



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@spb ltd.com Web : www.spbltd.com
CIN : L21012TZ1960PLC000364

Ref: SH/ S 6/ 576

2024.03.08

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

Stock Code: SESHAPAPER

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

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 Minutes of the Proceedings for declaration of results of the Postal Ballot of the Company declared on Thursday, the 07th March 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 07th March 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 January 20, 2024 had unanimously approved:

- ◇ Re-appointment of Sri. Mohan Verghese Chunkath, IAS (Retd.), as an Independent Director for a second term of 5 years, not liable to retire by rotation.
- ◇ Appointment of Smt Sheela Balakrishnan IAS (Retd.), as an Independent Director, not liable to retire by rotation.

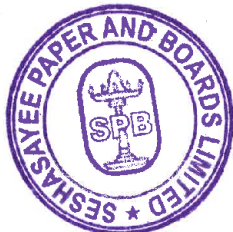
and recommended the same to the shareholders for their approval. The Board decided to obtain consent of the members by passing a Special Resolutions through Postal Ballot under Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules,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

In compliance with the requirements of the Companies Act, 2013 ("the Act") read with the relevant SEBI & MCA Circulars, the Notice of Postal Ballot dated 20th January, 2024 was dispatched through e-mail on 05th February 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 02nd February 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) and to 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 and on the website of the NSDL 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 January 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 06th February 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 06th February, 2024 and closed at 5:00 PM (IST) on Wednesday, the 06th March, 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.

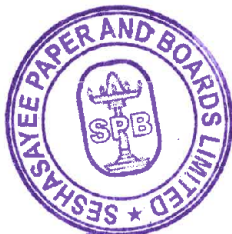
Based on the analysis of the valid votes, the Scrutinizer submitted his report on Thursday, the March 07, 2024 to Chairman, who announced the result of the Postal Ballot as per the Scrutinizer's Report, submitted as under:

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 %
Re-appointment of Sri. Mohan Verghese Chunkath, IAS (Retd.) as an Independent Director for a second term of 5 years.	e-voting	346	31390347	99.99	18	3284	0.01
Appointment of Smt. Sheela Balakrishnan, IAS (Retd.) as an Independent Director of the Company.	e-voting	345	31390444	99.99	19	3187	0.01

Accordingly, both the Special Resolutions, as set out in the Postal Ballot Notice dated January 20, 2024, were duly approved and passed by the Members of the Company through Postal Ballot, with overwhelming majority on March 07, 2024.

The results of the voting by Postal Ballot were announced by the officer authorised by Chairman on March 07, 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 and intimated to BSE and NSE. Additionally the results had also been posted on the website of NSDL at 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 March 07, 2024, the date on which the scrutiniser issued the report containing the results of this e-voting.



1. Re-appointment of Sri. Mohan Verghese Chunkath, IAS (Retd.) as an Independent Director for a second term of 5 years.

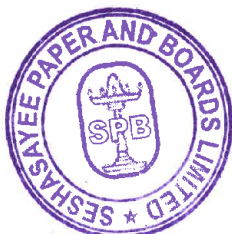
RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) 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. Mohan Verghese Chunkath, IAS (Retd) (DIN: 01142014), who was first appointed as an Independent Director of the Company to hold office till 31st March, 2024 and being eligible for one more term 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 Sri. Mohan Verghese Chunkath for re-appointment as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years from 01st April 2024 to 31st March, 2029, 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.

2. Appointment of Smt. Sheela Balakrishnan, IAS (Retd.) 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, Smt. Sheela Balakrishnan, (DIN : 05180044), IAS (Retd.), who was appointed as an Additional Director in the capacity of Independent Director with effect from 20th January, 2024 and has submitted a declaration that she 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 Smt. Sheela Balakrishnan 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 : 07.03.2024



Sd/-
(N GOPALARATNAM)
Chairman