TAMILNADU NEWSPRINT AND PAPERS LIMITED

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

NOTICE OF POSTAL BALLOT
PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

To
The Members of
Tamil Nadu Newsprint and Papers Limited

Notice is hereby given pursuant to Section 192 A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 for the consent of the Members to be obtained by means of Postal Ballot/e-voting under Section 17 of the Companies Act, 1956 for amendment of objects clause of the Memorandum of Association of the Company.

The draft Special Resolution for altering the Objects Clause is appended below and an Explanatory Statement pertaining to the said resolution setting out material facts and the reasons for the resolution are annexed thereto.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with the Stock Exchanges on which its Equity Shares are listed and provisions of Section 192A of the Companies Act, 1956, the company has appointed Central Depository Services (India) Ltd.(CDSL) as the agency for electronic voting in this regard and such of the shareholders who wish to vote electronically may follow the detailed instructions given for e-voting as appended to this notice.

The Members are requested to carefully read the instructions printed in the postal ballot form sent herewith and return the form duly completed and signed in the attached self-attested business reply envelope, so as to reach the Scrutiniser not later than Friday the 20th September 2013. Please note that the consent received after thirty days from the date of issue of this notice shall be treated as if reply from the member has not been received. Hence, members are requested to mail the Postal Ballot Form so as to reach on or before 20th September 2013. No other form or photocopy thereof is permitted.

The Board of Directors has appointed Mr.R Sridharan of M/s.R Sridharan & Associates, Company Secretaries, having office at New No.5, Old No.12, Sivasailam Street, T Nagar, Chennai 600 017 as the Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutiniser will submit his Report to the Chairman and Managing Director of the Company after completion of the scrutiny of postal ballots. The Chairman and Managing Director or any other Director of the Company will announce the results at the Registered Office of the company on Tuesday the 24th September 2013 and shall arrange to display the results of the Postal Ballot on the Notice Board on the said date and post on the company's website –www.tnpl.co.in. The resolution shall become effective on and from the date of declaration of results of the Postal Ballot process. The results will also be communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

The resolution relating to amendment of object clause being special resolution, it will be declared as passed if votes cast in favour of the resolution is three times more in number than the votes cast against the resolution.

In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011 and Listing Agreement (Clause 35B), members may cast their votes either through Postal ballot form or through electronic form (e-voting). Those members opting for e-voting may follow the procedure, as recommended by CDSL, the e-voting agency appointed by us, under"E-Voting instructions" of this notice.

By Order of the Board

Place: Chennai
Date : 08.08.2013

A VELLIANGIRI
Dy.Managing Director & Company Secretary

RESOLUTION FOR POSTAL BALLOT
(Pursuant to Section 192A of the Companies Act, 1956)

To consider and if deemed fit, to pass with or without modification, the following as a 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 (Objects 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 Speciality 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 manufacturers of and dealers in Precipitated Calcium Carbonate (PCC) 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 (Objects 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.

By Order of the Board

Place: Chennai
Date : 08.08.2013

A VELLIANGIRI
Dy.Managing Director & Company Secretary

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Sections 173(2) and 192A of the Companies Act, 1956.

Tamil Nadu Newsprint and Papers Limited (TNPL) is a Public Limited company established by the Govt. of Tamil Nadu (GOTN) in the year 1979, to manufacture Newsprint and Printing & Writing paper using bagasse as the primary raw material.

TNPL commenced its first paper machine on 19th September 1984 to produce 90,000 Mts. of Newsprint and Printing & Writing paper per annum. The second paper machine was commissioned on 4th September 1995 and the capacity was increased to 180000 Mts. per annum.

In the year 2002, TNPL upgraded both the paper machines and increased the capacity from 1,80,000 tonnes per annum to 2,30,000 tonnes per annum.

Thereafter, in the year 2005, TNPL implemented the Mill Development Plan to improve the environmental standard and increase the in-house pulping capacity from 520 tpd to 720 tpd. The paper production capacity was increased from 2,30,000 tonnes per annum to 2,45,000 tonnes per annum.

TNPL in the year 2008, implemented Mill Expansion Plan by installing third paper machine and the production capacity was increased from 2,45,000 Mts to 4,00,000 Mts per annum. Pulp production capacity also has been increased from 720 Mts per day to 880 Mts per day in two stages .

Now, TNPL has emerged as a significant player in the Indian Paper Industry with the credit of being the largest integrated paper mill in single location in the country and second largest in writing and printing paper production in the country .

To achieve further growth , the company has proposed to set up a Multilayer Double Coated Board Plant of a capacity of 2,00,000 MT per annum as a Green Field project. The company has identified approximately 875 acres of land in Trichy district. The land is about 90 KM away from the existing site . The Board segment is growing at a rate of 12% per annum.

Precipitated Calcium Carbonate (PCC) and Wet Ground Calcium Carbonate(WGCC) are used as fillers in manufacture of paper. Currently, the fillers are purchased from open market. It is proposed to set up a 200 tpd PCC Plant and 120 tpd WGCC Plant adjacent to the new cement plant on Build, Own, Operate (BOO) basis. This will enable the company to procure the filler materials (PCC & WGCC) at lower cost. The production in excess of captive consumption will be sold in the market.

Currently, there is no provision in the MOA for manufacture of and dealing with Boards and PCC/WGCC.

Section 149(2A) of the Companies Act, 1956, requires that the members of the Company should approve, by special resolution, the commencement of any new business by the company which is not germane to the business which the company is presently carrying on. Accordingly, the approval of the members is sought pursuant to the said section as envisaged under the inserted sub-clauses 13 & 14 of Clause III (Objects Clause) of the Memorandum of Association of the company.

Interest of Directors
None of the Directors is in any way concerned or interested in the resolution.

Inspection
A copy of the Memorandum and Articles of Association of the Company together with the proposed alteration will be open for inspection by the members at the Registered Office of the company between 10.00 AM and 12 Noon on any working day.

By Order of the Board

Place: Chennai
Date : 08.08.2013

A VELLIANGIRI
Dy.Managing Director & Company Secretary

TAMILNADU NEWSPRINT AND PAPERS LIMITED

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

POSTAL BALLOT FORM

Serial No.

1. Name(s) of member(s) (in block Letters) (including Joint-holders, if any) :

2. Registered Address of the Sole / First Named Shareholder / Beneficial Owner :

3. Registered Folio No. (*Applicable to member(s) holding shares in physical form) DP ID No. & Client ID No** (**Applicable to member(s) holding shares in dematerialized form) :

4. No. of Shares held :

5. e-Voting Event Sequence Number :

6. User ID :

7. Password :

8. I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the businesses stated in the Notice dated 08.08.2013 of the Company by sending my/our assent or dissent to the said Resolution by placing the Tick (✓) mark at the appropriate box below:

Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution under Section 17 and 149 (2A) of the Companies Act, 1956.			

Place:
Date:

(Signature of the member)

Note: 1. Please read carefully the instructions printed overleaf before filling the Postal Ballot Form

2. Last date for receipt of Postal Ballot Form by the Scrutiniser- 20.09.2013

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder will also be accepted. Voting through any other form or photocopy of this Postal Ballot Form will not be considered valid.

2. The self-addressed envelope bears the name and address of the scrutinizer appointed by the Board of Directors of the Company.

3. This postal ballot form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Unsigned Postal Ballot Form will be rejected.

4. In respect of shares held by companies, trusts, societies etc. the completed postal ballot form should be accompanied by certified copy of Board Resolution/ appropriate authorisation with the specimen signature(s) of the authorised signatory(ies) duly attested.

5. In case this postal ballot form is signed by a member through an Attorney, an attested copy of the Power of Attorney should be attached to the postal ballot form.

6. Duly, completed Postal Ballot Form(s) should reach the Scrutiniser not later than the close of working hours on Friday, the 20th September 2013. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.

7. A Member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutiniser not later than the date specified at item 6 above.

8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on the date of despatch of the notice.

9. Postal ballot form which are incomplete or unsigned or defective in any other manner is liable to be rejected. The Scrutiniser's decision in this regard shall be final and binding.

10. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed Business Reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutiniser.

11. The date of declaration of the results of postal ballot by the Chairman & Managing Director or any other Director of the company as indicated in the Notice i.e Tuesday, the 24th September 2013 will be the date of passing of the resolutions. The results will be declared at the Registered Office of the company and will also be put up on the company's Corporate Website www.tnpl.co.in for information of the members.

12. The Company is pleased to offer e-voting facility as an alternate, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. The detailed procedure is enumerated below:

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting are as follows:

i. Open your web browser during the voting period and log on to the e-voting website **www.evotingindia.com**
ii. Now click on "Shareholders" tab to cast your votes
iii. Now, select the Electronic Voting Sequence Number - "EVSN" along with "TAMILNADU NEWSPRINT AND PAPERS LIMITED" from the drop down menu and click on "SUBMIT"
iv. Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form:- a) For NSDL :– 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :– 16 digits beneficiary ID For Members holding shares in Physical Form:- • Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

v. After entering these details appropriately, click on "SUBMIT".
vi. Members holding shares in Physical form will then reach directly to the voting screen.
vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution 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.
viii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
ix. If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
x. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
xi. On the voting page, you will see Resolution Description and against the same the option 'YES / NO' for voting. Enter the number of shares (which represents number of votes) under YES / NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
xii. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
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. Corporate/Institutional Members (corporate/FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to **rsaevoting@gmail.com** with copy to **helpdesk.evoting@cdslindia.com**.The file scanned image of the Board Resolution should be in the naming format "Corporate Name _EVSN".
xvi. If you wish to provide feedback or you have queries or issues regarding e-voting, please contact **helpdesk.evoting@cdslindia.com.**