CIN - L22121TN1979PLC007799

Tamil Nadu Newsprint and Papers Limited

(A Govt. of Tamil Nadu Enterprise)

Regd. Office : 67, Mount Road, Guindy, Chennai 600 032 Phone : (91) (044) 22301094-97, 22354415-16 & 18
Fax : 22350834 & 22354614 Web : www.tnpl.co.in. Email : response@tnpl.co.in, export@tnpl.co.in

RESULTS OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AS SET OUT IN THE NOTICE OF THE POSTAL BALLOT OF TAMILNADU NEWSPRINT AND PAPERS LIMITED

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."

Factory : Kagithapuram-639 136, Karur District, Phone : 04324-277001 to 277017 Fax : (91) 04324-277025 to 277029

TNPL - Maker of bagasse based eco-friendly paper

PARTICULARS	NO. OF POSTAL BALLOT FORMS	NO. OF VOTES	% on Total Shares (Votes) Received
POSTAL BALLOT FORMS RECEIVED	846	27592393	N.A.
E-VOTING	81	18353691	N.A.
TOTAL NO POSTAL BALLOT FORMS / E-VOTING RECEIVED	927	45946084	N.A.
LESS:- NO. OF INVALID POSTAL BALLOT FORMS/ E-VOTING	16	3554	N.A.
NO.OF VALID POSTAL BALLOT FORMS/E-VOTING	911	45942530	100%
NO OF VOTES CAST ASSENT	868	44027909	95.83%
NO OF VOTES CAST DISSENT	43	1914621	4.17%

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, I report that the Special Resolution under Section 14 of the Companies Act, 2013 as set out in the Notice of Postal Ballot, is passed in favour of the resolution with requisite majority.

For Tamilnadu Newsprint and Papers Limited

Dy. Managing Director

Place: Chennai
Date : 14.07.2014

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

14th July, 2014

The Chairman
Messrs. TAMILNADU 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. TAMILNADU NEWSPRINT AND PAPERS LIMITED** on 29th May, 2014, 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 14 of the Companies Act, 2013	**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

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

	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."

WE REPORT that the Postal ballot notice dated **29th May, 2014** under Section 110 of the Companies Act, 2013, 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 11th June, 2014.

We report that as stated in the notice sent to the shareholders, the Company had fixed **10th July, 2014** as the last date for receipt of Postal Ballots and E-Voting. As stated in Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in **"THE FINANCIAL EXPRESS"** in English and **"DINAMANI"** in vernacular language Tamil on 13th June, 2014 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 **13th June, 2014** to **10th July, 2014.**

All the Postal Ballot forms and E-Voting received upto the closure of working hours (18.00 hrs) on Thursday, 10th July, 2014, 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 427 (Four Hundred and Twenty Seven 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.

We report that out of **25303** Shareholders, we have received valid polled Ballot forms and E-Voting from 911 Shareholders and the details of polling results are given below:

Receipt of Postal Ballot Forms and E-Voting	**13th June, 2014 to 10th July, 2014**		
Total No. of Shareholders	**25,303**		
Total No. of Shares	**6,92,10,600**		
Particulars	**As per Postal Ballot**	**As per E-Voting**	**Total**
Postal Ballot Forms Received	**846**	**81**	**927**
Less: Invalid Forms*	**16**	**0**	**16**
Net Valid Forms	**830**	**81**	**911**

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

Special Resolution pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, for amending the Articles of Association of the Company.

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	791	27585364	77	16442545	868	44027909	95.83%
Dissent	39	3475	4	1911146	43	1914621	4.17%
Total	**830**	**27588839**	**81**	**18353691**	**911**	**45942530**	**100%**

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 14 and all other applicable provisions 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 result of the resolution passed through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 is annexed hereto.

R. SRIDHARAN & ASSOCIATES * COMPANY SECRETARIES * (OLD No. 12) NEW GROUND SIVASAMY OFF. HABIBU

We further report that as per the notice of Postal Ballot dated 29th May, 2014 approved by the Board of Directors on 29th May, 2014 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 to herein on Monday, 14th July, 2014 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.co.in besides communication to the Stock Exchanges where the Company's shares are listed.

We further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, 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 postal ballot papers including voting by electronic means, 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), 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

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

TAMIL NADU NEWSPRINT AND PAPERS LIMITED

Details of Voting Results in respect of the declaration of Postal Ballot Results of the Company pursuant to Clause 35A of the listing agreement

I.	Date of the Annual General Meeting/ Extra-ordinay General Meeting:	**NOT APPLICABLE**
II.	Total Number of shareholders on Record date - 06.06.2014	**25303**
III.	No. of shareholders present in the meeting either in person or through proxy	Nil
	Category	Nos.
	Promoters and Promoter Group	Nil
	Public	Nil
IV.	No.of shareholders attending the Meeting through Video Conferencing	Nil

V. Agenda-wise details:

Item No.	Details of the Agenda	Resolution Required	Mode of Voting
A.	Ordinary Business:		
		Nil	Nil
B.	Special Business:		
1	Pursuant to Section 14 of the Companies Act, 2013 for amendment of Aritcles of Association of the Company	Special	Postal ballot voting/e-voting

VI. In case of Postal ballot/E-voting:

Promoter/Public	No.of shares held	No.of votes polled	% of Votes Polled on outstanding shares	No.of Votes - in favour	No.of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	3 = 2/1 * 100	4	5	6 = 4/2 * 100	7 = 5/2*100
Promoter and Promoter Group	24444900	24444900	100	24444900	0	100	0
Public - Institutional holders	23683180	17569453	74.19	15659453	1910000	89.13	10.87
Public Others	21082520	3928177	18.63	3923556	4621	99.88	0.12
Total	69210600	45942530	66.38	44027909	1914621	95.83	4.17

For TAMIL NADU NEWSPRINT AND PAPERS LIMITED

V. SIVAKUMAR
Assistant Company Secretary