

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

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

OFFICE:

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REPORT OF SCRUTINIZER

[pursuant to Section 108 of the Companies Act,2013 and Rule 20(3)(xi) of the
Companies (Management and Administration) Rules,2014]

To
The Chairman
SESHASAYEE PAPER AND BOARDS LIMITED
PALLIPALAYAM, CAUVERY R.S.PO,
ERODE-638 007

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 and E-voting Event Number:100348) having its registered office at PALLIPALAYAM, CAUVERY R.S.PO, ERODE-638 007, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per Section 108 of the Companies Act,2013 and Rule 20 of the Companies (Management and Administration)Rules, 2014 on the below mentioned resolutions at the 54th Annual General Meeting of the Shareholders of the Company to be held on 25th July 2014 at 10.15 AM at the Community Centre, SPB Colony, Erode- 638 010, I submit my report as under:-

1. The e-voting period remained open from 19th July 2014 (9.00 am) to 21st July 2014 (6.00 pm) through e-voting services provided by National Securities Depository Limited (NSDL).
2. The e-votes were unblocked through Authorize menu provided in the NSDL website on 21st July 2014 after the closing hour of 6 pm in the presence of two witnesses viz Mr.K.KARTHIKEYAN and Mr.B.RAMAMURTHY 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) - *B.Ramamurthy*

(K.KARTHIKEYAN) - *K.Karthikeyan*

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3. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>) and based on the downloaded file we furnish hereunder the result of the e-voting

Agenda Item No.	Particulars of the Agenda	Voted for		Voted against		Percentage of votes	
		No. of members	Number of votes	No. of members	Number of votes	Voted for	Voted against
1	Adoption of Accounts for the year ended 31-03-2014	328	8026510	1	400	99.99%	0.01%
2	Declaration of dividend for the year 2013-2014	329	8026910	0	0	100%	NIL
3	Re-appointment of Mr. Bimal Kumar Poddar as Director who retires by rotation	328	8026510	1	400	99.99%	0.01%
4	Appointment of Auditors	328	8026510	1	400	99.99%	0.01%
5	Appointment of Mr.R.V.Gupta, IAS(Retd) as Independent Director	327	8026485	1	400	99.99%	0.01%
6	Appointment of Mr.V.Sridhar as Independent Director	327	8026485	1	400	99.99%	0.01%
7	Appointment of Dr. S.NARAYAN, IAS(Retd) as Independent Director	327	8026485	1	400	99.99%	0.01%
8	Appointment of Mr.N.Gopalaratnam as Chairman with executive powers	329	8026910	0	0	100%	NIL
9	Appointment of Mr.K.S.Kasi Viswanathan as Managing Director	329	8026910	0	0	100%	NIL



Agenda Item No.	Particulars of the Agenda	Voted for		Voted against		Percentage of votes	
		No. of members	Number of votes	No. of members	Number of votes	Voted for	Voted against
10	Appointment of Mr.V.PICHAJ as Deputy Managing Director & Secretary	328	8026510	1	400	99.99%	0.01%
11	Payment of remuneration to Cost Auditor	328	8026510	0	0	100%	NIL
12	Borrowing powers under Section 180(1)(c) of the Companies Act,2013	328	8026510	1	400	99.99%	0.01%
13	Power to mortgage the assets of the Company under Section 180(1)(a) of the Companies Act,2013	328	8026510	1	400	99.99%	0.01%

The downloaded e-voting records and other connected papers relating to e-voting shall remain in my safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

PLACE: TRICHY
DATE : 22-07-2014



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.
M.No: 672