

**TAMIL NADU NEWSPRINT AND PAPERS LIMITED**  
**Regd.Office:67 Mount Road, Guindy, Chennai 600 032**

**NOTICE OF POSTAL BALLOT**

**PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

To

**The Members of  
Tamil Nadu Newsprint and Papers Limited**

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

The draft Special Resolution for Alteration of Articles of Association of the Company is appended below and an Explanatory Statement pertaining to the said resolution setting out all material facts and the reasons for the resolution is annexed thereto.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with the Stock Exchanges on which its Equity Shares are listed and provisions of Section 110 of the Companies Act, 2013, the company has appointed Central Depository Services (India) Ltd. (CDSL) as the agency for electronic voting in this regard and such of the shareholders who wish to vote electronically may follow the detailed instructions given for e-voting as appended to this notice.

The Members are requested to carefully read the instructions printed in the postal ballot form sent herewith and return the form duly completed and signed in the attached self-attested business reply envelope, so as to reach the Scrutinizer not later than Thursday, 10<sup>th</sup> July, 2014. Please note that the consent received after thirty days from the date of issue of this notice shall be treated as if reply from the member has not been received. Hence, members are requested to mail the Postal Ballot Form so as to reach on or before Thursday, 10<sup>th</sup> July, 2014. No other form or photocopy thereof is permitted.

The Board of Directors has appointed Mr. R.Sridharan of M/s. R.Sridharan & Associates, Company Secretaries, having office at New No.5, Old No.12, Sivasailam Street, T Nagar, Chennai 600 017 as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer will submit his Report to the Chairman and Managing Director of the Company after completion of the scrutiny of postal ballots. The Chairman and Managing Director of the Company or any other Director of the Company will announce the results at the Registered Office of the company on Monday, 14<sup>th</sup> July, 2014 at 3.00 p.m. and shall arrange to display the results of the Postal Ballot on the Notice Board on the said date and post on the company's website –www.tnpl.co.in. The resolution shall become effective on and from the date of declaration of results of the Postal Ballot Process. The results will also be communicated to the BSE Limited and National Stock Exchange of India Limited.

The resolution relating to Alteration of Articles of Association of the Company being a Special Resolution, will be declared as passed if votes cast in favour of the resolution is three times more in number than the votes cast against the resolution.

In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, members may cast their votes either through Postal Ballot form or through electronic form (e-voting). Those members opting for e-voting may follow the procedure, as recommended by CDSL, the e-voting agency appointed by us, under "E-Voting instructions" of this notice.

**By Order of the Board**

**Place: Chennai**  
**Date :29.05.2014**

**A VELLIANGIRI**  
**Dy.Managing Director**

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

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

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

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

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

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

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

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

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

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

**By Order of the Board**

**A VELLIANGIRI**  
**Dy.Managing Director**

**Place :Chennai**  
**Date :29.05.2014**

## **ANNEXURE TO NOTICE**

### **Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013.**

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

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

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

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

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

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

#### **Interest of Directors**

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

**By Order of the Board**

**A VELLIANGIRI  
Dy.Managing Director**

**Place : Chennai  
Date : 29.05.2014**