

**REPORT OF THE SCRUTINIZER**

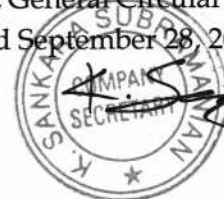
To  
The Chairman  
Seshasayee Paper and Boards Limited  
Pallipalayam, Cauvery RS PO  
Erode - 638 007, Namakkal District  
Tamil Nadu

Dear Sir

Sub: Report of Scrutinizer on Postal Ballot process conducted through remote e-voting system.

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 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, on the resolutions as specified in the Postal Ballot Notice dated 20<sup>th</sup> January, 2024:

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 20<sup>th</sup> January, 2024.
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, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 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 5<sup>th</sup> February, 2024 to the registered e-mail ids of the Shareholders, who were members of the Company on the cut-off date i.e. 2<sup>nd</sup> February, 2024.

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 2<sup>nd</sup> February, 2024 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 on 6<sup>th</sup> February, 2024 (9:00 A.M.) and closed on 6<sup>th</sup> March, 2024 (5:00 P.M.), and the e-voting module was blocked by NSDL thereafter.
7. After the time fixed for closing of the remote e-voting i.e., 6<sup>th</sup> March, 2024 (5:00 P.M.), the votes were unblocked at 5.05 P.M. in the presence of two witnesses viz., Mr. S. Krishnan and Mrs. B. Lalitha Bhavani, 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**

B. Lalitha Bhavani

**B. Lalitha Bhavani**

(B. Lalitha Bhavani)

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 20<sup>th</sup> January, 2024:



**SPECIAL BUSINESS:**

**Resolution No.1 - Re-appointment of Sri. Mohan Verghese Chunkath, IAS (Retd.) as an Independent Director for a second term of 5 years [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
346	3,13,90,347	99.99%

(ii) Voting against the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
18	3,284	0.01%

(iii) Invalid Votes:

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

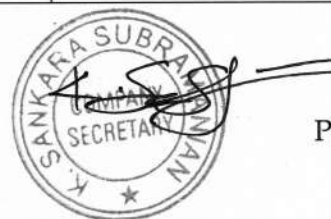
**Resolution No.2 - Appointment of Smt. Sheela Balakrishnan, IAS (Retd.) as an Independent Director of the Company [Special Resolution]**

(i) Voting in favour of the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
345	3,13,90,444	99.99%

(ii) Voting against the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
19	3,187	0.01%



(iii) Invalid Votes:

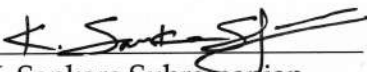
Total number of members whose votes were declared invalid	Total no. of votes cast by them
0	0

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. K. Narayanan, 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: F011241E003546696

Place : Trichy  
Date : 07-03-2024