



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@spb ltd.com Web : www.spbltd.com
CIN : L21012TZ1960PLC000364

Ref: SH/ S-6/ 434

2023 02 08

National Stock Exchange of India Limited
Exchange Plaza, 5th 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 the Notice of Postal Ballot Notice seeking approval of the Shareholders of the Company, on the following matters:

- ◇ Re-appointment, by way of Special Resolution, of Sri N Gopalaratnam as Whole-time Director, designated as Chairman, liable to retire by rotation.
- ◇ Re-appointment, by way of Special Resolution, of Sri K S Kasi Viswanathan as Managing Director, not liable to retire by rotation.

In accordance with the General Circulars issued by Ministry of Corporate Affairs, the Notice of Postal ballot was dispatched through e-mail on 08.02.2023 to the registered e-mail ids of the Shareholders who were members of the Company on the cut-off date i.e. 03.02.2023. Shareholders were 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 Sunday, 12.02.2023 (09:00 AM IST) and ends on Monday, 13.03.2023 (05:00 PM IST). The Notice of Postal Ballot is also available on the Company's website: www.spbltd.com.

Kindly take the above information on record.

Thanking you,

Yours faithfully

For Seshasayee Paper and Boards Limited

RAJ

KIRAN B S

**(B S RAJ KIRAN)
Company Secretary**

Encl: As above

Digitally signed by RAJ KIRAN B S
DN: c=IN, o=PERSONAL, ou=6314,
pseudonym=4346051213140088BF56431ec89
44,
2.5.4.20=6c60e852b7c40e0501526c38c91918fc
3e9998b71072198c5d992422996c,
postalCode=562110, cn=KiranB.S,
serialNumber=547861a376a0e4a4c2a54c4d999f
5d7721a0c5b80194e4381420286a17207f,
cn=RAJ KIRAN B S
Date: 2023.02.08 16:58:29 +05'30'





SESHASAYEE PAPER AND BOARDS LIMITED

CIN: L21012TZ1960PLC000364

Regd. Office : Pallipalayam, Namakkal District, Erode - 638 007,
Tamilnadu, Ph : 91 - 4288 240221 to 240228, Fax : 91 - 4288 -
240229

Email : investor@spbltd.com, Web : www.spbltd.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013,
read with Rule 20 and Rule 22 of the Companies (Management and
Administration) Rules, 2014.

To:

The Members,

Notice is hereby given to the shareholders of Seshasayee Paper and Boards Limited ("the Company") pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") 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 as set out hereunder are proposed to be passed by the shareholders as Special Resolutions 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 concerning each Resolutions are annexed hereto.

SPECIAL BUSINESS :

1 Re-appointment of Sri N Gopalaratnam as Wholetime Director, designated as Chairman

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

"RESOLVED THAT pursuant to Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Sri N Gopalaratnam (DIN : 00001945) as a wholetime director of the company, designated as Chairman, for a period of 3 (Three)

years, with effect from 1st April 2023, on the terms and conditions including remuneration, as set out in the Statement annexed to the Notice, with liberty to the Board of Directors, hereinafter referred to as "the Board", which term shall be deemed to include the Nomination-cum-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 N Gopalaratnam, 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 severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution".

2 Re-appointment of Sri K S Kasi Viswanathan as Managing Director.

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

"RESOLVED THAT pursuant to Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Sri K.S.Kasi Viswanathan (DIN : 00003584) as the Managing Director of the Company for a period of 3 (Three) years, with effect from 1st April 2023, on the terms and conditions including remuneration, as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors, hereinafter referred to as "the Board", which term shall be deemed to include the Nomination-cum-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.K.S.Kasi Viswanathan, 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 severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution".

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

B.S.Raj Kiran
Company Secretary
ACS Membership No. F9482

Place: Chennai
Date : January 28, 2023

Notes:

1. 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 and General Circular No. 10/2022 and 11/2022 dated 28.12.2022 (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 and on the website of the NSDL www.evoting.nsdl.com.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the Resolution(s) is annexed herewith.
3. 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 February 3, 2023 (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 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.

4. Members whose names appear on the Register of Members / List of Beneficial Owners as on February 3, 2023 (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.
5. 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.
6. Members are advised to read carefully the voting process and instructions appended here under before casting their vote.
7. The remote e-voting shall commence on Sunday, February 12, 2023, at 9:00 a.m. (IST) and shall end on Monday, March 13, 2023, at 5:00 p.m. (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.

8. 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 system, in a fair and transparent manner.
9. The Scrutiniser will unblock the votes on March 13, 2023 at 05.00 PM in the presence of at least two witnesses not in the employment of the Company.
10. 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 March 14, 2023 at 04:00 PM at the Registered Office of the Company at Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamilnadu. The results of the e-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.
11. The date of declaration of the Postal Ballot results will be taken to be the date of passing the Resolutions.
12. All documents referred to in the Notice and the Statement referred to under Section 102(1) of the Companies Act, 2013 are open for inspection at the Registered Office of the Company at Pallipalayarn, Cauvery RS PO, Erode 638 007, Namakkal District, Tamilnadu, during office hours on all working days between 09.30 AM and 05.30 PM.

STATEMENT

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

SPECIAL BUSINESS

Item No.1

Re-appointment of Sri N Gopalaratnam as Wholetime Director, designated as Chairman

The current term of Sri N Gopalaratnam, as Chairman with executive powers will expire on March 31, 2023. The Board of Directors at their meeting held on January 28, 2023, approved the re-appointment of Sri N Gopalaratnam as a wholetime director of the Company, designated as Chairman, for a further period of three years from April 01, 2023, pursuant to Sections 196, 197, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Board of Directors at their meeting held on January 28, 2023, approved the remuneration package of Sri.N.Gopalaratnam as under, on the recommendations of the Nomination cum Remuneration Committee and the Audit Committee, subject to the approval of shareholders of the company:

I Remuneration

(a) Salary

₹ 8,00,000 (Rupees Eight lakhs only) per month.

(b) Performance Incentive

As may be determined by the Nomination-cum-Remuneration Committee / Board from time to time, subject to a maximum of 200% of the annual salary.

II Perquisites

Perquisites shall be as per the Rules of the Company and in any case will be restricted to an amount equal to annual salary.

Perquisites shall be valued in terms of the Income tax Rules and accordingly certain perquisites, essentially covering retirement benefits, viz., contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity not exceeding half a month salary for each completed year of service, leave encashment at the end of the tenure, etc., shall, however, be excluded in reckoning the said ceiling.

III General

In the event of loss or inadequacy of profits in any financial year, Sri N Gopalaratnam shall be entitled to such remuneration as may be determined by the Nomination and Remuneration Committee / the Board of Directors, which shall not, except with the approval of the members of the Company by passing a special resolution in the general meeting, exceed the limits prescribed under the Companies Act, 2013 and 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 N Gopalaratnam was last appointed as wholetime director, designated as Chairman for a period of three years from April 01, 2020, by the Members of the Company at the Sixtieth Annual General Meeting held on August 08, 2020.

Sri N Gopalaratnam first assumed office as Managing Director in April 1988 when the Company's operations and financial position were not healthy. His able leadership, commitment, vision and devotion brought back the Company to its good health.

Under his stewardship, the Company witnessed tremendous growth and has become one of the prime players in the Pulp and Paper Industry in India.

His achievements include:

- Successful completion of a major Expansion / Modernization programme in June 2000, costing nearly ₹ 190 crores, to increase the production capacity of the Unit : Erode from 60,000 tonnes per annum to 1,15,000 tonnes per annum, besides modernization of some of the existing facilities.
- Establishment of a 20 MW Captive Power Plant at a cost of ₹ 65 crores, to achieve economies in energy front and make the Company achieve substantial savings in energy costs, besides making it self-sufficient in Power. This Project was a 'Vision Project' of Sri N Gopalaratnam, especially when Tamilnadu State was facing unprecedented power shortage from the State Grid.
- Successful implementation of a major Mill Development Plan, during 2006-07, at a cost of ₹ 350 crores, to improve and sustain the environmental compliance performance of the Company in line with the Charter on Corporate Responsibility for Environmental Protection (CREP).

The Project envisaged total replacement of the existing Wood Pulping Equipment of the Mill which was more than 30 years old with a 350 tonnes per day used Pulp Mill from USA, equipped with advanced technological feature, like RDH Pulping, a new modern Chemical Recovery Boiler (in the place of existing two Chemical Recovery Boilers), a Black Liquor Evaporation Plant, a Lime Re-burning Kiln and a Turbo Alternator Set.

- Successful acquisition and quick turnaround of Subburaj Paper Mills in Tirunelveli capable of producing 90,000 tonnes of fine printing and writing papers in the year 2011. In a quick span of two years the Unit recorded more than 90% capacity utilisation of its then operating capacity of 60,000 tonnes per annum and achieved cash break-even.
- Successful completion of Phase I and II of the Project Mill Development Plan - II, in Unit : Erode, at a total cost of ₹ 125 crores.
- Successful completion of the Mill Expansion Plan in Unit: Tirunelveli at a cost of ₹ 75 crores.
- Successful completion of Mill Development Plan – III at Unit : Erode at a cost of ₹ 240.0 crores (incurred till date) which resulted in increase in Paper Capacity, increase in Pulp Capacity, Modernisation and upgradation of recovery boiler, diversification into Board Segment.
- The Company has now participated and emerged as the successful bidder in the e-auction held on 19.09.2022, for the Sale of M/s.Servalakshmi Paper Limited (In Liquidation) (Corporate Debtor), on a Going Concern basis. Applications filed challenging the e-auction, were heard by NCLT, Chennai bench and the Hon'ble Tribunal had reserved the matters for Orders.
- The Company is further evaluating investments for further augmentation of pulp and paper production in its Erode unit.

At this critical juncture, the continued leadership and services of Sri N Gopalaratnam are considered essential for sustained growth of the Company.

- Sri N Gopalaratnam pioneered in securing ISO 9001, ISO 14001, OHSAS 18001, Forest Stewardship Council Certification / accreditations to the Company. With sustained exports, the Company enjoys Two Star Export House status.
- Thanks to his continued vision and guidance, the Company had launched a programme in association with CII to convert the Company a Green Company. This resulted in the Company winning the recognition with "Tamil Nadu Pollution Control Board Green Award" for the year 2017 for the excellent contribution to Environment protection. (Golden award for green initiative from CII).

His flare for numbers, his untiring efforts to achieve cost reduction in all spheres, his ability in maintaining cordial relations with work force, etc., are well known. Above all, urge for innovation, foresee changes and quick adaptability to such changes, explore and experiment new things, either technical or otherwise are his virtues.

Sri N Gopalaratnam is 75 years of age and in sound physical condition. As required under Provision to Section 196(3)(a), approval of the Members, for the re-appointment of Sri.N.Gopalaratnam as wholetime director designated as Chairman, is sought through a Special Resolution. Sri N Gopalaratnam's appointment as Director of the Company is on the basis of his being liable to retire by rotation. He will continue to be the Director of the Company till his turn comes for retirement by rotation. He is eligible to seek re-election at the Annual General Meeting in which he retires by rotation.

The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013.

The Board of Directors will also be at liberty to alter, vary and revise the remuneration, 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 Postal Ballot through the remote electronic voting system accordingly, the subject is placed before the Members for their approval under item No. 1 in the Notice.

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@spbltd.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

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

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

Item No.2

Re-appointment of Sri K S Kasi Viswanathan as Managing Director

The current term of Sri K S Kasi Viswanathan, as Managing Director expires on March 31, 2023. The Board of Directors at their meeting held on January 28, 2023, re-appointed Sri.K.S.Kasi Viswanathan, as Managing Director of the Company for a further period of three years from April 01, 2023, pursuant to Sections 196, 197, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Board of Directors at their meeting held on January 28, 2023, approved the remuneration package, on the recommendations of the Nomination cum Remuneration Committee and the Audit Committee, as under, subject to the approval of Members in General Meeting:

I Remuneration

(a) Salary

₹ 7,35,000 (Rupees Seven lakhs thirty five thousand only) per month.

(b) Performance Incentive

As may be determined by the Nomination-cum-Remuneration Committee / Board from time to time, subject to a maximum of 200% of the annual salary.

II Perquisites

Perquisites shall be as per the Rules of the Company and in any case will be restricted to an amount equal to annual salary.

Perquisites shall be valued in terms of the Income tax Rules and accordingly certain perquisites, essentially covering retirement benefits, viz., contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity not exceeding half a month salary for each completed year of service, leave encashment at the end of the tenure, etc., shall, however, be excluded in reckoning the said ceiling.

III General

In the event of loss or inadequacy of profits in any financial year, Sri K S Kasi Viswanathan shall be entitled to such remuneration as may be determined by the Nomination cum Remuneration Committee / the Board of Directors which shall not except with the approval of the members of the Company by passing a special resolution in the general meeting.

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 K S Kasi Viswanathan was last appointed as Managing Director for a period of three years from April 01, 2020 and the said appointment was approved by the Members of the Company at the Sixtieth Annual General Meeting held on August 08, 2020.

Sri K S Kasi Viswanathan is a Chemical Engineer (B Tech. from the Regional Engineering College, Trichy) and MMS from University of Madras. Sri K S Kasi Viswanathan has, to his credit, nearly 46 years of industrial experience, majority of which has been spent in ESVIN-SPB Group companies. He has gained considerable exposure in management of integrated paper mills, besides Project Implementation. He is largely responsible for the efficient operations of the Mill, as well as for the successful implementation of the various Expansion / Modernisation and Mill Development Projects undertaken from the year 2000 onwards.

In the year 2011, the Company acquired M/s Subburaj Paper Mills in Tirunelveli capable of producing 90,000 tonnes of fine printing and writing papers. In a quick span of two years the Unit has recorded more than 90% capacity utilisation of its then operating capacity of 60,000 tonnes per annum and achieved cash break-even. With subsequent capital additions, the operating capacity has been taken up quickly to the full installed capacity of 90,000 tonnes per annum.

Sri K S Kasi Viswanathan played a leadership role in converting the above sick and closed mill into an operational mill at a quick span of two years and also making it achieve a capacity utilisation of more than 90% of its installed operational capacity.

He could achieve this by identification of the inadequacies in the existing facilities. His role in bringing together all productive forces at the mill site, establish good relations with the community nearby, ensure proper approvals are in place for un-interrupted operations of the mill are commendable. He also played leadership role in successful completion of Mill Development Plan - II at Unit: Erode at a cost of ₹ 125 crores, a Mill Expansion Plan at Unit: Tirunelveli at a cost of ₹ 75 crores and Mill Development Plan – III at Unit : Erode at a cost of Rs 240.0 crores (incurred till date).

The Company has now participated and emerged as the successful bidder in the e-auction held on 19.09.2022, for the Sale of M/s.Servalakshmi Paper Limited (In Liquidation) (Corporate Debtor), on a Going Concern basis. Applications filed, challenging the e-auction, were heard by NCLT, Chennai bench and the Hon'ble Tribunal had reserved the matters for Orders. The Company is further evaluating investments for further augmentation of pulp and paper production in its Erode unit.

At this critical juncture, the continued leadership and services of Sri K S Kasi Viswanathan are considered essential for sustained growth of the Company. Sri K S Kasi Viswanathan is 72 years of age and is in good physical condition. As required under Provision to Section 196(3)(a), approval of the Members, for the re-appointment of Sri K S Kasi Viswanathan as Managing Director, is sought through a Special Resolution.

Sri K S Kasi Viswanathan's appointment as Director on the Board of the Company was on the basis of his being not liable to retire by rotation, as long as he is the Managing Director of the Company.

The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013. The Board of Directors will also be at liberty to alter, vary and revise the remuneration 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 Postal Ballot through the remote electronic voting system accordingly, the subject is placed before the Members for their approval under item No. 2 in the Notice.

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@spbltd.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

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

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

B.S.Raj Kiran
Company Secretary
ACS Membership No. F9482

Place: Chennai
Date : January 28, 2023

ANNEXURE

Details of 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.

SRI N GOPALARATNAM:

Director Identification Number	:	00001945
Date of Birth & Age	:	15 04 1947 (75 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 2020 as Chairman
Qualification	:	B.Sc., BE (Mech.)
Expertise in specific functional areas	:	Mechanical Engineer with more than 52 years of Specialisation in design, operation and Management of Pulp and Paper Industry
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	:	5 (100%) - Upto 28.01.2023
Resignation of directorships from listed entities during the past 3 years	:	Nil
Last drawn remuneration	:	Rs 234 lakhs for FY 2021-22
Directorship in other Companies	:	- Ponni Sugars (Erode) Limited - High Energy Batteries (India) Limited - Esvi International (Engineers & Exporters) Limited - Time Square Investments Private Limited
Committee / executive positions held in other Companies	:	Ponni Sugars (Erode) Limited - Stakeholders Relationship Committee - Chairman - Nomination and Remuneration Committee - Member High Energy Batteries (India) Limited - Stakeholders Relationship Committee - Chairman

SRI K S KASI VISWANATHAN:

Director Identification Number	:	00003584
Date of Birth & Age	:	28 03 1951 (72 years)
Date of Appointment	:	29 01 2005 as Director (Operation) 01 04 2008 as Deputy Managing Director 01 04 2014 as Managing Director 01 04 2020 as Managing Director
Qualification	:	B. Tech., MMS
Expertise in specific functional areas	:	He is a Chemical Engineer (B Tech. from the Regional Engineering College, Trichy and MMS from University of Madras). He has to his credit nearly 41 years of Industrial experience, majority of which has been with the SPB Group Companies. He has gained excellent exposure in management of integrated paper mills, besides Project Implementation. He is largely responsible for the efficient operations of the Mill. He is in charge of production operations, Project Implementation and Human Resources Development. He reports to the Chairman.
Number of shares held in the Equity Capital of the Company	:	2910 (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	:	5 (100%)
Resignation of directorships from listed entities during the past 3 years	:	Nil
Last drawn remuneration	:	Rs 211 lakhs for FY 2021-22
Directorship in other Companies	:	Dhanashree Investments Private Limited
Committee / executive positions held in other Companies	:	Nil

Voting Process and Instructions:

(A) Remote e-Voting (Voting through electronic means)

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 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 February 12, 2023 (9:00 AM) and ends on March 13, 2023 (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 February 3, 2023, 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>A. NSDL IDeAS Facility</p> <p>If you are already registered for the NSDL IDeAS facility:</p> <ol style="list-style-type: none">1. Please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile.2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="632 327 1441 651">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 use your existing my easi username & password. <li data-bbox="632 685 1441 1099">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. 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. <li data-bbox="632 1133 1441 1290">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. <li data-bbox="632 1323 1441 1738">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 Provider

Type of shareholders	Login Method
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. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Type of shareholders	Help Desk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No. 18001020990 and 1800224430.
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. 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.
5. 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 123374 then user ID is 123374001***

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'?

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'.

7. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on
 - i. "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
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 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 123374.
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.co.in. 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 "e-Voting" 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.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in, or contact Ms.Sarita Mote, Assistant Manager, National Securities Depository Ltd., at

designated email IDs: evoting@nsdl.co.in to get your grievances on e-voting addressed.

4. The cut-off date for the purpose of e-Voting has been fixed as February 3, 2023. 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. February 3, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in 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. 1800 1020 990 and 1800 22 44 30 .

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. February 3, 2023, may follow steps mentioned in the voting process and instructions of this Postal Ballot Notice.