

NOTICE

Notice is hereby given that the 61st Annual General Meeting (AGM) of the Company will be held on Saturday, the 24th July 2021 at 11.00 AM (IST) through Video Conferencing (VC) to transact the following business:

ORDINARY BUSINESS

1 Adoption of Accounts, etc.

To consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon.

2 Declaration of Dividend

To declare a dividend on Equity Shares.

3 Re-appointment of retiring Director

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

“RESOLVED that Sri V Pichai, Deputy Managing Director & Secretary (DIN: 00263934), who retires by rotation, be and is hereby re-appointed as Deputy Managing Director & Secretary of the Company, liable to retire by rotation”.

SPECIAL BUSINESS

4 Appointment of Sri Hans Raj Verma, IAS as a Nominee Director, not liable to retire by rotation:

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an ORDINARY RESOLUTION :

“RESOLVED that Sri Hans Raj Verma, IAS (DIN: 00130877), who was nominated by Tamilnadu Industrial Investment Corporation Limited (TIIC) and thereupon

appointed by the Board of Directors as an Additional Director of the Company with effect from June 15, 2021, pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as a Nominee Director of the Company, not liable to retire by rotation”.

5. Remuneration to Cost Auditor

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an ORDINARY RESOLUTION :

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2021-22, be paid the remuneration as set out in the Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take 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

(V PICHAI)
Deputy Managing Director & Secretary

Erode
June 15, 2021

Notes :

1 AGM thro' Video Conference (VC)

Pursuant to the General Circular Nos. 20/2020, 14/2020, 17/2020 and 02/2021 issued by the Ministry of Corporate Affairs (MCA) and Circular numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold AGM through Video Conferencing (VC), without the physical presence of members at a common venue. In view of the surge in second wave of the pandemic Covid-19 and in compliance with the Circulars, the AGM of the Members of the Company is being held through VC. The registered office of the Company shall be deemed to be the venue for the AGM.

2 Proxy

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

However, Body Corporates who are Members of the Company, are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-Voting.

3 Quorum

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

4 Register of Directors

The Register of Directors and Key Managerial Personnel and their shareholding, as maintained

under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection electronically, without payment of any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. July 24, 2021. Members, seeking to inspect such documents, can send an email to investor@spbld.com.

5 Particulars of Directors

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

6 Book Closure

The Register of Members and the Share Transfer Books will be closed from Thursday, the July 15, 2021 to Saturday, the July 24, 2021 (both days inclusive).

7 Record Date

The Record Date, for the purpose of determining the entitlement of Members to the Dividend declared for the Financial Year 2020-21, will be July 14, 2021.

8 Dividend

The Board of Directors, at their meeting held on May 08, 2021, has recommended payment of Dividend of ` 2.50 per Equity Share of face value of ` 2 each, for the financial year 2020-21.

On declaration of the Dividend as above, at the AGM, the same will be paid on Monday, the July 26, 2021, electronically to those Members who have updated their bank account details with their DP or with the Company / RTA. The payment of such Dividend is subject to deduction of tax at source.

For Members who have not updated their bank account details, dividend warrants / demand drafts will be sent to their registered addresses once

the postal facility is available, for delivery to the concerned address. To avoid delay in receiving the Dividend, Members are requested to update their KYC with their Depository Participants (DP) or with the Company / RTA to receive the Dividend directly into their bank account on the payout date.

9 Tax deduction at source

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

10 Form 15G / 15H

Declaration in Form No. 15G (applicable to any person other than a Company or a firm)/ Form No. 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions to claim exemption from deduction of tax at source should be sent to the RTA on or before July 14, 2021. Please download Form 15G / 15H from the Income Tax website www.incometaxindia.gov.in.

11 Unclaimed Dividend

Unclaimed Dividend for over 7 years and the underlying shares thereof will be transferred to the Investor Education and Protection Fund. Members may refer to Page 73 of the Annual Report and lodge their claim, if any, immediately with RTA / Investor Education and Protection Fund. For any assistance required, the Member may write to the Company or its RTA.

- 12** In compliance with the above mentioned MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for 2020-21 is sent only through electronic mode, to those Members whose e-mail addresses are registered with their Depository Participants or with the RTA.

Members may note that the Notice and Annual Report for 2020-21 will also be available on the Company's website www.spbltd.com, websites of the Stock

Exchanges viz., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL, <https://www.evoting.nsdl.com>.

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

13 Voting facilities

(a) Remote e-Voting

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

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

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

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

Members who need assistance before or during the AGM in the use of technology, can send a request to 'evoting@nsdl.com' or use Toll-free Nos. 1800 1020 990 & 1800 22 44 30 or Contact Ms. Sarita Mote, Assistant Manager, NSDL at the designated e-mail ID: 'SaritaM@nsdl.co.in'.

14 Permanent Account Number

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

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Participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

15 Route Map

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

16 Nomination Facility

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

17 The Scrutiniser will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorised by the Chairman after the completion of the scrutiny of the e-Voting (vote cast during the AGM and vote cast through Remote e-Voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutiniser's Report shall be communicated to the Stock Exchanges, NSDL and RTA and will also be displayed on the Company's website, www.spbltd.com.

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

(V PICHAI)
Deputy Managing Director & Secretary

Erode
June 15, 2021

STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 17(1A) of the Listing Regulations and forming part of the notice)

Item No. 3

Re-appointment of retiring director

Sri V Pichai (DIN: 00263934), aged 73 years, was last appointed as Deputy Managing Director & Secretary of the Company, for a period of three years from April 1, 2020. His appointment and the remuneration and other terms and conditions of his appointment were approved by the Shareholders of the Company, by a Special Resolution, in their Annual General Meeting held on August 08, 2020.

Sri V Pichai retires by rotation in the 61st Annual General Meeting of the Company pursuant to Section 152(6)(c)/(d) of the Companies Act, 2013 and being eligible, offers himself for re-appointment. On such re-appointment, he will continue to hold the post as Deputy Managing Director & Secretary of the Company until March 31, 2023.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, from April 1, 2019 requires Special Resolution to be passed for the appointment of a person or his continuance in the directorship of a Company if he has attained the age of 75 years. Since Sri V Pichai would be attaining the age of 75 years during the proposed tenure, it is proposed to pass a Special Resolution for the current re-appointment. The terms and conditions governing his current re-appointment are same as the terms approved by Shareholders in their meeting, on August 08, 2020.

Sri V Pichai is quite active and alert and is presently the Deputy Managing Director & Secretary of the Company. In the opinion of the Board, he is suitable for being continued as a Director of the Company despite attaining the age of 75 years during the tenure of his

office. The Board accordingly recommends his re-appointment by Special Resolution for the consideration of Shareholders. Particulars required under Regulation 36(3) of the Listing Regulations are given in Appendix-A that forms part of this Notice.

Sri V Pichai, is concerned and interested in his appointment and none of the other Directors/ Key Managerial Personnel of the Company and their relatives are concerned or interested in the said appointment, except to the extent of their shareholding in the Company. It is declared with reference to the proviso to Section 102(2) of the Companies Act, 2013 that the proposed Resolution does not have any bearing with the business of any other Company.

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

Item No. 4

Appointment of Nominee Director, not liable to retire by rotation

Consequent to nomination received from The Tamilnadu Industrial Investment Corporation Limited (TIIC), Sri Hans Raj Verma, IAS, was appointed as an Additional Director by the Board of Directors, in the place of Tmt. Sigy Thomas Vaidhyan, IAS, by a Circular Resolution, on June 15, 2021. He retires from the position of additional director in the present AGM and, being eligible, seeks election as 'Nominee Director, not liable to retire by rotation'.

Notice as required under Section 160 of the Companies Act, 2013, has been received by the Company from a Member proposing the appointment of Sri Hans Raj Verma, IAS, as a Nominee Director of the Company, not liable to retire by rotation.

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TIIC, a Government of Tamil Nadu Undertaking, is the single largest shareholder of our Company, holding 14.27% of the Equity Share Capital of the Company. TIIC had always held the right, vide the earlier Articles of Association, to appoint a Nominee Director not liable to retire by rotation, in the Board of our Company. In line with the provisions of Companies Act, 2013 and the present Articles of Association of the Company, approval of the Shareholders is sought herewith, for appointment of Sri Hans Raj Verma, IAS, who has been nominated by TIIC, as a Nominee Director not liable to retire by rotation.

Sri Hans Raj Verma, IAS, has filed with the Company his consent under Section 152 of the Companies Act, 2013, to act as a Director, if appointed. This may be treated as notice under Section 160 of the Companies Act, 2013.

A copy of the Resolution of the 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.

Sri Hans Raj Verma, IAS, is concerned and interested in his appointment and none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested in the said appointment, except to the extent of their shareholding in the Company. It is declared with reference to the proviso to Section 102(2) of the Companies Act, 2013 that the proposed Resolution does not have any bearing with the business of any other Company.

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

Item No. 5

Remuneration to Cost Auditor

The Company is engaged in the manufacture of paper and paper boards at its unit at Erode and Tirunelveli. It has been maintaining cost

accounting records and getting them audited under the provisions of the Companies Act, 2013.

While the remuneration for the audit of cost records is determined by the Board of Directors on the recommendations of Audit Committee, it will have to be ratified by the Members at the following General Meeting. The approval of Central Government is no longer required under the new Law.

Pursuant to the above, the Board of Directors have appointed M/s S Mahadevan & Co., Cost Accountants (Firm Registration No. 000007) for the audit of cost records of the Company for the financial year 2021-22 and determined the remuneration at ` 3 00 000/- (Rupees three lakhs only), in addition to Goods and Service Tax, if any, reimbursement of actual expenses incurred in connection with the Audit, based on the recommendations of the Audit Committee. It is now placed for the approval of the Members in accordance with Section 148(3) of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

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

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

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

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

(V PICHAJ)
Deputy Managing Director & Secretary

Erode
June 15, 2021

Appointment / Re-appointment of a Director :

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

SRI V PICHAI:

Director Identification Number	:	00263934
Date of Birth & Age	:	12 09 1947 (73 years)
Date of Appointment	:	29 01 2005 as a Director (Finance) & Secretary 01 04 2014 as Deputy Managing Director & Secretary 01 04 2020 as Deputy Managing Director & Secretary
Qualification	:	B.Com., ACA, ACS, CAIIB
Expertise in specific functional areas	:	He is a Chartered Accountant and a Company Secretary. His qualification is B.Com., ACA, ACS and CAIIB. He has to his credit nearly 49 years of experience. After a short stint of 7 years in a Nationalised Bank, he joined the Company in 1980. He has completed over 41 years of service in the Company. He has managed admirably various functional area of the Company. Viz., Accounts, Finance, Legal, Taxation, Secretarial, etc, He is in charge of the Finance, Accounts, Taxation, Legal and Secretarial functions of the Company. He reports to the Chairman.
Number of shares held in the Equity Capital of the Company	:	42695 (of Face Value ` 2 each)
Relationship with other Directors	:	He is not related to any other Director
Directorship in other Companies	:	Dhanashree Investments Private Limited Time Square Investments Private Limited Ultra Investments and Leasing Company Private Limited
Committee / executive positions held in other companies	:	Nil

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SRI HANS RAJ VERMA, IAS:

Director Identification Number	: 00130877
Date of Birth and age	: 30 05 1964 (57 years)
Date of Appointment	: 15 06 2021
Qualification	: IAS
Expertise in specific functional areas:	: Additional Chief Secretary / Chairman and Managing Director, The Tamilnadu Industrial Investment Corporation Limited. (Government Undertaking)
Number of shares held in the Equity Capital of the Company	: Nil
Relationship with other Directors	: He is not related to any other Director
Directorship in other Companies	: Tamil Nadu Industrial Investment Corporation Limited (TIIC).
Committee / executive positions held in other Companies	: Nil

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

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

I For Resident Shareholders :

Pursuant to the changes introduced by the Finance Act 2020, with effect from April 01, 2020, the Company would be required to

withhold taxes at the prescribed rates on the dividend paid to its Shareholders. The withholding tax rate would vary depending on the residential status of the Shareholder and the documents submitted by them and accepted by the Company. Accordingly, the above referred Dividend will be paid after deducting the tax at source as follows:

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

* Notwithstanding the above, tax would not be deducted on payment of dividend to resident Individual shareholder, if total dividend to be paid in Financial Year 2021-22 does not exceed ` 5,000/-.

* Shareholders are requested to ensure Aadhar number is linked with PAN, as per the timelines prescribed. In case of failure of linking Aadhar with PAN within the prescribed timelines, PAN shall be considered inoperative and, in such scenario, tax shall be deducted at higher rate of 20%.

II Non-Resident Shareholder:

Particulars	Applicable Rate**	Document Required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess) (or) rate provided in relevant DTAA read with MLI whichever is more beneficial	In order to apply the Tax Treaty rate, following documents would be required: 1. Copy of the PAN Card allotted by the Indian Income Tax authorities duly attested by the shareholder or details as prescribed under rule 37BC of Income Tax Rules, 1962 2. Copy of Tax Residency Certificate for the FY 2021 - 2022 obtained from the revenue/ tax authorities of the country of tax residence, duly attested by the shareholder 3. Self - declaration in Form 10 F
Other Non-resident Shareholders	20% (plus applicable surcharge and cess) (or) Tax Treaty Rate** (whichever is lower)	4. Self-declaration by the shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty. 5. Self - declaration of beneficial ownership by the non-resident shareholder 6. Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholder
Submitting Order under Section 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower / NIL withholding tax certificates obtained from tax authority.

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

III TDS to be deducted at higher rate in case of non-filers of Return of Income:

The Finance Act, 2021, has inter alia inserted the provisions of Section 206AB of the Act with effect from July 01, 2021. The provisions of Section 206AB of the Act require the deductor to deduct tax at higher of the following rates from amounts paid / credited to 'specified person':

- a. At twice the rate specified in the relevant provision of the Act; (or)
- b. At twice the rate or rates in force; (or)
- c. At the rate of 5%

The 'specified person' means a person who has :

- a) Not filed return of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under Section 139(1) has expired.
- b) Subjected to tax deduction / collection at source in aggregate amounting to Rs 50,000 or more in each of such two immediate previous years.

The non-resident, who does not have the permanent establishment in India, is excluded from the scope of a specified person.

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

The aforesaid documents, as applicable, should be sent by email to

kalyan@integratedindia.in on or before on July 14, 2021, to enable the Company to determine the appropriate TDS / withholding tax rate applicable.

No communication on the tax determination/ deduction received post July 14, 2021 shall be considered for payment of Dividend.

If the tax on said Dividend is deducted at a higher rate, in absence of receipt of or satisfactory completeness of the afore-mentioned details / documents by July 14, 2021, the Shareholder may claim an appropriate refund in the return of income filed with their respective Tax Authorities.

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

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

We request your cooperation in this regard.

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

Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

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

Voting Process and Instructions

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

- I In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is pleased to provide Members facility to exercise their right to vote at the 61st Annual General Meeting (AGM) by electronic means. The facility of casting votes by a Member using an electronic voting system from a place other than the venue of the AGM (remote e-Voting) will be provided by National Securities Depository Limited (NSDL) and the items of business as detailed in this Notice may be transacted through remote e-Voting.
- II A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date of July 17, 2021 only shall be entitled to avail the facility of Remote e-Voting.
- III The Members who have cast their votes through Remote e-Voting prior to the AGM may also attend / participate in the AGM through VC, but shall not be entitled to cast their vote again.
- IV The Remote e-voting period commences on July 21, 2021 (9:00 AM) and ends on July 23, 2021 (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 July 17, 2021, may cast their vote electronically. The Remote e-Voting module shall be disabled by NSDL for voting thereafter.
- V The voting rights of Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on the cut-off date of July 17, 2021.
- VI The details of the process and manner for e-voting and voting during AGM are explained below :
 Step 1 : Access to the NSDL e-voting system
 Step 2 : Cast your vote electronically on NSDL e-voting system

Step 1 : Access to the NSDL e-voting system

A) Login method for e-voting and joining virtual meeting / voting during the meeting for individual shareholders holding securities in demat mode :

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	A. NSDL IDeAS Facility : If you are already registered for the NSDL IDeAS facility: 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. 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 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 (or) joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS facility: 1. The option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Upon successful registration, please follow steps given in points 1 - 5 above. B. E-voting website of NSDL 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 (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL. (Contd.)	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 or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on "New System Myeasi". - After successful login of Easi / Easiest, the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider ("ESP") i.e. NSDL portal. Click on NSDL to cast your vote. - If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) logging through their depository participants	- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. - 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. - 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 or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk 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.: 1800 1020 990 and 1800 22 44 30.

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Login type	Helpdesk details
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 022- 23058738 or 022-23058542-43.

B) Login method for e-voting and joining virtual meeting/voting method during the meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

- 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.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.
- A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.
- 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 116008 then user ID is 116008001***

- Password details for shareholders other than Individual shareholders are given below:

 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - 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

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mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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 and join general meeting on NSDL e-voting system.

1. After successful logging at Step 1, you will be able to see the "EVEN" of all Companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Seshasayee Paper and Boards Limited, which is 116008.
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.

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Process for procuring user id and password for e-voting for those shareholders whose email ids are not registered with the depositories / Company:

Members holding shares in dematerialised form and whose e-mail IDs are not registered with the Company / Depository Participants, as well as for Members holding shares in physical form may follow the process detailed below for registration of e-mail ID to obtain user ID / Password for e-Voting and updation of Bank account mandate for receipt of Dividend :

Type of holder	Process to be followed	
	Registering Email address	Updating Bank account details
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.	Send a request to the RTA of the Company, Integrated Registry Management Services Pvt. Ltd at kalyan@integratedindia.in providing Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for updating bank account details. The following additional details need to be provided in case of updating bank account details : ◇ Name and address of the branch of the Bank in which you wish to receive the dividend. ◇ Bank account type. ◇ Bank account number allotted by their Banks after implementation of core banking solutions. ◇ 9 digit MICR Code Number. ◇ 11 digit IFSC. ◇ a scanned copy of the cancelled cheque leaf bearing the name of the first Member.
Demat	Please contact your DP and register your e-mail address and Bank account details in your demat account, as per the process advised by your DP.	

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

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

not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

AGM shall be the same person mentioned for Remote e-voting.

5. The Chairman will fix the time for voting at the meeting

Instructions for members for attending the AGM through VC are as under :

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against the Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the Remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through Laptop connecting via Mobile Hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members can join the AGM in the VC mode 15 minutes before and after the scheduled

time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.

6. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
7. Shareholders who would like to express their views / ask questions during the meeting, may register themselves as a speaker by sending their request mentioning their name, demat account number / folio number, email id, mobile number at investors@spbltd.com on or before 05.00 PM IST on Monday, 19th July 2021. Members, who register themselves as speaker Shareholders would receive a separate link from the Company, thro' which they may join and raise questions during the AGM, as and when allowed by the moderator for the meeting. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
8. Shareholders may also send their questions in advance mentioning their name demat account number / folio number, email id, mobile number at investors@spbltd.com, on or before 05.00 PM IST on Monday, the 19th July 2021. The same will be replied by the Company suitably.

General instructions :

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bkksoffice@gmail.com with a copy marked to evoting@nsdl.co.in.
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 nos. 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 or SaritaM@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 July 17, 2021. Members holding shares as on this cut-off date should endeavour to cast their vote in any one of the two modes.
5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date, 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 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
6. Sri B Kalyanasundaram, Practicing Company Secretary (Membership No.672) has been appointed as the Scrutiniser.
7. The Scrutiniser will after the conclusion of voting at the AGM:
 - (i) First count the votes cast at the meeting thro e-Voting.
 - (ii) Then unblock the votes cast through Remote e-Voting
 - (iii) All the above will be done in the presence of two witnesses not in the employment of the Company.
 - (iv) Make a consolidated Scrutiniser's Report (integrating the votes cast at the meeting and through Remote e-Voting) of the total votes cast in favour or against, if any, to the Chairman.
 - (v) The Scrutiniser's Report as above would be made soon after the conclusion of

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

8. Voting Results:

- (i) The Chairman or a person authorised by him in writing shall declare the result of the voting based on the Scrutiniser's Report.
- (ii) The results declared along with the

Scrutiniser's Report will be placed on the Company's website www.spbltd.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared and also communicated to NSE and BSE.

- (iii) Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of AGM.