

Seshasayee Paper and Boards Limited



Fifty Sixth Annual Report

2015-16

SESHASAYEE PAPER AND BOARDS LIMITED

DIRECTORS

Sri N GOPALARATNAM, *Chairman*

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

Dr NANDITHA KRISHNA

Dr S NARAYAN, I A S (Retd.)

Sri A L SOMAYAJI

Sri V SRIDAR

Mrs SUPRIYA SAHU, I A S, *Nominee of TIIC*

Sri K S KASI VISWANATHAN

Sri V PICHAI

AUDITORS

M/s SURI & CO., Chennai

M/s S VISWANATHAN LLP, Chennai

M/s MAHARAJ N R SURESH AND CO., Chennai

COST AUDITOR

M/s S MAHADEVAN AND CO., Chennai

SECRETARIAL AUDTOR

M/s B K SUNDARAM & ASSOCIATES, Trichi

BANKS

SYNDICATE BANK

CANARA BANK

CENTRAL BANK OF INDIA

REGD. OFFICE

PALLIPALAYAM, CAUVERY RS PO,
ERODE - 638 007, NAMAKKAL DISTRICT,
TAMIL NADU

CIN : L21012TZ1960PLC000364



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SESHASAYEE PAPER AND BOARDS LIMITED

NOTICE



Notice is hereby given that the 56th Annual General Meeting of the Company will be held at "Community Centre", SPB Colony, Erode 638 010 on Saturday, the 23rd July 2016, at 11.00 AM to transact the following business :

ORDINARY BUSINESS

1 Adoption of Accounts, etc.,

To consider and adopt the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2 Declaration of Dividend

To declare dividend on Equity Shares.

3 Re-appointment of retiring Director

To appoint a Director in the place of Sri N Gopalaratnam, (DIN : 00001945), who retires by rotation and being eligible, offers himself for reappointment.

4 Ratification of Auditors' appointment

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

"RESOLVED that pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the Company do hereby ratify the appointment of Auditors made by the Shareholders at the 54th Annual General Meeting as under:

- (i) M/s Suri & Co., (Firm Registration No. 004283S), Chartered Accountants, Chennai and M/s S Viswanathan LLP, (Registration No.004770S/S200025), Chartered Accountants, Chennai, to hold office till the conclusion of the 57th Annual General Meeting.

- (ii) M/s Maharaj N R Suresh & Co., (Firm Registration No.001931S), Chartered Accountants, Chennai, to hold office till the conclusion of the 58th Annual General Meeting.

- (iii) The Board of Directors be and are hereby authorised to fix their remuneration on the recommendation of Audit Committee each year."

SPECIAL BUSINESS

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 2016-17, 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

Chennai
May 28, 2016

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Notes :

1 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.

A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person.

2 Deposit of proxy

The instrument appointing the Proxy should be deposited at the Registered Office of the Company not later than 48 hours before the meeting.

3 Particulars of Directors

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

4 Book Closure

The Register of Members and the Share Transfer Books will be closed from Saturday, the July 16, 2016 to Saturday, the July 23, 2016 (both days inclusive).

5 Dividend

Dividend on declaration will be paid on 25th July 2016.

Members are advised to refer to 'Shareholder Information' Section of the Corporate Governance

Report (Page 37 of the Annual Report) for details on dividend entitlement and payment options.

6 Unclaimed Dividend

Unclaimed dividend for over 7 years will be transferred to the Investor Education and Protection Fund. Members may refer to Page 40 of the Annual Report and lodge their claim, if any, immediately.

7 E-Communication

Members are requested to opt for electronic mode of communication and support the Green initiatives of the Government.

8 Member identification

Members are requested to bring the attendance slips duly filled in and copy of the Annual Report to the meeting.

9 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, the Company provides facility for its Members to exercise their voting right by electronic means.

(b) Voting at Annual General Meeting

The Company also offers the facility for voting through Polling Paper at the meeting.

(c) Voting option

Please note that a Shareholder can vote under only any one of the two options mentioned above.

(d) Voting instructions

Process and manner of voting containing detailed instructions is given in Appendix- B.

STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

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, 1956. Cost Auditor for this purpose was appointed with the approval of Central Government.

Section 148 of the Companies Act, 2013 has similar prescription for cost records and audit thereof. 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 2016-17 and determined the

remuneration at ₹ 1 50 000 (Rupees one lakh fifty thousands only), in addition to Service Tax, 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 and Board are available for inspection of the Members on any working day of the Company between 11.00 AM and 01.00 PM.

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

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

(V PICHAI)
Deputy Managing Director & Secretary

Chennai
May 28, 2016

Appointment / Re-appointment of Directors :

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

Sri N GOPALARATNAM :

Date of birth and age	:	15 04 1947 (69 years)
Date of appointment	:	26 12 1987 as a Director 01 04 1988 as Managing Director 28 07 2001 as Chairman and Managing Director 01 04 2014 as Chairman
Qualification	:	B.Sc., B.E. (Mech)
DIN	:	00001945
Expertise in specific functional areas	:	Mechanical Engineer with more than 40 years of specialisation in design, operation and management of Pulp and Paper Industry.
Number of shares held in the Equity Capital of the Company	:	9231
Relationship with other Directors	:	He is not related to any other Director.
Directorship in other companies	:	Ponni Sugars (Erode) Limited High Energy Batteries (India) Limited SPB Projects and Consultancy Limited Esvi International (Engineers & Exporters) Limited
		Time Square Investments Private Limited
Committee / executive positions held in other companies	:	Ponni Sugars (Erode) Limited - Stakeholders Relationship Committee - Chairman - Nomination cum Remuneration Committee - Member High Energy Batteries (India) Limited - Stakeholders Relationship Committee - Chairman

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, the Company is pleased to provide members facility to exercise their right to vote at the 56th 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 15, 2016 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 the AGM, but shall not be entitled to cast their vote again.

The instructions for Remote e-Voting are as under:

- (i) Members whose shareholding is in the dematerialised form and whose e-mail addresses are registered with the Company/Depository Participants(s) will receive an e-mail from NSDL informing the User-ID and Password.
 - 1 Open the e-mail and open PDF file, viz.: "SPB e-voting.pdf" with your Client ID or Folio No. as Password. The said PDF file contains your User ID and Password for remote e-voting. Please note that the Password is an initial Password.

- 2 Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- 3 Click on Shareholder - Login.
- 4 Put User ID and Password as initial Password noted in step (i) above. Click Login.
- 5 Password change menu appears. Change the Password with new Password of your choice with minimum 8 digits/characters or combination thereof. Note new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- 6 Home page of Remote e-Voting opens. Click on Remote e-Voting: Active Voting Cycles.
- 7 Select "REVEN" (Remote E Voting Event Number) of Seshasayee Paper and Boards Limited.
- 8 Now you are ready for Remote e-Voting as Cast Vote page opens.
- 9 Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- 10 Upon confirmation, the message "Vote cast successfully" will be displayed.
- 11 Once you have voted on the Resolution, you will not be allowed to modify your vote.
- 12 Institutional Members (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., together with attested specimen signature of the duly

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authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to bksundaram@gmail.com with a copy marked to evoting@nsdl.co.in

- (ii) For Members holding shares in dematerialised form whose e-mail IDs are not registered with the Company/ Depository Participants, Members holding shares in physical form, as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:

- 1 Initial Password is provided as below/at the bottom of the Attendance Slip for the AGM:

REVEN (Remote E-Voting Event Number)	USER ID	PASSWORD

- 2 Please follow all steps from SI No. 1 to 10 of (i) above, to cast vote.

- IV In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and Remote e-Voting User Manual for Members available at the downloads section of www.evoting.nsdl.com or call on Toll-free No. 1800-222-990.
- V Login to the Remote 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 Password' option available on the site to reset the Password.
- VI 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.
- VII You can also update your mobile number and e-mail ID in the user profile details of the folio, which may be used for sending future communication(s).

- VIII The Remote e-voting period commences on July 20, 2016 (9:00 a.m.) and ends on July 22, 2016 (5:00 p.m.). 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 15, 2016, may cast their vote electronically. The Remote e-Voting module shall be disabled by NSDL for voting thereafter.

- IX 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 15, 2016.

(B) Voting at AGM

1. The Company also offers the facility for voting through polling paper at the meeting. The Members as on the cut-off date attending the AGM are entitled to exercise their voting right at the meeting in case they have not already cast their vote by e-Voting:
2. Members who have cast their vote by e-Voting are also entitled to attend the AGM but they cannot cast their vote at the AGM.
3. The Chairman will fix the time for voting at the meeting. Shareholders present in person or by Proxy can vote at the meeting.

(C) General Instructions

1. The cut-off date for the purpose of e-voting has been fixed as July 15, 2016. Members holding shares as on this cut-off date should endeavour to cast their vote in any one of the two modes.
2. In case of persons who have acquired shares and become Members of the Company after the despatch of AGM Notice, the Company would be despatching the Notice and the Annual Report to them as and when they become members. In addition, the Annual Report is available on the Company website. They may follow the same procedure for voting.
3. Voting rights of Shareholders shall be in proportion to their shareholding in the Company as on the cut-off date of July 15, 2016.

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4. In case a shareholder by inadvertence or otherwise has voted under more than one option, his voting by only one mode through Remote e-voting or voting at the meeting will be considered in that seriatim.
5. Mr B Kalyanasundaram, Practicing Company Secretary (Membership No. 672) has been appointed as the Scrutiniser.
6. The Scrutiniser will after the conclusion of voting at the AGM:
 - (i) First count the votes cast at the meeting thro Polling Paper.
 - (ii) Then unblock the votes cast through 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 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 AGM and in any event not later than three days from the conclusion of the Meeting.
7. 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.