

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

**B.KALYANASUNDARAM,  
B.Com.,ACMA.,ACS.,**

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**REPORT OF SCRUTINIZER**

[pursuant to Sections 108 & 109 of the Companies Act,2013 and Rules 20(3)(xi) and 21 (1) (I) 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) having its registered office at PALLIPALAYAM, CAUVERY R.S.PO, ERODE-638 007 for the purpose of scrutinizing the process of e-voting and voting by use of ballot at the meeting (Voting at AGM) in a fair and transparent manner and ascertaining the votes cast FOR and AGAINST through e-voting and voting by use of ballot at the meeting (Voting at AGM), as per Section 108 and 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration)Rules, 2014 on the below mentioned resolutions, I submit my report as under:-

....2



1. The e-voting period remained open from 26<sup>th</sup> July, 2017 (9.00 am) to 28<sup>th</sup> July, 2017 (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 29<sup>th</sup> July, 2017 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 29<sup>th</sup> July, 2017 after the conclusion of the AGM in the presence of two witnesses viz Mr. R. KALYANARAMAN and Mr. K. SANKARA SUBRAMANIAN who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
( R. KALYANARAMAN)

  
(K. SANKARA SUBRAMANIAN)

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.

....3



6. Based on the counting of valid votes cast thro' e-voting 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 %
	<b>ORDINARY BUSINESS</b>							
1	<b>Agenda item No.1:-</b> Adoption of Accounts, etc	Poll	10	779		1	25	
		E-voting	118	6931648		2	244	
		<b>Total</b>	<b>128</b>	<b>6932427</b>	<b>99.99</b>	<b>3</b>	<b>269</b>	<b>0.01</b>
2	<b>Agenda item No.2:-</b> Declaration of Dividend	Poll	10	779		1	25	
		E-voting	119	6931848		1	44	
		<b>Total</b>	<b>129</b>	<b>6932627</b>	<b>99.99</b>	<b>2</b>	<b>69</b>	<b>0.01</b>
3	<b>Agenda item No.3:-</b> Ratification of existing Auditors' appointment and appointment of New Auditor	Poll	11	804		0	0	
		E-voting	116	6931289		4	603	
		<b>Total</b>	<b>127</b>	<b>6932093</b>	<b>99.99</b>	<b>4</b>	<b>603</b>	<b>0.01</b>

...4



	<b>SPECIAL BUSINESS</b>		No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
4	<b>Agenda item No.4:-</b> Appointment of Director	Poll	11	804		0	0	
		E-voting	117	6931608		3	284	
		<b>Total</b>	<b>128</b>	<b>6932412</b>	<b>99.99</b>	<b>3</b>	<b>284</b>	<b>0.01</b>
5	<b>Agenda item No.5:-</b> Re-appointment of Sri. N. Gopalaratnam as Chairman	Poll	11	804		0	0	
		E-voting	117	6931608		3	284	
		<b>Total</b>	<b>128</b>	<b>6932412</b>	<b>99.99</b>	<b>3</b>	<b>284</b>	<b>0.01</b>
6	<b>Agenda item No.6:-</b> Re-appointment of Sri. K. S. Kasi Viswanathan as Managing Director	Poll	11	804		0	0	
		E-voting	117	6931608		3	284	
		<b>Total</b>	<b>128</b>	<b>6932412</b>	<b>99.99</b>	<b>3</b>	<b>284</b>	<b>0.01</b>
7	<b>Agenda item No.7:-</b> Re-appointment of Sri. V. Pichai as Deputy Managing Director & Secretary	Poll	11	804		0	0	
		E-voting	117	6931608		3	284	
		<b>Total</b>	<b>128</b>	<b>6932412</b>	<b>99.99</b>	<b>3</b>	<b>284</b>	<b>0.01</b>



	<b>SPECIAL BUSINESS</b>		No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
8	<b>Agenda item No.8:-</b> Payment of Commission to Non Whole-time Directors	Poll	10	779		1	25	
		E-voting	116	6931599		4	293	
		<b>Total</b>	<b>126</b>	<b>6932378</b>	<b>99.99</b>	<b>5</b>	<b>318</b>	<b>0.01</b>
9	<b>Agenda item No.9:-</b> Remuneration to Cost Auditor	Poll	11	804		0	0	
		E-voting	116	6931289		4	603	
		<b>Total</b>	<b>127</b>	<b>6932093</b>	<b>99.99</b>	<b>4</b>	<b>603</b>	<b>0.01</b>

The downloaded e-voting records, ballot forms and other connected papers relating to e-voting and voting at the AGM shall remain in my safe custody until the chairman considers this report of Scrutinizer and uploads / announces the result in their website (www.spbltd.com) and thereafter the same will be handed over to the DEPUTY MANAGING DIRECTOR & SECRETARY of the Company for safe keeping.

PLACE : Pallipalayam  
DATE : 29-07-2017



For B.K. SUNDARAM & ASSOCIATES  
COMPANY SECRETARIES

  
B. KALYANASUNDARAM  
PRACTISING COMPANY SECRETARY  
CP: 2209.