



Tamil Nadu Newsprint and Papers Limited

(A Govt. of Tamil Nadu Enterprise)

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TNPL - The Corporate Identity Number : L22121TN1979PLC007799

TNPL/SHARES/1(2&3)/16

Dated: September 1, 2016

To BSE Limited (BSE) Corporate Relationship Department Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street Mumbai- 400001	To National Stock Exchange of India Limited (NSE) Listing Department Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
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Sub: Book Closure for Dividend and Annual General Meeting

Pursuant to Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books shall remain closed as per details provided in the table below:

Security Code (BSE)	Security Symbol (NSE)	Type of Security and Paid up value	Book Closure or Record Date	Purpose
531426	TNPL	Equity Shares of Rs. 10/- each fully paid up	22.09.2016 to 28.09.2016 (both days inclusive)	For the purpose of Annual General Meeting scheduled to be held on 28 th September, 2016 and payment of dividend @ Rs. 7.50/- per equity share upon being declared thereat.

Payment of dividend if declared at the Thirty Sixth Annual General Meeting being convened on 28th September 2016 will be credited / dispatched on 1st October 2016, to those shareholders whose names appear:

- as beneficial owners as at the end of the business on Wednesday, 21st September 2016, as per the details furnished by National Securities Depositories Ltd and Central Depository Services (I) Ltd in respect of the shares held in electronic form; and
- as members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company before the end of business on Wednesday, 21st September 2016.

Thanking you,

Yours faithfully,
For TAMIL NADU NEWSPRINT AND PAPERS LIMITED

COMPANY SECRETARY

Cc: To

Central Depository Services (India) Limited 28 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 023.	National Securities Depository Ltd. Trade World, 4th Floor Kamala Mills Compound Senapati Bapat Marg Lower Parel, Mumbai – 400 013.	Cameo Corporate Services Ltd. V Floor, "Subramanian Building" No. 1 Club House Road, Chennai – 600 002.
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NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Members of Tamil Nadu Newsprint and Papers Limited will be held on Wednesday, 28th September, 2016 at 10.15 AM at the Music Academy Main Hall, 168 T T K Road, Alwarpet, Chennai 600 014 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March 2016, the Cash Flow Statement for the year ended 31st March, 2016, the Balance Sheet as at that date and the Reports of the Board of Directors and the Statutory Auditors and the comments of the Comptroller and Auditor General of India, thereon.
2. To declare dividend on equity shares for the year 2015-16
3. To appoint a Director in the place of Thiru Mahesan Kasirajan IAS, Director (holding DIN 05102717), who retires by rotation and being eligible offers himself for reappointment
4. **Fixation of the Auditors Remuneration:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY resolution:

“RESOLVED THAT consent of the Company be and is hereby accorded for the payment of remuneration of Rs 10,00,000/- to M/s. Raman Associate (Firm Registration No.002910S), Chartered Accountants, Chennai, Statutory Auditors, besides reimbursement of Travel & out of pocket expenses (annual) at actual subject to ceiling of Rs.75000/- and other terms and conditions laid down by the Office of the Comptroller and Auditor General of India in their letter No., CA V/COY/TAMILNADU/TNEWSP(1)/911 dated 29.07.2015.”

SPECIAL BUSINESS

5. **Ratification of Remuneration to the Cost Auditors**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014, (including any statutory modifications or re-enactment thereof for the time being in force) the remuneration of Rs. 2,75,000/- plus travelling and out of pocket expenses subject to a maximum of Rs.30,000/- and applicable Taxes for the financial year ending 31st March,2017 as approved by

the Board of Directors of the Company to be paid to M/s. Raman & Associates (Firm Registration No.0050), Cost and Management Accountants, Chennai, appointed by the Board as Cost Auditors to conduct the audit of the cost accounts of the Company for Paper, Board Plant, Cement and Energy segments be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **Approval of extension of contractual engagement of Thiru A. Velliangiri (DIN- 00153169) as Deputy Managing Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY Resolution:

“RESOLVED THAT consent of the company be and is hereby accorded to the appointment of Thiru A. Velliangiri as Deputy Managing Director of the company from 19.12.2015 to 31.03.2017.

RESOLVED FURTHER THAT pursuant to the provisions of Section. 196, 197,198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and Article 140 of the Articles of Association of the Company and subject to such other approvals, as may be necessary, consent of the members of the Company be and is hereby accorded for payment of remuneration to Thiru A. Velliangiri, Deputy Managing Director as below with effect from 19.12.2015 notwithstanding the absence or inadequacy of profits during any financial year:

Rs.

Particulars	Per Month
Basic Pay	90,000
Special Pay	20,000
Dearness Allowance	67,050
House Rent Allowance	33,000
Provident Fund	21,246
Other allowances (Leave Encashment, Medical reimbursement, Bonus Ex-gratia/ Gratuity)	43,704

RESOLVED FURTHER THAT Thiru A. Velliangiri, Deputy Managing Director will not be entitled to any sitting fee for attending the meetings of the Board or any Committee thereof.”

7. **Appointment of Thiru K. Shanmugam, IAS (DIN 00794191) as a Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Thiru K. Shanmugam, IAS (DIN 00794191) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11.07.2016 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

8. **Appointment of Thiru N. Narayanan, IAS (Retd.) (DIN 03076340) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Thiru N. Narayanan, IAS (Retd.) (DIN 03076340), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors with effect from 14.07.2016 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 consecutive years commencing from 14.07.2016, not liable to retire by rotation.”

9. **Appointment of Dr. Rajeev Ranjan, IAS (DIN 01806973) as Chairman and Managing Director**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Article 140 of the Articles of Association of the Company and subject to such other approvals, as may be necessary, Dr. Rajeev Ranjan, IAS (holding DIN

01806973) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 08.08.2016 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Chairman & Managing Director of the company w.e.f. 08.08.2016 on such terms and conditions and such remuneration as may be prescribed by the Government of Tamil Nadu from time to time.”

Place : Chennai
Date : 17.08.2016

BY ORDER OF THE BOARD
V SIVAKUMAR
Company Secretary

NOTES

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) Proxies in order to be effective must be lodged with the Company not later than 48 hours before the meeting.
A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
- 3) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company provided that not less than three days of notice in writing is given to the Company.
- 4) The relative Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business set out under Items 5 to 9 is annexed hereto and forms part of the notice.
- 5) Pursuant to the provisions of Section 91 of the Act and the Listing Regulations, the Register of Members and Share Transfer Books of the Company will be closed from 22.09.2016 to 28.09.2016 (both days inclusive) for the purpose of payment of the dividend for the financial year ended 31st March, 2016 and the AGM.
- 6) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

- 7) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- 8) The dividend for the year ended 31st March, 2016 as recommended by the Board, if approved at the meeting, will be paid to those members whose names appear in the company's Register of Members on 28th September, 2016. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
- 9) Pursuant to Section 205A of the Companies Act, 1956, all unclaimed dividends upto the financial year ended March 31, 2008 have been transferred to the Investor Education and Protection Fund established by Central Government as per Sec 205C of the Companies Act, 1956. No claim shall be entertained against the IEPF or the Company for the amounts so transferred.
- 10) As regards dividend pertaining to the financial year ended March 31, 2009 and thereafter, amounts remaining in the Unpaid Dividend Accounts of the company have to be transferred to 'The Investor Education and Protection Fund' established by the Central Government at the expiry of seven years from the date of transfer to the respective year's Unpaid Dividend Account. Thereafter, the Members shall have no claim against the Fund or the Company in respect of his unpaid dividend. Such transfer has already been effected with regard to the unpaid dividend for the financial years 1996-97 to 2007-2008. The unpaid dividend for the financial year 2008-09 (final) will be transferred to the above fund during November 2016. Members are therefore requested to lodge their claims for unpaid dividend, if any, immediately with the Company.
- 11) Members holding shares in physical form are requested to quote their Registered Folio No. in all their correspondences and notify promptly change, if any, in their Address/ bank mandate to the company's Registrar and Share Transfer Agents viz. Cameo Corporate Services Limited Unit : Tamil Nadu Newsprint and Papers Limited, 'Subramanian Building', 1 Club House Road, Chennai 600 002
- 12) Electronic copy of the Notice of the 36th Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email Ids are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the same is being sent through permitted mode.
- 13) Members may note that the Notice of the 36th Annual General Meeting and the Annual Report for Financial Year 2015-2016 will also be available on the company's website www.tnpl.co.in for their download. The physical copies of the aforesaid documents will also be available in the company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company's investor email id: invest_grievances@tnpl.co.in
- 14) A route map showing directions to reach the venue of the 36th AGM is given at the end of this notice as per the requirement of the Secretarial Standards-2 on "General Meeting".
- 15) Voting through electronic means
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by Central Depository Services Limited (CDSL)
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 24th September, 2016 (9.00 a.m. IST) and ends on 27th September 2016 (5.00 pm IST). During this period members of the company holding shares either in physical form or in dematerialized form, as on the cutoff date (i.e 21st September 2016), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. IN CASE OF MEMBERS RECEIVING E-MAIL
 - i. The shareholders should log on to the e-voting website www.evotingindia.com.

- ii. Click on Shareholders.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vii. After entering these details appropriately, click on "SUBMIT" tab.

- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the Tamil Nadu Newsprint and Papers Limited.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non-Individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts linked in the login should be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

B. IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

Please follow all steps from Sl.No.(i) to (xviii) in Point A above to cast vote

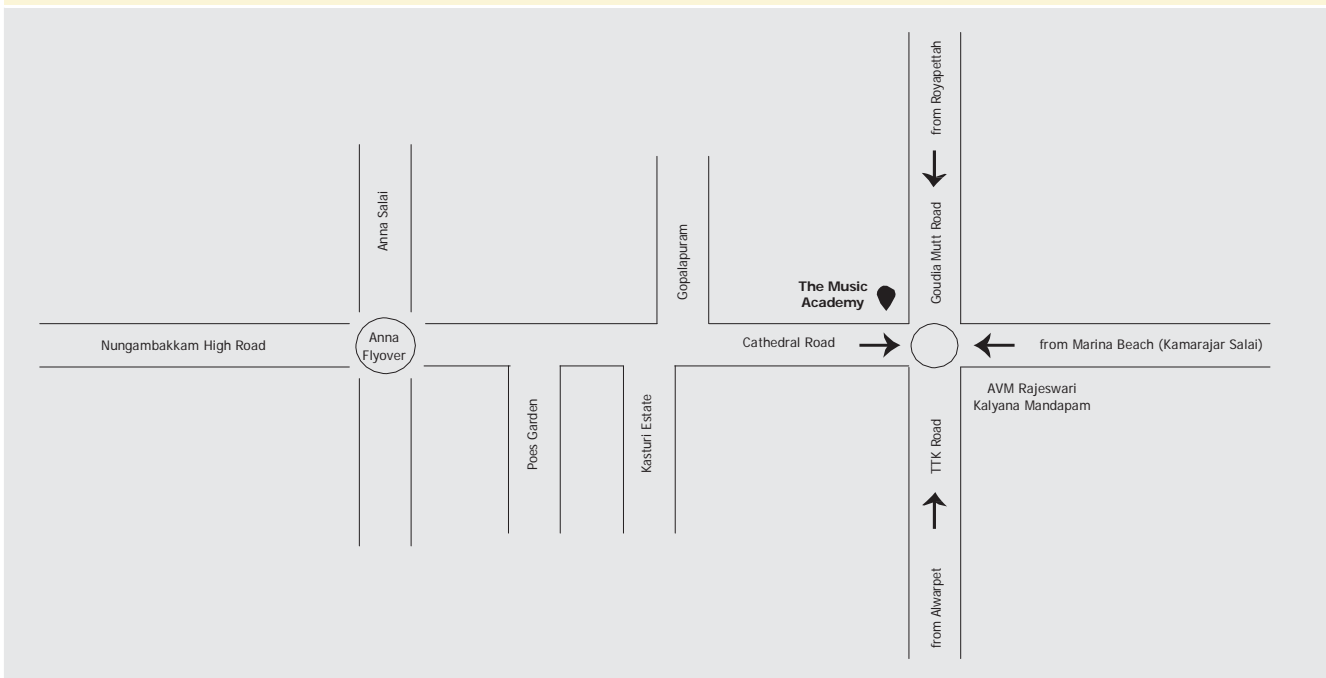
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- 16) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of 21st September, 2016.
- 17) Any person who acquires shares of the company and becomes member of the company after dispatch of the Notice of AGM and holding shares as of the cutoff date i.e. 21st September 2016, may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user Id and password for casting your vote. If you have forgotten your password, you can reset your password by using ‘Forgot User Details/ Password option available on www.evotingindia.com
- 18) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper
- 19) Thiru R Sridharan, Practicing Company Secretary (Membership No.F4775) of M/s R. Sridharan and Associates has been appointed as the Scrutiniser to scrutinize the voting and remote e-voting process in a fair and transparent manner. Their email id is rsaevoting@gmail.com.
- 20) The Chairman and Managing Director (CMD), shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 21) The Scrutiniser shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make not later than 48 hours of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the CMD or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 22) The results declared alongwith the report of the Scrutiniser shall be placed on the website of the company www.tnpl.com and on the website of CDSL immediately after the declaration of result by the CMD or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE, and National Stock Exchange.
- 23) Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 in respect of the Directors seeking appointment / re-appointment at the AGM are furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
- 24) In case of any change of particulars including address, bank mandate & nomination of shares held in demat form, it should be notified only to the respective Depository Participants(DPs) where the member has opened his demat account. The company or its share transfer agent will not be able to act on any direct request from these Members for change of such details.
- 25) Members are informed that the Company is extending the Electronic Clearing Service (ECS) facility to enable them receive their dividend through electronic mode in their bank account. In order to avail the ECS facility, the Members are requested to fill, sign and send the ECS mandate form, which forms part of this Annual Report, along with a photocopy of the cheque issued by the bank for verifying the accuracy of the MICR code number to Cameo Corporate Services, whose address is given in Point No.11 (in case of members holding shares in physical mode) or to the Depository Participants concerned (in case of members holding shares in electronic mode/ dematerialized form). Members holding shares in demat form may please note that the bank account details given by them to their DPs and passed on to the company by such DPs would be printed on the dividend warrants of

the concerned members. However, if any member(s) wants to receive dividend in any other bank account, he/she should change/correct the bank account details with their concerned DPs and also intimate about ECS payment requirement.

- 26) Members/Proxies/Authorised Representatives are requested to bring the attendance slip sent with Annual Report duly filled in for attending the meeting.
- 27) Members are requested to bring their copies of Annual Report for the meeting. Copies of the Annual Report will not be distributed at the Annual General Meeting.
- 28) Members desiring any information as regards accounts are requested to write to the Company at least 7 days before the meeting so as to enable the Management to keep the information ready.
- 29) Equity shares of the company have been placed under Compulsory Demat Trading w.e.f. 08.05.2000. Members who have not dematerialised their physical holding in the company are advised to avail the facility of dematerialisation of equity shares of the company.
- 30) Members holding shares under different folios in the same names are requested to apply for consolidation of folios and send relevant share certificates to the Company's Registrar and Share Transfer Agents.
- 31) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company, a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

- 32) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents M/s. Cameo Corporate Services Ltd.
- 33) The Ministry of Corporate Affairs, New Delhi ("MCA") has undertaken a "Green Initiative" in the field of Corporate Governance by permitting paperless compliances by companies (vide its Circular No.17/2011 dated April 21, 2011 and Circular No.18/2011 dated April 29, 2011). Further, the Ministry has also clarified that the service of documents by a company can be made through electronic mode instead of sending the physical copy of the document(s). Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Cameo Corporate Services Ltd.
- 34) The documents referred to in the notice and the explanatory statement will be available for inspection at the Registered Office of the company on any working day during business hours of the company upto the date of the AGM.

Route map for the venue of AGM



ANNEXURE TO THE NOTICE

Notes on directors seeking appointment/ re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:

Profile of Directors being appointed/ reappointed

ITEM NO.3

Name Thiru Mahesan Kasirajan IAS
 Age 54 years
 Qualification Post Graduate in Commerce, Cost Accountant and a Graduate in Law
 Experience Thiru Mahesan Kasirajan, IAS belongs to 2000 batch of Indian Administrative Service. Thiru Mahesan Kasirajan IAS has served as Collector of Erode, Sivaganga and Trichy districts. Currently, Thiru Mahesan Kasirajan, IAS holds the position of Commissioner of Sugar.
 Inter-se Director Relationship Thiru Mahesan Kasirajan, IAS is not having any inter se relation with other Directors of the Company.
 Shareholding Thiru Mahesan Kasirajan, IAS does not hold any shares in TNPL.
 Directorships and Committee Memberships of other companies Thiru Mahesan Kasirajan, IAS is having Directorships and Committee Memberships in the following Companies:

Sl. No.	Company	Position	Committee Membership
1.	Tamil Nadu Sugar Corporation Ltd.	Managing Director	-
2.	Perambalur Sugar Mills Ltd.	Chairman & Managing Director	-

ITEM NO.6

Name Thiru A Velliangiri
 Age 66 years
 Qualification B.Com., FCA, FCS, FICWA, MBA, DMA(ICA)
 Experience Thiru A Velliangiri has 43 years of experience in Finance, Accounts, Costing, Projects, Secretarial & Legal. He served as Director (Finance) and Secretary of the company since 25.5.1995 till 18.12.2007 and since 19.12.2007 as Deputy Managing Director on contractual basis till 18.12.2015. Now, the Board of Directors have extended his services from 19.12.2015 to 31.03.2017 with the same remuneration as per the details given in the resolution.
 He is the winner of CFO Award 2006 – Excellence in Finance in a PSU

instituted by IMA India, New Delhi and a rank holder in Chartered Accountancy Examinations.

The Institute of Cost Accountants of India (ICAI) has conferred on Shri A Velliangiri, CMA Awards - Certificate of Merit 2014 under the category of "Private – Manufacturing (Male)".

Inter-se Director Relationship Thiru A Velliangiri is not having any inter se relation with other Directors of the Company.

Shareholding Thiru A Velliangiri does not hold any shares in TNPL.

Directorships and Committee Memberships of other companies His Directorships and Committee memberships of other Companies are NIL.

ITEM NO.7

Name Thiru K Shanmugam, IAS
 Age 56 Years
 Qualification MSc (Agriculture)
 Experience Thiru K. Shanmugam, IAS belongs to 1985 batch of Indian Administrative Service. Thiru K. Shanmugam, IAS has 31 years of service in various departments of Government of Tamil Nadu. Currently, Thiru K. Shanmugam, IAS, holds the position of Additional Chief Secretary to Government, Finance Department.

Inter-se Director Relationship Thiru K. Shanmugam, IAS is not having any inter se relation with other Directors of the Company.

Shareholding Thiru K. Shanmugam, IAS does not hold any shares in TNPL.

Directorships and Committee Memberships of other companies Thiru K. Shanmugam, IAS is having Directorships and Committee Memberships in the following Companies:

Sl. No.	Company	Position	Committee* Membership
1.	Tamilnadu Industrial Development Corporation Limited	Director	-
2.	State Industries Promotion Corporation of Tamilnadu Limited	Director	Audit Committee
3.	Tamil Nadu State Marketing Corporation Limited	Director	-
4.	Tamilnadu Transmission Corporation Limited	Director	Audit Committee

5.	Tamilnadu Generation and Distribution Corporation Limited	Director	Audit Committee
6.	TNEB Limited	Director	Audit Committee
7.	Chennai Metro Rail Limited	Director	Audit Committee
8.	Tamil Nadu Infrastructure Fund Management Corporation Limited	Director	-
9.	Tamil Nadu Skill Development Corporation Limited	Director	-
10.	Tamil Nadu Small Industries Development Corporation Ltd.	Director	-

* Only membership in Audit and Investors' Grievance Committee is considered.

ITEM NO.8

Name Thiru N. Narayanan, IAS (Retd.)
 Age 68 years
 Qualification Electrical Engineer
 Experience Thiru N. Narayanan IAS (Retd.) is an Electrical Engineer. He belongs to 1970 batch of Indian Administrative Service. He was the former Chief Secretary to the Government of Tamil Nadu. Thiru N. Narayanan IAS (Retd.) has served on TNPL Board as nominee Director of GOTN from 1989 till 1995. He was also CMD of the Company from 1998 to 2002 and again Nominee Director from 2002 to 2005. As he was on Board of TNPL for more than 13 years, he has vast experience in paper industry.

Inter-se Director Relationship Thiru N. Narayanan IAS (Retd.) is not having any inter se relation with other Directors of the Company.

Shareholding Thiru N. Narayanan IAS (Retd) does not hold any shares in TNPL.

Directorships and Committee Memberships of other companies Thiru N. Narayanan IAS(Retd) is having Directorships and Committee Memberships in the following Companies:

Sl. No.	Company	Position	Committee Membership
1.	Arkha Systems India Private Limited	Director	-

ITEM NO.9

Name Dr. Rajeev Ranjan, IAS
 Age 55 years
 Qualification B.Sc. (Hons.) (Physics), M.Sc. (LSE), MBA (IIM, Ahmedabad)

Experience

Dr. Rajeev Ranjan, IAS belongs to 1985 batch of Indian Administrative Service. He served on TNPL Board as nominee Director of GOTN, holding the position as Chairman of the Company from December 2009 to May 2011. He was again a nominee Director from May 2011 to November 2011. Currently, Dr. Rajeev Ranjan, IAS, holds the positions of Additional Chief Secretary to Government, Highways & Minor Ports Department, Additional Chief Secretary to Government (i/c), Energy Department and Additional Chief Secretary to Government, Industries Department.

Inter-se Director Relationship Dr. Rajeev Ranjan, IAS is not having any inter se relation with other Directors of the Company.

Shareholding Dr. Rajeev Ranjan, IAS holds 200 shares in TNPL.

Directorships and Committee Memberships of other companies Dr. Rajeev Ranjan, IAS is having Directorships and Committee Memberships in the following Companies:

Sl. No.	Company	Position	Committee Membership
1.	Poompuhar Shipping Corporation Limited	Director	-
2.	Tamil Nadu Road Infrastructure Development Corporation	Managing Director	-
3.	Adyar Poonga	Director	-
4.	Chennai Metro Rail Limited	Nominee Director	-
5.	Tamilnadu Industrial Development Corporation Limited	Nominee Director	-
6.	Tamilnadu Road Development Company Limited	Managing Director	-
7.	Tamilnadu Generation And Distribution Corporation Limited	Director	-
8.	Tamil Nadu Industrial Investment Corporation Limited	Chairman and Managing Director	-
9.	State Industries Promotion Corporation of Tamil Nadu Limited	Chairman and Managing Director	-

Statement pursuant to Section 102(1) of the Companies Act, 2013**ITEM NO.5**

The Board of Directors at their meeting held on 27.05.2016 have approved the appointment of M/s. Raman & Associates (Firm Registration No.0050), Cost and Management Accountants, Chennai as Cost Auditors to conduct the audit of the Cost Accounts of the Company pertaining to Paper, Cement, Energy and Paper Board for the financial year 2016-17 at a remuneration given in the resolution in the notice.

As per Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the shareholders. Accordingly, the resolution is placed before the members for consideration and approval.

None of the Directors and Key Managerial Personnel either directly or through their relatives are in any way concerned or interested whether financially or otherwise in the proposed resolution. The Board recommends the passing of the resolution as set out under item no. 5 as an ordinary resolution.

ITEM NO.6

The Board of Directors of your Company have extended the contractual engagement of Thiru A Velliangiri as Deputy Managing Director from 19.12.2015 to 31.03.2017 as per terms set out in the Resolution in the notice.

The company has received from Thiru A Velliangiri (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of the members in terms of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder for the appointment of Thiru A Velliangiri as Deputy Managing Director from 19.12.2015 to 31.03.2017 and the payment of remuneration to him during the said period.

The Board of Directors recommends this resolution for your approval.

None of the Directors of the Company and their relatives or key managerial personnel and their relatives other than Thiru A Velliangiri is interested or concerned in the resolution.

ITEM NO.7

Government of Tamil Nadu vide G.O.(Rt). No. 143 dated 24.06.2016 nominated Thiru K. Shanmugam, I.A.S., Additional Chief Secretary to Government, Finance Department as Director on the Board of the Company.

Accordingly, Thiru K. Shanmugam, IAS (DIN 00794191) was appointed as an Additional Director of the Company with effect from 11th July, 2016, by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013. Thiru K. Shanmugam, IAS holds office upto the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director along with requisite deposit under Section 160 of the Act.

Thiru K. Shanmugam, IAS belongs to 1985 batch of Indian Administrative Service. Thiru K. Shanmugam, IAS has 31 years of service in various departments of Government of Tamil Nadu. Currently, Thiru K. Shanmugam, IAS, holds the position of Additional Chief Secretary to Government, Finance Department.

The Board of Directors recommends this resolution for your approval.

None of the Directors of the Company and their relatives or key managerial personnel and their relatives other than Thiru K. Shanmugam, IAS is interested or concerned in the resolution

ITEM NO.8

Thiru N Narayanan, IAS (Retd.) (DIN 03076340) was appointed as an Additional Director of the Company with effect from 14th July, 2016, by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013, Thiru N Narayanan, IAS (Retd.) holds office upto the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director along with requisite deposit under Section 160 of the Act.

Thiru N. Narayanan IAS (Retd.) is an Electrical Engineer. He belongs to 1970 batch of Indian Administrative Service. He was the former Chief Secretary to the Government of Tamil Nadu. Thiru N. Narayanan IAS (Retd.) has served on TNPL Board as nominee Director of GOTN from 1989 till 1995. He was also CMD of the Company from 1998 to 2002 and again Nominee Director from 2002 to 2005. As he was on Board of TNPL for more than 13 years, he has vast experience in paper industry.

The Board of Directors recommends this resolution for your approval.

None of the Directors of the Company and their relatives or key managerial personnel and their relatives other than Thiru N Narayanan, IAS (Retd.) is interested or concerned in the resolution.

ITEM NO.9

Government of Tamil Nadu vide G.O.(D). No. 111 Industries (MIA.2) Department dated 04.08.2016 nominated Dr. Rajeev Ranjan, I.A.S., Additional Chief Secretary to Government, Industries Department as Chairman and Managing Director of the Company in place of Thiru C.V. Sankar, IAS.

Accordingly, Dr. Rajeev Ranjan, IAS (DIN 01806973) was appointed as an Additional Director of the Company with effect from 8th August, 2016, by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013. Dr. Rajeev Ranjan, IAS holds office upto the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director along with requisite deposit under Section 160 of the Act.

Dr. Rajeev Ranjan, IAS belongs to 1985 batch of Indian Administrative Service. He served on TNPL Board as nominee Director of GOTN, holding the position as Chairman of the Company from December 2009 to May 2011. He was again a nominee Director from May 2011 to November 2011. Currently, Dr. Rajeev Ranjan, IAS, holds the positions of Additional Chief Secretary to Government, Highways & Minor Ports Department, Additional Chief Secretary to Government (i/c), Energy Department and Additional Chief Secretary to Government, Industries Department.

The Board of Directors recommends this resolution for your approval.

None of the Directors of the Company and their relatives or key managerial personnel and their relatives other than Dr. Rajeev Ranjan, IAS is interested or concerned in the resolution.

Registered Office :
67 Mount Road Guindy
Chennai- 600032
Place: Chennai
Date: 17.08.2016

BY ORDER OF THE BOARD
V SIVAKUMAR
Company Secretary