

ANNEXURE - IV

REPORT ON CORPORATE GOVERNANCE

As required by clause 49 of the Listing Agreement with the Stock Exchanges, a report on Corporate Governance in accordance with the SEBI prescribed format is given below:

A. MANDATORY REQUIREMENTS

1. Company's Philosophy

TNPL's philosophy on Corporate Governance endeavours to achieve highest levels of transparency, integrity and equity, in all its operations. The company believes that good Corporate Governance is essential for achieving long term corporate goals and enhancing stakeholders' value. The Company's business objective is to manufacture and market its products in such a way as to create value that can be sustained over a long term for all its stakeholders including shareholders, employees, customers, Government and the lenders.

2. Board of Directors

a. Composition and Category of Directors

The Composition of Board of Directors is in conformity with the Corporate Governance code.

The Board comprises eight directors , a Part-time Chairman(Non-Executive Director, nominated by Government of Tamil Nadu),Managing Director (nominated by Government of Tamil Nadu), one Executive Director, two non-executive Directors nominated by the Government of Tamil Nadu and three independent, non-executive Directors as on 31.03.2012. 75% are Non-executive directors and 38% are Independent directors.

Board's definition of Independent director

Independent director shall mean Non-executive director of the company who:

- a) Apart from receiving the Director's remuneration, does not have any material or pecuniary relationships or transactions with the company, its promoters, its senior management or its holding company, its subsidiaries and associated companies.
- b) Is not related to promoters, Chairman, Managing Director, Whole-time director, Secretary, CEO or CFO and of any person in the management at one level below the board
- c) Has not been an executive of the company in the immediately preceding three financial years
- d) Is not a partner or an executive of the statutory audit firm or the internal audit firm that is associated with the company and has not been a partner or an executive of any such firm for the last three years. This will also apply to legal firm(s) and consulting firm(s) that have a material association with the entity
- e) Is not a supplier, service provider or customer of the company. This should include lessor-lessee type relationships also and
- f) Is not a substantial shareholder of the Company i.e. owning two per cent or more of the block of voting shares

Based on the above test of independence, Tvl. V.Narayanan, N.Kumaravelu and M R Kumar are categorized as independent directors.

The Independent Directors on the Board are experienced, competent and highly respected persons from their respective fields. They take active part in the Board and Committee meetings .None of the Directors on the Board is a Member on more than 10 Committees. Necessary disclosures have been made by the Directors in this regard.

Board's functioning and Procedure

The Board plays a pivotal role in ensuring good governance. The Board's role, functions, responsibility and accountability are clearly defined. In addition to its primary role of setting corporate goals and monitoring corporate performance, it directs and guides the activities of the Management towards the set goals and sets accountability with a view to ensure that the corporate philosophy and mission viz. to create long term sustainable growth that translates itself into progress, prosperity and the fulfillment of stakeholders' aspirations is accomplished. It also sets standards of corporate behaviour and ensures ethical behaviour at all times and strict compliance with laws and regulations.

b. Attendance of each Director at the Board of Directors' Meetings held during 2011-2012 and the last AGM is as follows:

| Director | Board of Directors' Meetings | | Last AGM (held on 15.9.11) Attended |
|---|------------------------------|----------|-------------------------------------|
| | No. of Meetings Held | Attended | |
| EXECUTIVE DIRECTORS | | | |
| Tvl. | | | |
| Santosh K Misra IAS Managing Director | 2 | 2 | - |
| T K Ramachandran IAS Managing Director(ceased w.e.f. 9.1.2012) | 5 | 5 | Attended |
| A Velliangiri Deputy Managing Director | 7 | 7 | Attended |
| NON-EXECUTIVE DIRECTORS FROM GOTN | | | |
| Dr.N Sundaradevan IAS (Part-time Chairman) | 7 | 7 | Attended |
| G Prakash IAS (ceased to be Director w.e.f. 25.1.2012) | - | - | - |
| Rajeev Ranjan IAS (ceased to be Director w.e.f. 11.11.2011) | 3 | 3 | Attended |
| R Thiagarajan IAS (ceased to be Director w.e.f. 01.08.2011) | 1 | - | - |
| S Krishnan IAS | 5 | 3 | - |
| N Mathivanan IAS | 4 | 2 | - |
| INDEPENDENT NON-EXECUTIVE DIRECTORS | | | |
| V Narayanan | 7 | 7 | Attended |
| R R Bhandari (ceased to be Director w.e.f. 01.08.2011) | 1 | 1 | - |
| N Kumaravelu | 7 | 6 | Attended |
| D Krishnan (ceased to be Director w.e.f. 15.09.2011) | 2 | 2 | - |
| M R Kumar | 5 | 4 | - |

c) Number of other Company Boards or Board Committees in which each of the Directors of the Company is a Member or Chairperson:

| Name of Director | Category | Directorships held in other Companies | | Committee Memberships held in other Companies | |
|------------------------|---------------|---------------------------------------|-------------|---|-------------|
| | | As Director | As Chairman | As Member | As Chairman |
| Tvl. | | | | | |
| Dr. N Sundaradevan IAS | Non-Executive | 10 | 3 | - | - |
| Santosh K Misra IAS | Executive | 1 | - | - | - |
| S Krishnan, IAS | Non-Executive | 10 | - | - | - |
| N Mathivanan, IAS | Non-Executive | 1 | 1 | 2 | - |
| V Narayanan | Non-Executive | 4 | 1 | 4 | 1 |
| N Kumaravelu | Non-Executive | 2 | 1 | - | - |
| M R Kumar | Non-Executive | - | - | - | - |
| A Velliangiri | Executive | - | - | - | - |

d. Number of Board Meetings held and the dates on which held:

Seven Board Meetings were held during the year 2011-2012 as against the minimum requirement of four meetings. The meetings were held on the following dates:

27.5.11, 1.8.11, 15.9.11, 11.11.11, 5.1.12, 3.2.12, 30.3.12

e. Information placed before the Board of Directors

The Board has complete access to all the information of the company. The following information is regularly provided to the Board:

1. Minutes of the meetings of the Board, the Audit Committee and Investors' Grievances Committee
2. Quarterly, half yearly and annual financial results of the company and its business segments
3. Annual operating plans and budgets and any updates thereon
4. Capital budgets and any updates thereof
5. Cost Audit report / Secretarial audit report
6. Appointment of statutory auditor, secretarial auditor, cost auditor and internal auditor
7. Materially important show cause, demand, prosecution and penalty notices
8. Legal compliance report and certificate
9. Review of foreign exchange exposures and exchange rate movement, if material
10. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any
11. Any material default in financial obligations to and by the company or substantial non-recoveries against sale, if any
12. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company, if any
13. Significant labour problems and their proposed solutions. Any significant development in human resources / industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme etc.
14. Non-compliance of any regulatory, statutory nature or listing requirements and shareholders' service such as non-payment of dividend, delay in share transfer etc.
15. Issues relating to shareholders such as ratification of transfers, demat status, pending grievances, issue of duplicate share certificates etc.
16. Contracts in which Director(s) are deemed to be interested
17. Details of investment of surplus funds available with the company
18. General disclosure of interest

f. Board material distributed in advance

Agenda papers are circulated to the directors, in advance, in the defined agenda format. All material information is incorporated in the agenda papers for facilitating meaningful, informed and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is placed on the table at the meeting with specific reference to this effect in the agenda.

With the permission of Chairman, in special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. Sensitive subject matters may be discussed at the meeting without written material being circulated in advance for the meeting.

g. Recording minutes of proceedings at Board Meeting

The Company Secretary records the minutes of the proceedings of each Board and Committee meeting. The minutes of the proceedings of a meeting are entered in the minutes book within thirty days from the conclusion of the meeting and signed by the Chairman of the Board or Audit Committee Meeting.

h. Post Meeting Follow-up Mechanism

The guidelines for Board and Committee meetings facilitate an effective post-meeting follow-up, review and reporting process for the decisions taken in the Board and the Committee meetings . The current status of follow up action on the decisions taken is reported to the Board and the Committees thereof in every meeting.

i. Compliance

The Company Secretary is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act, 1956 read with the rules issued thereunder and to the extent feasible , the Secretarial Standards recommended by the Institute of Company Secretaries of India, New Delhi.

All the items on the Agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial/business plans, financial results, detailed presentations are made. The agenda and the relevant notes are sent in advance separately to each Director to enable the Board to take informed decisions.

Particulars of Directors being appointed at the Annual General Meeting and Directors retiring by rotation and seeking reappointment have been given in the Notice convening the 32nd Annual General Meeting along with the Explanatory Statement.

3. Audit Committee

a. Terms of reference

The terms of reference of this Committee are wide enough to cover the matters specified for Audit Committee under Clause 49 of the Listing Agreement as well as in Sec.292(A) of Companies Act and are as follows:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
2. Recommending to the Board the appointment, reappointment and if required, the replacement or removal of the statutory auditors and fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference to :
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Companies with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit functions, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
8. Discussions with internal auditors any significant finding and follow-up thereon
9. Reviewing the findings of any internal investigations by the internal auditors into matter where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
10. Discussions with statutory auditors before the audit commences, nature and scope of audit as well as have post-audit discussion to ascertain any area of concern
11. To look into the reasons for substantial default in the payment to depositors, debentureholders, shareholders (in case of non-payment of declared dividend) and creditors
12. Reviewing the company's financial and risk management policies

13. The audit committee should have discussions with the auditors periodically about the internal control systems, the scope of audit including the observations of the auditors and review the half yearly and annual financial statements before submission to the board and also ensure compliance of internal control systems.
14. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in this section or referred to it by the Board and for this purpose, shall have full access to information contained in the records of the company and external professional advice, if necessary.
15. To review internal audit programme , to ensure co-ordination between the internal and statutory auditors , to ensure the internal audit function is adequately resourced and has appropriate standing within the company and to request internal audit to undertake specific audit projects, having informed management of their intentions.
16. Review of Cost Audit Report
17. Reviewing any other areas which may be specified as role of the audit committee under amendments , if any, from time to time , to the Listing Agreement , Companies Act and other statutes.
18. Considering such other matters as may be required by the Board.
19. To review periodically statutory compliances of various laws, regulatory changes, if any.
- 20 Periodically review pending legal cases

The Audit Committee mandatorily reviews the following information :

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, shall be binding on the Board.

b. Composition, name of members and Chairperson

In TNPL, the Audit Committee was established even before the introduction of the Corporate Governance code. Currently, the following three non-executive Directors are the members in the Audit Committee:

Thiru V Narayanan, Chairman of the Committee

Thiru N Kumaravelu, Member

Thiru M R Kumar, Member

The MD, Dy.Managing Director, Senior Management Executives, Statutory Auditors, External Internal Auditors and Cost Auditors are invited to the Audit Committee meetings.

c. Meetings and attendance during the year

| Director | No. of Meetings Held | Attended |
|--------------|----------------------|----------|
| Tvl. | | |
| V Narayanan | 7 | 7 |
| R R Bhandari | 1 | 1 |
| N Kumaravelu | 7 | 6 |
| D Krishnan | 2 | 2 |
| M R Kumar | 4 | 3 |

The Audit Committee met 7 times during 2011-12 as against the minimum requirement of 4 meetings. The dates on which the meetings were held are given below:

27.5.11, 1.8.11, 15.9.11, 11.11.11, 5.1.12, 3.2.12, 30.3.12

4. Remuneration Committee

a. Remuneration Policy

Thiru Santosh K Misra IAS, was appointed as Managing Director by the Government on 24.1.12. He is being paid remuneration in accordance with the Govt. Rules as applicable to his cadre.

Thiru T K Ramachandran IAS joined the company on 26.5.2010 as Managing Director and was relieved on 9.1.2012. He was paid remuneration in accordance with the Govt. Rules as applicable to his cadre.

Thiru A Velliangiri, as Dy.Managing Director is drawing remuneration as per the Contractual Appointment order dt.19.12.07, details of which were circulated to all the shareholders vide Notice dt.26.12.07 under Sec.302 of the Companies Act, 1956.

No remuneration except sitting fees for attending the Board/Committee Meetings is paid to other Directors. As such, there has been no need to constitute a Remuneration Committee.

b. Details of remuneration for the year ended 31.3.2012

Executive Directors

(Rs. in lakh)

| Name & Position | Pay & Allowances | Reimbursement of medical expenses | Perquisites | Total | Retirement Benefits |
|--|------------------|-----------------------------------|-------------|--------------|--|
| Tvl. Santosh K Misra IAS Managing Director | 1.39 | 0.15 | 0.23 | 1.77 | As per Govt. rules applicable to his cadre |
| T K Ramachandran IAS Managing Director (ceased w.e.f.9.1.2012) | 1.99 | 0.50 | 0.32 | 2.81 | -do- |
| A Velliangiri Dy.Managing Director | 22.34 | 1.28 | 3.98 | 27.60 | Gratuity and Superannuation as per rules of the company Included in the perquisites |
| Total | 25.72 | 1.93 | 4.53 | 32.18 | |

Non-Executive Directors

Remuneration by way of sitting fees for attending Board/ Board Committee Meetings are paid only to non-executive Directors. Sitting fees paid to non-executive Directors during the financial year are given below:

| Name of the Director | Sitting Fees paid (Rs.) | | |
|--------------------------------|-------------------------|---------------|-----------------------|
| | Board | Audit | Investors' Grievances |
| Tvl. Dr. N Sundaradevan IAS | 105000 * | - | - |
| Rajeev Ranjan IAS | 45000 * | - | - |
| S Krishnan IAS | 45000 * | - | - |
| N Mathivanan IAS | 30000 * | - | - |
| V Narayanan | 105000 | 105000 | 15000 |
| R R Bhandari | 15000 | 15000 | - |
| N Kumaravelu | 90000 | 90000 | 15000 |
| D Krishnan | 30000 | 30000 | - |
| M R Kumar | 60000 ** | 45000 ** | - |
| Total | 525000 | 285000 | 30000 |

* remitted to Govt. of Tamil Nadu

** remitted to LIC of India Ltd.

Independent Directors were paid sitting fees of Rs.15000/- per meeting of the Board/ Committee of the Board during the year.

The company has also taken Director's and Officer's (D&O) liability insurance to protect its directors' personal liability for financial losses that may arise out of their unintentional wrongful acts.

Shareholdings of Directors

None of the Directors is holding any shares in the company.

5. Shareholders' Committee

a. Shareholders'/Investors' Grievances Committee

Shareholders' complaints/grievances are redressed by the Registrar and Transfer Agent, namely M/s.Cameo Corporate Services Limited. The Board also constituted the Shareholders'/Investors' Grievances Committee in August 2001. The following three non-executive directors are the members in the Shareholders'/ Investors' Grievances Committee as on 31.3.2012.

- | | | |
|----|--------------------|---------------------------|
| 1. | Thiru V Narayanan | Chairman of the Committee |
| 2. | Thiru N Kumaravelu | Member |
| 3. | Thiru M R Kumar | Member |

The Shareholders'/Investors' Grievances Committee met on 30th March 2012 and reviewed the grievances / complaints received and the action taken on the grievances / complaints.

Terms of reference:

The functioning and broad terms of reference of the Investors' Grievances Committee as adopted by the Board are as under:

- a. To monitor work related to:
 - transfer and/or transmission of equity shares of the company
 - dematerialisation / rematerialisation of the shares of the company
 - sub-division, consolidation and /or replacement of any share certificate(s) of the company
- b. Approval of issue of duplicate share certificates against the original share certificates
- c. To look into the redressing of shareholders and investors complaints like Transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend, review of dematerialisation, rematerialisation, shareholding pattern, distribution schedules etc.
- d. To do all other acts or deeds as may be necessary or incidental thereto
- e. The Committee also reviews the performance of the company's RTA and their system of dealing with and responding to correspondence from all categories of shareholders. The manner and timeliness of dealing with complaint letters received from Stock Exchanges/SEBI/Ministry of Corporate Affairs etc. and the responses thereto are reviewed by this Committee.

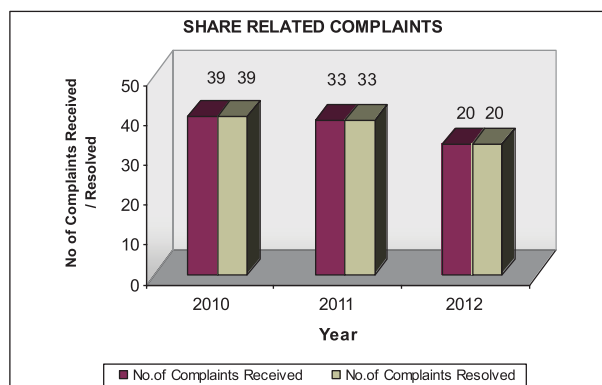
The main object of the Committee is to strengthen investor relations.

The Company Secretary, being the Compliance Officer, is entrusted with the responsibility, to specifically, look into the redressal of the shareholders and investors complaints and report the same to the Investors' Grievances Committee.

Complaints Status:1.4.2011 to 31.3.2012

| Correspondence in the nature of complaints from (Received and Resolved) | Q1 | Q2 | Q3 | Q4 | Total |
|---|----------|----------|----------|----------|-----------|
| Securities and Exchange Board of India | - | - | 2 | - | 2 |
| Stock Exchanges | - | - | - | - | - |
| Shareholders | 5 | 6 | 3 | 4 | 18 |
| Total | 5 | 6 | 5 | 4 | 20 |

Given below is the trend of share related complaints during last three years:



All the complaints received from the shareholders during the year were duly resolved. There are no complaints remaining unresolved as at the beginning and end of the year.

b. Share Transfer Committee

To expedite the process of share transfers, share transmission, demat, remat etc., the Board has delegated the powers of share transfers to a Committee comprising of CMD/MD, DMD and Deputy General Manager (Finance). The Share Transfer Committee attends to the share transfer formalities thrice a month. The business transacted at the Share Transfer committee meetings is placed before the Board regularly.

All valid share transfers during the year ended 31.3.12 have been acted upon. No share transfer was pending as on 31.3.12.

6. General Body Meetings

a. Last three Annual General Meetings were held as below:

| Year | Location | Date | Time | Special Resolution passed In the AGM by shareholders |
|---------|--------------------------|-----------|----------|--|
| 2008-09 | Music Academy Chennai 14 | 9.9.2009 | 10.25 AM | No |
| 2009-10 | -do- | 8.9.2010 | 10.30 AM | No |
| 2010-11 | -do- | 15.9.2011 | 10.30 AM | No |

Postal Ballot

No special resolution was put through postal ballot last year nor is any proposed for this year

Circular Resolution

Recourse to circular resolution is made in exceptional and emergent cases that are recorded at the succeeding Board/ Committee Meetings. During the year, three circular resolutions were passed which were recorded at the subsequent Board meetings.

Secretarial Compliance Report

- a. As a measure of good corporate governance practice, though not legally required, a Secretarial Audit on the compliance of corporate laws and SEBI regulations was conducted by M/s.R Sridharan & Associates, Practicing Company Secretaries for the financial year ended 31st March 2012.
- b. Secretarial Audit Reports

As stipulated by SEBI, a qualified practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services(India) Limited and the total issued and listed capital. The Audit confirms that the total listed and paid up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held by NSDL and CDSL) and total number of shares in physical form.

Quarterly Secretarial Audit Reports on reconciliation of the total admitted capital with NSDL/CDSL and the total issued and listed capital were furnished to the Stock Exchanges on the following dates:

| For the quarter ended | Furnished on |
|------------------------------|---------------------|
| 30th June 2011 | 8th July 2011 |
| 30th September 2011 | 10th October 2011 |
| 31st December 2011 | 10th January 2012 |
| 31st March 2012 | 9th April 2012 |

Secretarial Standards

The Institute of Company Secretaries of India (ICSI) is one of the premier professional bodies in India. ICSI has issued Secretarial Standards on important aspects like Board meetings, General Meetings, payment of Dividend, Maintenance of Registers and Records, minutes of meetings and transmission of shares and debentures, passing of resolutions by circulation, affixing of Common Seal, Forfeiture of shares and Board's Report . Though these standards are recommendatory in nature, the company adheres to the standards voluntarily.

Role of Company Secretary in overall governance process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the directors and senior management for effective decision making at the meetings. The Company Secretary is primarily responsible to ensure compliance with applicable statutory requirements and is the interface between the management and regulatory authorities for governance matters. All the Directors of the Company have access to the advice and services of the Company Secretary.

Quarterly Compliance Report

The Company has submitted for each of the 4 quarters during 2011-12 the Compliance Report on Corporate Governance to stock exchanges in the prescribed format within 15 days from the close of the quarter.

7. Disclosures

- a. There are no significant Related Party Transactions during the year of material nature, with its promoters, the directors or the management or their subsidiaries or relatives etc. potentially conflicting with company's interest at large. Related Party transactions are disclosed in the notes to Accounts forming part of this Annual Report.
- b. As per Clause 49(V) of the Listing Agreement, the Chief Executive Officer i.e.Managing Director and the Chief Financial Officer i.e.Deputy Managing Director certified to the Board on their review of financial statements and cash flow statements for the financial year ended 31st March 2012 in the form prescribed by Clause 49 of the Listing Agreement which is annexed.
- c. There were no instances of non-compliance on any matter relating to the capital market during the last three years
- d. The company has complied with all Mandatory requirements of the Clause 49 of the Listing Agreement. As regards the non-Mandatory requirements, the extent of compliance has been stated in Part B of this report.
- e. Details of information on appointment of new/re-appointment of directors:
A brief resume, nature of expertise in specific functional areas, names of companies in which the person already holds directorship and membership of committees of the Board forms part of the Notice convening the 32nd Annual General Meeting.
- f. Presently, the company does not have whistle blower policy

Code of Conduct

The Board of Directors has framed the Code of Conduct for Board Members and Senior Management. The code of conduct has been communicated to the Directors and the Members of the Senior Management. The code of conduct has also been posted on the Company's website www.tnpl.co.in Affirmation of compliance of Code of Conduct for the financial year 2011-12 has been received from the Directors and Senior Management personnel of the company.

8. Means of Communication

- a. Half-yearly report sent to each household of shareholders : No *
- b. Quarterly results :
Newspapers published in : Economic Times
Financial Express
Business Standard
Business Line
Dhinathanthi
Website where displayed : www.tnpl.co.in
- c. Whether the website also displays official news releases and presentations to the media, analysts, institutional investors etc. ? : Yes
- d. Audited financial results (Newspapers published in) : Economic Times
Business Standard
Business Line
Dhinathanthi
- e. Whether MD&A (Management Discussion & Analysis) is a part of Annual Report? : Yes
- * As the results are published in newspapers having wide circulation and also displayed on the company's website, half yearly results are not sent separately to each shareholder
- The company also informs by way of intimation to the Stock Exchanges all price sensitive matters and such other matters which in its opinion are material and of relevance to the shareholders and subsequently issues a Press Release on the said matters.

9. Risk Management

The company has established risk assessment and minimization procedures, which are reviewed by the Audit Committee and the Board periodically. There is a structure in place to identify and mitigate various identifiable risks faced by the company from time to time. After assessment, controls are put in place with specific responsibility of the concerned officer of the company.

10. Shareholders' Information

1. 32nd Annual General Meeting

| | |
|---------------------------|--|
| Day, Date and Time | Friday, 21st September 2012 at 10.25 a.m. |
| Venue | The Music Academy, 168, T.T.K.Road, Chennai-600 014. |

2. Financial Year Calendar (2012-2013) (Tentative) : The Company follows the period of 1st April to 31st March, as the Financial Year. For the Financial year 2012-13, Financial Results will be announced as per the following tentative schedule

| | |
|---------------------------------------|------------------------------|
| 1st quarter ending June 30, 2012 | Second week of August 2012 |
| 2nd quarter ending September 30, 2012 | Second week of November 2012 |
| 3rd quarter ending December 31, 2012 | Second week of February 2013 |
| 4th quarter ending March 31, 2013 | Fourth week of May 2013 |

3. Book closure date : 14.09.2012 to 21.09.2012 (both days inclusive) on account of AGM and Dividend.
- 4(a) Dividend payment date : 22-09-2012 onwards.
- 4(b) Dividend Policy :
Dividends, other than Interim dividend(s), are to be declared at the Annual General Meetings of Shareholders based

on the recommendation of the Board of Directors. Generally, the factors that may be considered by the Board of Directors before making any recommendations for dividend include, without limitation, the Company's future expansion plans and capital requirements, profits earned during the fiscal year, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions. The Board of Directors may also from time to time pay interim dividend(s) to Shareholders.

5. Listing of Equity Shares on

(a) Stock Exchanges at :

(1) National Stock Exchange of India Limited,
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

(2) Mumbai Stock Exchange
Listing Department
Phiroze Jeejeebhoy Towers
25th Floor
Dalal Street
Mumbai 400 001

(b) Depositories at :

(1) National Securities Depository Ltd.
Trade World, 4th Floor, 'A' Wing
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel, Mumbai – 400 013.

(2) Central Depository Services (India) Limited
16-17th Floor, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001.

(c) Debenture Trustees :

Vijaya Bank
Merchant Banking Division
H.O. 41/2 M.G. Road
Trinity Circle
Bangalore – 560 001

- Listing fee for Equity shares and Debt Securities for the year 2012 -2013 has been paid to the above Stock Exchanges.
- The annual custodial fees for the Financial Year 2012-13 has been paid to National Securities Depository Ltd.(NSDL) and Central Depository Services (India) Ltd. (CDSL)

6. Stock Code / Symbol

| | |
|--|-----------------------|
| 1. BSE | "TNPL 531426" |
| 2. NSE | "TNPL EQ" |
| 3. International Securities Identification No. | INE 107A01015 |
| 4. Corporate Identity Number (CIN) allotted by The Ministry of Corporate Affairs | L22121TN1979PLC007799 |

7(a).Market Price Data (In Rs.)

| | Bombay Stock Exchange(BSE) | | | National Stock Exchange (NSE) | | |
|----------------|----------------------------|-----------|--------|-------------------------------|-----------|--------|
| | High Price | Low Price | Volume | High Price | Low Price | Volume |
| April 2011 | 141.30 | 137.50 | 11678 | 141.75 | 137.00 | 97700 |
| May 2011 | 129.50 | 126.00 | 37294 | 129.70 | 126.25 | 120000 |
| June 2011 | 119.00 | 114.45 | 8881 | 120.00 | 115.10 | 26900 |
| July 2011 | 122.40 | 116.55 | 9260 | 121.50 | 117.15 | 49100 |
| August 2011 | 108.60 | 107.45 | 11407 | 108.75 | 107.25 | 41800 |
| September 2011 | 100.40 | 94.65 | 19187 | 99.80 | 94.30 | 35100 |
| October 2011 | 103.40 | 101.50 | 10967 | 105.00 | 101.05 | 87000 |
| November 2011 | 87.50 | 86.15 | 1863 | 87.35 | 86.00 | 7800 |
| December 2011 | 81.45 | 79.60 | 6933 | 81.70 | 80.25 | 19500 |
| January 2012 | 92.95 | 92.40 | 100 | 94.55 | 91.25 | 13700 |
| February 2012 | 101.40 | 97.70 | 5411 | 101.80 | 97.75 | 18600 |
| March 2012 | 109.00 | 88.50 | 420397 | 108.75 | 94.10 | 478446 |

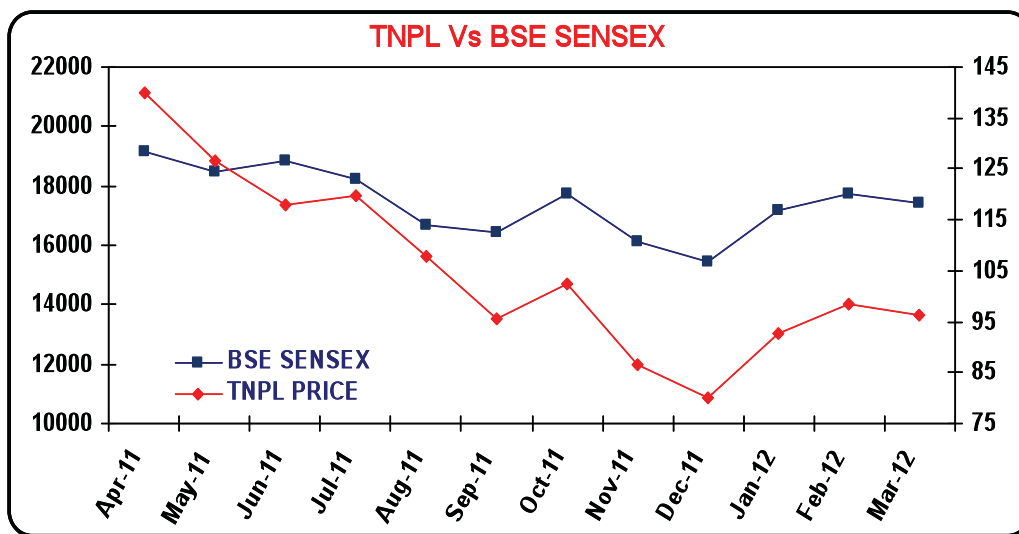
7(b).Market Capitalisation (Rs.)

| Market Capitalisation | BSE | NSE |
|-----------------------|---------------|---------------|
| As on March 31, 2011 | 911,15,75,490 | 909,08,12,310 |
| As on March 31, 2012 | 667,19,01,840 | 664,42,17,600 |

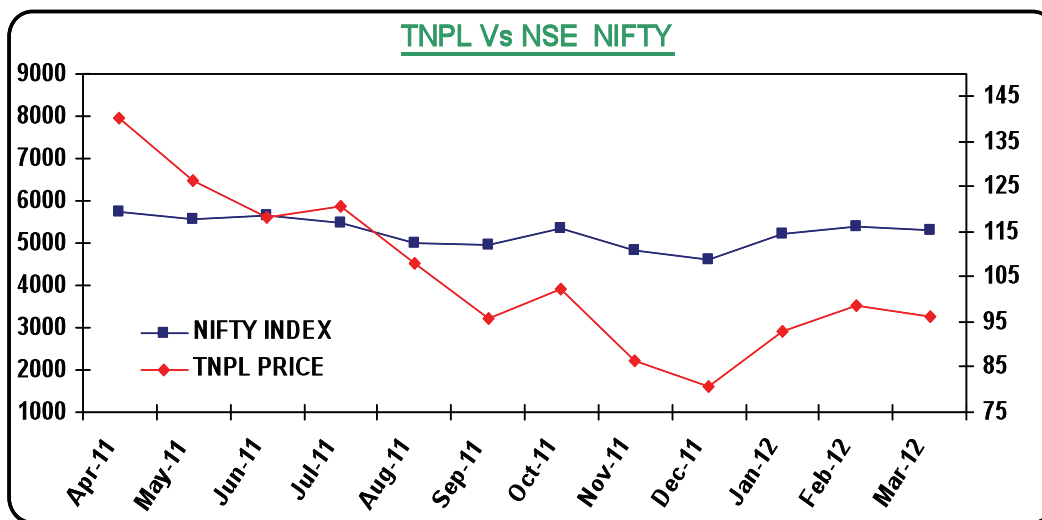
8. Share price performance in comparison to broad based indices – BSE Sensex and NSE Nifty :

For the years April 2010 to March 2012 :

| YEAR | BSE SENSEX | | | NSE NIFTY | | |
|-----------|------------------------------|--------------------|-------------------------|------------------------------|-------------------|------------------------|
| | % CHANGE IN TNPL SHARE PRICE | % CHANGE IN SENSEX | TNPL REACTIVE TO SENSEX | % CHANGE IN TNPL SHARE PRICE | % CHANGE IN NIFTY | TNPL REACTIVE TO NIFTY |
| 2010-2011 | 46.85 % | 10.94 % | 35.91 % | 46.68 % | 11.14 % | 35.54 % |
| 2011-2012 | (-) 26.78 % | (-) 10.50 % | (-) 16.28 % | (-) 26.91 % | (-) 9.23 % | (-)17.68 % |
| 2010-2012 | (+) 5.76 % | (-) 1.63 % | 7.39 % | (+) 5.61 % | (+) 0.1 % | (+)5.51 % |



SENSEX and TNPL share prices are based on month end closing rates.



NIFTY and TNPL share prices are based on month end closing rates.

9. Registrar and Transfer Agent : Securities Exchange Board of India (SEBI) has mandated, vide Circular No. D&CC/FITTC/CIR-15/2002 dated December 27, 2002 that all Share Registry work relating to both physical shares and shares held in electronic mode must be maintained at a single point, either in-house or by a SEBI registered Registrar and Transfer Agent.

The Company has already enlisted the services of M/s Cameo Corporate Services Ltd., Chennai to act as Registrar and Transfer Agents to handle all investor services relating to shares held in physical form as well as in electronic mode. Their address is given below :

M/s. Cameo Corporate Services Ltd.
V Floor, "Subramanian Building",
No.1 Club House Road,
Chennai – 600 002
Tel.No.044-28460390 - 28460395
Fax No.044-28460129
E-mail ID : cameo@cameoindia.com

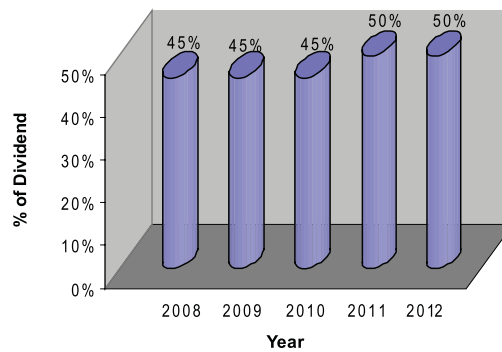
10. Share Transfer System :

- i) Share Transfers : The shares of the Company, being in the compulsory demat list, are transferable through the depository system. Shares in physical form are processed and the share certificates are generally returned within a period of 15 days from the date of receipt.
- All transfers/transmissions/remat received are processed and approved by the Share Transfer Committee which normally meets twice in a month. Shares under objection are returned within two weeks.
- ii) Nomination facility for shareholding : As per the provisions of the amended Companies Act 1956, facility for making nomination is available for shareholders in respect of shares held by them. Nomination forms can be obtained from the share transfer agent.
- iii) Payment of dividend through Electronic Clearing Services : The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends through Electronic Clearing Service (ECS) to the Investors wherever ECS and Bank details are available. In the absence of ECS facility, the Company is required to print the Bank account details, if available, on payment instruments, for distribution of dividend etc. to the shareholders.
- iv) Unclaimed dividends : The company is required to transfer dividends which have remained unpaid/unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. The Company will accordingly be required to transfer in the year 2012 the dividend for the year ended March 31, 2005 which have remained unclaimed/unpaid.
- v) Details of dividend pending to the Unpaid/Unclaimed Dividend Account as on March 31, 2012:
- a. For the year 2004-2005 : Rs. 5,75,223.00
 - b. For the year 2005-2006 (Interim) : Rs. 5,45,558.99
 - c. For the year 2005-2006 (Final) : Rs. 3,81,337.50
 - d. For the year 2006-2007 (Interim) : Rs. 4,12,173.00
 - e. For the year 2006-2007 (Final) : Rs. 6,75,742.50
 - f. For the year 2007-2008 (Interim) : Rs. 4,98,822.00
 - g. For the year 2007-2008 (Final) : Rs. 6,21,582.49
 - h. For the year 2008-2009 (Final) : Rs. 8,75,313.00
 - i. For the year 2009-2010 (Final) : Rs. 12,88,350.00
 - j. For the year 2010-2011 (Final) : Rs. 13,58,915.00
- vi) Correspondence regarding Change of Address etc. : Shareholders are requested to ensure that any correspondence for change of address, change in Bank Mandates etc. should be signed by the first named shareholder. Shareholders who hold shares in dematerialized form should correspond with the Depository participant with whom they have opened Demat Account/s.
- vii) Pending Investors' Grievances : Any Shareholder whose grievance has not been resolved to his/her satisfaction may kindly write to the Sr.Manager (Secretarial and Internal Audit) at the Registered Office with a copy of the earlier correspondence.

11. Dividend History (Last 5 Years)

| Financial Year | Dividend % | Total Dividend (Rs. in Lakhs) |
|----------------|------------|-------------------------------|
| 2007-08 | 45% | 3114.48 |
| 2008-09 | 45% | 3114.48 |
| 2009-10 | 45% | 3114.48 |
| 2010-11 | 50% | 3460.53 |
| 2011-12 | 50% | 3460.53 |

Dividend History of the Company (For the past 5 years)



12. Distribution of Shareholding as on 31st March, 2012.

DISTRIBUTION SCHEDULE AS ON 31ST MARCH, 2012

| Category (Amount) | No. of Cases | % of Cases | Total Shares | Amount (Rs.) | % of Amount |
|--------------------|--------------|---------------|-----------------|------------------|---------------|
| 1 - 5000 | 25480 | 90.36 | 2979832 | 29798320 | 4.31 |
| 5001 - 10000 | 1302 | 4.62 | 1091328 | 10913280 | 1.58 |
| 10001 - 20000 | 630 | 2.23 | 991790 | 9917900 | 1.43 |
| 20001 - 30000 | 220 | 0.78 | 571321 | 5713210 | 0.83 |
| 30001 - 40000 | 109 | 0.39 | 387863 | 3878630 | 0.56 |
| 40001 - 50000 | 97 | 0.34 | 463913 | 4639130 | 0.67 |
| 50001 - 100000 | 177 | 0.63 | 1327527 | 13275270 | 1.92 |
| 100001 - And Above | 182 | 0.65 | 61397026 | 613970260 | 88.70 |
| Total | 28197 | 100.00 | 69210600 | 692106000 | 100.00 |

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2012

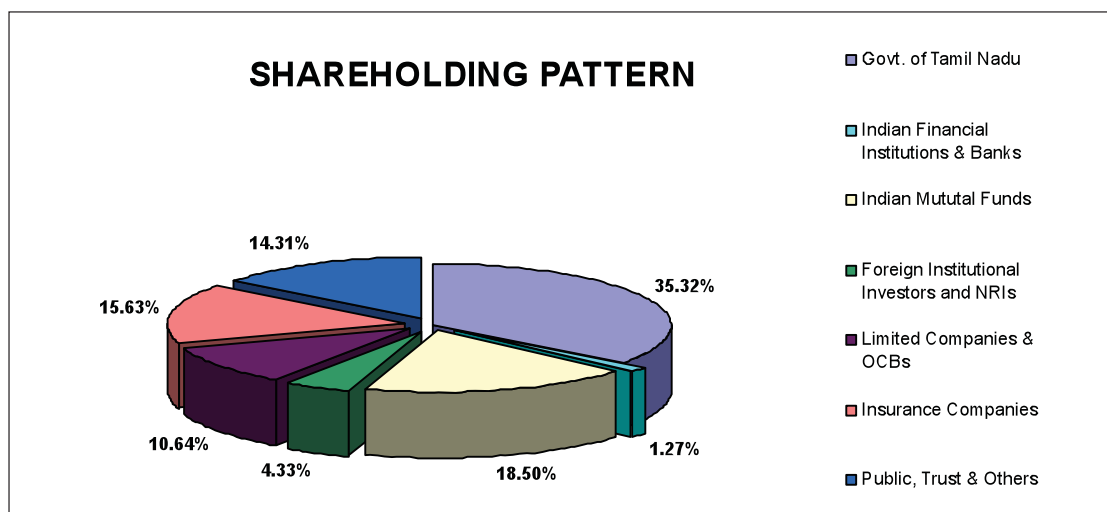
| | CATEGORY | NO OF SHARES | Percentage |
|-----------|---|---------------------|-------------------|
| A | PROMOTER'S HOLDING | | |
| 1 | Promoters | | |
| | - Indian Promoters | 24444900 | 35.32 |
| | - Foreign Promoters | Nil | Nil |
| 2 | Persons acting in Concert | --- | --- |
| | SUB-TOTAL | 24444900 | 35.32 |
| B. | NON-PROMOTERS HOLDING | | |
| 3 | Indian Financial Institutions | 793739 | 1.15 |
| | a. Mutual Funds and UTI | 12800990 | 18.50 |
| | b. Banks, Financial Institutions, Insurance Companies, (Central/State Govt. Institutions/Non-Government Institutions) | 13707804 | 19.80 |
| | c. Foreign Institutional Investors | 2502613 | 3.61 |
| | SUB-TOTAL | 29805146 | 43.06 |
| 4 | OTHERS | | |
| | a. Private Corporate Bodies | 4539777 | 6.56 |
| | b. Indian Public | 9882249 | 14.28 |
| | c. NRIs/OCBs | 509534 | 0.74 |
| | d. Others | 28994 | 0.04 |
| | SUB-TOTAL | 14960554 | 21.62 |
| | GRAND TOTAL | 69210600 | 100.00 |

LIST OF TOP TEN SHAREHOLDERS AS ON 31.03.2012

| Sl.No. | Name of the Shareholder(s) | No. of Shares | % to Equity |
|---------------|--|----------------------|--------------------|
| 1 | Governor of Tamilnadu | 24444900 | 35.32 |
| 2 | Life Insurance Corporation of India | 6891158 | 9.96 |
| 3 | HDFC Trustee Company Limited - HDFC Prudence Fund | 3981634 | 5.75 |
| 4 | Reliance Capital Trustee Company Limited A/C Reliance Growth Fund | 3439960 | 4.97 |
| 5 | HDFC Trustee Company Ltd HDFC MF Monthly Income Plan Long Term Plan | 2238648 | 3.23 |
| 6 | Warburg Value Fund | 2155649 | 3.11 |
| 7 | General Insurance Corporation of India | 2110074 | 3.05 |
| 8 | Bajaj Allianz Life Insurance Co. Ltd. | 1136753 | 1.64 |
| 9 | ICICI Prudential Discovery Fund | 1000000 | 1.44 |
| 10 | IL and FS Securities Services Limited | 952000 | 1.38 |

Share Holding Pattern

| Sl. No. | Name | As on 31-03-2012 | | As on 31-03-2011 | |
|---------|---|------------------|---------------|------------------|---------------|
| | | No. of Shares | % of Holdings | No. of Shares | % of Holdings |
| 1. | Governor of Tamilnadu | 24444900 | 35.32 | 24444900 | 35.32 |
| 2. | Foreign Institutional Investors | 2502613 | 3.62 | 1374067 | 1.99 |
| 3. | Indian Mutual Funds | 12800990 | 18.50 | 13725507 | 19.83 |
| 4. | Banks | 81860 | 0.12 | 87645 | 0.13 |
| 5. | Financial Institutions | 793739 | 1.15 | 788294 | 1.14 |
| 6. | Insurance Companies | 10817364 | 15.63 | 10847364 | 15.67 |
| 7. | Non-Resident Companies (OCB) | 15000 | 0.02 | 15000 | 0.02 |
| 8. | Employees | 31900 | 0.05 | 33300 | 0.05 |
| 9. | Limited Companies | 7348357 | 10.62 | 6699180 | 9.67 |
| 10. | NRI | 494534 | 0.71 | 494882 | 0.72 |
| 11. | Public & Trust | 9851849 | 14.23 | 10245685 | 14.80 |
| 12. | Shares Dematerialised/Shares in Transit | 27494 | 0.03 | 454776 | 0.66 |
| | Total | 69210600 | 100.00 | 69210600 | 100.00 |

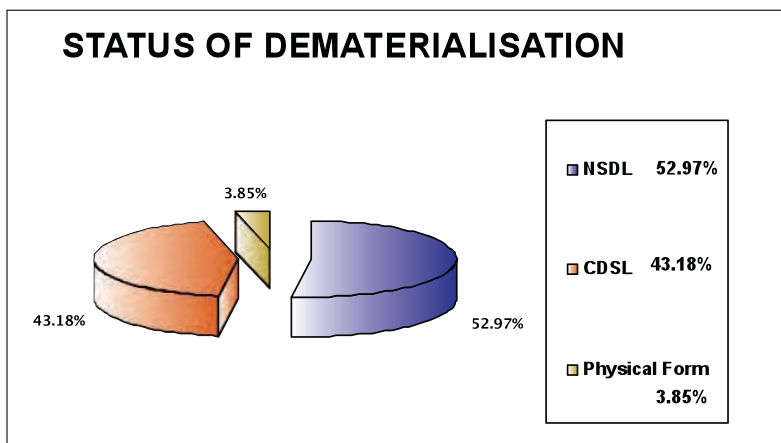


13. Dematerialisation of Shares and liquidity : For Dematerialisation of Equity shares, the Company has entered into a tripartite agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company's Equity shares have been included in the list in which trading is compulsory for all investors in dematerialised form, along with other scrips, from 8-5-2000.

Details of Demat shares as at 31st March 2012:

| Category | No. of Shareholders | No. of Shares | % to Capital |
|--------------|---------------------|-----------------|---------------|
| PHYSICAL | 3958 | 2664492 | 3.85 |
| NSDL | 17768 | 36664221 | 52.97 |
| CDSL | 6471 | 29881887 | 43.18 |
| TOTAL | 28197 | 69210600 | 100.00 |

STATUS OF DEMATERIALISATION



As on 31st March 2012, 24239 shareholders are holding shares in demat form. 6,65,46,108 (96.15%) shares have been dematerialized, representing 52.97% in NSDL and 43.18% in CDSL of the total Equity Share capital. 26,64,492 shares are in Physical form representing 3.85%.

14. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity : Nil
15. Plant locations : Kagithapuram
Karur District
Tamil Nadu
Pin : 639 136
Tel.No.04324-277001 to 277017
Fax : 04324-277025/277026/277027
16. Address for correspondence :
- (a) Investor correspondence for transfer/dematerialisation of shares, payment of dividend on shares and any other query relating to the shares of the Company. : M/s Cameo Corporate Services Ltd.
V Floor, "Subramanian Building"
No.1 Club House Road, Chennai-600 002.
Tel.No. 044-28460390 - 28460395
Fax No. 044-28460129
E-mail ID : cameo@cameoindia.com
Contact Person : Thiru D Narasimhan, Asst. Manager
- (b) Any query on Annual Report : Shares Department
Tamil Nadu Newsprint and Papers Ltd.
67, Mount Road, Guindy,
Chennai – 600 032.
Tel.No .22354417 Fax No. 22350834 & 22354614
e-mail address : shares@tnpl.co.in
secretarial@tnpl.co.in
sivakumar.vs@tnpl.co.in
response@tnpl.co.in
Contact Person : Thiru V Sivakumar, Sr.Manager (Secretarial and Internal Audit)
- (c) E-mail ID of Investor Grievances Section : invest_grievances@tnpl.co.in
- (d) Name of the Compliance Officer : A. Velliangiri, Deputy Managing Director and Company Secretary

11. REQUEST TO INVESTORS

- Investors are requested to communicate change of address, if any, directly to the share transfer agent of the company at the above address
- To avoid the incidence of fraudulent encashment of dividend warrants, members are requested to intimate the company under the signature of the Sole/First Joint holder, the following information so that the bank account number and name and address of the bank can be printed on the dividend warrants:
 - i) Name of Sole/First Joint holder and Folio number
 - ii) Particulars of bank account viz.
 - Name of bank
 - Name of branch
 - Complete address of bank with PINCODE
 - Account type, whether Savings Bank(SB) or Current Account(CA)
 - Bank account number
- The shareholders are requested to dematerialize their physical share certificates, through a depository participant. Shareholders requiring any further clarification/ assistance on the subject may contact the company's share transfer agent
- The amended provisions of the Companies Act, 1956, provide for Nomination facility to Members. Members are requested to write to the RTA for more information, if any needed on Nomination facility and /or to get a copy of Nomination Form.
- The mandate, if given by the Members in respect of shares held in physical form will not be applicable to the dividend payable on shares held by them in demat mode and vice versa. Members holding shares in demat mode must, therefore give instructions regarding the bank account in which they wish to receive dividend to their DPs.
- The shareholders are advised to avail 'Electronic Clearing Service(ECS)' available in all RBI Centres for receiving the dividend by direct electronic credit to the bank account. ECS provides protection against fraudulent interception and encashment of dividend warrants or damage to dividend warrants in transit or problem of revalidation/ issuance of duplicate dividend warrants and there is no extra cost. Option of availing the facility may be informed to the RTA in respect of the shares held in physical form and to the respective Depository Participant(DP) in respect of shares held in electronic form.
- Members holding shares in demat form are requested to incorporate the DP Id number and Client Id Number in the Attendance Slip/ Proxy form for easy identification of attendance at the meeting.
- Investors are requested to kindly note that any dividend which remains unencashed for a period of seven years will get transferred to "Investors Education and Protection Fund" in terms of Section 205C of the Companies Act, 1956.
- Members who have not encashed their dividend warrants in respect of dividends declared for the year ended 31st March 2005 and for any financial year thereafter may contact the company and surrender their warrants for payment. Members are requested to note that the dividend not claimed for a period of seven years from the date they first became due for payment shall be transferred to Investor Education and Protection Fund (IEPF) in terms of Section 205 C of the Companies Act, 1956. Yearwise details of the amount to be transferred to IEPF are given below:

| Year | Dividend type | Dividend % | Date of declaration | Due for transfer to IEPF |
|---------|---------------|------------|---------------------|--------------------------|
| 2004-05 | Final | 27.5 | 22.08.2005 | 27.10.2012 |
| 2005-06 | Interim | 15 | 17.10.2005 | 22.12.2012 |
| 2005-06 | Final | 15 | 25.08.2006 | 30.10.2013 |
| 2006-07 | Interim | 15 | 12.10.2006 | 17.12.2013 |
| 2006-07 | Final | 25 | 31.08.2007 | 05.11.2014 |
| 2007-08 | Interim | 20 | 27.10.2007 | 02.01.2015 |
| 2007-08 | Final | 25 | 29.08.2008 | 03.11.2015 |
| 2008-09 | Final | 45 | 09.09.2009 | 14.11.2016 |
| 2009-10 | Final | 45 | 08.09.2010 | 13.11.2017 |
| 2010-11 | Final | 50 | 15.09.2011 | 20.11.2018 |

B. NON-MANDATORY REQUIREMENTS

1. The Board

- a. Whether Chairman of the Board is entitled to maintain a Chairman's Office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties

The Chairman is a Non- executive Director in the company. The Chairman does not maintain an office at the Company's expenses.

- b. Independent directors may have a time not exceeding in the aggregate a period of nine years on the Board of the Company

Presently the company has not adopted the above non-mandatory requirement.

2. Remuneration Committee

The Company has not formed Remuneration Committee.

3. Shareholders' Rights

- a. The quarterly financial results are announced within one month from the close of the respective quarter. However, in case of the last quarter, the quarterly results and the annual results are announced within three months from the close of the quarter. The results are published in leading newspapers. The financial results, press releases and other major events/ developments concerning the company are also posted on the company's website www.tnpl.co.in

The half-yearly results of the company are published in more than one English newspaper having a wide circulation and in one Tamil Newspaper. (vide para 8(d) of this Report). The results are not sent to the shareholders individually.

4. Audit Qualification

The Company has ensured to remain in the regime of unqualified financial statement

5. Training of Board Members

Presently the company does not have training programme for Board Members.

6. Mechanism for evaluating non-executive Board Members

Presently the company does not have any mechanism for evaluating the performance of Non-executive Board Members

7. Whistle Blower Policy

Presently the company does not have a Whistle Blower Policy

Compliance with the Corporate Governance Voluntary Guidelines 2009

With an objective of encouraging adoption of better practice in achieving the highest standard of corporate governance, the Ministry of Corporate Affairs, Government of India published the Corporate Governance Voluntary Guidelines 2009. These guidelines will also translate into a much higher level of stakeholders' confidence to ensure long term sustainability and value generation by business. The guidelines broadly focus on areas such as Board of Directors, responsibilities of the Board, Audit Committee functions, roles and responsibilities, appointment of Auditors, compliance with Secretarial Standards and a mechanism for whistle blower support. The company is substantially in compliance with the Corporate Governance Voluntary Guidelines 2009 and is in the process of adopting and implementing other practices as suggested in the Guidelines.

For and on behalf of the Board

Date:29.5.2012
Place:Chennai

SANTOSH K MISRA IAS
MANAGING DIRECTOR