



TAMILNADU NEWSPRINT AND PAPERS LIMITED

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

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To
The Members of
Tamil Nadu Newsprint and Papers Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the consent of the Members to be obtained by means of Postal Ballot/e-voting under Section 14 of the Companies Act, 2013 for Alteration of the Articles of Association of the Company.

The draft Special Resolution for Alteration of Articles of Association of the Company is appended below and an Explanatory Statement pertaining to the said resolution setting out all material facts and the reasons for the resolution is 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 110 of the Companies Act, 2013, 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 Scrutinizer not later than Thursday, 10th July, 2014. 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 Thursday, 10th July, 2014. 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 Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer 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 of the Company or any other Director of the Company will announce the results at the Registered Office of the company on Monday, 14th July, 2014 at 3.00 p.m. 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 BSE Limited and National Stock Exchange of India Limited.

The resolution relating to Alteration of Articles of Association of the Company being a Special Resolution, 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 the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, 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 : 29.05.2014

A VELLIANGIRI
Dy.Managing Director

RESOLUTION FOR POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013)

To consider and if deemed fit, to pass with or without modification, the following Resolution as a Special Resolution:

"**RESOLVED** that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company be and is hereby amended as follows :

A. The existing Articles 97,99, 139 and 141 of the Articles of Association of the Company be amended as follows;

97. *The Company shall have a part-time or full time Chairman who shall be appointed by the State Government. The State Government may designate the person as "Chairman" or "Chairman & Managing Director".*

99 (a) In line 1 for the words and number "Section 255 of the Act" the words and number "**Section 152 of the Companies Act, 2013**" shall be substituted.

99 (b) In line 1 for the words and number "Section 255 of the Act" the words and number "**Section 152 of the Companies Act, 2013**" shall be substituted.

139. (1) Subject to the provisions of Sections 196, 203 and other relevant provisions of the Companies Act 2013, the Board may appoint one or more of the whole time directors appointed under Article 99(a) either as Chairman & Managing Director of the Company or as Managing Director of the Company for such period and on such terms and conditions as to their power and duties as the Board may determine and the Board may from time to time designate any one or more of them as Joint Managing Director or Deputy Managing Director or by such other designation as the Board may deem fit.

141. Any Chairman & Managing Director or Managing Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of Directors. But his appointment as such Chairman & Managing Director or Managing Director shall stand terminated if he ceases for any cause, to be a Director of the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the company be and are hereby severally authorised to take all necessary steps and do all necessary things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things as it may in its absolute discretion deem fit."

By Order of the Board

Place: Chennai
Date : 29.05.2014

A VELLIANGIRI
Dy. Managing Director

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

As per Section 203 of the Companies Act 2013 notified with effect from 1st April, 2014 dealing with the appointment of Key Managerial Personnel of the Company that ***an individual shall not be appointed or reappointed as the Chairperson of the company, in pursuance of the articles of the company, as well as the Managing Director or Chief Executive Officer of the company at the same time after the date of commencement of this Act unless:***

- a) the articles of such a company provide otherwise or***
- b) the company does not carry multiple businesses***

Since Article 97 of the Articles of Association of the Company does not contain explicit provision for appointment of Chairman & Managing Director, the company has to have a separate Chairman and a separate Managing Director unless the Articles are amended to provide for such an appointment as Chairman & Managing Director.

The Board of Directors at their meeting held on 29th May, 2014 decided that it would be desirable to amend Article 97 of the Articles of Association of the Company to have specific provisions for appointment of a person by the State Government as Chairman or Chairman and Managing Director for complying with the provisions of the Companies Act 2013.

Other relevant Articles are also to be amended along with Article 97 in line with the Companies Act 2013.

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

Interest of Directors

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the said Resolution.

By Order of the Board

Place: Chennai
Date : 29.05.2014

A VELLIANGIRI
Dy. Managing Director

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POSTAL BALLOT FORM

Serial No.

1. Registered Folio No. / DP ID No. & Client ID No. *
(* Applicable to member(s) holding in dematerialized form)

2. Name(s) and Registered Address of the Sole / First Named Shareholder / Beneficial Owner, including Joint-holders, if any (in block Letters)

3. Number of Shares held

ELECTRONIC VOTING PARTICULARS

(Please read the e-voting instructions given overleaf before exercising the e-vote)

EVS (Electronic Voting Sequence Number)	USER ID	PASSWORD
		PLEASE ENTER THE PAN AND DATE OF BIRTH OR BANK ACCOUNT NO.

I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice dated 29.05.2014 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 14 of the Companies Act, 2013 for amendment of certain Articles of the Articles of Association of the company.			

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 Scrutinizer - Thursday, 10th July 2014

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 Thursday, the 10th July 2014. 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 is 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 Monday, the 14th July 2014 at 3.00 P.M. 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 :

The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

- i) 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.
- ii) Log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders" tab to cast your votes.

User ID	For Members holding shares in Demat Form	For Members holding shares in Physical Form
	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <Default Number> in the PAN field. # Please enter any one of the details in order to login.

- vi After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then reach directly to the voting screen. However, 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 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- viii) Click on the relevant EVSN on which you choose to vote.
- ix) 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.
- x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xi) 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.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) 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.