



Tamil Nadu Newsprint and Papers Limited

(A Govt. of Tamil Nadu Enterprise)

Regd. Office : 67, Anna Salai, Guindy, Chennai - 600 032, Tamil Nadu, India.
Phone : (91) (044) 22350768, 22354415 & 16, 22301094 & 97 Web : www.tnpl.com
Corporate Identity Number : L22121TN1979PLC007799



19th May, 2025

To BSE Limited (BSE) Corporate Relationship Department Phiroze Jeejeebhoy Towers 25 th Floor, Dalal Street Mumbai- 400001 BSE Scrip Code: 531426	To National Stock Exchange of India Limited (NSE) Listing Department Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 NSE Code: TNPL
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Sub.: Submission of Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 we are submitting the Annual Secretarial Compliance for the Financial Year ended 31st March, 2025.

This is for your information.

Thanking you,
For Tamil Nadu Newsprint and Papers Limited

Anuradha Ponraj
Company Secretary & Compliance Officer
ICSI Membership No: A26150
Email Id: anuradha.p@tnpl.co.in
Contact No: 044-22354417

Encl: a/a.

Factory - Unit I :
Kagithapuram, Karur District - 639 136
Tamil Nadu, India.
Phone : 04324-277001 to 277010

Unit II :
Kagitha Nagar, Mondipatti, K.Periyapatti Post, Manapparai Taluk
Tiruchirappalli District - 621 306, Tamil Nadu, India.
Phone : 04332-261600

TNPL - MAKER OF BAGASSE BASED ECO-FRIENDLY PAPER

SECRETARIAL COMPLIANCE REPORT OF TAMILNADU NEWSPRINT AND PAPERS LIMITED FOR THE YEAR ENDED 31ST MARCH 2025

ISIN: INE107A01015

We, **R.SRIDHARAN & ASSOCIATES, Company Secretaries** have examined:

- a) All the documents and records made available to us and explanation provided by **TAMILNADU NEWSPRINT AND PAPERS LIMITED** [Corporate Identification Number: L22121TN1979PLC007799] (**herein after referred as “the listed entity”**) having its Registered office at 67, Mount Road, Guindy, Chennai - 600032.
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity (website address: <https://www.tnpl.com/>)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended **31st March, 2025** in respect of compliance with the provisions of:
 - a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
 - b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, including: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”);
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the year under review);**
- e) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable during the year under review);**
- f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the year under review);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the year under review);**
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable during the year under review);**
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except the following: -

Sr. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount (Rs)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

(b) The listed entity has taken the following actions to comply with the observations made in the previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount (Rs)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Board of directors shall have an optimum combination of executive and non-executive directors with at least one-woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors.	Regulation 17(1)(a) of SEBI Listing Regulations.	There was no woman independent director during the period from 1 st July, 2023 to 26 th November, 2023	BSE Limited (BSE) & National Stock exchange of India Limited (NSE)	Fine	Delay in appointment of Woman Independent Director	BSE for Rs. 3,42,200/- NSE for Rs. 3,42,200/-	Delay in appointment of woman Independent director in the Board.	As informed by the listed entity, due to certain unforeseen circumstances, there was a delay in identifying a person whose knowledge and skills commensurate with the functioning and operations of the Company.	Fine paid. Action closed.
2.	The Board of Directors shall constitute the Nomination and Remuneration Committee with at least two-third of Members of the committee as Independent Directors	Regulation 19(1)(c) of SEBI Listing Regulations.	The Listed entity did not have a properly constituted Nomination and Remuneration Committee for the period between 1 st July, 2023 to 28 th November, 2023	BSE Limited (BSE) & National Stock exchange of India Limited (NSE)	Fine	Non-compliance with the Constitution of Nomination and Remuneration Committee due to delay in appointment of Independent Director	BSE for Rs. 1,55,760/- and NSE for Rs. 1,55,760/-	Delay in appointment of Independent Director	As informed by the listed entity, due to certain unforeseen circumstances, there was a delay in identifying a person whose knowledge and skills commensurate with the functioning and operations of the Company.	Fine paid. Action closed.

3.	The Board of Directors shall constitute the Stakeholder Relationship Committee with at least one Independent Director of the Committee	Regulation 20(2) / (2A) of SEBI Listing Regulations	The Listed entity has received fines relating to Non-compliance in the constitution of Stakeholder Relationship Committee for the quarter ended 31 st December, 2023.	BSE Limited (BSE) & National Stock exchange of India Limited (NSE)	Fine	The Company has paid fine levied by Stock exchanges.	BSE for Rs. 1,03,840/- and NSE for Rs. 1,34,520/-	-	As informed by the listed entity, due to certain unforeseen circumstances, there was a delay in identifying a person whose knowledge and skills commensurate with the functioning and operations of the Company. Fine paid. Action closed.
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We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standards</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) viz., Secretarial Standard on Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	-
2.	<u>Adoption and timely updation of the Policies</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	YES YES	- -

3.	<p><u>Maintenance and disclosures on Website</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	<p>YES</p> <p>YES</p> <p>YES</p>	<p>-</p> <p>-</p> <p>-</p>
4.	<p><u>Disqualification of Director</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	<p>YES</p>	<p>-</p>
5.	<p><u>Details related to Subsidiaries of listed entities</u></p> <ul style="list-style-type: none"> Identification of material subsidiary companies. Requirements with respect to disclosure of material as well as other subsidiaries. 	<p>Not Applicable</p> <p>Not Applicable</p>	<p>The Listed Entity does not have a subsidiary</p>
6.	<p><u>Preservation of Documents</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>YES</p>	<p>-</p>
7.	<p><u>Performance Evaluation</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.</p>	<p>YES</p>	<p>-</p>

13.	<u>Additional Non-compliances, if any</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	-
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FOR R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

R
Sridharan

Digitally signed by
R Sridharan

Date: 2025.05.05
09:35:27 +05'30'

CS R.SRIDHARAN

FCS.NO.4775

C.P NO.3239

PR.NO.657/2020

UIN: S2003TN063400

UDIN:F004775G000228537

PLACE : CHENNAI
DATE : 5TH MAY, 2025