



# Seshasayee Paper and Boards Limited

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Ref: SH/ S-6/ 912

2020 10 06

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No C/1, G Block  
Bandra - Kurla Complex, Bandra (E)  
Mumbai 400 051

**Stock Code: SESHAPAPER**

Corporate Services Department  
BSE Limited  
Floor 25, P J Towers  
Dalal Street  
Mumbai 400 001

**Stock Code : 502450**

Dear Sir,

**Sub: Quarterly Compliance Report on Corporate Governance.**

We enclose the Quarterly Compliance Report (Annexure - I & III) on Corporate Governance of our Company, for the Quarter ended September 30, 2020, as per Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please acknowledge receipt.

Thanking you,

Yours faithfully

**For Seshasayee Paper and Boards Limited**

(V PICHAI)

**Deputy Managing Director & Secretary**

Encl:



1 Name of Listed Entity : SESHASAYEE PAPER AND BOARDS LIMITED

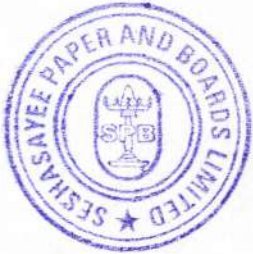
2 Quarter Ending : 30 09 2020

| I. Composition of Board of Directors                            |                           |                       |  |               |   |                                    |                             |                        |                   |        |   |  |  |  |
|---|---------------------------|-----------------------|--|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------|---|--|--|--|
| Title (Mr/ Mrs)   | Name of the Director      | PAN & DIN             | Category (Chairperson / Executive/ Non-Executive / Independent/ Nominee) | Date of Birth | Whether Special Resolution Passed? (Refer Reg. 17(1A) of Listing Regulations) | Date of Passing Special Resolution | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure | No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No. of independent Directorship in listed entities including this listed entity [in reference to Proviso to Regulation 17A(1)] | Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr  | N Gopalaratnam            | ABHPG1677P & 00001945 | Executive Director / Chairman  | 15 04 1947    | NA  | NA                                 | 26 12 1987                  | 01 04 2020             |                   | 36     | 3   | 0  | 4  | 2  |
| Mr  | A L Somayaji              | AAMPS7826G & 00049772 | Non- Executive - Independent Director                                    | 27 01 1944    | Yes   | 18 09 2019                         | 29 09 2014                  | 28 09 2019             |                   | 60     | 2   | 2  | 2  | 1  |
| Mr  | S Narayan                 | ABUPN5095R & 00094081 | Non- Executive - Independent Director                                    | 20 06 1943    | Yes   | 28 03 2019                         | 18 01 2007                  | 01 04 2019             |                   | 60     | 3   | 3  | 4  | 2  |
| Mr  | V Sridar                  | AGCPS0864Q & 02241339 | Non- Executive - Independent Director                                    | 28 07 1947    | Yes   | 28 03 2019                         | 04 06 2009                  | 01 04 2019             |                   | 60     | 2   | 2  | 4  | 3  |
| Mr  | Mohan Verghese Chunkath   | AFBPM9538D & 01142014 | Non- Executive - Independent Director                                    | 10 03 1956    | NA  | NA                                 | 01 04 2019                  | 01 04 2019             |                   | 60     | 1   | 1  | 1  | 0  |
| Mrs   | Nanditha Krishna          | ACUPN1866F & 00906944 | Non- Executive - Independent Director                                    | 18 07 1951    | NA  | NA                                 | 29 09 2014                  | 28 09 2019             |                   | 60     | 2   | 2  | 0  | 0  |
| Mr  | Sri Deepak Srivastava IFS | ADKPD1427F & 08516076 | Non- Executive - Nominee Director  | 03 02 1965    | NA  | NA                                 | 27 07 2019                  | 27 07 2019             |                   |        | 1   | 0  | 0  | 0  |
| Mrs   | M Aarathi, IAS            | BJZPA4893G & 08062172 | Non- Executive - Nominee Director  | 22 04 1985    | NA  | NA                                 | 28 03 2020                  | 28 03 2020             | 13 07 2020        |        | 1   | 0  | 0  | 0  |
| Mrs   | E Sundaravalli, IAS       | AQQPS3150B & 08769721 | Non- Executive - Nominee Director  | 03 05 1973    | NA  | NA                                 | 13 07 2020                  | 08 08 2020             |                   |        | 1   | 0  | 0  | 0  |
| Mr  | K S Kasi Viswanathan      | ABZPK8584D & 00003584 | Executive Director / MD  | 28 03 1951    | NA  | NA                                 | 29 01 2005                  | 01 04 2020             |                   | 36     | 1   | 0  | 0  | 0  |
| Mr  | V Pichai                  | ADXPP2121K & 00263934 | Executive Director / DMD & S   | 12 09 1947    | NA  | NA                                 | 29 01 2005                  | 01 04 2020             |                   | 36     | 1   | 0  | 1  | 0  |
| Whether Regular Chairperson Appointed : Yes                     |                           |                       |  |               |   |                                    |                             |                        |                   |        |   |  |  |  |
| Whether Chairperson is related to Managing Director or CEO : NO |                           |                       |  |               |   |                                    |                             |                        |                   |        |   |  |  |  |



**II. Composition of Committees**

| Name of Committee                               | Whether Regular Chairperson Appointed | Name of Committee Members | Category (Chairperson / Executive / Non- Executive / Independent / Nominee) | Date of Appointment | Date of Cessation |
|---|---------------------------------------|---------------------------|---|---------------------|-------------------|
| <b>1. Audit Committee</b>                       | Yes                                   | V Sridar                  | Chairperson - Non Executive - Independent Director                          | 04 06 2009          |                   |
|   |                                       | S Narayan                 | Member - Non Executive - Independent Director                               | 18 01 2007          |                   |
|   |                                       | A L Somayaji              | Member - Non Executive - Independent Director                               | 03 02 2018          |                   |
|   |                                       | Mohan Verghese Chunkath   | Member - Non Executive - Independent Director                               | 01 04 2019          |                   |
|   |                                       | N Gopalaratnam            | Member - Executive Director   | 23 08 2014          |                   |
| <b>2. Nomination cum Remuneration Committee</b> | Yes                                   | V Sridar                  | Chairperson - Non Executive - Independent Director                          | 04 06 2009          |                   |
|   |                                       | S Narayan                 | Member - Non Executive - Independent Director                               | 18 01 2007          |                   |
|   |                                       | A L Somayaji              | Member - Non Executive - Independent Director                               | 01 04 2019          |                   |
| <b>3. Risk Management Committee</b>             | NA                                    | NA                        | NA  | NA                  |                   |
| <b>4. Stakeholders Relationship Committee</b>   | Yes                                   | V Sridar                  | Chairperson - Non Executive - Independent Director                          | 23 08 2014          |                   |
|   |                                       | N Gopalaratnam            | Member - Executive Director   | 29 06 1988          |                   |
|   |                                       | V Pichai                  | Member - Executive Director   | 30 07 2005          |                   |



| III. Meeting of Board of Directors  |   |                                   |   |  |
|---|---|-----------------------------------|---|--|
| Date(s) of Meeting (if any) in the previous quarter   | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met | Number of Independent Directors Present                     | Maximum gap between any two consecutive (in number of days)        |
| 30 05 2020  |   | Yes                               | 5   |  |
|   | 13 07 2020  | Yes                               | 5   | 43   |
|   | 07 08 2020  | Yes                               | 5   | 25   |
| IV. Meetings of Committees  |   |                                   |   |  |
| Date(s) of Meeting of the Committee in the relevant quarter   | Whether requirement of Quorum met                   | Number of Directors Present       | Date(s) of Meeting of the Committee in the Previous quarter | Maximum gap between any two consecutive meetings in number of days |
| Audit Committee 07 08 2020  | Yes   | 5                                 |   |  |
|   | Yes   | 5                                 | 29 05 2020  | 69   |
| Nomination cum Remuneration Committee 06 07 2020  | Yes   | 3                                 |   |  |
|   | Yes   | 3                                 | 30 05 2020  | 36   |
| V. Related Party Transactions   |   |                                   |   |  |
| Subject   |   |                                   | Compliance Status (Yes / No/ NA)                            |  |
| Whether prior approval of Audit Committee obtained  |   |                                   | Yes   |  |
| Whether shareholder approval obtained for material RPT  |   |                                   | NA  |  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee  |   |                                   | NA  |  |
| <b>Note :</b>   |   |                                   |   |  |
| 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. for example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "NA" may be indicated. |   |                                   |   |  |
| 2 If status is "No" details of non-compliance may be given here :   |   |                                   |   |  |

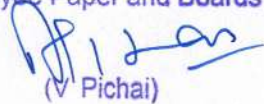


**VI. Affirmations**

- 1 The Composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
- 2 The Composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
  - a. Audit Committee - Yes
  - b. Nomination & Remuneration Committee - Yes
  - c. Stakeholders Relationship Committee - Yes
  - d. Risk Management Committee (applicable to the top 500 listed entities) - NA
- 3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 - Yes
- 4 The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
- 5 This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here : NA

**Name & Designation**

**For Seshasayee Paper and Boards Limited**



**(V. Pichai)**

**Deputy Managing Director & Secretary**

**Company Secretary / Compliance Officer / Managing Director / CEO / CFO**

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with the second quarter's report of next financial year

**I. Affirmations**

| Broad heading  | Regulation Number                    | Compliance Status (Yes/No/NA) |
|--|--------------------------------------|-------------------------------|
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes                           |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes                           |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | Yes                           |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes                           |
|  |                                      |                               |

**Note :**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. for example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "NA" may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the listed Entity would like to provide any other information the same may be indicated here.

**Name & Designation**

For Seshasayee Paper and Boards Limited

(V Pichai)

Deputy Managing Director & Secretary

Company Secretary / Compliance Officer / Managing Director / CEO / CFO