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/ 217 **2019 02 23**

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

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:

1. Re-appointment of Dr S Narayan, as an Independent Director
2. Re-appointment of Sri V Sridar, as an Independent Director
3. Appointment of Sri Mohan Varghese Chunkath, as an Independent Director

Please take the above on record and confirm.

Thanking you,

Yours faithfully
For Seshasayee Paper and Boards Limited

(V PICHAI)
Deputy Managing Director & Secretary

Encl: as above

ISO 9001/14001 and OHSAS 18001 CERTIFIED

SESHASAYEE PAPER AND BOARDS LIMITED

CIN: L21012TZ1960PLC000364

Regd. Office: Pallipalayam, Cauvery RS PO, Erode-638 007, Namakkal District, 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 that 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, the Resolutions appended below are 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 Resolutions setting out the material facts concerning each Resolution is annexed along with a Postal Ballot Form for your consideration.

SPECIAL BUSINESS :

SPECIAL RESOLUTION :

1. Re-appointment of Dr S Narayan, as an Independent Director:

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

"RESOLVED that, pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr S Narayan (DIN: 00094081), who was appointed as an Independent Director of the Company, to hold office till 31st March 2019, and being eligible for one more term, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years from 1st April 2019 to 31st March 2024, despite his age crossing 75 years at the time of re-appointment".

2. Re-appointment of Sri V Sridar, as an Independent Director:

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

"RESOLVED that, pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Sri V Sridar (DIN: 02241339), who was appointed as an Independent Director of the Company, to hold office till 31st March 2019, and being eligible for one more term, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years from 1st April 2019 to 31st March 2024, and his re-appointment will continue to remain in force after his age crossing 75 years during this tenure".

ORDINARY RESOLUTION :

3. Appointment of Mr Mohan Verghese Chunkath, IAS (Retd.) as an Independent Director.

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

"RESOLVED that, pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force), Mr Mohan Verghese Chunkath, IAS (Retd.) (DIN: 01142014) in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, signifying the Member's intention to propose Mr Mohan Verghese Chunkath, IAS (Retd.) for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a fixed term of five years from 1st April 2019 to 31st March 2024".

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

Place : Chennai
Date : 9th February 2019

(V PICHAI)
Deputy Managing Director & Secretary

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 15 02 2019 (Cut-off date).
3. This Notice is being sent in physical form in permitted mode along with a postage-prepaid self-addressed Business Envelope to all Members. In addition, it is 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). 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 provisions of the Companies Act, 2013 and the Rules made thereunder and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also 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.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on 15 02 2019 (Cut-off date) will alone be considered for being entitled to vote under either mode. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
6. Resolutions passed by the Members through Postal Ballot / 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.
7. Members are advised to read carefully the voting process and instructions appended hereunder before casting their vote.
8. Members can opt for only one mode of voting, i.e. either by Physical Ballot Form or Remote e-Voting. In case Members cast their vote through both the modes, voting done by Remote e-Voting shall prevail and votes cast through Physical Ballot Forms will be treated as Invalid.
9. In case a Member desires to obtain a duplicate printed Postal Ballot Form, the Member may send an e-mail to kalyan@integratedindia.in or investor@spbltd.com by mentioning the Folio No. or DP ID and Client ID No. The Registrar and Transfer Agent / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
10. Voting rights of the Members shall be in proportion to their equity shares in the total paid up equity share capital of the Company as on 15 02 2019 (Cut-off date).
11. Member cannot exercise vote by Proxy on Postal Ballot.
12. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions given in the enclosed Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to The Scrutiniser, C/o M/s Integrated Registry Management Services Private Limited, Kences Towers, II Floor, No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai 600 017 so as to reach the Scrutiniser not later than the close of working hours (05.00 PM) on 27th March 2019. The Postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any Postal Ballot is received after 05.00 PM on 27th March, 2019 it will be treated as if the Member has not exercised his voting right.
13. 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.
14. The Scrutiniser will unblock the votes on 27th March 2019 at 05.00 PM in the presence of at least two witnesses not in the employment of the Company.
15. 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 29th March 2019 at 11.30 AM 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.
16. The date of declaration of the Postal Ballot results will be taken to be the date of passing the Resolutions.
17. 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 Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamilnadu, during office hours on all working days between 09.30 AM and 05.30 PM upto 27th March 2019.

STATEMENT

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

SPECIAL BUSINESS

Item Nos. 1 to 3

Appointment of Independent Directors

Pursuant to the provisions of the Companies Act, 2013, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following three Independent Directors were appointed by the Company at the 54th Annual General Meeting held on 25th July 2014 to hold office from 25th July 2014 to 31st March 2019.

Sl No.	Name of the Director	Date of Birth	Date of appointment	Expiry of term
1	Sri R V Gupta	19 11 1937	25 07 2014	31 03 2019
2	Dr S Narayan	20 06 1943	25 07 2014	31 03 2019
3	Sri V Sridar	27 07 1947	25 07 2014	31 03 2019

The term of these Directors end on 31st March 2019, as they were appointed for a fixed term upto 31st March 2019.

Dr S Narayan and Sri V Sridar are eligible for re-appointment for a second term in office for tenure upto five years as Independent Directors. The Nomination-cum-Remuneration Committee of the Board of Directors of the Company at its meeting held on 8th February 2019, on the basis of the report of performance evaluation, recommended the re-appointment of Dr S Narayan and Sri V Sridar as Independent Directors for a second term from 1st April 2019 to 31st March 2024. Sri R V Gupta is not seeking re-appointment due to his advanced age and his term will end on 31st March 2019.

The re-appointment of Independent Director for a second term, shall however, require the Company to pass a Special Resolution in General Meeting, vide Section 149(10) of the Act. Further, Regulation 17(1A) of Listing Obligation and Disclosure Requirements Regulations, 2015 requires Special Resolution to be passed for the appointment or continuance in office of any person beyond the age of 75 years as Non-executive Director.

Accordingly, the approval of the Shareholders by way of Special Resolution is sought for the re-appointment of two Independent Directors. Further, approval is also sought in the case of Dr S Narayan who has crossed and Sri V Sridar who would be crossing 75 years of age during their re-appointment for the second term.

Following this, the Board of Directors of the Company at their meeting held on 9th February 2019, based on the performance evaluation, formed the opinion that Dr S Narayan and Sri V Sridar continue to be persons of integrity and possess relevant expertise and experience and hence could be re-appointed as Independent Directors of the Company. The Board thereupon decided to re-appoint them, subject to the approval of Members by Special Resolution, as Independent Directors of the Company, not liable to retire by rotation.

The Board of Directors at their meeting held on 9th February 2019, based on the recommendations of the Nomination-cum-Remuneration Committee approved appointment of Mr Mohan Verghese Chunkath, IAS (Retd.) as an Independent Director for a term of five years from 1st April 2019 to 31st March 2024, not liable to retire by rotation, filling up the vacancy caused by the retirement of Sri R V Gupta, subject to approval by Shareholders of the Company by an Ordinary Resolution.

The details of the Independent Directors proposed to be appointed by Members are detailed below :

Sl No.	Name of the Director	DIN	Proposed Tenure	
			From	To
1	Dr S Narayan	00094081	01 04 2019	31 03 2024
2	Sri V Sridar	02241339	01 04 2019	31 03 2024
3	Mr Mohan Verghese Chunkath	01142014	01 04 2019	31 03 2024

None of the above three Directors are disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has received the following in respect of their appointment:

(i) Consent to act as Director under Section 152(5) of the Act read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

(ii) Form DIR 8 from each person intimating that he is not disqualified under Section 164(2), of the Act, read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

(iii) Notice in writing from a Member under Section 160 of the Act, proposing the candidature of the above three persons for being re-appointed / appointed as Director of the Company.

(iv) Declarations from each of the three Independent Directors that they meet with the criteria of independence prescribed both under the Act and LODR.

In the opinion of the Board all the above three Independent Directors fulfill the conditions for being appointed as Independent Director, as specified in the Act and LODR and they are Independent of Management. Details of these Directors are furnished in Annexure, pursuant to Regulation 36(3) of LODR. Dr S Narayan already has crossed the age of 75 and Sri V Sridar would be crossing the age of 75 in the course of his second term in office. The Nomination-cum-Remuneration Committee and the Board are of the view that having regard to the continuing good health, physical fitness and mental agility, it would be fit and proper to continue the tenure of these two Directors beyond the age of 75 years.

The Independent Directors would be eligible for sitting fee for attending the Board and Committee meetings within the ceiling prescribed by the Act and as determined by the Board from time to time.

They would also be eligible for commission out of the net profits of the Company within the limits permissible under Law and as approved by Shareholders. They shall, however, not be entitled to any stock option. Details of remuneration are disclosed in the Corporate Governance Report to Shareholders each year in the Annual Report.

Brief profile / details of Independent Directors, viz., Dr S Narayan, Sri V Sridar and Mr Mohan Verghese Chunkath, seeking re-appointment / appointment are annexed and they form an integral part of this Notice.

All material documents referred to in the Notice and the Statement referred to under Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company at Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamilnadu, during office hours on all working days between 09.30 AM to 05.30 PM upto 27th March 2019.

Dr S Narayan, Sri V Sridar and Sri Mohan Verghese Chunkath, are interested in the Resolution set out respectively at Item Nos.1 to 3 of the Notice in regard to their respective appointments.

None of the other Directors, key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in these Resolutions.

The Board accordingly recommends the Special Resolutions / Ordinary Resolution set out at Item Nos. 1 to 3 of the Notice for approval of the Members.

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

Place : Chennai
Date : 9th February 2019

(V PICHAI)
Deputy Managing Director & Secretary

ANNEXURE

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

Dr S NARAYAN, IAS (Retd.):

Director Identification Number	:	00094081
Date of Birth and age	:	20 06 1943 (75 years)
Date of Appointment	:	18 01 2007
Qualification	:	M Sc., MBA, M Phil., IAS (Retd.)

Expertise in specific functional areas:

Dr S Narayan, IAS (Retd.) has to his credit nearly four decades (1965 to 2004) of public service in the State and Central Governments, in Development Administration. Lastly (2003-04), he was Economic Adviser to the Prime Minister and was responsible for implementation of economic policies of several Ministries. The responsibility in this task was monitoring of the special economic agenda of the Cabinet on behalf of the Prime Minister's Office and policy formulation.

Prior to this assignment, he was in Government of India as Finance and Economic Affairs Secretary, Secretary in the Departments of Revenue, Petroleum, Industrial Development and Coal, since 1997.

Between 2000 and 2003, he was in the Ministry of Finance with responsibilities for formulation of macro-economic policy for the Government, tariff and taxation policies, as well as initiatives for modernising the capital markets. Reforms in the Banking Sector and Financial Institutions were a major focus of this responsibility. He was involved in developing strategy for Foreign Direct Investment in India and for the reforms agenda. He was one of the key players in formulating the National Budget between 2000 and 2004. His special interests include public finance, investment policy, energy policy, commodities and mining, governance issues and international trade.

He is a visiting faculty at several academic institutions, including the National University at Singapore and the LSE. He contributes articles regularly to newspapers, including Financial Express, Business Times (Singapore), Economic Times, etc., on issues relating to economic reforms, public policy, governance, public finance, trade and energy. He travels widely and lectures at several international fora.

Number of shares held in the Equity Capital of the Company	:	Nil
Relationship with other Directors	:	He is not related to any other Director
Directorship in other Companies	:	Apollo Tyres Limited Dabur India Limited Castlewood Trading Private Limited Artemis Medicare Services Limited
Committee / executive positions held in other Companies	:	Apollo Tyres Limited - Audit Committee - Member Dabur India Limited - Audit Committee - Member

Sri V SRIDAR:

Director Identification Number	:	02241339
Date of Birth and age	:	27 07 1947 (71 Years)
Date of Appointment	:	04 06 2009
Qualification	:	B Sc., ACA

Expertise in specific functional areas:

Sri V Sridar is a Science Graduate and a Chartered Accountant with a brilliant academic record. He has to his credit more than three decades (1975 to 2007) of service in large public sector nationalised Banks. In 1975 he joined Union Bank of India in the Officer's Cadre and rose to positions of Chief Manager, Regional Manager, Assistant General Manager, Deputy General Manager and finally was the General Manager of the Bank between 1996 and 2000.

He was elevated and transferred as Executive Director of UCO Bank in 2000. In 2002, again he was promoted and transferred as Chairman and Managing Director of National Housing Bank. He served in that position till 2004.

In 2004, again he was promoted and posted as Chairman and Managing Director of UCO Bank which position he held till 2007. On superannuation he retired from that position in July 2007.

During his tenure as Chairman and Managing Director, UCO Bank witnessed tremendous growth. Total business volume and operating profits of the Bank almost doubled. The Gross Non Performing Assets came down from about 6% to 3% and Net Non Performing Assets to around 2%. He was instrumental in bringing about organisation restructure of UCO Bank from the erstwhile geographically oriented four tier organisation structure to a functionally oriented three tier structure with due focus on the business strategy to be adopted by the Bank in future by segmenting the customers into Big Corporate, Mid Corporates, Small Enterprises and Retail Customers.

Number of shares held in the Equity Capital of the Company	**:**	Nil
Relationship with other Directors	**:**	He is not related to any other Director
Directorship in other Companies	**:**	Chairman: - Centrum Housing Finance Limited Director: - Ponni Sugars (Erode) Limited - Aadhar Housing Finance Limited - IDFC AMC Trustee Company Limited - ICICI Prudential Life Insurance Company Limited - Sarada Metals and Alloys Limited
Committee / executive positions held in other Companies	**:**	Ponni Sugars (Erode) Limited - Audit Committee - Chairman - Nomination-cum- Remuneration Committee - Chairman ICICI Prudential Life Insurance Company Limited - Audit Committee - Chairman Aadhar Housing Finance Limited - Audit Committee - Chairman Centrum Housing Finance Limited - Audit Committee - Chairman

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

Sri MOHAN VERGHESE CHUNKATH, IAS (Retd.):

Director Identification Number	:	01142014
Date of Birth and age	:	10 03 1956 (62 years)
Qualification	:	M,Sc (Zoology), IAS

Expertise in specific functional areas:

Mr Mohan Verghese Chunkath was born in Thrissur, Kerala, on March 10, 1956. He holds a post-graduate degree in Zoology. He belongs to the 1978 batch of IAS Officers.

As additional Chief Secretary, Mr Chunkath was heading the Tamil Nadu State Department of Environment and Forests since December 2012. He was later posted as Chief Secretary in May 2014 and held this post till December 2014. Later he become a Director, Anna Institute of Management and Director General of Training. He retired from this position on March 31, 2016.

Mr Chunkath has held various positions, including that of Collector of Dharmapuri District and Secretary in charge of High Education Department. As the Chairman-cum-Managing Director of the Tamil Nadu Energy Development Agency from January 2008 to May 2009, he identified solar energy as an area to be promoted vigorously.

He served as an Independent Non-Executive Director of our Company since February 2013 until July 2014, as Nominee Director of Tamilnadu Government. He was ex-office Director of Tamil Nadu Water Investment Company Limited, Nominee Director of the Tamil Nadu Forest Plantation Corporation Limited, ex-officio Director of the Tamilnadu Tourism Development Corporation Limited and ex-officio Director of Adyar Poonga.

Mr Mohan Verghese Chunkath is currently the Secretary of the Auroville Foundation, Puducherry.

Number of shares held in the Equity Capital of the Company	**:**	Nil
Relationship with other Directors	**:**	He is not related to any other Director
Directorship in other Companies	**:**	--
Committee / executive positions held in other Companies	**:**	--

Voting Process and Instructions:

A. In case a Members receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company / Depository Participant(s)].

(i) Open the e-mail and open PDF file viz. "SPB e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your "User ID" and "Password for Remote e-Voting". Please note that the Password is an initial Password.

(ii) Launch internet browser by typing the following URL : https://www.evoting.nsdl.com

(iii) Click on "Shareholder - Login".

(iv) Put User ID and password as initial Password noted in step (1) above and Click Login.

(v) Password change menu appears. Change the Password with new password of your choice with minimum 8 digits / characters or combinations thereof. Note down the new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.

(vi) Home page of "Remote e-Voting" opens. Click on Remote e-Voting: Active Voting Cycles.

(vii) Select "REVEN" (Remote E-Voting Event Number) of Seshasayee Paper and Boards Limited.

(viii) Now you are ready for "Remote e-Voting" as "Cast Vote" page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the Resolution(s), you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutiniser through e-mail bksundaram@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case a Members receives physical copy of the Postal Ballot Notice [for members whose e-mail IDs are not registered with the Company / Depository Participant(s) or requesting physical copy], the following instruction may be noted.

(i) Initial Password is provided as below, at the bottom of the Postal Ballot Notice.

REVEN (Remote E-Voting Event Number)	USER ID	PASSWORD

(ii) Please follow all steps from Sl.No (ii) to Sl.No.(xii) above, to cast vote.

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the "downloads" section of www.evoting.nsdl.com or call on Toll-free No. 1800-222-990.

IV. Login to the Remote 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 'Forget Password' option available on the site to reset the Password.

V. 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.

VI. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

VII. The voting rights of Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date on 15th February 2019.

VIII. The Remote e-Voting period commences on 25th February 2019 (10.30 AM) and ends on 27th Mach 2019 (05.00 PM). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date 15th February 2019 may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Members, the members shall not be allowed to change is subsequently.

SESHASAYEE PAPER AND BOARDS LIMITED

CIN : L21012TZ1960PLC000364

Registered Office: Pallipalayam, Namakkal District, Cauvery RS PO, Erode - 638 007, Tamilnadu, India.

Phone : (91) (4288) 240221 - 228, Fax : (91) (4288) 240229, Email : investor@spbltd.com, Web : www.spbltd.com

POSTAL BALLOT FORM

Postal Ballot No.

1.	Name(s) of Member(s) (including joint holders, if any)	
2.	Registered address of the sole / first named member	
3.	Registered Folio No.(Member(s) holding shares in physical form) / DP ID No. & Client ID No. (Member(s) holding shares in dematerialised form)	
4.	Class of Shares	Equity
5.	Number of shares held	

I/We hereby exercise my /our vote in respect of Special Resolution(s) / Ordinary Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by sending my / our assent (FOR) or dissent (AGAINST) to the said resolution(s) by placing the (✓) mark at the appropriate box below:

Sl. No.	Description	No. of shares	I / we assent to the Resolution (FOR)	I / we dissent to the Resolution (AGAINST)
1.	Special Resolution for re-appointment of Dr S Narayan, as an Independent Director.			
2.	Special Resolution for re-appointment of Sri V Sridar, as an Independent Director.			
3.	Ordinary Resolution for appointment of Sri Mohan Verghese Chunkath, as an Independent Director.			

Place:

Date:

Signature of the Shareholder(s)

ELECTRONIC VOTING PARTICULARS		
(E-Voting Event Number)	**User ID**	**Password / PIN**

Note: Last date for receipt of Postal Ballot Forms by Scrutinizer is 27th March, 2019 (before 17.00 hours)

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr B Kalyanasundaram, a Practicing Company Secretary, in the attached self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.

2. This Form should also be completed and signed by the Shareholder (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this form should be completed and signed by the first named Shareholder and in his / her absence, by the next named Shareholder. In case Postal Ballot Form is signed through a delegatee, a copy of Power of Attorney attested by the Shareholder shall be annexed to the Ballot.

3. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 27th March 2019 before the close of working hours i.e. 17.00 hours. All Postal Ballot Form is received after the specified date and time, will be strictly treated as if reply from such Shareholder has not been received.

4. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s).

5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / authority letter.

6. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date and time as specified in item (3) above.

7. The Voting rights of the Members shall be in proportion to their equity shares of the Paid up Equity Share Capital of the Company as on 15th February 2019 (Cut-off date).

8. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelops will be sent to the Scrutinizer and any extraneous paper found in such envelop would be destroyed by the Scrutinizer.

9. A Shareholder neither needs to use all the votes nor needs to cast all the votes in the same way.

10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

11. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected.

12. The result of the Postal Ballot will also be posted on the website of the Company www.spbltd.com and also on the website of NSDL and communication to National Stock Exchange of India Limited (NSE) / BSE Limited (BSE) for the information of the Shareholders.

13. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Shareholders of the Company for which necessary instructions are given in the Postal Ballot Notice.