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/ 226 **2021 11 02**

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: Submission of our Postal Ballot Notice.

In accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose copy of the Notice of Postal Ballot, seeking approval of the Shareholders on the following matters:

◊ Appointment of Sri K Rajkumar, IFS, as a Nominee Director, liable to retire by rotation, by way of Ordinary Resolution.

Please take the above on record and confirm.

Thanking you,

Yours faithfully
For Seshasayee Paper and Boards Limited

(S SRINIVAS)
CFO and Compliance Officer

Encl: as above

ISO 9001/14001 and OHSAS 18001 CERTIFIED

SESHASAYEE PAPER AND BOARDS LIMITED

CIN: L21012TZ1960PLC000364

Regd. Office : Pallipalayam, Namakkal District, Erode - 638 007,
Tamilnadu, Ph : 91 - 4288 240221 to 240228, Fax : 91 - 4288 - 240229
Email : investor@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) the Resolution appended below is proposed to be passed by the Members of the Company through Postal Ballot / Remote electronic voting (e-voting). The Statement, pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the proposed Resolution setting out the material facts concerning each Resolution is annexed along with a Postal Ballot Form for your consideration and approval.

SPECIAL BUSINESS :

ORDINARY RESOLUTION :

1 Appointment of Sri K Rajkumar, IFS as a Nominee Director, liable to retire by rotation:

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED that Sri K Rajkumar, IFS (DIN: 0009359723), who was nominated by Environment, Climate Change and Forests Department, Government of Tamil Nadu and thereupon appointed by the Board of Directors as an Additional Director of the Company with effect from October 23, 2021, 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, liable to retire by rotation".

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

(V PICHAI)
Deputy Managing Director & Secretary

Place : Chennai
Date : October 23, 2021

Notes:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, setting out all material concerning the proposal is annexed.
2. 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 October 29, 2021 (Cut-off date).
3. This Notice is being sent in electronic form to the e-mail address registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). 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.
4. In compliance with the requirements of the MCA Circulars and SEBI Circulars, physical copy of Postal Ballot notice along with Postal Ballot Forms and prepaid business envelope is not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
5. In compliance with the provisions of the Companies Act, 2013 and the Rules made there under and in term of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically through the Remote e-voting facility arranged with National Securities Depository Limited (NSDL). The instructions for e-voting are annexed to this Notice.
6. Members whose names appear on the Register of Members / List of Beneficial Owners as on October 29, 2021 (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.
7. 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.
8. Members are advised to read carefully the voting process and instructions appended here under before casting their vote.
9. The Board of Directors has appointed Sri B Kalyanasundaram, Practising Company Secretary (Membership No. 672) as Scrutiniser for conducting the Postal Ballot Voting process, in a fair and transparent manner.
10. The Scrutiniser will unblock the votes on December 6, 2021 at 05.00 PM in the presence of at least two witnesses not in the employment of the Company.
11. The Scrutiniser will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Chairman or any other Officer of the Company duly authorised by Chairman, on December 07, 2021 at 04:00 PM at the Registered Office of the Company at Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamilnadu. The results of the 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 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 Postal Ballot Forms and any other related matter shall be final.
12. The date of declaration of the Postal Ballot results will be taken to be the date of passing the Resolution.
13. All documents referred to in the Notice and the Statement referred to under Section 102(1) of the Companies Act, 2013 are open for inspection at the Registered Office of the Company at Pallipalayarn, Cauvery RS PO, Erode 638 007, Namakkal District, Tamilnadu, during office hours on all working days between 09.30 AM and 05.30 PM.

STATEMENT

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

SPECIAL BUSINESS

Item No.1

Appointment of Nominee Director, liable to retire by rotation

Consequent to nomination received from the Environment, Climate Change and Forests Department, Government of Tamilnadu, Sri K Rajkumar, IFS, was appointed as an Additional Director by the Board of Directors, in the place of Dr. Shekhar Kumar Niraj, IFS, on October 23, 2021.

Notice as required under Section 160 of the Companies Act, 2013, has been received by the Company from a Member proposing the appointment of Sri K Rajkumar, IFS, as a Nominee Director of the Company, liable to retire by rotation.

In line with the provisions of Companies Act, 2013 and the present Articles of Association of the Company, approval of the Shareholders is sought through Postal Ballot Process, for appointment of Sri K Rajkumar, IFS, as a Nominee Director liable to retire by rotation.

Sri K Rajkumar, IFS, has filed with the Company his consent under Section 152 of the Companies Act, 2013, to act as a Director, if appointed. This may be treated as notice under Section 160 of the Companies Act, 2013.

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.

Sri K Rajkumar, IFS, is concerned and interested in his appointment and none of the other Directors / Key Managerial Personnel of the Company and their relatives is concerned or interested in the said appointment, except to the extent of their shareholding in the Company. 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.

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

(V PICHAI)
Deputy Managing Director & Secretary

Place : Chennai
Date : October 23, 2021

ANNEXURE

Details of Directors seeking appointment, pursuant to Regulation 36(3) of SEBI (Listing Obligations and DisclosureRequirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting.

SRI K RAJKUMAR, IFS:

Director Identification Number	**:**	0009359723
Date of Birth & Age	**:**	30 07 1976 (45 Years)
Date of Appointment, as Additional Director by the Board	**:**	October 23, 2021
Qualification	**:**	IFS
Expertise in specific functional area	**:**	Special Secretary (Forests), Environment, Climate Change and Forests Department, Government of Tamilnadu.
Number of Shares held in the EquityCapital of the Company	**:**	Nil
Relationship with other Directors	**:**	He is not related to any other Director
Directorship in other Companies	**:**	Nil
The Committee / executive positions heldin other Companies	**:**	Nil

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 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 November 07, 2021 (9:00 AM) and ends on December 06, 2021 (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 October 29, 2021, 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.

In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories/ Depository Participants, will be able to cast their vote without having to register again with the E-voting Service Providers (ESPs).

Pursuant to the above SEBI Circular, Login for e-Voting for shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	**A. NSDL IDeAS Facility :** **If you are already registered for the NSDL IDeAS facility:** 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.)	5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. **If the user is not registered for IDeAS facility:** 1. The option to register is available at https://eservices.nsdl.com. 2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Upon successful registration, please follow steps given in points 1 - 5 above. **B. E-voting website of NSDL** 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 (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 e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on "New System Myeasi". 2. After successful login of Easi / Easiest, the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider ("ESP") i.e. NSDL portal.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL (Contd.)	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) logging through their depository participants	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. 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. 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 contact at 022- 23058738 or 022-23058542-43

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

i. 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

ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

iii. 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.

iv. 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.

v. 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 118655 then user ID is 118655001***

1. 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, 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'.

2. 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.co.in 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

3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

4. Now, you will have to click on "Login" button.

5. 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 118655.

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 and updation of Bank account mandate for receipt of Dividend :

Type of holder	**Process to be followed**
	Registering Email address
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 and Bank account details in your demat account, 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 bkksoffice@gmail.com with a copy marked to evoting@nsdl.co.in.

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 on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in, or contact Ms. Sarita Mote, Assistant Manager, National Securities Depository Ltd., at designated email IDs : evoting@nsdl.co.in to get your grievances on e-voting addressed.