



## 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  
Fax : 22350834 & 22354614 Web : www.tnpl.com Email : response@tnpl.co.in, export@tnpl.co.in

**TNPL - The Corporate Identity Number : L22121TN1979PLC007799**

TNPL/SHARES/1(2&3)/18

Dated: August 21, 2018

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: Book Closure for Dividend and Annual General Meeting

Pursuant to Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books shall remain closed as per details provided in the table below:

Security Code (BSE)	Security Symbol (NSE)	Type of Security and Paid up value	Book Closure or Record Date	Purpose
531426	TNPL	Equity Shares of Rs. 10/- each fully paid up	13.09.2018 to 19.09.2018 (both days inclusive)	For the purpose of Annual General Meeting scheduled to be held on 19 <sup>th</sup> September, 2018 and payment of dividend @ Rs. 5.00/- per equity share upon being declared thereat.

Payment of dividend if declared at the Thirty Eighth Annual General Meeting being convened on 19<sup>th</sup> September 2018 will be credited / dispatched on 21<sup>st</sup> September 2018, to those shareholders whose names appear:

- as beneficial owners as at the end of the business on Wednesday, 12<sup>th</sup> September 2018, as per the details furnished by National Securities Depositories Ltd and Central Depository Services (I) Ltd in respect of the shares held in electronic form; and
- as members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company before the end of business on Wednesday, 12<sup>th</sup> September 2018.

A copy of the Notice is enclosed for the 38<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, 19<sup>th</sup> September, 2018 at 10:15 am. at the Music Academy Main Hall, 168 TTK Road, Alwarpet, Chennai – 600014.

Thanking you,

Yours faithfully,  
For TAMIL NADU NEWSPRINT AND PAPERS LIMITED

COMPANY SECRETARY

Cc: To

Central Depository Services (India) Limited Marathon Futurex, 25th Floor, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013	National Securities Depository Ltd. Trade World, 4th Floor Kamala Mills Compound Senapati Bapat Marg Lower Parel, Mumbai – 400 013.	Cameo Corporate Services Ltd. V Floor, "Subramanian Building" No. 1 Club House Road, Chennai – 600 002.
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# CERTIFIED TO BE TRUE COPY

For TAMIL NADU NEWSPRINT AND PAPERS LTD.

TAMIL NADU NEWSPRINT AND PAPERS LIMITED

*V. Sivakumar*  
**V. SIVAKUMAR**  
Company Secretary

NOTICE FOR 38<sup>TH</sup> AGM

## NOTICE

NOTICE is hereby given that the Thirty Eighth Annual General Meeting of the Members of Tamil Nadu Newsprint and Papers Limited be held on Wednesday, 19<sup>th</sup> September, 2018 at 10.15 AM at the Music Academy Main Hall, 168 T T K Road, Alwarpet, Chennai 600 014 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 31<sup>st</sup> March 2018, the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2018, 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 2017-18.

#### 3. Appointment of Director:

To appoint a Director in the place of Thiru K. Shanmugam, IAS, Director (holding DIN 00794191), who retires by rotation and being eligible offers himself for reappointment.

#### 4. Fixation of 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 ₹ 10,00,000/- 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 ₹ 75,000/- and other terms and conditions laid down by the Office of the Comptroller and Auditor General of India in their letter No., CA V/COY/TAMILNADU/TNEWSP(1)/109 dated 14.07.2017.

### 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/- plus

travelling and out of pocket expenses subject to a maximum of ₹ 30,000/- and applicable Taxes for the financial year ending 31<sup>st</sup> March, 2019 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 Tmt. Anu George, IAS (DIN 07940662) as a Director

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 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-enactments thereof for the time being in force), Tmt. Anu George, IAS (DIN 07940662) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 19.09.2017 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

#### 7. Approval of appointment of Thiru S. Sivashanmugaraja, IAS (DIN - 06684301) as Managing Director

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 recommendation of the Nomination and Remuneration Committee, the Board and pursuant to the provisions of Sections 196, 197, 198, 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, Thiru S. Sivashanmugaraja, IAS (holding DIN 06684301)

who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29.11.2017 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 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 Managing Director of the company from 29.11.2017 on such the 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 any financial year."

"**RESOLVED FURTHER THAT** Thiru S. Sivashanmugaraja, IAS, Managing Director will not be entitled to any sitting fee for attending the meetings of the Board or any Committee thereof."

**8. Appointment of Thiru V. Chandrasekaran (DIN 03126243) as an Independent Director**

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 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 an Additional (Independent) Director of the Company by the Board of Directors with effect from 13.11.2017 and whose term of office expires at this Annual General Meeting ('AGM') 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 appointed as an Independent Director of the Company to hold office for a term of 3 consecutive years commencing from 13.11.2017 and is not liable to retire by rotation."

**9. Appointment of Thiru K Gnanadesikan, IAS (DIN 00111798) as a Director**

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 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-enactments thereof for the time being in force), Thiru K Gnanadesikan, IAS (DIN 00111798) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31.01.2018 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 a Director of the Company, liable to retire by rotation."

**10(a).Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013**

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

"**RESOLVED THAT** in supersession of the special resolution passed by the members of the Company on 21.11.2013, through postal ballot in terms of provisions of Section 180(1)(c) of the Companies Act, 2013, the consent of the company be and is hereby accorded under section 180(1)(c), as amended from time to time and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors to borrow (excluding temporary loans obtained from the banks in the ordinary course of business) for the purpose of the business of the company, such sum(s) of money (in foreign currency or Indian Rupee) from time to time with or without security on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the money or monies to be borrowed by the company together with the money already borrowed and remaining outstanding at any time may exceed the aggregate of the paid-up capital and free reserves of the Company provided however that the money or monies to be borrowed by the company together with the money already borrowed shall not, at any time exceed ₹ 4000 Cr (Rupees Four thousand crore only).

**10(b).Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013.**

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

"**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to create such mortgage,

charge, hypothecation in addition to the mortgages, charge, hypothecation created/ to be created by the company or executing a declaration of a trust or other appropriate document on such terms and conditions as the Board may think fit, on the whole or substantially the whole of the company's undertakings or any part thereof, including the present and future properties, whether movable or immovable and assets of all kinds of the company, both present and future, to or in favour of Financial institution(s), bank(s) and / or the agents or trustees of the debenture holders to secure the borrowings availed/ to be availed by the company by way of loan (in foreign currency and / or Indian Rupee) and / or securities ( comprising fully / partly convertible debenture / or non – convertible debentures)/ bonds of any nature/ working capital facilities or other instruments issued/ to be issued by the company from time to time.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to finalise and execute the documents between the company on the one part and the Financial institution(s), Banks, and Institutions who may be appointed as the agents, trustees for the debenture holders, on the other part”.

Place : Chennai  
Date : 30.05.2018

BY ORDER OF THE BOARD  
**V Si VAKUmAR**  
Company Secretary

#### NOTES

- 1) 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.
- 2) Proxies in order to be effective must be lodged with the Company not less than 48 hours before commencement of 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 Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business set out under Items 5 to 10 is annexed hereto and forms part of the notice.
- 5) Pursuant to the provisions of Section 91 of the Act and the Listing Regulations, the Register of Members and Share Transfer Books of the Company will be closed from 13.09.2018 to 19.09.2018 (both days inclusive) for the purpose of AGM and payment of the dividend for the financial year ended 31<sup>st</sup> March, 2018.
- 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) Subject to the provisions of the Companies Act, 2013, the dividend for the year ended 31<sup>st</sup> March, 2018 as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, in respect of shares held in physical form to those members whose names appear in the company's Register of Members on 19<sup>th</sup> September, 2018. 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) Pursuant to Section 124 of the Companies Act, 2013, all unclaimed dividends upto the financial year ended March 31, 2010 have been transferred to the Investor Education and Protection Fund established by Central Government as per Section 125 of the Companies Act, 2013.  
  
Shares in respect of which dividend for the year ended 31<sup>st</sup> March, 2009 and 31<sup>st</sup> March, 2010 have been transferred to the Investor Education and Protection Fund (“IEPF”) of the Central Government in November and December 2017 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 <http://www.tnpl.com/DisplayPage.aspx?file=transfer-of-shares-to-IEPF.html>
- 10) As regards dividend pertaining to the financial year ended March 31, 2011 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 2009-2010. The unpaid dividend for the financial year 2010-11 (final) will be transferred to the above fund during November 2018. The shares in respect of dividend for the year 2010-11 will also be transferred by the Company in 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 as mentioned below or with the Company at the Company's registered office.

- 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 Agent viz. Cameo Corporate Services Limited Unit : Tamil Nadu Newsprint and Papers Limited, 'Subramanian Building', 1 Club House Road, Chennai 600 002. In respect of shares held by you in dematerialized form, you may do the same with your depository participant.
- 12) Electronic copy of the Notice of the 38<sup>th</sup> 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 same is being sent through permitted mode.
- 13) Members may note that the Notice of the 38<sup>th</sup> Annual General Meeting and the Annual Report for Financial Year 2017-2018 will also be available on the company's website [www.tnpl.co.in](http://www.tnpl.co.in) for their download. The physical copies of the aforesaid documents will also be available in 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 requests to the company's investor email id: [invest\\_grievances@tnpl.co.in](mailto:invest_grievances@tnpl.co.in)
- 14) A route map showing directions to reach the venue of the 38<sup>th</sup> AGM is given at the end of this notice as per the requirement of the Secretarial Standards-2 on "General Meeting".
- 15) Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 38<sup>th</sup> Annual General Meeting (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 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.
  - IV. The remote e-voting period commences on 15<sup>th</sup> September, 2018 (9.00 a.m. IST) and ends on 18<sup>th</sup> September 2018 (5.00 pm IST). During this period members of the company holding shares either in physical form or in dematerialized form, as on the cut off date (i.e 12<sup>th</sup> September 2018), 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:
    - A. IN CASE OF MEMBERS RECEIVING E-MAIL**
      - i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both 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 for the 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 a demat account holder has forgotten the login 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. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. 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](http://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](mailto: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 linked in the login should be e-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.

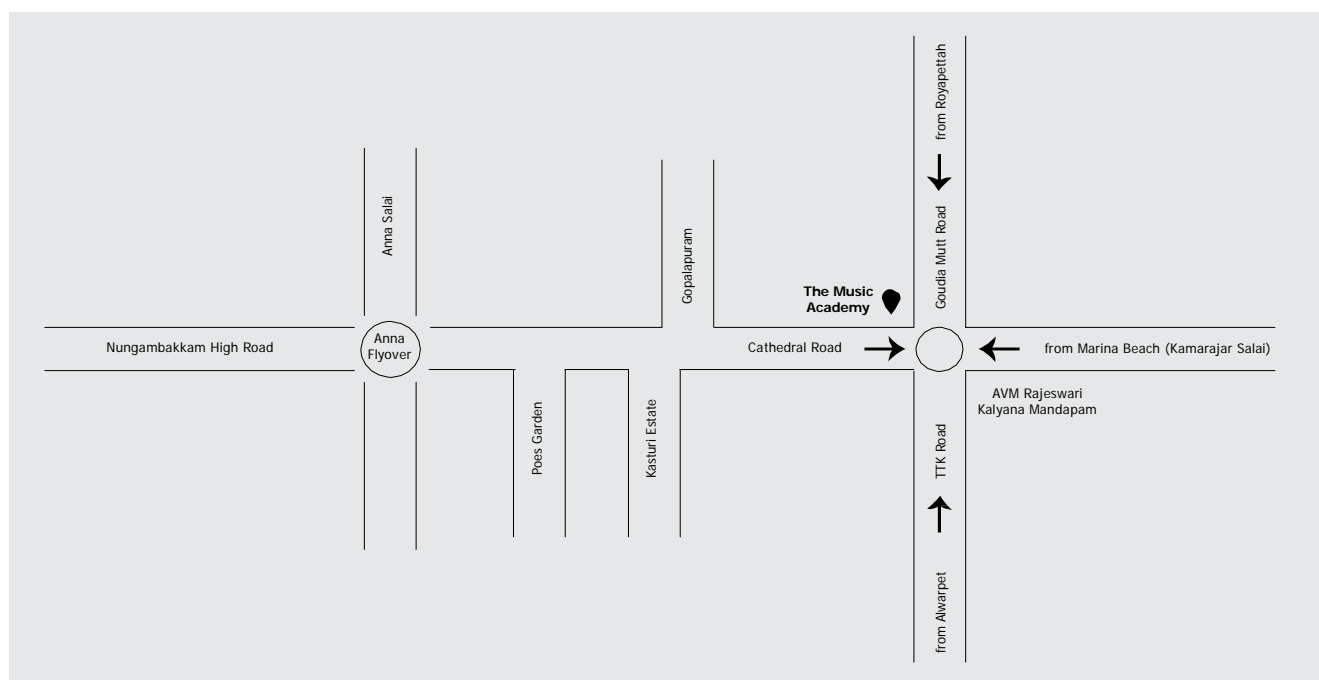
**B. IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:**

Please follow all steps from Sl. No. (i) to (xviii) in Point A above to cast vote

- xix. 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](http://www.evotingindia.com) under help section or write an email to helpdesk.evoting@cdslindia.com.
- 16) 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 12<sup>th</sup> September, 2018.
- 17) 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 cutoff date i.e. 12<sup>th</sup> September 2018, 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](http://www.evotingindia.com)
- 18) 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 as well as voting at the AGM through ballot paper
- 19) Thiru R Sridharan, Practicing Company Secretary (Membership No.F4775) of M/s R. Sridharan and Associates has been appointed as the Scrutiniser to scrutinize the voting and remote e-voting process in a fair and transparent manner. Their email id is [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com).
- 20) 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.
- 21) 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 48 hours 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.
- 22) The results declared alongwith the report of the Scrutiniser shall be placed on the website of the company [www.tnpl.com](http://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 the BSE, and National Stock Exchange.
- 23) Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the AGM are furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
- 24) 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.
- 25) Members are informed that the Company is extending the Electronic Clearing Service (ECS) facility to enable them to 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 Cameo Corporate Services, whose address is given in Point No.11 (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.

- 26) Members/Proxies/Authorised Representatives are requested to bring the attendance slip sent with Annual Report duly filled in for attending the meeting.
- 27) 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.
- 28) 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.
- 29) Equity shares of the company have been placed under Compulsory Demat Trading w.e.f. 08.05.2000. 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.
- 30) 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 Agent.
- 31) 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 authorizing their representative to attend and vote on their behalf at the meeting.
- 32) 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 M/s. Cameo Corporate Services Ltd.
- 33) 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 Cameo Corporate Services Ltd.
- 34) 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.

### Route map for the venue of AGM





**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 K Shanmugam, IAS**

Name	Thiru K Shanmugam, IAS
Age	57 years
Qualification	MSc (Agriculture)
Experience	Thiru K. Shanmugam, IAS belongs to 1985 batch of Indian Administrative Service. Thiru K. Shanmugam, IAS has 32 years of service in various departments of Government of Tamil Nadu. Currently, Thiru K. Shanmugam, IAS, holds the position of Additional Chief Secretary to Government, Finance Department.
Inter-se Director Relationship	Thiru K. Shanmugam, IAS is not having any inter se relation with other Directors of the Company.
Shareholding	Thiru K. Shanmugam, IAS does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	Thiru K. Shanmugam, IAS is having Directorships and Committee Memberships in the following Companies:

Sl. No.	Company	Position	Committee* membership
1.	Chennai Metro Rail Limited	Nominee Director	Audit Committee
2.	Tamil Nadu Transmission Corporation Limited	Nominee Director	Audit Committee
3.	Tamil Nadu Generation and Distribution Corporation Limited	Director	Audit Committee
4.	TNEB Limited	Director	Audit Committee
5.	Tamil Nadu State Marketing Corporation Limited	Director	-
6.	Tamil Nadu Industrial Development Corporation Limited	Nominee Director	-
7.	State Industries Promotion Corporation of Tamil Nadu Limited	Director	Audit Committee

8.	Tamil Nadu Infrastructure Fund Management Corporation Limited	Director	-
9.	Tamil Nadu Skill Development Corporation	Director	-
10.	Tamil Nadu Small Industries Development Corporation Limited	Nominee Director	-

\* Only membership in Audit and Stakeholders' Relationship Committee is considered.

**ITEM NO.6****Profile of Tmt. Anu George, IAS**

Name	Tmt. Anu George, IAS
Age	41 years
Qualification	MA (Sociology), M.Phil (Sociology)
Experience	Tmt. Anu George, IAS belongs to 2003 batch of Indian Administrative Service. She has held various key positions in departments of Government of Tamil Nadu as Sub-Collector Tiruppattur, Additional Collector - Tiruvannamalai, Deputy Commissioner - Education, Municipal Commissioner - Ambattur, Deputy Commissioner - Revenue & Finance, Collector - Ariyalur and Additional Secretary- Protocol. Currently, Tmt. Anu George, IAS holds the position of Director of Sugar and Managing Director, Tamil Nadu Sugar Corporation.
Inter-se Director Relationship	Tmt. Anu George, IAS is not having any inter se relation with other Directors of the Company.
Shareholding	Tmt. Anu George, IAS does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	Her Directorships and Committee memberships of other Companies are:

Sl. No.	Company	Position	Committee membership
1.	Tamil Nadu Sugar Corporation Limited	Managing Director	-
2.	Perambalur Sugar Mills Limited	Chairman & Managing Director	-

**ITEM NO.7****Profile of Thiru S Sivashanmugaraja, IAS**

Name	Thiru S Sivashanmugaraja, IAS
Age	53 years
Qualification	B.Sc., B.E. (Civil)
Experience	Thiru S. Sivashanmugaraja, IAS belongs to 2003 batch of Indian Administrative Service and has held various key positions in departments of Government of Tamil Nadu. Served as Collector, Kancheepuram District and held various key positions at Anna Institute of Management, Tamil Nadu Housing Board, SIDCO and the office of the Hon'ble Governor of Tamil Nadu.
Inter-se Director Relationship	Thiru S. Sivashanmugaraja, IAS is not having any inter se relation with other Directors of the Company.
Shareholding	Thiru S. Sivashanmugaraja, IAS does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	His Directorships and Committee memberships of other Companies are NIL.

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

Name	Thiru V. Chandrasekaran
Age	60 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. 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 :

	- 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. Thiru V Chandrasekaran is currently on the board of various companies including UTI Venture Funds Management Company Pvt. Ltd, Legal Entity Identifier India Ltd., LICHFL Asset Management Company Ltd. and Care Ratings Limited.
Inter-se Director Relationship	Thiru V Chandrasekaran is not having any inter se relation with other Directors of the Company.
Shareholding	Thiru V Chandrasekaran does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	Thiru V Chandrasekaran is having Directorships and Committee Memberships in the following Companies:

Sl. No.	Company	Position	Committee membership
1.	UTI Venture Funds Management Company Private Limited.	Director	-
2.	LICHFL Asset Management Company Limited	Director	Audit Committee
3.	Legal Entity Identifier India Limited	Director	-
4.	Care Ratings Limited	Additional Non Executive Director	-

\* Only membership in Audit and Stakeholders' Relationship Committee is considered.

**ITEM NO.9****Profile of Thiru K Gnanadesikan, IAS**

Name	Thiru K Gnanadesikan, IAS
Age	58 years
Qualification	M.Sc. (Social Sciences) (UK), B.E. (Hons) (E&CE)
Experience	Thiru K. Gnanadesikan, IAS belongs to 1982 batch of Indian Administrative Service. He served on TNPL Board as a Nominee Director of GOTN, holding the position as Non-Executive Director of the Company from May 2005 to January 2007.

	He has held various key positions in departments of Government of Tamil Nadu and was Director / Managing Director in various State Government Companies. Currently, Thiru K Gnanadesikan, IAS holds the position of Additional Chief Secretary to Government, Industries Department.
Inter-se Director Relationship	Thiru K Gnanadesikan, IAS is not having any inter se relation with other Directors of the Company.
Shareholding	Thiru K Gnanadesikan, IAS does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	Thiru K Gnanadesikan, IAS is having Directorships and Committee Memberships in the following Companies:

Sl. No.	Company	Position	Committee membership
1.	Tamil Nadu Industrial Development Corporation Ltd.	Director	-
2.	State Industries Promotion Corporation of Tamil Nadu Ltd.	Chairman	-
3.	Tamil Nadu Cements Corporation Limited	Chairman	-
4.	Tamil Nadu Generation and Distribution Corporation Limited	Director	-
5.	Titan Company Limited	Chairman	-
6.	TIDEL Park Limited	Chairman	-
7.	Tamil Nadu Petroproducts Ltd	Chairman	-
8.	Tamil Nadu Minerals Limited	Chairman	-
9.	Tamil Nadu Industrial Investment Corporation Limited	Director	-
<b>Section 8 Companies</b>			
10.	Tamil Nadu Trade Promotion Organisation	Director	-
11.	Indian Institute of Technology, Madras	Director	-

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

##### ITEM NO.5

The Board of Directors at their meeting held on 30<sup>th</sup> May, 2018 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 2018-19 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. 323 dated 07.09.2017 nominated Tmt. Anu George, I.A.S., Director Sugar and Managing Director, Tamil Nadu Sugar Corporation as a Director on the Board of the Company.

Accordingly, Tmt. Anu George, I.A.S., (DIN 07940662) was appointed as an Additional Director of the Company with effect from 19.09.2017, by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013. Tmt. Anu George, 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 her candidature for the office of Director under Section 160 of the Act.

Tmt. Anu George, IAS belongs to the 2003 batch of Indian Administrative Service. She has held various key positions in departments of Government of Tamil Nadu as Sub-Collector Tiruppattur, Additional Collector - Tiruvannamalai, Deputy Commissioner - Education, Municipal Commissioner - Ambattur, Deputy Commissioner - Revenue & Finance, Collector - Ariyalur and Additional Secretary- Protocol. Currently, Tmt. Anu George, IAS holds the position of Director of Sugar 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 their relatives or key managerial personnel and their relatives other than Tmt. Anu George, IAS., is interested or concerned in the resolution.

##### ITEM NO.7

Government of Tamil Nadu vide G.O. (Rt.) No. 3962 dated 23.11.2017 of Public (Special. A) Department, nominated Thiru S. Sivashanmugaraja, IAS, as the Managing Director of the Company who took charge from 29.11.2017. Accordingly, the Board of Directors of your Company have appointed Thiru S. Sivashanmugaraja, IAS as an Additional Director of the Company with effect from 29.11.2017 in terms of Section 161(1) of the Companies Act, 2013 and

designated him as Managing Director from 29.11.2017. Thiru S. Sivashanmugaraja, IAS 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 the Companies Act, 2013 (Act) and subject to the provisions of Section 197 and Schedule V of the Act, the appointment and terms and conditions of 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 Tamil Nadu vide G.O.Ms.No.167 Public (Spl-A) Department dated 21.2.1994. Copies of the said order is available for inspection by the members at the Registered Office of the Company.

Thiru S. Sivashanmugaraja, IAS belongs to 2003 batch of Indian Administrative Service and has held various key positions in departments of Government of Tamil Nadu. Served as Collector, Kancheepuram District, and held various key positions at Anna Institute of Management, Tamil Nadu Housing Board, SIDCO and the office of the Hon'ble Governor of Tamil Nadu.

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 S. Sivashanmugaraja, IAS is interested or concerned in the resolution.

#### **ITEM NO.8**

Thiru V Chandrasekaran (DIN 03126243) was appointed as an Additional (Independent) Director of the Company with effect from 13.11.2017, by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013. Thiru V Chandrasekaran holds office upto the date of this Annual General Meeting. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Thiru V Chandrasekaran for the office of Independent Director to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

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. 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 :

- 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.

Thiru V Chandrasekaran is currently on the board of various companies including UTI Venture Funds Management Company Pvt. Ltd, Legal Entity Identifier India Ltd., and LICHFL Asset Management Company Ltd. and Care Ratings Limited.

The company has received from Thiru V Chandrasekaran (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.

In the opinion of the Board of Director, Thiru V Chandrasekaran, proposed to be appointed as Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and has submitted declaration fulfilling the criteria of independence provided under section 149(6) 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.

#### **ITEM NO.9**

Government of Tamil Nadu vide G.O. (D) No. 15 Industries (MIA.2) Department dated 29.01.2018 appointed Thiru K Gnanadesikan, IAS, Additional Chief Secretary to Government, Industries Department as Chairman of the Company.

Accordingly, Thiru K Gnanadesikan, IAS (DIN 00111798) was appointed as an Additional Director of the Company with effect from 31.01.2018 by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013 (Act). Thiru K Gnanadesikan, 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 K Gnanadesikan, IAS belongs to 1982 batch of Indian Administrative Service. He served on TNPL Board as a Nominee Director of GOTN, holding the position as Non-Executive Director of the Company from May 2005 to January

2007. He has held various key positions in departments of Government of Tamil Nadu and was Director / Managing Director in various State Government Companies. Currently, Thiru K Gnanadesikan, IAS holds the position of Additional Chief Secretary to Government, Industries Department.

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 K Gnanadesikan, I.A.S., is interested or concerned in the resolution.

**ITEM NO. 10(a) & 10(b)**

The Board at its 230<sup>th</sup> meeting held on 19.9.2013 had passed a resolution for enhancing the borrowing limits from ₹ 1500 crores to ₹ 2500 crores under section 293(1)(d) of the Companies Act, 1956 and thereafter shareholders had through postal ballot passed a special resolution on 21<sup>st</sup> November, 2013 granting consent for enhancement in Company's borrowing limits comprising of both rupee loan and foreign currency loan to ₹ 2500 Crore (Rupees Two thousand and five hundred crore only) under Section 293(1)(d) / 180(1) (c) of the Companies Act, 1956 / 2013.

The Board at its 265<sup>th</sup> meeting held on 14.6.2018, had accorded approval for implementation of its Mill Expansion Plan (MEP) at Unit II in a phased manner – Pulp Mill capacity of 400 TPD and 1,65,000 MT of Printing and Writing Paper with a total capital outlay of ₹ 2520 crores. For this purpose, the company may have to go for borrowings from financial institutions/ Banks or other bodies. The existing borrowings together with proposed borrowings may go upto ₹ 4000 Crores which is beyond the existing limit of ₹ 2500 crores. This requires shareholders approval.

The borrowings to be made to raise long term finance for implementation of its existing / new projects or other expansion programs by way of long term loan / issue of any Debentures / Cash Credit facilities or the like from Financial Institutions / Banks or other bodies are required to be secured by creation of charge / mortgage to the extent and in such manner as may be agreed to between the Board of Directors of the Company and the said lenders. Accordingly, it is proposed to have corresponding authorization for creation of charge on assets of the Company in respect of the borrowings.

As the proposed Resolution for Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013 and Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013 requires the approval of the shareholders through a Special Resolution, it is proposed to seek the approval of the shareholders.

The Board of Directors of your Company recommends the Special Resolution as set out in the Notice for approval of the Members.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in, any way concerned or interested, financially or otherwise, in the resolution set out at item no 10(a) and 10(b) of the notice.

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

BY ORDER OF THE BOARD  
**V SIVAKUMAR**  
Company Secretary

Place: Chennai  
Date: 30.05.2018