

REPORT OF THE SCRUTINIZER

To
The Chairman
62nd Annual General Meeting
Seshasayee Paper and Boards Limited
Pallipalayam, Cauvery RS PO
Erode - 638 007, Namakkal District, Tamil Nadu

Dear Sir,

Sub: Consolidated Report of Scrutinizer on remote E-voting and electronic voting during the 62nd Annual General Meeting (AGM) pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, for the 62nd Annual General Meeting of Seshasayee Paper and Boards Limited held on Saturday, 23rd July, 2022 at 11.00 A.M. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') (collectively referred as "VC").

I, K. Sankara Subramanian, Practicing Company Secretary [Membership No. F11241/ C.O.P. No. 15994] had been appointed as the Scrutinizer by the Board of Directors of the Seshasayee Paper and Boards Limited ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 for the purposes of scrutinizing the remote evoting and e-voting process with respect to their 62nd AGM in respect of the below mentioned resolutions proposed at the 62nd AGM of the Company held on Saturday, 23rd July, 2022 at 11.00 A.M. (IST) through VC and I submit my report as under:

1. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder and the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements, 2015 as amended from time to time (hereafter referred as "SEBI Listing Regulations") relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 62nd AGM of the Company.
2. My responsibility as the Scrutinizer of the voting process, was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL") the service provider.
3. The Notice dated 13th June, 2022 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the 62nd AGM of the Company.



4. The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting prior to the AGM and voting at the AGM by electronic means.
5. The shareholders of the Company holding shares as on the cut-off date of 16th July, 2022 were entitled to vote on the resolutions as contained in the notice of the 62nd AGM.
6. In accordance with the Notice of the 62nd AGM and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, the remote e-voting commenced at 9:00 AM on Wednesday, the 20th July, 2022 and closed at 5:00 PM on Friday, the 22nd July, 2022, and the e-voting module was blocked by NSDL thereafter.
7. After declaration of voting by the Chairman, the shareholders present at the AGM through VC and who had not voted on remote e-voting, voted through e-voting facility provided by NSDL at the AGM.
8. The votes were unblocked on 23rd July, 2022 at 1.45 P.M. in the presence of two witnesses, who are not in employment of the Company, viz., Mr. S. Krishnan and Mr. S. K. Vidhya Shankar, before they were counted.

S. Krishnan
S. Krishnan

S. K. Vidhya Shankar
S. K. Vidhya Shankar

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

Ordinary Business:

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

- (i) Voting in favour of the resolution:

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
269	3,20,04,573	99.99



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

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
1	1,052	0.01

(iii) Invalid Votes:

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

Resolution No.2 - Ordinary Resolution - Declaration of Dividend

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

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
270	3,20,21,232	99.99

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

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
1	1,052	0.01

(iii) Invalid Votes:

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



Resolution No.3 – Special Resolution – Re-appointment of retiring Director

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

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
267	3,20,02,578	99.94

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

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
4	19,706	0.06

(iii) Invalid Votes:

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

Special Business:

Resolution No.4 – Ordinary Resolution – Appointment of Sri Ganesh Balakrishna Bhaddi as Director (Operations)

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

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
258	3,17,68,838	99.21



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

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
13	2,53,446	0.79

(iii) Invalid Votes:

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

Resolution No.5 – Ordinary Resolution – Continuation of M/s Maharaj N R Suresh & Co. LLP as the Sole Statutory Auditor of the Company for FY 2022-23

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

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
268	3,20,20,627	99.99

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

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
3	1,657	0.01

(iii) Invalid Votes:

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



Resolution No.6 - Ordinary Resolution - Remuneration to Cost Auditor

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

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
265	3,20,21,015	99.99

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

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
6	1,269	0.01

(iii) Invalid Votes:

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

Resolution No.7 - Ordinary Resolution - Approval of request received from Mrs. P Suganthi (wife of late Sri V Pichai and registered nominee for the shares held by him), for reclassification of 42,695 equity shares held by her husband from "Promoter Category" to "Public Category"

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

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
269	3,20,21,132	99.99



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

No. of Members	No. of votes cast by them (shares)	% of total no. of valid votes cast
2	1,152	0.01

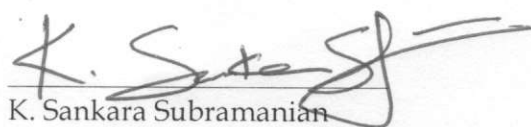
(iii) Invalid Votes:

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

The downloaded e-voting records and other relevant records of e-voting will remain in my custody until the Chairman considers this report and uploads/ announces the result in their website <https://www.spbltd.com/> and thereafter the same will be handed over to Mr. S. Srinivas, CFO & Company Secretary for safe keeping. Based on the above information, you may kindly announce the results.

Thanking you,

Yours faithfully,



K. Sankara Subramanian
Practicing Company Secretary
[A peer reviewed practicing unit - 2018/2022]
Membership No. F11241
C.O.P. No. 15994
UDIN: F011241D000674332



Place : Trichy
Date : 23-07-2022