



SESHASAYEE PAPER AND BOARDS LIMITED

CIN: L21012TZ1960PLC000364

Regd. Office : Pallipalayam, Namakkal District, Erode - 638 007, Tamilnadu

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013,
read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

To:

The Members,

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and pursuant to other applicable laws and regulations, read with Secretarial Standard (SS-2), the Resolutions appended below are proposed to be passed by the Members of the Company through Postal Ballot / Remote electronic voting (e-voting). The Statement, pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the proposed Resolutions setting out the material facts concerning each Resolution is annexed along with a Postal Ballot Form for your consideration and approval.

SPECIAL BUSINESS :

ORDINARY RESOLUTION :

1 Appointment of Tmt. Sigy Thomas Vaidhyan, IAS as a Nominee Director, not liable to retire by rotation:

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

RESOLVED that Tmt. Sigy Thomas Vaidhyan, IAS (DIN: 08922290), who was nominated by Tamilnadu Industrial Investment Corporation Limited (TIIC) and thereupon appointed by the Board of Directors as an Additional Director of the Company with effect from November 07, 2020, pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of the Director, be and is hereby appointed as a Nominee Director of the Company, not liable to retire by rotation.

2 Appointment of Dr. Shekhar Kumar Niraj, IFS as a Nominee Director, liable to retire by rotation:

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

RESOLVED that Dr. Shekhar Kumar Niraj, IFS (DIN: 08235891), who was nominated by Environment and Forests Department, Government of Tamil Nadu and thereupon appointed by the Board of Directors as an Additional Director of the Company with effect from November 07, 2020, pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as a Nominee Director of the Company, liable to retire by rotation.

(By Order of the Board)

For Seshasayee Paper and Boards Limited

(V PICHAI)

Deputy Managing Director & Secretary

Place : Erode

Date : 07th November 2020

Notes:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, setting out all material concerning the proposal is annexed.
2. This Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners received from the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on November 13, 2020 (Cut-off date).
3. This Notice is being sent in physical form in permitted mode along with a postage-prepaid self-addressed Business Envelope to all Members, to enable the Members to exercise their vote through Postal Ballot. In addition, it is sent in electronic form to the e-mail address registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). This Notice is also displayed on the Company's website www.spbltd.com and on the website of NSDL www.evoting.nsdl.com.
4. In compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and in term of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also provided the facility to the Members to exercise their votes electronically through the Remote e-voting facility arranged with National Securities Depository Limited (NSDL). The instructions for e-voting are annexed to this Notice.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on November 13, 2020 (Cut-off date) will alone be considered for being entitled to vote under either mode. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
6. Resolutions passed by the Members through Postal Ballot / Remote electronic voting (e-voting) shall be deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. Members are advised to read carefully the voting process and instructions appended hereunder before casting their vote.
8. Members can opt for only one mode of voting, i.e. either by Physical Ballot Form or Remote e-voting. In case Members cast their vote through both the modes, voting done by Remote e-voting shall prevail and votes cast through Physical Ballot Forms will be treated as Invalid.
9. In case a Member desires to obtain a duplicate printed Postal Ballot Form, the Member may send an e-mail to kalyan@integratedindia.in or investor@spbltd.com by mentioning their Folio No. or DP ID and Client ID No. The Registrar and Transfer Agent / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
10. Voting rights of the Members shall be in proportion to their equity shares in the total paid up equity share capital of the Company as on November 13, 2020 (Cut-off date).
11. Member cannot exercise vote by Proxy on Postal Ballot.
12. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions given in the enclosed Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to The Scrutiniser, Unit : Seshasayee Paper and Boards Limited, C/o. M/s Integrated Registry Management Services Private Limited, Kences Towers, II Floor, No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai 600017 so as to reach the Scrutiniser not later than the close of working hours (05.00 PM) on December 20, 2020. The Postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any Postal Ballot is received after 05.00 PM on December 20, 2020, will be treated as if the Member has not exercised his voting right.
13. The Board of Directors has appointed Sri B Kalyanasundaram, Practising Company Secretary (Membership No. 672) as Scrutiniser for conducting the Postal Ballot Voting process, in a fair and transparent manner.
14. The Scrutiniser will unblock the votes on December 20, 2020 at 05.00 PM in the presence of at least two witnesses not in the employment of the Company.

15. The Scrutiniser will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Chairman or any other Officer of the Company duly authorised by Chairman, on December 22, 2020 at 04:00 PM at the Registered Office of the Company at Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamilnadu. The results of the voting-by Postal Ballot will be posted on the website of the Company www.spbltd.com and the results will be intimated to NSE / BSE Ltd where the shares of the Company are listed. Additionally, the results of the voting by Postal Ballot will be posted on the website of NSDL at www.evoting.nsdl.com. The decision of the Scrutiniser on the validity of Postal Ballot Forms and any other related matter shall be final.
16. The date of declaration of the Postal Ballot results will be taken to be the date of passing the Resolutions.

STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

SPECIAL BUSINESS

Item No.1

Appointment of Nominee Director, not liable to retire by rotation

Consequent to the nomination received from The Tamilnadu Industrial Investment Corporation Limited (TIIC), Tmt. Sigy Thomas Vaidhyan, IAS, was appointed as an Additional Director by the Board of Directors, in the place of Tmt. E Sundaravalli, IAS, at their meeting held on November 07, 2020.

Notice, as required under Section 160 of the Companies Act, 2013, has been received by the Company from a Member proposing the appointment of Tmt. Sigy Thomas Vaidhyan, IAS, as a Director of the Company, not liable to retire by rotation.

TIIC, a Government of Tamil Nadu Undertaking, is the single largest shareholder of the Company, holding 14.27% of the Equity Share Capital of the Company. TIIC had always held the right, vide the earlier Articles of Association, to appoint a Nominee Director not liable to retire by rotation, in the Board of the Company. In line with the provisions of Companies Act, 2013 and the present Articles of Association of the Company, approval of the Shareholders is sought through Postal Ballot Process, for appointment of Tmt. Sigy Thomas Vaidhyan, IAS, who has been nominated by TIIC, as a Nominee Director not liable to retire by rotation.

Tmt. Sigy Thomas Vaidhyan, IAS, has filed with the Company her consent under Section 152 of the Companies Act, 2013, to act as a Director, if appointed. This may be treated as notice under Section 160 of the Companies Act, 2013.

A copy of the Resolution of the Board of Directors and other relevant documents in this regard are available for inspection by the Members at the Registered Office of the Company, during business hours, on any working day upto December 20, 2020.

Tmt. Sigy Thomas Vaidhyan, IAS, is concerned and interested in her appointment and none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested in the said appointment, except to the extent of their shareholding in the Company. It is declared with reference to the proviso to sub-section 2 of Section 102 of the Companies Act, 2013 that the proposed Resolution does not have any bearing with the business of any other Company.

Item No.2

Appointment of Nominee Director, liable to retire by rotation

Consequent to the nomination received from the Environment and Forests Department, Government of Tamilnadu, Dr. Shekhar Kumar Niraj, IFS, was appointed as an Additional Director by the Board of Directors, in the place of Sri Deepak Srivatsava, IFS, at their meeting held on November 07, 2020.

Notice, as required under Section 160 of the Companies Act, 2013, has been received by the Company from a Member proposing the appointment of Dr. Shekhar Kumar Niraj, IFS, as a Director of the Company, liable to retire by rotation.

In line with the provisions of Companies Act, 2013 and the present Articles of Association of the Company, approval of the Shareholders is sought through Postal Ballot Process, for appointment of Dr. Shekhar Kumar Niraj, IFS, as a Nominee Director liable to retire by rotation.

Dr. Shekhar Kumar Niraj, IFS, has filed with the Company his consent under Section 152 of the Companies Act, 2013, to act as a Director, if appointed. This may be treated as notice under Section 160 of the Companies Act, 2013.

A copy of the Resolution of the Board of Directors and other relevant documents in this regard are available for inspection by the Members at the Registered Office of the Company, during business hours, on any working day upto December 20, 2020.

Dr. Shekhar Kumar Niraj, IFS, is concerned and interested in his appointment and none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested in the said appointment, except to the extent of their shareholding in the Company. It is declared with reference to the proviso to sub-section 2 of Section 102 of the Companies Act, 2013 that the proposed Resolution does not have any bearing with the business of any other Company.

(By Order of the Board)
For Seshasayee Paper and Boards Limited

(V PICHAJ)
Deputy Managing Director & Secretary

Place : Erode
Date : 07th November 2020

ANNEXURE

Details of Directors seeking appointment, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting.

TMT. SIGY THOMAS VAIDHYAN, IAS:

Director Identification Number	: 08922290
Date of Birth and age	: 09 02 1978 (42 years)
Date of Appointment, as Additional Director by the Board	: 07 11 2020
Qualification	: IAS
Expertise in specific functional areas	: Managing Director The Tamilnadu Industrial Investment Corporation Limited. (Tamilnadu State Government Undertaking)
Number of shares held in the Equity Capital of the Company	: Nil
Relationship with other Directors	: She is not related to any other Director
Directorship in other Companies	: The Tamilnadu Industrial Investment Corporation Limited (TIIC)
The Committee / executive positions held in other Companies	: Nil

DR. SHEKHAR KUMAR NIRAJ, IFS:

Director Identification Number	: 08235891
Date of Birth & Age	: 04 07 1964 (56 years)
Date of Appointment, as Additional Director by the Board	: 07 11 2020
Qualification	: IFS
Expertise in specific functional area	: Special Secretary (Forests) in Environment and Forests Department, Government of Tamilnadu.
Number of Shares held in the Equity Capital of the Company	: Nil
Relationship with other Directors	: He is not related to any other Director
Directorship in other Companies	: Tamilnadu Medicinal Plant Farms and Herbal Medicines Corporation Limited
The Committee / executive positions held in other Companies	: Nil

Voting Process and Instructions:

- I. In case a Member receives an e-mail from NSDL [for Members whose e-mail IDs are registered with the Company / Depository Participant(s)].
 - (i) Open e-mail and open PDF file viz. "SPB e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your "User ID" and "Password for Remote e-Voting". Please note that the Password is an initial Password.
 - (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>.
 - (iii) Click on "Shareholder - Login".
 - (iv) Put User ID and password as initial Password noted in step (1) above and Click Login.
 - (v) Password change menu appears. Change the Password / PIN with new password of your choice with minimum 8 digits / characters or combinations thereof. Note down the new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
 - (vi) Home page of "Remote e-Voting" opens. Click on Remote e-Voting: Active Voting Cycles.
 - (vii) Select "REVEN" (Remote E-Voting Event Number) of Seshasayee Paper and Boards Limited.
 - (viii) Now you are ready for "Remote e-Voting" as "Cast Vote" page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the Resolution(s), you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail : bksundaram@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. In case a Member receives physical copy of the Postal Ballot Notice (for Members whose e-mail IDs are not registered with the Company / Depository Participant(s) or requesting physical copy), the following instruction may be noted.
 - (i) Initial Password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No (ii) to Sl. No.(xii) above, to cast vote.
- III. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the "downloads" section of www.evoting.nsdl.com or call on Toll-free No. 1800-222-990.
- IV. Login to the Remote e-Voting website will be disabled upon five unsuccessful attempts to key in the correct Password. In such an event, you will need to go through the 'Forget Password' option available on the site to reset the Password.
- V. If you are already registered with NSDL for Remote e-Voting, then you can use the existing User ID and Password for casting your vote.
- VI. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- VI. The voting rights of Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date on November 13, 2020.
- VII. The Remote e-Voting period commences on November 21, 2020 (9.00 AM) and ends on December 20, 2020 (05.00 PM). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date November 13, 2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.