

NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting (AGM) of the Members of Tamil Nadu Newsprint and Papers Limited will be held on Friday, the 18th September, 2015 at 10.15 a.m. at the Music Academy Main Hall, 168 T T K Road , Alwarpet, Chennai 600 014 to transact the following business :

ORDINARY BUSINESS

- To receive, consider and adopt the audited Statement of Profit and Loss for the year ended 31st March, 2015, the Balance Sheet as at that date and Reports of the Board of Directors and the Statutory Auditors and the comments of the Comptroller and Auditor General of India, thereon.
- To declare dividend.
- To appoint a director in the place of Thiru T Udhayachandran IAS, Director (holding DIN 02357295), who retires by rotation and being eligible offers himself for reappointment.
- To appoint a director in the place of Thiru Mahesan Kasirajan IAS, Director (holding DIN 05102717), who retires by rotation and being eligible offers himself for reappointment.
- To consider and if thought fit, to pass with or without modifications, the following resolution as an ORDINARY resolution:

"RESOLVED THAT consent of the Company be and is hereby accorded for the payment of remuneration of Rs. 7,50,000/- to M/s.Raman Associate (Firm Registration No.002910S) Statutory Auditors, besides reimbursement of travelling and out of pocket expenses at actuals subject to other terms and conditions laid down by the Office of the Comptroller and Auditor General of India in their letter No. CA V/COY/Tamil Nadu, TNEWSP(1)/581 dt.4.8.2014"

SPECIAL BUSINESS

- To consider and if thought fit, to pass with or without modifications, the following resolution as an ORDINARY resolution:

"RESOLVED THAT, pursuant to the provisions of Section 148 and its related and applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014, (including any statutory modifications or re-enactment thereof for the time being in force), the remuneration of Rs. 1,80,000/- (Rupees One lakh eighty thousand only) plus reimbursement of travelling and out of pocket expenses at Rs.30,000/- for the financial year ending 31st March, 2016 as approved by the Board of Directors of the company to be paid to M/s.Raman & Associates., (Firm Registration No.0050) Cost and Management Accountants, Chennai, appointed by the Board as Cost Auditors to conduct the audit of the cost accounts of the company for Paper, Cement and Energy, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts

and take all steps as may be necessary, proper or expedient to give effect to this resolution."

- To consider and if thought fit, to pass with or without modifications, the following resolution as an ORDINARY Resolution:

"RESOLVED THAT consent of the company be and is hereby accorded to the appointment of Thiru R Mani (holding DIN 06543489) as Director (Operations) of the company for a period of one year w.e.f. 27th February, 2015."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196,197,203 and all other applicable provisions, if any, of the Companies Act, 2013 and Article 140 of the Articles of Association of the Company and subject to such other approvals, as may be necessary, consent of the members of the Company be and is hereby accorded for payment of remuneration to Thiru R Mani, Director (Operations) as below with effect from 27th February, 2015 notwithstanding the absence or inadequacy of profits during any financial year:"

Particulars	Rs. (per month)
Basic Pay	105000
Dearness Allowance	52500
Provident Fund	18900
Other allowances	33600
Free housing provided in the company's quarters	

"RESOLVED FURTHER THAT Thiru R Mani will not be entitled to any sitting fee for attending the meetings of the Board or any Committee thereof."

BY ORDER OF THE BOARD

Place : Chennai

Date : 28th May, 2015

V SIVAKUMAR

COMPANY SECRETARY

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- Proxies in order to be effective, must be lodged with the Company not later than 48 hours before the meeting.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.

- 3) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company provided that not less than three days of notice in writing is given to the Company.
- 4) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business set out under Items 6 and 7 is annexed hereto.
- 5) The Register of Members and Share Transfer Books of the Company will be closed from 12th September, 2015 to 18th September, 2015 (both days inclusive) for the purpose of payment of the dividend for the financial year ended 31st March, 2015 and the AGM.
- 6) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- 7) The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- 8) The dividend for the year ended 31st March, 2015 as recommended by the Board, if sanctioned at the meeting, will be paid to those members whose names appear in the company's Register of Members on 18th September, 2015. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
- 9) All unclaimed dividends upto the financial year ended March 31, 2007 have been transferred to the General Revenue Account of the Central Government. Members who have not encashed their dividend warrant(s) for the said period are requested to claim the amount from the Registrar of Companies (Tamil Nadu), Shastri Bhavan, Block No.6, II Floor, 26 Haddows Road, Chennai 600 006. In case any assistance is required in this regard, please write to the company or to the company's Registrar and Share Transfer Agents viz. M/s. Cameo Corporate Services Limited Unit : Tamil Nadu Newsprint and Papers Limited, 'Subramanian Building', 1 Club House Road, Chennai 600 002.
- 10) As regards dividend pertaining to the financial year ended March 31, 2008 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. Thereafter, the Members shall have no claim against the Fund or the Company in respect of his/her unpaid dividend. Such transfer has already been effected with regard to the unpaid dividend for the financial years 1996-97 to 2007-2008 (Interim). The unpaid dividend for the financial year 2007-08 (final) will be transferred to the above fund during November 2015. Members are therefore requested to lodge their claims for unpaid dividend, if any, immediately with the Company.
- 11) Members holding shares in physical form are requested to quote their Registered Folio No. in all their correspondences and notify promptly change, if any, in their Address/ bank mandate to the company's Registrar and Share Transfer Agents.
- 12) Electronic copy of the Notice of the 35th Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email Ids are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 35th Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 13) Members may note that the Notice of the 35th Annual General Meeting and the Annual Report for 2015 will also be available on the company's website www.tnpl.com for their download. The physical copies of the aforesaid documents will also be available at the company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send request to the company's investor email id: invest_grievances@tnpl.co.in
- 14) **Voting through electronic means**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and clause 35 B of the Listing Agreement, the company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. The route map for the venue of the AGM is also provided to the shareholders at Page No.23 of this report.

- IV. The remote e-voting period commences on 15th September, 2015 (9.00 a.m.) and ends on 17th September, 2015 (5.00 p.m.). During this period members of the company holding shares either in physical form or in dematerialized form, as on the cut off date of 11th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

IN CASE OF MEMBERS RECEIVING E-MAIL

- i. The shareholders should log on to the e-voting website www.evotingindia.com
- ii. Click on Shareholders.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>

DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p># Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</p>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN "Tamil Nadu Newsprint and Papers Limited".
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- xvi. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or they may also communicate to the scrutiniser by email to rsaevoting@gmail.com
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of 11th September, 2015.
- VII. Any person who acquires shares of the company and becomes member of the company after dispatch of the Notice of AGM and holding shares as of the cut off date i.e. 11th September 2015, may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user Id and password for casting your vote. If you have forgotten your password, you can reset your password by using 'Forgot User Details/Password option available on www.evotingindia.com
- VIII. 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 evoting as well as voting at the AGM through ballot paper.
- IX. Thiru R Sridharan, Practicing Company Secretary (Membership No.F4775) has been appointed as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.
- X. The Chairman, shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutiniser shall 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 three days of the conclusion of the AGM, a consolidated scrutiniser'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 shall countersign the same and declare the result of the voting forthwith.
- XII. The results declared alongwith the report of the Scrutiniser shall be placed on the website of the company www.tnpl.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE and NSE.
- 15) Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM are furnished and forms part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
- 16) In case of any change of particulars including address, bank mandate & nomination of shares held in demat form, it should be notified only to the respective Depository Participants(DPs) where the member has opened his demat account. The company or its share transfer agent will not be able to act on any direct request from these Members for change of such details.
- 17) Members are informed that the Company is extending the Electronic Clearing Service (ECS) facility to enable them receive their dividend through electronic mode in their bank account. In order to avail the ECS facility, the Members are requested to fill, sign and send the ECS mandate form, which forms part of this Annual Report, along with a photocopy of the cheque issued by the bank for verifying the accuracy of the MICR code number to M/s. Cameo Corporate Services, whose address is given in Point No.9 (in case of members holding shares in physical mode) or to the Depository Participants concerned (in case of members holding shares in electronic mode/ dematerialized form). Members holding shares in demat form may please note that the bank account details given by them to their DPs and passed on to the company by such DPs would be printed on the dividend warrants of the concerned members. However, if any member(s) wants to receive dividend in any other bank account, he/she should change/correct the bank account details with their concerned DPs and also intimate about ECS payment requirement.

- 18) Members/Proxies are requested to bring the attendance slip sent with Annual Report duly filled in for attending the meeting.
- 19) Members are requested to bring their copies of Annual Report for the meeting. Copies of the Annual Report will not be distributed at the Annual General Meeting .
- 20) Members desiring any information as regards accounts are requested to write to the Company at least 7 days before the meeting so as to enable the Management to keep the information ready.
- 21) Equity shares of the company have been placed under Compulsory Demat Trading w.e.f. 8.5.2000. Members who have not dematerialised their physical holding in the company are advised to avail the facility of dematerialisation of equity shares of the company.
- 22) Members holding shares under different folios in the same names are requested to apply for consolidation of folios and send relevant share certificates to the Company's Registrar and Share Transfer Agents.
- 23) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company, a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
- 24) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.
- 25) The Ministry of Corporate Affairs, New Delhi ("MCA") has undertaken a "Green Initiative" in the field of Corporate Governance by permitting paperless compliances by companies (vide its Circular No.17/2011 dated April 21, 2011 and Circular No.18/2011 dated April 29, 2011). Further, the Ministry has also clarified that the service of documents by a company can be made through electronic mode instead of sending the physical copy of the document(s). Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with M/s. Cameo Corporate Services Ltd.
- 26) The documents referred to in the notice and the explanatory statement will be available for inspection at the Registered Office of the company on any working day during business hours of the company upto the date of the AGM.

ANNEXURE TO THE NOTICE

Notes on directors seeking appointment/ re-appointment as required under Clause 49 of the Listing Agreement entered into with Stock Exchanges:

Profile of Directors being appointed/ reappointed**ITEM NO.3**

Name : Thiru T Udhayachandran IAS
 Age : 43 years
 Qualification : B.E.(ECE)
 Experience : Thiru T Udhayachandran IAS belongs to 1995 batch of Indian Administrative Service. Thiru T Udhayachandran IAS has 20 years of service in various departments of Government of Tamil Nadu. Currently, Thiru T Udhayachandran IAS holds the position of Secretary to Government (Expenditure), Finance Department , Govt. of Tamil Nadu.

Thiru T Udhayachandran IAS does not hold any shares in Tamil Nadu Newsprint and Papers Limited (TNPL). His Directorships and Committee Memberships of other companies are as follows:

Company	Position	Committee Membership
Tamil Nadu Tourism Development Corpn.	Director	Nil
ELCOT	Director	Nil
TN Water Investment Company Limited	Director	Nil
TNUIFSL	Director	Nil
TN Arasu Cable T V Corpn. Ltd.	Director	Nil
Tamilnadu Small Industries Development Corpn.Ltd.	Director	Nil
Tamilnadu Power Finance and Infrastructure Development Corpn. Ltd.	Director	Nil
New Tirupur Area Development Corporation Limited	Director	Nil

ITEM NO.4

Name : Thiru Mahesan Kasirajan IAS
 Age : 53 years
 Qualification : Post Graduate in Commerce, Cost Accountant and a Graduate in Law
 Experience : Thiru Mahesan Kasirajan IAS belongs to 2000 batch of Indian Administrative Service. Thiru Mahesan Kasirajan IAS has served as Collector of Erode, Sivaganga and Trichy districts. Currently,

Thiru Mahesan Kasirajan IAS holds the position of Director of Sugar.

Thiru Mahesan Kasirajan IAS does not hold any shares in TNPL. His Directorships and Committee Memberships of other companies are as follows:

Company	Position	Committee Membership
Tamil Nadu Sugar Corporation Ltd.	Managing Director	Nil
Perambalur Sugar Mills Ltd.	Chairman & Managing Director	Nil

ITEM NO.7

Name : Thiru R Mani
 Age : 61 years
 Qualification : B.E.(Hons.Mech.), B.O.E.
 Experience : Thiru R Mani joined TNPL in 1983. Since then he has held various positions including Chief General Manager (Operations) from 2nd November, 2010 to 26th February, 2013. Thiru R Mani served as Director (Operations) on contractual basis for a period of two years from 27th February, 2013. Now, the Board of Directors have extended his service for a period of one year from 27th February, 2015 as per the details given in the resolution.

Thiru R Mani holds 200 shares in TNPL. His Directorships and Committee Memberships of other companies are Nil.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**ITEM NO.6**

The Board of Directors at their meeting held on 28th May, 2015 have approved the appointment of M/s.Raman & Associates (Firm Registration No.0050), Cost and Management Accountants, Chennai as Cost Auditors to conduct the audit of the cost accounts of the company pertaining to Paper, Cement and Energy for the financial year 2015-16 as per the directions which may be issued by the Central Govt. and the remuneration was fixed as given in the resolution.

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 is interested or concerned in the above said resolution. None of the key managerial persons of the company either directly or through their relatives are in any way concerned or interested whether financially or otherwise in this resolution.

ITEM NO.7

The Board of Directors of your Company have extended the contractual engagement of Thiru R Mani as Director (Operations) for a period of one year with effect from 27th February, 2015 as per terms set out in the Resolution in the Notice.

The company has received from Thiru R Mani (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of 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.

The resolution seeks the approval of the members in terms of Sections 196,197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder for the appointment of Thiru R Mani as Director (Operations) for a period of one year with effect from 27th February, 2015.

Your Directors recommend this resolution for approval of the members of the Company.

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

BY ORDER OF THE BOARD

Registered Office :
67 Mount Road, Guindy
Chennai 600 032.

V SIVAKUMAR
COMPANY SECRETARY

Place: Chennai

Date : 28th May, 2015

Route Map for the venue of AGM