

ANNEXURE - VII

REPORT ON CORPORATE GOVERNANCE

As required under clause 49 of the Listing Agreement with the Stock Exchanges, a Report on Corporate Governance in conformance with the SEBI format is provided below:

A. MANDATORY REQUIREMENTS

1. Company's Philosophy

TNPL's philosophy on Corporate Governance is to achieve high levels of integrity, equity and transparency in all its operations. The company believes that good Corporate Governance is essential for achieving long term goals and enhancing stakeholders' value. The Company's business objective is to manufacture and market products which create value that can be sustained over time for the benefit of customers, shareholders, employees, bankers and Government.

2. Board of Directors

a. Composition and Category of Directors

As on 31st March, 2015, the Board consisted of ten directors - a Chairman and Managing Director and two non-executive Directors nominated by GOTN, two Executive Directors and five independent, non-executive Directors

As per Clause 49 of the Listing Agreement, where the Chairman of the Board is an Executive Director, at least half of the Board should comprise of independent directors with one woman director. The composition of the Board of Directors of TNPL complied with the provisions of Clause 49 of the Listing Agreement

An independent director in relation to a company, means a non-executive director other than a nominee director of the company:-

- a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b) (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c) apart from receiving director's remuneration, has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d) none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e) who, neither himself nor any of his relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two percent or more of the total voting power of the company; or
 - (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company;
 - (v) is a material supplier, service provider or customer or a lessor or lessee of the company;

f) who is not less than 21 years of age.

Tvl.V.Narayanan, N.Kumaravelu, M R Kumar, V Nagappan and Tmt Sarada Jagan are categorized as independent directors.

The company has issued formal letters of appointment to independent directors in the manner as provided in the Companies Act, 2013.

The terms and conditions of appointment of independent directors have been disclosed on the company's website at www.tnpl.com

The Independent Directors on the Board are experienced, competent and highly respected persons. They take active part in the Board and Committee meetings. Necessary disclosures have been made by the Directors as required by SEBI.

Separate meeting of independent directors

The independent directors have held one meeting without the attendance of non-independent directors and members of management to discuss:

- Evaluation of the performance of non-independent directors and the Board of Directors as a whole
- Evaluation of the performance of the Chairman, taking into account the views of the executive and non-executive directors
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Familiarisation Programme

The Company has framed familiarisation programme for Independent Directors. The details of familiarisation programme is disclosed at Company's website at www.tnpl.com

Board's functioning and Procedure

The Board plays a pivotal role in ensuring good governance. The Board's role, functions, responsibility and accountability are clearly defined. In addition to its primary role of setting corporate goals and monitoring corporate performance, it directs and guides the activities of the Management towards creating long term sustainable growth that benefits all stakeholders.

The Board also sets standards of behavior and ethical conduct for all the employees.

It also ensures strict compliance with the law and all regulations by the Company.

Board's key functions include:

- a) Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance and overseeing major capital expenditures, acquisitions and divestments.
- b) Monitoring the effectiveness of the company's governance practices and making changes as needed.
- c) Selecting, compensating, monitoring and when necessary, replacing key executives and overseeing succession planning.
- d) Aligning key executive and Board remuneration with the longer term interests of the company and its shareholders.
- e) Ensuring a transparent Board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.
- f) Monitoring and managing potential conflicts of interest of management, Board members and shareholders, including misuse of corporate assets and abuse in related party transactions.
- g) Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control and compliance with the law and relevant standards.
- h) Overseeing the process of disclosure and communications.
- i) Monitoring and reviewing Board Evaluation framework.

b. Attendance of each Director at the Board of Directors' Meetings held during 2014-2015, the last AGM and number of other company boards or board/committees in which each of the directors of the company is a member or chairperson are as follows

Name of Director	Category	No. of Board meetings		Whether attended last AGM	Directorships held in other companies		Committee* Memberships held in other companies	
		Held	Attended		Director	Chairman	Member	Chairman
Tvl.								
C V Sankar IAS Chairman and Managing Director (Full Additional charge)	Executive	8	8	Attended	11	5	-	-
A Velliangiri Deputy Managing Director	Executive	8	8	Attended	-	-	-	-
R Mani Director(Operations)	Executive	8	8	Attended	-	-	-	-
T Udhayachandran IAS	Non-Executive	8	3	Not Attended	8	-	-	-
Mahesan Kasirajan IAS (Appointed as Director w.e.f.9.6.2014)	Non-Executive	7	7	Attended	1	1	-	-
V Narayanan	Independent Non- Executive	8	8	Attended	1	-	1	-
N Kumaravelu	Independent Non- Executive	8	7	Attended	2	-	-	-
M R Kumar	Independent Non- Executive	8	6	Not Attended	-	-	-	-
V Nagappan	Independent Non- Executive	8	8	Attended	2	-	-	-
Tmt Sarada Jagan	Independent Non- Executive	8	7	Attended	-	-	-	-

*Chairmanship / membership of the Audit Committee and Stakeholders' Relationship Committee has been taken.

Limit on number of directorships

- a. A person shall not serve as an independent director in more than seven listed companies
- b. Further, any person who is serving as a wholtime director in any listed company shall not serve as an independent director in more than three listed companies

c. Number of Board Meetings held and the dates on which held:

Eight Board Meetings were held during the year 2014-2015 as against the minimum requirement of four meetings. The meetings were held on the following dates:

29.5.14, 10.7.14, 11.8.14, 15.9.14, 12.11.14, 13.1.15, 12.2.15, 27.3.15

d. Information placed before the Board of Directors

The Board has complete access to all information relating to the company. The following information is regularly provided to the Board:

1. Minutes of the meetings of the Board, the Audit Committee and Investors' Grievances Committee
2. Quarterly, half yearly and annual financial results of the company and its business segments
3. Annual operating plans and budgets and any updates
4. Capital budgets and any updates
5. Cost Audit report / Secretarial audit report
6. Appointment of statutory auditor, secretarial auditor, cost auditor and internal auditor
7. Materially important show cause, demand, prosecution and penalty notices
8. Legal compliance report and certificate
9. Review of foreign exchange exposures and exchange rate movement, if material
10. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any
11. Any material default in financial obligations to and by the company or substantial non-recoveries against sale, if any
12. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company, if any
13. Significant labour problems and their proposed solutions. Any significant development in human resources / industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme etc.
14. Non-compliance of any regulatory, statutory nature or listing requirements and shareholders' service such as non-payment of dividend, delay in share transfer etc.
15. Issues relating to shareholders such as ratification of transfers, demat status, pending grievances, issue of duplicate share certificates etc.
16. Contracts in which Director(s) are deemed to be interested
17. Details of investment of surplus funds available with the company
18. General disclosure of interest
19. The information on recruitment and remuneration of senior officers just below the Board level including appointment or removal of Chief Financial Officer and the Company Secretary
20. Details of any joint venture or collaboration agreement
21. Transactions that involve substantial payment towards goodwill, brand equity or intellectual property
22. Sale of material nature of investments, subsidiaries, assets which is not in normal course of business
23. Perspective plan for the future of the company
24. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.

e. Board material distributed in advance

Agenda papers are circulated to the directors, in advance, in the prescribed agenda format. All material information is incorporated in the agenda papers for facilitating meaningful, informed and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is placed on the table at the meeting with specific reference to this effect in the agenda.

With the permission of Chairman, in special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

Sensitive subject matters may be discussed at the meeting without written material being circulated in advance of the meeting.

In case of business exigencies or urgency of matters , resolutions are passed by circulation and the same is placed before the Board in the next meeting.

The meetings are usually held at the company's Registered Office at 67 Mount Road, Guindy, Chennai 600 032

f. Recording minutes of proceedings at Board Meeting

The Company Secretary records the minutes of the proceedings of each Board and Committee meeting. The minutes of the proceedings of a meeting are entered in the minutes book within thirty days from the conclusion of the meeting and signed by the Chairman of the Board or Audit Committee .

g. Post Meeting Follow-up Mechanism

The current status of follow up action on the decisions taken is reported to the Board and the Committees thereof in every meeting.

h. Compliance

The Company Secretary is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act, 2013 read with the rules issued there under and to the extent feasible , the Secretarial Standards recommended by the Institute of Company Secretaries of India, New Delhi.

All the items on the Agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial/business plans, financial results, detailed presentations are made. The agenda and the relevant notes are sent in advance separately to each Director to enable the Board to take informed decisions.

Particulars of Directors being appointed at the Annual General Meeting and Directors retiring by rotation and seeking reappointment have been given in the Notice convening the 35th Annual General Meeting along with the Explanatory Statement.

3. Audit Committee (Statutory)

Powers of Audit Committee(CI. 49 (III C)

The Audit Committee shall have powers which should include the following:

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary

a. Terms of reference

The terms of reference of this Committee are wide enough to cover the matters specified for Audit Committee under Clause 49 (III D) of the Listing Agreement as well as in Sec.177 of the Companies Act, 2013 and are as follows:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
2. Recommending to the Board the appointment, reappointment and if required, the replacement or removal of the statutory auditors and fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference to :
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of Sub section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Companies with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval

6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit functions, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
8. Discussions with internal auditors any significant finding and follow-up thereon
9. Reviewing the findings of any internal investigations by the internal auditors into matter where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
10. Discussions with statutory auditors before the audit commences, nature and scope of audit as well as have post-audit discussion to ascertain any area of concern
11. To look into the reasons for substantial default in the payment to depositors, debentureholders, shareholders (in case of non-payment of declared dividend) and creditors
12. Reviewing the company's financial and risk management policies
13. The audit committee should have discussions with the auditors periodically about the internal control systems, the scope of audit including the observations of the auditors and review the half yearly and annual financial statements before submission to the board and also ensure compliance of internal control systems.
14. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in this section or referred to it by the Board and for this purpose, shall have full access to information contained in the records of the company and external professional advice, if necessary.
15. To review internal audit programme , to ensure co-ordination between the internal and statutory auditors , to ensure the internal audit function is adequately resourced and has appropriate standing within the company and to request internal audit to undertake specific audit projects, having informed management of their intentions.
16. Review of Cost Audit Report
17. Review and monitor the auditor's independence and performance and effectiveness of audit process
18. Approval or any subsequent modification of transactions of the company with related parties
19. Scrutiny of inter-corporate loans and investments
20. Valuation of undertakings or assets of the company, wherever it is necessary
21. Reviewing with the management the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter
22. To review the functioning of the Whistle Blower mechanism
23. Approval of appointment of CFO (i.e. the wholtime Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate.
24. Reviewing any other areas which may be specified as role of the audit committee under amendments , if any, from time to time , to the Listing Agreement , Companies Act and other statutes.
25. Considering such other matters as may be required by the Board.
26. To review periodically statutory compliances of various laws, regulatory changes, if any.
27. Periodically review pending legal cases.

The Audit Committee mandatorily reviews the following information :

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, shall be binding on the Board.

There are no instances of Board not accepting the recommendations of the Audit Committee during the year.

b. Composition, name of members and Chairperson

In TNPL, the Audit Committee was established even before the introduction of the Corporate Governance code (Cl.49 (III A)). Currently, the following five non-executive Directors are the members in the Audit Committee:

Thiru V Narayanan, Chairman of the Committee

Thiru N Kumaravelu, Member

Thiru M R Kumar, Member

Thiru V Nagappan, Member

Tmt Sarada Jagan, Member

The Company Secretary acts as the Secretary to the Committee.

The Chairman and Managing Director (CMD), Dy. Managing Director, Director (Operations), Senior Management Executives, Statutory Auditors, External Internal Auditors and Cost Auditors if required, are invited to attend the Audit Committee meetings.

c. Meetings and attendance during the year(Cl. 49(III B))

Director	No. of Meetings Held	Attended
Tvl.		
V Narayanan	7	7
N Kumaravelu	7	6
M R Kumar	7	5
V Nagappan	7	7
Tmt. Sarada Jagan	7	5

The Audit Committee met 7 times during 2014-15 as against the minimum requirement of 4 meetings. The dates on which the meetings were held are given below:

29.5.14, 11.8.14, 15.9.14, 12.11.14, 13.1.15, 12.2.15, 27.3.15

4. Stakeholders` Relationship Committee (Statutory)**a. Stakeholders` Relationship Committee**

Shareholders' complaints/grievances are redressed by the Registrar and Transfer Agent, namely M/s.Cameo Corporate Services Limited. The Board also constituted Shareholders'/Investors' Grievances Committee in August 2001. As per section 178(5) of the Companies Act 2013, the Board of Directors of the company which consists of more than one thousand shareholders, debenture holders, deposit holders and any other security holders at any time during a financial year shall constitute a Stakeholders' Relationship Committee consisting of a Chairman who shall be a non executive director and such other members as may be decided by the Board. As the company is already having an Investors Grievances Committee to look into the redressing of Stakeholders and Investors' grievances, in compliance with the above section, the Investors Grievances Committee is renamed as "Stakeholders` Relationship Committee."

The following three non-executive directors are the members in the Stakeholders` Relationship Committee as on 31st March, 2015

1. Thiru V Narayanan Chairman of the Committee
2. Thiru N Kumaravelu Member
3. Thiru M R Kumar Member

The Stakeholders Relationship Committee met on 29th May, 2014 and 12th November 2014 and reviewed the grievances / complaints received and the action taken on the grievances / complaints.

Meetings and attendance during the year

Director	No. of Meetings Held	Attended
Tvl.		
V Narayanan	2	2
N Kumaravelu	2	2
M R Kumar	2	2

Terms of reference:

The functioning and broad terms of reference of the Investors' Grievances Committee as adopted by the Board are as under:

- a. To monitor work related to:
 - transfer and/or transmission of equity shares of the company
 - dematerialisation / rematerialisation of the shares of the company
 - sub-division, consolidation and /or replacement of any share certificate(s) of the company
- b. Approval of issue of duplicate share certificates against the original share certificates
- c. To look into the redressing of shareholders and investors complaints like
Transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend, review of dematerialisation, rematerialisation, shareholding pattern, distribution schedules etc.
- d. To do all other acts or deeds as may be necessary or incidental thereto
- e. The Committee also reviews the performance of the company's RTA and their system of dealing with and responding to correspondence from all categories of shareholders. The manner and timeliness of dealing with complaint letters received from Stock Exchanges/SEBI/Ministry of Corporate Affairs etc. and the responses thereto are reviewed by this Committee.

The main object of the Committee is to strengthen investor relations.

The Company Secretary, being the Compliance Officer, is entrusted with the responsibility, to specifically, look into the redressal of the shareholders and investors complaints and report the same to the Investors' Grievances Committee.

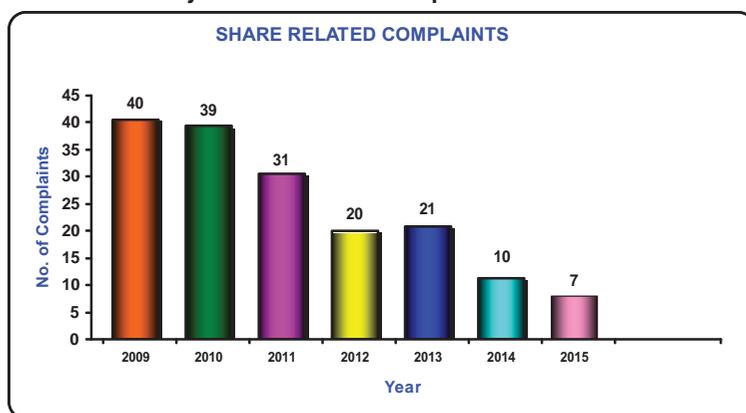
The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Type of Complaints	Number of complaints
Non-receipt of Annual Reports	1
Non-receipt of Dividend Warrants	4
Non-receipt of Share Certificates	-
Miscellaneous	2
Total	7

Complaints Status:1.4.2014 to 31.3.2015

Nature of complaints (Received and Resolved)	Q1	Q2	Q3	Q4	Total
Securities and Exchange Board of India	-	1	-	-	1
Stock Exchanges	1	1	-	-	2
Shareholders	-	2	1	1	4
Total	1	4	1	1	7

Given below is the trend of share related complaints during last seven years. There is a steady decline in the number indicating an improvement in efficiency within the Share Department



There are no complaints remaining unresolved as at the beginning and end of the year.

b. Share Transfer Committee

To expedite the process of share transfers, share transmission, remat etc., the Board has delegated the powers of share transfers to a Committee comprising of CMD/MD, DMD and General Manager (Corporate Finance). The Share Transfer Committee attends to the share transfer formalities thrice a month. The business transacted at the Share Transfer committee meetings is placed before the Board regularly.

All valid share transfers during the year ended 31st March, 2015 have been acted upon. No share transfer was pending as on 31st March, 2015.

5. Corporate Social Responsibility Committee (Statutory)

To comply with Section 135(1) of the Companies Act 2013, the company has constituted the Corporate Social Responsibility Committee with the following independent Directors as members of the Committee with effect from 1.4.2014:

1. Thiru V Narayanan Chairman of the Committee
2. Thiru N Kumaravelu Member
3. Thiru M R Kumar Member
4. Thiru V Nagappan Member
5. Tmt. Sarada Jagan Member

Meetings and attendance during the year

Director	No. of Meetings Held	Attended
Tvl.		
V Narayanan	3	3
N Kumaravelu	3	3
M R Kumar	3	2
V Nagappan	3	3
Tmt. Sarada Jagan	3	2

The company had formulated CSR Policy guidelines in 2011 and last updation was done in September 2014. As per Sec.135(5) of the Companies Act 2013, the Board of every company has to ensure that the company spends in every financial year at least two percent of the average net profits of the company made during three immediately preceding financial years. Currently, the CSR activities are grouped as follows:

1. Education
2. Health
3. Socio Economic development
4. Environment
5. Culture & Heritage

6. Nomination and Remuneration Committee (Cl. 49(IV))

To comply with Section 178 of the Companies Act 2013, the company has formed a Nomination and Remuneration Committee as mandated under Sec.178(1) of the Companies Act 2013 with the following Directors as members:

1. Thiru V Narayanan Chairman of the Committee
2. Thiru T Udhayachandran IAS Member
3. Thiru N Kumaravelu Member
4. Thiru M R Kumar Member
5. Thiru V Nagappan Member
6. Tmt. Sarada Jagan Member

The Nomination and Remuneration Committee met once on 5th September 2014.

Meetings and attendance during the year

Director	No. of Meetings Held	Attended
Tvl.		
V Narayanan	1	1
N Kumaravelu	1	1
V Nagappan	1	1
T Udhayachandran IAS	1	-
M R Kumar	1	-
Tmt Sarada Jagan	1	-

Terms of reference of the Committee:

- Shall identify persons who are qualified to become director and who may be appointed in Senior Management in accordance with the criteria laid down
- Recommend to the Board their appointment and removal
- Shall lay down an evaluation criteria for performance evaluation of independent directors and the Board.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director
- Devising policy on Board's diversity
- Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Evaluate and approve the appointment and remuneration of senior executives, the company's remuneration plan, annual salary increase principles and budgets, annual and long term incentive plans of the company, policies and programs such as succession planning, employment agreements, severance agreements and any other benefits.
- Evaluate executive team performance regularly to strengthen the cumulative annual assessment and to provide timely feedback to the assessed individuals
- Senior Management means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

While formulating policy, the Committee has ensured that:

- Level and composition of remuneration is reasonable and sufficient to attract/ retain/ motivate directors
- Relationship of remuneration to performance
- Remuneration to directors/key management personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals
- Policy and evaluation criteria shall be disclosed in the Board's report

a. Remuneration Policy

Thiru C V Sankar IAS was appointed as Chairman and Managing Director (full additional charge) by the Government on 25th October, 2013. He is being paid remuneration in accordance with the Govt. rules as applicable to his cadre.

Thiru A Velliangiri, Dy.Managing Director's service has been extended for two years from 19th December, 2013. Thiru A Velliangiri, as Dy.Managing Director is drawing remuneration as per the Contractual Appointment order dt.4.12.13, details of which were circulated to all the shareholders vide Notice dt.29.11.13 under Sec.302 of the Companies Act, 1956.

The service of Thiru R Mani, Director (Operations) has been extended for a further period of one year from 27th February, 2015 and is drawing remuneration as per the Contractual Appointment order dt. 9.3.2015

No remuneration except sitting fees for attending the Board/Committee Meetings is paid to other Directors.

b. Details of remuneration for the year ended 31st March, 2015**Executive Directors****(Rs. in lakh)**

Name & Position	Pay & Allowances	Reimbursement of medical expenses	Perquisites	Total
Tvl C V Sankar IAS CMD (fac)	-	-	-	-
A Velliangiri Dy.Managing Director	30.45	-	2.55	33.00
R Mani Director (Operations)	17.15	1.06	3.29	21.50
Total	47.60	1.06	5.84	54.50

Non-Executive Directors

Remuneration by way of sitting fees for attending Board/ Board Committee Meetings are paid only to non-executive Directors. Sitting fees paid to non-executive Directors during the financial year are given below:

Name of the Director	Sitting Fees paid (Rs.)				
	Board	Audit Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee	Nomination and Remuneration Committee
Tvl. Mahesan Kasirajan IAS	105000*	-	-	-	-
T Udhayachandran IAS	45000*	-	-	-	-
V Narayanan	120000	105000	30000	45000	15000
N Kumaravelu	105000	90000	30000	45000	15000
M R Kumar	90000**	75000**	30000**	30000**	-
V Nagappan	120000	105000	-	45000	15000
Tmt Sarada Jagan	105000	75000	-	30000	-
Total	690000	450000	90000	195000	45000

* remitted to Govt. of Tamil Nadu

**remitted to LIC of India Ltd.

Independent Directors were paid sitting fees of Rs.15000/- per meeting.

The company has also taken Director's and Officer's (D&O) liability insurance to protect its directors' personal liability for financial losses that may arise out of any unintentional wrongful acts.

Shareholdings of Directors

No Director is holding any shares in the company except Thiru R Mani, Director (Operations) - 200 shares.

7. General Body Meetings

I. Last three Annual General Meetings were held as below:

Year	Location	Date	Time	Special Resolution passed In the AGM by shareholders
2011-12	The Music Academy, 168, T.T.K.Road, Chennai-600 014.	21.9.2012	10.25 AM	No
2012-13	-do-	19.9.2013	10.30 AM	No
2013-14	-do-	15.9.2014	10.15 AM	No

II. Postal Ballot

One special resolution was put through postal ballot last year for altering certain articles in the Articles of Association in July 2014.

III. Details of voting pattern of the postal ballot were as follows:

Special Resolution :

Particulars	No. of Postal Ballot Forms	No. of Votes	%
Total Postal Ballot Forms received	846	27585364	-
Less:- Rejected Postal Ballot Forms	16	3554	-
Net Valid Postal Ballot Forms	830	27588839	100%
Postal Ballot Forms with Assent for the Resolution	791	27585364	99.98%
Postal Ballot Forms with Dissent for the Resolution	39	3475	0.02%

The special resolution was carried with requisite majority

IV. Thiru R. Sridharan, of M/s.R. Sridharan & Associates, Company Secretaries was appointed as a scrutinizer to conduct and scrutinize the postal ballot exercise.

V. None of the items to be transacted at the ensuing Annual General Meeting is required to be passed by postal ballot.

VI. The procedure for postal ballot is set out below:

- The Board of directors shall appoint a designated person(Scrutiniser) to conduct, supervise and control the exercise of postal ballot. The person may be the Company Secretary, a retired judge or any person of repute who, in the opinion of the Board, can conduct the voting process in a fair and transparent manner.
- All communications in this regard shall be made by and addressed directly to the said designated person
- A notice containing a draft of the resolution and the necessary explanatory statement shall be sent to all members entitled to vote requesting them to send their assent or dissent within a period of thirty days from the date of posting of the letter
- The notice shall include a pre-paid postage envelope for facilitating the communication of the assent or the dissent of the shareholders to the resolutions within the said period
- The envelope by post will be received directly by the post office through Post Box No., which will be obtained by the designated person in advance and will be indicated on each pre-paid envelope to be used by the members for sending the resolution
- The designated person shall ascertain the will of the shareholders based on the response received and the resolution shall be deemed to have been duly passed, if approved by members not less in number, as prescribed by law.
- The designated person shall thereafter give a report to the Chairman/MD and on the basis of such report, the Chairman/MD shall declare the results of the poll.

E-voting System

Clause 35B of the Listing Agreement and Rule 20 of The Companies (Management and Administration) Rules 2014 state that every listed company or a company having not less than 1000 shareholders, shall provide to its members facility to exercise their right to vote at general meetings by electronic means. Thiru R Sridharan of M/s. R Sridharan & Associates, Practicing Company Secretary, was appointed to act as Scrutiniser to conduct, supervise and control the exercise of e-voting for passing of resolutions of the company at the last AGM held on 15th September, 2014.

Circular Resolution

Recourse to circular resolution is made in exceptional and emergent cases that are recorded at the succeeding Board / Committee Meetings. During the year, two circular resolutions were passed which were recorded at the subsequent Board meetings.

Secretarial Compliance Report

- a. Section 204 of the Companies Act, 2013 has mandated appointment of a Secretarial Auditor. Accordingly, M/s.R Sridharan & Associates, practicing Company Secretaries, have been appointed as Secretarial Auditor for the year 2014-15. The Secretarial Audit Report in Form MR-3 is attached as an annexure to the Board's Report.

b. Secretarial Audit Reports

As stipulated by SEBI, a qualified Company Secretary has carried out the Reconciliation of Share Capital audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services(India) Limited and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The Audit inter alia ,confirms that the total listed and paid up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form (held by NSDL and CDSL) and total number of shares in physical form.

Quarterly Secretarial Audit Reports on reconciliation of the total admitted capital with NSDL/CDSL and the total issued and listed capital were furnished to the Stock Exchanges on the following dates:

For the quarter ended	Furnished on
30 th June, 2014	9 th July, 2014
30 th September, 2014	13 th October, 2014
31 st December, 2014	19 th January, 2015
31 st March, 2015	8 th April, 2015

Role of Company Secretary in overall governance process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the directors and senior management for effective decision making at the meetings. The Company Secretary is primarily responsible to ensure compliance with applicable statutory requirements and is the interface between the management and regulatory authorities for governance matters. All the Directors of the Company have access to the advice and services of the Company Secretary.

Quarterly Compliance Report

The Company has submitted for each of the 4 quarters during 2014-15 the Compliance Report on Corporate Governance to stock exchanges in the prescribed format within 15 days from the close of the quarter.

8. Disclosures – Cl.49 (VIII)

- a. Sec.188 of the companies Act 2013 deals with Related Party Transactions. It defines related parties, related party transactions and several financial limits to identify a transaction as related party transaction It further provides that with the consent of the Board the company shall enter into any contract or arrangement with a related party. Accordingly, the company has formulated a policy for Related Party Transaction and the same has been uploaded on the company's website at the following link http://www.tnpl.com/web_pdf_files/Related%20Party%20Transactions%20policy.pdf

There are no materially significant transactions with related parties during the year which are potentially conflicting with company's interest at large.

Suitable disclosure as required by the Accounting Standards (AS 18) has been made in the notes to Accounts forming part of this Annual Report.

- b. As per Clause 49(V) of the Listing Agreement, the Chief Executive Officer i.e.Chairman and Managing Director and the Chief Financial Officer i.e.Deputy Managing Director certified to the Board on their review of financial statements and cash flow statements for the financial year ended 31st March 2015 in the form prescribed by Clause 49 of the Listing Agreement which is annexed.
- c. The criteria for making payments to non-executive directors is placed on the website of the company www.tnpl.com
- d. None of the non-executive directors is holding shares / convertible instruments of the company.
- e. There were no instances of non-compliance on any matter relating to the capital market during the last three years
- f. The company has complied with all Mandatory requirements of the Clause 49 of the Listing Agreement. As regards the non-Mandatory requirements, the extent of compliance has been stated in Part B of this report.
- g. Details of information on appointment of new/re-appointment of directors:

A brief resume, nature of expertise in specific functional areas, names of companies in which the person already holds directorship and membership of committees of the Board forms part of the Notice convening the 35th Annual General Meeting.

Code of Conduct – Cl.49 (II E)

The company adheres to the highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency in business dealings. The Board of Directors has framed Code of Conduct for Board Members and Senior Management. The code of conduct has been communicated to the Directors and the Members of the Senior Management.

The Code of Conduct for Board Members and Senior Management adopted pursuant to Cl.49 (II E) of the listing Agreement and SEBI(Prohibition of Insider Trading) Regulations, 1992 respectively has been detailed below:

The code is applicable to all Directors and specified Senior Management Executives. The code impresses upon Directors and Senior Management Executives to uphold the interest of the company and its stakeholders and to endeavor to fulfil all the fiduciary obligations towards them. Another important principle on which the code is based is that the Directors and Senior Management Executives shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties. The Listing Agreements with Stock Exchanges and the Companies Act, 2013 have included duties for Independent Directors in the Code of Conduct for Board Members. The company has suitably incorporated the same in the Code of Conduct for Board Members. The code has been posted on the website of the company www.tnpl.com

Affirmation of compliance of Code of Conduct for the financial year 2014-15 has been received from the Directors and Senior Management personnel of the company.

SEBI has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015, which had come into force w.e.f. 15.5.2015. The main aim of the regulation is to prevent persons connected with a company from enjoying any possible undue advantage while dealing in the shares of the company.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour. The company has framed a vigil mechanism / whistle blower policy wherein the employees are free to report any improper activity resulting in violations of laws, rules, regulations or code of conduct by any of the employees to the Competent Authority or Chairman of the Audit Committee, as the case may be. Any such complaint is reviewed by the Competent Authority or Chairman of the Audit Committee. The confidentiality of those reporting violations shall be maintained and they shall not be subjected to any discriminatory practice. No employee has been denied access to the Audit Committee. The policy has been posted on the website of the company.

9. Means of Communication

- | | | |
|---|---|--|
| a. Half-yearly report sent to each household of shareholders | : | No * |
| b. Quarterly results : | | |
| Newspapers published in | : | Financial Express
Business Standard
Dhinathanthi |
| Website where displayed | | www.tnpl.com |
| c. Whether the website also displays official news releases and presentations to the media, analysts, institutional investor's etc. ? | : | Yes |
| d. Audited financial results (Newspapers published in) | : | Financial Express
Business Standard
Dhinathanthi |
| e. Whether MD&A (Management Discussion & Analysis) is a part of Annual Report? | : | Yes |

* As the results are published in newspapers having wide circulation and also displayed on the company's website, half yearly results are not sent separately to each shareholder

The company also informs by way of intimation to the Stock Exchanges all price sensitive matters and such other matters which in its opinion are material and of relevance to the shareholders and subsequently issues a Press Release on the said matters.

- f. Presentation to analysts: The company's shares are listed on both BSE Limited and National Stock Exchange of India Limited. The presentations broadly cover operations, financials and industry outlook. The company also displays official news at our company's website.
- g. Annual Report: Annual Report containing, inter alia, audited Annual Accounts, Directors' Report, Auditors' Report and other important information is sent to Members and others entitled thereto. The Management Discussion and Analysis (MD&A) Report forms part of the Annual Report. The Annual Report is also available on the Company's website.
- h. Chairman's communiqué: Printed copy of the Chairman's speech is distributed to all the shareholders at the Annual General Meeting.
- i. NSE Electronic Application Processing System (NEAPS): The company also files information through NEAPS – a web based application provided by NSE which facilitates online filing of Corporate Governance Report, shareholding pattern, Reconciliation of share capital audit report and the Secretarial Audit report under Clause 47(c) of the Listing Agreement.

- j. Extensive Business Reporting Language(XBRL): XBRL is a language for electronic communication of business and financial data. It offers major benefits to all those who have to create, transmit, use or analyse such information which aids better analysis and decision making. Ministry of Corporate Affairs(MCA) vide its circular No. 37/2011 dated 7th June 2011 had mandated certain companies to file their Annual Accounts vide this mode. The company has filed its Annual Accounts on MCA through XBRL.
- k. Ministry of Corporate Affairs: The company has periodically filed all the necessary documents with the MCA.
- l. SEBI Complaints Redress System(SCORES): A centralized web based complaints redress system which serves as a centralized database of all complaints received, enables uploading of Action Taken Reports(ATRs) by the concerned companies and online viewing by the investors of action taken on the complaint and its current status.

10. Risk Management

The company has a risk management policy and a supporting frame work which facilitates the identification and assessment of new risks and review of existing risks. The process is based on identified risks and the risk events or factors which require regular assessment and quick response. Based on the probability and impact of the risk, the requisite controls and action plans are designed.

The objective of risk management in the company is to act as enabler in maintaining its knowledge edge, sustaining and expanding the business and ensuring execution of projects within budgeted cost and time resulting in improved turnover and profitability. Risks, their root causes, controls and action plans are prepared by process owners and updated regularly.

The status of risk management policy is presented to Audit Committee on periodical basis which are reviewed by Board of Directors also. Based on periodic reviews and implementations of recommendations resulting from review process, the risk management process is continuously being improved and strengthened.

The communication is being sent regularly, across the organization to spread awareness on risks, root causes and action plans through in-house risk management awareness programs, external trainings & seminars, etc..

The management is committed to further strengthen its risk management capabilities in order to protect and enhance shareholder value by improving its business performance. Continuous efforts in creating new opportunities, improving competencies/knowledge in various areas leading to improved performance and leveraging existing knowledge resources, in line with the risk appetite of the company, has enabled the company to protect the interests of shareholders.

11. SHAREHOLDERS' INFORMATION

1. 35th Annual General Meeting

Day, Date and Time	Friday, 18th September 2015 at 10.15 AM
Venue	The Music Academy, 168, T.T.K.Road, Chennai-600 014.

2. Financial Year Calendar (2015-2016) (Tentative) The Company follows the period of 1st April to 31st March, as the Financial Year. For the Financial year 2015 -2016, Financial Results will be announced as per the following tentative schedule.

1st quarter ending June 30, 2015	Second week of August 2015
2nd quarter ending September 30, 2015	Second week of November 2015
3rd quarter ending December 31, 2015	Second week of February 2016
4th quarter ending March 31, 2016	Fourth week of May 2016

3. Book closure date 12.9.2015 to 18.9.2015 (both days inclusive) on account of AGM and Dividend.
4. (a) Dividend payment date : 21.9.2015 onwards.
- (b) Dividend Policy :

Dividends, other than Interim dividend(s), are to be declared at the Annual General Meetings of Shareholders based on the recommendation of the Board of Directors. Generally, the factors that may be considered by the Board of Directors before making any recommendations for dividend include, without limitation, the Company's future expansion plans and capital requirements, profits earned during the fiscal year, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions. The Board of Directors may also from time to time pay interim dividend(s) to Shareholders.

5. Debt Instruments:

Non-convertible debentures issued by the company on private placement basis are listed at BSE Ltd. (BSE).

ISIN No.

Series I - INE107A07012 – 100 crores

During the year under review, Series II - INE107A07020 – 50 crores was redeemed on 19th January 2015.

6. Listing of Equity Shares on

(a) Stock Exchanges at :

(1) National Stock Exchange of India Limited,
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

(2) BSE Limited
Listing Department
PhirozeJeejeebhoyTowers
25th Floor
Dalal Street
Mumbai 400 001

(b) Depositories at :

(1) National Securities Depository Ltd.
Trade World, 4thFloor,'A' Wing
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel, Mumbai – 400 013.

(2) Central Depository Services (India) Limited
16-17th Floor, PhirozeJeejeebhoyTowers
Dalal Street
Mumbai – 400 001.

(c) Debenture Trustees :

Vijaya Bank
Merchant Banking Division
H.O. 41/2 M.G. Road
Trinity Circle
Bangalore – 560 001

- Listing fee for Equity shares and Debt Securities for the year 2015 -2016 have been paid to the above Stock Exchanges. For NSE, Listing fee has been paid through “NEAPS” (NSE Electronic Application Processing System).
- The annual custodial fees for the Financial Year 2014-15 have been paid to National Securities Depository Ltd.(NSDL) and Central Depository Services (India) Ltd. (CDSL)

7. Stock Code / Symbol

1. BSE	531426
2. NSE	“TNPL EQ”
3. International Securities Identification No.	INE 107A01015
4. Corporate Identity Number (CIN) allotted by The Ministry of Corporate Affairs	L22121TN1979PLC007799

8 (a).Market Price Data (In Rs.)

Month/Year	Bombay Stock Exchange (BSE)			National Stock Exchange (NSE)		
	High Price	Low Price	Volume	High Price	Low Price	Volume
April 2014	136.25	126.80	2,02,905	136.65	128.00	7,94,952
May 2014	156.05	123.35	4,42,587	156.40	122.20	16,55,085
June 2014	178.00	142.05	18,30,780	178.00	142.30	63,51,419
July 2014	174.00	155.35	2,87,334	172.70	154.60	12,89,226
August 2014	175.00	155.80	5,54,956	175.00	155.65	20,66,558
September 2014	167.50	150.00	4,81,210	167.60	150.00	21,73,909
October 2014	152.50	133.05	1,86,697	154.80	134.75	8,23,230
November 2014	148.80	132.05	2,47,038	148.60	132.55	11,77,252
December 2014	139.80	126.00	1,99,587	140.00	127.00	6,37,392
January 2015	140.80	128.00	2,20,157	140.70	127.90	7,91,709
February 2015	145.50	128.50	8,51,444	144.80	131.80	9,63,013
March 2015	137.00	126.90	1,97,919	137.85	117.00	8,78,720

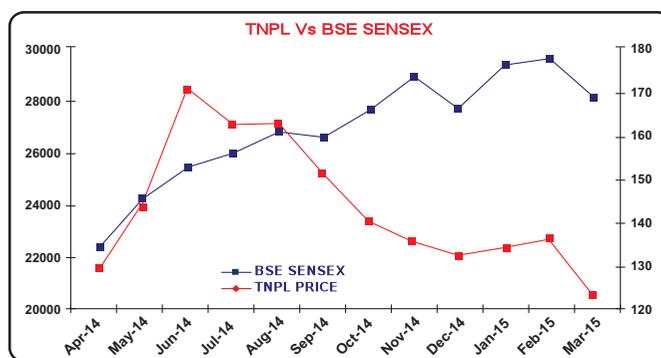
8(b).Market Capitalisation (Rs.)

Market Capitalisation	BSE	NSE
As on March 31, 2014	887,62,59,450	887,97,19,980
As on March 31, 2015	855,78,90,690	873,09,17,190

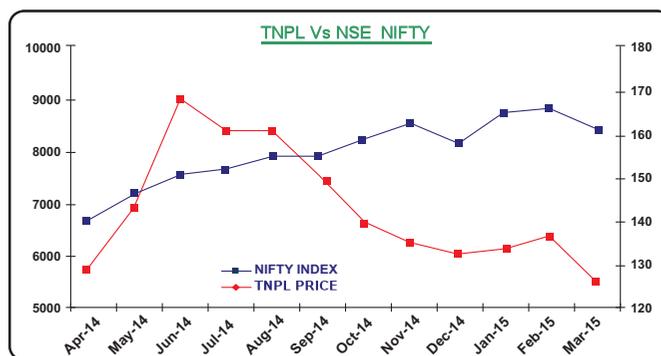
9. Share price performance in comparison to broad based indices – BSE SENSEX and NSE Nifty :

For the years April 2013 to March 2015:

YEAR	BSE SENSEX			NSE NIFTY		
	% CHANGE IN TNPL SHARE PRICE	% CHANGE IN SENSEX	TNPL REACTIVE TO SENSEX	% CHANGE IN TNPL SHARE PRICE	% CHANGE IN NIFTY	TNPL REACTIVE TO NIFTY
2013-2014	(+) 34.15%	(+) 18.85%	(+) 15.30%	(+) 34.98%	(+) 17.98%	(+) 17.00%
2014-2015	(-) 3.59%	(+) 24.89%	(-) 28.48%	(-) 1.68%	(+) 26.65%	(-) 28.33%
2013-2015	(+) 29.34%	(+) 48.43%	(-) 19.09%	(+) 32.72%	(+) 49.42%	(-) 16.70%



SENSEX and TNPL share prices are based on month end closing rates.



NIFTY and TNPL share prices are based on month end closing rates.

10. Registrar and Transfer Agent

: Securities and Exchange Board of India (SEBI) has mandated, vide Circular No. D&CC/FITTC/CIR-15/2002 dated December 27, 2002 that all Share Registry work relating to both physical shares and shares held in electronic mode must be maintained at a single point, either in-house or by a SEBI registered Registrar and Transfer Agent.

The Company has already enlisted the services of M/s Cameo Corporate Services Ltd., Chennai to act as Registrar and Transfer Agents to handle all investor services relating to shares held in physical form as well as in electronic mode. Their address is given below :

M/s Cameo Corporate Services Ltd.
V Floor, "Subramanian Building"
No.1 Club House Road, Chennai – 600 002
Tel.No.044-28460390 - 28460395
Fax No.044-28460129
E-mail ID : cameo@cameoindia.com

11. Share Transfer System
- i) Share Transfers : The shares of the Company, being in the compulsory demat list are transferable through the depository system. Shares in physical form are processed and the Share Certificates are generally returned within a period of 15 days from the date of receipt.
All transfers/transmissions/remat received are processed and approved by the Share Transfer Committee which normally meets thrice in a month. Shares under objection are returned within two weeks.
- ii) Nomination facility for shareholding : As per the provisions of the amended Companies Act 2013, facility for making nomination is available for shareholders in respect of shares held by them. Nomination forms can be obtained from the share transfer agent.
- iii) Payment of dividend through National Electronic Clearing Services (NECS) : As per RBI notification, with effect from 1st October 2009, the remittance of dividend through Electronic Clearing Service (ECS) is replaced by National Electronic Clearing Service (NECS).
Shareholders were requested by the company vide Circular dated 5th March, 2010, to intimate their folio No(s), Name and Branch of the Bank in which they wish to receive the dividend, the Bank Account Type, Bank Account Number allotted by their banks after implementation of Core Banking Solutions (CBS) and the 9 digit MICR code Number.
Shareholders who have already intimated the above information to the Depository Participants (DPs)/Registrars of the company ("Registrars") pursuant to the above circular need not take any further action in this regard.
Shareholders who have not intimated the DPs/Registrars are once again requested to intimate the above information in respect of shares held in electronic form to the DPs and in respect of shares held in physical form, to the Registrars at their address.
Those shareholders who do not wish to avail of the NECS facility, are requested to furnish to the DPs/Registrars, the name and branch of the bank and bank account No. allotted by their banks after implementation of Core Banking Solutions, which will be printed on the warrants.
- iv) Unclaimed dividends : The company is required to transfer dividends which have remained unpaid/unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. The Company will accordingly be required to transfer in the year 2015 the dividend for the year ended 31st March, 2008 which has remained unclaimed/unpaid.
- v) Details of dividend pending to the Unpaid/Unclaimed Dividend Account as on 31st March, 2015:

Sl. No.	Year	Amount (Rs.)	% to the total dividend
1.	For the year 2007-08	5,50,075.00	0.32%
2.	For the year 2008-09	7,88,067.00	0.25%
3.	For the year 2009-10	11,41,564.00	0.37%
4.	For the year 2010-11	11,54,240.00	0.33%
5.	For the year 2011-12	12,44,130.00	0.36%
6.	For the year 2012-13	14,25,375.00	0.41%
7.	For the year 2013-14	18,33,642.00	0.44%

As regards unclaimed dividend, dividend warrants are sent to addresses available as per the company records. Where the shareholders have not informed the company the change of address, the dividend warrants are returned to the company. The company remits the unclaimed dividend to the Central Government after seven years. If any claim is received from the shareholders within seven years period, payment is made.

Following amounts have been transferred to IEPF account during the year:

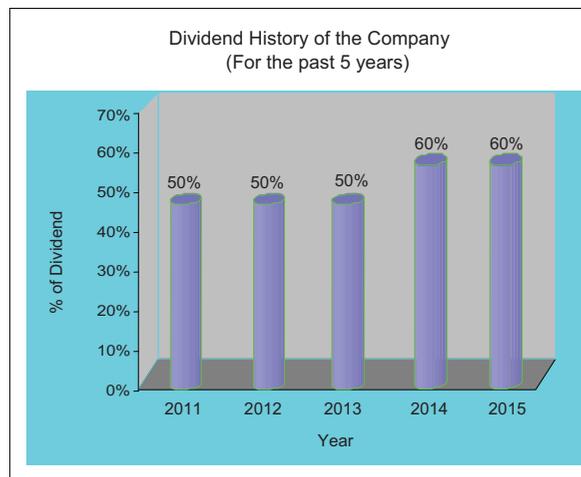
Particulars	Date of Warrant	Due Date for Transfer	Date of Transfer	Amount transferred Rs.
1. Dividend :-				
2006-07 (Final)	01.09.2007	05.11.2014	05.11.2014	6,01,155
2007-08 (Interim)	19.11.2007	02.01.2015	02.01.2015	4,47,018

2. Fixed Deposit :				
2006-07	29.09.2007	29.10.2014	24.10.2014	24,656
2007-08	31.01.2008	02.03.2015	03.03.2015	30,820
Total				11,03,649

- vi) Correspondence regarding Change of Address etc. : Shareholders are requested to ensure that any correspondence for change of address, change in Bank Mandates etc. should be signed by the first named shareholder. Shareholders who hold shares in dematerialized form should correspond with the Depository participant with whom they have opened Demat Account/s.
- vii) Pending Investors' Grievances : Any shareholder whose grievance has not been resolved to his/her satisfaction may kindly write to the Company Secretary at the Registered Office with a copy of the earlier correspondence.

12. Dividend History (Last 5 Years)

Financial Year	Dividend %	Total Dividend (Rs. in Lakhs)
2010-11	50%	3460.53
2011-12	50%	3460.53
2012-13	50%	3460.53
2013-14	60%	4152.64
2014-15	60%	4152.64



13. Distribution of Shareholding as on 31st March, 2015.

DISTRIBUTION SCHEDULE AS ON 31ST MARCH 2015

Category (Amount)	No. of Cases	% of Cases	Total Shares	Amount (Rs.)	% of Amount
1 - 5000	26059	89.82	2869511	28695110	4.15
5001 - 10000	1397	4.81	1149418	11494180	1.66
10001 - 20000	709	2.44	1098856	10988560	1.59
20001 - 30000	241	0.83	619505	6195050	0.90
30001 - 40000	101	0.35	366307	3663070	0.53
40001 - 50000	95	0.33	450397	4503970	0.65
50001 - 100000	176	0.61	1334223	13342230	1.92
100001 - And above	236	0.81	61322383	613223830	88.60
Total	29014	100.00	69210600	692106000	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2015

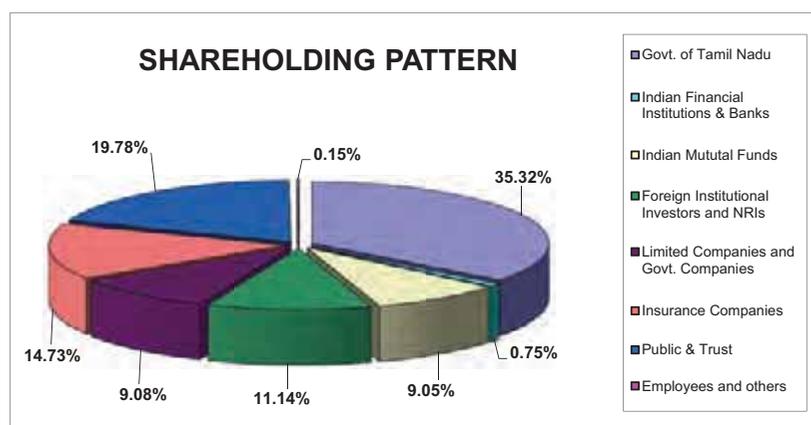
	CATEGORY	NO. OF HOLDERS	NO. OF SHARES	PERCENTAGE
A	PROMOTERS' HOLDING			
1	Promoters			
	- Indian Promoters	1	24444900	35.32
	- Foreign Promoters	Nil	Nil	Nil
2	Persons acting in Concert	---	---	---
	SUB-TOTAL	1	24444900	35.32
B.	NON-PROMOTERS' HOLDING			
1	Indian Financial Institutions	1	495168	0.72
2	Mutual Funds and UTI	23	6263717	9.05
3	Banks, Insurance Companies, Central/ State Govt. Institutions	20	13020558	18.81
4	Foreign Institutional Investors	40	7283063	10.52
	SUB-TOTAL	84	27062506	39.10
C	OTHERS			
1	Private Corporate Bodies	555	3476617	5.02
2	Indian Public	27689	13689076	19.78
3	NRIs/OCBs	462	432178	0.63
4	Others	223	105323	0.15
	SUB-TOTAL	28929	17703194	25.58
	GRAND TOTAL (A+B+C)	29014	69210600	100.00

LIST OF TOP TEN SHAREHOLDERS AS ON 31ST MARCH, 2015

SL. NO.	Name of the shareholder(s)	No. of shares	% to Equity
1.	Governor of Tamil Nadu	24444900	35.32
2.	Life Insurance Corpn. of India	6891158	9.96
3.	Hdfc Trustee Co. Ltd.-Hdfc Prudence Fund	3981634	5.75
4.	Warburg Value Fund	3500000	5.06
5.	Hdfc Trustee Co. Ltd.-Hdfc Mf Monthly Income Plan Long Term Plan	2238648	3.23
6.	General Insurance Corpn. of India	2110074	3.05
7.	Govt. Pension Fund Global	2070000	2.99
8.	Anil Kumar Goel	700000	1.01
9.	United India Insurance Company Ltd.	683213	0.99
10.	Elara Capital Plc A/C Elara Global Funds -Elara Emerging Markets Fund	653401	0.94

SHAREHOLDING PATTERN

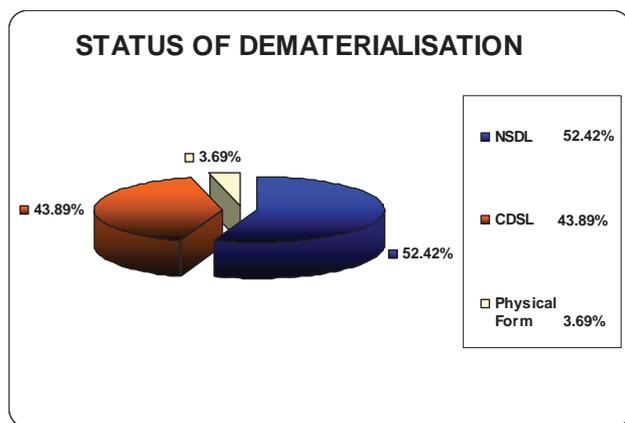
SL. No.	Category	Shareholding Pattern As on 31 st March, 2015			Shareholding Pattern As on 31 st March, 2014		
		Number of Shareholders	Number of Shares	%	Number of Shareholders	Number of Shares	%
1	Governor of Tamil Nadu	1	24444900	35.32	1	24444900	35.32
2	Foreign Institutional Investors	40	7283063	10.52	17	6107163	8.82
3	Indian Mutual Funds	23	6263717	9.05	26	6634405	9.59
4	Banks	5	20074	0.03	6	78806	0.11
5	Financial Institutions	1	495168	0.72	1	495168	0.72
6	Insurance Companies	5	10191904	14.73	6	10495622	15.16
7	Govt. Companies	10	2808580	4.06	10	2808580	4.06
8	Employees	160	29300	0.04	164	30200	0.04
9	Limited Companies	555	3476617	5.02	542	5444961	7.87
10	NRIs	462	432178	0.62	500	593370	0.86
11	Public & Trust	27693	13690577	19.78	24580	12046771	17.41
12	Shares Dematerialised/ Shares in Transit	59	74522	0.11	55	30654	0.04
	Total	29014	69210600	100.00	25908	69210600	100.00



14. Dematerialisation of Shares and liquidity : For Dematerialisation of Equity shares, the Company has entered into a tripartite agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company's Equity shares have been included in the list in which trading is compulsory for all investors in dematerialised form, along with other scrips, from 8-5-2000.

Details of Demat shares as at 31st March, 2015:

Category	No. of Shareholders	No. of Shares	% to Capital
PHYSICAL	3725	2553332	3.69
NSDL	17992	36281187	52.42
CDSL	7297	30376081	43.89
TOTAL	29014	69210600	100.00



As on 31st March 2015, 25289 shareholders are holding shares in demat form. 66657268 (96.31%) shares have been dematerialized, representing 52.42% in NSDL and 43.89% in CDSL of the total Equity Share capital. 2553332 shares are in Physical form representing 3.69%.

15. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity : Nil

16. Credit Rating:

a. ICRA has assigned the following credit rating for the Company as below:

- (i) Long term rating of (ICRA) A (Pronounced ICRA A).
- (ii) Short term rating of (ICRA) A1 (Pronounced ICRA A one).

The outlook on long term rating is 'stable'. The long term rating of '(ICRA) A' indicates adequate degree of safety regarding timely servicing of financial obligations, it carries low credit risk. The short term rating of '(ICRA) A1' indicates very strong degree of safety regarding timely payment of financial obligations, it carries lowest credit risk.

b. CARE Ltd has assigned the following credit rating for the Company as below:

- I. Long term facilities - CARE A+ (Pronounced Single A plus)
- II. Short term facilities - CARE A1 (Pronounced A one)

The long term rating of CARE A+ indicates adequate degree of safety regarding timely servicing of financial obligations, it carry low credit risk. The short term rating of CARE A1 indicates very strong degree of safety regarding timely payment of financial obligations, it carry lowest credit risk.

17. Plant locations : Kagithapuram
Karur District
Tamil Nadu
Pin : 639 136
Tel.No.04324-277001 to 277017
Fax : 04324-277025/277026/277027

18. Address for correspondence :

(a) Investor correspondence for transfer/ dematerialisation of shares, payment of dividend on shares, and any other query relating to the shares of the Company. : M/s Cameo Corporate Services Ltd.
V Floor, "Subramanian Building"
No.1 Club House Road
Chennai – 600 002.
Tel.No.044-28460390 - 28460395
Fax No.044-28460129
E-mail ID : investor@cameoindia.com
cameo@cameoindia.com
Contact Person : Thiru D Narasimhan
Joint Manager

- (b) Any query on Annual Report : Shares Department
Tamil Nadu Newsprint and Papers Ltd.
67, Mount Road, Guindy,
Chennai – 600 032.
Tel.No.22354417 Fax No. 22350834 & 22354614
e-mail address : shares@tnpl.co.in
secretarial@tnpl.co.in
sivakumar.vs@tnpl.co.in
Contact Person : Thiru V Sivakumar
Company Secretary
- (c) E-mail ID of Investor
Grievances Section : invest_grievances@tnpl.co.in
- (d) Name of the Compliance Officer : Thiru V Sivakumar
Company Secretary

12. REQUEST TO INVESTORS

- Investors are requested to communicate change of address, if any, directly to the share transfer agent of the company at the above address
- To avoid the incidence of fraudulent encashment of dividend warrants, members are requested to intimate the company under the signature of the Sole/First Joint holder, the following information so that the bank account number and name and address of the bank can be printed on the dividend warrants:
 - i) Name of Sole/First Joint holder and Folio number
 - ii) Particulars of bank account viz.
 - Name of bank
 - Name of branch
 - Complete address of bank with PINCODE
 - Account type, whether Savings Bank(SB) or Current Account(CA)
 - Bank account number
- The shareholders are requested to dematerialize their physical share certificates, through a depository participant. Shareholders requiring any further clarification/ assistance on the subject may contact the company's share transfer agent
- The mandate, if given by the Members in respect of shares held in physical form will not be applicable to the dividend payable on shares held by them in demat mode and vice versa. Members holding shares in demat mode must, therefore give instructions regarding the bank account in which they wish to receive dividend to their DPs.
- Members holding shares in demat form are requested to incorporate the DP Id number and Client Id Number in the Attendance Slip/ Proxy form for easy identification of attendance at the meeting.
- There are chances of fraudulent transactions taking place in relation to dormant folios, where the shareholder has either expired or has changed his residence. Hence investors are requested to exercise due diligence and notify us of any change in address or demise of any shareholder as soon as possible. Investors are requested not to leave their demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified. Investors are also requested not to disclose your Folio No. /DP.Id. to an unknown person and not to hand over signed blank transfer deeds/delivery instruction slips to any unknown person.
- Investors must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note/confirmation memo from the broker/sub-broker, within 24 hours of execution of the trade and it should be ensured that the contract note/confirmation memo contains order no., trade no., trade time, quantity, price and brokerage.
- Investors should register their mobile numbers with DPs for SMS alert facility. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) proactively inform investor of transaction in the demat account by sending SMS. Investors will be informed about debits and credits to their demat account without having to call up their DPs and investors need not wait for receiving Transaction Statements from DPs to know about the debits and credits.
- There is likelihood of fraudulent transfers in case of folios with no movement or where the shareholder has either expired or is not residing at the address registered with the Company. Company/DP should be updated on any change of address or contact details. Similarly information of death of shareholders should also be communicated.
- Correspondence containing certificates of securities and high value dividend/interest warrants should be sent by registered post/courier or lodged with the Company's Secretarial Department by hand delivery.
- Investors are requested to kindly note that any dividend which remains unencashed for a period of seven years will get transferred to "Investors Education and Protection Fund" in terms of Section 205C of the Companies Act, 1956.

- Members who have not encashed their dividend warrants in respect of dividends declared for the year ended 31st March 2008 and for any financial year thereafter may contact the company and surrender their warrants for payment. Members are requested to note that the dividend not claimed for a period of seven years from the date they first became due for payment shall be transferred to Investor Education and Protection Fund (IEPF) in terms of Section 205 C of the Companies Act, 1956. Yearwise details of the amount to be transferred to IEPF are given below:

Yearwise details of the amount to be transferred to IEPF are given below:

Year	Dividend type	Dividend (%)	Date of declaration	Due for transfer to IEPF
2007-08	Final	25	29.08.2008	3.11.2015
2008-09	Final	45	09.09.2009	14.11.2016
2009-10	Final	45	08.09.2010	13.11.2017
2010-11	Final	50	15.09.2011	20.11.2018
2011-12	Final	50	21.09.2012	26.11.2019
2012-13	Final	50	19.09.2013	24.11.2020
2013-14	Final	60	15.09.2014	20.11.2021

B. NON-MANDATORY REQUIREMENTS

1. The Board

The Board - A non-executive Chairman may be entitled to maintain a Chairman's Office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties

The CMD is an executive director in the company

2. Shareholders' Rights

A half-yearly declaration of financial performance including summary of the significant events in last six months may be sent to each household of shareholders

- The quarterly financial results are announced within 45 days from the close of the respective quarter. However, in case of the last quarter, the quarterly results and the annual results are announced within 60 days from the close of the quarter. The results are published in leading newspapers. The financial results, press releases and other major events/developments concerning the company are also posted on the company's website www.tnpl.com
- The half-yearly results of the company are published in more than one English newspaper having a wide circulation and in one Tamil Newspaper. The results are not sent to the shareholders individually.

3. Audit qualifications

The company has ensured to remain in the regime of unqualified financial statement

4. Separate posts of Chairman and CEO

The company may appoint separate persons to the post of Chairman and Managing Director/CEO

As per the Companies Act, 2013, no individual shall be appointed or reappointed as the Chairperson 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 the new Act if the Articles of such a company provides otherwise. In order to comply with the new Act, the Articles of Association of the company has been amended to provide for appointment as Chairman & Managing Director

5. Reporting of Internal Auditor

The Internal Auditor may report directly to the Audit Committee

This is the practice being followed

Compliance with the Corporate Governance Voluntary Guidelines 2009

With an objective of encouraging adoption of better practice in achieving the highest standard of corporate governance, the Ministry of Corporate Affairs, Government of India published the Corporate Governance Voluntary Guidelines 2009. These guidelines will also translate into a much higher level of stakeholders' confidence to ensure long term sustainability and value generation by business. The guidelines broadly focus on areas such as Board of Directors, responsibilities of the Board, Audit Committee functions, roles and responsibilities, appointment of Auditors, compliance with Secretarial Standards and a mechanism for whistle blower support. The company is substantially in compliance with the Corporate Governance Voluntary Guidelines 2009 and is in the process of adopting and implementing other practices as suggested in the Guidelines.

For and On behalf of the Board

Place: Chennai

Date: 28.5.2015

C V SANKAR IAS
CHAIRMAN & MANAGING DIRECTOR