

**B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES.**

**B.KALYANASUNDARAM,
B.Com.,AICWA,ACS.,**

OFFICE:

**29 & 30,PANDAMANGALAM
AGRAHARAM,
WORIUR,TRICHY-620003.
PHONE:- 0431- 2761590.
Email:- bksundaram@gmail.com**

REPORT OF SCRUTINIZER

[pursuant to Sections 108 & 110 of the Companies Act,2013 and Rules 20(3)(xi) and 22 (9) of the Companies (Management and Administration) Rules,2014 read with Clause 35B of the Listing Agreement]

To

The Chairman

SESHASAYEE PAPER AND BOARDS LIMITED

PALLIPALAYAM, CAUVERY R.S.PO,

ERODE-638 007.


NAMAKKAL DISTRICT.

I, B.KALYANASUNDARAM, PRACTISING COMPANY SECRETARY, (CP. NO.2209 & M.NO.A672), Prop of M/S B.K.SUNDARAM & ASSOCIATES, COMPANY SECRETARIES have been appointed as a scrutinizer by M/s SESHASAYEE PAPER AND BOARDS LIMITED, (CIN: L21012TZ1960PLC000364) having its registered office at PALLIPALAYAM, CAUVERY R.S.PO, ERODE-638 007, NAMAKKAL DISTRICT for the purpose of scrutinizing the e-voting & postal ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting & postal ballot, as per Section 108 and 110 of the Companies Act,2013 read with Rules 20 & 22 of the Companies (Management and Administration)Rules, 2014 and read with Clause 35B of the Listing Agreement on the below mentioned resolutions, I submit my report as under:-



....2

1. The e-voting period remained open from 28th August 2014 (9.30 am) to 27th September 2014 (05.30 pm) through e-voting services provided by National Securities Depository Limited (NSDL).
2. The e-votes were unblocked through the menu provided in the NSDL website on 27th September 2014 after the closing hour of 05.30 pm in the presence of two witnesses viz Mr. B.RAMAMURTHY and Mrs.K.JAYALAKSHMI who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(B.RAMAMURTHY)


(K.JAYALAKSHMI)

3. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted electronically were downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>). The valid e-votes cast 'For' and 'Against' have been taken in to consideration while preparing the result of e-voting.
4. All postal ballot forms received up to the close of working hours at 05.30 PM on 27-09-2014, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.

A summary of the Postal ballot forms received is given below:-

PARTICULARS	NO. OF POSTAL BALLOT FORMS
(a) Total postal ballot forms received	579
(b) Less: Invalid postal ballot forms	36
(c) Net Valid Postal ballot forms taken in to consideration while preparing the result of postal ballot	543

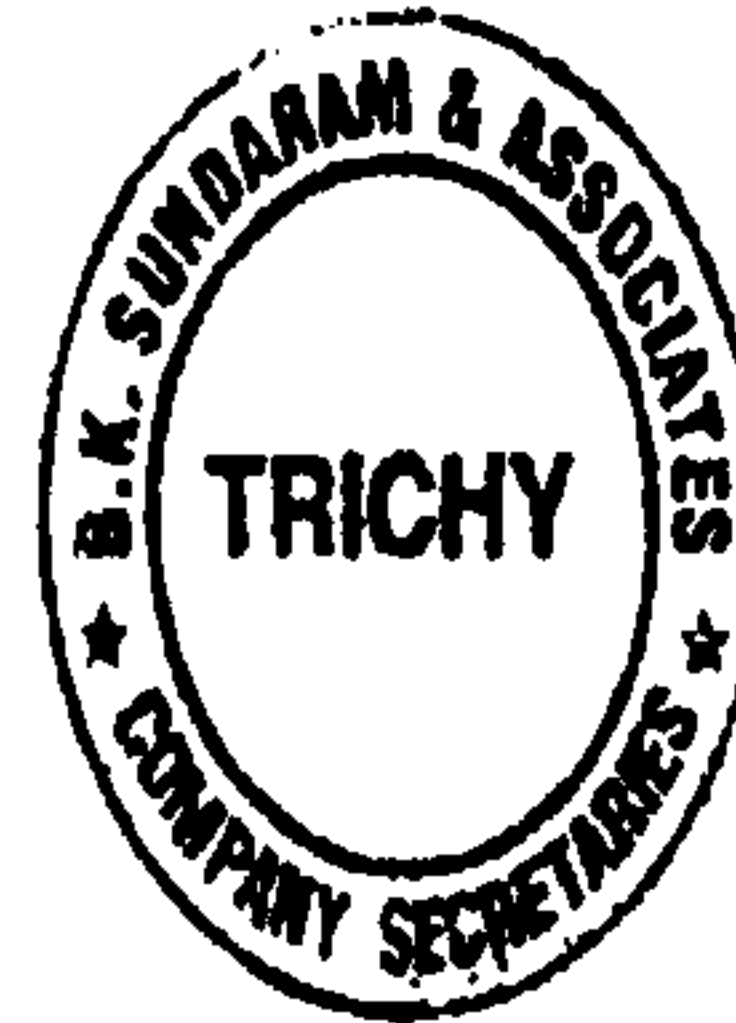


5. Based on the e-votes cast 'For' and 'Against' and based on the scrutiny of the valid postal ballot forms I furnish hereunder the result of the e-voting & postal ballot :-

Sl.No..	Particulars of the Business	Voted for		Voted against		Total Votes		Percentage	
		Number of votes through e-voting	Number of votes through postal ballot	Number of votes through e-voting	Number of votes through postal ballot	Voted for	Voted against	Voted for %	Voted against %
1	Appointment of Shri.A.L.Somayaji as Independent Director	8410669	1867664	354	2606	10278333	2960	99.97	0.03
2	Appointment of Dr.Nanditha Krishna as Independent Director	8410669	1868045	354	1945	10278714	2299	99.98	0.02

The downloaded e-voting records, postal ballot forms and other connected papers relating to e-voting and postal ballot shall remain in my safe custody until the chairman considers this report of Scrutinizer and announces the result on 29th September 2014 at the Registered Office of the Company and thereafter the same will be handed over to the DEPUTY MANAGING DIRECTOR & SECRETARY of the Company for safe keeping.

PLACE: TRICHY
DATE : 29-09-2014



For B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES

A handwritten signature in black ink, appearing to read "B. Kalyanasundaram".

B. KALYANASUNDARAM
PRACTISING COMPANY SECRETARY
CP. 2209.