

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

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

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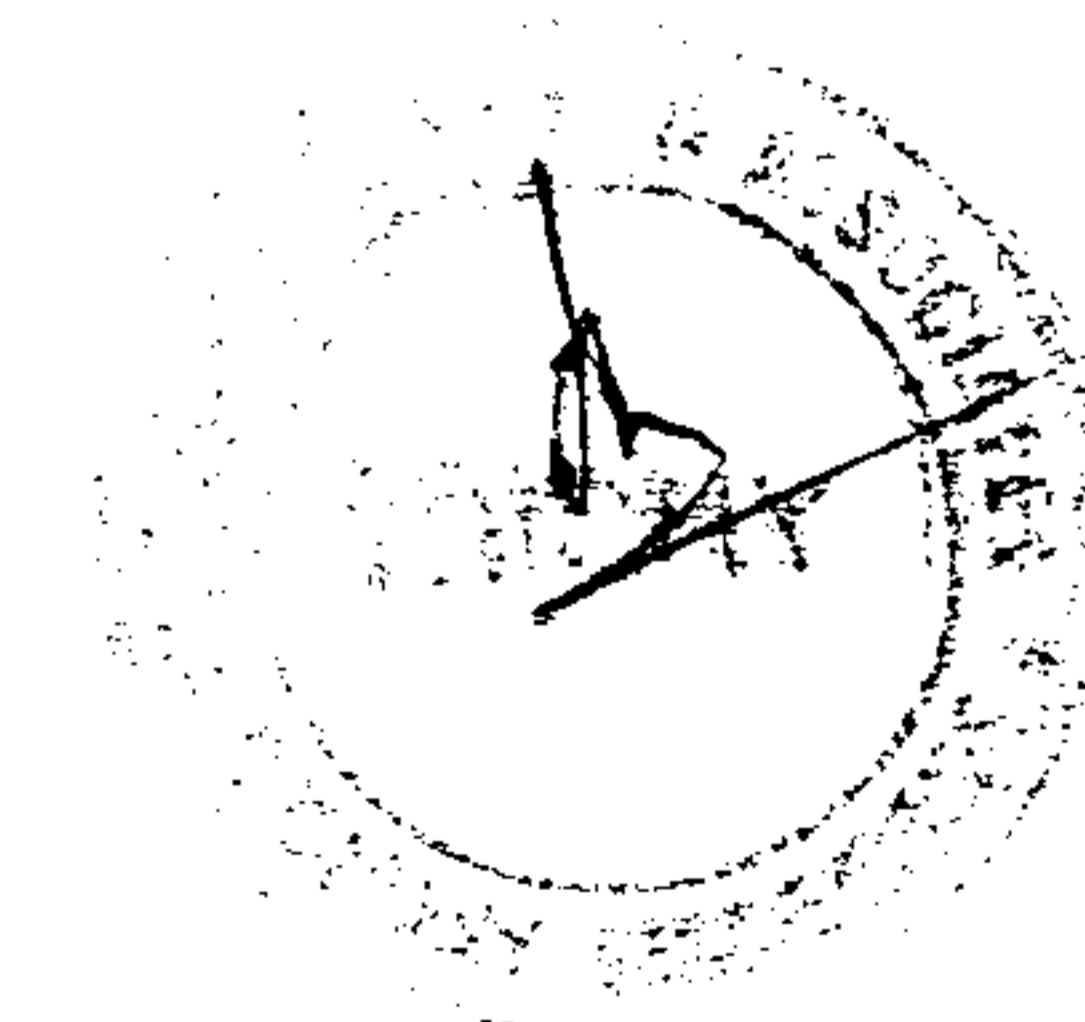
REPORT OF SCRUTINIZER

[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 - 638007

I, B. Kaiyanasundaram, Practising Company Secretary, (CP. NO.2209 & M.NO.A672), Proprietor 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 - 638007 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:-

1. The e-voting period remained open from 24th July, 2019 (9.00 A.M.) to 26th July, 2019 (5.00 P.M.) through e-voting services provided by National Securities Depository Limited (NSDL).



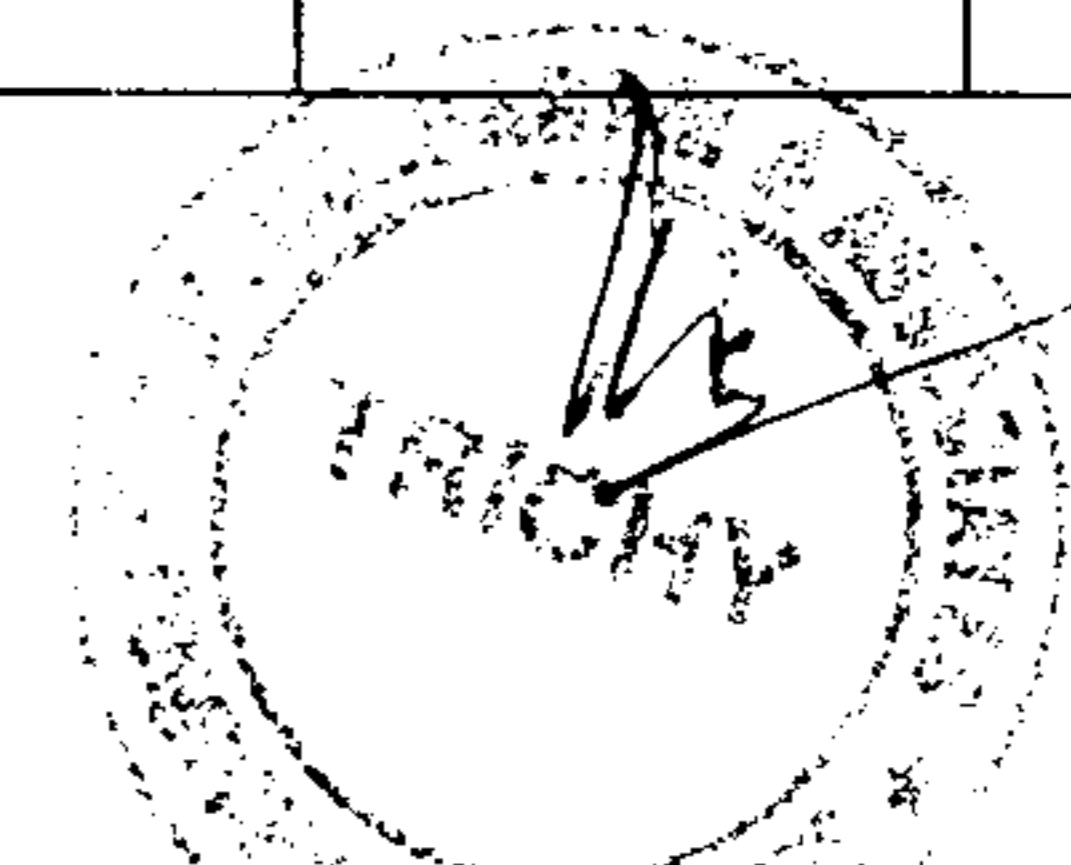
2. The votes cast through ballot paper at the venue of the Annual General Meeting (AGM) held on 27th July, 2019 were considered for my scrutiny and counted. A report in the prescribed Form No. MGT-13 under Rule 21 of the Companies (Management and Administration) Rules, 2014 which has been furnished separately to the Chairman of the meeting.
3. 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. KARTHIKEYAN 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. KARTHIKEYAN)

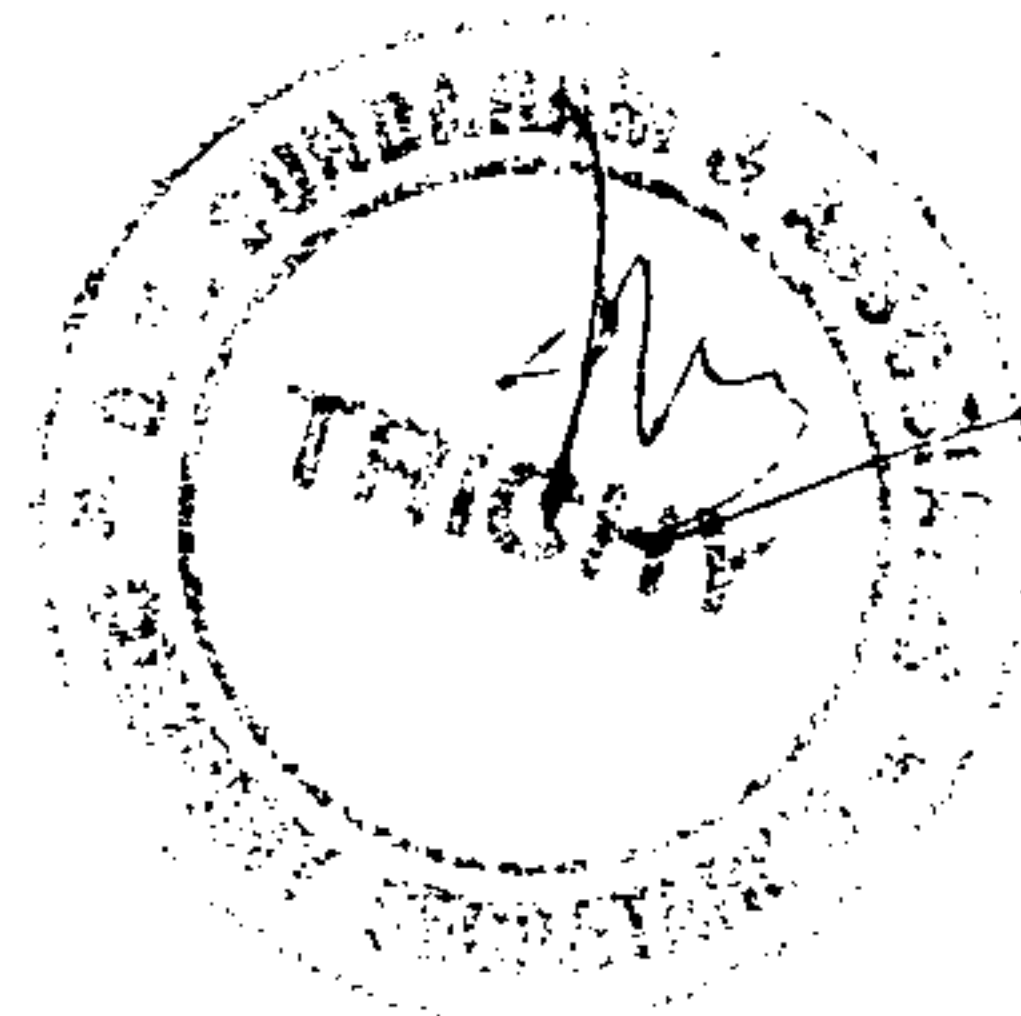
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted electronically were downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>). The valid e-votes cast 'For' and 'Against' were taken in to consideration while preparing the result of e-voting.
5. 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	23	2160		0	0
		E-voting	69	7297115		0	0
		Total	92	7299275	100	0	0



Sl. No.	Particulars of the Business	Voted for				Voted against		
			No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
	ORDINARY BUSINESS							
2.	Agenda item No.2: Declaration of Dividend	Poll	25	2415		0	0	
		E-voting	69	7297115		0	0	
		Total	94	7299530	100	0	0	0
3.	Agenda item No.3: Re-appointment of retiring Director	Poll	25	2415		0	0	
		E-voting	67	7297052		1	58	
		Total	92	7299467	99.99	1	58	0.01

Sl. No.	Particulars of the Business	Voted for				Voted against		
			No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
	SPECIAL BUSINESS							
4.	Agenda item No.4: Remuneration to Cost Auditor	Poll	25	2415		0	0	
		E-voting	67	7297052		1	58	
		Total	92	7299467	99.99	1	58	0.01



Sl. No.	Particulars of the Business	Voted for			Voted against		
			No. of Members	No. of votes	Vote %	No. of Members	No. of Votes
	SPECIAL BUSINESS						
5.	Agenda item No.5: Sub-division of existing Equity Shares of face value of Rs.10/- (Ten) each fully paid-up into five Equity Shares of face value of Rs.2/- (Two) each fully paid-up	Poll	22	2105		1	55
		E-voting	68	7297110		0	0
		Total	90	7299215	99.99	1	55
6.	Agenda item No.6: Alteration of Capital Clause V of the Memorandum of Association	Poll	25	2415		0	0
		E-voting	68	7297110		0	0
		Total	93	7299525	100	0	0
7.	Agenda item No.7: Alteration of Capital Clause 6 of the Articles of Association	Poll	25	2415		0	0
		E-voting	67	7297052		1	58
		Total	92	7299467	99.99	1	58

6. 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 : 27-07-2019



for B. KALYANASUNDARAM & ASSOCIATES
COMPANY SECRETARIES

B. KALYANASUNDARAM
PRACTISING COMPANY SECRETARY
CP: 2209,