



# Seshasayee Paper and Boards Limited

Regd Office & Works : Pallipalayam, Namakkal District,  
Erode - 638 007, Tamilnadu, India, Ph : 91 - 4288 - 240221 to 240228  
Fax: 91 - 4288 - 240229 email : edoff@spbltd.com Web : www.spbltd.com  
CIN : L21012TZ1960PLC000364

Ref: SH/ S-6/ 370

2022 07 23

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

**Stock Code: SESHAPAPER**

BSE Limited  
Floor 25  
P J Towers  
Dalal Street  
Mumbai 400 001

**Stock Code : 502450**

Dear Sir,

**Sub: Disclosure of Voting Result of the 62<sup>nd</sup> Annual General Meeting of Seshasayee Paper and Boards Limited held on July 23, 2022, as per the requirement of Regulation 44 (3) of Listing Regulations.**

The Company offered the following voting facilities for all the Seven (7) Resolutions proposed in the 62<sup>nd</sup> Annual General Meeting held on July 23, 2022.

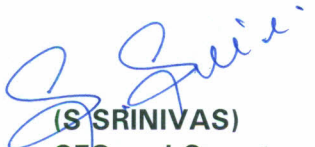
- Remote e-Voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule 2014.
- e-Voting at the venue of AGM pursuant to MCA Circular dated 13 01 2021 and Rule 20(4) (iii) (B) of the Companies (Management and Administration) Rule 2014.

The details of voting results of the 62<sup>nd</sup> Annual General Meeting of the Company held on July 23, 2022 are enclosed (Annexure-I) in the format prescribed under Regulation 44(3) of Listing Regulation read with SEBI Circular dated November 04, 2015.

Thanking you,

Yours faithfully

**For Seshasayee Paper and Boards Limited**

  
(S SRINIVAS)  
CFO and Secretary

Encl: as above

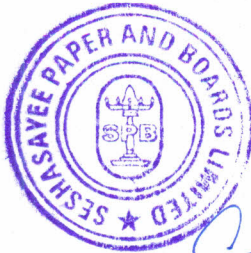




**SESHASAYEE PAPER AND BOARDS LIMITED  
ERODE**

**Details of 62<sup>nd</sup> Annual General Meeting**

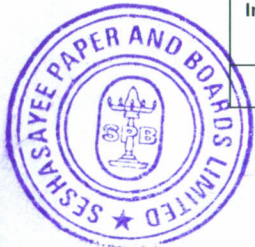
| SI No. | Particulars                                                                   | Details        |
|--------|-------------------------------------------------------------------------------|----------------|
| 1      | Date of AGM                                                                   | 23 07 2022     |
| 2      | Total No. of Shareholders on cut-off dated (i.e July 16, 2022)                | 18 919         |
| 3      | No. of Shareholders present in the Meeting either in person or through proxy: |                |
|        | (i) Promoter and Promoter Group                                               | Not Applicable |
|        | (ii) Public                                                                   | Not Applicable |
| 4      | No. of Shareholders attended the Meeting through Video Conferencing:          |                |
|        | (i) Promoter and Promoter Group                                               | 10             |
|        | (ii) Public                                                                   | 188            |
|        | <b>Total</b>                                                                  |                |



*G. Srinivasan*

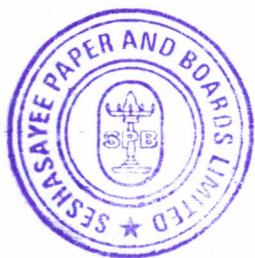
|                                                                                |           |
|--------------------------------------------------------------------------------|-----------|
| Date of AGM                                                                    | 23-Jul-22 |
| Total No. of Shareholders on cut-off dated (i.e July 16, 2022)                 | 18,918    |
| No. of Shareholders present in the meeting either in person or through proxy : |           |
| (i) Promoters and Promoter Group                                               | NA        |
| (ii) Public                                                                    | NA        |
| No. of Shareholders attended the meeting through Video Conferencing :          |           |
| (i) Promoters and Promoter Group                                               | 10        |
| (ii) Public                                                                    | 188       |

| Resolution required : (Ordinary / Special)                                    |                               |                    | Ordinary Resolution - Adoption of Audited Financial Statements (Including the Consolidated Financial Statements) of the Company for the year ended March 31, 2022 and Report of the Board of Directors and Auditors thereon. |                                         |                          |                        |                                      |                                    |
|-------------------------------------------------------------------------------|-------------------------------|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter / Promoter Group are interested in the agenda / resolution ? |                               |                    | No                                                                                                                                                                                                                           |                                         |                          |                        |                                      |                                    |
| Category                                                                      | Mode of Voting                | No. of Shares held | No. of Votes Polled                                                                                                                                                                                                          | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                               |                               | (1)                | (2)                                                                                                                                                                                                                          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group                                                   | E-Voting                      | 26979504           | 26979504                                                                                                                                                                                                                     | 100.000                                 | 26979504                 | 0                      | 100.000                              | 0.000                              |
|                                                                               | Poll                          | 26979504           | 0                                                                                                                                                                                                                            | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 26979504           | 0                                                                                                                                                                                                                            | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
| Public - Institutions                                                         | E-Voting                      | 16090139           | 355135                                                                                                                                                                                                                       | 2.207                                   | 355135                   | 0                      | 100.000                              | 0.000                              |
|                                                                               | Poll                          | 16090139           | 0                                                                                                                                                                                                                            | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 16090139           | 0                                                                                                                                                                                                                            | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
| Public - Non Institutions                                                     | E-Voting                      | 19998497           | 4670986                                                                                                                                                                                                                      | 23.357                                  | 4669934                  | 1052                   | 99.977                               | 0.023                              |
|                                                                               | Poll                          | 19998497           | 0                                                                                                                                                                                                                            | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 19998497           | 0                                                                                                                                                                                                                            | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
| Total                                                                         |                               | 63068140           | 32005625                                                                                                                                                                                                                     | 50.7477                                 | 32004573                 | 1052.00                | 99.9967                              | 0.0033                             |



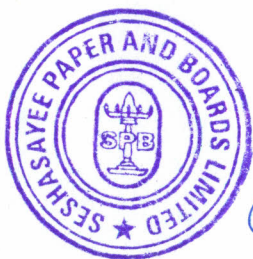
*g gair*

| Resolution required : (Ordinary / Special)                                    |                               |                    | Ordinary Resolution - Declaration of Dividend. |                                                                  |                          |                        |                                                               |                                                             |
|-------------------------------------------------------------------------------|-------------------------------|--------------------|------------------------------------------------|------------------------------------------------------------------|--------------------------|------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Whether Promoter / Promoter Group are interested in the agenda / resolution ? |                               |                    | No                                             |                                                                  |                          |                        |                                                               |                                                             |
| Category                                                                      | Mode of Voting                | No. of Shares held | No. of Votes Polled                            | % of Votes Polled on outstanding shares<br><br>(3)=[(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br><br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br><br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group                                                   | E-Voting                      | 26979504           | 26979504                                       | 100.000                                                          | 26979504                 | 0                      | 100.000                                                       | 0.000                                                       |
|                                                                               | Poll                          | 26979504           | 0                                              | 0.000                                                            | 0                        | 0                      | 0.000                                                         | 0.000                                                       |
|                                                                               | Postal Ballot (if applicable) | 26979504           | 0                                              | 0.000                                                            | 0                        | 0                      | 0.000                                                         | 0.000                                                       |
| Public - Institutions                                                         | E-Voting                      | 16090139           | 371794                                         | 2.311                                                            | 371794                   | 0                      | 100.000                                                       | 0.000                                                       |
|                                                                               | Poll                          | 16090139           | 0                                              | 0.000                                                            | 0                        | 0                      | 0.000                                                         | 0.000                                                       |
|                                                                               | Postal Ballot (if applicable) | 16090139           | 0                                              | 0.000                                                            | 0                        | 0                      | 0.000                                                         | 0.000                                                       |
| Public - Non Institutions                                                     | E-Voting                      | 19998497           | 4670986                                        | 23.357                                                           | 4669934                  | 1052                   | 99.977                                                        | 0.023                                                       |
|                                                                               | Poll                          | 19998497           | 0                                              | 0.000                                                            | 0                        | 0                      | 0.000                                                         | 0.000                                                       |
|                                                                               | Postal Ballot (if applicable) | 19998497           | 0                                              | 0.000                                                            | 0                        | 0                      | 0.000                                                         | 0.000                                                       |
| Total                                                                         |                               | 63068140           | 32022284                                       | 50.774                                                           | 32021232                 | 1052                   | 99.998                                                        | 0.002                                                       |



*G. G. Srinivas*

| Resolution required : (Ordinary / Special)                                    |                               |                    | Special Resolution - Re-appointment of Retiring Director Sri N Gopalaratnam, Chairman |                                                                  |                          |                        |                                                               |                                                             |
|-------------------------------------------------------------------------------|-------------------------------|--------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------------|--------------------------|------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Whether Promoter / Promoter Group are interested in the agenda / resolution ? |                               |                    | Yes                                                                                   |                                                                  |                          |                        |                                                               |                                                             |
| Category                                                                      | Mode of Voting                | No. of Shares held | No. of Votes Polled                                                                   | % of Votes Polled on outstanding shares<br><br>(3)=[(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br><br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br><br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group                                                   | E-Voting                      | 26979504           | 26979504                                                                              | 100.000                                                          | 26979504                 | 0                      | 100.000                                                       | 0.000                                                       |
|                                                                               | Poll                          | 26979504           | 0                                                                                     | 0.000                                                            | 0                        | 0                      | 0.000                                                         | 0.000                                                       |
|                                                                               | Postal Ballot (if applicable) | 26979504           | 0                                                                                     | 0.000                                                            | 0                        | 0                      | 0.000                                                         | 0.000                                                       |
| Public - Institutions                                                         | E-Voting                      | 16090139           | 371794                                                                                | 2.311                                                            | 353150                   | 18644                  | 94.985                                                        | 5.015                                                       |
|                                                                               | Poll                          | 16090139           | 0                                                                                     | 0.000                                                            | 0                        | 0                      | 0.000                                                         | 0.000                                                       |
|                                                                               | Postal Ballot (if applicable) | 16090139           | 0                                                                                     | 0.000                                                            | 0                        | 0                      | 0.000                                                         | 0.000                                                       |
| Public - Non Institutions                                                     | E-Voting                      | 19998497           | 4670986                                                                               | 23.357                                                           | 4669924                  | 1062                   | 99.977                                                        | 0.023                                                       |
|                                                                               | Poll                          | 19998497           | 0                                                                                     | 0.000                                                            | 0                        | 0                      | 0.000                                                         | 0.000                                                       |
|                                                                               | Postal Ballot (if applicable) | 19998497           | 0                                                                                     | 0.000                                                            | 0                        | 0                      | 0.000                                                         | 0.000                                                       |
| Total                                                                         |                               | 63068140           | 32022284                                                                              | 50.774                                                           | 32002578                 | 19706                  | 99.938                                                        | 0.062                                                       |



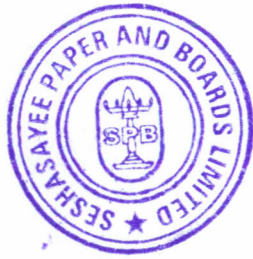
*G. Gopinath*

| Resolution required : (Ordinary / Special)                                    |                               |                    | Ordinary Resolution - Appointment of Sri Ganesh Balakrishna Bhadti as a Wholetime Director, designated Director (Operations), liable to retire by rotation. |                                         |                          |                        |                                      |                                    |
|-------------------------------------------------------------------------------|-------------------------------|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter / Promoter Group are interested in the agenda / resolution ? |                               |                    | No                                                                                                                                                          |                                         |                          |                        |                                      |                                    |
| Category                                                                      | Mode of Voting                | No. of Shares held | No. of Votes Polled                                                                                                                                         | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                               |                               | (1)                | (2)                                                                                                                                                         | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group                                                   | E-Voting                      | 26979504           | 26979504                                                                                                                                                    | 100.000                                 | 26979504                 | 0                      | 100.000                              | 0.000                              |
|                                                                               | Poll                          | 26979504           | 0                                                                                                                                                           | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 26979504           | 0                                                                                                                                                           | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
| Public - Institutions                                                         | E-Voting                      | 16090139           | 371794                                                                                                                                                      | 2.311                                   | 120000                   | 251794                 | 32.276                               | 67.724                             |
|                                                                               | Poll                          | 16090139           | 0                                                                                                                                                           | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 16090139           | 0                                                                                                                                                           | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
| Public - Non Institutions                                                     | E-Voting                      | 19998497           | 4670986                                                                                                                                                     | 23.357                                  | 4669334                  | 1652                   | 99.965                               | 0.035                              |
|                                                                               | Poll                          | 19998497           | 0                                                                                                                                                           | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 19998497           | 0                                                                                                                                                           | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
| Total                                                                         |                               | 63068140           | 32022284                                                                                                                                                    | 50.774                                  | 31768838                 | 253446                 | 99.209                               | 0.791                              |



*G. Srinivas*

| Resolution required : (Ordinary / Special)                                    |                               |                    | Ordinary Resolution - Continuation of M/s Maharaj N R Suresh & Co. LLP as the Sole Statutory Auditor of the Company for the Financial Year 2022-23. |                                         |                          |                        |                                      |                                    |
|-------------------------------------------------------------------------------|-------------------------------|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter / Promoter Group are interested in the agenda / resolution ? |                               |                    | No                                                                                                                                                  |                                         |                          |                        |                                      |                                    |
| Category                                                                      | Mode of Voting                | No. of Shares held | No. of Votes Polled                                                                                                                                 | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                               |                               | (1)                | (2)                                                                                                                                                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group                                                   | E-Voting                      | 26979504           | 26979504                                                                                                                                            | 100.000                                 | 26979504                 | 0                      | 100.000                              | 0.000                              |
|                                                                               | Poll                          | 26979504           | 0                                                                                                                                                   | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 26979504           | 0                                                                                                                                                   | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
| Public - Institutions                                                         | E-Voting                      | 16090139           | 371794                                                                                                                                              | 2.311                                   | 371794                   | 0                      | 100.000                              | 0.000                              |
|                                                                               | Poll                          | 16090139           | 0                                                                                                                                                   | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 16090139           | 0                                                                                                                                                   | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
| Public - Non Institutions                                                     | E-Voting                      | 19998497           | 4670986                                                                                                                                             | 23.357                                  | 4669329                  | 1657                   | 99.965                               | 0.035                              |
|                                                                               | Poll                          | 19998497           | 0                                                                                                                                                   | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 19998497           | 0                                                                                                                                                   | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
| Total                                                                         |                               | 63068140           | 32022284                                                                                                                                            | 50.774                                  | 32020627                 | 1657                   | 99.995                               | 0.005                              |



*G. Suresh*

| Resolution required : (Ordinary / Special)                                    |                               |                    | Ordinary Resolution - Remuneration to Cost Auditor. |                                         |                          |                        |                                      |                                    |
|-------------------------------------------------------------------------------|-------------------------------|--------------------|-----------------------------------------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter / Promoter Group are interested in the agenda / resolution ? |                               |                    | No                                                  |                                         |                          |                        |                                      |                                    |
| Category                                                                      | Mode of Voting                | No. of Shares held | No. of Votes Polled                                 | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                               |                               | (1)                | (2)                                                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group                                                   | E-Voting                      | 26979504           | 26979504                                            | 100.000                                 | 26979504                 | 0                      | 100.000                              | 0.000                              |
|                                                                               | Poll                          | 26979504           | 0                                                   | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 26979504           | 0                                                   | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
| Public - Institutions                                                         | E-Voting                      | 16090139           | 371794                                              | 2.311                                   | 371794                   | 0                      | 100.000                              | 0.000                              |
|                                                                               | Poll                          | 16090139           | 0                                                   | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 16090139           | 0                                                   | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
| Public - Non Institutions                                                     | E-Voting                      | 19998497           | 4670986                                             | 23.357                                  | 4669717                  | 1269                   | 99.973                               | 0.027                              |
|                                                                               | Poll                          | 19998497           | 0                                                   | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 19998497           | 0                                                   | 0.000                                   | 0                        | 0                      | 0.000                                | 0.000                              |
| Total                                                                         |                               | 63068140           | 32022284                                            | 50.774                                  | 32021015                 | 1269                   | 99.973                               | 0.027                              |



*G. G. V.*

| Resolution required : (Ordinary / Special)                                    |                               |                    | Ordinary Resolution - Approval for Reclassification of 42695 Equity Shares held by (late) Sri V Pichai, from "Promoter Category to Public Category". |                                                                  |                          |                        |                                      |                                    |
|-------------------------------------------------------------------------------|-------------------------------|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether Promoter / Promoter Group are interested in the agenda / resolution ? |                               |                    | No                                                                                                                                                   |                                                                  |                          |                        |                                      |                                    |
| Category                                                                      | Mode of Voting                | No. of Shares held | No. of Votes Polled                                                                                                                                  | % of Votes Polled on outstanding shares<br><br>(3)=[(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                               |                               | (1)                | (2)                                                                                                                                                  |                                                                  | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group                                                   | E-Voting                      | 26979504           | 26979504                                                                                                                                             | 100.000                                                          | 26979504                 | 0                      | 100.000                              | 0.000                              |
|                                                                               | Poll                          | 26979504           | 0                                                                                                                                                    | 0.000                                                            | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 26979504           | 0                                                                                                                                                    | 0.000                                                            | 0                        | 0                      | 0.000                                | 0.000                              |
| Public - Institutions                                                         | E-Voting                      | 16090139           | 371794                                                                                                                                               | 2.311                                                            | 371794                   | 0                      | 100.000                              | 0.000                              |
|                                                                               | Poll                          | 16090139           | 0                                                                                                                                                    | 0.000                                                            | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 16090139           | 0                                                                                                                                                    | 0.000                                                            | 0                        | 0                      | 0.000                                | 0.000                              |
| Public - Non Institutions                                                     | E-Voting                      | 19998497           | 4670986                                                                                                                                              | 23.357                                                           | 4669834                  | 1152                   | 99.975                               | 0.025                              |
|                                                                               | Poll                          | 19998497           | 0                                                                                                                                                    | 0.000                                                            | 0                        | 0                      | 0.000                                | 0.000                              |
|                                                                               | Postal Ballot (if applicable) | 19998497           | 0                                                                                                                                                    | 0.000                                                            | 0                        | 0                      | 0.000                                | 0.000                              |
| Total                                                                         |                               | 63068140           | 32022284                                                                                                                                             | 50.774                                                           | 32021132                 | 1152                   | 99.975                               | 0.025                              |



*S. Pichai*

**REPORT OF THE SCRUTINIZER**

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

Dear Sir,

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

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

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



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

S. Krishnan  
S. Krishnan

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

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

**Ordinary Business:**

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

- (i) Voting in favour of the resolution:

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



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

| No. of Members | No. of votes cast by them<br>(shares) | % of total no. of valid<br>votes cast |
|----------------|---------------------------------------|---------------------------------------|
| 1              | 1,052                                 | 0.01                                  |

(iii) Invalid Votes:

| Total number of members whose votes<br>were declared invalid | Total no. of votes cast by them |
|--------------------------------------------------------------|---------------------------------|
| 0                                                            | 0                               |

#### Resolution No.2 - Ordinary Resolution - Declaration of Dividend

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

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

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

| No. of Members | No. of votes cast by them<br>(shares) | % of total no. of valid<br>votes cast |
|----------------|---------------------------------------|---------------------------------------|
| 1              | 1,052                                 | 0.01                                  |

(iii) Invalid Votes:

| Total number of members whose votes<br>were declared invalid | Total no. of votes cast by them |
|--------------------------------------------------------------|---------------------------------|
| 0                                                            | 0                               |



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

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

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

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

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

(iii) Invalid Votes:

| Total number of members whose votes<br>were declared invalid | Total no. of votes cast by them |
|--------------------------------------------------------------|---------------------------------|
| 0                                                            | 0                               |

**Special Business:**

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

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

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



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

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

(iii) Invalid Votes:

| Total number of members whose votes<br>were declared invalid | Total no. of votes cast by them |
|--------------------------------------------------------------|---------------------------------|
| 0                                                            | 0                               |

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

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

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

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

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

(iii) Invalid Votes:

| Total number of members whose votes<br>were declared invalid | Total no. of votes cast by them |
|--------------------------------------------------------------|---------------------------------|
| 0                                                            | 0                               |



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

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

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

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

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

(iii) Invalid Votes:

| Total number of members whose votes<br>were declared invalid | Total no. of votes cast by them |
|--------------------------------------------------------------|---------------------------------|
| 0                                                            | 0                               |

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

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

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



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

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

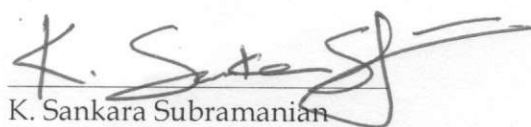
(iii) Invalid Votes:

| Total number of members whose votes<br>were declared invalid | Total no. of votes cast by them |
|--------------------------------------------------------------|---------------------------------|
| 0                                                            | 0                               |

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

Thanking you,

Yours faithfully,



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



Place : Trichy  
Date : 23-07-2022