

NOTICE

NOTICE is hereby given that the Forty First Annual General Meeting of the Members of **Tamil Nadu Newsprint and Papers Limited** will be held on Thursday, 23rd September, 2021 at 10.30 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March 2021, the Cash Flow Statement for the year ended 31st March, 2021, 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 2020-21.

3. Appointment of Director:

To appoint a director in the place of Thiru N Muruganandam, I.A.S., Director (DIN - 00540135) 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 with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT consent of the Company be and is hereby accorded for the payment of remuneration of ₹13,00,000/- (Rupees Thirteen Lakhs Only) to M/s. Brahmayya & Co. (Firm Registration No.000511S), Chartered Accountants, Chennai, Statutory Auditors, besides reimbursement of Travel & out of pocket expenses (annual) at actual subject to ceiling of ₹ 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)/115 dated 10/08/2020.

SPECIAL BUSINESS

5. Ratification of Remuneration to the Cost Auditors:

To consider and if thought fit, to pass with or without modification(s), 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 ₹ 2,75,000./- (Rupees Two Lakh and Seventy Five Only) plus travelling and out of pocket expenses subject to a maximum of ₹ 30,000/- (Rupees Thirty Thousand Only) and applicable Taxes for the financial year ending 31st March, 2022 as approved by the Board of Directors of the Company to be paid to M/s. Geeyes & Co, (Firm Registration No. 000044), Cost Accountants, Chennai, appointed by the Board as Cost Auditors to conduct the audit of the cost accounts of the Company for Paper, Board Plant, Cement and Energy segments be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Appointment of Dr Rajeev Ranjan I.A.S. (DIN - 01806973) as Chairman and Managing Director of the Company

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

"RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee, the Board and pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Article 140 and any other relevant Articles of the Articles of Association of the Company and subject to

such other approvals, as may be necessary, Thiru Dr Rajeev Ranjan, I.A.S. (holding DIN-01806973) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 08.05.2021 and to hold the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provision of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act 2013, proposing his candidature for the office of Director, be and is hereby appointed as Chairman & Managing Director of the Company from 08.05.2021 on such terms and conditions and on such remuneration as may be prescribed by the Government of Tamil Nadu from time to time notwithstanding the absence or inadequacy of profits during the financial year”.

“RESOLVED FURTHER THAT Thiru Dr. Rajeev Ranjan, I.A.S., Chairman and Managing Director will not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof”

7. Appointment of Thiru Harmander Singh, IAS (DIN - 03291250) as Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force) Thiru Harmander Singh, IAS (DIN-03291250), who was appointed as Additional Director of the Company by the Board of Directors with effect from 25.06.2021 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting (‘AGM’) and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under Section

160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

8. Re-appointment of Thiru V Chandrasekaran (DIN - 03126243) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re- enactment thereof for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Thiru V Chandrasekaran (DIN - 03126243), who was appointed as Independent Director of the Company by the Board of Directors for a period of 3 years with effect from 13.11.2020 and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 3 consecutive years commencing from 13.11.2020, and is not liable to retire by rotation.”

BY ORDER OF THE BOARD

Place : Chennai
Date : 25.06.2021

B RAVISHANKAR
Company Secretary

NOTES

1. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its Circular dated 5th May 2020 read with Circulars dated 8th April 2020, 13th April 2020 , 13th January 2021 (collectively referred to as ‘MCA Circulars’) and Securities

and Exchange Board of India ('SEBI') vide its Circular dated 15th January 2021 ('SEBI circular') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and MCA Circulars, the 41st AGM of the Company is being held through VC/ OAVM on Thursday, 23rd September 2021 at 10.30 A.M. (IST).

2. A Member, entitled to attend and vote at the meeting, is entitled to appoint one or more Proxies to attend and vote on a Poll instead of himself and such Proxy need not be a Member of the Company. Since the AGM is being held in accordance with the MCA circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this notice.
 3. The explanatory statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 5 to 8 of the Notice is annexed hereto. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI LODR and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re- appointment at this AGM are also annexed.
 4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the meeting through VC/OAVM form part of the Notes to this Notice. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/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 41st AGM through VC/ OAVM mode and vote electronically. Institutional Investors intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified scanned copy (PDF/JPG Format) of the relevant Board Resolution / authority letter etc., with attested specimen signature of the duly authorised signatory (ies) who are authorized to vote to the scrutinizer by e-mail at rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in and to the company by e-mail at invest_grievances@tnpl.co.in.
 6. The Register of Directors, Key Managerial Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, as maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members during the AGM. Members seeking to inspect such documents, can send email to invest_grievances@tnpl.co.in
- The documents referred to in the notice and the explanatory statement will be available for inspection at the Registered Office of the Company on any working day business hours of the Company upto 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, 2013 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 be transferred to the IEPF Account.
10. Shares in respect of which dividend for the year ended 31st March, 2009, 31st March, 2010, 31st March, 2011, 31st March, 2012 and 31st March 2013 have been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government in November 2017, December 2017, November 2018, November 2019 and December 2020 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, 2014 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 2012-2013. The unpaid dividend for the financial year 2013-14 (final) will be transferred to the above fund during November 2021. The shares in respect of dividend for the year 2013-14 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 Circular dated 5th May 2020 and SEBI circular dated 12th May 2020, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 41st AGM has been uploaded on the website of the company at www.tnpl.com and may also be accessed from the relevant section of the websites of the stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.
13. **Book Closure and Dividend:**
Pursuant to the provisions of Section 91 of the Act and the Listing Regulations, **The Register of Members and the Share Transfer Books of the Company will be closed from Thursday, 16th September 2021 to Thursday, 23rd September 2021**, both days inclusive. The dividend of ₹ 3 per equity share of ₹ 10 each (i.e. 30%), if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS') on or after day, 28th September 2021 as under:
For Shares held in electronic form: To all the Beneficial Owners as at the end of the day on **Wednesday, 15th September 2021** as per the list of beneficial owners to be furnished by the 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 **Thursday, 15th September 2021**.

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, with effect from April 01, 2020, Dividend income is taxable in the hands of 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 person other than a Company or a firm) / Form 15H (applicable to an Individual who is 60 years and older), fulfilling certain conditions. Please download Form 15G/15H from the Income Tax website www.incometaxindia.gov.in .
Submitting 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 (e.g. LIC, GIC) for whom Section 194 of the Act is not applicable	Nil	Shareholders (e.g. LIC, GIC) for whom Section 194 of the Act is not applicable.
Persons Covered under Section 196 of the Act (e.g. 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 Individual shareholder, if total dividend to be paid in Financial Year 2021-22 does not exceed ₹ 5,000/-.

* Shareholders are requested to ensure Aadhar number is linked with PAN, as per the timelines prescribed. In case of failure of linking Aadhar with 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.cameoindia.com> to avail the benefit and email to agm@cameoindia.com by 11:59 p.m. IST on Wednesday, 15th September 2021. There is also provision to upload the 15G/15H in the web link viz., <https://investors.cameoindia.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) (or) rate provided in relevant DTAA read with MLI whichever is more beneficial	In order to apply the Tax Treaty rate, following documents would be required: 1. Copy of the PAN Card allotted by the Indian Income Tax authorities duly attested by the shareholder or details as prescribed under rule 37BC of Income Tax Rules, 1962 2. Copy of Tax Residency Certificate for the FY 2021 - 2022 obtained from the revenue/ tax authorities of the country of tax residence, duly attested by the shareholder 3. Self - declaration in Form 10 F 4. Self-declaration by the shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty.

** 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 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 limit of filing return of income under Section 139(1) has expired.
- 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 sent by email to agm@cameoindia.com on or before on September 15, 2021, to enable the Company to determine the appropriate TDS / withholding tax rate applicable.

No communication on the tax determination/ deduction received post September 15, 2021 shall be considered for payment of Dividend.

If the tax on said Dividend is deducted at a higher rate, in absence of receipt of or satisfactory completeness of the afore-mentioned details / documents by September 15, 2021, 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 at <https://incometaxindiaefiling.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 **Wednesday, 15th September 2021:**

- 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 allotted by the Bank after implementation of Core Banking Solutions;
 - iii) 11 digit IFSC Code.

- b) self-attested original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) self-attested copy of the PAN Card; and
- d) self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

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

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

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

- 16** As per Regulation 40 of the SEBI LODR, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding

shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Transfer Agent, Cameo Corporate Services Limited ("Registrar") at agm@cameoindia.com for assistance in this regard.

- 17** The format of the Register of Members prescribed by the MCA under the Companies Act, 2013 requires the Company/Registrars and 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. 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 Cameo Corporate services. 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/grievance>.
- 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/Docs/Annual Return 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, No1, Club House Road, Chennai – 600002., in respect of physical holding, by clicking the link <https://investors.cameoindia.com> or emailing to them at agm@cameoindia.com by providing the required documents. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/registrar to enable servicing of notices/documents/ Annual Reports and other communications electronically to their e-mail address in future.
- ii. Alternatively, Members may also send an e-mail request to evoting@nsdl.co.in along with the following documents for procuring user id and password and registration of e-mail addresses for e-Voting for the resolutions set out in this Notice:

1. In case shares are held in physical form, please provide Folio No., Name of the shareholder, scanned copy of the share

certificate (front and back), self- attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card

2. In case shares are held in Demat form, please provide DP ID-Client ID (8 digit DP ID+ 8 digit Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.

22 Remote e-Voting before/during the AGM:

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements, Regulations, 2015 (as amended) and the MCA Circulars, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by NSDL
- ii. Members of the Company holding shares either in physical form or in electronic form as on **the cut-off date of Wednesday, 15th September 2021** 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 **Saturday, 18th September 2021 at 9.00 a.m. (IST) and ends on Wednesday, 22nd September 2021 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members(both physical and demat holding) shall be in proportion to their share of the paid-up equity share capital of the Company as on the **cut-off date i.e. Wednesday, 15th September 2021**.
- 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, Practicing Company Secretary (Membership No. F4775 & CP No. 3239) of M/s. R Sridharan and Associates 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 is rsaevoting@gmail.com

- 24** The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman 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 48 hours 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 117235 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 at the 41st AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's e-mail address at invest_grievances@tnpl.co.in before 3.00 p.m. (IST) on Wednesday, 15th September 2021. 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 **Wednesday, 15th September 2021** (5.00 p.m. IST). Only those Members who have pre- registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- iv. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on evoting@nsdl.co.in/1800-222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL at amitv@nsdl.co.in/+91 22 2499 4360.

B. INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE AGM

The remote e-voting period begins on 18th September, 2021 at 9:00 A.M. and ends on 22nd September, 2021 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. 15th September, 2021, 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 15th September, 2021.

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

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;">NSDL Mobile App is available on</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"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote
	<ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using 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 file is your 8 digit client ID for NSDL account, 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 below 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.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 in active status.
2. Select "EVEN" of company (TNPL) which is 117235, 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, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.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.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in or contact Ms. Sarita Mote, Asst. Manager, National Securities Depository Limited, at designated email-Id: SaritaM@nsdl.co.in.

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 EGM/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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

Registered Office :
67 Mount Road Guindy
Chennai-600032

Place: Chennai
Date: 25.06.2021

BY ORDER OF THE BOARD

B Ravishankar
Company Secretary

ANNEXURE TO THE NOTICE

Notes on directors seeking appointment/ re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:

Profile of Directors being appointed/ reappointed

ITEM NO. 3

Profile of Thiru N Muruganandam, I.A.S.

Name	Thiru N Muruganandam, I.A.S.,
Age	53 years
Qualification	B.E (Comp. Sci) MBA (IIM)
Experience	Thiru N Muruganandam, I.A.S. belongs to the 1991 batch of Indian Administrative Service. He has held various key positions in departments of Government of Tamil Nadu. Currently Thiru N Muruganandam, IAS holds the position of Principal Secretary to Government, Industries Department.
Inter-se Director Relationship	Thiru N Muruganandam, I.A.S. is not having any inter se relation with other Directors of the Company..
Shareholding	Thiru N Muruganandam, I.A.S does not hold any share in TNPL.
Directorships and Committee Memberships of other companies	Thiru N Muruganandam, IAS is having Directorships and Committee Memberships in the following Companies/ organizations':

Sl. No.	Company	Position	Committee Membership
1.	Tamilnadu Industrial Development Corporation Limited	Director	-
2.	State Industries Promotion corporation of Tamilnadu Limited	Chairman	-

3.	Tamilnadu Industrial Investment Corporation Limited	Chairman	-
4.	Tamilnadu Generation and Distribution Corporation Board	Director	-
5.	Titan Company Limited	Chairman	-
6.	TIDEL Park Limited	Chairman	-
7.	Tamilnadu Minerals Limited	Chairman	-
8.	Tamilnadu Cements Corporation Limited	Chairman	-
9.	IIT Madras Research Park (Sec.8 Company)	Director	-
10.	Guidance (Society) formely Tamilnadu Industrial Guidance and Export Promotion Bureau	Chairman	-
11.	Chennai Metropolitan Development Authority	Member	-
12.	Entrepreneurship Development Institute	Director	-
13.	Mono Rail Empowered Committee	Member	-

* Only membership in Audit and Investors' Grievance Committee is considered.

ITEM NO. 6

Profile of Dr Rajeev Ranjan, I.A.S.,

Name	Dr Rajeev Ranjan, I.A.S.,
Age	59 years
Qualification	<ol style="list-style-type: none"> 1. B Sc.(Hons)(Phy), 2. MBA, IIM, Ahmedabad, 3. M.Sc (LSE London) 4. Phd (Intellectual Property Rights), 5. IPL WIPO, Geneva
Experience	<p>Dr Rajeev Ranjan , I.A.S. belongs to 1985 batch of Indian Administrative Service and has held various key positions in the Government of Tamilnadu and Government of India.</p> <p>➤ Had several stints in Government of Tamilnadu such as</p> <ul style="list-style-type: none"> • Chief Secretary , Government of Tamilnadu • Additional Chief Secretary, Highways and Minor Ports Department. • Additional Chief Secretary, Energy Department • Officer on Special duty, 13th Finance Commission, Finance Department and one man Commission for sorting out Sixth Central Pay Commission implementation anomalies for over 11 lakh employees of Govt.of Tamilnadu. • Principal Secretary, Revenue and Disaster Management Department • Principal Secretary, Industries Department • Principal Secretary, Commercial Taxes and Registration Department. • Industries Commissioner and Director of Industries and Commerce. • Member Secretary, Chennai Metropolitan Development Authority (CMDA). • Sub-Collector in Tiruvannamalai and later as Tiruchi Collector. <p>➤ Had several stints in Government of India such as</p> <ul style="list-style-type: none"> • Secretary, Department of Fisheries, Ministry of Fisheries, Animal Husbandry and Dairying.

	<ul style="list-style-type: none"> • Special Secretary, GST Council, Department of Revenue, Ministry of Finance. • Director and Joint Secretary in the Department of Industrial Policy and Promotion, Ministry of Industries & Commerce. <p>➤ He has also rich corporate experience having served in various Companies such as</p> <p>Chairman and Managing Director, Tamil Nadu Generation and Distribution Corporation (TANGEDCO)</p> <p>Chairman of Titan Industries Limited, Tamilnadu Industrial Development Corporation (TIDCO), Tamilnadu Cements Corporation Limited (TANCEM), Tamilnadu Industrial Explosives Limited (TIEL), Tamilnadu Petro Products Limited (TPPL), Tidel Park Limited (TIDEL), and</p> <p>Also as Director in several undertakings such as</p> <p>Neyveli Lignite Corporation (NLC),</p> <p>State Industries Promotion Corporation of Tamilnadu Limited (SIPCOT),,</p> <p>Electronics Corporation of Tamilnadu Limited (ELCOT)</p> <p>As Member of Tamilnadu Electricity Board, Tamilnadu Maritime Board, IIT Madras Research Park, Chennai Metropolitan Development Authority (CMDA) , Syndicate of Anna University, Chennai, Coimbatore , Tiruchi and Tirunelveli.</p> <p>He has also served earlier as Chairman of Tamilnadu Newsprint and Papers Limited (TNPL) from 2009 -10 to 2011-12 and Chairman and Managing Director in 2016-17.</p> <p>Presently he is also a Director of Goods and Service Tax Network (GSTN), GSTN is involved in integration of entire nation's diverse tax portfolio into a single taxation system and in developing an IT platform to handle the diverse tax systems of 36 states / Union Territories and Union Government and also providing a single interface for more than a crore tax payers for their GST compliance functions. GSTN is entrusted to build the IT platform to service the need of diverse set of stakeholders.</p>
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Inter-se Director Relationship	Dr Rajeev Ranjan , IAS is not having any inter se relation with other Directors of the Company.
Shareholding	Dr Rajeev Ranjan , IAS does not hold any share in TNPL.
Directorships and Committee Memberships of other companies	His Directorships and Committee Memberships of other Companies are as follows:-

Sl. No.	Company	Position	Committee Membership
1.	Goods and Services Tax Network	Director	-

ITEM NO.7**Profile of Thiru Harmander Singh, I.A.S**

Name	Thiru Harmander Singh, I.A.S
Age	59 years
Qualification	MSc (Botany), PG(Diploma in Democratization Public Policy & Governance (The Hague, Netherlands), Certificate Course on Executive Development Leadership in WMDC Denver, USA).
Experience	<p>Thiru Harmander Singh, I.A.S., aged 59 years, belongs to 1989 batch of Indian Administrative Service. Thiru Harmander Singh, I.A.S., has over 30 years of service in various departments of Government of Tamil Nadu.</p> <p>➤ Had several stints in Government of Tamilnadu such as</p> <ul style="list-style-type: none"> • District Magistrate of Pudukottai and Dindigul Districts. • Commissioner of Tirunelveli Municipal Corporation and Tiruchirappalli Municipal Corporation. • Commissioner of Sericulture Department. • Industries Commissioner and Director of Industries and Commerce.

	<ul style="list-style-type: none"> • Principal Secretary to Government, Handlooms, Handicrafts, Textiles and Khadi Department. • Additional Chief Secretary to Government, Municipal Administration & Water Supply Department • Commissioner of Sugar & Chairman and Managing Director, Tamil Nadu Sugar Corporation Limited.
Inter-se Director Relationship	Thiru Harmander Singh, I.A.S. is not having any inter se relation with other Directors of the Company.
Shareholding	Thiru Harmander Singh, I.A.S. does not hold any share in TNPL.
Directorships and Committee Memberships of other companies	Thiru Harmander Singh, I.A.S. is having Directorships and Committee Memberships in the following Companies/ organizations':

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

* Only membership in Audit and Investors' Grievance Committee is considered.

ITEM NO.8**Profile of Thiru V Chandrasekaran.**

Name	Thiru V Chandrasekaran
Age	63 years
Qualification	B. Com F.C.A.,
Experience	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.

	<p>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 the following positions in LIC of India :</p> <ul style="list-style-type: none"> - As Executive Director (Finance & Accounts) from June 2013 to June 2015 - As Executive Director (Investment Monitoring & Accounting) from June 2015 to May 2016 - As Executive Director (Investment Operations) from May 2016 till April 2017 and subsequently as Executive Director- Investment, Risk Management and Research till retirement.
	<p>Thiru V. Chandrasekaran is currently on the board of various companies including TATA Asset Management Limited, Aditya Birla Housing Finance Limited, TATA Investment Corporation Limited, LICHFL Asset Management Company Ltd., and Legal Entity Identifier India Ltd</p>
Inter-se Director Relationship	<p>Thiru V. Chandrasekaran is not having any inter se relation with other Directors of the Company.</p>
Shareholding	<p>Thiru V. Chandrasekaran does not hold any share in TNPL.</p>
Directorships and Committee Memberships of other companies	<p>Thiru V. Chandrasekaran is having Directorships and Committee Memberships in the following Companies:</p>

Sl. No.	Company	Position	Committee Membership
1.	CARE Ratings Limited	Director	
2.	Tata Investment Corporation Limited	Independent Director	-
3.	Aditya Birla Renewables SPV 1 Limited	Independent Director	Audit Committee
4.	Aditya Birla Housing Finance Limited	Independent Director	Audit Committee
5.	Tata Asset Management Limited	Independent Director	-
6.	Aseem Infrastructure Finance Limited	Independent Director	Audit Committee
7.	Grasim Industries Limited	Additional Independent Director	Audit Committee
8.	Life Insurance Corporation (International) B S C Bahrain	Director	Audit Committee
9.	Waacox Energy Private Limited	Independent Director	-

* Only membership in Audit and Investors' Grievance Committee is considered.

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

ITEM NO.5

The Board of Directors at their meeting held on 25th June, 2021 have approved the appointment of M/s. Geeyes & Co. (Firm Registration No. 000044), Cost and Management Accountants, Chennai as Cost Auditors to conduct the audit of the Cost Accounts of the Company pertaining to Paper, Cement, Energy and Paper Board for the financial year 2021-22 at a remuneration given in the resolution in the notice.

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

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

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

ITEM NO.6

Government of Tamil Nadu vide G.O. Rt. No. 1964 dated 07.05.2021 of Public (Special A) Department nominated Dr Rajeev Ranjan, I.A.S., Chief Secretary to Government and Vigilance Commissioner and Commissioner for Administrative Reforms (in charge) as the Chairman and Managing Director of the Company who took charge on 08.05.2021.

Accordingly the Board of Directors of your Company have appointed Thiru. Dr. Rajeev Ranjan I.A.S. as an Additional Director of the Company with effect from 08.05.2021 in terms of Section 161 of the Companies Act, 2013 and designated him as Chairman and Managing Director from 08.05.2021. Thiru. Dr. Rajeev Ranjan I.A.S. holds office upto the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act.

Pursuant to Section 196 of Companies Act, 2013 (Act) and subject to provisions of Section 197 and Schedule V of the Act, the appointment and terms and conditions of Chairman and Managing Director has to approved by the Members of the Company in General Meeting. The terms and conditions of his appointment including remuneration payable to him are governed by the orders of the Government of Tamil Nadu vide G.O. Ms. No. 167 Public (Spl-A) Department dated 21.02.1994 and any other relevant G.O. in this regard. Copies of the said order is available for inspection by the members at the Registered Office of the Company.

Thiru. Dr. Rajeev Ranjan I.A.S. belongs to 1985 batch of Indian Administrative Service and has held various key positions such as Chief Secretary, Government of Tamil Nadu and in various departments of Government

of Tamil Nadu and India. Details of his experience is mentioned in the profile attached.

The company has received from Dr. Rajeev Ranjan, I.A.S., (i) consent in writing to act as Director in Form DIR – 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR - 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Pursuant to Section 196(4) read with Schedule V of the Companies Act, 2013, appointment of Chairman and Managing Director has to be approved by the Members of the Company in General Meeting. The terms and conditions of his appointment including remuneration payable to him are governed by the orders of the Govt. of Tamilnadu.

The resolution seeks the approval of the members in terms of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder of the appointment of Dr. Rajeev Ranjan, I.A.S., as Chairman and Managing Director of the Company w.e.f 08.05.2021.

The Board of Directors recommends this resolution for your approval.

None of the Directors of the Company and their relatives or key managerial personnel and their relatives other than Dr. Rajeev Ranjan is interested or concerned in the resolution.

ITEM NO.7

Government of Tamil Nadu vide G.O (r:t) No 129 dated 21.08.2021 nominated Thiru. Harmander Singh, I.A.S (DIN -03291250) as a Director of the Board of the Company.

Accordingly, Thiru. Hamander Singh I.A.S was appointed as an Additional Director of the Company with effect from 25.06.2021 by the Board of Directors in terms of Section 161(1) of the Companies Act,2013. Thiru Harmander Singh I.A.S holds office upto the

date of this Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act.

Thiru Harmander Singh I.A.S belongs to the 1989 batch of the Indian Administrative Service. Currently, holds the position of Chairman and Managing Director, Tamil Nadu Sugar Corporation Limited.

The Board of Directors recommends this resolution for your approval.

None of the Directors of the Company and Key Managerial Personnel either directly or through their relatives other than Thiru Hanmander Singh I.A.S is interested or concerned in the resolution.

ITEM NO.8

Thiru V Chandrasekaran, (DIN - 03126243) was appointed as Independent Director of the Company pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolution passed at the Annual General Meeting held on 19th September, 2018 with effect from 13.11.2017 for a term of three years.

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

As per the provisions of Section 149 of the Companies Act, 2013 and pursuant to the recommendation of the

Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution in their meeting held on 19th September 2018, approving re-appointment of Thiru V Chandrasekaran as Independent Director for a second term of three years with effect from 13th November 2020 based on skills, experience, knowledge and performance evaluation. His re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolution.

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

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

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from a member proposing the candidature of Thiru V Chandrasekaran, (DIN - 03126243) to be re-appointed as Independent Director as per the provisions of the Companies Act, 2013.

The Board of Directors recommends this resolution for your approval.

None of the Directors of the Company and their relatives or key managerial personnel and their relatives other than Thiru V. Chandrasekaran, is interested or concerned in the resolution.

Registered Office :
67 Mount Road Guindy
Chennai-600032

Place: Chennai
Date: 25.06.2021

BY ORDER OF THE BOARD

B Ravishankar
Company Secretary