

REPORT OF THE SCRUTINIZER

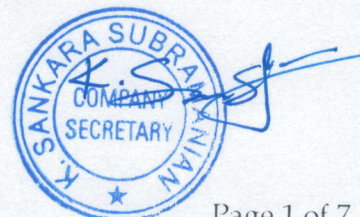
To
The Chairman
63rd Annual General Meeting
Seshasayee Paper and Boards Limited
Pallipalayam, Cauvery RS PO
Erode - 638 007, Namakkal District, Tamil Nadu

Dear Sir,

Sub: Consolidated Report of Scrutinizer on remote E-voting and electronic voting during the 63rd Annual General Meeting (AGM) pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules 2014, as amended, of Seshasayee Paper and Boards Limited held on Saturday, 17th June, 2023 at 11.00 A.M. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') (collectively referred as "VC").

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 purposes of scrutinizing the remote e-voting and e-voting process with respect to their 63rd AGM in respect of the below mentioned resolutions proposed at the 63rd AGM of the Company held on Saturday, 17th June, 2023 at 11.00 A.M. (IST) through VC and I submit my report as under:

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) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 63rd AGM of the Company.
2. My responsibility as the Scrutinizer of the voting process, was 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. The Notice dated 29th April, 2023 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the 63rd AGM of the Company.



4. The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting prior to the AGM and voting at the AGM by electronic means.
5. The shareholders of the Company holding shares as on the cut-off date of 10th June, 2023 were entitled to vote on the resolutions as contained in the notice of the 63rd AGM.
6. In accordance with the Notice of the 63rd AGM and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, the remote e-voting commenced at 9:00 AM on Wednesday, the 14th June, 2023 and closed at 5:00 PM on Friday, the 16th June, 2023, and the e-voting module was blocked by NSDL thereafter.
7. After declaration of voting by the Chairman, the shareholders present at the AGM through VC and who had not voted on remote e-voting, voted through e-voting facility provided by NSDL at the AGM.
8. The votes were unblocked on 17th June, 2023 at 1.22 P.M. in the presence of two witnesses, who are not in employment of the Company, viz., Mr. S. Krishnan and Mr. S. K. Vidhya Shankar, before they were counted.

S. Krishnan .

S. Krishnan

S. K. Vidhya Shankar

S. K. Vidhya Shankar

9. I have scrutinized and reviewed the remote e-voting and vote casted through e-voting during the AGM, based on the data downloaded from the NSDL e-voting system.
10. I now submit my consolidated report as under on the result of the remote e-voting and vote casted through e-voting during the AGM in respect of the said resolutions:

ORDINARY BUSINESS:

Resolution No.1 - Ordinary Resolution - Adoption of Accounts, etc.,

- (i) Voting in favour of the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
333	3,23,52,435	100.000



(ii) Voting **against** the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
0	0	0.000

(iii) Invalid Votes:

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

Resolution No.2 - Ordinary Resolution - Declaration of Dividend

(i) Voting **in favour** of the resolution:

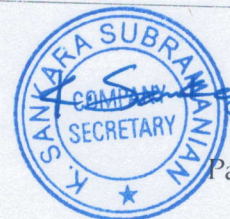
No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
334	3,25,58,135	100.000

(ii) Voting **against** the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
0	0	0.000

(iii) Invalid Votes:

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



Resolution No.3 - Ordinary Resolution - Re-appointment of Sri Ganesh Balakrishna Bhaddi, Director (Operations) retiring by rotation at 63rd Annual General Meeting

(i) Voting **in favour** of the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
304	3,14,08,412	96.468

(ii) Voting **against** the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
30	11,49,723	3.532

(iii) Invalid Votes:

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

Resolution No.4 - Ordinary Resolution - To appoint M/s Suri & Co., Chartered Accountants (Firm Registration Number - 004283S) as Statutory Auditors of the Company

(i) Voting **in favour** of the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
329	3,24,25,085	99.591

(ii) Voting **against** the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
5	1,33,050	0.409

(iii) Invalid Votes:

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

SPECIAL BUSINESS:

Resolution No.5 - Ordinary Resolution - Appointment of Sri T Ritto Cyriac, IFS, Special Secretary, as a Nominee Director, liable to retire by rotation.

(i) Voting **in favour** of the resolution:

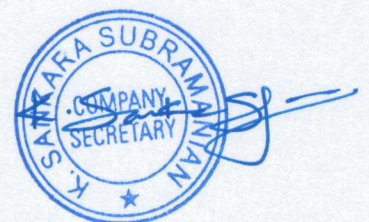
No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
303	3,13,90,652	96.414

(ii) Voting **against** the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
31	11,67,483	3.586

(iii) Invalid Votes:

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



Resolution No.6 - Ordinary Resolution - Payment of Commission to Non Whole-time Directors

(i) Voting **in favour** of the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
327	3,25,57,723	99.999

(ii) Voting **against** the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
7	412	0.001

(iii) Invalid Votes:

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

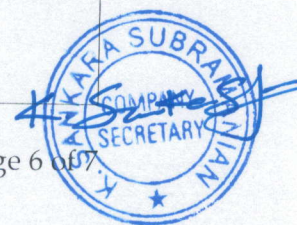
Resolution No.7 - Ordinary Resolution - Remuneration to Cost Auditor for F.Y. 2023-24

(i) Voting **in favour** of the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
330	3,25,57,853	99.999

(ii) Voting **against** the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
4	282	0.001



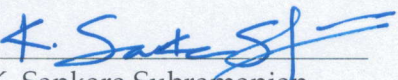
(iii) Invalid Votes:

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. S. Srinivas, Senior Vice-President & CFO 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: *Refer note below*



Place : Trichy
Date : 17-06-2023

Note:

The UDIN Portal of the Institute of Company Secretaries of India is inactive from 15-06-2023 and the site is under maintenance and hence UDIN could not be generated on the date of this Report. UDIN will be generated and furnished immediately after the Portal is revived. This report is being issued to enable the company to comply with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, without UDIN due to the ICSI UDIN Portal glitches and maintenance.