



Tamil Nadu Newsprint and Papers Limited

(A Govt. of Tamil Nadu Enterprise)

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TNPL - The Corporate Identity Number : L22121TN1979PLC007799

Dated: August 22, 2019

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: Submission of 39th Annual General Meeting Notice and Annual Report, Intimation of Book Closure and Dividend

We wish to inform you that 39th Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, the 19th September, 2019 at 10.15 am at the Music Academy Main Hall, 168, T T K Road, Alwarpet, Chennai 600 014.

Pursuant to the requirements of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice and the Annual Report for the financial year 2018-19 for your ready reference.

Pursuant to the 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	13.09.2019 to 19.09.2019 (both days inclusive)	For the purpose of Annual General Meeting scheduled to be held on 19 th September, 2019 and payment of dividend @ Rs. 7.50/- per equity share upon being declared thereat.

The remote e-voting facility shall commence on 15th September, 2019 from 9.00 a.m. and end on 18th September, 2019 at 5.00 p.m.



Tamil Nadu Newsprint and Papers Limited

Payment of dividend if declared at the Thirty Ninth Annual General Meeting being convened on 19th September 2019 will be credited / dispatched on 23rd September 2019, to those shareholders whose names appear:

- a. as beneficial owners as at the end of the business on Thursday, 12th September 2019, 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
- b. 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 Thursday, 12th September 2019.

Thanking you,

Yours faithfully,
For TAMIL NADU NEWSPRINT AND PAPERS LIMITED

V. S. Srinivasan
COMPANY SECRETARY

NOTICE

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the Members of Tamil Nadu Newsprint and Papers Limited will be held on Thursday, 19th September, 2019 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 31st March 2019, the Cash Flow Statement for the year ended 31st March, 2019, 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 2018-19.

3. Fixation of the Auditors Remuneration:

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

"RESOLVED THAT consent of the Company be and is hereby accorded for the payment of remuneration of Rs 13,00,000/- 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 Rs.75000/- and other terms and conditions laid down by the Office of the Comptroller and Auditor General of India in their letter No., NO./CA.V/COY/TAMIL NADU, TNEWSP (1)/1379 dated 03/10/2018.

SPECIAL BUSINESS**4. 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 Rs. 2,75,000/- plus travelling and out of pocket expenses subject to a maximum of Rs. 30,000/- and applicable Taxes for the financial year ending 31st March, 2020 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."

5. Appointment of Thiru. N Muruganandam, IAS (DIN 00540135) 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. N Muruganandam, IAS (DIN 00540135) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 04.03.2019 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".

6. Appointment of Tmt. Reeta Harish Thakkar, IAS (DIN 06976936) 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. Reeta Harish Thakkar, IAS (DIN 06976936) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9.11.2018 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

7. Appointment of Thiru. S Krishnan, IAS (DIN 03439632) 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. S Krishnan, IAS (DIN 03439632) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 16.07.2019 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".

BY ORDER OF THE BOARD

Place : Chennai
Date : 13.08.2019

V. SIVAKUMAR
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 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 Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business set out under Items 4 to 7 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 13.09.2019 to 19.09.2019 (both days inclusive) for the purpose of AGM and payment of the dividend for the financial year ended 31st March, 2019.
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 31st March,

2019 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 19th September, 2019. 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, 2011 have been transferred to the Investor Education and Protection Fund established by Central Government as per Section 125 of the Companies Act, 2013.
 10. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account.") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.
- Shares in respect of which dividend for the year ended 31st March, 2009, 31st March, 2010 and 31st March, 2011 have been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government in November 2017, December 2017 and November 2018 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>
11. As regards dividend pertaining to the financial year ended March 31, 2012 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 2010-2011. The unpaid dividend for the financial year 2011-12 (final) will be transferred

to the above fund during November 2019. The shares in respect of dividend for the year 2011-12 will also be transferred by the Company to the 'Investor Education and Protection Fund' as per section 124 of the Companies Act, 2013 and the applicable rules. Individual notices will be sent to the members concerned requesting them to encash their unclaimed dividends failing which the corresponding shares will be transferred to IEPF. An Advertisement will also be published in the newspapers. Members are therefore requested to lodge their claims for unpaid dividend, if any, immediately with the Registrar and Share Transfer Agent or with the Company at the Company's registered office.

12. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In this regard, members are advised to dematerialize shares held by them in physical form.
13. 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 in dematerialized form, the same may be communicated with your depository participant.
14. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of the Institute of Company Secretaries of India. ("ICSI"), in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
15. Electronic copy of the Notice of the 39th 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.
16. Members may note that the Notice of the 39th Annual General Meeting and the Annual Report for Financial Year 2018-2019 will also be available on the company's website 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
 17. A route map showing directions to reach the venue of the 39th AGM is given at the end of this notice as per the requirement of the Secretarial Standards-2 on "General Meeting".
 18. 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 39th 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).
 - 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 15th September, 2019 (9.00 a.m. IST) and ends on 18th September 2019 (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. 12th September 2019), 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. A person who is not a member as on the cut-off date should treat this Notice of the AGM for information purpose only.
 - VI. 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.
 - 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:
 - 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.

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>
Dividend Bank Details OR Date of Birth (DOB)	<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. 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 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 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:

- xix. Please follow all steps from Sl. No. (i) to (xviii) in Point A above to cast vote
19. 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.

20. 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 12th September, 2019.
21. 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. 12th September 2019, 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
22. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
23. 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.
24. 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.
25. 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.
26. 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

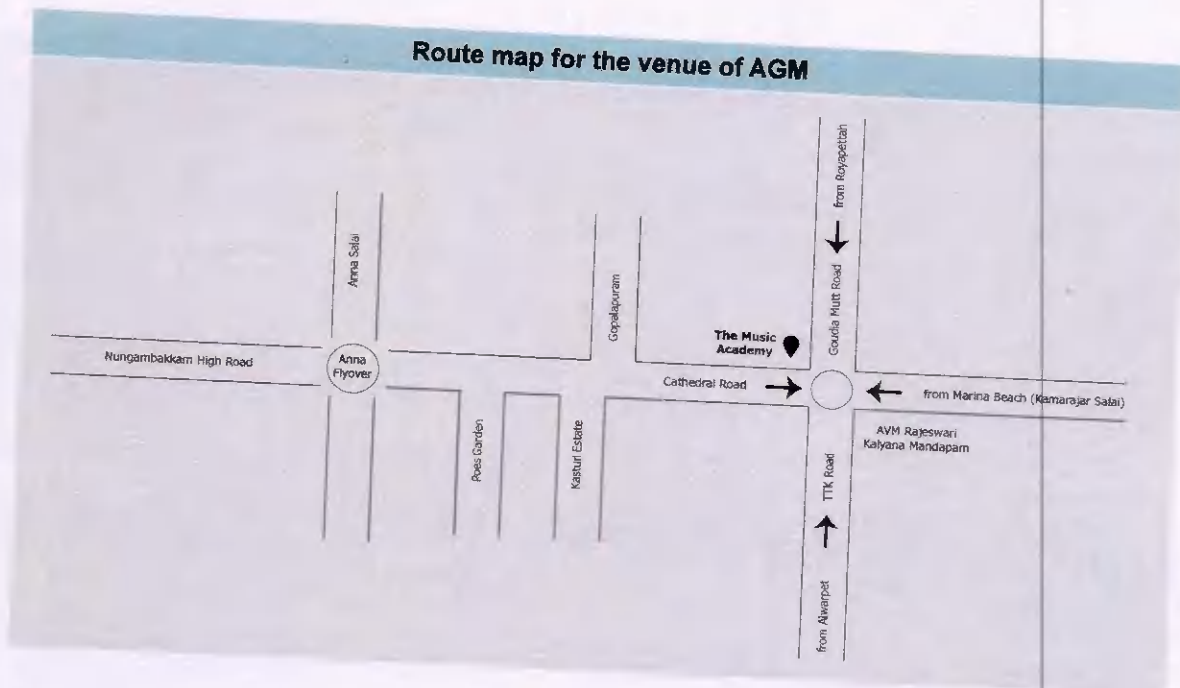
- least two witnesses not in the employment of the company and shall make not later than 48 hours of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
27. 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 the BSE, and National Stock Exchange.
 28. 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.
 29. 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.
 30. 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 Cameo Corporate Services, whose address is given in Point No.13 (in case of members holding shares in physical mode) or to 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.
 31. Members/Proxies/Authorised Representatives are requested to bring the attendance slip sent with Annual Report duly filled in for attending the meeting.
 32. 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.
 33. 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.
 34. 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.
 35. 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.
 36. 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.
 37. 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.

38. 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.

39. 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.5****Profile of Thiru. N. Muruganandam, IAS**

Name	Thiru. N. Muruganandam, IAS
Age	51 years
Qualification	BE (Comp.Sci), MBA (IIM)
Experience	Thiru N. Muruganandam, IAS belongs to the 1991 batch of Indian Administrative Service. He has held various key positions in departments of Government of Tamilnadu. Currently, Thiru N. Muruganandam, IAS, holds the position of Principal Secretary to Government, Industries Department.
Inter-se Director Relationship	Thiru N. Muruganandam, IAS is not having any inter se relation with other Directors of the Company.
Shareholding	Thiru N. Muruganandam, IAS does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	His Directorships and Committee memberships of other Companies are as follows:

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

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

ITEM NO.6**Profile of Tmt. Reeta Harish Thakkar, IAS**

Name	Tmt. Reeta Harish Thakkar, IAS	
Age	52 years	
Qualification	B.Sc., MBA	
Experience	Tmt. Reeta Harish Thakkar, IAS belongs to the 2002 batch of Indian Administrative Service. She has held various key positions in departments of Government of Tamil Nadu as under:	
	Joint Commissioner, Relief & Rehabilitation	2008
	District Collector, Pudukottai	2008-2009

	Deputy Secretary (Revenue) /	2009
	Joint Commissioner, Municipal Administration	2009-2010
	Member Secretary, Fourth State Finance Commission & Joint Commissioner, Municipal Administration	2009-2010
	Joint Commissioner, Municipal Administration	2010-2011
	Additional Commissioner of Industries and Commerce	2011-2017 (upto August)
	Member Secretary, Sports Development Authority of India	31.08.2017 to 21.09.2018
	Commissioner of Sugar and Managing Director, TASCO	From 22.09.2018
	Currently, she is holding the position of Commissioner of Sugar and Managing Director, TASCO since 22.9.2018	
Inter-se Director Relationship	Tmt. Reeta Harish Thakkar, IAS is not having any inter se relation with other Directors of the Company.	
Shareholding	Tmt. Reeta Harish Thakkar, IAS does not hold any shares in TNPL.	
Directorships and Committee Memberships of other companies	Her Directorships and Committee Memberships of other Companies are as follows:-	

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

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

Name	Thiru S Krishnan, IAS
Age	52 years
Qualification	B.A (Hons), M.A (Economics)
Experience	Thiru S Krishnan, I.A.S., aged 52 years, belongs to 1989 batch of Indian Administrative Service. Thiru S Krishnan, I.A.S., has 30 years of service in various departments of Government of Tamil Nadu. Earlier, Thiru S Krishnan, I.A.S., was director on the Board of Directors of TNPL from 15.09.2011 to 25.7.2013. Currently, Thiru S Krishnan, I.A.S., holds the position of Principal Secretary to Government, Finance Department, Government of Tamilnadu.
Inter-se Director Relationship	Thiru S Krishnan, I.A.S., is not having any inter se relation with other Directors of the Company.
Shareholding	Thiru S Krishnan, I.A.S., does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	Thiru S Krishnan, I.A.S., is having Directorships and Committee Memberships in the following Companies:

Sl. No.	Company	Position	Committee* Membership
1.	Chennai Metro Rail Limited	Director	Audit Committee
2.	Tamilnadu Transmission Corporation Limited	Director	Audit Committee
3.	Tamilnadu Generation and Distribution Corporation Limited	Director	Audit Committee
4.	TNEB Limited	Director	Audit Committee

5.	Tamilnadu State Marketing Corporation Limited	Director	-
6.	Tamilnadu Industrial Development Corporation Limited	Director	-
7.	State Industries Promotion Corporation of Tamilnadu Limited	Director	Audit Committee
8.	Tamil Nadu Skill Development Corporation	Director	-
9.	Tamilnadu Small Industries Development Corporation Limited	Director	Audit Committee
10.	New Tiruppur Area Development Company Limited	Director	-
11.	Tamilnadu Infrastructure Fund Management Corporation Limited	Director	Audit Committee

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

ITEM NO.4

The Board of Directors at their meeting held on 28th May, 2019 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 2019-20 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. 4 as an ordinary resolution.

ITEM NO.5

Government of Tamil Nadu vide G.O.(D). No. 36 dated 25.02.2019 nominated Thiru. N. Muruganandam, I.A.S., as a Director on the Board of the Company.

Accordingly, Thiru. N. Muruganandam, I.A.S. (DIN 00540135) was appointed as an Additional Director of the Company with effect from 4.03.2019, by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013. Thiru. N. Muruganandam, 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 N. Muruganandam, I.A.S., belongs to the 1991 batch of Indian Administrative Service. He has held various key positions in departments of Government of Tamilnadu. Currently, Thiru N. Muruganandam, IAS, holds the position of Principal Secretary to Government, Industries Department.

The Board of Directors recommends this resolution for your approval.

None of the Directors of the Company and key managerial personnel either directly or through their relatives other than Thiru. N. Muruganandam, I.A.S., is interested or concerned in the resolution.

ITEM NO.6

Government of Tamil Nadu vide G.O. (R.t). No. 3357 dated 26.10.2018 nominated Tmt. Reeta Harish Thakkar, I.A.S., as a Director on the Board of the Company.

Accordingly, Tmt. Reeta Harish Thakkar, I.A.S. (DIN 06976936) was appointed as an Additional Director of the Company with effect from 9.11.2018, by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013. Tmt. Reeta Harish Thakkar, 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. Reeta Harish Thakkar, IAS belongs to the 2002 batch of Indian Administrative Service. Currently, Tmt. Reeta Harish Thakkar, I.A.S., 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 key managerial personnel either directly or through their relatives other than Tmt. Reeta Harish Thakkar, I.A.S., is interested or concerned in the resolution.

ITEM NO.7

Government of Tamil Nadu vide Letter No. 28025/ Finance (BPE)/2019-2, dated 08.07.2019 (Copy enclosed) has appointed Thiru S Krishnan, I.A.S., Principal Secretary to Government, Finance Department as Director on the Board of the Company.

Accordingly Thiru S Krishnan, I.A.S., (DIN 03439632) was appointed as an Additional Director of the Company with effect from 16.07.2019, by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013. Thiru S Krishnan, I.A.S., holds office upto the date of this Annual General Meeting. The Company has received a notice in writing from a

Registered Office
67 Mount Road Guindy
Chennai-600032

Place : Chennai
Date : 13.08.2019

member proposing his candidature for the office of Director under Section 160 of the Act.

Thiru S Krishnan, I.A.S., belongs to 1989 batch of Indian Administrative Service. Thiru S Krishnan, I.A.S., has 30 years of service in various departments of Government of Tamil Nadu. Earlier, Thiru S Krishnan, I.A.S., was director on the Board of Directors of TNPL from 15.09.2011 to 25.7.2013. Currently, Thiru S Krishnan, I.A.S., holds the position of Principal Secretary to Government, Finance Department, Government of Tamilnadu

The Board of Directors recommends this resolution for your approval.

None of the Directors of the Company and key managerial personnel either directly or through their relatives other than Thiru S Krishnan, I.A.S., is interested or concerned in the resolution.

BY ORDER OF THE BOARD
V Sivakumar
Company Secretary