

REPORT OF THE SCRUTINIZER

To
The Chairman
Seshasayee Paper and Boards Limited
Pallipalayam, Cauvery RS PO
Erode - 638 007, Namakkal District, Tamil Nadu

Dear Sir,

Sub: Report of Scrutinizer on Postal Ballot process conducted through electronic voting system in accordance with the provisions of Section 108 and Section 110 and other applicable provisions of, if any of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended..

I, K. Sankara Subramanian, Practicing Company Secretary [Membership No. F11241/ C.O.P. No. 15994] have been appointed as the Scrutinizer by the Board of Directors of the Seshasayee Paper and Boards Limited ("the Company") for the purpose of scrutinizing the remote e-voting process on the resolutions as specified in the Postal Ballot Notice dated 28th January, 2023:

1. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder and the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements, 2015 as amended from time to time (hereafter referred as "SEBI Listing Regulations") relating to voting through electronic means (by remote e-voting) on the resolutions specified in the Postal Ballot Notice dated 28th January, 2023.
2. My responsibility as the Scrutinizer of the voting process, is restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL") the service provider.



3. As per Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, as amended from time to time read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereafter collectively referred to as "MCA Circulars"), accordingly, the Notice of Postal Ballot was dispatched through e-mail on 8th February, 2023 to the registered e-mail ids of the Shareholders, who were members of the Company on the cut-off date i.e. Friday, the 3rd February, 2023.
4. The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by electronic means.
5. The Shareholders of the Company holding shares as on the cut-off date of 3rd February, 2023 were entitled to vote on the resolutions as contained in the aforesaid Postal Ballot Notice.
6. In accordance with the aforesaid Postal Ballot Notice and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, the remote e-voting commenced at 9.00 A.M. (IST) on Sunday, the 12th February, 2023 and closed at 5.00 P.M. (IST) on Monday, the 13th March, 2023, and the e-voting module was blocked by NSDL thereafter.
7. After the time fixed for closing of the remote e-voting i.e., 5.00 P.M. (IST) on Monday, the 13th March, 2023 the votes were unblocked at 5.01 P.M. (IST) in the presence of two witnesses viz., Mr. S. Krishnan and Mr. S. K. Vidhya Shankar, who are not in the employment of the Company, on the e-voting website of ('NDSL') <https://www.evoting.nsdl.com/> and a final electronic report was generated.

S Krishnan.

S. Krishnan

S.K. Vidhya Shankar

S. K. Vidhya Shankar

8. I have scrutinized and reviewed the remote e-voting, based on the data downloaded from the NSDL e-voting system.
9. I now submit my report as under on the result of the remote e-voting with respect to the resolutions as specified in the Postal Ballot Notice dated 28th January, 2023:



SPECIAL BUSINESS:

Resolution No.1 - Re-appointment of Sri N Gopalaratnam as Whole-time Director, designated as Chairman [Special Resolution]

(i) Voting **in favour** of the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
347	3,14,83,778	99.79%

(ii) Voting **against** the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
5	67,926	0.21%

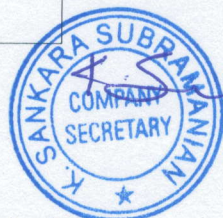
(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total no. of votes cast by them
0	0

Resolution No.2 - Re-appointment of Sri K S Kasi Viswanathan as Managing Director [Special Resolution]

(i) Voting **in favour** of the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
350	3,16,26,244	99.99%



(ii) Voting **against** the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
2	705	0.01%

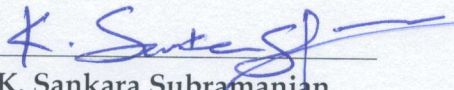
(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total no. of votes cast by them
0	0

The downloaded e-voting records and other relevant records of e-voting will remain in my custody until the Chairman considers this report and uploads/ announces the result in their website <https://www.spbltd.com/> and thereafter the same will be handed over to Mr. B. S. Raj Kiran, Company Secretary for safe keeping. Based on the above information, you may kindly announce the results.

Thanking you,

Yours faithfully,


K. Sankara Subramanian
Practicing Company Secretary
[A peer reviewed practicing unit - 2018/2022]
Membership No. F11241
C.O.P. No. 15994
UDIN: F011241D003267164



Place : Trichy
Date : 13-03-2023