



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/ 646

2024.07.29

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

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

Scrip Code : SESHAPAPER

Scrip Code: 502450

Dear Sir,

Sub: Submission of Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a copy of Postal Ballot Notice seeking approval of the Shareholders of the Company, on the following matter:

- ◇ Appointment of Dr. M Sai Kumar, IAS, (DIN:03605028) as a Nominee Director, not liable to retire by rotation, by way of Ordinary Resolution.
- ◇ Appointment of Sri T.C.A Ranganathan, (DIN:03091352) as Independent Director, not liable to retire by rotation, by way of Special Resolution.
- ◇ Appointment of Dr.C.Chandramouli, IAS (Retd.), (DIN:00345124) as Independent Director, not liable to retire by rotation, by way of Special Resolution.

In accordance with the General Circulars issued by Ministry of Corporate Affairs from time to time, the Postal ballot Notice was dispatched through e-mail on 29.07.2024 to the registered e-mail ids of the Shareholders who were members of the Company on the cut-off date i.e. 26.07.2024. Shareholders are advised to give their assent / dissent only through remote e-voting. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Shareholders. The remote e-voting period commences on Tuesday, 30.07.2024 (09:00 AM IST) and ends on Wednesday, 28.08.2024 (05:00 PM IST). The Notice of Postal Ballot is also available on the Company's website: www.spbltd.com and on the website of NSDL at www.evoting.nsdl.com.

Kindly take the above information on record.

Thanking you,

Yours faithfully

For Seshasayee Paper and Boards Limited

K NARAYANAN
Company Secretary & Compliance Officer
Membership No. A13779

Encl: As above





SESHASAYEE PAPER AND BOARDS LIMITED

CIN: L21012TZ1960PLC000364

Regd. Office: Pallipalayam, Namakkal District, Erode - 638 007,
Tamil Nadu, Ph : 91 - 4288 240221 to 240228, Fax : 91 - 4288 - 240229
Email : secretarial@spbltd.com, Web : www.spbltd.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013,
read with Rule 22 of the Companies (Management and Administration) Rules, 2014).

To:

The Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and pursuant to other applicable laws and regulations, read with Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, that the Resolutions appended below are proposed to be passed by the Members of the Company through Postal Ballot and Remote electronic voting (e-voting). The Explanatory Statement, pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the proposed Resolutions setting out the material facts are annexed for your consideration and approval.

SPECIAL BUSINESS :

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

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an ORDINARY RESOLUTION:

“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”.

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

To consider and, if thought fit, to pass with or without modifications, the following as a SPECIAL RESOLUTION:

“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”.

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

To consider and, if thought fit, to pass with or without modifications, the following as a SPECIAL RESOLUTION:

“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”.

(By Order of the Board)
For Seshasayee Paper and Boards Limited

(K. NARAYANAN)
Company Secretary
Membership No. A13779

Place: Chennai
Date : July 20, 2024

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the Resolution is annexed herewith.
2. The Postal Ballot Notice is issued as per the Ministry of Corporate Affairs, Government of India (the “MCA”) guidelines, in terms of the General Circular No.14/2020 dated 08.04.2020; General Circular No. 17/2020 dated 13.04.2020; General Circular No. 22/2020 dated 15.06.2020; General Circular No. 33/2020 dated 28.09.2020; General Circular No. 39/2020 dated 31.12.2020; General Circular No 10/2021 dated 23.06.2021; General Circular No. 20/2021 dated 08.12.2021; General Circular No. 3/2022 dated 05.05.2022, General Circular No. 10/2022 and 11/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 (the “MCA Circulars”). In line with these circulars, the company will send Postal Ballot Notice by email only to all its shareholders who have registered their email addresses with the Company's Registrar and Share Transfer Agents (in case of physical shareholding) or Depository Participants (in case of electronic shareholding) and the communication of assent / dissent of the members will only take place through the remote electronic voting system. In addition, this Notice is also displayed on the Company's website www.spbltd.com and on the website of the NSDL www.evoting.nsdl.com.
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent M/s Integrated Registry Management Services Private Limited 'Kences Towers', Second Floor, No. 1, Ramakrishna Street North Usman Road, T.Nagar Chennai - 600 017.
4. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same.

5. This Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners received from the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on 26th July, 2024 (Cut-off date).
6. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer E-voting facility to its Members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited (NSDL) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting"). The instructions for e-voting are annexed to this Notice.
7. Members whose names appear on the Register of Members / List of Beneficial Owners as on 26th July, 2024 (Cut-off date) will alone be entitled for the e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. Resolution passed by the Members through Remote electronic voting (e-voting) shall be deemed to have been passed as if they have been passed at a General Meeting of the Members.
9. Members are advised to read carefully the voting process and instructions appended here under before casting their vote.
10. The remote e-voting shall commence on 30th July, 2024, at 9:00 AM (IST) and shall end on 28th August, 2024, at 5:00 PM (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. The vote in this Postal Ballot remote electronic voting system cannot be exercised through proxy.
11. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
12. The Board of Directors have appointed Sri K Sankarasubramanian, Practising Company Secretary (Membership No. F11241/ COP: 15994) as Scrutiniser for conducting the evoting process in a fair and transparent manner.
13. The Scrutiniser will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced by the Chairman or any other Officer of the Company duly authorised by Chairman, on Thursday, 29th August, 2024 at 11:00 AM at the Registered Office of the Company at Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamil Nadu. The results of the e-voting-by Postal Ballot will be posted on the website of the Company www.spbltd.com and the results will be intimated to NSE / BSE Ltd where the shares of the Company are listed. Additionally, the results of the e-voting by Postal Ballot will be posted on the website of NSDL at www.evoting.nsdl.com . The decision of the Scrutiniser on the validity of the e-voting and any other related matter shall be final.

14. The date of declaration of the e-voting by Postal Ballot results will be taken to be the date of passing the Resolution.
15. All documents referred to in the Notice and the Explanatory Statement referred to under Section 102(1) of the Companies Act, 2013 are open for inspection at the Registered Office of the Company at Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamil Nadu, during office hours on all working days between 09.30 AM and 05.30 PM.
16. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
17. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/PoD-1/P/CIR/2024/81 dated June 10, 2024, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <https://www.spbltd.com/investor-info/communication-to-shareholder/index.html> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Share Transfer Agent.
18. The formats for Nomination and Updation of KYC details in accordance with the SEBI Circular are available on the Company's website at <https://www.spbltd.com/investor-info/communication-to-shareholder/index.html>.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

SPECIAL BUSINESS

Item No.1

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

Consequent to nomination received from The Tamilnadu Industrial Investment Corporation Limited (TIIC), Dr. M Sai Kumar, IAS, (DIN:03605028), Chairman and Managing Director of TIIC, was appointed as an Additional Director by the Board of Directors, in the place of Sri Hans Raj Verma, IAS, on July 20, 2024. The Board of Directors in their meeting held on July 20, 2024 had passed due resolutions approving the appointment of Dr. M Sai Kumar, IAS as 'Nominee Director, not liable to retire by rotation' and recommended the same to the shareholders of the company for their approval thro' Postal Ballot.

Notice as required under Section 160 of the Companies Act, 2013, has been received by the Company from a Member proposing the appointment of Dr M Sai Kumar, IAS, as a Nominee Director of the Company, not liable to retire by rotation.

TIIC, a Government of Tamil Nadu Undertaking, is the single largest shareholder of our Company, holding 14.27% of the Equity Share Capital of the Company. TIIC had always held the right, vide the earlier Articles of Association, to appoint a Nominee Director not liable to retire by rotation, in the Board of our Company. In line with the provisions of Companies Act, 2013 and the present Articles of Association of the Company, approval of the Shareholders is sought herewith for the appointment of Dr M Sai Kumar, IAS, as a Nominee Director not liable to retire by rotation.

Dr M Sai Kumar, IAS, has filed with the Company his consent under Section 152 of the Companies Act, 2013, to act as a Director, if appointed.

A copy of the Resolution of the Board of Directors and other relevant documents in this regard are available for inspection by the Members at the Registered Office of the Company, during business hours.

Dr M Sai Kumar, IAS, is concerned and interested in his appointment and none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested in the said appointment, except to the extent of their shareholding in the Company. None of the Promoters, Directors or Key Managerial Personnel of the Company holds shares in TIIC as per the threshold specified in Section 102(2) of the Companies Act, 2013.

The Board recommends the Ordinary Resolution set out in the Notice for approval of the Shareholders.

Item No.2

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

T. C. A. Ranganathan (DOB: 19-11-1953), studied Economics from St, Stephen's college / Delhi School of Economics and was a career banker for close to four decades having started his career with State Bank of India in 1975.

He had held diverse assignments within SBI before being appointed a member of the Technology Planning Group, formed in early 2000 by the bank, to select and implement the new technologies of Core Banking/Internet Banking etc. required for modernising the bank. Later he was appointed the North Indian Head of SBI Capital Markets Ltd (the investment banking arm of the bank).

He was later deputed to set up and run the first Indian Bank in China (SBI Shanghai) during 2005/07, and later, as CGM (Foreign Offices) was head of SBI's overseas branches spread across 32 countries apart from being on the Boards of its various subsidiaries and Joint Ventures in North America, Asia and Africa.

As CGM (Ahmedabad) he oversaw the integration of State Bank of Saurashtra into SBI in 2009 before being appointed MD of State Bank of Bikaner and Jaipur, his last assignment within the State Bank Group.

In April 2010, he was appointed CMD of Export Import Bank of India. In this assignment, apart from widening and deepening the country lending programme of the Bank, he had been a member of several Government of India overseas initiatives in Nepal/Bangladesh/Sri Lanka as also of the Indo-South Africa CEO Forum, Indo-Africa Business council, Indo-Myanmar Joint trade and investment forum etc.

He was also on the Board of the Emerging Markets Advisory Council of the International Institute of Finance (Washington, USA), other Indian Financial Institutions such as ECGC, Agricultural Finance Corporation etc. apart from being on the Management/Executive councils of CII/FICCI / Assochem etc.

He superannuated in 2013 but was subsequently appointed Non-Executive Chairman of Indian Overseas bank as part of the turnaround strategy of the bank in 2017.

He also serves as an Arbitrator on the panels of NSE/BSE/NCDEX/MCX/Indian Council of Arbitration. He has co-authored a perspective published by Westland on the Indian Economy, "All the Wrong Turns", and currently writes monthly columns on economic issues with Deccan Herald.

Pursuant to Section 161 of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at their Meeting held on 20th July, 2024, appointed Sri T.C.A Ranganathan, (DIN : 03091352), as an Additional Director of the Company in the capacity of Independent Director. The Board of Directors

have also approved and recommended the appointment of Sri T.C.A Ranganathan as Independent Director for a first fixed term of five (5) years, to the shareholders of the Company for their approval.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

Further, Regulation 17(1A) of Listing Obligation and Disclosure Requirements Regulations, 2015 requires Special Resolution to be passed for the appointment or continuance in office of any person beyond the age of 75 years as Non-executive Director.

Accordingly, the approval of the Shareholders by way of Special Resolution is also sought for the appointment of Sri T.C.A Ranganathan who will be crossing the age of 75 during his first term of 5 years.

The criteria for appointment of Director on the Board of the Company is laid down by the Nomination and Remuneration Committee of the Company in the nomination Cum Remuneration Policy uploaded on the website of the Company [<https://www.spbltd.com/investor-info/policy/index.html>].

In the opinion of the Nomination and Remuneration Committee and Board of Directors, Sri T.C.A Ranganathan is a person of integrity and possess relevant expertise and experience and fulfills the conditions for being appointed as Independent Director as specified in the Section 149 and 152 of the Act and SEBI (LODR) .

Further he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company and he is independent of the management. Sri T.C.A Ranganathan has also confirmed that he is not debarred from holding the office of a Director by virtue of order passed by SEBI or any other such authority.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Sri T.C.A Ranganathan has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs, (Registration No: IDDB-DI-202002-010780).

Sri T.C.A Ranganathan is not disqualified for being appointed as a Director in term of Section 164 of the Companies Act, 2013. The Company has received the following in respect of his appointment:

1. Consent to act as Director - Section 152(5) of the Act, Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014.
2. Form DIR-8 intimating that he is not disqualified under Section 164(2) of the Act, Rule 14 of Companies (Appointment and Qualification of Directors) Rules 2014.

3. Notice in writing from a Member proposing the candidature of the above person for being appointed as Director of the Company - Section 160 of the Act.
4. Declaration from the Independent Director that he meets with the criteria of independence prescribed both the Act and LODR.
5. SEBI (PIT) Regulations, 2015 - Disclosure on becoming a Key managerial Personnel / Director / member of the Promoter Group.

The Independent Director would be eligible for Sitting Fee for attending the Board and any other Committee Meetings in which he is a member, within the ceiling prescribed by the Act and as determined by the Board from time to time. He would also be eligible for Commission out of the Net Profits of the Company within the limits permissible under Law and approved by Members. He shall, however, not be entitled to any stock option.

Details of Sri T.C.A Ranganathan are furnished in Annexure-I pursuant to Regulation 36(3) of SEBI (LODR) and Secretarial Standard 2 on General Meeting.

A copy of the Resolution of the Nomination cum Remuneration Committee / Board of Directors and other relevant documents in this regard are available for inspection by the Members at the Registered Office of the Company during business hours from the date of dispatch until the last date for receipt of votes by Postal Ballot/ e-voting. Alternately, Members may also send their requests to secretarial@spbltd.com from their registered email addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

Sri T.C.A Ranganathan is interested in the resolution concerning his appointment. None of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in this resolution. It is declared with reference to the proviso to Section 102(2) of the Companies Act, 2013 that the proposed Resolution does not have any bearing with the business of any other Company.

The Board recommends the Special Resolution set out in the Notice for approval of the shareholders of the company.

Item No.3

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

Dr. C. Chandramouli (DOB: 28.09.1960), IAS (Retd.), has a distinguished academic background with a degree in Economics from Loyola College, an M.A. in International Politics from Jawaharlal Nehru University, and a Ph.D. in Sales Taxation in the context of Centre-State Relations.

With over three and a half decades (1983-2020) of governance experience across local, state, and national levels, Dr. Chandramouli, IAS (Retd.) has served in the Indian Police Service (IPS 1983, Odisha) and the Indian Administrative Service (IAS 1985, Tamil Nadu) and has international exposure through work with multilateral agencies.

Dr. Chandramouli, IAS (Retd.) has extensive experience in recruitment, career development, discipline, and capacity building of government personnel at both the state and central levels. He has conceptualized various policies at National level, during his tenure as Secretary to the Government of India, Department of Personnel and Training (DoP&T) and as Secretary to the Government of Tamil Nadu, Department of Personnel and Administrative Reforms.

In the area of Information Technology, he has vast experience in the areas of infrastructure development, e-Governance and e-procurement and had served as Secretary to the Government of Tamil Nadu, Information Technology and Chairman, Electronics Corporation of Tamil Nadu and TN e-Governance Agency.

He has held various State level and Nation level roles helping the Government in the areas of Indirect Taxation, Urban Development and population, Population Surveys and Demography, General Administration, Tourism and Electricity.

His notable other roles include Additional Chief Secretary and Commissioner of Commercial Taxes (CCT)-Tamil Nadu, Commissioner-Corporation of Coimbatore, Director of Census Operations-Tamil Nadu and Pondicherry, Registrar General and Census Commissioner of India, Joint Chief Electoral officer- Tamil Nadu, Commissioner of Tourism and MD-Tamil Nadu Tourism Development Corporation, Director of Projects – TNEB.

Dr. Chandramouli, IAS (Retd.) has been honored with the President of India Silver Medal for Census 2001 and the President of India Gold Medal for Census 2011.

Pursuant to Section 161 of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at their Meeting held on 20th July, 2024, appointed Dr C Chandramouli, IAS (Retd.) (DIN:00345124), as an Additional Director of the Company in the capacity of Independent Director. The Board of Directors have also approved and recommended the appointment of Dr C Chandramouli, IAS (Retd.) as Independent Director for a first fixed term of five (5) years, to the shareholders of the Company for their approval.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

The criteria for appointment of Director on the Board of the Company is laid down by the Nomination and Remuneration Committee of the Company in the nomination Cum Remuneration Policy uploaded on the website of the Company [<https://www.spbltd.com/investor-info/policy/index.html>].

In the opinion of the Nomination and Remuneration Committee and Board of Directors, Dr C Chandramouli, IAS (Retd.) is a person of integrity and possess relevant expertise and experience and fulfills the conditions for being appointed as Independent Director as specified in the Section 149 and 152 of the Act and SEBI (LODR) .

Further he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company and he is independent of the management. Dr C Chandramouli, IAS (Retd.) has also confirmed that he is not debarred from holding the office of a Director by virtue of order passed by SEBI or any other such authority.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr C Chandramouli, IAS (Retd.) has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs, (Registration No: IDDB-DI-202407-061861).

Dr C Chandramouli, IAS (Retd.) is not disqualified for being appointed as a Director in term of Section 164 of the Companies Act, 2013. The Company has received the following in respect of his appointment:

1. Consent to act as Director - Section 152(5) of the Act, Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014.
2. Form DIR-8 intimating that he is not disqualified under Section 164(2) of the Act, Rule 14 of Companies (Appointment and Qualification of Directors) Rules 2014.
3. Notice in writing from a Member proposing the candidature of the above person for being appointed as Director of the Company - Section 160 of the Act.
4. Declaration from the Independent Director that he meets with the criteria of independence prescribed both the Act and LODR.
5. SEBI (PIT) Regulations, 2015 - Disclosure on becoming a Key managerial Personnel / Director / member of the Promoter Group.

The Independent Director would be eligible for Sitting Fee for attending the Board and any other Committee Meetings in which he is a member, within the ceiling prescribed by the Act and as determined by the Board from time to time. He would also be eligible for Commission out of the Net Profits of the Company within the limits permissible under Law and approved by Members. He shall, however, not be entitled to any stock option.

Details of Dr C Chandramouli, IAS (Retd.) are furnished in Annexure-I pursuant to Regulation 36(3) of SEBI (LODR) and Secretarial Standard 2 on General Meeting.

A copy of the Resolution of the Nomination cum Remuneration Committee / Board of Directors and other relevant documents in this regard are available for inspection by the Members at the Registered Office of the Company during business hours from the date of dispatch until the last date for receipt of votes by Postal Ballot/ e-voting. Alternately, Members may also send their requests to secretarial@spltd.com from their registered email addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

Dr C Chandramouli, IAS (Retd.) is interested in the resolution concerning his appointment. None of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in this resolution. It is declared with reference to the proviso to Section 102(2) of the Companies Act, 2013 that the proposed Resolution does not have any bearing with the business of any other Company.

The Board recommends the Special Resolution set out in the Notice for approval of the shareholders of the company.

(By Order of the Board)
For Seshasayee Paper and Boards Limited

(K. NARAYANAN)
Company Secretary
Membership No. A13779

Place: Chennai
Date : July 20, 2024

ANNEXURE

Details of Director seeking appointment/reappointment, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting.

1. DR M SAI KUMAR, IAS:

Director Identification Number	:	03605028
Date of Birth & Age	:	31.08.1966 (57 Years)
Date of appointment	:	With effect from 20.07.2024
Qualification	:	IAS
Expertise in specific functional areas	:	Chairman and Managing Director The Tamilnadu Industrial Investment Corporation Limited. (Government Undertaking).
Number of shares held in the Equity Capital of the Company	:	Nil
Relationship with other Directors	:	He is not related to any other Director on the board of the company under Section 2(77) of the Companies Act, 2013 read with Companies (Specification of definitions details), 2014 or under applicable Accounting Standards or SEBI (LODR).
Directorship in other Companies	:	The Tamilnadu Industrial Investment Corporation Limited
Committee / executive positions held in other Companies	:	Nil

2. SRI T.C.A RANGANATHAN:

Director Identification Number	:	03091352
Date of Birth & Age	:	19.11.1953 (70 Years)
Date of appointment	:	With effect from 20.07.2024
Qualification	:	Post Graduate in Economics
Expertise in specific functional areas	:	Banking Operations and Management, International Banking, Export and Import Finance.
Terms and conditions of appointment	:	Independent Director for a first fixed term of 5 years
Remuneration proposed to be paid	:	Sitting Fee and Commission as decided by the Board of Directors from time to time within the ceiling approved by the Shareholders.
Remuneration last drawn	:	NIL
Number of shares held in the Equity Capital of the Company	:	Nil
Relationship with other Directors	:	He is not related to any other Director on the board of the company under Section 2(77) of the Companies Act, 2013 read with Companies (Specification of definitions details), 2014 or under applicable Accounting Standards or SEBI (LODR).
Number of Board Meetings attended during the year	:	1 (20.07.2024)
Resignation of directorships from listed entities during the past 3 years	:	Nil
Directorship in other Companies	:	1. Orient Electric Limited 2. SIS Limited
Committee / executive positions held in other Companies	:	Orient Electric Limited - Audit Committee - Chairman - Nomination and Remuneration Committee - Member - CSR Committee - Member - Risk Management Committee - Chairman - Stakeholders' Relationship Committee - Member SIS Limited - Audit Committee - Chairman - Nomination and Remuneration Committee - Member
Core skills, expertise and capabilities possessed for the role as an Independent Director	:	Detailed in the explanatory statement given pursuant to Section 102 of the Companies Act,2013.

3. DR. C CHANDRAMOULI, IAS (Retd.) :

Director Identification Number	:	00345124
Date of Birth & Age	:	28.09.1960 (63 years)
Date of appointment	:	With effect from 20.07.2024
Qualification	:	IAS (Retd.)
Expertise in specific functional areas	:	Governance experience across local, state, and national levels. International exposure through work with multilateral agencies.
Terms and conditions of appointment	:	Independent Director for a first fixed term of 5 years
Remuneration proposed to be paid	:	Sitting Fee and Commission as decided by the Board of Directors from time to time within the ceiling approved by the Shareholders.
Remuneration last drawn	:	NIL
Number of shares held in the Equity Capital of the Company	:	Nil
Relationship with other Directors	:	He is not related to any other Director on the board of the company under Section 2(77) of the Companies Act, 2013 read with Companies (Specification of definitions details), 2014 or under applicable Accounting Standards or SEBI (LODR).
Number of Board Meetings attended during the year	:	1 (20.07.2024)
Resignation of directorships from listed entities during the past 3 years	:	Nil
Directorship in other Companies	:	1. Delphi-TVS Technologies Limited 2. Chennai International Centre
Committee / executive positions held in other Companies	:	Delphi-TVS Technologies Limited - Audit Committee - Member - Nomination and Remuneration Committee - Member - CSR Committee - Chairman
Core skills, expertise and capabilities possessed for the role as an Independent Director	:	Detailed in the explanatory statement given pursuant to Section 102 of the Companies Act,2013.

Voting Process and Instructions:

(A) Remote e-Voting (Voting through electronic means)

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company has provided the facility to the Members to exercise their votes electronically through Remote e-Voting facility arranged with National Securities Depository Limited (NSDL).
- (ii) The Remote e-voting period commences on 30th July, 2024 (9:00 AM) and ends on 28th August, 2024 (5:00 PM). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of 26th July, 2024 may cast their vote electronically. The Remote e-Voting module shall be disabled by NSDL for voting thereafter.

(B) Login for Remote e-Voting:

- (i) **Login method for e-voting and individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 09, 2020 on “e-Voting facility provided by Listed Companies”, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS Facility</p> <p>If you are already registered for the NSDL IDeAS facility:</p> <ol style="list-style-type: none">1. Please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile.2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL. (Contd.)	<p>If the user is not registered for IDeAS facility:</p> <p>The option to register is available at https://eservices.nsd.com.</p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsd.com. 2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Upon successful registration, please follow steps given in points 1 - 5 above. <p><u>B. E-voting website of NSDL</u></p> <ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evotingnsdl.com / either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote eVoting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password .

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li data-bbox="647 282 1425 707">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the eVoting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the eVoting service providers' website directly. <li data-bbox="647 730 1425 898">3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <li data-bbox="647 920 1425 1346">4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all eVoting Service Provider
<p>Individual Shareholders (holding securities in demat mode) logging through their depository participants</p>	<ol style="list-style-type: none"> <li data-bbox="647 1397 1425 1509">1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. <li data-bbox="647 1532 1425 1744">2. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. <li data-bbox="647 1767 1425 1935">3. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call NSDL at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call CDSL at 1800-21-09911.

II Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically on NSDL e-voting system.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****)
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID

	(For example if your Beneficiary ID is 12***** then your user ID is 12*****)
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 129469 then user ID is 129469001***

6. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account or last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

7. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on
 - i. "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful logging at Step 1, you will be able to see the “EVEN” of all Companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Seshasayee Paper and Boards Limited, which is 129469.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

Process for procuring user id and password for e-voting for those shareholders whose email ids are not registered with the depositories / Company:

Members holding shares in dematerialised form and whose e-mail IDs are not registered with the Company / Depository Participants, as well as for Members holding shares in physical form may follow the process detailed below for registration of e-mail ID to obtain user ID / Password for e-Voting.

Type of holder	Process to be followed
Physical	Send a request to the RTA of the Company, Integrated Registry Management Services Pvt. Ltd at kalyan@ integratedindia.in providing Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for registering email address.
Demat	Please contact your DP and register your e-mail address as per the process advised by your DP.

General Instructions:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shankartheacs5@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "eVoting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call NSDL at 022 - 4886 7000 or send a request to evoting@nsdl.com, or contact Mr. Prajakta Pawle, Executive, National Securities Depository Ltd., at designated email IDs: evoting@nsdl.com to get your grievances on e-voting addressed.
4. The cut-off date for the purpose of e-Voting has been fixed as 26th July, 2024. Members holding shares as on this cut-off date should endeavor to cast their vote in remote e-voting only.
5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 26th July, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call NSDL at 022 - 4886 7000.

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 26th July, 2024, may follow steps mentioned in the voting process and instructions of this Postal Ballot Notice.