



Tamil Nadu Newsprint and Papers Limited

(A Govt. of Tamil Nadu Enterprise)

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TNPL - The Corporate Identity Number : L22121TN1979PLC007799

Dated: 13th September, 2022

To BSE Limited (BSE) Corporate Relationship Department Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street Mumbai- 400001	To National Stock Exchange of India Limited (NSE) Listing Department Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
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Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Appointment of Dr M Sai Kumar, I.A.S., as Chairman and Managing 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 30th August, 2022.

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**

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 TUESDAY, THE 30TH AUGUST, 2022.

The Board of Directors of the Company at its meeting held on 6th July, 2022 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 Dr M Sai Kumar, I.A.S., as Chairman and Managing 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 with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) (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 Standards issued by the Institute of Company Secretaries of India on General Meetings (“SS-2”) read with the General Circular No.14/2020 dated 8th April, 2020, 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 and General Circular No. 3/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India (“SEBI 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 22nd July, 2022 (“Cut-off Date”) were entitled to vote by remote e-voting.

The Company had also published an Advertisement in Business Standard and Daily Thanthi newspapers on 30th July, 2022 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 Monday, 1st August, 2022 at 9.00 A.M. I.S.T. and ended on Tuesday, 30th August, 2022 at 5.00 P.M. I.S.T. The resolutions are deemed to be passed on 30th August, 2022, 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 30th August, 2022 and the Scrutinizer had submitted their report dated 1st September, 2022.

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

1. The Postal ballot notice dated 6th July, 2022 under Section 110 of the Companies Act, 2013, was sent individually in electronic mode to all the members and the notices were dispatched on 29th July, 2022 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 Daily Thanthi in vernacular language 'Tamil' on 30th July, 2022 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 30th August, 2022, 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 1st September, 2022 to the Chairman and Managing Director of the Company and

reported that the resolutions as set out in the Postal ballot notice dated 6th July, 2022 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	Monday, 1st August, 2022 at 9.00 A.M. I.S.T. and ended on Tuesday, 30th August, 2022 at 5.00 P.M. I.S.T.		
Total No. of Shareholders	41959		
Total No. of Shares	69210600		
Particulars	As per Postal Ballot	As per E-Voting	Total
Postal Ballot Forms Received	-	326	326
Less: Invalid Forms	-	0	0
Net Valid Forms	-	326	326

Item No. 1: Appointment of Dr M Sai Kumar, I.A.S., as Chairman and Managing Director of the Company

(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
275	39547311	99.28

(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
51	285310	0.72

(iii) **Invalid** Votes:

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

RESULT:

SPECIAL BUSINESS - ORDINARY RESOLUTION:

Item No. 1: Appointment of Dr M Sai Kumar, I.A.S., as Chairman and Managing Director of the Company.

“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, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 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, Dr M Sai Kumar, I.A.S. (holding DIN: 03605028) who was appointed as an Additional Director and designated as Chairman & Managing Director of the Company by the Board of Directors with effect from 12th June, 2022 and to hold the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 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 12th June, 2022 on such terms and conditions and on such remuneration as may be prescribed by the Government of Tamil Nadu.”

“RESOLVED FURTHER THAT Dr M Sai Kumar, 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.”

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 6th July, 2022 was duly passed with requisite majority on 30th August, 2022, 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: 07.09.2022
PLACE: CHENNAI

CHAIRMAN AND MANAGING DIRECTOR
SIGNED ON: 09.09.2022