



Tamil Nadu Newsprint and Papers Limited

(A Govt. of Tamil Nadu Enterprise)

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TNPL - The Corporate Identity Number : L22121TN1979PLC007799

24th January, 2024

To BSE Limited (BSE) Corporate Relationship Department Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street Mumbai- 400001 BSE Scrip Code: 531426	To National Stock Exchange of India Limited (NSE) Listing Department Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 NSE Code: TNPL
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Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Appointment of Tmt. M. Sathiyavathy, I.A.S., (Retd.), (DIN: 02357307) as Independent Director of the Company – Postal Ballot Minutes – Reg.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith the Postal Ballot Minutes dated 18th January, 2024.

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

Thanking you,
For Tamil Nadu Newsprint and Papers Limited

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

Encl: a/a.

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT OF TAMILNADU NEWSPRINT AND PAPERS LIMITED HELD ON THURSDAY, THE 18TH JANUARY, 2024.

The Board of Directors of the Company at their meeting held on 27th November, 2023 had accorded approval to conduct Postal Ballot pursuant to Section 110 of the Companies Act, 2013 to seek approval of the shareholders for Appointment of Tmt. M. Sathiyavathy, I.A.S., (Retd.), (DIN: 02357307) as Independent Director of the Company.

The Postal Ballot was conducted pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("SEBI (LODR) Regulations"), Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings ("SS-2") and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No.14/2020 dated 8th April, 2020 read with General Circular No.17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021, General Circular No.20/2021 dated 8th December, 2021, General Circular No.3/2022 dated 5th May, 2022, General Circular No.11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 ("MCA Circulars") and other applicable laws and regulations.

In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories. The communication of assent or dissent of the Members on the Resolutions proposed in the notice took place through the remote e-voting system. Members holding equity shares of the Company as on 1st December 2023 ("Cut-off Date") were entitled to vote by remote e-voting.

The Company had also published an Advertisement in Business Standard and Indhu Tamizh Thisai newspapers on 20th December, 2023 in accordance with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Central Depository Services (India) Limited (CDSL) was appointed as the agency for remote electronic voting in this regard and the instructions as recommended by Thiru. Rakesh Dalvi, Sr. Manager, was given in detail in the notice for the shareholders to exercise their votes electronically. The remote e-voting commenced from Wednesday, 20th December, 2023 at 9.00 A.M. I.S.T. and ended on Thursday, 18th January, 2024 at 5.00 P.M. I.S.T. The resolutions are deemed to be passed on 18th January, 2024, being the last date for remote e-voting.

Thiru R Sridharan (ICSI Membership FCS No. 4775 - CP No. 3239) of M/s. R Sridharan & Associates, Company Secretaries, Chennai, was appointed as Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. Thiru R Sridharan, Scrutinizer had carried out the scrutiny of the e-votes received up to the close of working hours (i.e.) 5.00 P.M. I.S.T. on 18th January, 2024 and the Scrutinizer had submitted their report dated 19th January, 2024.

The summary of the Scrutiniser's Report is as under:

1. The Postal ballot notice dated 27th November, 2023 under Section 110 of the Companies Act, 2013, was sent individually in electronic mode to all the members and the notices were dispatched on 19th December, 2023 by e-mail to those members who have registered their e-mail addresses with the Company/ Depositories.
2. An advertisement was published by the Company in Business Standard in 'English' and Indhu Tamizh Thisai in vernacular language 'Tamil' on 20th December, 2023 informing about the despatch of the Postal Ballot notice, e-voting instructions and other related matters mentioned therein.

3. The e-voting received up to the closure of working hours i.e., 5.00 p.m. on 18th January, 2024, the last date fixed by the Company for receipt of the Postal Ballot forms and E-Voting, were considered for scrutiny.

Based on the analysis of the votes, the Scrutinizer submitted their report dated 19th January, 2024, to the Chairman and Managing Director of the Company and reported that the resolutions as set out in the Postal ballot notice dated 27th November, 2023 had been passed with requisite majority.

The details of the voting as per the Scrutiniser's report are as under:

Receipt of Postal Ballot E-Voting	Wednesday, 20th December, 2023 at 9.00 A.M. I.S.T. to Thursday, 18th January, 2024 at 5.00 P.M. I.S.T.		
Total No. of Shareholders	48511		
Total No. of Shares	69210600		
Particulars	As per Postal Ballot	As per E-Voting	Total
Postal Ballot Forms Received	-	178	178
Less: Invalid Forms	-	0	0
Net Valid Forms	-	178	178

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

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

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

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

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

(iii) **Invalid Votes:**

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

RESULT:

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

SPECIAL BUSINESS - SPECIAL RESOLUTION:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act (including any statutory modifications (s) or re-enactment (s) thereof for the time being in force) and provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”) and the Articles of Association of the Company, Tmt. M. Sathiyavathy, I.A.S., (Retd.), (holding DIN:02357307) who was appointed as an Additional (Independent) Director by the Board of Directors with effect from 27th November, 2023 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of an Independent Director of the Company and who has submitted a declaration that she meets the Criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three (3) consecutive years commencing from

27th November, 2023 to 26th November, 2026, not liable to retire by rotation.”

Dr. M. Sai Kumar, I.A.S., Chairman and Managing Director announced the above results and recorded that the resolutions as set out in the notice dated 27th November, 2023 was duly passed with requisite majority on 18th January, 2024, being the last date for e-voting.

The results of the postal ballot were displayed on the notice Board at the registered office of the Company and also made available on the websites of the Company and CDSL. The results of the postal ballot were informed to the Stock exchanges (BSE & NSE) on which the equity shares of the Company are listed.

Sd/-

ENTERED ON: 23.01.2024
PLACE: CHENNAI

CHAIRMAN AND MANAGING DIRECTOR
SIGNED ON: 23.01.2024