

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

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

OFFICE:

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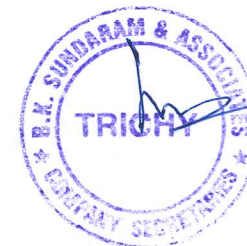
REPORT OF SCRUTINIZER

[pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules,2014]

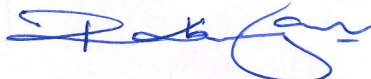
To
The Chairman
SESHASAYEE PAPER AND BOARDS LIMITED
PALLIPALAYAM, CAUVERY R.S.PO,
ERODE-638 007


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:-

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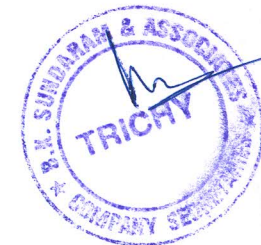
1. The e-voting period remained open from 18th July, 2018 (9.00 am) to 20th July, 2018 (05.00 pm) through e-voting services provided by National Securities Depository Limited (NSDL).
3. The votes cast through ballot paper at the venue of the Annual General Meeting (AGM) held on 21ST July, 2018 were considered 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 21ST July, 2018 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.

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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
	ORDINARY BUSINESS						
1	Agenda item No.1:- Adoption of Accounts, etc	Poll	12	504		0	0
		E-voting	78	7867842		0	0
		Total	90	7868346	100	0	0
2	Agenda item No.2:- Declaration of Dividend	Poll	12	504		0	0
		E-voting	77	7867690		0	0
		Total	89	7868194	100	0	0
3	Agenda item No.3:- Re-appointment of retiring Director	Poll	12	504		0	0
		E-voting	76	7867632		1	58
		Total	88	7868136	99.99	1	58
4	Agenda item No.4:- Ratification of existing Auditors' appointment and appointment of New Auditor	Poll	12	504		0	0
		E-voting	76	7867632		1	58
		Total	88	7868136	99.99	1	58




	SPECIAL BUSINESS		No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
5	<u>Agenda item No.5:-</u> Remuneration to Cost Auditor	Poll	12	504		0	0	
		E-voting	76	7867632		1	58	
		Total	88	7868136	99.99	1	58	0.01

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 : 21-07-2018



Yours Faithfully


B. KALYANASUNDARAM
PRACTISING COMPANY SECRETARY
CP: 1209.