



# Seshasayee Paper and Boards Limited

Regd Office & Works : Pallipalayam, Namakkal District,  
Erode - 638 007, Tamilnadu, India. Ph : 91 - 4288 - 240221 to 240228,  
Fax : 91-4288-240229 email : edoff@spbltd.com Web : www.spbltd.com  
CIN : L21012TZ1960PLC000364

**Ref: SH/ S 6/ 663**

**2024.08.30**

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

BSE Limited  
Floor 25  
P J Towers  
Dalal Street  
Mumbai 400 001

**Stock Code: SESHAPAPER**

**Stock Code : 502450**

Dear Sir,

**Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the copy of the Proceedings for declaration of results of the Postal Ballot of the Company declared on Thursday, the 29<sup>th</sup> August 2024.

Kindly take the same on record.

Thanking you,

Yours faithfully

**For Seshasayee Paper and Boards Limited**

**K NARAYANAN**  
**Company Secretary**  
**Membership No. A13779**

Encl: as above



**Minutes of the Proceedings for declaration of results of the Postal Ballot of the Company declared on Thursday, the 29<sup>th</sup> August 2024 at 11:00 AM at Registered Office, Pallipalayam, Namakkal District, Cauvery RS PO, Erode 638 007**

The Board of Directors at their Meeting held on July 20, 2024 had unanimously approved:

- ◇ Appointment of Dr.M Sai Kumar, IAS (DIN: 03605028), as a Nominee Director of the Company, not liable to retire by rotation.
- ◇ Appointment of Sri T.C.A Ranganathan (DIN: 03091352), as an Additional Director of the Company in the category of Independent Director, not liable to retire by rotation.
- ◇ Appointment of Dr C Chandramouli, IAS (Retd.) (DIN: 00345124), as an Additional Director of the Company in the category of Independent Director, not liable to retire by rotation.

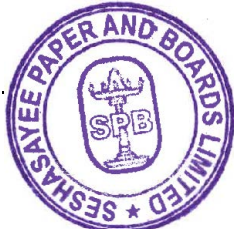
and recommended the same to the shareholders for their approval. The Board decided to obtain consent of the members by passing an Ordinary Resolution / Special Resolution through Postal Ballot under Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, in respect of the above matter.

In compliance with the requirements of the Companies Act, 2013 ("the Act") read with the relevant SEBI & MCA Circulars, the Notice of Postal Ballot was dispatched through e-mail on 29<sup>th</sup> July, 2024 to the registered e-mail ids of the Shareholders, who were members of the Company on the cut-off date i.e. Friday, the 26<sup>th</sup> July 2024. The Shareholders are required to communicate their assent or dissent through the Remote e-voting system only.

The Postal Ballot Notice was sent in electronic form only to the e-mail address registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Transfer Agent (in case of physical shareholding). In addition, this Notice was also displayed on the Company's website [www.spbltd.com](http://www.spbltd.com) and on the website of the NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Company had provided the facility to the Members to exercise their votes electronically through Remote e-voting facility arranged with National Securities Depository Limited (NSDL). The Board of Directors at their meeting held on July 20, 2024 had appointed Sri K Sankarasubramanian, Practising Company Secretary (Membership No. F11241/ COP: 15994) as Scrutiniser for conducting the Postal Ballot Voting through the remote electronic voting system, in a fair and transparent manner.

The Company had published an advertisement in the Newspapers viz., Business Standard and Dinamalar on July 30, 2024, informing about the dispatch of the Notice and Remote e-voting.



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 9:00 AM (IST) on Tuesday, the 30<sup>th</sup> July 2024 and closed at 5:00 PM (IST) on Wednesday, the 28<sup>th</sup> August 2024 and the e-voting module was blocked by NSDL thereafter.

The Scrutinizer carried out scrutiny of votes cast under Remote e-voting facility and prepared a Scrutinizer's Report containing the result of e-voting on the basis of data received by him.

Based on the analysis of the valid votes, the Scrutinizer submitted his report on Thursday, the August 28, 2024 to Chairman, who announced the result of the Postal Ballot as per the Scrutinizer's Report, submitted as under:

Particulars of the Agenda	Votes For			Cotes Against			
	Mode of Voting	No. of Members	No. of Votes	Vote %	No. of Members	No. of Votes	Vote %
Appointment of Dr.M Sai Kumar, IAS, as a Nominee Director of the Company	e-voting	505	31919999	99.94	19	18467	0.06
Appointment of Sri T.C.A Ranganathan, as Independent Director of the Company	e-voting	506	31932582	99.98	18	5884	0.02
Appointment of Dr C Chandramouli, IAS (Retd.), as Independent Director of the Company	e-voting	507	31932611	99.98	17	5855	0.02

Accordingly, the resolutions, as set out in the Postal Ballot Notice dated July 20, 2024, were duly approved and passed by the Members of the Company through Postal Ballot, with overwhelming majority on August 29, 2024.

The results of the voting by Postal Ballot were announced by the officer authorised by Chairman on August 29, 2024 @ 11:00 AM at the registered office of the company and the same was posted on the website of the company [www.spbltd.com](http://www.spbltd.com) and intimated to BSE and NSE. Additionally the results had also been posted on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



The following resolutions have been duly passed by the shareholders through e-voting and shall be deemed to have been passed on August 29, 2024, the date on which the scrutiniser issued the report containing the results of this e-voting.

**1 Appointment of Dr.M Sai Kumar, IAS (DIN: 03605028) as a Nominee Director, not liable to retire by rotation.**

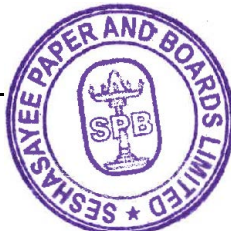
RESOLVED that Dr M Sai Kumar, IAS (DIN: 03605028), who was nominated by Tamilnadu Industrial Investment Corporation Limited (TIIC) and thereupon appointed by the Board of Directors as an Additional Director of the Company with effect from July 20, 2024, pursuant to Section 161 of the Companies Act, 2013 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, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary to give effect to the above resolution.

**Declared that the above has been passed by overwhelming majority as an Ordinary Resolution.**

**2 Appointment of Sri T.C.A Ranganathan, (DIN:03091352) as an Independent Director of the Company.**

RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder ('Act') and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') [including any statutory modification(s) or re-enactment thereof for the time being in force], the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Sri T.C.A Ranganathan, (DIN : 03091352), who was appointed as an Additional Director in the capacity of Independent Director with effect from 20th July, 2024 and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulations 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying the Member's intention to propose Sri T.C.A Ranganathan for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a fixed term of five years, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.



RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary to give effect to the above resolution.

**Declared that the above has been passed by overwhelming majority as Special Resolution.**

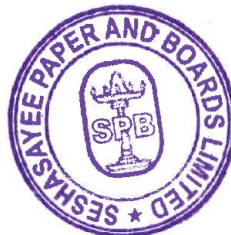
**3 Appointment of Dr C Chandramouli , IAS (Retd.) (DIN:00345124) as an Independent Director of the Company.**

RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder ('Act') and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') [including any statutory modification(s) or re-enactment thereof for the time being in force], the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Dr C Chandramouli, IAS (Retd.) (DIN:00345124), who was appointed as an Additional Director in the capacity of Independent Director with effect from 20th July, 2024 and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying the Member's intention to propose Dr C Chandramouli , IAS (Retd.) for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a fixed term of five years, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary to give effect to the above resolution".

**Declared that the above has been passed by overwhelming majority as Special Resolution.**

Place : Erode  
Date : 29.08.2024



Sd/-  
**(N GOPALARATNAM)**  
Chairman