



# 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/ 572

2024.02.05

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

Corporate Services Department  
BSE Limited  
Floor 25, P J Towers  
Dalal Street  
Mumbai 400 001

**Scrip Code : SESHAPAPER**

**Scrip Code: 502450**

Dear Sir,

**Sub: Submission of our Postal Ballot Notice**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a copy of Postal Ballot Notice seeking approval of the Shareholders of the Company, on the following matter:

- ◇ Re-appointment of Sri. Mohan Verghese Chunkath, IAS (Retd.), as Independent Director for a second term of 5 years, not liable to retire by rotation, by way of Special Resolution.
- ◇ Appointment of Smt Sheela Balakrishnan IAS (Retd.), as Independent Director, not liable to retire by rotation, by way of Special Resolution.

In accordance with the General Circulars issued by Ministry of Corporate Affairs from time to time, the Postal ballot Notice was dispatched through e-mail on 05.02.2024 to the registered e-mail ids of the Shareholders who were members of the Company on the cut-off date i.e. 02.02.2024. Shareholders are advised to give their assent / dissent only through remote e-voting. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Shareholders. The remote e-voting period commences on Tuesday, 06.02.2024 (09:00 AM IST) and ends on Wednesday, 06.03.2024 (05:00 PM IST). The Notice of Postal Ballot is also available on the Company's website: [www.spbltd.com](http://www.spbltd.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the above information on record.

Thanking you,

Yours faithfully

**For Seshasayee Paper and Boards Limited**

**K NARAYANAN**  
**Company Secretary & Compliance Officer**  
**Membership No. A13779**

Encl: As above





## SESHASAYEE PAPER AND BOARDS LIMITED

CIN: L21012TZ1960PLC000364

Regd. Office: Pallipalayam, Namakkal District, Erode - 638 007,  
Tamil Nadu, Ph : 91 - 4288 240221 to 240228, Fax : 91 - 4288 - 240229  
Email : secretarial@spbltd.com, Web : www.spbltd.com

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013,  
read with Rule 22 of the Companies (Management and Administration) Rules, 2014).

To:

The Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and pursuant to other applicable laws and regulations, read with Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, that the Resolutions appended below are proposed to be passed by the Members of the Company through Postal Ballot and Remote electronic voting (e-voting). The Explanatory Statement, pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the proposed Resolutions setting out the material facts are annexed for your consideration and approval.

#### **SPECIAL BUSINESS :**

#### **1. Re-appointment of Sri. Mohan Verghese Chunkath, IAS (Retd.) as an Independent Director for a second term of 5 years.**

To consider and, if thought fit, to pass with or without modifications, the following 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), the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Sri. Mohan Verghese Chunkath, IAS (Retd) (DIN: 01142014), who was first appointed as an Independent Director of the Company to hold office till 31st March, 2024 and being eligible for one more term and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying the Member’s intention to propose Sri.Mohan Verghese Chunkath for re-appointment as an Independent Director of the Company, 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 2024 to 31st March, 2029, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary to give effect to the above resolution”.

2. **Appointment of Smt. Sheela Balakrishnan, IAS (Retd.) as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modifications, the following as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (‘Act’) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) [including any statutory modification(s) or re-enactment thereof for the time being in force], the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Smt. Sheela Balakrishnan, (DIN : 05180044), IAS (Retd.), who was appointed as an Additional Director in the capacity of Independent Director with effect from 20th January, 2024 and has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying the Member’s intention to propose Smt. Sheela Balakrishnan 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, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary to give effect to the above resolution”.

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

**(K. NARAYANAN)  
Company Secretary  
Membership No. A13779**

**Place: Chennai  
Date : January 20, 2024**

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the Resolution is annexed herewith.
2. The Postal Ballot Notice is issued as per the Ministry of Corporate Affairs, Government of India (the “MCA”) guidelines, in terms of the General Circular No.14/2020 dated 08.04.2020; General Circular No. 17/2020 dated 13.04.2020; General Circular No. 22/2020 dated 15.06.2020; General Circular No. 33/2020 dated 28.09.2020; General Circular No. 39/2020 dated 31.12.2020; General Circular No 10/2021 dated 23.06.2021; General Circular No. 20/2021 dated 08.12.2021; General Circular No. 3/2022 dated 05.05.2022, General Circular No. 10/2022 and 11/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 (the “MCA Circulars”). In line with these circulars, the company will send Postal Ballot Notice by email only to all its shareholders who have registered their email addresses with the Company's Registrar and Share Transfer Agents (in case of physical shareholding) or Depository Participants (in case of electronic shareholding) and the communication of assent / dissent of the members will only take place through the remote electronic voting system. In addition, this Notice is also displayed on the Company's website [www.spbltd.com](http://www.spbltd.com) and on the website of the NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent M/s Integrated Registry Management Services Private Limited 'Kences Towers', Second Floor, No. 1, Ramakrishna Street North Usman Road, T.Nagar Chennai - 600 017.
4. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same.
5. 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 02<sup>nd</sup> February 2024 (Cut-off date).

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer E-voting facility to its Members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”). The instructions for e-voting are annexed to this Notice.

6. Members whose names appear on the Register of Members / List of Beneficial Owners as on 02<sup>nd</sup> February 2024 (Cut-off date) will alone be entitled for the e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.



7. Resolution passed by the Members through Remote electronic voting (e-voting) shall be deemed to have been passed as if they have been passed at a General Meeting of the Members.
8. Members are advised to read carefully the voting process and instructions appended here under before casting their vote.
9. The remote e-voting shall commence on 06<sup>th</sup> February, 2024, at 9:00 AM (IST) and shall end on 06<sup>th</sup> March, 2024, at 5:00 PM (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. The vote in this Postal Ballot remote electronic voting system cannot be exercised through proxy.
10. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
11. The Board of Directors have appointed Sri K Sankarasubramanian, Practising Company Secretary (Membership No. F11241/ COP: 15994) as Scrutiniser for conducting the Postal Ballot Voting through the remote electronic voting on 06<sup>th</sup> March, 2024, at 5:00 PM in the presence of at least two witnesses not in the employment of the Company.
12. 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 Thursday, 07<sup>th</sup> March, 2024 at 11:00 AM at the Registered Office of the Company at Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamil Nadu. The results of the e-voting-by Postal Ballot will be posted on the website of the Company [www.spbltd.com](http://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](http://www.evoting.nsdl.com) . The decision of the Scrutiniser on the validity of Postal Ballot Forms and any other related matter shall be final.
13. The date of declaration of the Postal Ballot results will be taken to be the date of passing the Resolution.
14. All documents referred to in the Notice and the Explanatory 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, Tamil Nadu, during office hours on all working days between 09.30 AM and 05.30 PM.
15. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.

16. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <https://www.spbltd.com/investor-info/communication-to-shareholder/index.html> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Share Transfer Agent.
17. The formats for Nomination and Updation of KYC details in accordance with the SEBI Circular are available on the Company's website at <https://www.spbltd.com/investor-info/communication-to-shareholder/index.html>.

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## EXPLANATORY STATEMENT

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

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### SPECIAL BUSINESS

#### Item No.1

#### **Re-appointment of Sri. Mohan Verghese Chunkath, IAS (Retd.) as an Independent Director.**

Sri. 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. Sri Mohan Chunkath's first term as Independent Director of the company commenced on 01.04.2019 and expires on 31.03.2024. Prior to his appointment as Independent Director of the Company in 2019, had held various positions including that of Collector of Dharmapuri District, Secretary in charge of Higher Education Department, Chairman-cum-Managing Director of the Tamil Nadu Energy Development Agency and Secretary (Department of Environment and Forests) and Chief Secretary of Tamilnadu Government. As the Chairman-cum-Managing Director of the Tamil Nadu Energy Development Agency, he identified solar energy as an area to be promoted vigorously.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders for reappointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of reappointment, whichever is earlier, through a special resolution.

The criteria for appointment of Director on the Board of the Company is laid down by the Nomination and Remuneration Committee of the Company in the nomination Cum Remuneration Policy, which is uploaded on the website of the Company [<https://www.spbltd.com/investor-info/policy/index.html>].

In the opinion of the Nomination and Remuneration Committee and Board of Directors, Sri. Mohan Verghese Chunkath is a person of integrity and possess relevant expertise and experience and fulfills the conditions for being appointed as Independent Director as specified in the Section 149 and 152 of the Act and SEBI (LODR) and accordingly, the Board of Directors of the Company at their meeting held on 20<sup>th</sup> January,2024, based on the performance evaluation and considering the recommendations of the Nomination-cum-Remuneration Committee, decided to re-appoint him as Independent Director for a second term of 5 years not liable to retire by rotation, subject to the approval of members by Special Resolution

The Company has received the following in respect of his appointment:

1. Consent to act as Director - Section 152(5) of the Act, Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014.
2. Form DIR-8 intimating that he is not disqualified under Section 164(2) of the Act, Rule 14 of Companies (Appointment and Qualification of Directors) Rules 2014.

3. Notice in writing from a Member proposing the candidature of the above person for being appointed as Director of the Company - Section 160 of the Act.
4. Declaration from the Independent Director that he meets with the criteria of independence prescribed both the Act and LODR.
5. SEBI (PIT) Regulations, 2015 - Disclosure on becoming a Key managerial Personnel / Director / member of the Promoter Group

Details of Sri. Mohan Verghese Chunkath are furnished in Annexure-I pursuant to Regulation 36(3) of SEBI (LODR) and Secretarial Standard 2 on General Meeting.

A copy of the Resolution of the Nomination cum 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 from the date of dispatch until the last date for receipt of votes by Postal Ballot/ e-voting. Alternately, Members may also send their requests to [secretarial@spbld.com](mailto:secretarial@spbld.com) from their registered email addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

Sri. Mohan Verghese Chunkath is interested in the resolution concerning his reappointment. None of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out in the Notice for approval of the shareholders of the company

## **Item No.2**

### **Appointment of Smt. Sheela Balakrishnan, IAS (Retd.), as an Independent Director of the Company.**

Smt. Sheela Balakrishnan, IAS (Retd) hails from Thiruvananthapuram in Kerala. (Her DOB : 05.03.1954). Her DIN: 05180044 Smt. Sheela Balakrishnan, the 1976 batch Indian Administrative Service (IAS) officer, started her career as assistant collector (training) in Thanjavur, Tamil Nadu, in 1977 and has held various important positions like Director of Social Welfare, Commissioner of Industries and Commerce, Transport secretary, Head of the Anna Institute of Management, Additional chief secretary (social welfare and nutritious meal programme), before she was elevated to the pivotal position of Chief Secretary for the Tamil Nadu Government during the period from 2013 to 2014. In this role, she exhibited exceptional leadership skills, actively shaping and executing state policies. Smt Sheela Balakrishnan retired from Service on March 31, 2014. On retirement, she was made advisor to the Govt of Tamil Nadu from April 2014 to Feb 2017.

Pursuant to Section 161 of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at their Meeting held on 20<sup>th</sup> January,2024, appointed Smt. Sheela Balakrishnan (DIN : 05180044) as an Additional Director of the Company in the capacity of Independent Director . The Board of



Directors have also approved and recommended the appointment of Smt. Sheela Balakrishnan as Independent Director for a fixed term of five (5) years, to the shareholders of the Company for their approval.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

The criteria for appointment of Director on the Board of the Company is laid down by the Nomination and Remuneration Committee of the Company in the nomination Cum Remuneration Policy uploaded on the website of the Company [<https://www.spbltd.com/investor-info/policy/index.html>].

In the opinion of the Nomination and Remuneration Committee and Board of Directors, Smt. Sheela Balakrishnan is a person of integrity and possess relevant expertise and experience and fulfills the conditions for being appointed as Independent Director as specified in the Section 149 and 152 of the Act and SEBI (LODR) .

Further she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company and she is independent of the management. Smt. Sheela Balakrishnan has also confirmed that she is not debarred from holding the office of a Director by virtue of order passed by SEBI or any other such authority.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Smt. Sheela Balakrishnan has enrolled her name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs, (Registration No: IDDB-DI-202401-054969).

Smt. Sheela Balakrishnan is not disqualified for being appointed as a Director in term of Section 164 of the Companies Act, 2013. The Company has received the following in respect of her appointment:

1. Consent to act as Director - Section 152(5) of the Act, Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014.
2. Form DIR-8 intimating that she is not disqualified under Section 164(2) of the Act, Rule 14 of Companies (Appointment and Qualification of Directors) Rules 2014.
3. Notice in writing from a Member proposing the candidature of the above person for being appointed as Director of the Company - Section 160 of the Act.
4. Declaration from the Independent Director that she meets with the criteria of independence prescribed both the Act and LODR.
5. SEBI (PIT) Regulations, 2015 - Disclosure on becoming a Key managerial Personnel / Director / member of the Promoter Group.

The Independent Director would be eligible for Sitting Fee for attending the Board and any other Committee Meetings in which she is a member, within the ceiling prescribed by the Act and as determined by the Board from time to time. She would also be eligible for Commission out of the Net Profits of the Company within the limits permissible under Law and approved by Members. She shall, however, not be entitled to any stock option.

Details of Smt. Sheela Balakrishnan are furnished in Annexure-I pursuant to Regulation 36(3) of SEBI (LODR) and Secretarial Standard 2 on General Meeting.

A copy of the Resolution of the Nomination cum 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 from the date of dispatch until the last date for receipt of votes by Postal Ballot/ e-voting. Alternately, Members may also send their requests to [secretarial@spltd.com](mailto:secretarial@spltd.com) from their registered email addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

Smt. Sheela Balakrishnan is interested in the resolution concerning her appointment. None of the other Directors / Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out in the Notice for approval of the shareholders of the company.

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

**(K. NARAYANAN)  
Company Secretary  
Membership No. A13779**

**Place: Chennai  
Date : January 20, 2024**

Details of Director seeking appointment/reappointment, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting.

**1. SRI MOHAN VERGHEESE CHUNKATH, IAS (Retd.) :**

Director Identification Number	:	01142014
Date of Birth & Age	:	10.03.1956 (67 Years)
Date of Re-appointment	:	With effect from 01.04.2024
Qualification	:	Post Graduate in Zoology, IAS (Retd).
Expertise in specific functional areas	:	As IAS Officer, he is experienced in implementing and managing the State Govt. administration and its programs, ensuring law and order and supervising government affairs.
Terms and conditions of Re-appointment	:	Independent Director for the second term of 5 years
Remuneration proposed to be paid	:	Sitting Fee and Commission as decided by the Board of Directors from time to time within the ceiling approved by the Shareholders.
Remuneration last drawn	:	Rs.15.50 lakhs (FY 2022-23), including sitting fees
Number of shares held in the Equity Capital of the Company	:	Nil
Relationship with other Directors	:	He is not related to any other Director on the board of the company under Section 2(77) of the Companies Act, 2013 read with Companies (Specification of definitions details), 2014 or under applicable Accounting Standards or SEBI (LODR).
Number of Board Meetings attended during the year	:	5
Resignation of directorships from listed entities during the past 3 years	:	NIL
Directorship in other Companies	:	Ponni Sugars (Erode) Limited
Committee / executive positions held in other Companies	:	Ponni Sugars (Erode) Limited ➤ Audit Committee - Member
Core skills, expertise and capabilities possessed for the role as an Independent Director	:	Detailed in the explanatory statement given pursuant to Section 102 of the Companies Act,2013.

## 2. SMT. SHEELA BALAKRISHNAN, IAS (Retd):

Director Identification Number	:	05180044
Date of Birth & Age	:	05.03.1954 (69 Years)
Date of appointment	:	With effect from 20.01.2024
Qualification	:	Post Graduate in Literature, IAS (Retd).
Expertise in specific functional areas	:	As IAS Officer, She is experienced in implementing and managing the State Govt. administration and its programs, ensuring law and order and supervising government affairs.
Terms and conditions of appointment	:	Independent Director for a fixed term of 5 years
Remuneration proposed to be paid	:	Sitting Fee and Commission as decided by the Board of Directors from time to time within the ceiling approved by the Shareholders.
Remuneration last drawn	:	NIL
Number of shares held in the Equity Capital of the Company	:	Nil
Relationship with other Directors	:	She is not related to any other Director on the board of the company under Section 2(77) of the Companies Act, 2013 read with Companies (Specification of definitions details), 2014 or under applicable Accounting Standards or SEBI (LODR).
Number of Board Meetings attended during the year	:	Not applicable.
Resignation of directorships from listed entities during the past 3 years	:	NIL
Directorship in other Companies	:	NIL
Committee / executive positions held in other Companies	:	NIL
Core skills, expertise and capabilities possessed for the role as an Independent Director	:	Detailed in the explanatory statement given pursuant to Section 102 of the Companies Act,2013.

## 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 has provided the facility to the Members to exercise their votes electronically through Remote e-Voting facility arranged with National Securities Depository Limited (NSDL).
- (ii) The Remote e-voting period commences on 06<sup>th</sup> February, 2024 (9:00 AM) and ends on 06<sup>th</sup> March, 2024 (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 02<sup>nd</sup> February, 2024 may cast their vote electronically. The Remote e-Voting module shall be disabled by NSDL for voting thereafter.

### (B) Login for Remote e-Voting:

- (i) **Login method for e-voting and individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 09, 2020 on “e-Voting facility provided by Listed Companies”, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>A. NSDL IDeAS Facility</b></p> <p><b>If you are already registered for the NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"><li>1. Please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li><li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li><li>3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services</li><li>4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li></ol>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL. (Contd.)	<p><b>If the user is not registered for IDeAS facility:</b></p> <p>The option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</p> <ol style="list-style-type: none"> <li>1. The option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>2. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Upon successful registration, please follow steps given in points 1 - 5 above.</li> </ol>
	<p><b><u>B. E-voting website of NSDL</u></b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evotingnsdl.com">https://www.evotingnsdl.com</a> / either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote eVoting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password .</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li data-bbox="644 255 1426 680">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 eVoting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the eVoting service providers' website directly.</li> <li data-bbox="644 703 1426 882">3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li data-bbox="644 904 1426 1330">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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 eVoting Service Provider</li> </ol>
<p data-bbox="304 1352 612 1599">Individual Shareholders (holding securities in demat mode) logging through their depository participants</p>	<ol style="list-style-type: none"> <li data-bbox="644 1375 1426 1487">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.</li> <li data-bbox="644 1509 1426 1733">2. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li data-bbox="644 1756 1426 1912">3. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free No. 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533

## II Login method for e-voting 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> 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/> 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.

Your User ID details are given below :Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 127588 then user ID is 127588 001***
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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
 

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account or 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'.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on
    - i. "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - ii. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.

9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

1. After successful logging at Step 1, you will be able to see the “EVEN” of all Companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Seshasayee Paper and Boards Limited, which is 127588.
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.

Type of holder	Process to be followed
Physical	Send a request to the RTA of the Company, Integrated Registry Management Services Pvt. Ltd at kalyan@integratedindia.in providing Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for registering email address.
Demat	Please contact your DP and register your e-mail address as per the process advised by your DP.



### **General Instructions:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to 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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022-2499 7000 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), or contact Mr. Prajakta Pawle, Executive, National Securities Depository Ltd., at designated email IDs: [evoting@nsdl.com](mailto: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 02<sup>nd</sup> February 2024. Members holding shares as on this cut-off date should endeavor to cast their vote in any remote e-voting only.
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. 02<sup>nd</sup> February 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) or call on toll free no. 022 - 4886 7000 and 022-2499 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. 02<sup>nd</sup> February 2024, may follow steps mentioned in the voting process and instructions of this Postal Ballot Notice.