1.8393
	Purchase 10-Feb-2023	45000	0.0650	1318011	1.9043
	Purchase 17-Feb-2023	84989	0.1227	1403000	2.0271
	Purchase 03-Mar-2023	283500	0.4096	1686500	2.4367
	Purchase 10-Mar-2023	119700	0.1729	1806200	2.6097
	Purchase 17-Mar-2023	9000	0.0130	1815200	2.6227
	Purchase 24-Mar-2023	27000	0.0390	1842200	2.6617
	At the end of the Year 31-Mar-2023	1842200	2.6617	1842200	2.6617
12	CD EQUIFINANCE PRIVATE LIMITED				
	At the beginning of the year 01-Apr-2022	0	0.0000	0	0.0000
	Purchase 02-Sep-2022	16999	0.0245	16999	0.0245
	Purchase 09-Sep-2022	67930	0.0981	84929	0.1227
	Purchase 16-Sep-2022	925	0.0013	85854	0.1240
	Purchase 23-Sep-2022	500	0.0007	86354	0.1247
	Purchase 30-Sep-2022	2550	0.0036	88904	0.1284
	Purchase 07-Oct-2022	10582	0.0152	99486	0.1437
	Purchase 14-Oct-2022	16437	0.0237	115923	0.1674
	Purchase 21-Oct-2022	9885	0.0142	125808	0.1817
	Purchase 28-Oct-2022	1000	0.0014	126808	0.1832
	Purchase 04-Nov-2022	11500	0.0166	138308	0.1998
	Purchase 11-Nov-2022	8000	0.0115	146308	0.2113
	Purchase 18-Nov-2022	105424	0.1523	251732	0.3637
	Purchase 25-Nov-2022	95349	0.1377	347081	0.5014
	Purchase 02-Dec-2022	103983	0.1502	451064	0.6517
	Purchase 09-Dec-2022	56685	0.0819	507749	0.7336
	Purchase 16-Dec-2022	45669	0.0659	553418	0.7996
	Purchase 23-Dec-2022	53764	0.0776	607182	0.8772
	Purchase 30-Dec-2022	18476	0.0266	625658	0.9039
	Purchase 06-Jan-2023	7000	0.0101	632658	0.9141
	Purchase 13-Jan-2023	5440	0.0078	638098	0.9219
	Purchase 20-Jan-2023	4735	0.0068	642833	0.9288
	Purchase 17-Feb-2023	22325	0.0322	665158	0.9610
	Purchase 24-Feb-2023	51377	0.0742	716535	1.0352

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 03-Mar-2023	50250	0.0726	766785	1.1079
	Purchase 10-Mar-2023	60750	0.0877	827535	1.1956
	Purchase 17-Mar-2023	22250	0.0321	849785	1.2278
	Purchase 24-Mar-2023	20170	0.0291	869955	1.2569
	Purchase 31-Mar-2023	21105	0.0304	891060	1.2874
	At the end of the Year 31-Mar-2023	891060	1.2874	891060	1.2874
13	SUPERIOR FINANCIAL CONSULTANCY SERVICES PVT.LTD.				
	At the beginning of the year 01-Apr-2022	502016	0.7253	502016	0.7253
	Purchase 22-Apr-2022	22500	0.0325	524516	0.7578
	Purchase 29-Apr-2022	48461	0.0700	572977	0.8278
	Purchase 24-Jun-2022	10000	0.0144	582977	0.8423
	Purchase 14-Oct-2022	76500	0.1105	659477	0.9528
	At the end of the Year 31-Mar-2023	659477	0.9528	659477	0.9528

(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 <sup>st</sup> April, 2022)		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 , I.A.S; <sup>1</sup> , Chairman and Managing Director At the beginning of the year Date wise Increase/Decrease At the end of the year	- -	- -	- -	- -
2.	Thiru S Krishnan, I.A.S; <sup>2</sup> Chairman and Managing Director/ Director At the beginning of the year Date wise Increase/Decrease At the end of the year	- -	- -	- -	- -
3.	Thiru N. Muruganandam, I.A.S;, Director At the beginning of the year Date wise Increase/Decrease At the end of the year	- -	- -	- -	- -
4.	Thiru Harmander Singh, I.A.S; <sup>3</sup> Director At the beginning of the year Date wise Increase/Decrease At the end of the year	- -	- -	- -	- -
5.	Thiru C Vijayaraj Kumar, I.A.S; <sup>4</sup> 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 <sup>st</sup> April, 2022)		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	Thiru N Narayanan, I.A.S; (Retd.) <sup>5</sup> Director At the beginning of the year Date wise Increase/Decrease At the end of the year	- -	- -	- -	- -
7.	Dr N Sundaradevan, I.A.S; (Retd.) <sup>6</sup> Director At the beginning of the year Date wise Increase/Decrease At the end of the year	- -	- -	- -	- -
8.	Tmt Soundara Kumar Director At the beginning of the year Date wise Increase/Decrease At the end of the year	- -	- -	- -	- -
9.	Thiru V Chandrasekaran Director At the beginning of the year Date wise Increase/Decrease At the end of the year	- -	- -	- -	- -
10.	Thiru P B Santhanakrishnan Director At the beginning of the year Date wise Increase/Decrease At the end of the year	- -	- -	- -	- -
11.	Dr M Arumugam Director At the beginning of the year Date wise Increase/Decrease At the end of the year	- -	- -	- -	- -
12.	Thiru R Anand Director At the beginning of the year Date wise Increase/Decrease At the end of the year	- -	- -	- -	- -
13.	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	- -	- -	- -	- -
14	Thiru B Thamizhselvan <sup>7</sup> Company Secretary 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 <sup>st</sup> April, 2022)		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
15.	Tmt Anuradha Ponraj <sup>8</sup> Company Secretary At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease At the end of the year	-	-	-	-

1. Dr M Sai Kumar, I.A.S. was appointed as Chairman and Managing Director w.e.f. 12.06.2022
2. Thiru S Krishnan, I.A.S. ceased to be Chairman and Managing Director w.e.f 12.06.2022 and change in designation as Director w.e.f. 12.06.2022
3. Thiru Harmander Singh, I.A.S. ceased to be Director w.e.f 31.10.2022.
4. Thiru C Vijayaraj Kumar, I.A.S. was appointed as Director w.e.f. 13.02.2023.
5. Thiru N Narayanan, I.A.S. (Retd.) ceased to be Director w.e.f. 18.09.2022.
6. Dr N Sundaradevan, I.A.S. (Retd.) was appointed as Director w.e.f 12.09.2022.
7. Thiru R Anand was appointed as Director on 12.09.2022 and ceased to be Director w.e.f. 20.09.2022.
8. Thiru B Thamizh Selvan ceased to be Company Secretary w.e.f 30.06.2022.
9. Tmt Anuradha Ponraj appointed as Company Secretary w.e.f 01.07.2022

## 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
<b>Indebtedness at the beginning of the financial year 1<sup>st</sup> April 2022</b>				
i) Principal Amount				
- Other than Debentures	184048.09	-	-	184048.09
- Debentures	-	-	-	-
ii) Interest accrued but not paid				
- Other than Debentures	-	-	-	-
- Debentures	-	-	-	-
iii) Interest accrued but not due				
- Other than Debentures	375.80	-	-	375.80
- Debentures	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>184423.89</b>	<b>-</b>	<b>-</b>	<b>184423.89</b>
<b>Change in Indebtedness during the financial year</b>				
i) Addition				
- Other than Debentures	-	-	-	-
- Debentures	-	-	-	-
ii) Reduction				
- Other than Debentures	46705.28	-	-	46705.28
- Debentures	-	-	-	-

Particulars	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
iii) Interest Accrued but not paid				
- Other than Debentures	-	-	-	-
- Debentures	-	-	-	-
iv) Interest accrued but not due				
- Other than Debentures	-	-	-	-
- Debentures	45.01	-	-	45.01
<b>Net Change</b>	<b>46750.29</b>	<b>-</b>	<b>-</b>	<b>46750.29</b>
<b>Indebtedness at the end of the financial year (31<sup>st</sup> March 2023)</b>				
i) Principal Amount				
- Other than Debentures	137342.81	-	-	137342.81
- 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	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>137673.60</b>	<b>-</b>	<b>-</b>	<b>137673.60</b>

## 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	Thiru S Krishnan, I.A.S. Chairman and Managing Director/ Director	Dr Sai Kumar, I.A.S., Chairman and Managing Director	Total Amount
	<b>Gross salary</b>			
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.06	37.03	39.09
	(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, Pension, Leave Salary contribution, Provident fund, Reimbursement of medical expenses, tuition fees.	-	7.73	7.73
	<b>Total(A)</b>	<b>2.06</b>	<b>44.76</b>	<b>46.82</b>
	Ceiling as per the Act (5% of Net Profit) **			<b>3018.32</b>

\*\* 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**

(₹ in Lakh)

Sl. no	Particulars of Remuneration	Name of Directors						Total Amount
		Thiru N. Narayanan IAS (Retd.)	Dr N Sundaradevan IAS (Retd.)	Tmt. Soundara Kumar	Thiru V. Chandrasekaran	Thiru P B Santhanakrishnan	Dr M Arumugam	
i.	<b>Independent Directors</b>							
	Fee for attending board/committee meetings	5.60	4.35	5.20	7.60	7.60	7.42	37.77
	Commission	-	-	-	-	-	-	-
	Others	-	-	-	-	-	-	-
<b>Total (1)</b>								<b>37.77</b>

Sl. No	Particulars of Remuneration	Name of Directors				Total Amount
		Thiru N. Muruganandam, I.A.S.,	Thiru S Krishnan, I.A.S.,	Thiru C Vijayaraj Kumar, I.A.S., *	Thiru Harmander Singh, I.A.S., #	
ii	<b>Other Non-Executive Directors</b>					
	Fee for attending Board/ Committee Meetings	1.70	2.70	0.65	0.70	5.75
	Commission	-	-	-	-	-
	Others	-	-	-	-	-
<b>Total(2)</b>						<b>5.75</b>
<b>Total (B)=(1+2)</b>						<b>43.52</b>
<b>Total Managerial Remuneration(A)+(B)</b>						<b>90.34</b>
<b>Overall Ceiling as per the Act(11%of Net Profit) **</b>						<b>6640.30</b>

\* Appointed as Director w.e.f. 13.02.2023

# Ceased as Director w.e.f. 31.10.2022



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

(₹ in Lakh)

Sl. No	Particulars of Remuneration	Key Managerial Personnel			Total
		Tmt Sathya Ananth Chief General Manager Finance & Chief Financial Officer	Thiru B Thamizh Selvan Company Secretary	Tmt Anuradha Ponraj Company Secretary	
	Gross Salary	29.97	21.00	10.79	61.76
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.13	0.42	0.85	3.40
	(b) Value of perquisites under section 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit	-	-	-	-
	- Others, specify	-	-	-	-
5	Others, please specify - Provident Fund & Superannuation	5.10	0.82	0.99	6.91
	<b>Total</b>	<b>37.20</b>	<b>22.24</b>	<b>12.63</b>	<b>72.07</b>

**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)
<b>A. COMPANY</b> Penalty / Punishment / Compounding			NIL		
<b>B. DIRECTORS</b> Penalty / Punishment / Compounding			NIL		
<b>C. OTHER OFFICERS IN DEFAULT</b> Penalty / Punishment / Compounding			NIL		

## ANNEXURE VI

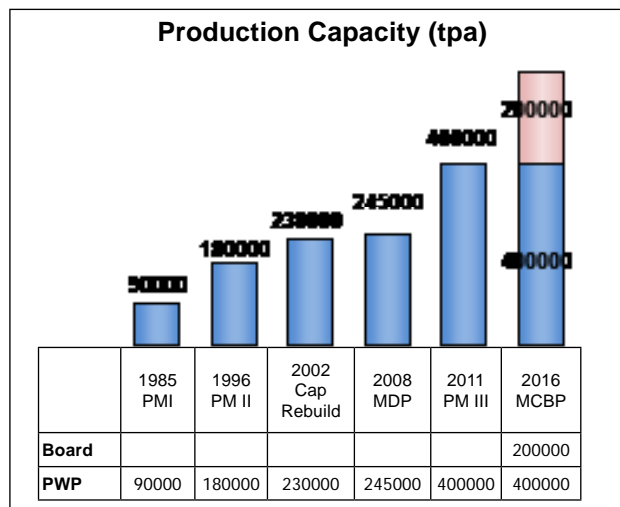
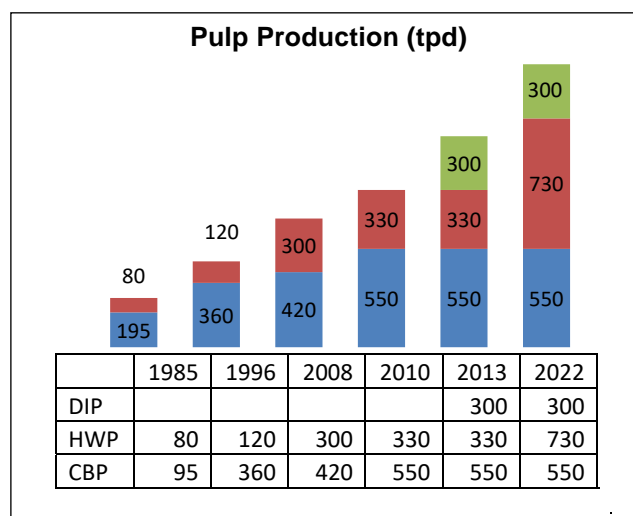
### MANAGEMENT DISCUSSION AND ANALYSIS

#### 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, Tiruchirapalli 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 <sup>st</sup> March 2023
Paper Production	tpa	4,00,000
Packaging Board Production	"	2,00,000
Pulp Production - CBP	tpd	550
- HWP	"	730
- DIP	"	300
<b>Total</b>	"	<b>1,580</b>
Cement Plant	tpd	900
Captive Power Plant	MW	153.69
Wind Farm	MW	35.5



#### II. INDUSTRY SCENARIO

Broadly, the industry is classified into four main segments- namely, writing and printing paper, Industrial packaging paper, specialty paper and newsprint. India holds 15<sup>th</sup> rank among paper producing countries in the world with a total installed capacity of 19 million tonnes. The demand is estimated at 20 million tonnes. The per capita consumption is around 15 kgs against the Asian average of 26 kgs and World average of 57 kgs. India is considered as the fastest growing market for paper in the world with a historical average annual growth of 6%. The domestic consumption is expected to rise to 23 million tonnes by 2025.

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 89.86 lakh m<sup>3</sup> of methane gas during 2022-23. 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 5088.90 KL of high cost furnace oil and 432 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 certified company. TNPL has exported 78201 mts of paper and paper board to 30 countries during the year 2022-23.

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 Workmen and Executives respectively. 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.

## 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 31.3.2023 is 7.74% (31.03.2022: 6.97 %).

## 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 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, 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 Generation3 (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 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/Nm<sup>3</sup>, 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 the 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 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 extent of 2,33,774 acres in the last 19 years These approaches help to contribute the Sustainable Development Goals (SDGs).

### Forest Stewardship Council (FSC) certificate

In order to ensure the protection of natural forests and sustainable use of forest resources, the company aim for 100% use of certified material or material procured are legally verified through reputed global agencies. The company completed the Forest Stewardship Council audit in November 2022 and achieved dual-certification i.e., FSC Forest management (FSC FM) and FSC Chain of Custody (FSC CoC) as part of our commitment to continuous improvement and the environmental care. The certification provided third party assurance that our Plantation and operations are managed responsibly to deliver social, environmental and economic benefits now and into the future.

FSC certification for Plantations initiate improvement in forest management practices and leads to sound environment protection measures, socially beneficial and economically viable plantation. R&D team was involved as the central focus point during the Annual Audit conducted for Forest Stewardship Council – Chain of Custody Certification and Controlled Wood with certification body M/s. Nepcon Preferred by Nature.

### ISO 9001 & 14001 Certification

Recertification audit was conducted by the certification body M/s TUV India Private Limited in association with Research and Development team members for Quality Management system for “Design, Manufacture and Supply of Writing and Printing Paper” and TNPL’s Environment Management system for “Development and Manufacture of Writing and Printing Paper” based on 2015 version. The audit was completed successfully by February 2023 and the audit team had recommended for renewing of ISO 9001 and ISO 14001 certificates of TNPL Unit I, valid till 20<sup>th</sup> February 2026.

### ISO 50001 Certification

Second surveillance audit in the year 2022 was conducted for the ISO 50001 Energy Management system for “Design and Manufacture of Pulp and Paper” based on 2018 version by the certification body M/s TUV India Private Limited in association with Research and Development team members.

The audit was completed successfully by February 2023 and the audit team had recommended for the maintenance of ISO 50001 certificates in TNPL Unit I.

### 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 30 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 is 100% self-sufficient in power. Surplus power is exported.

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 Paper. Covid-19 has unleashed major changes like – work from home and distance learning. Some of these changes are irreversible and are going to impact the usage of paper going forward. However, with a large and growing young population, the need for textbooks and notebooks is expected to continue. Consumption growth rates in this segment will slow down. The company is focusing on industrial usages of paper and further diversifying the product mix.

Efforts are being put to improve quality and optimize costs. The company is working towards strengthening the dealer network by appointing dealers in unrepresented markets and also reinforcing the dealer network in existing markets. Better credit control measures are being put in place and IT is being leveraged to provide better and faster inputs to the distribution network.

### 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.

### 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 31.3.2023 is Rs. 1373.43 Crore. The working capital loans outstanding as on 31.3.2023 is Rs. 487.38 Crore. The weighted average cost of loan outstanding as on 31.3.2023 is 7.74%.

### VI. OUTLOOK, OPPORTUNITIES AND CHALLENGES

Having successfully overcome the Challenges Posed by The Covid-19 Pandemic, the last year was an unprecedented year for Indian and the Global Economy. Paper Industry, being closely linked with the economy has had an unprecedented year too.

The entire paper Industry benefited from the release of pent up demand, post COVID-19. The company could achieve Zero Stocks of paper at Unit- I, for the second consecutive year and carry minimum inventory of Board at Unit- II. The year was good for the Writing & Printing segment of the Paper Industry, with demand continuing to be strong through out the year. However, demand has slowed down for both printing & writing and packaging segment of the Paper Industry in the current year. The new pulp mill was commissioned in the 1<sup>st</sup> quarter of the year giving the much needed relief in terms of self-sufficiency for the hardwood fiber at the Packaging board Unit. This led us to shift to making 100% virgin grade during the year, with focus on the fast – growing high value added cup stock segment, which uses more of our home hardwood pulp.

Educational demand of paper is cyclic which leads to periods of low demand and very high demand. Since customer demands are specific made to order sizes and additionally demand forecasting is poor, a lot of inventory accumulation and price corrections happen during the lean periods. Considering this typical nature of the market, your company has started to increase its focus towards industrial uses of paper which will ensure that there is a more uniform off-take of paper during the entire year. The Company has developed certain grades of industrial papers like sublimation papers, Cup Stocks and papers for offline coating applications to ensure greater regularity of demand. Increased focus is being put to ensure higher penetration in these segments.

Efforts are also on to improve the sales realisations of different varieties of paper made by the company by optimizing the product and locational mix. Regular evaluation of the distribution network and appointment of new distributors is being done. Increased focus is being laid on greater financial discipline and control measures as well as timely collection of receivables.

On an overall basis the year ended on an optimistic note. Demand in the Printing & Writing segment has slowed down in the current year. Supplies from Imports are aplenty. This points to the next year being a subdued one. However, startup of the new pulp mill will help to enrich the product mix and to optimise cost.

Per capita consumption of paper is low in India, in comparison to the world average. Even if there is a slight uptick in the per capita consumption of the paper in India, the growth for paper and packaging board is expected to be good.

With greater focus on “Make in India” we expect exports of paper and converted paper products to be robust in future. A strong and robust domestic demand coupled with strategic exports of both paper and converted paper products augers well for the Indian Paper industry. The company is well positioned to take full advantage of this bright future outlook.

## **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 2022-23, 98 training programmes were conducted on various topics by covering 2042 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 work culture built over the years has enabled the company to harness its human resources to the full potential. 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 all citizens 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 plants. 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 2022-23, TNPL has spent Rs. 2.04 Crores towards CSR activities.

As required in the Companies Act, 2013, "Corporate Social Responsibility Committee" consisting of four Independent Directors is functioning in TNPL.

**DISCUSSION ON FINANCIAL PERFORMANCE AND OPERATIONAL PERFORMANCE**

Particulars	UOM	2022-23	2021-22
Production (Paper & Board)	MT	588828	572651
Sales (Paper & Board)	MT	588150	622556
Profit Before Interest, Sepréciation & Tax	Rs. in Cr	1048.02	407.13
Finance Cost	Rs. in Cr	181.66	156.42
Depreciation	Rs. in Cr	263.60	228.68
Profit Before Tax	Rs. in Cr	602.76	22.03
Profit After Tax	Rs. in Cr	387.87	14.33

**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	2022-23	2021-22	% change Inc / Dec	Remarks
Revenue from Operation	Rs Cr	5179.89	4020.29	28.84%	Increase in Turnover due to higher sales realisation
EBIDTA Margin	%	20.23%	10.13%	99.80%	Increase in Turnover due to higher sales realisation
Operating Profit Margin (EBIT)	%	15.14%	4.44%	241.20%	Increase in EBIT due to higher sales realisation
Net Profit Margin (PAT)	%	7.49%	0.36%	1980.56%	Increase in Net Sales due to higher volume & higher sales realisation in Paper
Interest cover ratio (All Loans)	times	5.77	2.60	121.65%	Increase in gross profit and reduction in financial charges
Debt Equity Ratio	"	0.71	1.16	-38.79%	Reduction in Long-term debt and increase in equity due to increase retained earnings
Current ratio	"	0.68	0.53	28.77%	Increase in Stock of finished Goods & Trade Receivables
Debtors Turnover	"	17.63	12.66	39.26%	Increase in Net Sales due to higher volume & higher realisation in Paper
Inventory Turnover	"	7.39	7.18	2.95%	Not applicable
Return on Net Worth	%	21.96%	0.90%	2340.00%	Increase in Net Profit due to higher sales & higher contribution

## ANNEXURE- VII

### REPORT ON CORPORATE GOVERNANCE

This Corporate Governance Report relating to the year ended on 31<sup>st</sup> March, 2023 has been issued in compliance with the requirements of Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms part of the Report of the Directors 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 31<sup>st</sup> March, 2023, the Board consisted of Nine Directors – a Chairman and Managing Director (Executive Director) nominated by Government of Tamil Nadu (GOTN) and three Non-Executive Directors nominated by GOTN, and Five Independent Non-Executive Directors including one Woman Director.

As per Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board of Directors shall have an optimum combination of Executive and Non-Executive Directors with at least one independent woman director and not less than fifty percent of the Board of Directors shall comprise of Non-Executive Directors. Where the Chairperson of the Board of Directors is a Non-Executive Director, at least one-third of the Board of Directors shall comprise of Independent Directors and where the listed entity does not have a regular Non-Executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors provided that where the regular Non-Executive Chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of Board of Director or at one level below the Board of Directors, at least half of the Board of Directors of the listed entity shall consist of Independent Directors.

The composition of the Board of Directors of TNPL is in compliance with the provisions of Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The following are the Directors of the company as on 31<sup>st</sup> March, 2023:

Sl. No.	Name of Director	Designation
1.	Dr. M. Sai Kumar, I.A.S.,	Chairman and Managing Director
2.	Thiru S Krishnan, I.A.S.,	Director
3.	Thiru N Muruganandham, I.A.S.,	Director
4.	Thiru C Vijayaraj Kumar, I.A.S.,	Director
5.	Dr. N. Sundaradevan, I.A.S., (Retd.)	Independent Director
6.	Thiru V Chandrasekaran	Independent Director
7.	Tmt Soundara Kumar	Independent Director
8.	Thiru P B Santhanakrishnan	Independent Director
9.	Dr. M Arumugam	Independent Director



During the year 2022-23, following changes took place in the composition of the Board:

Sl. No.	Name of Director	Event Date	Appointment / Cessation
1.	Dr M Sai Kumar, I.A.S.,	12.06.2022	Appointed as Chairman and Managing Director
2.	Thiru S Krishnan, I.A.S.,	12.06.2022	Ceased as Chairman and Managing Director
3.	Thiru S Krishnan, I.A.S.,	12.06.2022	Change in Designation from Chairman and Managing Director to Non Executive Director
4.	Dr N Sundaradevan, I.A.S., (Retd.)	12.09.2022	Appointed as Independent Director (1 <sup>st</sup> Term)
5.	Thiru R Anand	12.09.2022	Appointed as Independent Director (1 <sup>st</sup> Term)
6.	Thiru N Narayanan, I.A.S., (Retd.)	18.09.2022	Ceased as Independent Director (2 <sup>nd</sup> Term)
7.	Dr M Arumugam	19.09.2022	Appointed as Independent Director (2 <sup>nd</sup> Term)
8.	Thiru P B Santhanakrishnan	19.09.2022	Appointed as Independent Director (2 <sup>nd</sup> Term)
9	Thiru R Anand	20.09.2022	Ceased as Independent Director (1 <sup>st</sup> Term)
10	Thiru Harmander Singh, I.A.S.,	31.10.2022	Ceased as Director
11	Thiru C Vijayaraj Kumar, I.A.S.,	13.02.2023	Appointed as Director

Subsequent to the closure of the Financial Year, the Government of Tamil Nadu, Industries, Investment Promotion & Commerce (MIF.1) Department vide GO (Rt.) No. 147, dated 22.05.2023 has nominated Thiru T Udhayachandran, I.A.S, Principal Secretary to Government, Finance Department [DIN – 02357295] as Director on the Board of the Company in place of Thiru N Muruganandam, I.A.S., with effect from 24<sup>th</sup> May, 2023.

During the year 2022-23, following changes took place in the composition of the Key Managerial Personnel (KMP):

Sl. No.	Name of KMP	Event Date	Appointment / Cessation
1.	Thiru B Thamizh Selvan	30.06.2022	Ceased to be Company Secretary
2.	Tmt Anuradha Ponraj	01.07.2022	Appointed as Company Secretary

### Board Diversity

The Company has over the years been fortunate to have eminent persons from diverse fields as Directors on its Board.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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](http://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 independent in terms of provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 to Independent Directors in the manner as provided in the Companies Act, 2013.

The terms and conditions of appointment of Independent Directors have been disclosed on the company's website at [www.tnpl.com](http://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 required by SEBI.

The Independent Directors have made their registration for inclusion of their name in the databank maintained by Indian Institute of Corporate Affairs (IICA).

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 Act and Listing Regulations 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 five Independent Directors have been issued the certificate by IICA for passing the online proficiency test.

Thiru R Anand, (DIN: 00243485), Additional (Independent) Director of the Company has vide his resignation letter dated 20<sup>th</sup> September, 2022 resigned from the Board of the Company with effect from the closing of business hours on 20<sup>th</sup> September, 2022 due to personal reasons. We further confirm that there is no other material reason for his resignation other than those provided above.

#### **Certificate of Non Disqualification**

Certificate from the Practicing Company Secretary 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 has been provided.

#### **Certificate of Corporate Governance**

Certificate from Statutory Auditors, on compliance of Regulation 34(3) of the Listing Regulations relating to corporate governance forms part of this Report.

#### **Separate meeting of Independent Directors**

During the year, the Independent Directors of the Company met separately without the presence of other Directors or management representatives on 31<sup>st</sup> March, 2023 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.
- ❖ The Independent Directors discussed, 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 matters.

#### **Familiarization Programme**

The Company has framed familiarization programme for Independent Directors. The Board members 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 Board and Committee Meetings, 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 and External Internal 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](http://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 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 executives and overseeing succession planning.
- d) Aligning key executive and Board remuneration with the longer term interests of the company and its shareholders.
- e) Ensuring a transparent Board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.
- f) Monitoring and managing potential conflicts of interest of management, Board members 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 Evaluation framework.

The notice of Board Meeting is 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 Pre-reads 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 item(s) on the agenda are permitted.

All Eight 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.

Sensitive subject matters 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.

### **Support and Role of Company Secretary**

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the Agenda and convening of the Board and Committee meetings. The Company Secretary attends all the Meetings of the Board and its Committees, 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.

### **Invitees & proceedings**

Apart from the Board members 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 of various Board Committees brief the Board on all the important matters discussed & decided at the respective committee meetings, which are generally held prior to the Board meeting.

**b. Attendance of each Director at the Board of Directors' Meetings held during 2022-2023, 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 attend- ed last AGM	Directorships held in other companies		Committee* Memberships held in other companies	
		Held/ Enti- tled to attend	Attended			Director	Chairman	Member	Chairman
Dr M Sai Kumar, I.A.S.,	Executive	7	7	0	Y	0	0	0	0
Thiru S Krishnan, I.A.S.,	Non Executive	8	7	0	N	3	0	0	0
Thiru N Muruganandam, I.A.S.,	Non Executive	8	4	0	N	1	0	0	0
Thiru Harmander Singh, I.A.S.,	Non Executive	5	2	0	N	0	2	0	0
Thiru C Vijayaraj Kumar, I.A.S.,	Non Executive	2	1	0	NA	1	0	0	0
Thiru N Narayanan, I.A.S.,(Retd.,)	Independent Non Executive	4	4	0	NA	1	0	0	0
Thiru V Chandrasekaran	Independent Non- Executive	8	8	0	Y	6	4	5	4
Tmt Soundara Kumar	Independent Non Executive	8	8	0	N	5	6	6	3
Thiru P B Santhanakrishnan	Independent Non Executive	8	8	0	Y	0	0	0	0
Dr M Arumugam	Independent Non Executive	8	8	0	Y	0	0	0	0
Dr N Sundaradevan, I.A.S.,	Independent Non Executive	4	3	0	N	4	0	0	0
Thiru R Anand	Independent Non Executive	0	0	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.

**Other Listed Entities wherein our Directors hold Directorship (as on 31<sup>st</sup> March, 2023):**

Sl. No.	Name of the Director	Category of Directorship	Name of Listed entities
1.	Thiru S. Krishnan, I.A.S	Chairman	Titan Company Limited
		Chairman	Tamilnadu Petroproducts Limited
2	Dr N Sundaradevan, I.A.S., (Retd.)	Independent Director	Manali Petrochemicals Limited
		Independent Director	Tamilnadu Petroproducts Limited
3.	Tmt Soundara Kumar	Independent Director	Ramco Systems Limited
		Independent Director	Shanthi Gears Limited
		Independent Director	Rajapalayam Mills Limited
		Independent Director	Carborundum Universal Limited
		Independent Director	Bank of Baroda
4.	Thiru V Chandrasekaran	Independent Director	Care Ratings Limited
		Independent Director	Grasim Industries Limited
		Independent Director	Tata Investment Corporation Limited

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees as specified in Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 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 re-appointment at the Annual General Meeting. Brief details of Directors seeking appointment / re-appointment is included in the Notice of the Annual General Meeting (AGM).

Shareholder approval, by Special Resolution, is obtained for appointing or continuing the Directorship of an Independent Director beyond 75 years of age and of any Executive Director beyond 70 years of age:

**Core skills / expertise / competence of Directors:**

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"> <li>• Zonal Joint Director General of Foreign Trade, GOI,</li> <li>• CMD – TNEB, TANGEDCO and TANTRANSKO</li> <li>• CMD, TUFIDCO</li> <li>• Additional Chief Secretary and Principal Secretary – I to Chief Minister, GOTN</li> <li>• Principal Secretary PWD, GOTN</li> <li>• MD, TASMAL</li> <li>• Commissioner of Labour, GOTN</li> <li>• District Collector – Dharmapuri and Virudhunagar Districts</li> <li>• Commissioner – Corporation of Madurai</li> <li>• Jt. Commissioner (Enforcement) Commercial Taxes, Coimbatore.</li> </ul>
Thiru S Krishnan, I.A.S.,	B.A (Hons), M.A (Economics), I.A.S.,	Thiru S Krishnan I.A.S., belongs to 1989 batch of Indian Administrative Service. He has over 34 years of service in various departments of Government of Tamil Nadu. Currently, he holds the position of Additional Chief Secretary to Government, Industries, Investment Promotion and Commerce Department., Government of Tamilnadu.
Thiru N Muruganandam, I.A.S.,	B.E(Com.Sci), MBA(IIM), I.A.S.,	Thiru N. Muruganandam, I.A.S., belongs to 1991 batch of Indian Administrative Service. He has over 32 years of service in various departments of Government of Tamil Nadu. Currently Thiru N. Muruganandam, I.A.S., holds the position of Additional Chief Secretary to Government of Tamilnadu, Finance Department, Govt. of Tamil Nadu.
Thiru Harmander Singh, I.A.S.,	M.Sc (Botany), PG Diploma in Democratization , Public Policy & Governance, I.A.S.,	Thiru Harmander Singh, I.A.S., belongs to 1989 batch of Indian Administrative Service. He has over 34 years of service in various departments of Government of Tamil Nadu. Currently, he holds the position of Additional Chief Secretary to Government / Commissioner of Sugar and Chairman and Managing Director, Tamilnadu Sugar Corporation Limited.
Thiru C Vijayaraj Kumar, I.A.S.,	B.E(Mechanical Engineering), MBA (Marketing), MA (Development Studies) (Netherlands) I.A.S.,	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 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.

Name of the Directors	Qualification	Skills/Competence/Expertise
<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 &amp; 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>
<p>Tmt Soundara Kumar</p>	<p>B.Sc (Maths), CAIIB</p>	<p>Tmt Soundara Kumar has worked for 39 years as officer in State Bank of India from 1975 to 2014 with various responsibilities including managing Bank's business while ensuring smooth merger with State Bank of India. She was a permanent member of Corporate Centre Investment Committee and Credit Policies and Procedures Committee. She also held additional charge of Treasury Operations of the Bank whenever needed as Deputy Managing Director.</p>

Name of the Directors	Qualification	Skills/Competence/Expertise
Thiru V Chandrasekaran	B.Com, F.C.A.	<p>Thiru V Chandrasekaran has worked for nearly 32 years in Finance and Investment functions of Life Insurance, Housing Finance and Mutual Fund in Life Insurance Corporation of India (LIC) with adequate exposure to a gamut of Investments and involved in Investment decision making processes, Investment Monitoring and Accounting. The 3 decades of managerial experience is supported by academic and professional background as a Fellow Member of Institute of Chartered Accountants of India. His Key competencies include Treasury Functions in Equity, Debt and Money Markets, Investment Strategies and Analysis, Credit Review and Monitoring, Project Finance, Venture Capital, Investee Company Affairs, Equity Research Credit Appraisal in Housing Finance including both Retail and Project Finance. Amongst other key positions, he has also held various key positions in LIC of India.</p>
Thiru P B Santhanakrishnan	B.Sc, F.C.A.	<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>



Name of the Directors	Qualification	Skills/Competence/Expertise
Dr M Arumugam	<p>Ph.D (Supply chain management), M.B.A.,</p> <p>Ph.D (Artificial Intelligence),</p> <p>M. Tech I.I.T</p>	<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 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>

**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 Regulations 2015, 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 Regulation, 2015 Number of Board Meetings held and the dates on which held:**

Eight Board Meetings were held during the year 2022-23 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:

18.05.2022, 06.07.2022, 11.08.2022, 12.09.2022, 22.09.2022, 10.11.2022, 13.02.2023 and 31.03.2023.

Further, the Company was compliant with Regulations 17(2) and 17(2A) of the SEBI, (LODR), Regulations, 2015 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 Auditor / Cost Audit report / Secretarial Audit Report / Internal Audit Report
- 6) Appointment of Statutory Auditor, Secretarial Auditor, Cost auditor and Internal Auditor
- 7) Materially important show cause, demand, prosecution and penalty notices
- 8) Legal compliance report and certificate
- 9) Review of foreign exchange exposures and exchange rate movement, if material
- 10) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any
- 11) Any material default in financial obligations to and by the company or substantial non-recoveries against sale, if any
- 12) 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.
- 13) 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.
- 14) Non-compliance of any regulatory, statutory nature or listing requirements and shareholders' service such as non-payment of dividend, delay in share transfer etc.

- 15) 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.
- 16) Contracts in which Director(s) are deemed to be interested
- 17) Details of investment of surplus funds available with the company
- 18) General disclosure of interest
- 19) The information on recruitment and remuneration of senior officers just below the Board level including appointment or removal of Chief Financial Officer and the Company Secretary
- 20) Details of any joint venture or collaboration agreement
- 21) Transactions that involve substantial payment towards goodwill, brand equity or intellectual property
- 22) Sale of material nature of investments, subsidiaries, assets which is not in normal course of business
- 23) Perspective plan for the future of the company
- 24) 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 proceedings at Board and Committee Meeting**

The Company Secretary records the minutes of the proceedings of each Board and Committee meeting. 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.

**e. Post Meeting Follow-up Mechanism**

Action Taken Report 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 Committees 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 the Secretarial Standards issued by the Institute of Company Secretaries of India, 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 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 43<sup>rd</sup> Annual General Meeting along with the Explanatory Statement.

**3. Audit Committee – (Statutory) [Regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

**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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 audit fees 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 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 internal auditors, adequacy of the internal control systems.
- 7) Reviewing the adequacy of 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 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, to the Listing Agreement, Companies Act and other statutes, LODR Regulations etc.
- 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.
- 30) 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) Regulations, 2015.
  - (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) Regulations, 2015.

The Audit Committee mandatorily reviews the following information:

- Management discussion, disclosure of related party transactions and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the External internal auditor shall be subject to review by the Audit Committee.

There are no instances of Board not accepting the recommendations of the Audit Committee during the year.

**b) Composition, name of members and Chairperson**

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 2022-23 the Audit Committee was reconstituted on 22.09.2022 and the following Six (6) Directors, Four (4) Independent Directors and Two (2) Nominee Directors, are the members in the Audit Committee:

1	Thiru V Chandrasekaran	Chairman of the Committee
2	Dr N Sundaradevan, I.A.S., (Retd.)	Member
3	Thiru P B Santhanakrishnan	Member
4	Dr M Arumugam	Member
5	Thiru S Krishnan, I.A.S.,	Industries, Investment Promotion and Commerce Department, Government of Tamil Nadu– Nominee Director Member
6	Thiru N Muruganandam, I.A.S.,	Finance Department, Government of Tamil Nadu – Nominee Director Member

The Company Secretary acts as the Secretary to the Committee.

**c) Meetings and attendance during the year .**

Director	No. of Meetings Held/ Entitled to attend	Attended
Thiru V Chandrasekaran	7	7
Thiru N Narayanan, I.A.S., (Retd.)*	3	3
Thiru P B Santhanakrishnan	7	7
Dr M Arumugam	7	6
Thiru S Krishnan, I.A.S.,# Industries, Investment Promotion and Commerce Department, Government of Tamil Nadu – Nominee Director Member	3	1
Thiru N Muruganandam, I.A.S.,# (Finance Department, Government of Tamil Nadu – Nominee Director)	3	1
Dr N Sundaradevan, I.A.S., (Retd.)#	3	3

# Co-opted as Member(s) w.e.f. 22.09.2022

\* Ceased to be a Director / Member w.e.f 18.09.2022

The Audit Committee met 7 times during 2022-23 as against the minimum requirement of 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 : 09.05.2022, 18.05.2022, 11.08.2022, 22.09.2022, 10.11.2022, 13.02.2023 and 31.03.2023.



Chairman of the Audit Committee was present at the AGM.

Invitees / Participants:

1. The Chairman / Chairman and Managing Director / Managing Director and CFO is a permanent invitee to all Audit Committee meetings.
2. The representatives of the Internal Auditors and Statutory Auditors have attended all the Audit Committee meetings, as far as possible and briefs the Committee on all the points covered in the Internal Audit Report as well as the other issues that comes up during discussions.
3. The Heads of Manufacturing and Marketing, 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 13(3) of the SEBI Listing Regulations, quarterly reports on the compliance of investor grievances are filed with the Stock Exchanges. Annual compliance certificates signed by both the Company 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 Listing Regulations.

During the financial year 2022-23 the Stakeholders` Relationship Committee was reconstituted on 22.09.2022 and the following Five (5) Directors out of which Four (4) Independent Directors and One (1) Nominee Director are the members in the Stakeholders` Relationship Committee:

1.	Thiru P B Santhanakrishnan	Chairman of the Committee
2.	Dr N Sundaradevan, I.A.S., (Retd.)	Member
3.	Dr M Arumugam	Member
4.	Tmt Soundara Kumar	Member
5.	Thiru Harmander Singh, I.A.S., Commissioner of Sugar, Government of Tamil Nadu - Nominee Director*	Member
6.	Thiru C Vijayaraj Kumar, I.A.S., Commissioner of Sugar, Government of Tamil Nadu - Nominee Director#	Member

\* Co-opted as Member w.e.f. 22.09.2022 and ceased to be a member w.e.f. 31.10.2022.

# Co-opted as Director / Member w.e.f. 13.02.2023

The Stakeholders Relationship Committee met on 31.03.2023 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 31.03.2023. The necessary quorum was present for the meeting.

Director	No. of Meetings Held/ Entitled to attend	Attended
Thiru P B Santhanakrishnan	1	1
Thiru N Narayanan, I.A.S., (Retd.)#	NA	NA
Dr N Sundaradevan, I.A.S., (Retd.)\$	1	1
Dr M Arumugam	1	1
Tmt Soundara Kumar	1	1
Thiru C Vijayaraj Kumar, I.A.S.,*	1	1

\* Co-opted Director/Member w.e.f 13.02.2023

# Ceased to be a member w.e.f. 18.09.2022

\$ Co-opted as member w.e.f. 22.09.2022

Chairman of the Stakeholders` Relationship Committee was present at the AGM

**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 New / duplicate share certificates against the original 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 listed entity 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.

The 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	NIL
Non-receipt of Dividend Warrants	2
Non-receipt of Share Certificates	NIL
Miscellaneous/ Others	4
Total	6

Complaints Status: 01.04.2022 to 31.03.2023

Nature of complaints (Received, Resolved and Pending )	Q1	Q2	Q3	Q4	Total
Securities and Exchange Board of India	1	1	1	1	4
Stock Exchanges	NIL	NIL	NIL	1	1
Shareholders	1	NIL	NIL	NIL	1
Total	2	1	1	2	6



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 31<sup>st</sup> March, 2023 have been acted upon. No share transfer was pending as on 31<sup>st</sup> March, 2023.

SEBI in June, 2018 amended the Regulation 40 of the Listing Regulations 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 2022-23, the Corporate Social Responsibility Committee was reconstituted on 22.09.2022 and the following Six (6) Directors out of which Five (5) Independent Directors and One (1) Nominee Director are the members in the Corporate Social Responsibility Committee:

1.	Tmt Soundara Kumar	Chairman of the Committee
2.	Dr N Sundaradevan, I.A.S., (Retd.)	Member
3.	Thiru V Chandrasekaran	Member
4.	Thiru P B Santhanakrishnan	Member
5.	Dr M Arumugam	Member
6.	Thiru Harmander Singh, I.A.S., Commissioner of Sugar, Government of Tamil Nadu - Nominee Director*	Member
7.	Thiru C Vijayaraj Kumar, I.A.S., Commissioner of Sugar, Government of Tamil Nadu - Nominee Director #	Member

\*Co-opted as Member w.e.f. 22.09.2022 and ceased to be a member w.e.f. 31.10.2022.

# Co-opted as Director / Member w.e.f. 13.02.2023

**Meetings and attendance during the year**

The Corporate Social Responsibility Committee met on 18.05.2022. The necessary quorum was present for the meeting.

Director	No. of Meetings Held/ Entitled to attend	Attended
Tmt Soundara Kumar	1	1
Thiru N Narayanan, I.A.S., (Retd.)#	1	1
Thiru P B Santhanakrishnan	1	1
Dr M Arumugam	1	1
Thiru V Chandrasekaran	1	1
Dr N Sundaradevan, I.A.S., (Retd.)*	-	-
Thiru C Vijayaraj Kumar, I.A.S.,@	-	-

\* Co-opted as a Member w.e.f. 22.09.2022

# Ceased to be a member w.e.f. 18.09.2022

@ Co-opted as a Director/Member w.e.f. 13.02.2023

The Company had formulated CSR Policy as per the provisions of the Companies Act, 2013. As per Sec.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 and Medical Service
3. Infrastructure Development
4. Social development

5. Livelihood and Economic Development
6. Environment & Sanitation
7. Culture & Heritage
8. Soil & Water conservation

The company is covered under Section 135 of the Act for FY 2022-23. 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 (Listing Obligations and Disclosure Requirements, Regulations, 2015)]

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 periodical basis which are reviewed by Board of Directors also. Based on periodic reviews and implementations of recommendations resulting from review process, the risk management process is continuously being improved and strengthened.

To comply with provisions of the amendment of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (namely Regulation 21) the company had constituted the Risk Management Committee with effect from 12.08.2021. During the financial year 2022-23, the Risk Management Committee was reconstituted on 22.09.2022 and the following Seven (7) Directors out of which Five (5) Independent Directors and Two (2) Nominee Directors are the members in the Risk Management Committee:

1.	Dr M Arumugam	Chairman of the Committee
2.	Dr N Sundaradevan, I.A.S., (Retd.)	Member
3.	Thiru V Chandrasekaran	Member
4.	Tmt Soundara Kumar	Member
5.	Thiru P B Santhanakrishnan	Member
6.	Thiru N Muruganandam, Finance Department, Government of Tamil Nadu – Nominee Director	Member
7.	Thiru Harmander Singh, I.A.S.,, Commissioner of Sugar, Government of Tamil Nadu - Nominee Director*	Member
8.	Thiru C Vijayaraj Kumar, I.A.S., Commissioner of Sugar, Government of Tamil Nadu - Nominee Director#	Member

\*Co-opted as Member w.e.f. 22.09.2022 and ceased to be a member w.e.f 31.10.2022.

# Co-opted as Director / Member w.e.f. 13.02.2023

The Risk Management Committee met 2 times during 2022-23 ie. on 18.07.2022, and 10.01.2023 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**

Director	No. of Meetings Held/ Entitled to attend	Attended
Dr M Arumugam	2	2
Thiru N Narayanan, I.A.S., (Retd.)#	2	1
Thiru V Chandrasekaran	2	2
Tmt Soundara Kumar	2	2
Thiru P B Santhanakrishnan	2	2
Dr N Sundaradevan, I.A.S., (Retd.)*	1	-
Thiru N Muruganandam, I.A.S., * (Finance Department, Government of Tamil Nadu – Nominee Director)	1	-
Thiru C Vijayaraj Kumar, I.A.S.,@ Commissioner of Sugar, Government of Tamil Nadu	NA	NA

\* Co-opted as a Member(s) w.e.f 22.09.2022

# Ceased to be a Member w.e.f. 18.09.2022

@ Co-opted as a Director/Member w.e.f 13.02.2023

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.

Thiru SVR Krishnan, Executive Director – Operations, is nominated as the Chief Risk Officer of the Company.

**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 listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber risks or any 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, in instances where there is any overlap with activities of such Committees, as per the framework laid down by the Board of Directors.



- ❖ The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

#### 7. **Nomination and Remuneration Committee (Statutory) [Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To comply with Section 178 of the Companies Act 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has formed a Nomination and Remuneration Committee. During the financial year 2022-23, the Nomination and Remuneration Committee was reconstituted on 22.09.2022 and the following Six (6) Directors, Four (4) Independent Directors and Two (2) Nominee Directors are the members in the Nomination and Remuneration Committee:

1.	Dr N Sundaradevan, I.A.S., (Retd.)	Chairman of the Committee
2.	Thiru V Chandrasekaran	Member
3.	Tmt Soundara Kumar	Member
4.	Dr M Arumugam	Member
5.	Thiru S Krishnan, Industries, Investment Promotion and Commerce Department, Government of Tamil Nadu – Nominee Director	Member
6	Thiru N Muruganandam, Finance Department, Government of Tamil Nadu – Nominee Director	Member

#### **Meetings and attendance during the year**

The Nomination and Remuneration Committee met 4 times during 2022-23 on 18.05.2022, 06.07.2022, 12.09.2022 and 31.03.2023 respectively. The necessary quorum was present for all the meetings:

Director	No. of Meetings Held/ Entitled to attend	Attended
Thiru N Narayanan, I.A.S., (Retd.) <sup>#</sup>	3	3
Dr N Sundaradevan, I.A.S., (Retd.) <sup>\$</sup>	1	1
Thiru V Chandrasekaran	4	4
Tmt Soundara Kumar	4	4
Thiru P B Santhanakrishnan <sup>&amp;</sup>	3	3
Dr M Arumugam	4	4
Thiru S Krishnan, I.A.S., <sup>*</sup> Industries, Investment Promotion and Commerce Department, Government of Tamil Nadu – Nominee Director	1	1
Thiru N Muruganandam, I.A.S., <sup>*</sup> Finance Department, Government of Tamil Nadu – Nominee Director	1	-

\* Co-opted as a Member w.e.f 22.09.2022

# Ceased to be a member w.e.f. 18.09.2022

\$ Designated as Chairman w.e.f.22.09.2022

&Ceased to be a member w.e.f. 22.09.2022

The Chairperson of the Nomination and Remuneration Committee was present at the last AGM.

## **Terms of reference of the Committee:**

- ❖ Shall identify persons who are qualified to become director and who may be appointed in Senior Management in accordance with the criteria laid down
- ❖ Recommend to the Board their appointment and removal
- ❖ Shall lay down an evaluation criteria for performance evaluation of Independent Directors and the Board.
- ❖ Formulate the criteria for determining qualifications, positive attributes and independence of a director
- ❖ Devising policy on Board's diversity
- ❖ Recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel (KMP) and other employees.
- ❖ Evaluate 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.
- ❖ Evaluate executive team performance regularly to strengthen the cumulative annual assessment and to provide timely feed-back to the assessed individuals.
- ❖ 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:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
- ❖ 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.
- ❖ recommend to the board, all remuneration, in whatever form, payable to senior management.

## **Performance Evaluation of Directors**

The Nomination and Remuneration Committee has specified the criteria for performance evaluation of the Directors, the Board and its Committees. 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 Personnel 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 Personnel:

The Key Managerial Personnel, Senior Management Personnel 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 289<sup>th</sup> Board Meeting covering the period from 16<sup>th</sup> May 2018 to 15<sup>th</sup> May 2022. 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 was appointed as Chairman and Managing Director as per the Govt. order on 12<sup>th</sup> June 2022 .He 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 31<sup>st</sup> March, 2023:

Executive Directors		(₹ In Lakh)			
Name & Position	Pay & Allowances	Reimbursement of medical expenses	Perquisites	Others	Total
Thiru S Krishnan, I.A.S., CMD (upto 12.06.2022)	2.06	-	-	-	2.06
Dr M. Sai Kumar, I.A.S., CMD (w.e.f. 12.06.2022)	37.03	-	-	7.73	44.76
<b>Total</b>	39.09	-	-	7.73	46.82



**Non-Executive Directors**

The details of sitting fees paid to non-executive Directors and Independent Directors during the financial year are given below:

Name of the Director	Sitting Fees Paid (₹)							
	Board Meeting	Audit Committee Meeting	Stakeholders Relationship Committee	CSR Committee	Nomination and Remuneration Committee	Risk Management Committee	Independent Director's Meeting	Honourarium
Thiru S Krishnan, I.A.S.,*	2,10,000*	30,000	-	-	30,000	-	-	-
Thiru N. Muruganandam, I.A.S.,*	1,40,000*	30,000	-	-	-	-	-	-
Thiru Harmander Singh, I.A.S.,	70,000*	-	-	-	-	-	-	-
Thiru C Vijayaraj Kumar, I.A.S.,	35,000*	-	30,000	-	-	-	-	-
Thiru N.Narayanan, I.A.S., (Retd.)	1,40,000	90,000	-	30,000	90,000	30,000	-	1,80,000
Dr N Sundaradevan, I.A.S., (Retd.)	1,05,000	90,000	30,000	-	30,000	-	30,000	1,50,000
Tmt Soundara Kumar	2,80,000	-	30,000	30,000	1,20,000	30,000	30,000	0
Thiru V Chandrasekaran	2,80,000	2,10,000	-	30,000	1,20,000	60,000	30,000	30,000
Thiru P B Santhanakrishnan	2,80,000	2,10,000	30,000	30,000	90,000	60,000	30,000	30,000
Dr M Arumugam	2,80,000	1,80,000	30,000	30,000	1,20,000	60,000	30,000	12,500
<b>Total</b>	<b>18,20,000</b>	<b>8,40,000</b>	<b>1,50,000</b>	<b>1,50,000</b>	<b>6,00,000</b>	<b>2,40,000</b>	<b>1,50,000</b>	<b>4,02,500</b>

\* 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 committees.

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
2019-20	40	Thru Video Conference ("VC")/Other Audio Visual Means ("OAVM")	18.09.2020	10.15 AM	2
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	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.

No Extraordinary General Meeting of the Members was held during the financial year 2022-23

## II. Postal Ballot

During the financial year 2022-23 following Two (2) Ordinary Resolutions were passed by the Company through Postal Ballot:

SI No	Particulars
1.	Appointment of Dr. M Sai Kumar, I.A.S., as Chairman and Managing Director
2.	Appointment of Thiru C Vijayaraj Kumar, I.A.S., as Director

### Voting Pattern

SI No	Particulars	% Votes in Favour	% Votes Against	Voting Period Start and End (Dates)	Cut off Date
1.	Appointment of Dr M Sai Kumar, I.A.S., as Chairman and Managing Director	99.28%	0.72%	Monday, the 1 <sup>st</sup> August, 2022 (9.00 A.M.) (IST) and ended on Tuesday, the 30 <sup>th</sup> August, 2022 (5.00 P.M.) (IST)	22 <sup>nd</sup> July, 2022
2.	Appointment of Thiru C Vijayaraj Kumar, I.A.S., as Director	99.46%	0.54%	Tuesday, 21 <sup>st</sup> February, 2023 at 9.00 A.M. I.S.T. and ended on Wednesday, 22 <sup>nd</sup> March, 2023 at 5.00 P.M. I.S.T.	10 <sup>th</sup> February, 2023

The Ordinary Resolution(s) were passed with requisite majority.

### Procedure for Postal Ballot:

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rule"), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular No.14/2020 dated 8<sup>th</sup> April, 2020 read with General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, General Circular No.22/2020 dated 15<sup>th</sup> June, 2020, General Circular No.33/2020 dated 28<sup>th</sup> September, 2020, General Circular No.39/2020 dated 31<sup>st</sup> December, 2020, General Circular No.10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No.20/2021 dated 8<sup>th</sup> December, 2021, General Circular No.3/2022 dated 5<sup>th</sup> May, 2022 and General Circular No.11/2022 dated 28<sup>th</sup> December, 2022 ("MCA Circulars"), and such other applicable laws and regulations, the Company has issued Postal Ballot Notice dated 6<sup>th</sup> July, 2022 and 13<sup>th</sup> February, 2023 respectively to the Members, seeking their consent with respect to the appointment of Dr. M Sai Kumar, I.A.S., as Chairman and Managing Director and Thiru C Vijayaraj Kumar, I.A.S., as Director.

In Compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules 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 Rule, 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.

The Scrutinizer after the completion of scrutiny submitted the consolidated Scrutinizers Report dated 1<sup>st</sup> September, 2022 and 23<sup>rd</sup> March, 2023 respectively 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 were submitted to the BSE and NSE on 1<sup>st</sup> September, 2022 and 23<sup>rd</sup> March, 2023 and also placed on Company's Website.

No Special Resolution is proposed to be conducted through Postal Ballot as on the date of this Annual Report.

None of the businesses proposed to be transacted at the ensuing AGM requires passing a resolution through Postal Ballot.

### **E-voting System**

Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 M Damodaran of M/s. M Damodaran & Associates LLP, a firm of Company Secretaries in practice, 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 AGM held on 22<sup>nd</sup> September, 2022.

### **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, One (1) circular resolution by the Board and Two (2) circular resolutions by the Nomination & Remuneration Committee (NRC) were passed which was recorded at the subsequent Board/NRC Meetings.

### **Secretarial Audit Report**

Section 204 of the Companies Act, 2013 has mandated appointment of a Secretarial Auditor. Accordingly, M/s. M Damodaran & Associates, LLP have been appointed as Secretarial Auditors for the year 2022-23. The Secretarial Audit Report in Form MR - 3 is attached as an annexure to the Board of Director'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 <sup>th</sup> June, 2022	12 <sup>th</sup> July, 2022
30 <sup>th</sup> September, 2022	14 <sup>th</sup> October, 2022
31 <sup>st</sup> December, 2022	6 <sup>th</sup> January, 2023
31 <sup>st</sup> March, 2023	11 <sup>th</sup> April, 2023

### 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 4 quarters during the Financial Year 2022-23, the Compliance Report on Corporate Governance to stock exchanges in the prescribed format within 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](http://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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 31<sup>st</sup> March 2023 in the form prescribed by Part B of Schedule II of the said Listing Regulations.
- c. The criteria for making payments to non-executive directors is placed on the website of the company [www.tnpl.com](http://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.
- 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 43<sup>rd</sup> 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 Members and Senior Management adopted pursuant to Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been detailed below:

The code is applicable to all Directors and specified Senior Management Executives. The code impresses upon Directors and Senior Management Executives to uphold the interest of the company and its stakeholders and to endeavor to fulfil 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 have included duties for Independent Directors in the Code of Conduct for Board Members. The company has suitably incorporated the same in the Code of Conduct for Board Members. The code has been posted on the website of the company [www.tnpl.com](http://www.tnpl.com)

Affirmation of compliance of Code of Conduct for the financial year 2022-23 has been received from the Directors and Senior Management personnel of the company.

## **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 New circular is issued by BSE vide letter dated 2<sup>nd</sup> April, 2019 vide Ref No. LIST/COMP/01/2019-20 and NSE dated 2<sup>nd</sup> 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.

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](http://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 presentations to the media, analysts, institutional investor's etc. ?	:	Yes
c.	Financial results (Newspapers published in)	:	Financial Express, Business Standard, Dinathanthi
d.	Whether MDA (Management Discussion & Analysis) is a part of Annual Report?	:	Yes
e.	Website where results are uploaded	:	<a href="http://www.tnpl.com">www.tnpl.com</a>

\* 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 and National Stock Exchange 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, Directors' 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 Regulations 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 CFO of the Company are severally / jointly authorized to determine Materiality of any event or information while CFO / 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](http://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 7<sup>th</sup> 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	Regulation Number	Compliance status (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

Particulars	Regulation Number	Compliance status (Yes/No/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
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 2022-23 is in compliance with the requirements of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 11. SHAREHOLDERS' INFORMATION

### 1. 43<sup>rd</sup> Annual General Meeting

Day, Date and Time	Monday, 25 <sup>th</sup> September, 2023 at 12:00 Noon
Venue	Through Video Conference ("VC") / Other Audio Visual Means ("OAVM")

2. Financial Year Calendar (2023-2024) (Tentative):

The Company follows the period of 1<sup>st</sup> April to 31<sup>st</sup> March, as the Financial Year. For the Financial year 2023 - 2024, Financial Results will be announced as per the following tentative schedule.

1 <sup>st</sup> quarter ending June 30, 2023	First/Second week of August 2023
2 <sup>nd</sup> quarter ending September 30, 2023	First/Second week of November 2023
3 <sup>rd</sup> quarter ending December 31, 2023	First/Second week of February 2024
4 <sup>th</sup> quarter ending March 31, 2024	Third/Fourth week of May 2024

3. Book closure date: 19.09.2023 to 25.09.2023 (both days inclusive) on account of AGM and Dividend.

4. Record Date in respect of shares held in dematerialized form and physical form, is 18.09.2023 for determining those who will be entitled to receive dividend to be declared at the ensuing Annual General Meeting.

5. Cut Off Date is 18.09.2023 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 43<sup>rd</sup> 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 20.09.2023 and conclude at 5.00 p.m. IST on 24.09.2023, 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: 29.09.2023 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](http://www.tnpl.com)

9. Listing of Equity Shares on

**a. Stock Exchanges at :**

National Stock Exchange of India Limited Listing Department Plot No. C/1, G Block Bandra - Kurla Complex Bandra (E) - Mumbai - 400 051	BSE Limited Listing Department Phiroze Jeejeebhoy Towers 25 <sup>th</sup> Floor, Dalal Street Mumbai - 400 001
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**b. Depositories at :**

National Securities Depository Ltd. Trade World, 4 <sup>th</sup> Floor, 'A' Wing Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013	Central Depository Services (India) Limited 16 <sup>th</sup> -17 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
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- Listing fee for Equity shares for the year 2022-2023 have been paid to the above Stock Exchanges. For NSE, Listing fee has been paid through “NEAPS” (NSE Electronic Application Processing System).
- The Annual Custodial fees for the Financial Year 2022-23 have been paid to National Securities Depository Ltd.(NSDL) and Central Depository Services (India) Ltd. (CDSL)

**10. Stock Code / Symbol**

1.	BSE	531426
2.	NSE	TNPL EQ
3.	International Securities Identification No.	INE 107A01015
4.	Corporate Identity Number (CIN) allotted by the Ministry of Corporate Affairs	L22121TN1979PLC007799

**11. (a) Market Price Data (In ₹)**

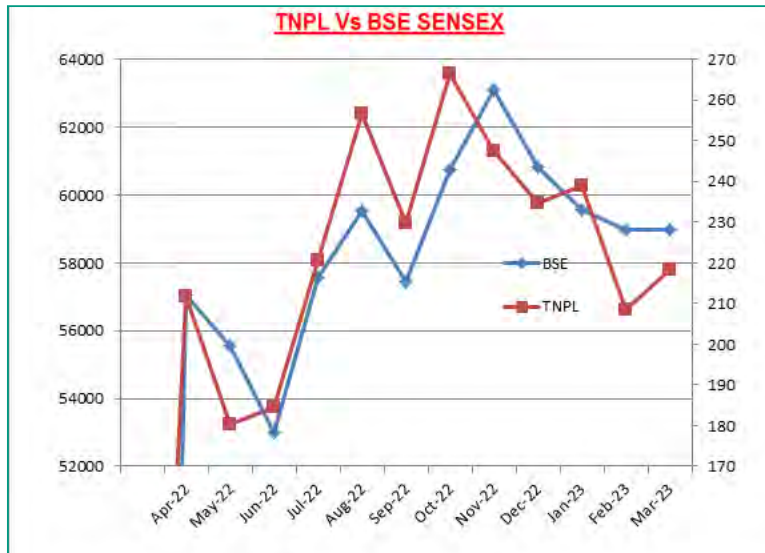
Month/Year	Bombay Stock Exchange (BSE)			National Stock Exchange (NSE)		
	High Price	Low Price	Volume	High Price	Low Price	Volume
Apr-22	226.85	167.70	18,22,767	226.95	167.75	2,49,35,748
May-22	221.30	166.05	11,82,186	221.50	166.00	1,16,45,071
Jun-22	191.00	158.55	5,49,730	188.00	158.70	35,55,651
Jul-22	230.20	187.15	5,39,629	229.40	185.10	61,41,026
Aug-22	265.80	224.55	12,93,813	265.50	224.45	1,42,69,106
Sep-22	279.90	222.15	12,04,287	280.00	214.90	1,12,04,308
Oct-22	269.50	222.00	4,75,843	269.70	222.05	55,03,957
Nov-22	283.45	242.80	5,50,773	283.90	242.65	67,61,247
Dec-22	267.50	221.60	4,01,960	267.70	221.05	61,45,583
Jan-23	252.05	224.00	2,90,557	252.50	224.05	35,00,514
Feb-23	249.00	207.45	4,03,092	249.10	207.00	43,88,845
Mar-23	225.10	200.05	4,30,284	225.00	200.00	55,88,005

**11. (b) Market Capitalization (₹)**

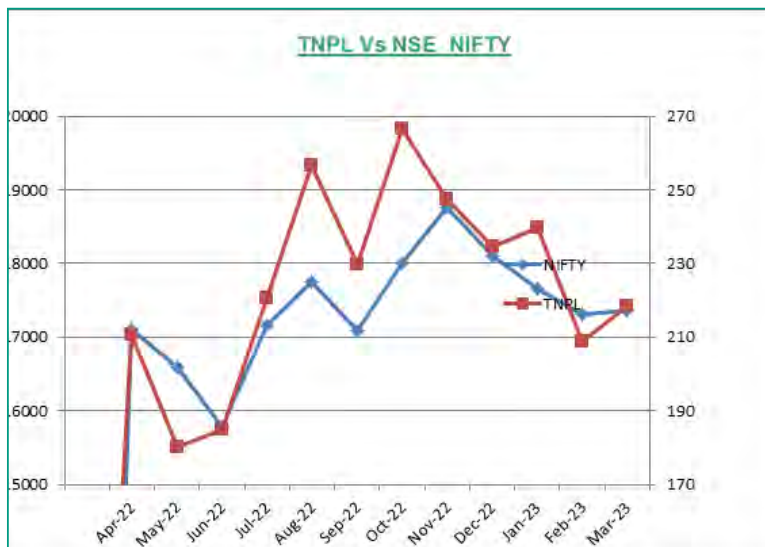
Market Capitalization	BSE	NSE
As on March 31, 2022	1,16,343.02	1,16,031.57
As on March 31, 2023	1,51,052.13	1,51,086.74

**12. Share price performance in comparison to broad based indices – BSE Sensex and NSE Nifty : For the years 2021-22 to 2022-23:**

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
2021-2022	14.86	18.30	(-)3.44	14.40	18.88	(-)4.49
2022-2023	29.83	0.72	29.11	30.21	(-)0.60	30.81



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. Registrar and Transfer Agent:**

The Company has already enlisted the services of M/s Cameo Corporate Services Ltd., Chennai to act as Registrar and Transfer Agents 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

### 13. **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 Listing Regulations 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.

#### **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 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations, 2015) read with SEBI circular dated 20<sup>th</sup> April 2018 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 1<sup>st</sup> 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 [investor@cameoindia.com](mailto:investor@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 2023 for the year ended 31<sup>st</sup> March, 2016 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](http://www.tnpl.com).

Details of dividend pending to the Unpaid / Unclaimed Dividend Account as on 31<sup>st</sup> March, 2023:

Sl. No.	Year	Amount (₹)	% to the total dividend
1.	For the year 2015-16	20,20,710.00	0.39
2.	For the year 2016-17	20,90,542.50	0.40
3.	For the year 2017-18	10,02,065.00	0.29
4.	For the year 2018-19	15,94,905.00	0.31
5.	For the year 2019-20	11,71,889.35	0.28
6.	For the year 2020-21	7,29,528.00	0.35
7.	For the year 2021-22	7,01,048.93	0.25

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 :- 2014-15 (Final)	21.09.2015	31.10.2022	08.12.2022	15,70,230.00
<b>TOTAL</b>				<b>15,70,230.00</b>

**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
1	2008-09	74,545
2	2009-10	31,051
3	2010-11	13,079
4	2011-12	10,411
5	2012-13	8,132
6	2013-14	7,335
7	2014-15	8,551
	(-) Shares returned by IEPF Authority to Shareholder	(800)
<b>TOTAL</b>		<b>1,52,304</b>

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](http://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**

- 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.
- 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.
- Take a print out of the duly filled IEPF-5 and the acknowledgement issued after uploading the form.
- 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".
- 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 31<sup>st</sup> March 2016 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:

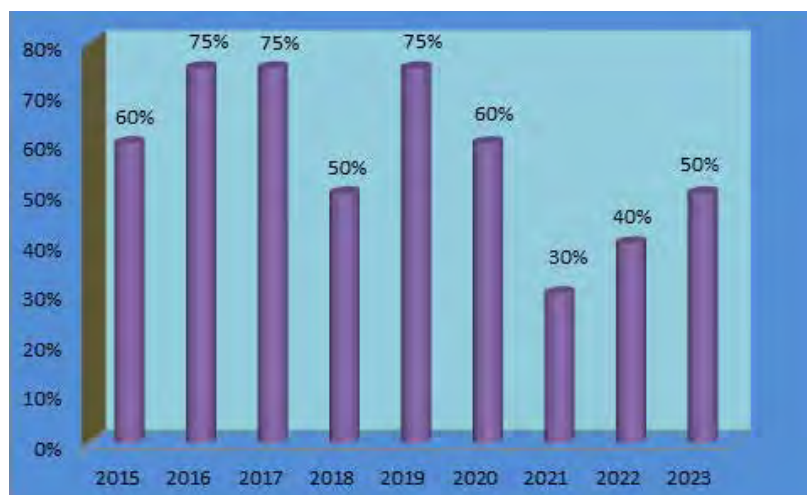
Shareholders are requested to ensure that any correspondence for Change of Address, change in Bank Mandates etc. should be signed by the first named shareholder. Shareholders who hold shares in dematerialized form should correspond with the Depository participant with whom they have opened Demat Account/s.

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.

**14. Dividend Details**

Financial Year	Dividend %	Total Dividend (₹ in Lakhs)
2014-15	60%	4152.64
2015-16	75%	5190.80
2016-17	75%	5190.80
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



15. Distribution of Shareholding as on 31<sup>st</sup> March, 2023

DISTRIBUTION SCHEDULE AS ON 31 <sup>st</sup> March 2023						
Share or Debenture holding (₹)		No. of holders	% of Total holders	Total Shares	Total Amount (₹)	% of Total Amount
10	5000	37,079	90.4674	33,74,320	3,37,43,200	4.8754
5001	10000	1,748	4.2648	14,09,548	1,40,95,480	2.0366
10001	20000	965	2.3544	14,85,169	1,48,51,690	2.1458
20001	30000	350	0.8539	8,80,960	88,09,600	1.2728
30001	40000	157	0.3830	5,67,114	56,71,140	0.8194
40001	50000	146	0.3562	6,84,504	68,45,040	0.9890
50001	100000	249	0.6075	18,55,602	1,85,56,020	2.6810
100001	And above	292	0.7124	5,89,53,383	58,95,33,830	85.1797
<b>Total</b>		<b>40,986</b>	<b>100.0000</b>	<b>6,92,10,600</b>	<b>69,21,06,000</b>	<b>100.0000</b>

Distribution of Shareholding as on 31<sup>st</sup> March 2023

	CATEGORY	NO. OF HOLDERS	NO. OF SHARES	PERCENTAGE
<b>A</b>	<b>PROMOTER'S HOLDINGS</b>			
	Promoters			
1	Indian Promoters	1	2,44,44,900	35.32
	Foreign Promoters	Nil	Nil	Nil
2	Persons Acting in Concert			
	<b>SUB TOTAL (A)</b>	<b>1</b>	<b>2,44,44,900</b>	<b>35.32</b>
<b>B.</b>	<b>NON PROMOTERS HOLDINGS</b>			
1	Indian Financial Institutions	Nil	Nil	Nil
2	Mutual Funds and UTI	2	72,70,180	10.50
3	Banks, Financial Institutions, Insurance Companies (Central /State Govt)	14	60,94,738	8.81
4	Foreign Institutional Investors	Nil	Nil	Nil
5	FPI	72	28,02,325	4.05
	<b>SUB TOTAL (B)</b>	<b>88</b>	<b>1,61,67,243</b>	<b>23.36</b>
<b>C.</b>	<b>OTHERS</b>			
1	Private Corporate Bodies	342	91,80,458	13.26
2	Indian Public	38,861	1,81,25,024	26.19
3	NRIs/OCB	686	4,75,498	0.01
4	Alternative Investment Fund	Nil	Nil	Nil
5	IEPF	1	1,52,304	0.00
6	QIB	Nil	Nil	Nil
7	Others	1,007	6,65,173	0.01
	<b>SUB TOTAL (C)</b>	<b>40,897</b>	<b>2,85,98,457</b>	<b>41.32</b>
	<b>GRAND TOTAL (A+B+C)</b>	<b>40,986</b>	<b>6,92,10,600</b>	<b>100.000</b>



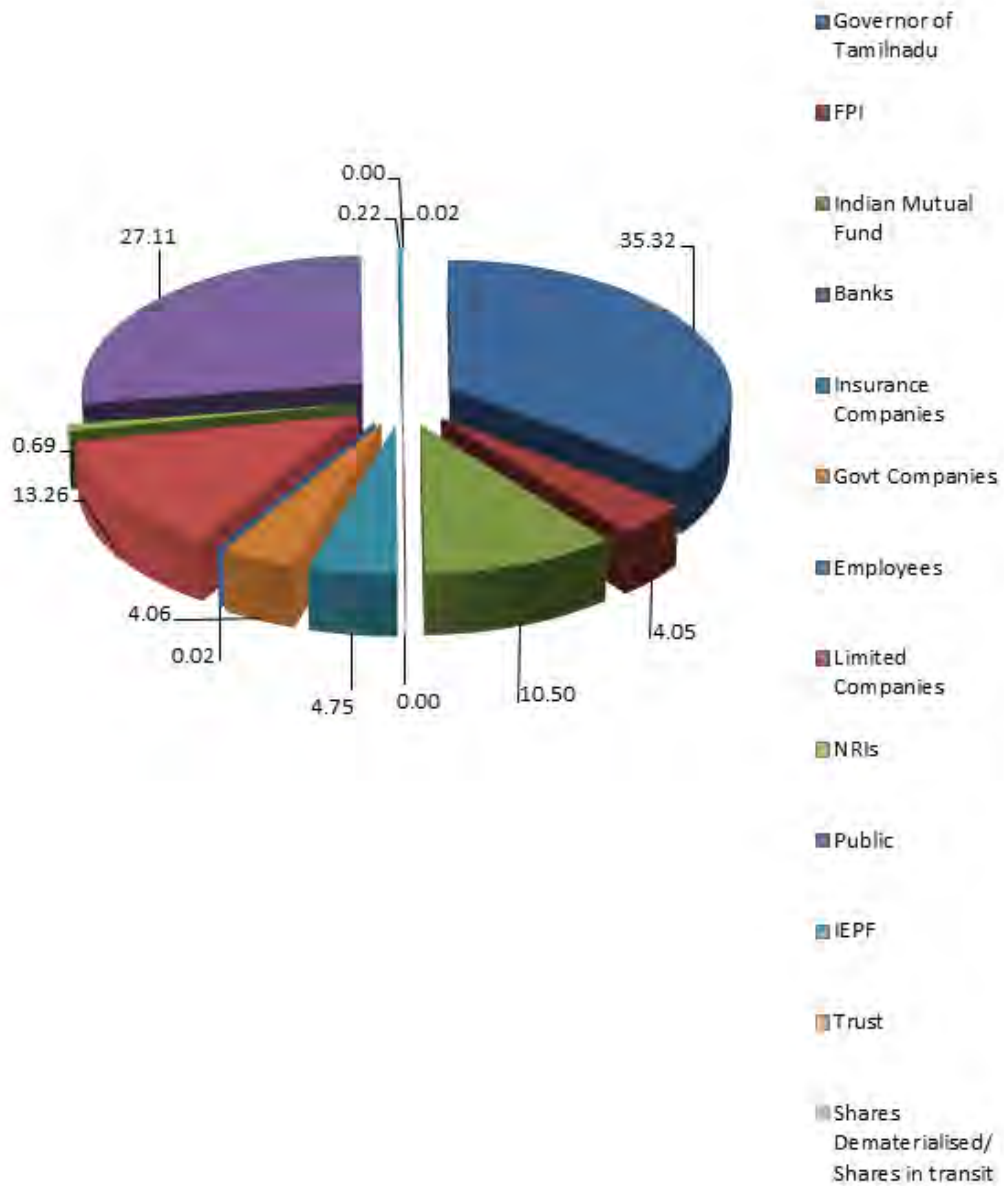
## LIST OF TOP TEN SHAREHOLDERS

SL NO.	NAME OF THE HOLDER (S)	SHARES	PERCENTAGE
1	GOVERNOR OF TAMIL NADU	2,44,44,900	35.32
2	LOK PRAKASHAN LTD	43,80,665	6.33
3	HDFC TRUSTEE COMPANY LTD - A/C HDFC HYBRID EQUITY FUND	33,65,105	4.86
	HDFC TRUSTEE CO LTD - A/C HDFC RETIREMENT SAVINGS FUND-HYBRID - EQUITY PLAN	1,50,000	0.22
	HDFC TRUSTEE CO LTD A/C - HDFC RETIREMENT SAVINGS FUND-EQUITY PLAN	6,00,000	0.87
4	LIFE INSURANCE CORPORATION OF INDIA	24,73,841	3.57
5	MITESH N MEHTA	18,42,200	2.66
6	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C - ADITYA BIRLA SUN LIFE PURE VALUE FUND	16,05,404	2.32
	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C - ADITYA BIRLA SUN LIFE PSU EQUITY FUND	8,50,119	1.23
	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C - ADITYA BIRLA SUN LIFE DIVIDEND YIELD FUND	6,99,552	1.01
7	CD EQUIFINANCE PRIVATE LIMITED	8,91,060	1.29
8	TAMILNADU INDUSTRIAL DEVELOPMENT CORPORATION LTD	8,50,000	1.23
9	SUPERIOR FINANCIAL CONSULTANCY SERVICES PVT.LTD.	6,59,477	0.95
10	TAMILNADU SUGAR CORPORATION LIMITED	5,60,200	0.81
11	STATE INDUSTRIES PROMOTION CORPORATION OF TAMILNADU LTD	5,50,000	0.79
	<b>Total</b>	<b>4,39,22,523</b>	<b>63.46</b>

## SHAREHOLDING PATTERN

SL. No.	Category	Shareholding Pattern As on 31 <sup>st</sup> March, 2023			Shareholding Pattern As on 31 <sup>st</sup> March, 2022		
		Number of Shareholders	Number of Shares	%	Number of Shareholders	Number of Shares	%
1	Governor of Tamil Nadu	1	2,44,44,900	35.32	1	2,44,44,900	35.32
2	Foreign Institutional Investors and Foreign Portfolio Investors	72	28,02,325	4.05	19	10,06,800	1.45
3	Indian Mutual Funds	2	72,70,180	10.50	3	84,76,530	12.25
4	Banks	2	1,800	-	2	1,800	-
5	Financial Institutions	-	-	-	-	-	-
6	Insurance Companies	4	32,84,358	4.75	5	52,61,588	7.60
7	Government. Companies	8	28,08,580	4.06	8	28,08,580	4.06
8	Employees	76	13,900	0.02	86	15,700	0.02
9	Limited Companies	343	91,80,558	13.26	341	77,73,449	11.23
10	NRIs	685	4,75,398	0.69	627	4,47,765	0.65
11	Public & Trust	39,774	1,87,59,793	27.11	39,926	1,83,86,271	26.57
12	Alternative Inv.Fund	-	-	-	1	1,60,000	0.23
13	IEPF	1	1,52,304	0.22	1	1,43,853	0.21
14	Trust	2	350	-	4	3,450	-
15	QIB	-	-	-	-	-	-
16	Shares Dematerialised/ Shares in transit	16	16,154	0.02	95	2,79,914	0.40
	<b>Total</b>	<b>40,986</b>	<b>6,92,10,600</b>	<b>100.00</b>	<b>41,119</b>	<b>6,92,10,600</b>	<b>100.00</b>

### SHARE HOLDING PATTERN AS ON 31.03.2023



**16. 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.

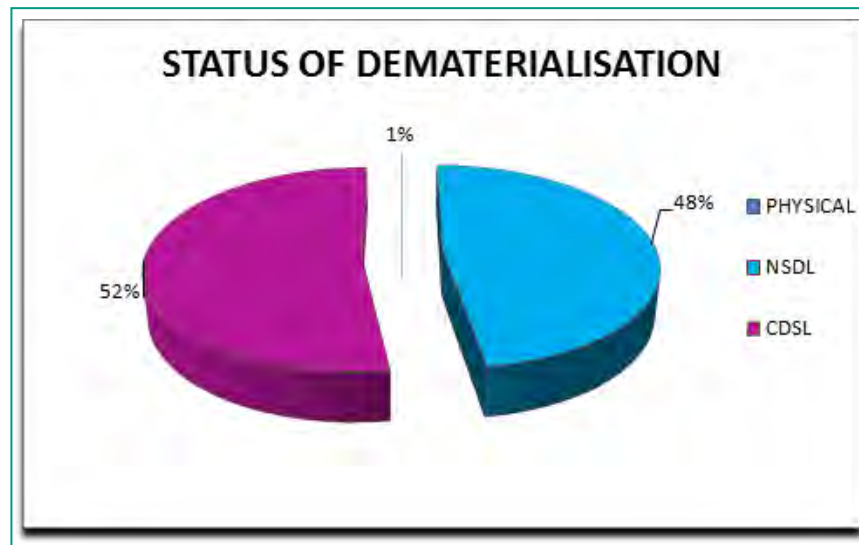
No investor is required to pay any charge for opening of a Beneficiary Owner account (BO) excepting for statutory charges. Custody charges are annually paid by the Company as and when claim is received.

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 31<sup>st</sup> March, 2023:

Category	No. of Shareholders	No. of Shares	% to Holdings
PHYSICAL	1,950	7,80,096	1.13
NSDL	20,046	3,26,26,190	47.14
CDSL	21,067	3,58,04,314	51.73
<b>TOTAL</b>	<b>43,063</b>	<b>6,92,10,600</b>	<b>100.00</b>

From the above table, as on 31<sup>st</sup> March 2023, there are 6,84,30,504 shares in demat form aggregating to 98.87% of the total Equity Share capital while 7,80,096 shares are in Physical form aggregating to 1.13% of the total Equity Share capital.



**17. 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

**18. 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)
- 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 carry 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 carry low credit risk. The short term rating of CARE A1 indicates very strong degree of safety regarding timely payment of financial obligations, it carry lowest credit risk.

**19. PAN / Bank details:**

- a) SEBI vide circular dt. 27<sup>th</sup> 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. 27<sup>th</sup> January, 2010 has made it mandatory to furnish a copy of PAN for transmission and transposition of shares.
- c) SEBI vide Circular dt. 20<sup>th</sup> 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.
- d) SEBI vide Circular dated 3<sup>rd</sup> November, 2021 and 4<sup>th</sup> December, 2021 advised the listed entities to seek PAN, KYC and Nomination details from the shareholders holding shares in physical form. Detailed communication along with required forms and the consequences of not submitting the same were dispatched to shareholders.
- e) SEBI vide its circular dated 16<sup>th</sup> March, 2023 has informed that in case a holder of physical securities fails to furnish the PAN, KYC details and nomination before 1<sup>st</sup> October 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31<sup>st</sup> December, 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.



**20. Plant locations**

Unit I	Unit II
Kagithapuram, Karur District Tamil Nadu- 639 136	Mondipatti Village, K. Periyapatti Post, Mannaparai Taluk, Tiruchirapalli District, Tamil Nadu – 621 306

**21. 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 Limited.  
V Floor, "Subramanian Building"  
No.1 Club House Road  
Chennai – 600 002.  
Tel.No.044-28460390 - 28460395  
Fax No.044-28460129  
E-mail ID: investor@cameoindia.com; cameo@cameoindia.com  
Contact Person: Tmt R.Komalavalli, Senior Manager

- b) Any query on Annual Report:

Secretarial Department  
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  
Contact Person: Tmt Anuradha Ponraj, Company Secretary

- c) E-mail ID of Investor Grievances Section: invest\_grievances@tnpl.co.in

- d) Name of the Compliance Officer : Tmt Anuradha Ponraj, Company Secretary.

**22. 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 27<sup>th</sup> 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 30<sup>th</sup> 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 email to physical shareholders and through SMS.

### 23. Request to Investors

- Investors are requested to communicate change of address, if any, directly to the 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 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
- 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 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

- Loans and Advances in the nature of loans to firms/companies in which Directors are interested by name and amount - NIL**
- 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 Nil

Number of Complaints disposed of during the financial year Nil

Number of Complaints pending as on end of the financial year Nil

- 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 31<sup>st</sup> March, 2023 are given below:**

Sl. No	Details of Auditors Remuneration	2022-23 (₹ in Lakhs)
(a)	Statutory Audit	17.00
(b)	Limited Review	3.40
(c)	Tax Audit	3.00
(d)	Certification Fees	0.10
	<b>Total</b>	<b>23.50</b>

Further, details of fees paid to M/s. A V Deven & Co, Chartered Accountants is given below:

Sl. No	Details of Auditors Remuneration	2022-23 (₹ in Lakhs)
(a)	Limited Review	1.30
(b)	Certification Fees	3.25
(e)	Reimbursement of out of pocket expenses	0
	<b>Total</b>	<b>4.55</b>

- Peer review of Auditors:**

Regulation 33 (1) (d) of the Listing Regulations 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 ICAI. 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.

## **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 may be sent to each household of shareholders.

The quarterly financial results are announced within 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 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](http://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**

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 Internal Auditor**

At the recommendations of the Audit Committee, the Board has appointed M/s B Thiagarajan & Co., Chartered Accountants as its Internal Auditor for the year 2022-23, that Audits and reviews internal controls and operating systems and procedures of the Company.

The Internal Auditor may report directly to the Audit Committee and the report on findings of Internal Audit are submitted to the Audit Committee 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 (Business Standard) and in one vernacular Tamil newspaper (Dinamani). The quarterly results and presentations are also displayed on the Company's website [www.tnpl.com](http://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 did not accept the recommendation of its Committees.

**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

**Dr M Sai Kumar, I.A.S.,  
Chairman and Managing Director**

Place: Chennai  
Date: 24.05.2023

**CERTIFICATE BY CHAIRMAN AND MANAGING DIRECTOR & CFO PURSUANT TO  
REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE RE-  
QUIREMENTS) 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 31.03.2023 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 31.03.2023 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 31.03.2023.
  - (ii) Hitherto the company was reporting Lime Sludge Fly Ash Management (LSFM) - cement plant operations as a separate operating segment. Under Ind AS 108 Operating segment an entity report information about each operating segment if it meets the following qualitative criteria
    - A) Its reported revenue (both sales to external customers and intersegment sales) is 10 per cent or more of the combined revenue, Internal and External, of all operating segments.
    - B) Its reported profit or loss is 10 per cent or more of the greater of the combined reported profit of all operating segments.
    - C) Its assets are 10 per cent or more of the combined assets of all operating segments. The Lime Sludge Fly Ash Management (LSFM) –Cement Plant does not meet any of the threshold criteria and further the LSFM Plant was conceived and set up as a waste management and environmental compliance measure and is dependent on the paper unit for its principle raw materials and thus operates as an integral part of the paper plant. Accordingly, the LSFM – cement plant is considered an integral part of the paper segment and the results are aggregated with paper segment from this year
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

**Dr M Sai Kumar, I.A.S.,**  
Chairman and Managing Director

**Tmt Sathya Ananth**  
Chief General Manager (Finance) & CFO

Place : Chennai  
Date : 24.05.2023

## 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 period ended 31<sup>st</sup> March 2023.

For **TAMIL NADU NEWSPRINT AND PAPERS LIMITED**

Place: Chennai  
Date: 24<sup>th</sup> May 2023

**Dr M Sai Kumar, I.A.S.,**  
Chairman and Managing Director

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### 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, 2023, 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.

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**  
Firm Regn. No. 001931S/S000020

Place: Chennai  
Date: 24/05/2023

**N R SURESH**  
Partner  
Membership No: 021661  
Chartered Accountants  
UDIN:23021661BGXRRV9833

**ANNEXURE - VIII**  
**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**  
**FINANCIAL YEAR 2022-23**

**Section A: General Disclosure**

**I. Company details:**

S.No.	Questions	Responses
1.	Corporate Identity Number (CIN)	L22121TN1979PLC007799
2.	Name of the Company	TAMILNADU NEWSPRINT and PAPERS LIMITED
3.	Year of incorporation	16 <sup>th</sup> April 1979
4.	Registered Office Address	67, Mount Road, Guindy, Chennai, TN, 600032, India
5.	Corporate Address	67, Mount Road, Guindy, Chennai, TN, 600032, India
6.	E-mail	investor_grievances@tnpl.co.in
7.	Telephone	044-22354417
8.	Website	www.tnpl.com
9.	Financial year for which reporting is being done	01-Apr-22 to 31-Mar-23
10.	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange (NSE) & BSE
11.	Paid-up Capital	Rs. 69,21,06,000
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Tmt Anuradha Ponraj, Company Secretary, anuradha.p@tnpl.co.in, 044-22354417
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone

**II. Product and Services**

**14. 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.	71%
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%



**15. 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	17093	71%
2)	Packaging Board	17016	26%
3)	Cement	23941	2%

**III Operations**

16.	Number of locations where plants and/or operations/offices of the entity are situated	<b>Location</b>	<b>Number of plants</b>	<b>Number of offices</b>	<b>Total</b>
		National	3	8	11
		International	Nil	Nil	Nil
17.	Markets served by the entity:				
	a. Number of locations	<b>Locations</b>	<b>Number</b>		
		National (No. of States)	20 States & 4 Union Territories		
		International (No. of Countries)	35 Countries		
b. What is the contribution of exports as a percentage of the total turnover of the entity?	12%				
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, including textiles, publishing, food, pharmaceuticals, education, and manufacturing. On the other hand, cement customers comprise construction contractors, builders, traders, and the public, showcasing the company's extensive market reach across diverse industries.</p>				

**IV Employees****18. Details as at the end of Financial Year – 2022-2023**

a. Employees and workers (including differently abled): -

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>EMPLOYEES</b>						
1)	Permanent (D)	858	784	91%	74	9%
2)	Other than Permanent (E)	15	14	93%	1	7%
3)	Total employees (D + E)	873	798	91%	75	9%
<b>WORKERS</b>						
1)	Permanent (F)	1530	1456	95%	74	5%
2)	Other than Permanent (G)	9	6	67%	3	33%
3)	Total workers (F + G)	1539	1462	95%	77	5%

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1)	Permanent (D)	4	4	100%	0	0%
2)	Other than Permanent (E)	0	0	0%	0	0%
3)	Total employees (D + E)	4	4	100%	0	0%
<b>DIFFERENTLY ABLED WORKERS</b>						
1)	Permanent (F)	11	11	100%	0	0%
2)	Other than Permanent (G)	0	0	0%	0	0%
3)	Total workers (F + G)	11	11	100%	0	0%

**19. Participation/Inclusion/Representation of women**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
<b>Board of Directors</b>	9	1	11%
<b>Key Management Personnel</b>	3	2	67%

**20. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years):**

	FY23			FY22			FY21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
<b>Permanent Employees</b>	2.63%	0.21%	2.84%	4.64%	0.00%	4.64%	4.81%	0.08%	4.89%
<b>Permanent Workers</b>	2.00%	0.09%	2.09%	2.94%	0.00%	2.94%	2.02%	0.05%	2.07%

**V. Holding, subsidiary, and associate companies (including joint ventures)**

**21. Names of holding/subsidiary / associate companies / joint ventures**

Nil

**VI. CSR Details**

**22. CSR details**

<b>Whether CSR is applicable as per Section 135 of Companies Act, 2013:</b>	Yes
(ii) Turnover (in ₹)	51172191344
(iii) Net worth (in ₹)	19441063000

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 preservation. Aligned with stakeholder consultations. TNPL annually develops a CSR Rolling Perspective to ensure impactful utilization of their CSR Budget, amounting to at least 2% of the average profit from the preceding 3 years. The company's CSR group oversees implementation, reporting, social audits, and progress monitoring, ensuring the policy's positive impact on the community.

## VII. Transparency and disclosures compliances

## 23. Complaints/Grievances on any of the principles (Principles 1 to 9)

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY-23			FY-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, www.tnpl.com	2	Nil	-	3	Nil	-
Investors		Nil	Nil	-	Nil	Nil	-
Shareholders		6	Nil	-	2	Nil	-
Employees and workers		3	Nil	-	Nil	Nil	-
Customers		27	Nil	-	24	Nil	-
Value Chain Partners		Nil	Nil	-	Nil	Nil	-

## 24. 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	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1)	Health & Safety	Risk	Identifying health & safety as a risk in TNPL is based on several factors. The machinery and equipment used in product (paper, cement) production can stand physical hazards if not properly operated or maintained. In addition, exposure to dust, chemicals and noise can lead to long term health issues. Heavy machinery can increase the potential for accidents.	Implementing Health & Safety Plan which mitigates risks and hazards associated with heavy machinery. Awareness programs and training to employees to use personal protective equipment and conduct safe work practices, emergency response plan along with contractor worker permit system	<b>Negative Implications:</b> Workplace accidents and injuries lead to an increase in insured costs such as compensation paid to employees, medical costs, damage to plant or equipment, legal fines. It also has uninsured costs like production delays of down time.
2)	Business Ethics	Risk	TNPL is in the paper Board and cement industries which stems from the potential for environmental and social disquiets. Ethical considerations arise when profits are prioritized over sustainable practices, transparency and fair treatment of workers, responsible waste management are important ethical aspects. Failure to address these issues can result in reputational damage and loss of stakeholder trust and cause disruption in business.	TNPL has a Code of Conduct and Whistle Blower Mechanism Policy which mentions clear lines of responsibility and accountability within the company.	<b>Negative Implications:</b> Unethical Business practices can lead to financial consequences such as legal penalties and fines. It can also cause lower sales and potential loss in investors.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3)	Employee Development	Opportunity	A skilled and trained employee improves operational efficiency which increases productivity. Effective employee development in regards with training improves employee satisfaction and offers a higher retention rate. Employee development also encourages creativity within the organization leading to new product ideas and processes.	Providing training to employees to enhance their skills and knowledge. Engaging with employees and giving opportunities to have innovative ideas which helps the company and employees in constant growth	<b>Positive Implications:</b> Investing in employees have respective financial implications such as higher quality work, employee satisfaction, higher retention rate adhering to compliances.
4)	Regulatory Issue and Compliance	Risk	Regulatory issues and Non-compliance set significant risk to business due to legal penalties and fines, reputational damage, disruption in operation, lawsuits, impacts on investors, loss of trust in stakeholders also long-term consequences causes regulatory scrutiny which is a challenging for company to regain the loss.	To ensure regulatory compliance TNPL implements robust framework of relevant compliance monitoring system	<b>Negative Implications:</b> Non-compliance causes legal costs involving fines and penalties. Regulatory issues require changes to procedures and systems leading production delays
5)	Energy Efficiency	Opportunity	Energy efficiency is a significant opportunity for TNPL as it reduces cost and environmental impact. The optimized equipment decreases energy consumption. Also, enhanced energy efficiency configures with sustainability goals, reducing GHG emissions and resource depletion.	To ensure efficiency an approach of Energy Saving Assessment, Energy Audit, Key Initiatives to Energy Management systems is considered. Along with focus on renewable source of energy is an approach to efficient energy	<b>Positive Implications:</b> Energy efficiency leads to reduced energy consumption contributing to lower operational costs. Investment in energy saving initiatives leads to long term savings. Also, efficient energy helps to meet regulatory requirements.



S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6)	Water Stewardship	Opportunity	Effective Water Stewardship and efficiency can reduce water utilized in TNPL's cement and paper industry. As consumption of water is the primary material in TNPL, responsible water management aligns with sustainable water balance, lowering water pollution for both the company and communities. Water Stewardship can also boost the organization's reputation and customers.	Implementing Water Stewardship has comprehensive approach which includes: Effluent Treatment-to ensure it is treated to meet environmental standards before being discharged. Reuse of water leads to overall reduction in water consumption.	<p><b>Positive Implications:</b></p> <p>Water Stewardship contributed to cost savings as reduced water consumption directly leads to lower treatment costs, wastewater treatments plants provide water for reuse. Meeting Regulatory Compliances avoids fines which block financial setbacks for the company. Positive water stewardship can establish good relations among local communities too.</p>
7)	Availability of Raw Material	Risk	Wood pulp is a major raw material in the paper industry which is solely dependent on natural resources like wood fiber. If these are depleted or over utilized, it can result in scarcity of the raw material. This risk is profound in the regions where there is an increased demand for certification and stricter environmental regulations which limit access to raw materials and cause impact of the supply chain. Dependency on imported coal is another risk as coal has volatile prices which causes higher procurement costs.	To mitigate this risk, TNPL has a plantation strategy incepted to achieve self-reliance in pulpwood. Acres of plantation which as a source to wood pulp is set in motion for socially acceptable and environmentally compatible raw material. The Company is striving to use more renewable energy sources to relegate the dependency on coal.	<p><b>Negative Implications:</b></p> <p>Shortage of raw material leads to an increase in procurement costs and affects productivity. Delays or disruption in supply of raw material potentially cause higher prices and change in customer preferences.</p>

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8)	Climate Change	Risk	Altered climate patterns can impact forestation leading to changes in tree growth, reduced wood quantity potentially causing scarcity in raw material. Climate changes like floods or delays in monsoon causes disruption in supply chain leading to delays in production. Climate related changes in energy availability impacts paper and cement production	Implementing forest management for continuous supply raw materials, investing in energy efficiency systems, waste reduction plants contribute as risk mitigating approach while maintaining its operational readiness.	<b>Negative Implication:</b> Increased climate related risks cause delays in supply chain operations (disrupt transportation network) which inevitably increases the cost. Companies not addressing climate change face reputational damage leading to decrease in sales and loss of trust in stakeholders.

**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 <a href="http://www.tnpl.com">www.tnpl.com</a>								
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), 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’s website at [www.tnpl.com](http://www.tnpl.com).

5)	<b>Specific commitments, goals and targets set by the entity with defined timelines, if any.</b>	The Target SEC for TNPL under PAT Cycle VII is 0.5010 TOE/MT of paper for the Target Year 2024-25.
6)	<b>Performance of the entity against the specific commitments, goals, and targets along with reasons in case the same are not met.</b>	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.
<b>Governance, Leadership, and Oversight</b>		

**7) Statement by the director responsible for the business responsibility report, highlighting ESG-related challenges, targets, and achievements**

Over the past fifty years, 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 converts waste from paper processes into cement. TNPL's dedication to sustainability positions it 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 engaged 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 our advancement and fulfilling our goal of safeguarding people and the environment. To establish a solid basis for our ESG strategy, we engaged with stakeholders to grasp significant matters for the Company and are actively dealing with them.

8)	<b>Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).</b>	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)	<b>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</b>	Yes, The Chairman and Managing Director is the decision-making authority on sustainability issues. Further the Company has appointed Dr R Seenivasan, ED(O)- FAC responsible for making decisions 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 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 periodic reviews with the Senior Management and Board committees. Further the Auditor (both Internal and External) review the implementation of the policies from time to time. No dedicated Business Responsibility Audit has been conducted.

**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	3	The programmes comprised of: <ul style="list-style-type: none"> <li>• Analysis of annual Budget &amp; CAPEX</li> <li>• Export &amp; domestic business</li> <li>• Industry updates and development</li> <li>• Business initiatives and plans/projects</li> <li>• Products launched/market standing.</li> <li>• Segment-wise performance</li> <li>• CSR activities undertaken.</li> </ul> Programmes covered principles 2, 3, 6 & 8.	100%
Key Managerial Personnel	3		100%



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
<b>Employees other than BoD and KMPs</b>	27	The training covered upskilling and reskilling of employees on the following: <ul style="list-style-type: none"> <li>• ESG aspects</li> <li>• Occupational Health and Safety</li> <li>• Prevention of Sexual Harassment</li> <li>• Human Rights</li> <li>• Consumer Safety</li> <li>• Cyber Security</li> <li>• Regulatory compliance</li> <li>• Code of Conduct</li> <li>• Leadership &amp; Soft skills</li> <li>• Specific to department/business function</li> </ul> Training covered principles 1, 2, 3, 5, 6 & 9.	40%
<b>Workers</b>	25	Training programmes covered: <ul style="list-style-type: none"> <li>• Health and Safety Training</li> <li>• Code of Conduct</li> <li>• Prevention of Sexual Harassment</li> <li>• System and technical training</li> <li>• Behavioural &amp; Managerial training</li> </ul> Training covered Principles 1, 2, 3, 5 & 6.	25%

Furthermore, TNPL ensures comprehensive communication with its directors through plant visits, regular updates, and in-depth presentations covering regulatory changes such as amendments to the Companies Act, 2013, SEBI regulations, related party transactions, industry updates, energy initiatives, and more.

**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 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-23	FY-22
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.	
KMPs		
Employees		
Workers		

**6. Details of complaints with regard to conflict of interest.**

Details of complaints with regard to conflict of interest	FY-23	
	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	
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.

**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.**

	FY-2023	FY-2022
R&D	0.08%	0.14%
Capex	3.81%	1.13%

Since its inception, the company has been at the forefront of adopting cutting-edge technologies. This includes practices like ECF bleaching, Oxygen delignification, integrated Chlorine dioxide production, Wash presses, Odour-free recovery boiler, Collection and Incineration of NCG (Non-Condensable Gases), and bio-gas production from bagasse wash effluent, alongside manufacturing pulp from wastepaper. The mill also contributes to sustainability by producing precipitated Calcium Carbonate to mitigate GHG emissions and crafting high-grade Cement from pulp and paper mill waste materials.

The cornerstone of TNPL's products is Bagasse, a by-product of the sugar cane industry. This resource, combined with sustainably sourced wood, serves as the primary raw material for paper and paper board production. Additionally, the company champions eco-friendliness by generating deinked pulp from waste paper collected from diverse sources. All raw materials used are procured from environmentally responsible sources.

During FY22, an RO-based pilot plant was employed to reclaim process water from pre-treated bleach plant effluent. This endeavour aimed to curtail treated effluent discharge and diminish raw water consumption by recycling bleach plant effluent. This initiative marked a substantial stride in optimizing resource utilization and enhancing wastewater management. Concurrently, in FY22, the replacement of filter bags ensured that suspended particulate matter levels remained compliant with CPCB norms, underscoring the commitment to environmental standards.

Moving to FY23, a notable achievement was the reduction of sand content in bagasse-derived final pulp. This achievement led to decreased rejection percentages during paper production, consequently streamlining rejection optimization and curtailing solid waste generation. Simultaneously in FY23, the installation of a flue gas line linking the Lime Sludge Drying System to the OMYA plant line elevated CO2 content. This strategic measure yielded a tangible reduction in CO2 emissions, underscoring a meaningful stride in environmental responsibility.

Furthermore, to offer an alternative to plastic products, efforts are directed at integrating Carry Bag Base Paper into the existing paper machine infrastructure. This innovation has the potential to replace disposable plastics in our daily lives.

**2.a. Does the entity have procedures in place for sustainable sourcing? (Yes/No):**

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 18 years, this endeavour has spread across an extensive 2,11,280-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.

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.

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.

**b. If yes, what percentages of inputs were sourced sustainably?**

100% (88% pulpwood)

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life:**

<p><b>(a) Plastics</b> (including packaging)</p>	<p>TNPL is committed to the proper disposal of plastic used for packaging its products, including Printing and Writing Paper, Paper Boards, and Cement. It follows the extended producer responsibility outlined in the plastic waste management rule of 2022. This responsibility is fulfilled through collaboration with a third-party contractor to ensure the safe disposal of plastic packaging waste at the end of its life cycle.</p>
<p><b>(b) E-waste</b></p>	<p>TNPL falls under the category of a Bulk consumer according to the E-waste management rules. The company's procedure for the disposal of E-waste involves identifying and disposing of E-waste through authorized recyclers. Following the amended E-waste management rule, TNPL ensures that E-Waste is disposed of only to recyclers possessing valid Extended Producer Responsibility (EPR) certificates.</p>

<b>(c) Hazardous waste</b>	<p>TNPL is a pioneer in the Indian Paper Industry, having established a cement manufacturing factory that converts mill waste such as lime sludge and fly ash into high-grade cement. These waste materials are used as raw materials in cement manufacturing, aligning with the company's solid waste management approach. Lime sludge and lime grits, categorized as hazardous waste, are safely incinerated along with raw materials for cement production at LSFM, TNPL Unit-1.</p> <p>Sodium hypochlorite solution, a hazardous by-product from the ClO2 Plant's safety mechanism, is unavoidable due to continuous venting of gases, absorbed by the Hypo system. Its continuous formation during ClO2 Plant's operation or shutdown is purchased by fabric and dyeing industries.</p>
<b>(d) other waste</b>	<p>The company effectively utilizes organic waste generated from the pulp mill process as a fuel, contributing to wealth generation from waste. This internal organic waste, including bagasse pith, wood dust, and pulpwood bark, is used in Power Boilers, resulting in the conservation of imported coal. TNPL's Unit-I generates Black liquor solid from hard wood pulp and chemical bagasse pulp plant, which is used in chemical recovery boilers for power and high-pressure steam production, further reducing the consumption of imported coal. Additionally, a state-of-the-art Bio-methanation plant in Unit I produces methane, contributing to reductions in furnace oil consumption and imported coal in the lime kiln and Power Boiler.</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.**

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.

For the FY23, CPCB has established TNPL's EPR target at 1000MT/Annum. Subsequently, TNPL obtained an EPR certificate from CPCB under the category of Brand Owner during FY22, following the Plastic Waste Management Rule 2022.

To fulfil its EPR obligations as a Brand Owner, TNPL has engaged the services of M/s. GEM ENVIRO MANAGEMENT PVT LTD. Acting as intermediaries, they facilitate TNPL's connection with plastic waste recyclers in states where the company's products are sold. This strategic collaboration ensures TNPL's adherence to Extended Producer Responsibility principles, enhancing its contribution to responsible plastic waste management.

**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:**

<p style="text-align: center;">% of employees covered by</p>											
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	788	788	100%	788	100%	NA	NA	0	0%	0	0%
Female	74	74	100%	74	100%	74	100%	NA	NA	74	100%
Total	862	862	100%	862	100%	74	100%	0	0%	74	100%



Other than Permanent employees											
Male	14	14	100%	14	100%	NA	NA	0	0%	0	0%
Female	1	1	100%	1	100%	1	100%	0	0%	1	100%
Total	15	15	100%	15	100%	1	100%	0	0%	1	100%

**b. Details of measures for the well-being of workers**

% of workers covered by											
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	1467	1467	100%	1467	100%	NA	NA	0	0%	0	0%
Female	74	74	100%	74	100%	74	100%	0	0%	74	100%
Total	1541	1541	100%	1541	100%	74	100%	0	0%	74	100%
Other than Permanent workers											
Male	6	6	100%	6	100%	NA	NA	0	0%	0	0%
Female	3	3	100%	3	100%	3	100%	0	0%	3	100%
Total	9	9	100%	9	100%	3	100%	0	0%	3	100%

**2. Details of retirement benefits, for Current/Previous Financial Year:**

Benefits	FY_23			FY_22		
	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	100%	100%	Yes	100%	100%	Yes

**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:**

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, disabled individuals have not been employed in the factory's operations. Nevertheless, the company offers adequate facilities to a small number of disabled individuals in non-operational roles.

**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.**

Nil

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-			
Female				
Total				

6.

Is there a mechanism available to receive and redress grievances for the following categories of employees and worker?	Yes/No	If yes, then give details of the mechanism in brief
Permanent Workers	Yes	Yes, whenever, the grievances raise, 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.
Other than Permanent Worker	Yes	
Permanent Employees	Yes	
Other than Permanent Employees	Yes	

7. Membership of employees and worker in association(s) or Unions recognised by the Company.

Category	FY23			FY22		
	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	862	0	0%	905	0	0%
Male	788	0	0%	833	0	0%
Female	74	0	0%	72	0	0%
Total Permanent Workers	1541	1541	100%	1488	1488	100%
Male	1467	1467	100%	1407	1407	100%
Female	74	74	100%	81	81	100%

8. Details of training given to employees and workers:

Category	FY23					FY22				
	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)
<b>Employees – Permanent</b>										
Male	788	516	65%	557	71%	833	480	58%	327	39%
Female	74	50	67%	48	65%	72	38	53%	34	47%
Total	862	566	66%	605	70%	905	518	57%	361	40%

Category	FY23					FY22				
	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)
<b>Worker- Permanent</b>										
<b>Male</b>	1467	<b>803</b>	55%	<b>558</b>	38%	1407	<b>707</b>	50%	<b>581</b>	41%
<b>Female</b>	74	<b>45</b>	61%	<b>19</b>	26%	81	<b>30</b>	37%	<b>23</b>	28%
<b>Total</b>	1541	<b>848</b>	55%	<b>577</b>	37%	1488	<b>737</b>	50%	<b>604</b>	41%

**9. Details of performance and career development reviews of employees and worker:**

Category	FY 23			FY22		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees- Permanent</b>						
<b>Male</b>	788	788	100%	833	833	100%
<b>Female</b>	74	74	100%	72	72	100%
<b>Total</b>	862	862	100%	905	905	100%
<b>Worker- Permanent</b>						
<b>Male</b>	1467	1467	100%	1407	1407	100%
<b>Female</b>	74	74	100%	81	81	100%
<b>Total</b>	1541	1541	100%	1488	1488	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 ISO 45001:2018, 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 following systematic approach are meticulously upheld throughout our mill.

1. Plant Safety Inspection
2. Accident Reporting, investigation, and prevention
3. Testing of equipment's, buildings, and tanks
4. Contract worker permit system
5. Testing and examination of lifting machines, wire ropes and lifting tackles.
6. 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, and learning, 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_23	FY_22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0.258	0.113
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	7	3
No. of fatalities	Employees	0	0
	Workers	1	0
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 work place.**

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-23			FY-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
<b>Working Conditions</b>	335	0	All complaints were resolved satisfactorily	225	12	Most of the complaints were resolved satisfactorily, remaining comments are under process.
<b>Health &amp; Safety</b>	78	4	Most of the complaints were resolved satisfactorily, remaining comments are under process.	32	4	Most of the complaints were resolved satisfactorily, remaining comments are under process.

**14.**

Assessments for the year:	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
<b>Health and safety practices</b>	100%
<b>Working Conditions</b>	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, In house Magazine Kagithamalar	Day to Day basis	<ul style="list-style-type: none"> <li>• Training sessions</li> <li>• Performance appraisal</li> <li>• Annual reward and recognition</li> </ul>
Investors	No	Newspaper, Website	Quarterly/ Annually	<ul style="list-style-type: none"> <li>• Return on Equity</li> <li>• Business strategy</li> <li>• Long-term business performance</li> <li>• Goals and targets</li> <li>• Risk assessment and management</li> </ul>
Society	No	Newspaper, Website, Community Meetings	Annually	<ul style="list-style-type: none"> <li>• Infrastructure development</li> <li>• Education and Skill Development</li> <li>• Environment, Health &amp; Safety</li> </ul>
Customers	No	E-mail, Newspaper, Community Meetings,	Annually	<ul style="list-style-type: none"> <li>• Product Quality</li> <li>• Customer Feedback</li> <li>• Business Development</li> <li>• Target Achievement</li> <li>• Quota completion</li> <li>• Increasing of sales in the paper market</li> </ul>

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
Dealers	No	E-mail, Newspaper, Community Meetings,	Annually	<ul style="list-style-type: none"> <li>Target Achievement</li> <li>Quota completion</li> <li>Increasing of sales in the paper market</li> </ul>
Suppliers	No	Newspaper, Website, Email	Day to Day basis	<ul style="list-style-type: none"> <li>Compliance to rules and regulation</li> </ul>

**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_23			FY_22		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	862	20	2%	888	17	2%
Other than permanent	15	0	0	17	4	24%
<b>Total Employees</b>	<b>877</b>	<b>20</b>	<b>2%</b>	<b>905</b>	<b>21</b>	<b>2%</b>
<b>Workers</b>						
Permanent	1541	80	5%	1482	20	1%
Other than permanent	9	0	0%	6	1	17%
<b>Total Employees</b>	<b>1550</b>	<b>80</b>	<b>5%</b>	<b>1488</b>	<b>21</b>	<b>1%</b>

2. Details of minimum wages paid to employees and workers -

Category	FY_23					FY_22				
	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)
<b>Employees</b>										
Permanent	862	0	0%	862	100%	905	0	0%	905	100%
Male	788	0	0%	788	100%	833	0	0%	833	100%
Female	74	0	0%	74	100%	72	0	0%	72	100%
Other than Permanent	15	0	0%	15	100%	17	0	0%	17	100%
Male	14	0	0%	14	100%	16	0	0%	16	100%
Female	1	0	0%	0	100%	1	0	0%	1	100%

Workers										
Permanent	1541	0	0%	1541	100%	1488	0	0%	1488	100%
Male	1467	0	0%	1467	100%	1407	0	0%	1407	100%
Female	74	0	0%	74	100%	81	0	0%	81	100%
Other than Permanent	9	0	0%	9	100%	6	0	0%	6	100%
Male	6	0	0%	6	100%	3	0	0%	3	100%
Female	3	0	0%	3	100%	3	0	0%	3	100%

**3. Details of remuneration/salary/wages**

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	8	435000	1	520000
Key Managerial Personnel (KMP)	1	2223886	2	2491242
Employees other than BoD and KMP (in Lacs)	878	1492309	76	1217012
Workers	1595	714712	83	631880

**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.

**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_23		FY_22	
	Filed during the year	Pending resolution at the end of year	Filed during the year	Pending resolution at the end of year
Sexual Harassment	Nil	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. 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.

**8. 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.

**9.**

Assessments for the year:	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labor	100% of our 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	

**10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above –**

As TNPL adheres to statutory regulations, no complaints have been lodged regarding these matters, and thus, there is no need for corrective actions.

**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:**

P6 E1- Energy	Unit	FY_23	FY_22
Total electricity consumption (A)	GJ	4,42,158	2,06,100
Total Fuel Consumption (B)	GJ	19,400,400	19,807,442
Energy Consumption from renewables (C)	GJ	11,052	11,664
<b>Total Energy Consumption (A+B+C)</b>	GJ	1,98,53,610	2,00,25,206
Energy intensity per production	GJ/tonne	24.72	23.10
Energy intensity per rupee of turnover (Total Energy Consumption/ Turnover in million INR)	GJ/million INR	3.83	4.98

<p><b>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</b></p>	<p>Yes, an independent assessment was conducted by an external agency. In June 2022, M/s Centre for Energy, Environment and Productivity, Chennai, performed an energy audit.</p>
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**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.

Beginning with the PAT-II Cycle in the FY 2016-17, spanning from 2016-2019, TNPL established a baseline Specific Energy Consumption (SEC) of 0.7680 ToE/MT of paper in the reference year 2014-15. Aiming for a lower SEC of 0.7234 ToE/MT, TNPL remarkably achieved an even lower SEC of 0.6528 ToE/MT, exceeding its target. This accomplishment led to the issuance of 26,352 Energy Savings Certificates (EScerts), out of which 2,231 were successfully sold at a rate of Rs. 1840 per EScert by March 31, 2023.

In the subsequent PAT-V Cycle, commencing in the FY 2019-20, spanning from 2019-2022, TNPL remained committed. The baseline SEC was redefined based on the reference year 2017-18, set at 0.3991 ToE/MT of paper. TNPL set a new target SEC of 0.3761 ToE/MT and exceeded expectations once again.

Specifically, TNPL Unit II achieved an impressive SEC of 0.3566 ToE/MT, even lower than the targeted SEC. This accomplishment led to a recommendation of 2,766 EScerts for TNPL Unit II during the Monitoring and Verification audit process.

**3. Provide details of the following disclosures related to water, in the following format:**

Water withdrawal by source (in kiloliters)	FY_23	FY_22
(i) Surface water (m3)	20,856,227	19,830,336
(ii) Groundwater (m3)	0	0
(iii) Third party water (m3)	0	0
(iv) Seawater / desalinated water (m3)	0	0
<b>Total volume of water withdrawal (in m3) (i + ii + iii + iv + v)</b>	20,856,227	19,830,336
<b>Total volume of water consumption (in m3)</b>	18,037,260	17,994,722
<b>Water intensity per rupee of turnover (Water consumed in m3)/(turnover in million Rs)</b>	3.48	4.48
<b>Water intensity - Water consumed/ Production (m3/tonne of production)</b>	22.45	20.76
<p><b>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</b></p>	<p>No independent assessment has been carried out by any external agency.</p>	

Additionally, TNPL has recycled 107,093 m<sup>3</sup> of water for the FY 2022 and 123,977 m for the FY 2023.

**4. 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 resonates 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.

**5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format-**

Air Emissions (Other than GHG Emissions)	Unit	FY_23	FY_22
NOx	mg/Nm <sup>3</sup>	92	109
SOx	mg/Nm <sup>3</sup>	220	145
Particulate matter (PM)	mg/Nm <sup>3</sup>	27	23
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 Glens Innovation Labs, Chennai, performed an Ambient, Stack and Noise survey on monthly basis.		

**6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Please specify unit	FY_23	FY_22
<b>Total Scope 1 emissions</b>			
CO2	Metric tonnes of CO <sub>2</sub> equivalent	1882143	1919251
CH4	Metric tonnes of CO <sub>2</sub> equivalent	14137	13885
N2O	Metric tonnes of CO <sub>2</sub> equivalent	9289	9441
<b>Total</b>	<b>Metric tonnes of CO<sub>2</sub> equivalent</b>	1905569	1942577

Total Scope 2 emissions			
<b>Total</b>	<b>Metric tonnes of CO<sub>2</sub> equivalent</b>	88309	40247
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b>	Metric tonnes of CO <sub>2</sub> equivalent/ turnover in million INR	0.38	0.49
<b>Total Scope 1 and Scope 2 emissions per tonne of production</b>	Metric tonnes of CO <sub>2</sub> equivalent/ tonne of production	2.48	2.29

**7. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide detail:**

At TNPL, our 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 our 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.

**8. Provide details related to waste management by the entity:**

	Unit	FY_23	FY_22
<b>Total Waste Generated (in metric tonnes)</b>			
<b>Hazardous Waste:(A)</b>			
Bio-medical waste (Incineration)	MT	0.125	0.117
Battery waste (RC)	MT	7	7
Used Oil (RC)	MT	81	85
ETP Primary Sludge (Waste pulp & paper sludge) (ORM)	MT	43445	53999
Lime Grit (RU)	MT	7872	3907
Used Glass Wool (LF)	MT	9	18
Lime Sludge- recycled in TNPL pulp and Paper plant (RC)	MT	174635	156515
Lime Sludge re used in Cement industry (RU)	MT	186939	106289
Copper and Copper alloys (RC)	MT	15	7
<b>Total Hazardous Waste (A)</b>	<b>MT</b>	<b>413,003</b>	<b>320,827</b>
<b>Non-hazardous waste generated (B) :</b>			
Discarded Thermocol (ORW)	MT	0	2
Cooling Tower PVC waste (ORW)	MT	0	4
Metal Scrap (MS, CS, SS, Alloys) (ORW)	MT	343	382
Scrap Electrical item (ORW)	MT	3	0
Used Tube Lights (LF)	MT	1	2
Deinking Sludge used for cement production (RU)	MT	1570	5564
Deinking Sludge (ORW)	MT	34007	35608
Waste Grease (RU)	MT	2	0
Fly Ash- Wet Condition (ORW)	MT	10547	2083
Bed Ash & Fly Ash (RU)	MT	54681	59933
Plastic scrap (Barrels, Cans, Hoses etc.) (RU)	MT	108	156
E-waste (RC)	MT	5	1
Plastic waste (RC)	MT	3922	7133
Pith (RU)	MT	170083	169267
MLSS (RU)	MT	3935	3100
Used FRP Sheets (ORW)	MT	2	3
Wood bark (ORW)	MT	1864	987
Hard Wood Fine Rejects (ORW)	MT	1342	1425
Waste paper (Core Pipe) (RC)	MT	116	545
Waste wood (Broken Pallets, Packing Boxes) (RC)	MT	293	315
Scrap Rubber items (RC)	MT	2	6
Wood Dust used(RU)	MT	11451	11815

	Unit	FY_23	FY_22
Wood & Bamboo Dust(RU)	MT	12395	11961
<b>Total Non-Hazardous Waste (B)</b>	<b>MT</b>	<b>306,672</b>	<b>310,292</b>
<b>Total Waste(A+B)</b>	<b>MT</b>	<b>719,675</b>	<b>631,119</b>
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>			
<b>Category of waste</b>			
(i) Recycled	MT	179076	164614
(ii) Re-used	MT	449036	371992
(iii) Other recovery operations	MT	91553	94493
<b>Total</b>	<b>MT</b>	<b>719,665</b>	<b>631,099</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>			
<b>Category of waste</b>			
(i) Incineration	MT	0.12	0.11
(ii) Landfilling	MT	10	20
(iii) Other disposal operations	MT	0	0
<b>Total</b>	<b>MT</b>	<b>10</b>	<b>20</b>
<b>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.</b>	NO		

**9. 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.

**10. 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.

**11. 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.

**12. 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.**

The Company 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 Company 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 2022-23 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 address 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 - 23	FY - 22
<b>Directly sourced from MSMEs/ small producers</b>	31%	26%
<b>Sourced directly from within the district and neighboring districts</b>	26%	27%

**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.**

Not Applicable



**3. Number of consumer complaints in respect of the following:**

	FY_23		FY_22	
	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	29	16	101	34
Others – Quality Issue	27	0	21	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 [www.tnpl.com](http://www.tnpl.com).

**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.**

In response to the issues relating to above mentioned causes, TNPL took comprehensive corrective actions. We have undertaken a thorough root cause analysis which ensures that all complaints are resolved by accurate procedures of verifying the samples and providing customers with appropriate compensation as required. Also, all complaints are required to be closed within 90 days of periodic time. To minimize the error of delivery issues, TNPL dispatches timely, which helps to maintain transparency during the delivery process.

For FY 2022, re-occurrence of instances of product recalls are none. Considering for FY-23 the re-occurrence of instances of product recalls,

- (A) Insurance Claim - 16.6 MT's of materials were taken back as the truck got upside down during transit and the materials were brought to factory, out of it 2.3 MT's was dispatched to market after QC checking and balance quantity of 14.3 MT's was sold at salvage price as per the insurance terms and the actions were taken as per insurance claim and settlement process.
- (B) Product Recall - 19.7 MT's was received and was converted into Examination papers and got despatched.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TAMIL NADU NEWSPRINT AND PAPERS LIMITED

### Report on the audit of the 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 31<sup>st</sup> March 2023, 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 the Significant 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 31<sup>st</sup> March 2023, 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 Auditors' 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	<p>Addition to Property, Plant and Equipment (PPE), during the year, is Rs 143031.23 Lakhs. The additions being significant to the total carrying value of PPE and includes new pulp plant of cost Rs 141271.88 Lakhs, we have considered this as a key audit matter.</p>	<ul style="list-style-type: none"> <li>◇ We have verified the project report as approved by the Board.</li> <li>◇ We have tested the internal control procedures for purchases, receipts, issues of capital items, direct and indirect expenditure, technical certification on "ready for use".</li> <li>◇ We have verified the interest capitalisation rate and the interest capitalised during construction</li> <li>◇ Based on the test checks and audit procedures applied by us we are satisfied on the additions to PPE</li> </ul>
2	<p>As on 31<sup>st</sup> March 2023 the amount receivable from TANGEDCO, a Tamil Nadu State Government entity is Rs. 613.41 lakhs, towards power sales.</p> <p>During the year, pursuant to the provisions of the Electricity (Late Payment Surcharge and Related Matters) Rules, 2022 TANGEDCO has opted to avail the Liquidation Plan thereunder and pay the outstanding dues as of 3<sup>rd</sup> June 2022 in 48 EMIs with no further interest.</p> <p>Accordingly, the Company has recognised LPSC of Rs.63.17 lakhs at fair value in other income, Further the trade receivables including LPSC as on 31<sup>st</sup> March,2022 are discounted and carried at fair value, with fair value adjustment of Rs.134.69 lakhs recognised in Statement of Profit &amp; Loss.</p> <p>Being a significant account balance and the period of outstanding being long, it is considered as a Key audit matter.</p>	<ul style="list-style-type: none"> <li>◇ We have verified the PPA and the balance receivable and the related internal controls established by the management.</li> <li>◇ We have verified the basis for the discount rate applied and the fair value determined as well as the fair value adjustment recognised in statement of Profit and Loss</li> <li>◇ Based on these audit procedures, the management's estimates of credit risk, impairment assessment and fair value measurement is reasonable.</li> </ul>
3	<p>As at March 31, 2023, the Company has recognized deferred tax asset in the nature of MAT credit aggregating to Rs.39,550.88 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.</p>	<p>Our audit procedures in relation to assessment of appropriateness of MAT credit recognized and carried forward , are as follows:</p> <ul style="list-style-type: none"> <li>◇ Assessed and tested the design and operating effectiveness of the Company's controls over recognition of the MAT credit entitlement.</li> <li>◇ Assessed the Company's analysis for MAT credit realisability based on future projections of taxable profits.</li> <li>◇ Tested the appropriateness of the forecast of tax liability as per the tax laws.</li> <li>◇ Obtained and evaluated sensitivity analysis performed by the management on aforesaid key assumptions covering the future profitability.</li> <li>◇ Based on our audit procedure we concluded that MAT credit carried forward is realizable within the statutory period permitted under the Income Tax Act.</li> </ul>

### **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 Management 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 Management 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 auditors' 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 auditors' 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 auditors' 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 (Auditors' 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 prescribed 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 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March 2023 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 with reference to the financial statements 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 Auditors' 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 Auditors' 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 Statement
  - 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 the 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 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.  
  
(b) 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. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**MAHARAJ N R Suresh AND CO LLP**  
Firm Registration No.001931S/S000020

**N R Suresh**  
Membership No. 021661  
Partner

Chartered Accountants  
UDIN : 23021661BGXRRU5744

Place : Chennai  
Date : 24/05/2023



### 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 Rs.4586.82 Lakhs has been written off during the year.
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.
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. However, on a broad examination of the cost accounting records it is seen the variable cost and fixed cost are absorbed excepting one variety of board (FBB) in the fourth quarter due to reduction in the market price of the product in the principal markets.
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
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 does not have any by-products.

Sl. No.	Compliance	Comments
07	State the extent of utilization of plant and machinery during the year vis-à-vis installed capacity	Paper – 105.0% Packaging Board -84.02% Cement-64.99%
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.

**MAHARAJ N R Suresh AND CO LLP**  
Firm Registration No.001931S/S000020

**N R Suresh**  
Membership No. 021661  
Partner  
Chartered Accountants

UDIN : 23021661BGXRRU5744

Place : Chennai  
Date : 24/05/2023

**ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT OF EVEN DATE ON THE IND AS 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 with reference to the financial statements of Tamil Nadu Newsprint and Papers Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the Ind AS 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.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s Internal Financial Controls with reference to the financial statements 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 with reference to the financial statements of the Company and their operating effectiveness. Our audit of Internal Financial Controls with reference to the financial statements of the Company 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 Auditors’ 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 with reference to the financial statements of the Company 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 unauthorised 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 with reference to the financial statements of the Company, 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 with reference to the financial statements of the Company to future periods are subject to the risk that the Internal Financial Controls with reference to the financial statements of the Company 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 with reference to the financial statements of the Company and such Internal Financial Controls with reference to the financial statements of the Company were operating effectively as at March 31, 2023, 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.

**MAHARAJ N R Suresh AND CO LLP**  
Firm Registration No.001931S/S000020

**N R Suresh**  
Membership No. 021661  
Partner  
Chartered Accountants  
UDIN : 23021661BGXRRU5744

Place : Chennai  
Date : 24/05/2023



**ANNEXURE “C” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE IND AS 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 at the year end 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 a 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 were noticed.
- (b) The company has been sanctioned working capital limits of Rs.192300 Lakhs (Both fund and non-fund based) by banks. The quarterly returns or statements filed by the company with the banks or financial institutions are not in agreement with the books of account of the Company. The reconciliation for the same is given in the Note.13(1) and 13(2).
- (iii) The Company has not paid any deposit and not, provided any guarantee or security or granted any loans or advances, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other parties and hence reporting under clauses 3 (iii) (a), (b) (c) (d) and (e) does not arise

- (iv) The Company being a Government Company is exempt from Section 185 and 186 of Companies Act, 2013 and hence this clause is not 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, then the prescribed and such accounts and records have been made and maintained.
- (vii) (a) The Company is regular in depositing undisputed Statutory dues, including Goods and Service Tax, Provident Fund, Employee's 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 31<sup>st</sup> March 2023 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 31<sup>st</sup> March 2023 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 Lakhs)	Paid Amount (in Lakhs)	Net Amount (in Lakhs)
Cenvat Credit Rules, 2004	Capital Goods Credit	2003-2007	Commissioner of Central Excise, Trichy	1,892.61	-	1,892.61
Cenvat Credit Rules, 2004	Input Credit reversal	2009-2015	The Customs, Excise and Service Tax Appellate Tribunal, Chennai	1,850.87	37.54	1,813.33
		2016-2018				
Cenvat Credit Rules, 2004	Input Service Credit	2012-2018	The Customs, Excise and Service Tax Appellate Tribunal, Chennai	565.65	16.26	549.39
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	2,400.99	-	2,400.99

Income Tax Act, 1961	Income Tax	2002-2003	Assessing Officer, Chennai	2,119.73	-	629.29
		2003-2004				
Income Tax Act, 1961	Income Tax	2007-2008	Hon'ble High Court of Madras	295.59	-	103.86
Income Tax Act, 1961	Income Tax	2004-2005	Income Tax Appellate Tribunal Chennai	2,496.99	-	1,006.26
		2009-2010				
Income Tax Act, 1961	Income Tax	2012-2013	Commissioner of Income Tax (Appeals), Chennai	3,697.78	-	3,137.89
		2014-2015				
		2017-2018				
Income Tax Act, 1961	Income Tax	2018-2019	Commissioner of Income Tax (Appeals), Chennai	3137.89	-	3137.89
Wealth Tax Act, 1957	Wealth Tax	1997-2000 2001-2003	Commissioner of Income Tax (Appeals), Chennai	19.46	-	19.46
TNVAT Act 2006	Value Added Tax	2006-2013	Sales Tax Appellate Tribunal, Madurai	1,026.92	285.55	741.38
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	2003-2015	Secretary Energy Department, Chennai	5,276.61	-	5,276.61
Cenvat Credit Rules, 2004	Capital Goods Credit	2003-2007	Commissioner of Central Excise, Trichy	1,892.61	-	1,892.61

- 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.
- (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 used for long-term purposes. However, during the year funds raised on short-term basis have not been used 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 is 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 complying with the provisions of the Nidhi Rules, 2014 does not arise.
- (xiii) All transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, 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.
- (xvi)(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 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 realization 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.

**MAHARAJ N R Suresh AND CO LLP**  
Firm Registration No.001931S/S000020

**N R Suresh**  
Membership No. 021661  
Partner  
Chartered Accountants  
UDIN : 23021661BGXRRU5744

Place : Chennai  
Date : 24/05/2023



**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 31<sup>st</sup> MARCH 2023.**

The preparation of financial statements of Tamil Nadu Newsprint and Papers Limited for the year ended 31 March 2023 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 24.05.2023.

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 for the year ended 31 March 2023 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: 28.07.2023

**K.P.Anand**  
Principal Accountant General

**BALANCE SHEET AS AT 31ST MARCH, 2023**

(₹ in Lakh)

Sl. No	Particulars	Note	As at 31-Mar-23	As at 31-Mar-22
<b>I</b>	<b>ASSETS</b>			
<b>1)</b>	<b>Non-current assets</b>			
	(a) Property, plant and equipment	4	444737.08	327774.36
	(b) Capital work-in-progress	5	2023.04	135711.33
	(c) Right to use Assets	5A	723.89	1215.30
	(d) Investment property	6	521.88	523.86
	(e) Other Intangible assets	7	120.97	252.09
	(f) Biological assets other than bearer plants	8	220.88	560.56
	(g) Financial assets			
	i) Investments	9	64.24	61.08
	ii) Trade Receivables	9A	446.24	0.00
	iii) Loans	10	2782.37	2844.05
	iv) Other Financial Assets	10A	1235.33	514.30
	(h) Other non-current assets	11	3002.10	4794.79
	<b>Total Non-Current Assets</b>		<b>455878.02</b>	<b>474251.72</b>
<b>2)</b>	<b>Current Assets</b>			
	(a) Inventories	12	95974.54	44270.90
	(b) Financial assets			
	i) Trade receivables	13	32997.29	25756.48
	ii) Cash and cash equivalents	14	11466.65	1204.60
	iii) Other Bank Balances	14A	137.83	145.43
	iv) Loans	15	948.34	1711.04
	(c) Other current assets	16	14904.78	30089.86
	<b>Total current assets</b>		<b>156429.43</b>	<b>103178.31</b>
	<b>Total Assets</b>		<b>612307.45</b>	<b>577430.03</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
	(a) Share capital	17	6937.78	6937.78
	(b) Other equity	18	187472.85	151976.08
	<b>Total Equity</b>		<b>194410.63</b>	<b>158913.86</b>
	<b>LIABILITIES</b>			
<b>1)</b>	<b>Non-current liabilities</b>			
	(a) Financial liabilities			
	(i) Borrowings	19A	106459.81	160368.63
	(ia) Lease Liabilities		364.79	996.47
	(b) Provisions	20	17641.96	16151.10
	(c) Deferred tax liabilities (net)	21	33206.99	21927.31
	(d) Other non-current liabilities	22	22.92	24.34
	<b>Total non-current liabilities</b>		<b>157696.47</b>	<b>199467.85</b>
<b>2)</b>	<b>Current liabilities</b>			
	(a) Financial liabilities			
	(i) Borrowings	19B	79621.62	61894.52
	(ia) Lease Liabilities		631.69	620.40
	(ii) Trade payables	23		
	-Dues of Micro & Small Enterprises		2997.39	2573.73
	-Dues of Creditors other than Micro & Small Enterprises		125189.12	108989.79
	(iii) Other financial liabilities	24	20808.07	20662.57
	(b) Other current liabilities	25	27090.69	21503.20
	(c) Provisions	20	2006.28	2137.41
	(d) Current tax liabilities (net)		1855.49	666.70
	<b>Total current liabilities</b>		<b>260200.35</b>	<b>219048.32</b>
	<b>Total equity and liabilities</b>		<b>612307.45</b>	<b>577430.03</b>

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, 2023

**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 31<sup>ST</sup> MARCH, 2023**

(₹ in Lakh)

Sl. No	Particulars	Note	For the Year ended 31-Mar-23	For the Year ended 31-Mar-22
<b>I</b>	<b>INCOME</b>			
	Revenue from Operations	26	<b>517989.12</b>	402029.17
	Other Income	27	<b>4552.01</b>	4874.82
	<b>TOTAL INCOME (I)</b>		<b>522541.13</b>	406903.99
<b>II</b>	<b>EXPENSES</b>			
	Cost of purchase / materials consumed	28	<b>220642.38</b>	180378.55
	Purchase of stock-in-trade	29	<b>11566.39</b>	9152.30
	Changes in inventories of finished goods, work-in-progress & Stock-in-Trade	30	<b>(21328.01)</b>	20088.97
	Power, fuel & water charges		<b>111754.73</b>	77104.76
	Employee benefit expense	31	<b>34906.57</b>	31531.54
	Finance costs	32	<b>18166.48</b>	15641.69
	Depreciation & amortization expense	33	<b>26359.64</b>	22868.09
	Other expenses	34	<b>60196.95</b>	47934.90
	<b>TOTAL EXPENSES (II)</b>		<b>462265.13</b>	404700.80
<b>III</b>	<b>PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX (I - II)</b>		<b>60276.00</b>	2203.19
<b>IV</b>	<b>Exceptional Items</b>	35	<b>0.00</b>	0.00
<b>V</b>	<b>PROFIT / (LOSS) BEFORE TAX (III + IV)</b>		<b>60276.00</b>	2203.19
<b>VI</b>	<b>TAX EXPENSE</b>			
	- Current tax		<b>9927.34</b>	306.17
	- Deferred tax / MAT credit entitlement		<b>11561.66</b>	463.83
			<b>21489.00</b>	770.00
<b>VII</b>	<b>PROFIT / (LOSS) FOR THE PERIOD (V - VI)</b>		<b>38787.00</b>	1433.19
<b>VIII</b>	<b>OTHER COMPREHENSIVE INCOME</b>	36		
	A (i) Items that will not be reclassified to Profit or Loss		<b>(769.78)</b>	(348.88)
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss		<b>270.09</b>	124.03
	B (i) Items that will be reclassified to Profit or Loss		<b>(34.00)</b>	161.66
	(ii) Income tax relating to items that will be reclassified to Profit or Loss		<b>11.88</b>	(56.49)
	<b>Total Other Comprehensive Income / (Loss)</b>		<b>(521.81)</b>	(119.68)
<b>IX</b>	<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (VII + VIII)</b>		<b>38265.19</b>	1313.51
<b>X</b>	<b>EARNINGS PER EQUITY SHARE OF ₹10 EACH (EPS)</b>			
	- Basic & Diluted (₹)		<b>56.04</b>	2.07

Note 1 to 44 are forming part of financial statements

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(DIN - 03605028)

**P B SANTHANAKRISHNAN**  
DIRECTOR  
(DIN - 03213653)

For **MAHARAJ N R SURESH AND CO LLP**  
CHARTERED ACCOUNTANTS  
Firm Reg. No:001931S/S000020

Place : Chennai  
Date : 24th May, 2023

**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 CASH FLOW FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

(₹ in Lakh)

Sl.No.	Particulars	2022-2023	2021-2022
A	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	<b>PROFIT / (LOSS) BEFORE TAX FOR THE PERIOD</b>	<b>60276.00</b>	2203.19
	Adjustments for :		
	Depreciation and amortization	<b>26359.64</b>	22868.09
	Gain on lease modification	<b>0.00</b>	(8.35)
	Interest on Overdue bills	<b>(138.38)</b>	(117.53)
	Interest Income	<b>(291.04)</b>	(397.10)
	Rental Income	<b>(122.60)</b>	(122.21)
	(Profit)/Loss on write off/ sale of Fixed Assets	<b>299.90</b>	(8.64)
	Fair value movement of Biological Assets	<b>50.42</b>	139.51
	Exchange Fluctuations	<b>(23.88)</b>	(63.77)
	Provision for Rental Advances	<b>13.30</b>	0.00
	Write back of provision for trade receivables	<b>(182.91)</b>	0.00
	Provision for Onerous contract	<b>1311.83</b>	0.00
	Provision for Advances	<b>291.04</b>	0.00
	Provision for non-moving stores and spares	<b>14.36</b>	0.00
	Provision for Trade Receivables	<b>391.08</b>	5.57
	Finance Cost	<b>18166.48</b>	15641.69
	<b>Operating Profit before working capital changes</b>	<b>106415.24</b>	40140.45
	Decrease(Increase) in inventories	<b>(51428.74)</b>	23557.09
	Decrease(Increase) in non current trade receivables	<b>(446.24)</b>	0.00
	Decrease(Increase) in current trade receivables	<b>(7542.39)</b>	11878.57
	Decrease(Increase) in Other Financial Assets	<b>(724.16)</b>	13.46
	Decrease(Increase) in Other current assets	<b>14894.04</b>	(149.94)
	Decrease(Increase) in current financial assets	<b>749.40</b>	(19.20)
	Decrease(Increase) in non-current financial assets	<b>352.72</b>	1427.25
	Decrease(Increase) in other non-current assets	<b>257.96</b>	89.26
	Increase(Decrease) in non-current provisions	<b>717.93</b>	1524.23
	Increase(Decrease) in other non current liabilities	<b>(1.42)</b>	(1.43)
	Increase(Decrease) in trade payable	<b>15311.16</b>	28185.36
	Increase(Decrease) in current provisions	<b>(131.13)</b>	(488.62)
	Increase(Decrease) in other current financial Liabilities	<b>5642.47</b>	(3515.38)
	Increase(Decrease) in other current payables	<b>5587.49</b>	8595.11
	<b>Cash from Operations</b>	<b>89654.33</b>	111236.21
	Income Tax paid	<b>(8794.95)</b>	(160.20)
	<b>Net Cash from Operating Activities</b>	<b>80859.38</b>	111076.01



(₹ in Lakh)

SI.No.	Particulars	2022-2023	2021-2022
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Proceeds on Sale of Fixed Assets	<b>30.92</b>	13.37
	Additions to Fixed Assets, Capital Work-In-Progress & Capital Advance	<b>(10746.47)</b>	(35652.46)
	Interest Income	<b>199.41</b>	245.82
	Rental Income	<b>154.98</b>	100.43
	<b>Net Cash from Investing Activities</b>	<b>(10361.16)</b>	(35292.84)
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Proceeds from Borrowings	<b>759.22</b>	28429.26
	Repayment of Borrowings	<b>(47440.63)</b>	(81845.76)
	Increase(Decrease) in short term borrowings	<b>5587.76</b>	4200.00
	Payment of Lease Liabilities	<b>(620.39)</b>	(509.58)
	Interest on Lease Liabilities	<b>(116.99)</b>	(168.29)
	Interest paid	<b>(20572.52)</b>	(24043.35)
	Dividend paid	<b>(2768.42)</b>	(2076.32)
	<b>Net Cash from Financing Activities</b>	<b>(65171.97)</b>	(76014.04)
<b>D</b>	<b>TOTAL INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS DURING THE YEAR (A+B+C)</b>	<b>5326.25</b>	(230.87)
	Cash and cash equivalents at the beginning of the year	<b>(2110.46)</b>	(1879.59)
	Cash and cash equivalents at the end of the year	<b>3215.79</b>	(2110.46)
	Cash and cash equivalents comprise of the following		
	Cash and cash equivalents	<b>11466.65</b>	1204.60
	Bank overdrafts (cash credit)	<b>(8250.86)</b>	(3315.06)
	Cash and cash equivalents	<b>3215.79</b>	(2110.46)

- 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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COMPANY SECRETARY  
Membership No: A26150

**N R SURESH**  
Partner  
Membership No: 021661

**Statement of Changes in Equity**

**A. Equity Share Capital**

(₹ in Lakh)

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

Balance as at 01-Apr-21	Changes in Equity Share Capital due to prior period errors	Restated balance as at 01-Apr-21	Changes in equity share capital during the year	Balance as at 31-Mar-22 (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-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	-	-	(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
<b>Balance at the end of the period 31-Mar-23</b>	<b>17973.11</b>	<b>163049.43</b>	<b>8787.00</b>	<b>(49.81)</b>	<b>(7.32)</b>	<b>(2279.56)</b>	<b>187472.85</b>
Restated Balance on 01-Apr-21	17973.11	138301.18	(1840.20)	(59.03)	(90.37)	(1545.80)	152738.89
Total Comprehensive Income	-	-	1433.19	6.07	161.66	(354.95)	1245.97
Dividend	-	-	(2076.32)	-	-	-	(2076.32)
Transfer from/ (to) retained earnings	-	(3,916.52)	3,916.52	-	-	-	-
Tax on Other Comprehensive Income	-	-	-	-	(56.49)	124.03	67.54
Balance at the end of the period 31-Mar-22	17973.11	134384.66	1433.19	(52.96)	14.80	(1776.72)	151976.08

Note 1 to 44 are forming part of financial statements

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Membership No: A26150

**N R SURESH**  
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 169.12 MW consists of 133.62 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 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, 2023 are approved for issue by the Company's Board of Directors on May 24, 2023. 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

#### a. Statement of compliance

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

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 in use.

#### b. 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.

#### c. 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).

#### d. 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.

### **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 31 March 2023 is included in the concerned notes.

#### **e. 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. Significant accounting policies**

#### **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.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

<b>Financial assets at amortized cost</b>	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.
<b>Financial assets at FVTPL</b>	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
<b>Equity investments at FVOCI</b>	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.

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

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:

<b>Asset</b>	<b>Management estimate of useful life</b>
Buildings	3 to 60 years
Plant & Equipment	3 to 30 years
Furniture, Fixture and other Equipment	3 to 10 years
Vehicles	8 to 10 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted 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 of).

#### **v. Reclassification to investment property**

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment 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:

<b>Asset</b>	<b>Management estimate of useful life</b>
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.

**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	---
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.

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. Weighted average cost has been followed for subsequent measurement as stated above.

All spares having useful life less than one year are treated as inventories and measured accordingly.

##### 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, if any and net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and 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 to revenue and are carried at nil value in the books of account.

#### 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.

### **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).

### **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.

Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognized in profit or loss.

Once classified as held-for-sale, intangible assets, property, plant and equipment and investment properties are no longer amortized or depreciated.

Fair value of assets held for sale as on the Balance sheet date will be retired from Fixed Assets and classified under Current assets. Depreciation is charged for such asset only upto the retirement Date. The Difference between fair value and Book value of such asset is charged to statement of profit and loss.

**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 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 happen 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 the Merchandise Exports from India Scheme (MEIS)/ 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.

#### **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.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortized cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortized cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortized cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

**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 expected 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 and other accounts (including fixed deposits) 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.

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 and Paper Board
Energy	Generation of Power through TGs 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 distribution taxes.

Dividends, if any are to be declared at the Annual General Meeting 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 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.

**w. Amendments to Indian Accounting Standards (Ind AS) issued but not yet effective**

Recent accounting pronouncements Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, and the major amendments are as below:

**Ind AS 1 - Presentation of Financial Statements**

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies and also identify and eliminate immaterial accounting policies from the financial statements. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

**Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors**

This amendment has introduced a definition of 'accounting estimates' which was absent hitherto, and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

**Ind AS 12 - Income Taxes**

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statement.

(₹ in Lakh)

NOTES TO THE FINANCIAL STATEMENTS

Note	PARTICULARS	DEEMED COST (GROSS CARRYING AMOUNT)			ACCUMULATED DEPRECIATION / AMORTISATION					CARRYING AMOUNT				
		As at 1-Apr-21	Additions/ (Deletions)	As at 31-Mar-22	As at 1-Apr-21	Additions/ (Deletions)	Transfer to Capital WIP	Upto 31-Mar-22	As at 1-Apr-22	Additions/ (Deletions)	Transfer to Capital WIP	Upto 31-Mar-23	As at 31-Mar-23	As at 31-Mar-22
4	<b>Property Plant and Equipment (PPE)</b>													
	Land (Note - (a & b))	9110.21	-	9110.21	100.53	9210.74	-	-	-	-	-	-	9210.74	9110.21
	Buildings (Including Building Impaired - ₹ 39.49 lakh)	73099.58	267.97	73367.55	14833.64 (133.41)	88067.78	15386.61	2798.33	18184.94	3136.36 (130.40)	-	21190.90	66876.88	55182.61
	Plant & Machinery (Note - (c & d))	386229.13	807.89 (7.62)	387029.40	127781.62 (1019.23)	513791.79	105329.92	19123.62 (3.18)	124450.67	22337.08 (696.40)	0.14	146091.49	367700.30	262578.73
	Furniture, Fixture and other Equipment	2275.11	15.23 (60.33)	2230.01	35.84 (2.74)	2263.11	1412.70	266.74 (60.04)	1624.99	215.80 (1.38)	1.87	1841.28	421.83	605.02
	Vehicles	648.54	13.55	662.09	279.60 (18.15)	923.54	309.04	54.02	364.30	45.89 (14.53)	0.55	396.21	527.33	297.79
	<b>Total</b>	471362.57	1104.64 (67.95)	472399.26	143031.23 (1173.53)	614256.96	122438.27	22242.71 (63.22)	144624.90	25735.13 (842.71)	2.56	169519.88	444737.08	327774.36
5	<b>Capital Work-in-Progress</b>													
5A	<b>Right to use Assets</b>													
	(i) Buildings	632.61	50.29 (50.92)	631.98	-	631.98	238.82	118.85 (19.74)	337.93	118.06	-	455.99	175.99	294.05
	(ii) Plant and Machinery	2041.30	-	2041.30	2041.300	2041.30	746.70	373.35	1120.05	373.35	-	1493.40	547.90	921.25
	<b>Total</b>	2673.91	50.29 (50.92)	2673.28	-	2673.28	985.52 (19.74)	492.20	1457.98	491.41	-	1949.39	723.89	1215.30
6	<b>Investment Property</b>													
	Land	451.23	-	451.23	-	451.23	-	-	-	-	-	-	451.23	451.23
	Building	86.37	-	86.37	86.37	86.37	11.75	1.99	13.74	1.98	-	15.72	70.65	72.63
	<b>Total</b>	537.60	-	537.60	-	537.60	11.75	1.99	13.74	1.98	-	15.72	521.88	523.86
7	<b>Other Intangible Assets</b>													
	Computer software	1113.60	9.08	1122.68	1122.68	1122.68	1103.86	6.23	1110.09	6.16	-	1116.25	6.43	12.59
	Right to Procure Bagasse	2061.45	-	2061.45	2061.45	2061.45	1696.99	124.96	1821.95	124.96	-	1946.91	114.54	239.50
	Right to Procure Bagasse - Impaired - Refer Note 40(b)	1559.29	-	1559.29	1559.29 (839.22)	720.07	1559.29	-	1559.29	1559.29 (839.22)	-	720.07	-	-
	<b>Total</b>	4734.34	9.08	4743.42	4743.42 (839.22)	3904.20	4360.14	131.19	4491.33	131.12 (839.22)	-	3783.23	120.97	252.09

## 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.

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.

“Addition to the land for the current year 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 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.
- d) 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.
- e) As at 31 March 2023, PPE are subject to charge towards secured bank loans (Refer Note 19A and 19B)
- f) 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.

## g) Capital Work-in-Progress includes:

(₹ in Lakh)

Sl.No.	Particulars		31-Mar-23	31-Mar-22
	<b>Tangible Assets</b>			
A)	Regular Projects			
	Opening Balance	(a)	<b>794.95</b>	978.36
	Additions during the year	(b)	<b>1863.11</b>	912.03
	Less: Transferred to Fixed Assets on capitalisation	(c )	<b>1759.35</b>	1095.44
	Less: Write off of Capital WIP	(d)	<b>87.32</b>	-
	Closing Balance (a) + (b) - (c ) - (d)	(A)	<b>811.39</b>	794.95

**NOTES TO THE FINANCIAL STATEMENTS**

(₹ in Lakh)

SI.No.	Particulars		31-Mar-23	31-Mar-22
B)	Packaging Board Plant - Mill Expansion Plan			
	Opening Balance	(a)	134916.38	92945.65
	<b>Additions:</b>			
	Land		12.99	-
	Buildings		490.03	6471.27
	Plant and Machinery		2240.53	23572.53
	Furniture, Fixture and other Equipment		65.72	18.28
	Interest capitalized during the year #		2843.21	7635.55
	Corporate Environment Responsibility Expenditure		204.11	69.09
	Trial Production Cost		1668.34	2551.25
	Pre-Operative Expenses		42.22	1682.76
	Pre-Operative Income		-	(11.72)
	Sub-Total	(b)	7567.15	41989.01
	Less: Transferred to Fixed Assets on capitalization			
	Land		12.99	-
	Buildings		14831.79	-
	Plant and Machinery		126361.39	-
	Furniture, Fixture and other Equipment		65.71	18.28
	Sub-Total	(c)	141271.88	18.28
	Closing Balance (a) + (b) - (c)	(B)	1211.65	134916.38
	Grand Total (A + B)		2023.04	135711.33

# The capitalisation rate applied to determine the amount of borrowing costs eligible for capitalisation is in the range of 5.80% to 8.45%

**h) (i) 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	-	40.86	53.17	2023.04

**(ii) 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)	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Mill Expansion Plan (MEP)	1297.45	-	-	-	1297.45

**(iii) Ageing for capital work-in-progress as at 31-Mar-22 :**

(₹ 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	47258.98	82730.03	5229.93	492.39	135711.33



## NOTES TO THE FINANCIAL STATEMENTS

## i) Disclosures relating to Investment Property (₹ in Lakh)

Particulars	31-Mar-23	31-Mar-22
Rental income for investment property	117.92	117.47
Direct operating expenses to income generating property	61.34	44.27
Less: Reimbursement of Expenses	(59.36)	(42.28)
Depreciation on Investment property	(1.98)	(1.99)
<b>Fair value of Investment Property</b>		
a) Land at Tiruppatur	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 2nd and 3rd Floors are treated as investment property and the fair value of Investment property is	962.19	372.46

**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 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.

**NOTES TO THE FINANCIAL STATEMENTS**

**8. Biological Assets Other than bearer plants**

**a) Reconciliation of carrying amount**

(₹ in Lakh)

Particulars	31-Mar-23	31-Mar-22
Standing crops:		
Opening Balance	560.56	739.77
Add: New plantations / Maintenance cost	56.24	108.30
Less: Harvested wood transferred to inventories	(345.50)	(148.00)
Changes in fair value less estimated costs to sell	(50.42)	(139.51)
Closing Balance	220.88	560.56

As on 31st March 2023, standing crops comprises 2867 acres of plantations (31 March 2022:5332 acres). During the year the company harvested 14773 Mts (31 March 2022: 3374 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).

Particulars	2022-23	2021-22
(Loss) included in 'other Expense'		
Change in fair value	(50.42)	(139.51)

**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
<p><b>Discounted cash flows:</b></p> <p>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</p>	<p>'Estimated future market prices for Wood/ Mt as on 31.3.2023 has considered by keeping current purchase price of wood procured from farmers of respective district as base price range between Rs 3750 to Rs 5250 per Mt. Every year an increase of 5% from the previous year is considered. As no change in Market value for the year 2022-23, 5% increase has not been considered.</p> <p>'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 &amp; above year 100%.</p> <p>Estimated yields per acre (31 March 2023: 5.67 tons ; 31 March 2022: 4.62 tons )</p> <p>Risk-adjusted discount rate (31 March 2023: 9%; 31 March 2022: 9%)</p>	<p>The estimated fair value would increase (decrease) if:</p> <ul style="list-style-type: none"> <li>- the estimated wood prices per ton were higher (lower);</li> <li>- the estimated yields per acre were higher (lower)</li> <li>- the risk-adjusted discount rates were lower (higher)</li> </ul>

## NOTES TO THE FINANCIAL STATEMENTS

## 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-23	As at 31-Mar-22
9	<b>Investments</b>		
	Quoted equity shares		
	I DBI Bank Limited	64.24	61.08
	(142720 equity shares of ₹10 each, fully paid)	64.24	61.08
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-23	Dividend income recognized during 2022-23	Fair value at 31-Mar-22
I DBI Bank Ltd - Equity Shares	64.24	0.00	61.08

No strategic investments were disposed during 2022-2023.

(₹ in Lakh)

Note	Particulars	As at 31-Mar-23	As at 31-Mar-22
9A	<b>Trade Receivables</b>		
	Trade Receivables considered good-Unsecured	446.24	-

## 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
<b>Total</b>	<b>446.24</b>	-	-	-	-	-	<b>446.24</b>

## Ageing for trade Receivables as on 31-Mar-22

(₹ 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	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakh)

Note	Particulars	As at 31-Mar-23	As at 31-Mar-22
<b>10</b>	<b>Loans</b>		
	Advance to Sugar Mills - Unsecured - considered good	2743.09	2844.05
	Advance to Sugar Mills - Credit Impaired (Refer Note 40(b))	1282.47	3433.78
	Less: Provision for Advance to Sugar Mill	(1282.47)	(3433.78)
	Interest Accrued on Trade Receivables-considered good	39.28	-
	<b>2782.37</b>	2844.05	
<b>10A</b>	<b>Other Financial Assets</b>		
	Deposits	1092.47	419.15
	Earnest Money Deposits	142.86	95.15
	<b>1235.33</b>	514.30	
<b>11</b>	<b>Other Non-Current Assets</b>		
	Advances & Deposits with Government and public bodies	1894.98	1838.59
	Capital Advances	763.70	2354.82
	Prepaid Expenses	247.18	402.07
	Other advance	96.24	199.31
	<b>3002.10</b>	4794.79	
<b>12</b>	<b>Inventories</b>		
	Raw materials		
	In Stock	39827.39	17949.92
	In Transit	13679.14	7140.17
	Work in process	17888.42	4598.13
	Stock of Finished Goods	1797.94	1268.83
	Stock of Traded goods	72.14	538.39
	Stores, Consumables and spare parts		
	In Stock	22662.51	12702.44
In Transit	47.00	73.02	
	<b>95974.54</b>	44270.90	

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 ₹ 14.36 lakh (31 March 2022: ₹ Nil).

<b>13</b>	<b>Trade Receivables #</b>		
	Trade Receivables - considered good - Unsecured	32997.29	25756.48
	Trade Receivables which have significant increase in credit risk	-	-
	Trade Receivables - Credit Impaired	2217.20	2023.70
		<b>35214.49</b>	27780.18
	Less : Provision doubtful debts - Credit impaired	2217.20	2023.70
	<b>32997.29</b>	25756.48	

# Trade Receivables have been hypothecated to banks / financial institutions as securities for borrowings



## 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		31.26	373.12	71.84	9.37	1731.61	2217.20
	8702.97	5509.83	18036.05	1045.74	94.83	1825.07	35214.49
Less : Provision for Disputed Trade Receivables - Credit impaired	-	(31.26)	(373.12)	(71.84)	(9.37)	(1731.61)	(2217.20)
<b>Total</b>	<b>8702.97</b>	<b>5478.57</b>	<b>17662.93</b>	<b>973.90</b>	<b>85.46</b>	<b>93.46</b>	<b>32997.29</b>

## Ageing for trade Receivables as on 31-Mar-22

(₹ 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	11024.92	11660.72	2307.71	424.26	9.44	329.43	25756.48
Disputed Trade Receivables - Credit Impaired	-	-	-	168.55	162.49	1692.66	2023.70
	11024.92	11660.72	2307.71	592.81	171.93	2022.09	27780.18
Less : Provision for Disputed Trade Receivables - Credit impaired	-	-	-	(168.55)	(162.49)	(1692.66)	(2023.70)
<b>Total</b>	<b>11024.92</b>	<b>11660.72</b>	<b>2307.71</b>	<b>424.26</b>	<b>9.44</b>	<b>329.43</b>	<b>25756.48</b>

## Reconciliation between the quarterly statements submitted with banks and books of accounts:

## 1) Inventories

## FY 2022-23

(₹ in Lakh)

Particulars	30-Jun-22	30-Sep-22	31-Dec-22	31-Mar-23
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 account 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

FY 2021-22

(₹ in Lakh)

Particulars	30-Jun-21	30-Sep-21	31-Dec-21	31-Mar-22
Inventories submitted with the Banks	73762.95	86891.25	71497.18	36538.68
Raw Material in transit and receiving inventory *	17953.31	7065.13	15928.33	4674.16
Other finalisation entries	1222.12	(341.37)	(432.65)	3058.06
Inventories as per books of accounts on the reporting date	92938.38	93615.01	86992.86	44270.90

\* 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.

### 2) Trade Receivables

FY 2022-23

(₹ in Lakh)

Particulars	30-Jun-22	30-Sep-22	31-Dec-22	31-Mar-23
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.

\*\* Under reconciliation.

FY 2021-22

(₹ in Lakh)

Particulars	30-Jun-21	30-Sep-21	31-Dec-21	31-Mar-22
Trade receivables submitted with the Banks	35423.00	38719.00	40763.00	23037.00
Debtors having credit balances *	2413.13	3210.97	3133.92	2934.04
Energy and Cement debtors not submitted to banks	2093.38	2270.72	1160.07	1177.91
Other finalisation entries	(1313.92)	(2070.90)	(1676.05)	(1392.48)
Trade receivables as per books of accounts on the reporting date	38615.59	42129.79	43380.94	25756.47

\* 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.

Note	Particulars	As at 31-Mar-23	As at 31-Mar-22
14	<b>Cash and Cash Equivalents</b>		
	Balance with Banks		
	Current accounts	11457.11	1178.21
	Savings account	-	0.05
	Cheques, drafts on hand	3.41	18.90
	Cash on hand	6.13	7.44
		<b>11466.65</b>	1204.60

## NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakh)

Note	Particulars	As at 31-Mar-23	As at 31-Mar-22
14A	<b>Other Bank balances</b>		
	Unpaid Dividend accounts	93.14	103.87
	Fixed Deposit(FD) with Banks (Terminal benefits of an employee parked in FD as per direction)	44.69	41.56
		<b>137.83</b>	145.43
15	<b>Loans</b>		
	Current maturities of Loans:		
	Advance to Sugar Mills - Unsecured - Considered good	322.10	938.87
	Advance to Sugar Mills- Credit Impaired (Refer Note 40(b))	525.00	1394.57
	Less: Provision for Advance to Sugar Mill - Credit Impaired	(525.00)	(1394.57)
	Advances - Unsecured - considered good	142.20	351.66
	Advances - Credit Impaired	34.75	21.45
	Less: Provision for Advances - Credit impaired	(34.75)	(21.45)
	Employee Advances	450.70	397.82
	Interest accrued on Loans/Deposits- Unsecured - Considered good	33.34	22.69
	Interest accrued on Loans/Deposits - Credit Impaired (Refer Note 40(b))	28.75	553.71
Less: Provision for Interest accrued on Loans - Credit impaired	(28.75)	(553.71)	
		<b>948.34</b>	1711.04
16	<b>Other Current Assets</b>		
	Advances for Materials and Services - Unsecured - considered good	4669.15	8839.52
	Advances for Materials and Services - Credit Impaired	560.67	419.95
	Less: Provision for Advances - Credit Impaired	(560.67)	(419.95)
	Balance with:		
	- Central Excise / TN VAT /GST - (includes ₹347.76 Lakhs (FY2021-22 ₹354.10 lakh) paid under protest for disputes)	5591.17	14915.33
	Claims Receivables #	2327.88	2522.57
	Export Incentives Receivables	1749.19	1758.10
Prepaid Expenses	567.39	2054.34	
		<b>14904.78</b>	30089.86

# Claims receivable includes

- 1) Claims receivable includes ₹ 1760.39 lakh (Previous Year ₹ 1760.39 lakh) towards net output VAT/GST refund represents VAT paid net off input credit upto 30th June, 2017 and as per the modified scheme (post GST implementation) in lieu of VAT paid net off input credit i.e., from 1st July, 2017 to 31st March 2023 relating to Board plant as per the incentive scheme sanctioned by Government of Tamil nadu.
- 2) VAT refund on capital goods ₹ 0.00 lakh (Previous Year ₹ 46.39 Lakh), Claim with custom ₹ 567.49 lakh (Previous Year ₹ 493.1 lakh), Back ended capital subsidy ₹ Nil' (Previous Year ₹ 192.50 Lakh), Environment Protection Subsidy ₹ Nil (Previous Year ₹ 30 lakh).

NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakh)

Note	Particulars	As at 31-Mar-23	As at 31-Mar-22
17	<b>Equity Share Capital</b>		
	<b>Authorized</b> 13,50,00,000 (31 March 2022: 13,50,00,000 ) Equity Shares of ₹10/- each	13500	13500
	<b>Issued</b> 7,00,00,000 (31 March 2022 : 7,00,00,000 ) Equity Shares of ₹ 10/- each	7000	7000
	<b>Subscribed and Fully Paid up*</b> 6,92,10,600 (31 March 2022 : 6,92,10,600 ) Equity Shares of ₹ 10/- each fully paid up	6921.06	6921.06
	<b>Shares Forfeited**</b>	16.72	16.72
	<b>Total</b>	<b>6937.78</b>	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-23		As at 31-Mar-22	
	Number in Lakh	₹ in Lakh	Number in Lakh	₹ in Lakh
<b>Equity shares</b>				
At the commencement of the period	692.106	6921.06	692.106	6921.06
Shares issued during the period	-	-	-	-
<b>At the end of the period</b>	<b>692.106</b>	<b>6921.06</b>	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.

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-23		As at 31-Mar-22	
		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	43.81	6.33%	34.33	4.96%
3	- HDFC Trustee Company Limited	41.15	5.95%	56.98	8.23%
4	- Life Insurance Corporation of India	24.74	3.57%	43.53	6.29%

## iv) Particulars of Promoters shareholding

Shares helds by promoters at the end of the year		As at 31-Mar-23		As at 31-Mar-22	
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 promotor during the year.

## (v) Dividends

The following dividends were declared and paid by the Company during the year

(₹ in Lakh)

Particulars	2022-23	2021-22
₹ 4.00 per equity share (Financial year 2021-22: ₹ 3.00)	2768.42	2076.32
	2768.42	2076.32

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	2022-23	2021-22
₹ 5 .00 per equity share (Financial year 2021-22: ₹ 4.00)	3460.53	2768.42
	3460.53	2768.42

## (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	2022-23	2021-22
Profit/(loss) for the year, attributable to the equity holders	38787.00	1433.19
	38787.00	1433.19

**NOTES TO THE FINANCIAL STATEMENTS**

**b. Weighted average number of equity shares (basic and diluted)**

**(In Numbers)**

Particulars	As at 31-Mar-23	As at 31-Mar-22
Opening balance	69210600	69210600
Effect of fresh issue of shares for cash	-	-
<b>Weighted average number of equity shares for the year</b>	<b>69210600</b>	69210600
Earning Per Share (EPS) - (₹)	<b>56.04</b>	2.07

**18. Other Equity**

**(₹ in Lakh)**

Particulars	As at 31-Mar-23	As at 31-Mar-22
(a) Securities premium	17973.11	17973.11
(b) General reserve		
(i) Opening balance	134384.66	138301.18
(ii) Transfer from / (to retain earnings)	(1335.23)	(3916.52)
(iii) Transfer from / (to retain earnings) for the year 2022-2023	30000.00	-
(iv) Closing balance	163049.43	134384.66
(c) Retained Earnings		
(i) Opening balance	1433.19	(1840.20)
(ii) Add: Profit for the year	38787.00	1433.19
(iii) Less: Appropriations		
(a) Dividend on equity Shares	2768.42	2076.32
(b) Transfer (from retain earnings) / to General reserves	(1335.23)	(3916.52)
(c) Transfer (from retain earnings) / to General reserves for the year 2022-2023	30000.00	-
	8787.00	1433.19
(d) Fair value of gain/(loss) on Equity Instruments through OCI		
(i) Opening balance	(52.96)	(59.03)
(ii) Change during the year (net)	3.15	6.07
	(49.81)	(52.96)
(e) Effective portion of cash flow hedges		
(i) Opening balance	14.80	(90.37)
(ii) Change during the year (net)	(22.12)	105.17
	(7.32)	14.80
(f) Re-measurement of defined benefit plans		
(i) Opening balance	(1776.72)	(1545.80)
(ii) Change during the year (net)	(502.84)	(230.92)
	(2279.56)	(1776.72)
<b>Total Other Equity</b>	<b>187472.85</b>	151976.08

## NOTES TO THE FINANCIAL STATEMENTS

### 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.

#### (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 7.74% (2021-22: 6.97%)

(₹ in Lakh)

Note	Particulars	As at 31-Mar-23	As at 31-Mar-22
19A	<b>Borrowings</b>		
	<b>Non-current borrowings</b>		
	<b>Term loans - From Financial Institutions - Secured</b>		
	A) Term Loans - General Corporate Loan - Rupee Term Loans	7000.00	20500.00
	B) Mill Expansion Plan(MEP)- Board Plant - Rupee Term Loans	17963.70	19587.70
	<b>Term loans - From Banks - Secured</b>		
	A) Term Loans-General Corporate Loan/Working Capital Term Loan - Rupee Term Loans	20625.00	41818.70
	B) Multilayer Coated Board Plant - Rupee Term Loans	12014.63	16473.89
	C) Mill Expansion Plan (MEP) - Board Plant - Rupee Term Loans	48856.48	61988.34
		<b>106459.81</b>	160368.63
19B	<b>Current borrowings</b>		
	<b>a) Loans from Banks - Secured **</b>		
	Working Capital Loans - Banks		
	Cash Credit	8250.86	3315.06
	Rupee Loan	11800.00	20600.00
	<b>Sub-Total (a)</b>	<b>20050.86</b>	23915.06
	<b>b) Unsecured bank loans</b>		
	Short Term Loans from Banks		
	Export Packing Credit(EPC)-INR	25500.00	9300.00
	Rupee Loan	3187.76	5000.00
<b>Sub-Total (b)</b>	<b>28687.76</b>	14300.00	
<b>c) Current maturities of Long Term Debt</b>	<b>30883.00</b>	23679.46	
<b>Total (a) + (b) + (c)</b>	<b>79621.62</b>	61894.52	

\*\* 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-23	Current 31-Mar-23	Total 31-Mar-23	Non-Current 31-Mar-22	Current 31-Mar-22	Total 31-Mar-22
<b>Term loans - From Financial Institutions - Secured</b>										
A) Term Loans - General Corporate Loan										
- Export - Import Bank of India	(vii)	Aug-25	20 Step up quarterly installments	SBI (1Y) MCLR	7000.00	3500.00	10500.00	10500.00	2500.00	13000.00
- Tamilnadu Industrial Investment Corporation Ltd	(xi)	Pre-closed during the year			-	-	-	10000.00	-	10000.00
<b>B) Mill Expansion Plan (MEP) - Board Plan</b>										
- Export - Import Bank of India	(v)	Nov-29	Quarterly in Twenty Eight step up installments	SBI (1Y) MCLR + 20 bps	17963.70	1624.00	19587.70	19587.70	375.00	19962.70
<b>Term loans - From Banks - Secured</b>										
A) Term Loans-General Corporate Loan/Working Capital Term Loan										
i) Rupee Term Loans										
- The Bank of Tokyo - Mitsubishi UFJ Limited	(vi)	Oct-22	Semi - annual in Six equal installments	7.91% p.a on a fully hedged basis + appl. withholding tax	-	-	-	-	3332.67	3332.67
- IndusInd Bank Limited	(viii)	Jun-27	Quarterly in thirty one step up installments	Fixed for One Year (Subject to reset on every 28th of June)	-	-	-	4224.50	438.00	4662.50
- Canara Bank	(ix)	Apr-25	Quarterly in Twenty equal installments	1 Y MCLR	2500.00	2000.00	4500.00	4469.20	2000.00	6469.20





## NOTES TO THE FINANCIAL STATEMENTS

- (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
- (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) Residual charge on moveable fixed assets of the company.
- (vii) Secured by a first pari passu charge on movable fixed assets of the company (except assets under specific charge to other lenders)
- (viii) Subservient charge on entire moveable fixed assets of the company, both present and future (except those which are under specific charge to the respective term lenders).
- (ix) Subservient charge on current asset and entire moveable fixed assets of the company.
- (x) Exclusive Charge on land situated at Mayanur and immovable - Land & Town Ship ( Housing Colony ) at Karur (Thirukkatuthurai).
- (xi) 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-21	(1879.58)	237528.37	30700.00	1137.35	271245.30
Cash flows	(230.87)	(53416.51)	4200.00	-	(48985.64)
Finance costs	-	-	-	23764.26	23764.26
Interest paid	-	-	-	(24211.64)	(24211.64)
Exchange fluctuations	-	(63.77)	-	-	(63.77)
Net debt as at 31-Mar-22	(2110.45)	184048.09	34900.00	689.97	221748.51
<b>Cash flows</b>	<b>5326.24</b>	<b>(46681.40)</b>	<b>5587.76</b>	<b>-</b>	<b>(46419.88)</b>
<b>Finance costs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>21009.69</b>	<b>21009.69</b>
<b>Interest paid</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(20689.51)</b>	<b>(20689.51)</b>
<b>Exchange fluctuations</b>	<b>-</b>	<b>(23.88)</b>	<b>-</b>	<b>-</b>	<b>(23.88)</b>
<b>Net debt as at 31-Mar-23</b>	<b>3215.79</b>	<b>137342.81</b>	<b>40487.76</b>	<b>1010.15</b>	<b>175624.93</b>

**NOTES TO THE FINANCIAL STATEMENTS**

**20 Provisions**

(₹ in Lakh)

Particulars	Non-current		Current	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Provisions for employee benefits Note (b)				
Defined benefit liability - Gratuity	<b>10735.12</b>	9722.61	<b>1173.63</b>	1245.47
Liability for compensated absences	<b>6796.86</b>	6321.68	<b>832.65</b>	891.94
Total provisions for employee benefits (A)	<b>17531.98</b>	16044.29	<b>2006.28</b>	2137.41
Other provisions				
Provision for decommissioning liability Note (a)	<b>109.98</b>	106.81	-	-
Total other provisions (B)	<b>109.98</b>	106.81	-	-
Total provisions (A+B)	<b>17641.96</b>	16151.10	<b>2006.28</b>	2137.41

**Note (a) provision for decommissioning liability**

The Company has made a provision of ₹109.98 lakh (Previous Year ₹106.81 lakh) in respect of obligation on decommissioning of Plant & Machinery erected at various Off-sites (Sugar Mills), The unwinding of discount of ₹3.17 lakh (Previous Year ₹8.82 lakh) recognized as expenses.

**Note (b) Provisions for employee benefits**

(₹ in Lakh)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Defined benefit liability - Gratuity	<b>11908.75</b>	10968.08
Liability for compensated absences	<b>7629.51</b>	7213.62
Total employee benefit liabilities	<b>19538.26</b>	18181.70
Non-current	<b>17531.98</b>	16044.29
Current	<b>2006.28</b>	2137.41
Total employee benefit liabilities	<b>19538.26</b>	18181.70

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-23	31-Mar-22	31-Mar-23	31-Mar-22
Balance at the beginning of the year	<b>10968.08</b>	10649.18	<b>7213.62</b>	6150.78
Interest Cost	<b>750.44</b>	683.47	<b>490.34</b>	393.88
Current service cost	<b>623.14</b>	623.43	<b>285.05</b>	262.34
Benefits paid	<b>(1205.84)</b>	(1342.95)	<b>(882.01)</b>	(801.49)
Actuarial loss/(gain) on obligation (balancing figure)	<b>772.93</b>	354.95	<b>522.51</b>	1208.11
Balance as at the end of the year	<b>11908.75</b>	10968.08	<b>7629.51</b>	7213.62

## NOTES TO THE FINANCIAL STATEMENTS

## i. Expense recognized in profit or loss (Note - 31)

(₹ in Lakh)

Particulars	TYPE OF PLAN			
	GRATUITY		LEAVE ENCASHMENT	
	2022-23	2021-22	2022-23	2021-22
Current service cost	623.14	623.43	285.05	262.34
Net Interest on Net Defined Benefit Obligations	750.44	683.47	490.34	393.88
Net actuarial (gain)/loss recognized in the year	-	-	522.51	1208.11
Past service cost	-	-	-	-
Expenses recognized in the statement of profit and loss	1373.58	1306.90	1297.90	1864.33

## ii. Remeasurements recognized in other comprehensive income

(₹ in Lakh)

Particulars	TYPE OF PLAN	
	GRATUITY	
	2022-23	2021-22
Actuarial (gain) / loss on defined benefit obligation	772.93	354.95
	772.93	354.95

## iii) Defined benefit obligation

Particulars	Gratuity		Leave Encashment	
	2022-2023	2021-2022	2022-23	2021-22
Discount Rate	7.20%	7.24%	7.20%	7.24%
Salary escalation rate	7.01%	7.00%	7.01%	7.00%
Attrition rate	3.63%	4.00%	3.63%	4.00%

## iv) Sensitivity Analysis

(₹ in Lakh)

Significant actuarial assumptions	Gratuity		Leave Encashment	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Discount Rate				
Impact due to increase of 50 basis points	(477.23)	(408.73)	(308.92)	(281.11)
Impact due to decrease of 50 basis points	515.11	440.29	333.20	303.05
Salary escalation rate				
Impact due to increase of 50 basis points	356.36	325.32	332.20	302.29
Impact due to decrease of 50 basis points	(357.43)	(320.28)	(310.84)	(282.99)

## NOTES TO THE FINANCIAL STATEMENTS

### v) Maturity Profile of Defined Benefit Obligation :

(₹ in Lakh)

Defined Benefits	As at 31-Mar-23	As at 31-Mar-22
<b>Gratuity</b>		
Less than one Year	800.35	800.67
One to Three Years	3253.07	3349.63
Three to Five Years	1901.01	1920.70
More than Five years	5519.54	4606.93
<b>Leave Encashment</b>		
Less than one Year	423.05	475.26
One to Three Years	1476.05	1502.26
Three to Five Years	995.28	1026.07
More than Five years	2874.20	2627.78

### 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-23	As at 31-Mar-22
Present Value of Obligation (PVO)	30083.75	30142.21
Fair value of Plan Assets	30772.91	32129.12
Net Liability / (Net Asset)	(689.16)	(1986.91)

The plan assets have been primarily invested in Government securities and corporate bonds are

Particulars	As at 31-Mar-23	As at 31-Mar-22
Government Securities and Related Investments	15386.46	15679.01
Debt Instruments and Related Investments	11016.70	13365.71
Equities and Related Investments	123.09	353.42
Special Deposit Scheme	523.14	514.07
Others Assets	3723.52	2216.91
Total	30772.91	32129.12

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-23	As at 31-Mar-22
Discount Rate	7.20%	7.24%
Guaranteed rate of return	8.15%	8.10%

The company contributed ₹2171.49 lakh (Previous Year : ₹2065.34 lakh) towards the provident fund and ₹1487.84 lakh (Previous Year : ₹1326.93 lakh) towards superannuation scheme for the year ended 31st March, 2023



## NOTES TO THE FINANCIAL STATEMENTS

## 21. Movement in deferred tax balances

(₹ in Lakh)

Particulars	Net deferred tax (assets) / liabilities					
	01-Apr-21	2021-22	31-Mar-22	01-Apr-22	2022-23	31-Mar-23
<b>Recognized in profit and loss:</b>						
Property ,Plant and equipment	73574.37	(1727.06)	71847.31	<b>71847.31</b>	<b>12682.71</b>	<b>84530.01</b>
Intangible assets	(618.55)	470.68	(147.87)	<b>(147.87)</b>	<b>(425.91)</b>	<b>(573.78)</b>
Biological assets	63.23	(662.36)	(599.13)	<b>(599.13)</b>	<b>592.85</b>	<b>(6.28)</b>
Finance Cost - Decommissioning Liability	(30.36)	44.84	14.48	<b>14.48</b>	<b>(49.03)</b>	<b>(34.55)</b>
Lease Liabilities	(172.20)	138.76	(33.44)	<b>(33.44)</b>	<b>(69.28)</b>	<b>(102.72)</b>
Provision for loss allowance	(2709.79)	(1.95)	(2711.74)	<b>(2711.74)</b>	<b>931.92</b>	<b>(1779.82)</b>
Disallowance of expenses U/ sec., 43B	(262.45)	(42.63)	(305.08)	<b>(305.08)</b>	<b>169.39</b>	<b>(135.69)</b>
Tax losses carried forward - unabsorbed depreciation	(13227.79)	2908.53	(10319.26)	<b>(10319.26)</b>	<b>7860.23</b>	<b>(2459.03)</b>
Employee Benefits Plan	(4889.46)	(358.81)	(5248.27)	<b>(5248.27)</b>	<b>(203.88)</b>	<b>(5452.15)</b>
Tax Credits - MAT Credit Entitlement	(29317.37)	(306.17)	(29623.54)	<b>(29623.54)</b>	<b>(9927.34)</b>	<b>(39550.88)</b>
(A)	22409.63	463.83	22873.46	<b>22873.46</b>	<b>11561.66</b>	<b>34435.11</b>
<b>Recognized in other comprehensive income :</b>						
Remeasurement of defined benefit plans	(829.90)	(124.03)	(953.93)	<b>(953.93)</b>	<b>(270.09)</b>	<b>(1224.02)</b>
Derivatives	(48.71)	56.49	7.78	<b>7.78</b>	<b>(11.88)</b>	<b>(4.10)</b>
(B)	(878.61)	(67.54)	(946.15)	<b>(946.15)</b>	<b>(281.97)</b>	<b>(1228.12)</b>
Total (A+B)	21531.02	396.29	21927.31	<b>21927.31</b>	<b>11279.69</b>	<b>33206.99</b>

## 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-23	As at 31-Mar-22	Expiry date
Expire	-	-	-
Never expire	<b>2459.03</b>	10319.26	-

## 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 - 31/03/2028	Expire by 6-10 years - 31/03/2028 to 31/03/2033	Expire by > 10 years - 31/03/2033 to 31/03/2038
MAT Credit Entitlement	6184.95	14760.26	18605.67

(₹ in Lakh)

Note	Particulars	As at 31-Mar-23	As at 31-Mar-22
<b>22</b>	<b>Other Non-current Liabilities</b>		
	Government grants	<b>20.50</b>	21.70
	Deferred Rent Payable	<b>2.42</b>	2.64
		<b>22.92</b>	24.34

## 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.

Note	Particulars	As at 31-Mar-23	As at 31-Mar-22
23	<b>Trade payables</b>		
	Trade payables to related parties	-	-
	Other trade payables		
	Acceptances	69869.73	56678.24
	Sundry Creditors		
	Dues of Micro & Small Enterprises	2997.39	2573.73
	Dues of Creditors other than Micro & Small Enterprises	55319.39	52311.55
		<b>128186.51</b>	111563.52

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-23	As at 31-Mar-22
a) the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	2997.39	2573.73
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.	-	31.47
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-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
<b>Total</b>	<b>119279.75</b>	<b>7254.45</b>	<b>590.77</b>	<b>(325.17)</b>	<b>1386.71</b>	<b>128186.51</b>

## Ageing for trade Payables as on 31-Mar-22

(₹ 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	56678.24	-	-	-	-	56678.24
Dues of Micro & Small Enterprises	2573.73	-	-	-	-	2573.73
Dues of Creditors other than Micro & Small Enterprises	39017.04	12774.24	355.97	72.75	91.55	52311.55
<b>Total</b>	<b>98269.01</b>	<b>12774.24</b>	<b>355.97</b>	<b>72.75</b>	<b>91.55</b>	<b>111563.52</b>

(₹ in Lakh)

Note	Particulars	As at 31-Mar-23	As at 31-Mar-22
<b>24</b>	<b>Other Financial Liabilities</b>		
	Interest accrued but not due	1010.15	689.97
	Security Deposits from customers/contractors	11671.50	8014.99
	Unclaimed Dividend #	93.14	103.87
	Employee related Liabilities	4504.48	2559.20
	Derivative Liabilities	221.86	147.18
	Creditors for Capital Goods	3306.94	9147.36
		<b>20808.07</b>	20662.57

# There are no amount due and outstanding to be credited to Investors Education and Protection Fund.

**NOTES TO THE FINANCIAL STATEMENTS**

(₹ in Lakh)

Note	Particulars	As at 31-Mar-23	As at 31-Mar-22
25	<b>Other Current Liabilities</b>		
	Advance received from customers	19510.55	11438.36
	Statutory dues payable	643.71	2928.91
	Tax Deducted at Source	649.97	821.30
	Other payables #	6286.46	6314.63
		<b>27090.69</b>	21503.20

# 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.
- Confirmation of balances from some of the creditors have been received and the same is being reconciled.

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-23	For the Year ended 31-Mar-22
26 (a)	<b>Revenue from Operations</b>		
	<b>Sale of Products</b>		
	<b>Printing &amp; Writing Paper</b>		
	- Domestic Sales	298703.32	201761.33
	- Export Sales	54994.86	73696.07
		<b>353698.18</b>	275457.40
	Less: Discounts	6154.60	20353.77
		<b>347543.58</b>	255103.63
	Packaging Board		
	- Domestic Sales	136885.34	112147.02
	- Export Sales	6578.77	14501.31
		<b>143464.11</b>	126648.33
	Less: Discounts	8191.22	13301.71
		<b>135272.89</b>	113346.62
Cement	12593.94	16450.83	
Sale of Energy	1052.40	1472.63	
<b>Sale of Traded Goods</b>			
Note Books	15092.11	10652.59	
Paper & core pipe	41.67	35.26	
Pre printed marksheets	125.32	75.37	
	<b>Total sale of products (a)</b>	<b>511721.91</b>	397136.93
(b)	<b>Other Operating revenue</b>		
	Export Incentive	1433.88	2262.99
	Sale of Clone	660.78	651.74
	Sale of scrap, wastes etc.	4131.50	1977.51
	Sale of Energy Saving Certificates	41.05	0.00
		<b>Total other operating revenue (b)</b>	<b>6267.21</b>
	<b>Total revenue from operations (a+b)</b>	<b>517989.12</b>	402029.17

## NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakh)

Note	Particulars	For the Year ended 31-Mar-23	For the Year ended 31-Mar-22
<b>27</b>	<b>Other Income</b>		
	Interest Income:		
	Under the effective interest method-Interest on advances to Sugar Mills	<b>291.04</b>	397.10
	Other Interest - Over Due bills	<b>138.38</b>	117.53
	Net gain on sale of Property, plant and equipment	<b>0.00</b>	8.64
	Coal (Net)	<b>334.14</b>	
	Rental Income from property	<b>122.60</b>	122.21
	GST Incentive - Note (i)	<b>1600.00</b>	1600.00
	Government Grants- Note (ii)	<b>1.20</b>	1.20
	Miscellaneous Income-Note (iii)	<b>2064.65</b>	2628.14
		<b>4552.01</b>	4874.82

**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 fulfillment 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 Rs.1600 lakh (Previous Year Rs.1600 lakh) during the current year.
- (ii) 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.
- (iii) Miscellaneous Income includes ₹353.12 lakh (Previous Year ₹ 267.88 lakhs) relating to write back of trade payables.
- (iv) Government grant recognised during the year:

(₹ in Lakh)

Particulars	For the Year ended 31-Mar-23	For the Year ended 31-Mar-22
<b>Export Incentive - (Refer Note 26(b) - Other operating revenue)</b>		
- Duty Draw Back	<b>781.53</b>	1112.95
- Remission of Duties or Taxes on Export Product Scheme (RODTEP) / MEIS	<b>652.36</b>	1150.04
	<b>1433.89</b>	2262.99
Sale of Energy Saving Certificates - (Refer Note 26(b) Other operating revenue)	<b>41.05</b>	-
GST Incentive - (Refer Note 27 - Other Income)	<b>1600.00</b>	1600.00
Subsidy for Effluent Treatment Plant - (Refer Note 27 - Other Income)	<b>1.20</b>	1.20
	<b>3076.14</b>	3864.19

(₹ in Lakh)

Note	Particulars	For the Year ended 31-Mar-23	For the Year ended 31-Mar-22
<b>28</b>	<b>Cost of Purchase / Materials Consumed</b>		
	Raw materials consumed- Note (i)	<b>138077.18</b>	121627.96
	Chemicals consumed	<b>47241.35</b>	33004.31
	Freight & Handling charges	<b>6737.61</b>	5060.73
	Packing Expenses	<b>7567.72</b>	7925.94
	Bagasse purchased	<b>21018.52</b>	12759.61
		<b>220642.38</b>	180378.55

**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.



NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakh)

Note	Particulars	For the Year ended 31-Mar-23	For the Year ended 31-Mar-22	
29	<b>Purchase of Stock-in-trade</b>			
	Note Books	11402.21	9062.51	
	Pre-Printed Marksheet	110.28	64.78	
	Pulp	34.26	-	
	Paper & Core pipe	19.64	25.01	
		<b>11566.39</b>	9152.30	
30	<b>Changes in Inventories of Bagasse, Work-in-Progress and Finished Goods</b>			
	<b>Opening Stock :</b>			
	Bagasse	12870.43	12032.90	
	Work in Progress	4508.53	4363.03	
	Finished Goods	1268.83	22215.12	
	Traded Goods	538.39	664.05	
		<b>Sub-total (a)</b>	<b>19186.18</b>	39275.10
	<b>Closing Stock:</b>			
	Bagasse	20755.69	12870.39	
	Work in Progress	17888.42	4508.52	
	Finished Goods	1797.94	1268.83	
	Traded Goods	72.14	538.39	
		<b>Sub-total (b)</b>	<b>40514.19</b>	19186.13
	<b>Total (a-b)</b>	<b>(21328.01)</b>	20088.97	
31	<b>Employee Benefit Expenses</b>			
	Salaries, Wages and Bonus	25542.77	21897.63	
	Contribution to provident fund & Other funds	3680.84	3413.76	
	Gratuity and Leave Encashment	2671.48	3171.24	
	Staff Welfare expense	3011.48	3048.91	
		<b>34906.57</b>	31531.54	
32	<b>Finance Costs</b>			
	Interest expense on financial liabilities measured at amortized cost			
	Term Loans	12432.14	17293.76	
	Working Capital	5910.49	4386.54	
	Less: Interest Capitalized	(2843.21)	(7635.55)	
	Other Finance costs	2546.90	1419.83	
	Interest on Lease Liabilities	116.99	168.29	
	Unwinding of discount on decommissioning liabilities	3.17	8.82	
		<b>18166.48</b>	15641.69	
33	<b>Depreciation and Amortization Expenses</b>			
	Depreciation of property, plant and equipment	25741.29	22248.94	
	Depreciation on Right to use assets	491.41	492.20	
	Depreciation on investment property	1.98	1.99	
	Amortization of intangible assets	124.96	124.96	
		<b>26359.64</b>	22868.09	

## NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakh)

Note	Particulars	For the Year ended 31-Mar-23	For the Year ended 31-Mar-22
<b>34</b>	<b>Other Expenses</b>		
	Stores consumed	1997.58	1373.09
	Repairs and maintenance:		
	- Building	1298.34	901.62
	- Plant and machinery	21002.12	16634.53
	- Others	696.22	613.04
	Rent	118.37	150.75
	Rates and Taxes	372.00	323.20
	Insurance	1605.41	1540.50
	Transportation Charges	4150.60	6446.89
	Commission & Discount on Sales	18329.75	13456.25
	Travelling & Conveyance	275.30	148.86
	Auditors' Remuneration - Note no.39(c )	28.05	22.64
	Printing and Stationery	112.90	93.79
	Communication	76.73	73.36
	Advertisement	617.87	307.08
	Farm Forestry	1845.79	1721.82
	Bad Debts written off - Advances & Right to procure bagasse-Impairment	4586.82	-
	Bad Debts written off - Debtors	14.68	-
	Provision for Trade Receivables	391.08	5.57
	Provision for Advances & Loans	13.30	-
	Provision written back-Advances & Impairment of Right to procure bagasse	(4586.82)	-
	Provision written back-Debtors	(197.59)	-
	Fair value movement of Biological Assets	50.42	139.51
	Loss on sale/write off of Property, Plant and Equipment	299.90	-
	Loss on Foreign Exchange Fluctuations (Net)	1883.76	1596.82
	Security Personnel Expenses	1137.39	1055.29
	Vehicle Hire Charges	333.31	260.85
	Corporate Social Responsibility (CSR)	383.00	170.10
	Provision for advances	291.04	-
	Provision for non moving stores and spares	14.36	-
	Write off of Capital WIP	87.32	-
	Provision for onerous contract	1311.83	-
	Sitting fee to Directors	39.50	39.05
	Miscellaneous	1616.62	860.29
		<b>60196.95</b>	<b>47934.90</b>

NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lakh)

Note	Particulars	For the Year ended 31-Mar-23	For the Year ended 31-Mar-22
<b>35</b>	<b>Corporate Social Responsibility (CSR) Expenditure</b>		
	(a) Gross amount required to be spent by the Company during the year	75.00	164.69
	(b) Amount brought forward from previous financial year	178.30	
	(c) Amount spent during the year	204.70	348.39
	(i) construction /acquisition of asset	-	-
	(ii) On purposes other than (i) above		
	(a) Education	80.86	33.24
	(b) Healthcare	7.43	16.56
	(c) Social development	-	120.06
	(d) Infrastructure development	109.21	-
	(e) Others	7.20	0.24
	Sub-Total (c)	204.70	170.10
	Total (b+c)	383.00	170.10
	<b>Carry forward of CSR spent during the year (as per amendment to section 135 of Companies Act, 2013)</b>	-	178.29
	(c ) Shortfall at the end of the year	-	-
	(d) Total of previous years shortfall	-	-
	(e ) Reason for shortfall	-	-
	(f) Details of related party transactions *	383.00	170.10

\* 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-22	For the year ended 31-Mar-21
Current Tax on taxable income for the year	9927.34	306.17
MAT credit entitlement	(9927.34)	(306.17)
Deferred tax	21489.00	770.00
<b>Total Tax Expenses</b>	<b>21489.00</b>	<b>770.00</b>

## NOTES TO THE FINANCIAL STATEMENTS

## b) Income tax recognized in other comprehensive income

(₹ in Lakh)

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)
	<b>(803.78)</b>	<b>(281.97)</b>	<b>(521.81)</b>

Particulars	For the year ended 31-Mar-22		
	Before Tax	Tax (expense) benefit	Net of tax
Remeasurement of defined benefit liability	(354.95)	(124.03)	(230.92)
Fair value of equity investments through OCI	6.07	-	6.07
Effective portion of gain/(loss) on hedging instruments in cash flow hedges	161.66	56.49	105.17
	<b>(187.22)</b>	<b>(67.54)</b>	<b>(119.68)</b>

## 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-23	For the Year ended 31-Mar-22
<b>Profit before tax</b>	<b>60276.00</b>	2203.19
Income tax rate	<b>34.944%</b>	34.944%
Current tax expenses on Profit before tax	<b>21062.85</b>	769.88
<b>Tax effect of:</b>		
Permanent disallowances		
CSR Expenditure / Capital WIP / Interest u/s 234C	<b>299.07</b>	59.44
Temporary differences		
Adjustment under section 43B	<b>(445.42)</b>	(62.14)
Other temporary difference	<b>21635.35</b>	772.70
Total income tax expense/(credit)	<b>21489.00</b>	770.00
Effective tax Rate	<b>35.65%</b>	34.95%

- 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, 2023 as per the earlier provisions.

## NOTES TO THE FINANCIAL STATEMENTS

## 37 Leases

## A) Leases as lessor

The Company leases out its investment property and buildings on operating lease basis.

## i) Future minimum lease receivable

At 31<sup>st</sup> March, the future minimum lease payments under non-cancellable leases are receivable as follows.

(₹ in Lakh)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Within one year	118.67	74.92
Between one and five years	60.03	2.39
More than five years	3.28	3.84
	181.98	81.15

## ii) Amounts recognized in the statement of profit and loss - Grouped under other income (Note 27)

During the year ended 31 March 2023, property rentals of ₹122.60 lakh (31 March 2022: ₹122.21 lakh have been included in other income (Note 27) in the statement of profit or loss, is as follows:

(₹ in Lakh)

Particulars	For the year ended 31-Mar-23	For the year ended 31-Mar-22
Income from Investment property	117.47	117.47

## 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 31<sup>st</sup> March, the future minimum lease payments to be made under non-cancellable operating leases are as follows.

(₹ in Lakh)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Payable in less than one year	28.19	35.78
Payable between one and five years	72.52	43.06
Payable after more than five years	38.17	29.11
Total	138.88	107.95

## 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-23	For the year ended 31-Mar-22
Lease expense - minimum lease payments	39.52	31.77

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.



## NOTES TO THE FINANCIAL STATEMENTS

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, 2023:

(₹ in Lakh)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Balance at the beginning	1616.87	2176.74
Deletions	-	(40.19)
Additions	-	50.28
Finance cost accrued during the period	116.99	168.29
Payment of Lease Liabilities	(737.38)	(738.25)
Balance at the end	996.48	1616.87
Lease liability -Non Current	364.79	996.47
Lease liability - Current	631.69	620.40

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2023 on an undiscounted basis:

(₹ in Lakh)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Payable in less than one year	707.59	737.38
Payable between one and five years	423.95	1070.90
Payable after more than five years	15.71	15.77

Interest on lease liabilities is ₹ 116.99 Lakh (31st March, 2022 - ₹ 168.29 Lakh) for the year ended 31<sup>st</sup> March, 2023

The total cash outflow for leases is ₹ 776.90 lakh for the year ended 31<sup>st</sup> March, 2023 (31st March 2022 - ₹ 756.55 lakhs), 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-23	As at 31-Mar-22
<b>Contingent liabilities</b>		
<b>Claims against the Company not acknowledged as debts</b>		
<b>a) Claims against the company not acknowledged as debts - Statutory Dues</b>		
i) Income-tax	8610.09	5008.98
ii) Wealth Tax	19.46	19.46
iii) Customs Duty	2919.69	2919.69
iv) Excise Duty	4309.12	4094.89
v) CST/VAT	1069.62	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.		

**NOTES TO THE FINANCIAL STATEMENTS**

(₹ in Lakh)

Particulars	As at 31-Mar-23	As at 31-Mar-22
<b>b) Claims against the company not acknowledged as debts - Others</b>		
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.	<b>22.80</b>	22.80
ii) Land Acquisition Claims -Land acquisition claims for enhanced compensation preferred by Land owners. The compensation was paid as per Government norms.	<b>16.81</b>	106.88
iii) Cess on Land Lease- Perungudi - Wind farm	<b>60.18</b>	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.	<b>8.12</b>	8.12
v) Chief Electrical Inspector claims interest on Generation Tax for the belated payment towards Generation tax on captive consumption.	<b>4285.78</b>	4143.52
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.	<b>1982.27</b>	2094.94
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.	<b>2800.39</b>	2800.39
viii) Third party claims arising from disputes relating to contracts pending before Tribunal/Courts.	<b>236.07</b>	323.22
<b>Note</b> : 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	<b>Non-Quantifiable</b>	Non-Quantifiable
d) Guarantees issued by the banks on behalf of the Company	<b>6289.35</b>	3783.73
e) Letter of Credit issued by banks on behalf of the Company	<b>6366.54</b>	24652.20
f) Corporate Guarantee issued to SIPCOT	<b>9330.79</b>	-
Total	<b>48327.08</b>	51108.62
<b>c) Commitments</b>		
i) Estimated amount of contracts remaining to be executed on capital account and not provided for	<b>2424.60</b>	1307.67
ii) Proposed dividend	<b>3460.53</b>	2768.42
Total	<b>5885.13</b>	4076.09
<b>d) Other Commitments</b>		
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 31.03.2023 amounting to ₹73836.29 lakh (Previous Year ₹68248.22 lakh). The Company is yet to fulfill the balance export obligations/commitments as on 31.03.2023 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 ₹31043.09 lakh (Previous year ₹31925.83 lakh)		

## NOTES TO THE FINANCIAL STATEMENTS

## 39 Additional Information :

(₹ in Lakh)

Particulars	For the year ended 31-Mar-23	For the year ended 31-Mar-22
<b>a) Value of Raw Materials, Chemicals, Stores &amp; Spare Parts consumed</b>		
<b>i) Major Raw Materials consumed</b>		
<b>a) Indigenous</b>		
Wood	51309.98	26402.41
Bagasse @	42246.64	33663.97
Waste Paper	25590.21	15976.53
LSFM - Raw materials	3820.39	5747.47
Total (a)	122967.22	81790.38
<b>b) Imported</b>		
Imported Pulp	50803.69	56721.39
Waste Paper	3953.16	15737.88
Total (b)	54756.85	72459.27
Total - (a) + (b)	177724.07	154249.65
Indigenous - Percentage on Total Consumption	69.19%	53.02%
Imported - Percentage on Total Consumption	30.81%	46.98%
	100.00%	100.00%
<p>@ 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.</p>		
<b>ii) Chemical consumed</b>		
Indigenous	45167.12	31155.23
Imported	2033.94	1849.09
Total	47201.06	33004.32
Indigenous - Percentage on Total Consumption	95.69%	94.40%
Imported - Percentage on Total Consumption	4.31%	5.60%
	100.00%	100.00%
<b>iii) Stores and Spares consumed</b>		
Indigenous	11865.84	10866.69
Imported	1383.21	1509.06
Total	13249.05	12375.75
Indigenous - Percentage on Total Consumption	89.56%	87.81%
Imported - Percentage on Total Consumption	10.44%	12.19%
	100.00%	100.00%

**NOTES TO THE FINANCIAL STATEMENTS**

**39 Additional Information : (Contd)**

(₹ in Lakh)

Particulars	For the year ended 31-Mar-23	For the year ended 31-Mar-22
<b>iv) Fuel (Coal , Furnace oil etc)</b>		
<b>Factory</b>		
Indigenous	19798.92	11184.03
Imported	53379.19	39236.90
Sub-Total (a)	73178.11	50420.93
<b>Off-sites</b>		
Indigenous	1003.47	1621.50
Imported	25668.70	17045.36
Sub-Total (b)	26672.17	18666.86
Total (a) + (b)	99850.28	69087.79
Indigenous - Percentage on Total Consumption	20.83%	18.54%
Imported - Percentage on Total Consumption	79.17%	81.46%
	100.00%	100.00%
<b>b) Foreign Currency Transactions:</b>		
<b>i) Earnings in Foreign Currency</b>		
FOB Value of Exports	61344.67	87542.38
<b>ii) Value of imports calculated on CIF values</b>		
Wood pulp	64341.54	53244.51
Chemicals	629.50	1379.80
Waste Paper	3567.87	14531.86
Stores & Spares	1383.21	1489.51
Coal	51903.76	43256.90
Capital Goods	0.00	5388.69
<b>iii) Other expenditure in Foreign Currency</b>		
Engineering and Supervisory Charges	52.26	73.70
Interest	1366.09	123.37
Others	0.00	12.67
<b>iv) Dividend remitted in Foreign Currency</b>	2021-22	2020-21
No. of Non-Resident Shareholders	6.00	6.00
No. of Share held by Non-Resident Shareholders	1900.00	1900.00
Dividend	0.06	0.06
<b>c) Details of Auditors Remuneration</b>		
a) Statutory audit	17.00	13.00
b) Limited Review	4.70	3.90
c) Tax audit	3.00	2.60
d) Certification fees	3.35	2.75
e) Reimbursement of out of pocket expenses	0.00	0.39
<b>Total</b>	28.05	22.64
<b>d) Expenditure on Research &amp; Development</b>		
Salaries & Wages	747.71	770.91
Repairs and Maintenance	377.70	171.00
Depreciation	70.59	62.84
Chemicals	54.16	138.46
Plantation Research	34.17	24.79
Other Expenses	127.00	18.10
<b>Total</b>	1411.33	1186.10
<b>Note:</b>		
The above items have been included under the respective natural heads of expenditure in Statement of Profit and Loss.		

## NOTES TO THE FINANCIAL STATEMENTS

## 39 Additional Information : (Contd)

(₹ in Lakh)

Particulars	For the year ended 31-Mar-23	For the year ended 31-Mar-22
<b>e) Related parties transactions</b>		
<b>i) Ultimate controlling party</b>		
The ultimate controlling party of the Company is Governor of Tamil Nadu representing Government of Tamil Nadu.		
<b>ii) Transactions with Key Managerial Personnel</b>		
Thiru S.Krishnan, IAS - Chairman and Managing Director (01.04.2022 to 15.06.2022)		
Dr M Sai Kumar, IAS, Chairman and Managing Director (16.06.2022 to 31.03.2023)		
Tmt Sathya Ananth Chief General Manager (Finance) and Chief Financial Officer		
Thiru Thamizhselvan. B Company Secretary (01.04.2022 to 30.06.2022)		
Tmt Anuradha Ponraj, Company Secretary (01.07.2022 to 31.03.2023)		
Short-term employee benefits	104.25	87.32
Other Long Term Benefits	14.64	9.98
	<b>118.89</b>	<b>97.30</b>
<b>iii) Sitting fee to Non Executive Directors</b>		
Thiru N Muruganandam, IAS @	1.70	0.70
Thiru S Krishnan, IAS @	2.70	1.40
Dr R Ananda Kumar, IAS @	-	0.35
Thiru Harmander Singh, IAS @	0.70	1.05
Thiru C Vijayakumar, IAS @	0.65	-
Thiru N.Narayanan, IAS (Retd.,)	3.80	7.60
Thiru N.Sundaradevan, IAS (Retd.,)	2.85	-
Thiru V Chandrasekaran	7.30	7.30
Tmt. Soundara Kumar	5.20	5.45
Thiru P B Santhanakrishnan	7.30	7.60
Dr M Arumugam	7.30	7.60
<b>@ Remitted to Govt.,</b>	<b>39.50</b>	<b>39.05</b>
<b>iv) Festival Advance Receivable from Key Management Personnel (KMP)</b>		
Tmt Sathya Ananth General Manager (Finance) and Chief Financial Officer	1.43	1.23
Thiru Thamizhselvan. B Company Secretary	-	0.65
	<b>1.43</b>	<b>1.88</b>
% of Total Employee Advance	<b>0.32%</b>	<b>0.47%</b>
Note: Interest free Festival Advance paid to all Employees including KMP's payable in 10 equal installments		
<b>v) Employee Benefit Plan where there is significant influence</b>		
TNPL Provident Fund Trust	1869.68	1760.67
<b>vi) TNPL School Society</b>	<b>518.31</b>	<b>485.76</b>
<b>vii) TNPL Arakodai Trust</b>	<b>383.00</b>	<b>348.39</b>
<b>viii) Balance payable to related parties</b>		
a) TNPL Provident Fund Trust	157.02	31.93
b) TNPL School Society	11.50	131.30
c) TNPL Arakodai Trust	14.37	10.81



## NOTES TO THE FINANCIAL STATEMENTS

- 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 Rs.7361.30 lakh

In one of the sugar mill, the Final Order was pronounced by the Hon'ble NCLT, Chennai Bench on 18-01-2023, wherein the Adjudicating Authority has allowed the closure of the Liquidation Process of the Corporate Debtor and the liquidation processes do not provide for payment to unsecured financial creditors and operational creditors including TNPL. Hence, the claim against one of the sugar mill is closed as per Insolvency and Bankruptcy Code 2016. The provision made for one of the sugar mill ₹ 4586.82 lakh has been written off against the receivables during the current year.

In another case, the Hon'ble Tribunal approved the Scheme vide its order dated 13.04.2023 and ordered to convene SCC meetings. Pursuant to the orders of the Hon'ble NCLT, the Liquidator convened the SCC meeting on 05.05.2023 and informed that as per the orders of Hon'ble NCLT, the SCC meeting will be held on 01.06.2023 electronically to pass resolution approving the Scheme submitted by an entity. The resolution passed by the SCC will be placed before NCLT for its sanction. Upon sanction of the scheme by NCLT, the Liquidator will give effect to the final sanction order.

### Break up for Provision for Advances under 40(b) (₹ in Lakh)

Particulars	As at 31-Mar-23	Provision written off in 2022-2023	As at 31-Mar-22
1. Right to procure bagasse (Note 7)	720.07	(839.22)	1559.29
2. Advance to Sugars Mills (Note 10)	1282.47	(2151.31)	3433.78
3. Advance to Sugar Mills (Note 15)	525.00	(869.57)	1394.57
4. Interest accrued on Loans/Deposits (Note 15)	28.75	(524.96)	553.71
5. Advances for Materials and Services (Note 16)	218.19	(201.76)	419.95
	<b>2774.48</b>	<b>(4586.82)</b>	<b>7361.30</b>

### 40 (c) Items of previous year reclassified:

	From Note	To Note	Rs. In lakh
Prepaid Expenses	16	11	145.02
Advance for Materials and Services - Unsecured - considered good to Prepaid Expenses	16	16	47.15
Advance for Materials and Services - Unsecured - considered good to Prepaid Expenses	16	11	174.94

No restatement is required as the items reclassified does not affect the statement of Profit and Loss / carrying amount of the assets.

## NOTES TO THE FINANCIAL STATEMENTS

## 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-23			Carrying amount as at 31-Mar-22		
	Fair value - Hedging instruments	FVOCI - Equity instruments	Amortized cost	Fair value - Hedging instruments	FVOCI - Equity instruments	Amortized cost
<b>Financial assets measured at fair value</b>						
Equity securities	-	64.24	-	-	61.08	-
	-	64.24	-	-	61.08	-
<b>Financial assets not measured at fair value</b>						
Advances to sugar mills*	-	-	3104.47	-	-	3782.92
Trade receivables*	-	-	33443.53	-	-	25756.48
Cash and cash equivalents*	-	-	11466.65	-	-	1204.60
Other Bank Balances	-	-	137.83	-	-	145.43
Deposits-Other financial assets	-	-	1235.33	-	-	514.30
Loans*	-	-	626.24	-	-	772.17
	-	-	50014.05	-	-	32175.90
<b>Financial liabilities measured at fair value</b>						
Lease Liabilities	-	-	996.48	-	-	1616.87
Forward exchange contracts used for hedging	221.86	-	-	147.18	-	-
	221.86	-	996.48	147.18	-	1616.87
<b>Financial liabilities not measured at fair value</b>						
Borrowings	-	-	186081.43	-	-	222263.15
Trade payables	-	-	128186.51	-	-	111563.52
Interest accrued but not due	-	-	1010.15	-	-	689.97
Security Deposits from customers/contractors	-	-	11671.50	-	-	8014.99
Employee related Liabilities	-	-	4504.48	-	-	2559.20
Unpaid Dividend	-	-	93.14	-	-	103.87
Creditors for Capital Goods	-	-	3306.94	-	-	9147.36
	-	-	334854.15	-	-	354342.06

## NOTES TO THE FINANCIAL STATEMENTS

### 41. Financial Instruments and Risk management (continued)

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-23			Fair value - 31-Mar-22		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial assets measured at fair value</b>						
Equity securities	64.24	-	-	61.08	-	-
	64.24			61.08		
<b>Financial liabilities measured at fair value</b>						
Lease Liabilities	-	996.48	-	-	1616.87	-
Forward exchange contracts used for hedging	221.86	-	-	147.18	-	-
	221.86	996.48	-	147.18	1616.87	-

\* 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.

#### 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.

## NOTES TO THE FINANCIAL STATEMENTS

## 41. Financial Instruments and Risk management (continued)

**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.

**Details of customers who owed more than 10% of Total Receivables**

Particulars	As at 31-Mar-23	As at 31-Mar-22
Number of customers who owed more than 10% of the total receivables	NIL	1
Contribution of customers in owing more than 10% of Total Receivables	NA	13%

**Provision for Trade Receivable & Advances :****a) Provision for Trade Receivables**

(₹ in Lakh)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Balance at beginning of the year	2023.70	2018.54
Add: Provision recognised in the year	391.08	78.45
Less: Amounts recovered during the year	197.58	73.29
Balance as at 31st March	2217.20	2023.70

**b) Provision for Advances**

(₹ in Lakh)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Balance at beginning of the year	7424.67	7424.67
Add: Provision recognised in the year	304.34	-
Less: Amounts recovered during the year	4535.38	-
Balance as at 31st March	3193.63	7424.67

Confirmation of balances for some of Debtors & Loans and Advances have been received and the same is being reconciled.

**Cash and cash equivalents**

The company holds cash and cash equivalents of ₹11466.65 lakh at 31 March 2023 (31 March 2022: ₹1204.60 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.

**NOTES TO THE FINANCIAL STATEMENTS**

**41. Financial Instruments and Risk management (continued)**

**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.

**v. 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-23	As at 31-Mar-22	As at 31-Mar-23	As at 31-Mar-22
	Maturity - 1- 6 Months			
	Foreign currency (in Lakh)		(₹ in Lakh)	
<b>Foreign Currency Risk</b>				
<b>Forward Exchange Contracts</b>				
Exports	<b>56.71 USD</b>	7.25 USD	<b>4694.77</b>	552.40
Imports - Regular	<b>123.50 USD</b>	40.30 USD	<b>10203.48</b>	3089.15
Imports - Mill Expansion Plan (MEP)-EURO	-	0.10 EURO	-	8.59
Imports - Mill Expansion Plan (MEP)-USD	-	10.14 USD	-	777.15
Average INR:USD forward contract rate - Exports			<b>82.779</b>	76.193
Average INR:USD forward contract rate - Imports - Regular			<b>82.615</b>	76.650
Average INR:EURO forward contract rate - Imports - MEP			-	84.248
Average INR:USD forward contract rate - Imports - MEP			-	76.673

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
<b>As at 31-Mar-23</b>		
<b>Foreign Currency risk</b>		
<b>Exports Sales</b>	-	<b>(25.69)</b>
<b>Imports - Materials</b>	-	<b>37.11</b>
<b>As at 31-Mar-22</b>		
Foreign Currency risk		
Exports Sales	-	(8.28)
Imports - Materials	-	(14.29)



## NOTES TO THE FINANCIAL STATEMENTS

## 41. Financial Instruments and Risk management (continued)

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-22	(14.29)	(8.28)	(22.57)
Changes in fair value	(27.02)	361.32	334.30
Amount reclassified to Statement of Profit and Loss / included in the cost of non-financial items	(41.31)	353.04	311.73
Change in the fair value of the effective portion of the outstanding cash flow hedges	37.11	(25.69)	11.42
<b>Balance as at 31-Mar-23</b>	<b>37.11</b>	<b>(25.69)</b>	<b>11.42</b>

42 (a) The penal interest on delayed receipts in terms of the agreement by one of the customer upto March, 2023 amounting to ₹2100.73 Lakh (upto March, 2022 - ₹2077.08 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.

## (c) Ratios

Ratio	Numerator	Denominator	31-Mar-23	31-Mar-22	% change from PY
Current Ratio (in times)	Total Current Assets	Total Current Liabilities excluding current maturities of Long term debt	<b>0.68</b>	0.53	28.77%
Reason for change more than 25% : Increase in Stock of Finished Goods & Trade Receivables as on 31st March, 2023					
Debt-Equity Ratio (in times)	Long Term Debts including current maturities of Long term debt	Total Equity	<b>0.71</b>	1.16	-38.79%
Reason for change more than 25% : Reduction in Long-term debt and Increase in equity due to increase in retained earnings					
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.	<b>1.99</b>	0.69	186.69%
Reason for change more than 25% : Increase in Profit and reduction in Long term loan repayments leads to higher debt service coverage					
Return on Equity	Net Profit after tax	Total Equity	<b>21.96%</b>	0.90%	2340.00%
Reason for change more than 25% : Increase in Net Profit due to higher sales and higher contribution.					

**NOTES TO THE FINANCIAL STATEMENTS**

Ratio	Numerator	Denominator	31-Mar-23	31-Mar-22	% change from PY
Inventory Turnover Ratio	Total revenue from operations	Average Inventory	<b>7.39</b>	7.18	2.95%
Reason for change more than 25% : Not applicable					
Trade Receivable turnover Ratio	Total revenue from operations	Average accounts receivables	<b>17.63</b>	12.66	39.26%
Reason for change more than 25% : Increase in Net sales due to higher volume & higher realisation in Paper					
Trade payables turnover Ratio	Cost of purchases + Movement in Inventories + Power , fuel and water charges	Average Trade Payables	<b>2.69</b>	2.94	-8.51%
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	<b>(7.11)</b>	(4.38)	-62.40%
Reason for change more than 25% : Increase in Net sales due to higher volume & higher realisation in Paper					
Net Profit Ratio	Net Profit after tax	Total Revenue from operations	<b>7.49%</b>	0.36%	1980.56%
Reason for change more than 25% : Increase in Net sales due to higher volume & higher realisation in Paper					
Return on Capital Employed	Net Profit before tax + Finance cost	Total Equity + Total Non-current liabilities including current maturites of Long term debt	<b>20.48%</b>	4.67%	338.51%
Reason for change more than 25% : Increase in Net Profit due to higher sales and higher contribution					
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	<b>4.92%</b>	11.01%	-55.34%
Reason for change more than 25% : Change in Market Price of IDBI Bank Ltd. No dividend is received during the year					

**(d) Other Statutory Information**

- (i) The company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) As per the information available on the reporting date, the company does not have any relationship / transactions with struck off companies.
- (iii) The company has not done any revaluation of Property, Plant and Equipments and Intangible assets during the year.
- (iv) 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.

## NOTES TO THE FINANCIAL STATEMENTS

- (v) The company has not received any funds to 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.
- (vi) 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).
- (vii) The company has not traded or invested in Crypto currency or virtual currency during the financial year.
- (viii) The company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC).
- (ix) The Company has not been declared as willful defaulter by any bank or financial institution or other lender.

### 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.

(₹ in Lakh)

Particulars	Year Ended 31-Mar-23	Year Ended 31-Mar-22	Year Ended 31-Mar-23	Year Ended 31-Mar-22	Year Ended 31-Mar-23	Year Ended 31-Mar-22
	PAPER & BOARD		ENERGY		TOTAL	
<b>1 Segment Revenue</b>						
a) External Sales	516936.72	400556.55	1052.40	1472.62	517989.12	402029.17
b) Inter Segment Sales	170.10	623.48	72524.92	60344.23	72695.02	60967.71
Sub-Total	517106.81	401180.03	73577.32	61816.85	590684.14	462996.88
Reconciliation :						
Less: Inter Segment Revenue	170.10	623.48	72524.92	60344.23	72695.02	60967.71
Sale of products	516936.72	395664.31	1052.40	1472.62	517989.12	402029.17
Total revenue from operations	516936.72	395664.31	1052.40	1472.62	517989.12	402029.17

NOTES TO THE FINANCIAL STATEMENTS

43 Operating segments (cont..)

(₹ in Lakh)

Particulars	Year Ended 31-Mar-23	Year Ended 31-Mar-22	Year Ended 31-Mar-23	Year Ended 31-Mar-22	Year Ended 31-Mar-23	Year Ended 31-Mar-22
	PAPER & BOARD		ENERGY		TOTAL	
<b>2 Segment Results</b>						
Segment profit (loss) before income tax	71120.21	11890.79	(378.41)	(596.50)	70741.80	11294.29
Less: Other unallocable expenditure					10465.31	9091.10
Segment profit before income tax					60276.48	2203.19
Segment profit before income tax includes:						
- Interest Expense					18166.48	15641.69
- Interest Revenue					429.42	514.63
- Depreciation and amortisation	23185.93	19687.93	3107.80	3118.55	26293.73	22806.48
- Depreciation for unallocated corporate assets					65.91	61.61
<b>3 Assets</b>						
Segment Assets	545901.90	523274.70	54087.71	52121.09	599989.61	575395.79
Unallocated Corporate Assets					12317.84	2034.24
Total segment assets	545901.90	523274.70	54087.71	52121.09	612307.45	577430.03
Capital Expenditure (excludes unallocated corporate capital expenditure of ₹130.73 lakh (previous year ₹28.06 lakh)	142552.20	996.58	348.30	89.08	142900.50	1085.66
<b>4 Segment Liabilities</b>						
Unallocated Corporate Liabilities	186962.16	166059.70	2586.53	2582.08	189548.69	168641.78
Total segment liabilities	186962.16	166059.70	2586.53	2582.08	417896.82	418516.17

Disaggregation of Sales

(₹ in Lakh)

Particulars	2022-2023	2021-2022	2022-2023	2021-2022	2022-2023	2021-2022
Sales to/through Dealers	305231.99	246974.93	-	-	305231.99	246974.93
Sales to Govt., /Govt., companies	86404.58	48879.34	999.77	1033.20	87404.35	49912.54
Sales to Direct Customers	71805.13	45268.14	52.63	439.42	71857.76	45707.56
Sales to Rest of the World	61573.63	88197.38	-	-	61573.63	88197.38
Less: Discounts	(14345.82)	(33655.48)	-	-	(14345.82)	(33655.48)
Total Sales	510669.51	395664.31	1052.40	1472.62	511721.91	397136.93

## NOTES TO THE FINANCIAL STATEMENTS

## 43 Operating segments (cont..)

## Geographical information

(₹ in Lakh)

Particulars	India		Rest of the world		Total	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Revenue from Operations	456415.49	313831.79	61573.63	88197.38	517989.12	402029.17

Hitherto the company was reporting Lime Sludge Fly Ash Management(LSFM)-cement plant operations as a separate operating segment. Under Ind AS 108 Operating segment, an entity shall report about an Operating Segment, if information about each operating segment meets any of the following qualitative criteria:

- Its reported revenue (both sales to external customers and intersegment sales) is 10 per cent or more of the combined revenue, internal and external, of all operating segments
- Its reported profit or loss is 10 per cent or more of the combined reported profit of all operating Segments.
- Its assets are 10 per cent or more of the combined assets of all operating segments.

The Lime Sludge Fly Ash Management (LSFM) - Cement Plant does not meet any of the threshold criteria and further the LSFM Plant was conceived and set up as a waste management and environmental compliance measure and is dependent on the paper unit for its principal raw material and thus operates as an integral part of the paper plant . Accordingly, the LSFM - cement Plant is considered an integral part of the paper segment and the results are aggregated with paper segment from this year and the corresponding amounts for the previous year are restated.

## 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

Place : Chennai  
Date : 24th May, 2023

**SATHYA ANANTH**  
CHIEF GENERAL MANAGER (FINANCE)  
& CHIEF FINANCIAL OFFICER

**ANURADHA PONRAJ**  
COMPANY SECRETARY  
Membership No: A26150

**N R SURESH**  
Partner  
Membership No: 021661



**ELECTRONIC CLEARING SERVICES (ECS) MANDATE FORMAT**

To  
 M/s Cameo Corporate Services Ltd  
 UNIT : Tamil Nadu Newsprint and Papers Limited  
 V Floor, "Subramanian Building",  
 No.1, Club House Road, Chennai — 600 002.

To  
 (In Case of Electronic Holding)  
 The Depository Participant

Dear Sir,

**FORM FOR ELECTRONIC CLEARING SERVICES FOR PAYMENT OF DIVIDEND**

Note: If you are already receiving dividend through ECS, please ignore this.

I wish to participate in the Electronic Clearing Services (ECS) and give below the details of my bank account, to which you may electronically credit the payment due to me against the reference folio number mentioned below.

**1. For Shares held in physical form**

Folio No. :

**2. For Shares held in electronic form**

(Shareholders holding shares in electronic form i.e in Demat mode, should forward this form to their respective Depository Participant.)

DP ID :

Client ID:

**3. Shareholder's Name: Shri/Smt/Kum/M/s** \_\_\_\_\_  
 \_\_\_\_\_

**4. Shareholder's Address:** \_\_\_\_\_  
 \_\_\_\_\_

**5. Particulars of Bank:**

- Bank Name : \_\_\_\_\_
- Branch Name & Address : \_\_\_\_\_
- Mention the 9 digit code number of the bank and branch appearing on the MICR cheque issued by the bank.  
 (Please attach the photocopy of a cheque or a cancelled bank cheque issued by your bank for verifying the accuracy of the code number)
- Account type (Please Tick) : Savings       Current       Cash Credit
- Account Number (as appearing on the cheque book) \_\_\_\_\_

**6. Date from which the mandate should be effective:** \_\_\_\_\_  
 \_\_\_\_\_

I, hereby, declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the company / Registrars & Share Transfer Agents of the Company responsible.

I also undertake to advise any change in the particulars of my account to facilitate updation of records for purpose of credit of dividend amount through ECS.

Place :  
 Date :

Signature of the First Shareholder

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Thiruchirapalli District, Tamil Nadu.