



## 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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### **RESULTS OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT, PURSUANT TO SECTION 192 A OF THE COMPANIES ACT, 1956 AS SET OUT IN THE NOTICE OF THE POSTAL BALLOT OF TAMIL NADU NEWSPRINT AND PAPERS LIMITED**

#### **SPECIAL RESOLUTION**

#### **NOTICE OF POSTAL BALLOT**

**RESOLVED THAT** pursuant to Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals as may be necessary, the Memorandum of Association of the Company be and the same is hereby amended as follows:

The following sub clauses be added as Sub-clauses 13 & 14 in Clause III (Objects Clause) of the Memorandum of Association:

13. To carry on the business as manufacturers of and dealers in all kinds and classes of Board and Board products inclusive of Boards such as Grey Back and Speciality Boards (White Back, Folding Box Board, Solid Bleached Sulphate, Liquid Packaging Board, Cup Stock and Others), Pulp Board, Art paper & Board and Others.
14. To carry on the business as manufactures of and dealers in Precipitated Calcium Carbonate (PPC) and Wet Ground Calcium Carbonate (WGCC) and other filler materials required for manufacture of paper, pulp, board and paper board products.

**RESOLVED FURTHER THAT** this resolution shall come into effect upon registration of the alteration of the Memorandum of Association of the Company with the Registrar of Companies under Section 18 of the Companies Act, 1956.

**RESOLVED FURTHER THAT** pursuant to Section 149(2A) of the Companies Act, 1956, sanction be and is hereby accorded to the Board of Directors to carry on the new business as envisaged under amended sub-clauses 13 & 14 of Clause III (Objects Clause) of the Memorandum of Association of the company mentioned above.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take all such steps as may be necessary to give effect to the above resolution.

<b>PARTICULARS</b>	<b>NO. OF POSTAL BALLOT FORMS</b>	<b>NO. OF VOTES</b>	<b>%</b>
TOTAL POSTAL BALLOT FORMS RECEIVED	1572	44394996	N.A.
<b>LESS:-</b> REJECTED POSTAL BALLOT FORMS	31	119874	N.A.
NET VALID POSTAL BALLOT FORMS	1541	44275122	100%
POSTAL BALLOT FORMS WITH ASSENT FOR THE RESOLUTION	**1525	44273672	99.99
POSTAL BALLOT FORMS WITH DISSENT FOR THE RESOLUTION	18	1450	0.01

**\*\*Two Shareholders have cast their votes through e-voting for both assent & dissent for the resolution.**

**RESULTS**

**As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, I declare that the Special Resolution under Section 17 & 149 (2A) of the Companies Act, 1956, as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.**

**For Tamil Nadu Newsprint and Papers Limited**



**DIRECTOR**

**Chennai  
24<sup>th</sup> September, 2013**

**TAMILNADU NEWSPRINT AND PAPERS LIMITED**

**Details of Voting Results in respect of the declaration of Postal Ballot Results of the Company pursuant to Clause 35A of the listing agreement**

I.	Date of the Annual General Meeting / Extra-ordinary General Meeting:	<b>NOT APPLICABLE</b>
II.	Total Number of shareholders on Record date - 09.08.2013	<b>26647</b>
III.	No. of shareholders present in the meeting either in person or through proxy	-
	<i>Category</i>	<i>Nos.</i>
	- Promoters and Promoter Group	-
	- Public	-
IV.	No. of shareholders attending the Meeting through Video Conferencing	-

**V. Agenda-wise details:**

Item No.	Details of the Agenda	Resolution Required	Mode of Voting
A.	Ordinary Business:	-	-
B.	Special Business:		
1	Pursuant to Section 17 & 149 (2A) of the Companies Act, 1956 for amendment of objects clause of the Memorandum of Association of the Company and commencement of new business.	Special	Postal ballot voting / e-voting

**VI. In case of Poll/Postal ballot/E-voting:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	2444900	2444900	100.00	2444900	0	100.00	0.00
Public – Institutional holders	24931158	15595529	62.55	15595529	0	100.00	0.00
Public-Others	19834542	4234693	21.35	4233243	1450	99.97	0.03
<b>Total</b>	<b>69210600</b>	<b>44275122</b>	<b>63.97</b>	<b>44273672</b>	<b>1450</b>	<b>99.99</b>	<b>0.01</b>

For Tamil Nadu Newsprint and Papers Limited

  
Asst. Company Secretary

23<sup>rd</sup> September, 2013

**The Chairman**  
**Messrs. Tamil Nadu Newsprint and papers Limited**  
67, Mount Road,  
Guindy,  
Chennai – 600 032.

Dear Sir,

**Sub: Passing of Resolution through Postal Ballot**

Pursuant to the resolution passed by the Board of Directors of **M/s. Tamil Nadu Newsprint and Papers Limited** on 8<sup>th</sup> August, 2013, we have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the following resolution:

Reference to the Companies Act, 1956	Type and Description of the resolution
Section 17 & 149 (2A)	<p><b><u>SPECIAL RESOLUTION</u></b></p> <p><b>RESOLVED THAT</b> pursuant to Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals as may be necessary, the Memorandum of Association of the Company be and the same is hereby amended as follows:</p> <p>The following sub clauses be added as Sub-clauses 13 &amp; 14 in Clause III (Object Clause) of the Memorandum of Association:</p> <p>13. To carry on the business as manufacturers of and dealers in all kinds and classes of Board and Board products inclusive of Boards such as Grey Back and Specialty Boards (White Back, Folding Box Board, Solid Bleached Sulphate, Liquid Packaging Board, Cup Stock and Others), Pulp Board, Art paper &amp; Board and Others.</p> <p>14. To carry on the business as manufactures of and dealers in Precipitated Calcium Carbonate (PPC) and Wet Ground Calcium Carbonate (WGCC) and other filler materials required for manufacture of paper, pulp, board and paper board products.</p> <p><b>RESOLVED FURTHER THAT</b> this resolution shall come into effect upon registration of the alteration of the Memorandum of Association of the Company with the Registrar of Companies under Section 18 of the Companies Act, 1956.</p>



	<p><b>RESOLVED FURTHER THAT</b> pursuant to Section 149(2A) of the Companies Act, 1956, sanction be and is hereby accorded to the Board of Directors to carry on the new business as envisaged under amended sub-clauses 13 &amp; 14 of Clause III (Object Clause) of the Memorandum of Association of the company mentioned above.</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors be and are hereby authorised to take all such steps as may be necessary to give effect to the above resolution.</p>
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WE REPORT that the Postal ballot notice dated **8<sup>th</sup> August, 2013** under Section 192A of the Companies Act, 1956, was issued individually to all the shareholders and the notices were despatched by Physical mode and E-mails for those shareholders who have provided e-mail id on 20<sup>th</sup> August, 2013.

We report that as stated in the notice sent to the shareholders, the Company had fixed **20<sup>th</sup> September, 2013** as the last date for receipt of Postal Ballots and E-Voting. As stated in Rule 3(c) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 an advertisement was published by the Company in "**THE FINANCIAL EXPRESS**" in English and "**DINAMANI**" in vernacular language Tamil on 22<sup>nd</sup> August, 2013 informing about the despatch of the Postal Ballot forms, E-Voting and other related matters mentioned therein. We report that we have received the Postal Ballot forms and E-Voting from the shareholders during the period starting from **23<sup>rd</sup> August, 2013** to **20<sup>th</sup> September, 2013**.

All the Postal Ballot forms and E-Voting received upto the closure of working hours on Friday, 20<sup>th</sup> September, 2013, the last date fixed by the Company for receipt of the Postal Ballot forms and E-Voting, were considered for our scrutiny.

Envelopes containing Postal Ballot forms returned undelivered aggregated to 1754 (One Thousand Seven Hundred and Fifty Four only). These envelopes were not opened and they are separately maintained.

During the course of scrutiny of Postal Ballot Forms we have not come across any mutilated Postal Ballot Forms.

We report that all the Postal Ballot forms and E-Voting were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, Number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.





We report that out of **26647** Shareholders, we have received polled Ballot forms and E-Voting from **1541** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot Forms and E-Voting	<b>23<sup>rd</sup> August, 2013 to 20<sup>th</sup> September, 2013</b>		
Total No. of Shareholders	<b>26647</b>		
Total No. of Shares	<b>6,92,10,600</b>		
<b>Particulars</b>	<b>As per Postal Ballot</b>	<b>As per E-Voting</b>	<b>Total</b>
Postal Ballot Forms Received	<b>1491</b>	<b>81</b>	<b>1572</b>
Less: Invalid Forms*	<b>31</b>	<b>-</b>	<b>31</b>
<b>Net Valid Forms</b>	<b>1460</b>	<b>81</b>	<b>1541</b>

*\*Invalid Postal Ballot was not taken into account for the voting.*

**Special Resolution** pursuant to Section 17 & 149 (2A) of the Companies Act, 1956 for amendment of objects clause of the Memorandum of Association of the Company and commencement of new business.

**Summary of Postal Ballot**

Particulars	No. of Postal Ballot Forms	No. shares of (Postal Ballot votes)	No of E-Voting	No of shares of (E-Voting)	Total No of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
<b>Assent</b>	1447	43005420	**78	1268252	**1525	44273672	99.99
<b>Dissent</b>	13	1258	5	192	18	1450	0.01
<b>Total</b>	<b>1460</b>	<b>43006678</b>	<b>**83</b>	<b>1268444</b>	<b>**1543</b>	<b>44275122</b>	<b>100.00</b>

**\*\*Two Shareholders have casted their votes through e-voting for both assent & dissent for the resolution.**

**RESULTS**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the **Special Resolution** under Section 17 & 149 (2A) of the Companies Act, 1956, as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

The results of the resolutions passed through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 is annexed hereto.





We further report that as per the notice of Postal Ballot dated 8<sup>th</sup> August, 2013 approved by the Board of Directors on 8<sup>th</sup> August, 2013 the Chairman or any other Director of the Company may declare and confirm the above results of voting by postal ballot and e-voting in respect of the resolution referred herein on 24<sup>th</sup> September, 2013 at 3.00 p.m. at the Registered Office of the Company. The results of the postal ballot will also be displayed at the registered office and posted on the Company's website - [www.tnpl.com](http://www.tnpl.com) besides communication to the Stock Exchanges where the Company's shares are listed.

We further report that as per the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by me such as, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected), ballot papers and other related papers are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You

Yours faithfully,

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

**CS R.SRIDHARAN**

**C P No. 3239**

**FCS No. 4775**

Encl.: a/a

