

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

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

OFFICE:

29 & 30,PANDAMANGALAM

AGRAHARAM,

WORIUR,TRICHY-620003.

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REPORT OF SCRUTINIZER

[pursuant to Sections 108, 109 & 110 of the Companies Act,2013 and Rules 20(3)(xi), 21 (1) (1) 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


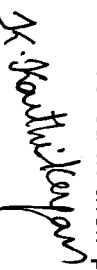
PALLIPALAYAM, CAUVERY R.S.PO,

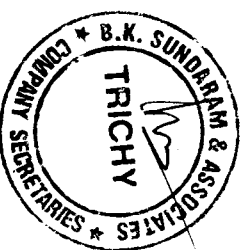
ERODE-638 007

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 for the purpose of scrutinizing the process of e-voting, postal ballot and voting by use of ballot at the meeting (Voting at AGM) in a fair and transparent manner and ascertaining the requisite majority on e-voting, postal ballot and voting by use of ballot at the meeting (Voting at AGM), as per Section 108, 109 and 110 of the Companies Act,2013 read with Rules 20, 21 & 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:-

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1. All postal ballot forms received up to the close of working hours at 05.00 PM on 24-07-2015, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
2. The e-voting period remained open from 29th July 2015 (9.00 am) to 31st July 2015 (05.00 pm) through e-voting services provided by National Securities Depository Limited (NSDL).
3. The votes cast through ballot paper at the venue of the Annual General Meeting (AGM) held on 01st August 2015 were considered for my scrutiny and counted. A report in the prescribed Form No. MGT 13 under Rule 21 of the Companies (Management and Administration) Rules, 2014 which has been furnished separately to the Chairman of the meeting.
4. The e-votes were unblocked through the menu provided in the NSDL website on 01st August 2015 after the conclusion of the AGM in the presence of two witnesses viz Mr.B. RAMAMURTHY and Mr. K. KARTHIKEYAN 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. KARTHIKEYAN)
5. 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' were taken in to consideration while preparing the result of e-voting.

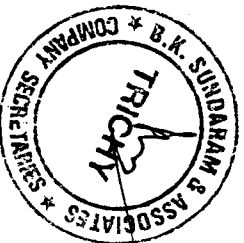


6. A summary of the Postal ballot forms received is given below:-

PARTICULARS	NO. OF POSTAL BALLOT FORMS
(a) Total postal ballot forms received	84
(b) Less: Invalid postal ballot forms	8
(c) Net Valid Postal ballot forms taken in to consideration while preparing the result of postal ballot	76

7. Based on the counting of valid votes cast thro' e-voting, valid votes cast thro' Postal Ballots and valid votes cast thro' polling papers at the AGM venue, I furnish hereunder the consolidated result :-

Sl.No..	Particulars of the Business	Voted for			Voted against		
		No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
1	ORDINARY BUSINESS <u>Agenda item No.1:-</u> Adoption of Accounts, etc	Poll	54	3288	0	0	
		E-voting	79	7363767	1	44	
		Postal ballot	75	18096	1	1	
	Total	208	7385151	100	2	45	0
2	<u>Agenda item No.2:-</u> Declaration of Dividend	Poll	54	3288	0	0	
		E-voting	79	7363767	1	44	
		Postal ballot	74	18074	2	23	
	Total	207	7385129	100	3	67	0



3	Agenda item No.3:- Reappointment of retiring Director	Poll E-voting Postal ballot	54 79 74	3288 7363767 18086		0 1 2	0 44 11	
		Total	207	7385141	100	3	55	0
4	Agenda item No.4:- Ratification of Auditors' Appointment	Poll E-voting Postal ballot	53 79 74	3263 7363767 18086		1 1 2	25 44 11	
		Total	206	7385116	100	4	80	0
	SPECIAL BUSINESS							
5	Agenda item No.5:- Appointment of Director	Poll E-voting Postal ballot	54 79 73	3288 7363767 17405		0 1 3	0 44 692	
		Total	206	7384460	99.99	4	736	0.01
6	Agenda item No.6:- Remuneration of Cost Auditor	Poll E-voting Postal ballot	53 78 73	3263 7363741 17405		1 2 2	25 70 682	
		Total	204	7384409	99.99	5	777	0.01



The downloaded e-voting records, postal ballot forms, ballot forms and other connected papers relating to e-voting, postal ballot and voting at the AGM shall remain in my safe custody until the chairman considers this report of Scrutinizer and announces the result on 03rd August 2015 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 : 03-08-2015



For B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES

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

B.KALYANASUNDARAM
PRACTISING COMPANY SECRETARY
CPI: 2209.