


NOTICE

 Notice is hereby given that the 65th Annual General Meeting (AGM) of the Company will be held on Saturday, the June 14, 2025 at 11.00 AM (IST) through Video Conference (VC) or Other Audio-Visual Means (OAVM), to transact the following business.

ORDINARY BUSINESS

1 To receive, consider and adopt the Financial statements for the financial year ended March 31, 2025.

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

“RESOLVED THAT the Audited Financial Statements, including the Consolidated Financial Statements, of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted”.

2 Declaration of Dividend

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

“RESOLVED THAT

- (i) a final dividend of ₹ 2.50 (Two Rupees and Fifty paise only) per fully paid up Equity Share, be and is hereby declared for the Financial Year 2024-25 on 6,30,68,140 Equity Shares of face value of ₹ 2/- each fully paid-up;
- (ii) the dividend amount to each eligible shareholder be rounded off to the nearest rupee;
- (iii) the dividend be paid to those Members of the Company whose names appear in the Register of Members of the Company in the case of physical holding

and to the beneficial owner of the shares recorded with the Depositories in the case of demat holding as per details furnished by National Securities Depository Limited / Central Depository Services (India) Limited, as on June 04, 2025” (“Record date for Dividend”).

3 Re-appointment of retiring Director.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 152 of Companies Act, 2013 and requisite clauses of Articles of Association of the Company, Sri.N.Gopalaratnam, Chairman (DIN: 00001945), who retires by rotation and who being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

SPECIAL BUSINESS

4 Re-appointment of Sri Ganesh Balakrishna Bhadti (DIN : 0009634741) as a Whole-time Director.

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

RESOLVED THAT in accordance with the provisions of Sections 190, 196, 197, 198 and 203, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable SEBI (LODR) Regulations, 2015, the approval of the members be and is hereby accorded for the re-appointment of Sri Ganesh Balakrishna Bhadti (DIN : 0009634741) as a whole-time director of the Company, designated as “Executive Director

(Operations & Projects)", for a period of 3 (three) years with effect from July 23, 2025, on the terms and conditions, including remuneration, as set out in the Statement annexed to the Notice convening this Meeting, with liberty to Board of Directors, hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board, to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri.Ganesh Balakrishna Bhadti, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution".

5 Appointment of Sri S.Srinivas (DIN : 09713128) as a Whole-time Director.

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

RESOLVED THAT in accordance with the provisions of Sections 190, 196, 197, 198 and 203, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable SEBI (LODR) Regulations, 2015, the approval of the members be and is hereby accorded for the appointment of Sri S.Srinivas (DIN : 09713128) as a whole-time director of the Company, designated as "Director (Finance) & Secretary", for a period of 3 (three) years with effect from June 14, 2025, on the terms and conditions, including

remuneration, as set out in the Statement annexed to the Notice convening this Meeting, with liberty to Board of Directors, hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board, to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Sri.S.Srinivas, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution".

6 To approve the Payment of Commission to Non-Executive Directors.

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

"RESOLVED THAT the approval of the Company be and is hereby accorded for payment of commission to Non Whole-time Directors out of the net profits of the Company, over and above the Sitting Fees, for a period of three financial years from April 01, 2025.

PROVIDED FURTHER THAT the aggregate commission for all the Non Whole-time Directors shall be within the ceiling prescribed from time-to-time under Section 197 and other applicable provisions, if any, of the Companies Act, 2013 or any modification or re-enactment thereof.

RESOLVED FURTHER THAT the commission is divisible among the Directors in such manner and proportion as the Board of Directors may deem fit subject to a ceiling of Rs.15.0 lakhs (Rupees Fifteen lakhs only)

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per annum to each Non Whole-time Director.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary and expedient to give effect to the Resolution”.

7 To appoint M/s Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai as the Secretarial Auditor of the Company.

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

RESOLVED THAT pursuant to Section 204 of Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration of Managerial personnel) 2014 and Regulation 24A of SEBI(LODR), Regulations, 2015 read with SEBI Circulars dated December 31, 2024, based on recommendations of Audit Committee and Board of Directors, the approval of the shareholders be and is hereby accorded for the appointment of M/s Lakshmmi Subramanian & Associates (FRN-P2024TN103000), Chennai as the Secretarial auditors of the Company for a term consisting of 5 financial years commencing from 2025-26, and on such terms including remuneration as specified in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER that the Company Secretary be and is hereby authorised to file necessary forms with Ministry of Corporate Affairs and take further steps as may be required in this regard.

8 Remuneration to Cost Auditor.

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

RESOLVED THAT, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Audit Committee and approved by the Board of Directors, M/s. S.Mahadevan & Co., Cost Accountants (Firm Registration No.000007), the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of cost records of the company for the financial year 2025-26, be paid the remuneration as set out in the statement annexed to the notice convening this meeting.

“RESOLVED FURTHER THAT the Board of directors be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of effectuating the above resolution.”

(By Order of the Board)

For Seshasayee Paper and Boards Limited

**S Srinivas
Director (Finance) & Secretary**

Chennai
May 10, 2025

NOTES:

1 AGM thro' Video Conference (VC) / Other Audio-Visual Means(OAVM)

Pursuant to the General Circular Nos. 20/2020 dated 05.05.2020, No.14/2020 dated 08.04.2020; 17/2020 dated 13.04.2020; 22/2020 dated 15.06.2020; 33/2020 dated 28.09.2020; 39/2020 dated 31.12.2020; 10/2021 dated 23.06.2021; 20/2021 dated 08.12.2021; 03/2022 dated 05.05.2022, 10/2022 and 11/2022 dated 28.12.2022; 09/2023 dated 25.09.2023 and 09/2024 dated 19.09.2024 issued by the Ministry of Corporate Affairs (MCA) and Circular numbers SEBI/HO/CFD/CMD1/ CIR/P/2020/79 and SEBI/HO/CFD/ CMD2/ CIR/P/ 2022/ 62 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold AGM through Video Conferencing (VC), without the physical presence of members at a common venue. In compliance with the Circulars, the AGM of the Members of the Company is being held through VC. The registered office of the Company shall be deemed to be the venue for the AGM.

2 Proxy

A Member, entitled to attend and vote at the meeting, is entitled to appoint one or more Proxies to attend and vote on a poll instead of himself and such Proxy need not be a Member of the Company. Since the AGM is being held in accordance with the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

However, Body Corporates who are Members of the Company, are entitled to

appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-Voting.

3 Quorum

Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM, as per section 103 of the Companies Act, 2013 ("the Act").

4 Statutory Registers

The Statutory Registers as maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection electronically, without payment of any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. June 14, 2025. Members, seeking to inspect such documents, can send an email to secretarial@spbltd.com.

5 Particulars of Directors

Particulars of Director seeking appointment / re-appointment, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given in Appendix - A.

6 Book Closure

The Register of Members and the Share Transfer Books will be closed from Thursday, the June 05, 2025 to Saturday, the June 14, 2025 (both days inclusive).

7 Record Date

The Record Date, for the purpose of determining the entitlement of Members to the receive Dividend, if approved for the Financial Year 2024-25, will be June 04, 2025.

8 Dividend

The Board of Directors, at their meeting held on May 10, 2025, has recommended payment of Dividend of Rs 2.50 per Equity Share of face value of Rs 2 each, for the financial year 2024-25.

On declaration of the Dividend as above, at the AGM, the same will be paid on Monday, the June 16, 2025 electronically to those Members who have updated their bank details with their Depository Participants (DP) or with the Company / Registrar and Transfer Agent (RTA). The payment of such dividend is subject to deduction of tax at source.

For Members who have not updated their bank account details, dividend warrants / demand drafts will be sent to their registered addresses. To avoid delay in receiving the Dividend, Members are requested to update their KYC with their Depository Participants (DP) or with the Company / RTA to receive the Dividend directly into their bank account on the payout date.

9 Tax deduction at source

Members may note that the Income Tax Act, 1961, ("the IT Act"), as amended by the Finance Act, 2020, mandates that Dividend paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of Members. The details in this regard are given in Appendix - B to this Notice.

10 Form 15G / 15H

Declaration in Form No. 15G (applicable to any person other than a Company or a firm)/ Form No. 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions to claim exemption from deduction of tax at source should be sent to the RTA on or before June 04, 2025. Please download Form 15G / 15H from the Income Tax website www.incometaxindia.gov.in.

11 Unclaimed Dividend

Unclaimed Dividend for over 7 consecutive years and the underlying shares thereof will be transferred to the Investor Education and Protection Fund. Members may refer to Page 93 of the Annual Report and lodge their claim, if any, immediately with RTA / Investor Education and Protection Fund. For any assistance required, the Member may write to the Company or its RTA.

- 12 In compliance with the MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for 2024-25 is sent only through electronic mode, to those Members whose e-mail addresses are registered with their Depository Participants or with the RTA.

Members may note that the Notice and Annual Report for 2024-25 will also be available on the Company's website www.spbltd.com, websites of the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL, <https://www.evoting.nsdl.com>.

Instructions to Members for attending the AGM through Video Conference / OAVM is given in Appendix - C.

13 Voting facilities

(a) Remote e-Voting

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, as amended from time to time, the Company provides facility for its Members to exercise their voting right by electronic means.

Process and manner of e-Voting, containing detailed instructions, is given in Appendix - C.

(b) Voting at Annual General Meeting (E-Voting during the AGM)

Members present in the AGM through VC and who have not cast their vote on the Resolutions through Remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system during the AGM. The Procedure for e-Voting on the day of AGM is same as the instructions given for Remote E-Voting in Appendix - C.

Members who need assistance before or during the AGM in the use of technology, can send a request to 'evoting@nsdl.com' or use Toll-free Nos. 022 - 4886 7000 or Contact Mr Prajakta Pawle, Executive, NSDL at the designated e-mail ID: 'evoting@nsdl.com'.

14 Permanent Account Number

SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

15 Route Map

Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

16 Nomination Facility

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website www.spbltd.com. Members are requested to submit these details to their DP in case the shares are held by them in electronic form and to the RTA in case the shares are held in physical form.

- 17 The Scrutiniser will submit the report to the Chairman of the Company ("the Chairman") or to any other person authorised by the Chairman after the completion of the scrutiny of the e-Voting (vote cast during the AGM and vote cast through Remote e-Voting), within two working days from the conclusion of the AGM. The result declared along with the Scrutiniser's Report shall be communicated to the Stock Exchanges, NSDL and RTA and will also be displayed on the Company's website, www.spbltd.com and on the website of the NSDL within the prescribed timeline.

(By Order of the Board)

For Seshasayee Paper and Boards Limited

**S Srinivas
Director (Finance) & Secretary**

Chennai
May 10, 2025

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and forming part of the notice)

Item No. 3

Re-appointment of Sri N Gopalaratnam as a Director in accordance with Section 152 of Companies Act, 2013.

Sri N Gopalaratnam (DIN: 00001945), Chairman with executive powers, aged 78 years, was last appointed as a Whole time Director of the Company, for a period of three years from April 01, 2023. His appointment and the remuneration and other terms and conditions of his appointment were approved by the Shareholders of the Company, by a Special Resolution, vide Postal Ballot, on March 13, 2023.

Sri N Gopalaratnam retires by rotation in the 65th Annual General Meeting of the Company pursuant to Section 152(6)(c)/(d) of the Companies Act, 2013 and being eligible, offers himself for re-appointment. On such re-appointment, he will continue to hold the post as Chairman of the Company, with executive powers, until March 31, 2026.

As required under Provision to Section 196(3)(a), approval of the Members, for the re-appointment of Sri N Gopalaratnam as Director, is sought through a Special Resolution at this Annual General Meeting.

Sri N Gopalaratnam, as Chairman of the Company with executive powers, is quite active and effective leading the Company's developmental strategy. In the opinion of the Board, he is eminently suitable for being continued as a Director of the Company notwithstanding his age. The Board accordingly recommends his re-appointment by Special Resolution for the consideration of Shareholders. Particulars required under Regulation 36(3) of the Listing Regulations are given in Appendix-A that forms part of this Notice.

Sri N Gopalaratnam, 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. 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.

No Director / Key Managerial Personnel, other than Sri N Gopalaratnam, is concerned or interested in this item of business, except to the extent of their shareholding / directorship in the Company.

Accordingly, the Board recommends the Special Resolution set out in Agenda 3 of the Notice for approval of the Shareholders.

Item No. 4

Re-appointment of Sri Ganesh Balakrishna Bhatti (DIN : 0009634741) as a Whole-time Director.

The existing term of Sri Ganesh Balakrishna Bhatti, as Director (Operations) expires on July 22, 2025. Considering the invaluable contributions being made by him to the company and his expertise in managing pulp and paper mills, the Board of Directors at their meeting held on May 10, 2025 based on the recommendations of Nomination and Remuneration Committee, considered and approved the re-appointment of Sri Ganesh Balakrishna Bhatti, as a wholetime director of the company liable to retire by rotation, designated as "Executive Director (Operations & Projects)" of the Company, for a further period of three years from with effect from July 23, 2025 and recommended the same to the shareholders of the Company, for their approval in this Annual General Meeting.

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The Board of Directors at their meeting held on May 10, 2025, approved the terms of the re-appointment, including the remuneration stated hereunder, based on the recommendations of the Nomination and Remuneration Committee, subject to the approval of Members in the Annual General Meeting.

I Remuneration

- (a) Fixed Salary : Rupees Six lakhs Thirty thousand only (₹ 6,30,000 only) per month.
- (b) Performance Incentive - As may be determined by the Nomination and Remuneration Committee / Board from time to time, subject to a maximum of 200% of the salary and a minimum of 50% of the salary, in case of inadequacy of profits.

II Retirement Benefits, perquisites and other allowances

Retirement Benefits, perquisites and other allowances shall be as per the Rules of the Company and in any case will be restricted to an amount equal to annual salary.

III General

In the event of loss or inadequacy of profits in any financial year, Sri Ganesh Balakrishna Bhadti shall be entitled to such remuneration as may be determined by the Nomination and Remuneration Committee / Board which shall not exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder.

In any event, the Salary, Incentive and Perquisites will be within the overall ceiling specified in the Companies Act, 2013 and as applicable from time to time.

Sri Ganesh Balakrishna Bhadti is an accomplished Pulp and Paper Industry professional, with over 38 years of industry experience. He has wide experience in Pulp and Paper Industry serving top companies. He also

holds Green Belt certification in Manufacturing Excellence.

He joined our Company as Vice President (Technical) in November 2016 and has been responsible for operations, safety and training of manpower. He was inducted to the Board of Directors in June 2022 as additional director and his appointment as a whole-time director, designated as Director (Operations) was approved by the shareholders in the AGM held on 23.07.2022. He is currently responsible for overall plant operations.

Sri Ganesh Balakrishna Bhadti is the past-president of Indian Pulp and Paper Technical Association (IPPTA), the Co-Chairman of Paper Tech - CII and Member of Technical sub-committee of Indian Paper Manufacturers Association (IPMA). The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013.

Sri Ganesh Balakrishna Bhadti's re-appointment is subject to liable to retire by rotation.

The Nomination and Remuneration Committee and the Board of Directors will be at liberty to alter, vary and revise the remuneration of Sri Ganesh Balakrishna Bhadti, including commission and the perquisites from time to time within the limits prescribed in Schedule V to the Companies Act, 2013 or any amendment or statutory modifications thereto.

In terms of Part III of Schedule V to the Companies Act, 2013, the re-appointment and remuneration as above shall be subject to the approval by Members of the Company in General Meeting and accordingly, the subject is placed before the Members for their approval under item No. 4 in the Notice.

A copy of the Resolution of the Nomination and 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 on any working day prior to the date of the meeting.

No Director / Key Managerial Personnel or their relatives, other than Sri Ganesh Balakrishna Bhadti, is concerned or interested in this item of business, except to the extent of their shareholding / directorship in the Company.

Accordingly, the Board recommends the Ordinary Resolution set out in Agenda 4 of the Notice for approval of the Shareholders.

Item No. 5

Appointment of Sri.S.Srinivas (DIN : 09713128) as a Whole-time Director.

The Board of Directors at their meeting held on May 10, 2025, appointed Sri.S.Srinivas, as an additional director on a whole-time capacity. The Board of Directors further based on the recommendations of the Nomination and Remuneration Committee, approved the appointment of Sri.S.Srinivas as a Whole-time director, designated as “Director (Finance) & Secretary”, for a period of 3 years from date of this AGM (i.e. June 14, 2025) and recommended the same to the shareholders of the Company, for their approval in this AGM.

The Board of Directors, at their meeting held on May 10, 2025, also approved the remuneration package, on the recommendations of the Nomination and Remuneration Committee and Audit Committee, as under, subject to the approval of Members in the Annual General Meeting:

I Remuneration

- (a) Fixed Salary Rupees Three lakhs Sixty Five thousand only (₹ 3,65,000 only) per month.
- (b) Performance Incentive - As may be determined by the Nomination and Remuneration Committee / Board from time to time, subject to a maximum of 200% of the salary and a minimum of 50% of the salary, in case of inadequacy of profits.

II Retirement Benefits, perquisites and other allowances

Retirement Benefits, perquisites and other allowances shall be as per the Rules of the Company and in any case will be restricted to an amount equal to annual salary.

III General

In the event of loss or inadequacy of profits in any financial year, Sri S Srinivas shall be entitled to such remuneration as may be determined by the Nomination and Remuneration Committee / Board which shall not exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder.

In any event, the Salary, Incentive and Perquisites will be within the overall ceiling specified in the Companies Act, 2013 and as applicable from time to time.

Sri.S.Srinivas (B.Com, ACMA, CGMA, ACS) had joined the Company as Head (Finance) on 21.05.2018. Sri.S.Srinivas has nearly 22 years of post-qualification experience in the areas of Accounting, Finance, Taxation and Statutory Compliances. He has been handling the Finance, IT, legal & Secretarial functions of the Company, efficiently over the last 7 years.

Sri.S.Srinivas is an Associate Member of the Institute of Cost Accountants of India and an Associate Member of the Institute of Company Secretaries of India. He is a Chartered Global Management Accountant from the Chartered Institute of Management Accountants, UK. He is also an Oracle Cloud Infrastructure 2024 Certified AI Foundations Associate. He had also recently completed the program and project-based certification on “Data Sciences, Machine Learning and AI with Python” from HarvardX, an online learning initiative of Harvard University.

Sri.S.Srinivas is presently the CFO and Company Secretary and will continue to handle these roles as Director (Finance) & Secretary.

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The appointment of Sri.S.Srinivas as a wholetime director is subject to liable to retire by rotation.

The Nomination and Remuneration Committee and the Board of Directors will be at liberty to alter, vary and revise the remuneration of Sri.S.Srinivas, including commission and the perquisites from time to time within the limits prescribed in Schedule V to the Companies Act, 2013 or any amendment or statutory modifications thereto.

In terms of Part III of Schedule V to the Companies Act, 2013, the appointment and remuneration as above shall be subject to the approval by Members of the Company in General Meeting and accordingly, the subject is placed before the Members for their approval under item No. 5 in the Notice.

A copy of the Resolution of the Nomination and 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 on any working day prior to the date of the meeting.

No Director / Key Managerial Personnel or their relatives, other than Sri.S.Srinivas, is concerned or interested in this item of business, except to the extent of their shareholding / directorship in the Company.

Accordingly, the Board recommends the Ordinary Resolution set out in Agenda 5 of the Notice for approval of the Shareholders.

Item No. 6

Approval of payment of Commission to Non-Executive directors.

The Shareholders in their 63rd Annual General Meeting had authorised payment of commission to Non-Executive Directors upto the permissible ceiling under Section 197 of the Companies Act, 2013 for a period of three years from April 01, 2022.

Non-Executive Directors play a pivotal role in strengthening corporate democracy and governance process. They are called upon to devote considerable time and effort for due discharge of their role and obligation. It is but fair and equitable that they receive due compensation for this by way of permissible commission within the ceiling prescribed under the Act.

It is accordingly proposed to seek fresh authorisation of Shareholders by way of an Ordinary Resolution for the payment of commission to Non-Executive Directors for tenure of three financial years from April 01, 2025.

Copies of relevant Resolutions of the Board and other relevant documents are available for inspection of the Members during business hours on any working day prior to the date of the meeting.

No Director, Key Managerial Personnel or relative of them is concerned or interested, financially or otherwise, in this business.

Accordingly, the Board recommends the Ordinary Resolution set out in Agenda 6 of the Notice for approval of the Shareholders.

Item No. 7

Appointment of M/s Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai, as Secretarial Auditor of the Company.

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) ('LODR') Regulations, 2015, the Board of Directors at its meeting held on May 10, 2025 approved the appointment of M/s Lakshmmi Subramanian & Associates as the Secretarial Auditor of the company for a period of 5 consecutive years w.e.f FY 2025-26 based on the recommendations of the Audit Committee of the Company. The said appointment is subject to the approval of the shareholders at this Annual General Meeting of the Company.

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The remuneration for the Secretarial Auditor shall be fixed at Rs. 7,00,000/- (Rupees Seven lakhs only) plus applicable GST, travel and out of pocket expenses for FY 2025-26. The Audit Committee and the Board of Directors will be at liberty to alter, vary and revise the remuneration of the Secretarial Auditor from time to time in line with the provisions of the Companies Act, 2013, SEBI (LODR) Regulations or any amendment or statutory modifications thereto.

M/s Lakshmmi Subramanian & Associates is a firm of Practicing Company Secretaries, which provides professional services in the field of Corporate Laws, specializing in SEBI Regulations and FEMA Regulations with over three decades of experience and domain expertise. The firm is duly Peer Reviewed by the Institute of Company Secretaries of India.

M/s Lakshmmi Subramanian & Associates has confirmed that the firm has not incurred any disqualification and is eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24 (1A) of SEBI (LODR) Regulations, 2015.

The services to be rendered by M/s Lakshmmi Subramanian & Associates as Secretarial Auditor are within the purview of Regulation 24 (1B) of SEBI (LODR) Regulations, 2015 read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Copies of relevant Resolutions of the Audit Committee / Board and other relevant documents are available for inspection of the Members during business hours on any working day prior to the date of the meeting.

No Director, Key Managerial Personnel or relative of them is concerned or interested, financially or otherwise, in this business.

Accordingly, the Board recommends the Ordinary Resolution set out in Agenda 7 of the Notice for approval of the Shareholders.

Item No. 8

Remuneration to Cost Auditor

The Company is engaged in the manufacture of paper and paper boards at its unit at Erode and Tirunelveli. It has been maintaining cost accounting records and the cost audit records are audited under the provisions of the Companies Act, 2013.

While the remuneration for the audit of cost records is determined by the Board of Directors on the recommendations of Audit Committee, it will have to be ratified by the Members at the following General Meeting.

Pursuant to the above, the Board of Directors have appointed M/s Mahadevan & Co., Cost Accountants (Firm Registration No. 000007), for the audit of cost records of the Company for the financial year 2025-26 and determined the remuneration at Rs 4,00,000 (Rupees Four lakhs only), in addition to Goods and Service Tax and reimbursement of actual expenses, if any, incurred in connection with the Audit. It is now placed for the approval of the Members in accordance with Section 148(3) of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

Copies of relevant Resolutions of the Audit Committee / Board and other relevant documents are available for inspection of the Members during business hours on any working day prior to the date of the meeting.

No Director, Key Managerial Personnel or relative of them is concerned or interested, financially or otherwise, in this business.

Accordingly, the Board recommends the Ordinary Resolution set out in Agenda 8 of the Notice for approval of the Shareholders.

(By Order of the Board)

For Seshasayee Paper and Boards Limited

**S Srinivas
Director (Finance) & Secretary**

Chennai
May 10, 2025

Appointment / Re-appointment of a Director :

Disclosure required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of a Director seeking appointment / re-appointment at the 65th Annual General Meeting:

SRI N GOPALARATNAM

Director Identification Number	: 00001945
Date of Birth & Age	: 15 04 1947 (78 years)
Date of Appointment	: 26 12 1987 as a Director 01 04 1988 as a Managing Director 28 07 2001 as Chairman and Managing Director 01 04 2014 as Chairman 01 04 2023 as Chairman
Qualification	: B.Sc., BE (Mech.)
Expertise in specific functional areas	: Mechanical Engineer with more than 50 years of Specialisation in design, operation and Management of Pulp and Paper Industry.
Terms and conditions of appointment	: He is proposed to be re-appointed as a Director of the Company, liable to retire by rotation.
Remuneration proposed to be paid	: Same as approved by Shareholders vide Postal Ballot, on March 13, 2023.
Remuneration last drawn	: ₹ 3.20 crores for FY 2024-25
Number of shares held in the Equity Capital of the Company	: 78155 (of Face Value ₹ 2 each)
Relationship with other Directors	: He is not related to any other Director
Number of Board Meetings attended during the year	: 7 (100%)
Resignation of directorships from listed entities during the past 3 years	: Nil
Directorship in other Companies	: 1. Ponni Sugars (Erode) Limited 2. High Energy Batteries (India) Limited 3. Esvi International (Engineers & Exporters) Ltd 4. Time Square Investments Private Ltd
Committee / executive positions held in other Companies	: Ponni Sugars (Erode) Limited - Stakeholders Relationship Committee - Chairman - Corporate Social Responsibility Committee - Chairman - Nomination and Remuneration Committee - Member High Energy Batteries (India) Limited - Stakeholders Relationship Committee - Member

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SRI GANESH BALAKRISHNA BHADTI

Director Identification Number	: 0009634741
Date of Birth & Age	: 21.04.1962 (63 years)
Date of Appointment	: 13.06.2022
Qualification	: B.A.Sc, MBA
Expertise in specific functional areas	: Sri Ganesh Balakrishna Bhadti is an accomplished Pulp and Paper Industry professional, with over 37 years of industry experience. He has wide experience in Pulp and Paper Industry serving top companies in leadership positions.
Terms and conditions of appointment	: He is proposed to be re-appointed as a Director of the Company, liable to retire by rotation.
Remuneration proposed to be paid	: As per details given in the explanatory statements to the subject.
Remuneration last drawn	: ₹ 1.36 crores for FY 2024-25
Number of shares held in the Equity Capital of the Company	: Nil
Relationship with other Directors	: He is not related to any other Director
Number of Board Meetings attended during the year	: 7 (100%)
Resignation of directorships from listed entities during the past 3 years	: Not Applicable
Directorship in other Companies	: Nil
Committee / executive positions held in other Companies	: Nil

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SRI S.SRINIVAS

Director Identification Number	:	09713128
Date of Birth & Age	:	10.07.1982 (43 years)
Date of Appointment	:	10.05.2025
Qualification	:	B.Com, ACMA, CGMA, ACS
Expertise in specific functional areas	:	<p>He is a Cost Accountant, Company Secretary and Chartered Global Management Accountant (CGMA) from the Chartered Institute of Management Accountants (CIMA), UK. He has to his credit nearly 22 years of experience in the areas of Accounting, Finance, Indirect Taxes and Statutory Compliances.</p> <p>He is presently in charge of the Finance, Accounts, Taxation, Legal, IT and Secretarial functions of the Company.</p>
Terms and conditions of appointment	:	He is proposed to be appointed as a wholetime director of the Company, liable to retire by rotation.
Remuneration proposed to be paid	:	As per details given in the explanatory statements to the subject.
Remuneration last drawn	:	NA
Number of shares held in the Equity Capital of the Company	:	Nil
Relationship with other Directors	:	He is not related to any other Director
Number of Board Meetings attended during the year	:	NA
Resignation of directorships from listed entities during the past 3 years	:	Not Applicable
Directorship in other Companies	:	Ultra Investments and Leasing Company Private Limited
Committee / executive positions held in other Companies	:	Nil

Tax Deduction at Source (TDS) provisions under the Income Tax Act, 1961, for Resident and Non-Resident shareholder categories, on the Dividend payment:

This appendix provides the applicable Tax Deduction at Source (TDS) provisions under the Income Tax Act, 1961 for Resident and Non-Resident shareholder categories.

I For Resident Shareholders :

Pursuant to the changes introduced by the Finance Act 2020, with effect from April 01, 2020, the Company would be required to withhold taxes at the prescribed rates on the dividend paid to its Shareholders. The withholding tax rate would vary depending on the residential status of the Shareholder and the documents submitted by them and accepted by the Company. Accordingly, the above referred Dividend will be paid after deducting the tax at source as follows:

Particulars	Applicable Rate *	Document Required (if any)
With PAN	10%	Update the PAN, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents - Integrated Registry Management Services Pvt. Ltd (in case of shares held in physical mode).
Without PAN / With Invalid PAN	20%	
Submitting Form 15G / 15H	Nil	Declaration in Form No. 15G (applicable to any person other than a Company or a firm) / Form 15H (applicable to an Individual who is 60 years and older), fulfilling certain conditions. Please download Form 15G/15H from the Income Tax website www.incometaxindia.gov.in .
Submitting Order under Section 197 of the Income Tax Act, 1961 (Act)	Rate provided in the Order	Lower / NIL in accordance with tax certificate obtained from tax authority.
Shareholders (e.g. LIC, GIC) for whom Section 194 of the Act is not applicable	Nil	Shareholders (e.g. LIC, GIC) for whom Section 194 of the Act is not applicable.
Persons Covered under Section 196 of the Act (e.g. Mutual Funds, Govt.)	Nil	Document Required (if any) Documentary evidence that the person is covered under said Section 196 of the Act.

* Notwithstanding the above, tax would not be deducted on payment of dividend to resident Individual shareholder, if total dividend to be paid in Financial Year 2024-25 does not exceed ₹ 10,000/-.

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NOTE :

Further the Finance Act 2021 has brought in section 206AB effective from July 01, 2021 wherein tax would be deducted at higher rates (twice the specified rate) on payment of dividends to specified person. According to the provisions of section 206AB, a specified person means a person who has not furnished their return of income for the previous year immediately preceding the financial year in which tax is required to be deducted and for which the time limit for furnishing the return of income under section 139(1) of the Act has expired and the aggregate of tax deducted at source and collected at source is rupees fifty thousand or more in the said previous year. Accordingly, applicable tax deduction rates for specified person would be double the prescribed rates. For Resident specified shareholder it would be 20% and for Non-Resident specified shareholders (who has not furnished a declaration stating no permanent establishment in India) the tax deduction rates would be 40% plus applicable surcharge and cess as prescribed under the Act.

II Non-Resident Shareholder:

Particulars	Applicable Rate	Document Required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	None
Other Non-resident Shareholders	20% (plus applicable surcharge and cess) (or) Tax Treaty Rate** (whichever is lower)	In order to apply the Tax Treaty rate, following documents would be required: <ol style="list-style-type: none"> 1) Copy of Indian Tax Identification number (PAN), if available. 2) Tax Residency Certificate (TRC) obtained from the tax authorities of the Country of which the Shareholder is a resident. 3) Form 10F duly filled and signed. 4) Self-declaration from Non Resident, primarily covering the following: <ul style="list-style-type: none"> - Non Resident is eligible to claim the benefit of respective Tax Treaty. - Non Resident receiving the dividend income is the beneficial owner of such income. - Dividend income is not attributable / effectively connected to any Permanent Establishment (PE) or Fixed Base in India.
Submitting Order u/s 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower / NIL withholding tax certificates obtained from tax authority.

** The Company is not obligated to apply the beneficial Tax Treaty Rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non Resident Shareholder and review to the satisfaction of the Company.

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Shareholders who are exempted from TDS provisions through any Circular or Notification shall provide documentary evidence in relation to the same, to enable the Company in applying the appropriate TDS on Dividend payment to such Shareholder.

No claim shall lie against the Company for such taxes deducted.

The Company will arrange to email a soft copy of the TDS certificate at the Shareholders registered email ID in due course, post payment of the said Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

We request your cooperation in this regard.

III For Shareholders having multiple accounts under different status / category :

Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which

shares held under a PAN will be considered on their entire holding in different accounts.

The afore-mentioned documents are required to be e-mailed to kalyan@integratedindia.in.

All required documents should reach us on or before June 04, 2025 in order to enable the Company to determine and deduct appropriate TDS / withholding tax. Communication on the tax determination / deduction shall be entertained post June 04, 2025.

If the tax on said Dividend is deducted at a higher rate in absence of receipt of or satisfactory completeness of the afore-mentioned details / documents by June 04, 2025, the Shareholder may claim an appropriate refund in the return of income filed with their respective Tax Authorities.

Disclaimer: This Appendix shall not be treated as an advice from the Company or its Registrar & Transfer Agent. Shareholders should obtain the tax advice related to their tax matters from a tax professional.

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 is pleased to provide its Members facility to exercise their right to vote at the 65th Annual General Meeting (AGM) by electronic means. The facility of casting votes by a Member using an electronic voting system from a place other than the venue of the AGM (remote e-Voting) will be provided by National Securities Depository Limited (NSDL) and the items of business as detailed in this Notice may be transacted through remote e-Voting.
- (ii) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date of June 07, 2025 only shall be entitled to avail the facility of Remote e-Voting.
- (iii) The Members who have cast their votes through Remote e-Voting prior to the AGM may also attend / participate in the AGM through VC, but shall not be entitled to cast their vote again.
- (iv) The Remote e-voting period commences on June 11, 2025 (9:00 AM) and ends on June 13, 2025 (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 June 07, 2025, may cast their vote electronically. The Remote e-Voting module shall be disabled by NSDL for voting thereafter.

- (v) The voting rights of Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on the cut-off date of June 07, 2024.
- (vi) The details of the process and manner for e-voting and voting during AGM are explained below:

Step 1: Access to the NSDL e-voting system

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

Step 1: Access to the NSDL e-voting system

A) Login method for e-voting and joining virtual meeting / voting during the meeting for 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

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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Type of shareholders	Login Method
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 user your existing my easi username & password. 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 e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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. 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 e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> 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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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.

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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 at toll free No. 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 contact at toll free No. 1800-21-09911.

B) Login method for e-voting and joining virtual meeting / voting method during the meeting 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](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/](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:
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*****.
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*****
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 133743 then user ID is 133743001***

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'?
 - (i) 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) 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 and join general meeting 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 company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting"

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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
Physical	<p>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 updating bank account details.</p> <p>The following additional details need to be provided in case of updating bank account details:</p> <ul style="list-style-type: none">◇ Name and address of the branch of the Bank in which you wish to receive the dividend.◇ Bank account type.◇ Bank account number allotted by their Banks after implementation of core banking solutions.◇ 9 digit MICR Code Number.◇ 11 digit IFSC.◇ a scanned copy of the cancelled cheque leaf bearing the name of the first Member
Demat	Please contact your DP and register your e-mail address as per the process advised by your DP.

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The instructions for members for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through Remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. The Chairman will fix the time for voting at the meeting.

The instructions for members for attending the AGM through VC are as under :

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against the Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the Remote

e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through Laptop connecting via Mobile Hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
7. Shareholders who would like to express their views / ask questions during the meeting, may register themselves as a speaker by sending their request mentioning their name, demat account number / folio number, email id, mobile number at secretarial@spbld.com on or before 05.00 PM IST on Saturday,

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June 07, 2025. Members, who register themselves as speaker Shareholders would receive a separate link from the Company, thro' which they may join and raise questions during the AGM, as and when allowed by the moderator for the meeting. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

8. Shareholders may also send their questions in advance mentioning their name demat account number / folio number, email id, mobile number at secretarial@spbltd.com, on or before 05.00 PM IST on Saturday, the June 07, 2025. The same will be replied by the Company suitably.

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 on toll free no.: 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 June 07, 2025. Members holding shares as on this cut-off date should endeavor to cast their vote in any one of the two modes.

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. June 07, 2025 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 on toll free no. 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. June 07, 2025, may follow steps mentioned in the Notice of AGM.

6. Sri K Sankarasubramanian, Practicing Company Secretary (Membership No. F11241/ COP: 15994) has been appointed as the Scrutiniser.

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7. The Scrutiniser will, after the conclusion of Voting at the AGM:

- (i) First count the votes cast at the meeting thro e-Voting.
- (ii) Then unblock the votes cast through Remote E-Voting.
- (iii) All the above will be done in the presence of two witnesses not in the employment of the Company.
- (iv) Make a consolidated Scrutiniser's Report (integrating the votes cast at the meeting and through Remote e-Voting) of the total votes cast in favour or against, if any, to the Chairman.
- (v) The Scrutiniser's Report as above would be made soon after the conclusion of

AGM and in any event not later than 48 hours from the conclusion of the Meeting.

8. Voting Results:

- (i) The Chairman or a person authorised by him in writing shall declare the result of the voting based on the Scrutiniser's Report.
- (ii) The results declared along with the Scrutiniser's Report will be placed on the Company's website www.spbltd.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared and also communicated to NSE and BSE.
- (iii) Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of AGM.

Request to Shareholders

The Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 requires the Company to keep the Register of Members in Form No. MGT-1. As compared to the Register of Members under the old Act, the new Law calls for certain additional information to be recorded. In order that the Company is facilitated to comply with same, shareholders are requested to send the following information for updating their records in our Register of Members:

- i) Name of the member
- ii) Folio/ DP ID - Client ID
- iii) Email address
- iv) Permanent Account Number (PAN)
- v) CIN (in the case of company)
- vi) Unique Identification Number
- vii) Father/ Mother/ Spouse name
- viii) Occupation
- ix) Status
- x) Nationality
- xi) In case of minor, name of guardian and date of birth of minor
- xii) Instructions, if any for sending Notice etc.

For shareholders holding shares in physical form

As an ongoing measure to enhance the ease of doing business for investment, SEBI vide its circular dated 03.11.2021 has prescribed common and simplified forms for processing any service requests.

SEBI vide its Master circular dated 07.05.2024 to RTAs stated that the folios without PAN, KYC details and Nomination (made optional vide SEBI circular dated 10.06.2024) shall be eligible to lodge any grievance or avail service request and for payment including dividend only through electronic mode w.e.f 01.04.2024 and intimation on the same to be sent by the listed companies. Based on the above Master Circular, the company had sent communication through RTA on 20.04.2025 to identified holders of physical securities where PAN & KYC details are not updated, intimating them to update PAN & KYC details as per SEBI circulars and only after updation of the same, they will receive dividend in electronic mode.