



Seshasayee Paper and Boards Limited

Fiftieth Annual Report – 2009-10

50 years of fine-paper making



Sri S VISWANATHAN

Founder

DIRECTORS

Sri N GOPALARATNAM, *Chairman and Managing Director*

Sri ARUN G BIJUR

Sri BIMAL KUMAR PODDAR

Sri DEBENDRANATH SARANGI, I A S

Sri R V GUPTA, I A S (Retd.)

Dr S NARAYAN, I A S (Retd.)

Mrs SHEELA RANI CHUNKATH, I A S, *Nominee of TIIC*

Sri V SRIDAR

Sri K S KASI VISWANATHAN, *Deputy Managing Director*

Sri V PICHAI, *Director (Finance) & Secretary*

AUDITORS

Messrs SURI & CO., Chennai

Messrs S VISWANATHAN, Chennai

COST AUDITOR

Messrs S MAHADEVAN & CO., Coimbatore

INTERNAL AUDITOR

Messrs MAHARAJ N R SURESH & CO., Chennai

BANKS

SYNDICATE BANK

CANARA BANK

CENTRAL BANK OF INDIA

UCO BANK

STATE BANK OF INDIA



REGD. OFFICE & WORKS

PALLIPALAYAM, CAUVERY RS PO

ERODE - 638 007, TAMIL NADU

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Chairman's Message.....

Dear Shareholder,

This is a milestone year for SPB. Incorporated on June 22, 1960, SPB has completed 50 Golden years of 'fine-paper' making. The Company has grown in size and scale of operations over the years and has come to be rated high as a 'most trust-worthy' organisation.

When I and my colleagues in the Board, look back at our journey during the last five decades, we are overwhelmed by the enduring encouragement and support extended by all our stakeholders - customers, employees as well as the Government authorities - who have all helped us to sustain and grow. To them, we owe a deep debt of gratitude.

We take this opportunity to pay homage to the Founder Sri S Viswanathan whose vision and tireless pursuits had laid strong foundation for this company to overcome many a challenge in the past, providing confidence to face the future with hope and determination.

We believe that we are well prepared to meet the challenges of the huge transformation taking place around us in the global scenario. We will, in this arduous task, be guided by our vision to excel as a trusted, socially responsible and customer-driven organisation providing maximum value to all the stake holders. We will forever be driven by our core values of ethical practices, commitment to society and professional management. We will travel into the future with the quest to do more and to do better.

As we continue to march ahead, set new goals and benchmarks, I and my Team take this opportunity to assure you that SPB will carry forth the rich tradition of nurturing good relationships across the entire range of stakeholders who have made the Company robust, resilient and reliable and strive hard to be worthy of your Trust, as in the past.


With Warm Regards

Yours sincerely



N GOPALARATNAM

NOTICE

 Notice is hereby given that the Fiftieth Annual General Meeting of the Members of the Company will be held at the Community Centre, SPB Colony, Erode 638 010, on Saturday, the July 24, 2010, at 11.00 AM, to transact the following business :

ORDINARY BUSINESS

- 1 To consider and adopt the Balance Sheet as at 31st March 2010, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2 To declare a dividend.
- 3 To appoint Directors, in the place of Sri Arun G Bijur, Sri K S Kasi Viswanathan and Sri V Pichai who retire by rotation and being eligible, offer themselves for re-appointment.
- 4 To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration. Messrs Suri & Co., Chennai and Messrs S Viswanathan, Chennai, the retiring Auditors are eligible for re-appointment.

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

(V PICHAI)
Director (Finance) & Secretary

Chennai
May 29, 2010

NOTES :

- 1 For appointment of Directors, disclosure, as required under Clause 49 of the Listing Agreement is annexed hereto.
- 2 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.
- 3 Proxies, in order to be effective, must be filed with the Company not later than 48 hours before the Meeting.
- 4 The Register of Members and Share Transfer Books will be closed from Thursday, the July 15, 2010, to Saturday, the July 24, 2010 (both days inclusive).
- 5 Dividend, if declared, will be paid to the Members whose names appear on the Register of Members as on July 24, 2010 and in respect of shares held in Electronic Form, to the beneficial owners, as per list that will be furnished by National Securities Depository Limited / Central Depository Services (India) Limited, as on that date.
- 6 Members holding shares in physical form are requested to notify, promptly, any change in their address, to the Registrar and Share Transfer Agent of the Company, M/s Integrated Enterprises (India) Limited, Chennai, quoting their Membership Number, besides changes, if any, in the Dividend Mandates given by them and those holding shares in Electronic Form, may communicate the above information to their respective Depository Participants.
- 7 The amended provisions of the Companies Act, 1956, provide for Nomination facility to Members. Members are requested to write to the Registrar and Share Transfer Agents of the Company, M/s Integrated Enterprises (India) Limited, Chennai, for more information, if any needed, on Nomination facility and / or to get a copy of Nomination Form.
- 8 Pursuant to Section 205A of the Companies Act, 1956, all unclaimed dividends, upto the financial year ended March 31, 1995, have been transferred to the General Revenue Account of the Central Government. Members who have not encashed the dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, Second Floor,

Coimbatore Stock Exchange Building, Tiruchi Main Road, Singanallur, Coimbatore 641 005, Tamilnadu. In case any assistance is required in this regard, please write to the Registered Office of the Company.

- 9 As regards dividends pertaining to the financial year ended March 31, 1996 and thereafter, amounts remaining in the Unpaid Dividend Accounts of the Company have to be transferred to the Investor Education and Protection Fund, established by the Central Government, at the expiry of seven years from the date of transfer to the respective year's Unpaid Dividend Account. Thereafter, the Members shall have no claim against the Fund or the Company, in respect of his unpaid dividend. Such transfer has already been effected with regard to the unpaid dividend for the financial years 1995-96 to 2001-02. The unpaid dividend for the financial year 2002-03 will be transferred to the above Fund during August 2010. Members are, therefore, requested to lodge their claims for unpaid dividend, if any, immediately with the Company.
- 10 In view of the advantages of the Depository System and for easy trading of the shares, Members are requested to opt for Dematerialisation of the shares of the Company, through any of the Depository Participants of their choice.
- 11 Members holding shares in DEMAT form are requested to incorporate the DP ID Number and

Client ID Number in the Attendance Slip / Proxy Form, for easy identification of attendance at the Meeting.

- 12 For receiving Dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS), Members holding shares in physical form are requested to forward the enclosed Form, duly filled in, to the Registrar and Share Transfer Agent of the Company, M/s Integrated Enterprises (India) Limited, Chennai.

Members holding shares in DEMAT form may furnish such particulars in the enclosed Form to their respective Depository Participants (DP) with whom they have their DEMAT accounts.

- 13 Furnishing of Permanent Account Number (PAN) has been made mandatory by SEBI for all securities market transactions and off market/private transactions involving transfer of shares in physical form. It is mandatory for transferee(s) to furnish copy of PAN card to the Company / RTA for registration of transfer of such shares. It has further been clarified by SEBI that it is mandatory to furnish a copy of PAN for (i) for deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders, (ii) transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares and (iii) transposition of shares, when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

Appointment of Directors :

Disclosure required under Clause 49 of the Listing Agreement in respect of Directors seeking appointment / re-appointment at the Fiftieth Annual General Meeting :

Sri ARUN G BIJUR :

Date of birth and age	:	11 04 1948 (62 years)
Date of appointment	:	March 29, 2008
Expertise in specific functional areas	:	<p>He is the Managing Director of M/s SPB Projects and Consultancy Limited (SPB-PC). He is a Graduate in Chemical Engineering from University of Madras. He has over 40 years of experience in Pulp and Paper and Sugar Industries, 11 years in Mill operations and nearly 29 years in Engineering Consultancy and managing large scale projects, involving co-ordination of all phases of engineering, procurement, construction, start-up and commissioning.</p> <p>He has distinguished himself by his extra-ordinary contribution to the promotion and growth of SPB-PC, which has emerged the most sought after consultancy organisation for Pulp and Paper Industry in India. All large paper mills have, time and again, preferred the services of SPB-PC. The success of SPB-PC reflects his strong fundamentals and professional integrity that has secured the trust of clients.</p>
Qualification	:	B. Tech. (Chem. Eng.)
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	:	<p>Managing Director: SPB Projects and Counsultancy Limited</p> <p>Director: Ponni Sugars (Erode) Limited Esvi International (Engineers & Exporters) Limited</p>
Committee / executive positions held in other companies	:	<p>Ponni Sugars (Erode) Limited :</p> <p>(a) Securities Transactions-cum-Investors Grivance Committee : Member</p>

Sri K S KASI VISWANATHAN

Date of birth and age	:	28 03 1951 (59 years)
Date of appointment	:	January 29, 2005
Expertise in specific functional areas	:	<p>He is a Chemical Engineer (B.Tech. from the Regional Engineering College, Tiruchi) and MMS from University of Madras. He has to his credit nearly 35 years of Industrial experience, majority of which has been with the SPB Group companies. He has gained excellent exposure in management of integrated paper mills, besides Project implementation. He is largely responsible for the efficient operations of the Mill.</p> <p>He is in charge of production operations, Project implementation and Human Resources Development. He reports to the Chairman and Managing Director.</p> <p>He is currently Chairman of the Working Group on “Make Indian Pulp and Paper Industry World Class”, constituted by CII-Sohrabji Godrej Green Business Centre.</p>
Qualification	:	B.Tech., MMS
Number of shares held in the Equity Capital of the Company	:	492
Relationship with other Directors	:	He is not related to any other Director.
Directorship in other companies	:	Nil
Committee / executive positions held in other companies	:	Nil