



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.com Email : response@tnpl.co.in, export@tnpl.co.in

TNPL - The Corporate Identity Number : L22121TN1979PLC007799

TNPL/SHARES/1(2&3)/17

Dated: August 18, 2017

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	13.09.2017 to 19.09.2017 (both days inclusive)	For the purpose of Annual General Meeting scheduled to be held on 19 th September, 2017 and payment of dividend @ Rs. 7.50/- per equity share upon being declared thereat.

Payment of dividend if declared at the Thirty Seventh Annual General Meeting being convened on 19th September 2017 will be credited / dispatched on 22nd September 2017, to those shareholders whose names appear:

- as beneficial owners as at the end of the business on Tuesday, 12th September 2017, 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 Tuesday, 12th September 2017.

A copy of the Notice is enclosed for the 37th Annual General Meeting of the Company to be held on Tuesday, 19th September, 2017 at 10:15 am. At the Music Academy Main Hall, 168 TTK Road, Alwarpet, Chennai – 600014.

Thanking you,

Yours faithfully,

For TAMIL NADU NEWSPRINT AND PAPERS LIMITED

V. Swelumas

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 Seventh Annual General Meeting of the Members of Tamil Nadu Newsprint and Papers Limited will be held on Tuesday, 19th September, 2017 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 2017, the Cash Flow Statement for the year ended 31st March, 2017, 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 2016-17
3. To appoint a Director in place of Thiru K Shanmugam, IAS, Director (holding DIN 00794191), who retires by rotation and being eligible, offers himself for reappointment
4. **Fixation of 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/TAMIL NADU, TNEWSP(1)/1589 dated 09.09.2016.”

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, 2018 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. **Appointment of Thiru Atulya Misra, IAS (DIN 02210369) 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-enactment thereof for the time being in force), Thiru Atulya Misra, IAS (DIN 02210369) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20.04.2017 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 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.”

7. **Appointment of Dr. R. Selvaraj, IAS (DIN 01797405) as Managing 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 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder and Article 140 of the Articles of Association of the Company and subject to such other approvals, as may be necessary, Dr. R. Selvaraj, IAS (holding DIN 01797405) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20.04.2017 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who is eligible for appointment

under the relevant provisions of the Companies Act, 2013 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 Managing Director of the company with effect from 20.04.2017 on such terms and conditions and on such remuneration as may be prescribed by the Government of Tamil Nadu from time to time.”

8. **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 01.04.2017 to 31.03.2018.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197,198, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder 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 01.04.2017 notwithstanding the absence or inadequacy of profits during any financial year:

Rs.

Particulars	Per Month
Basic Pay	1,45,000
Dearness Allowance	72,500
House Rent Allowance	35,000
Provident Fund	26,100
Other allowances	46,400
Total	3,25,000

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.”

9. **Re-appointment of Thiru V. Narayanan (DIN 00081673) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL 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 V. Narayanan (DIN 00081673), who was appointed as an Independent Director of the Company by the Board of Directors for a period of 3 years with effect from 01.04.2017 to 31.03.2020 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 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 re-appointed as an Independent Director of the Company to hold office for a term of 3 consecutive years commencing from 01.04.2017, not liable to retire by rotation.”

10. **Re-appointment of Thiru M.R. Kumar (DIN 03628755) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL 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 M.R. Kumar (DIN 03628755), who was appointed as an Independent Director of the Company by the Board of Directors for a period of 3 years with effect from 01.04.2017 to 31.03.2020 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 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 re-appointed as an Independent Director of the Company to hold office for a term of 3 consecutive years commencing from 01.04.2017, not liable to retire by rotation.”

11. **Re-appointment of Thiru V Nagappan (DIN 01271378) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL 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 V Nagappan (DIN 01271378), who was appointed as an Independent Director of the Company by the Board of Directors for a period of 3 years with effect from 01.04.2017 to 31.03.2020 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 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 re-appointed as an Independent Director of the Company to hold office for a term of 3 consecutive years commencing from 01.04.2017, not liable to retire by rotation."

12. Appointment of Tmt. Soundara Kumar (DIN 01974515) 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, Tmt. Soundara Kumar (DIN 01974515), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors with effect from 30.06.2017 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 her candidature for the office of Director and who has submitted a declaration that she 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 30.06.2017, not liable to retire by rotation."

Place : Chennai
Date : 11.08.2017

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 less than 48 hours before the commencement of 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 12 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 13.09.2017 to 19.09.2017 (both days inclusive) for the purpose of payment of the dividend for the financial year ended 31.03.2017 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) Subject to the provisions of the Companies Act, 2013, the dividend for the year ended 31.03.2017 as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, in respect of shares held in physical form to those members whose names appear in the company's Register of Members on 19th September, 2017. 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 124 of the Companies Act, 2013, all unclaimed dividends upto the financial year ended March 31, 2009 have been transferred to the Investor Education and Protection Fund established by the Central Government as per Section 125 of the Companies Act, 2013.
- 10) As regards dividend pertaining to the financial year ended 31.03.2010 and thereafter, amounts remaining in the Unpaid Dividend Accounts of the company shall 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. Such transfer has already been effected with regard to the unpaid dividend for the financial years 1996-97 to 2008-2009. The unpaid dividend for the financial year 2009-10 (final) will be transferred to the above fund during November 2017. The shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred by the Company in the Investor Education and Protection Fund as per section 124 of the Companies Act, 2013 and the applicable rules. Members are therefore requested to lodge their claims for unpaid dividend, if any, immediately with the Registrar and Share Transfer Agents as mentioned below or with the Company at the Company's registered office.
- 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 37th 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 37th Annual General Meeting and the Annual Report for Financial Year 2016-2017 will also be available on the company's website www.tnpl.com 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 37th 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 the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration Amendment Rules), 2015 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 37th 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 (India) 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 15.09.2017 (9.00 a.m. IST) and ends on 18.09.2017 (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 12.09.2017), 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> <ul style="list-style-type: none"> • 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. • 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 field.
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 (iii).

- 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. 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 on.

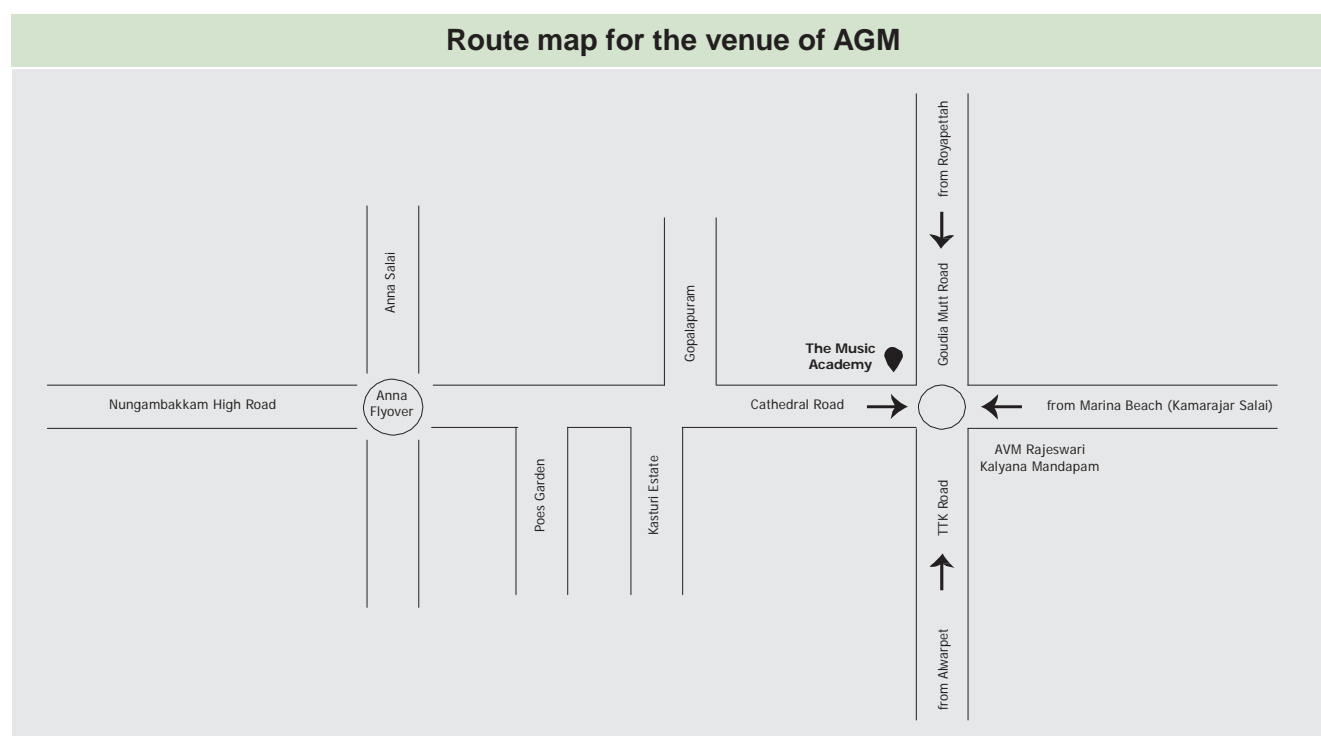
- The list of accounts linked in the login should be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should 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 12.09.2017.
 - 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. 12.09.2017, 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 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, Company Secretaries, 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 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 Chairman 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 Chairman 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.



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 K Shanmugam, IAS
Age	57 Years
Qualification	MSc (Agriculture)
Experience	Thiru K. Shanmugam, IAS belongs to 1985 batch of Indian Administrative Service. Thiru K. Shanmugam, IAS has 32 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 relationship 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.	Chennai Metro Rail Limited	Nominee Director	Audit Committee
2.	Tamilnadu Transmission Corporation Limited	Nominee Director	Audit Committee
3.	Tamilnadu Generation and Distribution Corporation Limited	Director	Audit Committee
4.	TNEB Limited	Director	Audit Committee
5.	Tamilnadu State Marketing Corporation Limited	Director	-
6.	Tamilnadu Industrial Development Corporation Limited	Nominee Director	-
7.	State Industries Promotion Corporation of Tamilnadu Limited	Director	Audit Committee
8.	Tamil Nadu Infrastructure Fund Management Corporation Limited	Director	-

9.	Tamil Nadu Skill Development Corporation	Director	-
10.	Tamilnadu Small Industries Development Corporation Limited	Nominee Director	-

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

ITEM NO.6

Name	Thiru Atulya Misra, IAS
Age	51 Years
Qualification	M.Sc., Certificate in PPP (IDS, Sussex, UK) MPP (Texas, U.S.A.) & TERI Univ. New Delhi, SWY (UNU, Tokyo)
Experience	Thiru Atulya Misra, IAS belongs to the 1988 batch of Indian Administrative Service. He served on TNPL Board as a Nominee Director of GOTN, holding the position as Non-Executive Director of the Company from March 2008 to June 2009. He has held various key positions in departments of Government of Tamil Nadu. Currently, Thiru Atulya Misra, IAS holds the position of Principal Secretary to Government, Industries Department.
Inter-se Director Relationship	Thiru Atulya Misra, IAS is not having any inter se relationship with other Directors of the Company.
Shareholding	Thiru Atulya Misra, IAS does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	Thiru Atulya Misra, IAS is having Directorships and Committee Memberships in the following Companies:

Sl. No.	Company	Position	Committee Membership
1.	TNEB Limited	Director	-
2.	Tamilnadu Generation and Distribution Corporation Limited	Director	-
3.	Tamilnadu Minerals Limited	Director	-
4.	State Industries Promotion Corporation of Tamil Nadu Ltd.	Chairman	-
5.	Tamilnadu Industrial Development Corporation Limited	Chairman & Managing Director	-
6.	TIDEL Park Limited	Chairman	-
7.	Titan Company Limited	Chairman	-
8.	Tamil Nadu Cements Corporation Limited	Chairman	-

9.	Tamil Nadu Petroproducts Ltd.	Chairman	-
10.	Adyar Poonga	Director	-
11.	Tamilnadu Trade Promotion Organisation	Director	-
12.	Electronics Corporation of Tamilnadu Limited	Director	-

ITEM NO.7

Name	Dr. R. Selvaraj IAS
Age	47 years
Qualification	M.V.Sc.
Experience	Dr. R. Selvaraj, IAS belongs to the 2005 batch of Indian Administrative Service (IAS) and has held various positions in departments of Government of Tamil Nadu. Dr. R. Selvaraj, IAS served as Collector of Tirunelveli and Tuticorin districts, Secretary State Information Commission, Inspector General of Registration and CEO and Director of Corporations namely State Industries Promotion Corporation of Tamil Nadu Limited, Electronics Corporation of Tamil Nadu Limited and Tamil Nadu Textile Corporation Limited.
Inter-se Director Relationship	Dr. R. Selvaraj, IAS is not having any inter se relationship with other Directors of the Company.
Shareholding	Dr. R. Selvaraj, IAS 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.8

Name	Thiru A Velliangiri
Age	67 years
Qualification	B.Com., FCA, FCS, FICWA, MBA, DMA(ICA)
Experience	Thiru A Velliangiri has 44 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 31.03.2017. Now, the Board of Directors have extended his services from 01.04.2017 to 31.03.2018. 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 Thiru A Velliangiri, CMA Awards - Certificate of Merit 2014 under the category of "Private – Manufacturing (Male)". ICAI has also bestowed on Thiru A. Velliangiri the "Best CMA CFO Award 2016" under the category of "Private – Manufacturing – Large (Male)".
Inter-se Director Relationship	Thiru A Velliangiri is not having any inter se relationship 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.9

Name	Thiru V Narayanan
Age	79 years
Qualification	M.Sc.(Chemistry)
Experience	Thiru V Narayanan has more than 55 years of experience in Management. Thiru V Narayanan has held several positions in Hindustan Lever Ltd., both in India and in U.K. Subsequently, Thiru V Narayanan had joined Pond's (India) Ltd. and was its Chairman and Managing Director for over 15 years. He joined the Board of Directors of the company in January 2002 as an independent director. Thiru V Narayanan is the Chairman of the Audit Committee of the Board of Directors of the Company since 21.04.2005, Stakeholders' Relationship Committee since 01.08.2011, Corporate Social Responsibility Committee since 28.03.2014 to 28.07.2016 and again co-opted as Member since 27.04.2017 and Chairman of the Nomination and Remuneration Committee since 29.05.2014 till 28.07.2016 and as Member of Nomination and Remuneration Committee since 28.07.2016. He was appointed as an independent director by the members pursuant to the Companies Act, 2013 for three consecutive years from 01.04.2014 to 31.03.2017. (First term under the Companies Act, 2013). Now, the Board re-appointed him from 01.04.2017 to 31.03.2020 which is subject to approval of shareholders in the Annual General Meeting.

Inter-se Director Relationship	Thiru V Narayanan is not having any inter se relationship with other Directors of the Company.
Shareholding	Thiru V Narayanan does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	Thiru V Narayanan is having Directorships in the following Company:

Sl. No.	Company	Position	Committee* Membership
1.	Sundram Fasteners Limited	Director	Audit Committee

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

ITEM NO.10

Name	Thiru M R Kumar
Age	56 years
Qualification	B.Sc.
Experience	<p>Thiru M R Kumar holds the position of Zonal Manager, LIC of India Northern Zone. Thiru M R Kumar joined LIC in the year 1983. He has held many important positions in his illustrious career and has worked in five major zones including the composite Eastern Zone. He has rich experience in both Marketing and Administration of the Insurance industry spanning nearly 3 decades and has specialized in the marketing and HR areas.</p> <p>He joined the Board of Directors of the company in September 2011. He was appointed as an independent director by the members pursuant to the Companies Act, 2013 for three consecutive years from 01.04.2014 to 31.03.2017. (First term under the Companies Act, 2013). Now, the Board re-appointed him from 01.04.2017 to 31.03.2020 which is subject to approval of shareholders in the Annual General Meeting.</p> <p>ThiruMRKumar is a Member of the Audit Committee of the Board of Directors of the Company since 15.09.2011, Stakeholders' Relationship Committee since 15.09.2011 and Corporate Social Responsibility Committee since 28.03.2014 to 28.07.2016 and Nomination and Remuneration Committee since 29.05.2014.</p>
Inter-se Director Relationship	Thiru M R Kumar is not having any inter se relationship with other Directors of the Company.
Shareholding	Thiru M R Kumar does not hold any shares in TNPL.

Directorships and Committee Memberships of other companies	ThiruMRKumar is having Directorships in the following Company:
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Sl. No.	Company	Position	Committee Membership
1.	The India Cements Limited	Director	-

ITEM NO.11

Name	Thiru V Nagappan
Age	52 years
Qualification	B.Com., M.B.A.
Experience	<p>With more than two decades of experience in Capital Markets & Financial Services Industry, Thiru V Nagappan had been the Chairman of Federation of Indian Stock Exchanges – FISE and a Member of Secondary Markets Advisory Committee (SMAC) of SEBI. Apart from being on the Board of Studies of various reputed educational institutions, he is a regular writer on personal finance in magazines & journals and has co-authored several books on Capital Markets, Mutual Funds, Commodities, Portfolio Management, Derivatives etc. He has got rich experience in the Capital Market Regulations and Compliance.</p> <p>He joined the Board of Directors of the company in April 2013. He was appointed as an independent director by the members pursuant to the Companies Act, 2013 for three consecutive years from 01.04.2014 to 31.03.2017. (First term under the Companies Act, 2013). Now, the Board re-appointed him from 01.04.2017 to 31.03.2020 which is subject to approval of shareholders in the Annual General Meeting.</p> <p>Thiru V Nagappan is a Member of the Audit Committee of the Board of Directors of the Company since 19.09.2013, Corporate Social Responsibility Committee since 28.3.2014, Nomination and Remuneration Committee since 29.05.2014 to 28.7.2016 and Stakeholders' Relationship Committee since 18.09.2015.</p>
Inter-se Director Relationship	Thiru V Nagappan is not having any inter se relationship with other Directors of the Company.
Shareholding	Thiru V Nagappan does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	Thiru V Nagappan is having Directorships in the following Companies:

Sl. No.	Company	Position	Committee* Membership
1.	Tamilnadu Power Finance And Infrastructure Development Corporation Limited.	Director	Audit Committee
2.	Hindustan Chamber of Commerce	Director	-
3.	Mobismart Card Technology Pvt Ltd.	Director	-

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

ITEM NO.12

Name	Tmt. Soundara Kumar
Age	63 years
Qualification	B.Sc (Maths), CAIIB
Experience	<p>Tmt. Soundara Kumar has worked for 39 years as officer in State Bank of India from 1975 to 2014 with various responsibilities including managing Bank's business while ensuring smooth merger with State Bank of India. She headed Wholesale Banking Credit Committee at Corporate Centre, for over three years, evaluating high-value commercial credit proposals including project finance for infrastructure. Tmt. Soundara Kumar was a permanent member of Corporate Centre Investment Committee and Credit Policies and Procedures Committee. She also held additional charge of Treasury Operations of the Bank whenever needed as Deputy Managing Director.</p> <p>She also headed Credit Committees at State Bank of Indore, SBI Bangalore Circle. Served on the Boards of SIDBI Ventures, SBICI(State Bank of India Commercial and International Bank Ltd.) and CERSAI (Central Registry of Securitization Asset Reconstruction and Securities Interest) .</p> <p>She served as member of RBI Working Group to recommend measures for scaling up the Business Correspondent (BC) model for Financial Inclusion and participated in several panel discussions etc. relating to SME, Stressed Assets Management etc.</p>
Inter-se Director Relationship	Tmt. Soundara Kumar is not having any inter se relation with other Directors of the Company.
Shareholding	Tmt. Soundara Kumar does not hold any shares in TNPL.
Directorships and Committee Memberships of other companies	Tmt. Soundara Kumar is having Directorships in the following Companies:

Sl. No.	Company	Position	Committee* Membership
1.	Ramco Systems Limited	Director	Audit Committee
2.	Sundaram BNP Paribas Fund Services Limited	Director	Audit Committee
3.	Orchid Pharma Limited	Nominee Director	-
4.	Shanthi Gears Limited	Director	Audit Committee
5.	Rajapalayam Mills Limited	Director	-
6.	Centrum Direct Limited	Director	Audit Committee
7.	Coastal Energen Private Limited	Nominee Director	-
8.	Sundaram Trustee Company Limited	Director	Audit Committee

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

Statement pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO.5

The Board of Directors at their meeting held on 29.05.2017, based on the recommendation of the Audit Committee, 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 2017-18 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

Government of Tamil Nadu vide G.O. Rt. No. 1383 dated 20.04.2017 appointed Thiru Atulya Misra, IAS, Principal Secretary to Government, Industries Department as Chairman of the Company.

Accordingly, Thiru Atulya Misra, IAS, (DIN 02210369) was appointed as an Additional Director of the Company with effect from 20th April, 2017, by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013 (Act). Thiru Atulya Misra 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 Atulya Misra, IAS belongs to the 1988 batch of Indian Administrative Service. He served on TNPL Board as a Nominee Director of Government of Tamil Nadu (GOTN), holding the position as Non-Executive Director of the Company from March 2008 to June 2009. He has held various key positions in various departments of GOTN. Currently, Thiru Atulya Misra, IAS holds the position of Principal 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 Thiru Atulya Misra, IAS, is interested or concerned in the resolution

ITEM NO.7

Government of Tamil Nadu vide G.O. Rt. No. 1383 dated 20.04.2017 appointed Dr. R. Selvaraj, IAS, Inspector General of Registration as Managing Director of TNPL in place of Thiru Vikram Kapur, IAS.

Accordingly, Dr. R. Selvaraj, IAS (DIN 01797405) was appointed as an Additional Director of the Company with effect from 20.04.2017 and designated as Managing Director of the Company by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013 (Act) Dr. R. Selvaraj, 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.

Pursuant to Section 196 of the Companies Act, 2013 (Act) and subject to the provisions of Section 197 and Schedule V of the Act, the appointment and terms and conditions of Managing Director has to be approved by the Members of the company in general meeting. The terms and conditions of his appointment including remuneration payable to him are governed by the orders of the Govt. of Tamil Nadu vide G.O.Ms.No.167 Public (Special A) Department dt.21.2.94 read with G.O.Ms.No.495 Finance(BPE) Department dt.18.7.88. Copies of the above said orders are available for inspection by the members at the Registered Office of the company.

Dr. R. Selvaraj, IAS belongs to the 2005 batch of Indian Administrative Service (IAS) and has held various positions in departments of Government of Tamil Nadu. Dr. R. Selvaraj, IAS, served as Collector of Tirunelveli and Tuticorin districts, Secretary State Information Commission, Inspector General of Registration and CEO and Director of Corporations namely State Industries Promotion Corporation of Tamil Nadu Limited, Electronics Corporation of Tamil Nadu Limited and Tamil Nadu Textile Corporation Limited.

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. R. Selvaraj, IAS, is interested or concerned in the resolution.

ITEM NO.8

The Board of Directors of your Company have extended the contractual engagement of Thiru A Velliangiri as Deputy Managing Director from 01.04.2017 to 31.03.2018 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 01.04.2017 to 31.03.2018 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. 9 to 11

Thiru V Narayanan, Thiru M R Kumar and Thiru V Nagappan were appointed as Independent Directors of the Company pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolutions passed at the Annual General Meeting held on 15th September, 2014. As per the said resolutions, the term of appointment of these Independent Directors expired on 31st March, 2017.

In accordance with Section 149 (10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

As per the provisions of Section 149 of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution in their meeting held on 24th March, 2017, approving re-appointment of Thiru V Narayanan, Thiru M R Kumar and Thiru V Nagappan as Independent Directors for a second

term with effect from 01.04.2017 to 31.03.2020 based on skills, experience, knowledge and performance evaluation. Their re-appointments are subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolutions.

In the opinion of the Board of Directors, Thiru V Narayanan, Thiru M R Kumar and Thiru V Nagappan, the Independent Directors proposed to be re-appointed, fulfill the conditions specified in the Act and the Rules made thereunder and submitted declarations fulfilling the criteria of independence provided under section 149(6) of the Companies Act, 2013.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from members along with a deposit of Rs. 1 Lakh each proposing the candidature of Thiru V Narayanan, Thiru M R Kumar and Thiru V Nagappan to be re-appointed as Independent Directors as per the provisions of the Companies Act, 2013.

The Board of Directors recommends the resolutions at Item Nos. 9 to 11 for approval of the Members of the Company.

None of the Directors of the Company and their relatives or key managerial personnel and their relatives other than Thiru V Narayanan, Thiru M R Kumar and Thiru V Nagappan, being appointees, are interested or concerned in the resolutions set out at item Nos. 9 to 11.

ITEM NO. 12

The Board, for the compliance of provisions to have at least one woman director on the Board of the Company, as per the provisions of Section 149 of the Companies Act, 2013

and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointed Tmt. Soundara Kumar (DIN 01974515) as an Additional Director of the Company with effect from 30.06.2017. In terms of Section 161(1) of the Companies Act, 2013, Tmt. Soundara Kumar holds office upto the date of this Annual General Meeting.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member along with a deposit of Rs. 1 Lakh proposing the candidature of Tmt. Soundara Kumar to be appointed as Independent Director as per the provisions of the Companies Act, 2013.

In the opinion of the Board of Directors, Tmt. Soundara Kumar, the Independent Director proposed to be appointed, fulfill the conditions specified in the Act and the Rules made thereunder and submitted declaration fulfilling the criteria of independence provided under section 149(6) of the Companies Act, 2013.

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 Tmt. Soundara Kumar is interested or concerned in the resolution.

Registered Office :
67 Mount Road Guindy
Chennai-600 032

Place: Chennai
Date: 11th August, 2017

BY ORDER OF THE BOARD
V SIVAKUMAR
Company Secretary