



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@spbld.com Web : www.spbld.com
CIN : L21012TZ1960PLC000364

Ref: SH/ S-6/ 474

2023 05 13

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: Annual Secretarial Compliance Report for the Financial Year ended
31.03.2023**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we enclose the Annual Secretarial Compliance Report for the financial year ended March 31, 2023 as issued by the Practicing Company Secretary.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully
For Seshasayee Paper and Boards Limited

(S SRINIVAS)
Senior Vice President & CFO

Encl:



SECRETARIAL COMPLIANCE REPORT
OF
SESHASAYEE PAPER AND BOARDS LIMITED
FOR THE YEAR ENDED 31ST MARCH 2023

The Board of Directors of
SESHASAYEE PAPER AND BOARDS LIMITED
CIN: L21012TZ1960PLC000364
PALLIPALAYAM CAUVERY R S P O
ERODE 638007

Dear Sirs,

We have examined:

- a) all the documents and records made available to us and explanation provided by **SESHASAYEE PAPER AND BOARDS LIMITED** ("the listed entity"), which has its equity shares listed in BSE Limited and in National Stock Exchange of India Limited
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st **March 2023** in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

B. Ravi



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;("SEBI LODR");
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- e) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
- f) Securities and Exchange Board of India (Issue Of Capital And Disclosure Requirements) Regulations, 2018
- g) SEBI (Investor Protection and Education Fund) Regulations, 2009

And circulars/ guidelines issued thereunder, as amended;

And based on the above examination, we hereby report that, during the Review Period, the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of the matters specified in the Annexure.

We hereby further affirm the following as mandated under:-

- a. BSE circular number 20230316-14 dated 16.03.2023 and Circular Number 20230410-41 dated 10.04.2023
- b. NSE circular number NSE/CML/2023/21 dated 16.03.2023 and Circular No NSE/CML/2023/30 dated 10.04.2023.

S no	Particulars	Compliance status (Yes/ No/ Not applicable)	Observations/ Remarks by PCS
1.	<u>Secretarial Standards</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	Nil



B. Ravi

2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	Nil
		Yes	Nil
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	Nil
		Yes	Nil
		Yes	Nil
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Nil
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	The company does not have any material subsidiary.	Nil
		Yes	
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	Nil



B. Ravi

7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes. The evaluation of the board as a whole including independent directors, committees were carried out at the Board Meeting held on 24 th March, 2023.	Nil
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	Nil
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	An inspection of the SDD software maintained by the Company was carried out by BSE Limited and the company has provided the required clarifications.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	Nil

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12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	Nil
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Place: Chennai

Date: 15.04.2023



Signature:

B. Ravi

Name of Company Secretary in practice: CS Dr. B Ravi

FCS No.: 1810 CP No.: 3318

MANAGING PARTNER

B RAVI & ASSOCIATES

Firm Registration Number: P2016TN052400

Peer Review Certificate Number: 930/2020

UDIN: F001810E000108455

**ANNEXURE TO THE ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31.03.2023 OF SESHASAYEE
PAPER AND BOARDS LIMITED**

(A) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / Circular	Deviation	Action taken by	Type of action (Advisory/ clarification / fine/ show cause notice/ warning, etc)	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
		No								NIL

(B) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No	Deviation	Action taken by	Type of action (Advisory/ clarification/ fine/ show cause notice/ warning, etc)	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks

NO OBSERVATIONS WERE MADE IN THE PREVIOUS REPORT



B. Ravi