R.Sridharan & Associates
Company Secretaries

New No. 5, (Old No.12), Sivasailam Street
T.Nagar, Chennai - 600 017.
Phone : 42166988, 43502997, 42555587
Telefax : 044-42137082
email : sribhav@aryes.in
sridharan.r@aryes.in

23rd September,2013

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

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

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

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

	RESOLVED FURTHER THAT pursuant to Section 149(2A) of the Companies Act, 1956, sanction be and is hereby accorded to the Board of Directors to carry on the new business as envisaged under amended sub-clauses 13 & 14 of Clause III (Object Clause) of the Memorandum of Association of the company mentioned above. **RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take all such steps as may be necessary to give effect to the above resolution.

WE REPORT that the Postal ballot notice dated **8th August, 2013** under Section 192A of the Companies Act, 1956, was issued individually to all the shareholders and the notices were despatched by Physical mode and E-mails for those shareholders who have provided e-mail id on 20th August, 2013.

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

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

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

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

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

R. SRIDHARAN & ASSOCIATES
(OLD No. 12)
NEW No. 5
GROUND FLOOR
SIVASAILAM STREET
OFF. HABIBULLA ROAD
T. NAGAR, CHENNAI-17
COMPANY SECRETARIES

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

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

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

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

Summary of Postal Ballot

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

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

RESULTS

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

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

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

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

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

Thanking You

Yours faithfully,
For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

CS R.SRIDHARAN
C P No. 3239
FCS No. 4775

Encl.: a/a

R. SRIDHARAN & ASSOCIATES
(OLD No. 12)
NEW No. 6
GROUND FLOOR
SIVASAILAM STREET
OFF. HABIBULLAH ROAD
T. NAGAR, CHENNAI-17
COMPANY SECRETARIES