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

19th November, 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 19th September 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, 2013	Type and Description of the resolution
Section 180 (1) (c) of the Companies Act, 2013	**SPECIAL RESOLUTION** RESOLVED THAT in supersession of the Resolution passed by the Shareholders in the 28th Annual General Meeting of the Company held on 29th August, 2008 and pursuant to the provisions of Section 180 (1) (c) of the Companies Act , 2013, consent of the Company, be and is hereby accorded to the Board of Directors to borrow any sum or sums of money from time to time, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company in any financial year (apart from temporary loans obtained from the company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided however, the total amount so borrowed shall not exceed the aggregate sum total of Rs.2500 Crores (Rupees Two Thousand Five Hundred Crores only) comprising of both rupee loan and foreign currency loan. 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.

R Sridharan & Associates
Company Secretaries

R. SRIDHARAN & ASSOCIATES (OLD No. 12) NEW No. 5 COMPANY SECRETARIES

WE REPORT that the Postal ballot notice dated **19th September, 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 18th October, 2013.

We report that as stated in the notice sent to the shareholders, the Company had fixed **18th November, 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 21st October, 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 **22nd October, 2013** to **18th November, 2013.**

Section 180 (1) (c) of the Companies Act, 2013 corresponding to section 293 (1) (d) of the Companies Act, 1956 came in to effect with effect from 12th September, 2013. On account of that, the company gave an advertisement in the newspaper in **"THE FINANCIAL EXPRESS"** in English and **"DINAMANI"** in vernacular language Tamil on 24th October, 2013 informing the members about the applicability of Section 180 (1) (c) of the Companies Act, 2013. The abstract of the text of the advertisement that appeared in the newspaper is reproduced below.

Consequent to the notification of new Section 180 (1) (c) of the Companies Act, 2013 with effect from 12th September, 2013 reference to Section 293 (1) (d) of the Companies Act, 1956 which was made in the text of the Notice, in the Special Resolution and the Explanatory Statement and wherever it appears in the Notice of Postal Ballot dated 19th September, 2013 may kindly be read as reference to Section 180 (1) (c) of The Companies Act, 2013.

All the Postal Ballot forms and E-Voting received upto the closure of working hours on Monday, 18th November, 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 96 (Ninety Six 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
COMPANY SECRETARIES

We report that out of **27086** Shareholders, we have received polled Ballot forms and E-Voting from **1174** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot Forms and E-Voting	**22nd October, 2013 to 18th November,2013**		
Total No. of Shareholders	**27086**		
Total No. of Shares	**6,92,10,600**		
Particulars	**As per Postal Ballot**	**As per E-Voting**	**Total**
Postal Ballot Forms Received	**1116**	**58**	**1174**
Less: Invalid Forms*	**16**	**-**	**16**
Net Valid Forms	**1100**	**58**	**1158**

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

Special Resolution pursuant to Section 180 (1) (c) of the Companies Act, 2013 for the increase in borrowing limits upto an amount not exceeding Rs.2500 Crores.

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	1063	43677848	49	2899371	1112	46577219	99.97
Dissent	37	4612	9	8254	46	12866	0.03
Total	**1100**	**43682460**	**58**	**2907625**	**1158**	**46590085**	**100.00**

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 180 (1) (c) of the Companies Act, 2013, as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

The results of the resolution 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 19th September, 2013 approved by the Board of Directors on 19th September, 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 21st November, 2013 at 3.00 p.m. at the Registered Office of the Company.

R. SRIDHARAN & ASSOCIATES (OLD No. 12) NEW No. 5 ... STREET T. NAGAR, CHENNAI-17 COMPANY SECRETARIES

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
COMPANY SECRETARIES
(OLD No. 12)
NEW No. 5
GROUND FLOOR
SIVASAILAM STREET
OFF. HABIBULLAH ROAD
T. NAGAR, CHENNAI-17