

# ***Seshasayee Paper and Boards Limited***

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***Fifty Eighth Annual Report***

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***2017-18***

#### **DIRECTORS**

Sri N GOPALARATNAM, *Chairman*

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

Mr MD NASIMUDDIN, I A S, *Nominee of  
Government of Tamilnadu*

Dr NANDITHA KRISHNA

Dr S NARAYAN, I A S (Retd.)

Dr (Tmt) M AARTHI, I A S, *Nominee of TIIC*

Sri A L SOMAYAJI

Sri V SRIDAR

Sri K S KASI VISWANATHAN

Sri V PICHAJ

#### **AUDITORS**

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

M/s R SUBRAMANIAN AND COMPANY LLP, Chennai

#### **COST AUDITOR**

M/s S MAHADEVAN AND CO., Chennai

#### **SECRETARIAL AUDITOR**

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


**CONTENTS**

	Page
NOTICE	3
DIRECTORS' REPORT	10
INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS	72
BALANCE SHEET	80
STATEMENT OF PROFIT AND LOSS	82
STATEMENT OF CHANGES IN EQUITY	84
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS	86
CASH FLOW STATEMENT	141

**CONSOLIDATED FINANCIAL STATEMENTS**

	Page
INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS	144
CONSOLIDATED BALANCE SHEET	150
CONSOLIDATED STATEMENT OF PROFIT AND LOSS	152
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	154
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON CONSOLIDATED FINANCIAL STATEMENTS	156
CONSOLIDATED CASH FLOW STATEMENT	213

## NOTICE

 Notice is hereby given that the 58<sup>th</sup> Annual General Meeting of the Company will be held at “Community Centre”, SPB Colony, Erode 638 010, on Saturday, the 21<sup>st</sup> July 2018 at 11.00 AM to transact the following business :

### ORDINARY BUSINESS

#### 1 Adoption of Accounts, etc.

To consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.

#### 2 Declaration of Dividend

To declare a dividend on Equity Shares.

#### 3 Re-appointment of retiring Director

To appoint a Director in the place of Sri V Pichai (DIN : 00263934) who retires by rotation and being eligible, offers himself for re-appointment.

#### 4 Ratification of existing Auditors' appointment and appointment of new Auditor

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

- (i) “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 M/s R Subramanian and Company LLP (Firm Registration No. S200041), Chartered Accountants, Chennai, as Auditors made by Shareholders at

the 57<sup>th</sup> Annual General Meeting to hold office till the conclusion of the Sixty Second (62<sup>nd</sup>) Annual General Meeting.

- (ii) RESOLVED FURTHER THAT the Company do hereby re-appoint M/s Maharaj N R Suresh and Company (Firm Registration No. 001931S), Chartered Accountants, Chennai, as Joint Statutory Auditor, pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the Sixty Third (63<sup>rd</sup>) 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 2018-19, 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 26, 2018

**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 Forms**

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

**4 Book Closure**

The Register of Members and the Share Transfer Books will be closed from Thursday, the July 12,

2018 to Saturday, the July 21, 2018 (both days inclusive).

**5 Dividend**

Dividend on declaration will be paid on 23<sup>rd</sup> July 2018.

Members are advised to refer to ‘Shareholder Information’ Section of the Corporate Governance Report (Page 39 of the Annual Report) for details on dividend entitlement and payment options.

**6 Unclaimed Dividend**

Unclaimed dividend for over 7 years and the underlying shares thereof will be transferred to the Investor Education and Protection Fund. Members may refer to Page 42 of the Annual Report and lodge their claim, if any, immediately either with the Company’s Registrar and Transfer Agents or Investor Education and Protection Fund.

**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.

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**STATEMENT**

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

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**Item No. 5**

**Remuneration to Cost Auditor**

The Company is engaged in the manufacture of paper and paper boards at its unit at Erode and Tirunelveli. It has been maintaining cost accounting records and getting them audited under the provisions of the Companies Act, 2013. 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 2018-19 and determined the remuneration at ₹ 2 00 000 (Rupees two lakhs only),

in addition to Goods and Service Tax, if any, reimbursement of actual expenses incurred in connection with the Audit, based on the recommendations of the Audit Committee. It is now placed for the approval of the Members in accordance with Section 148(3) of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

Copies of relevant Resolutions of the Audit Committee 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 26, 2018

**Re-appointment of a Director :**

**Disclosure required under Clause 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015 in respect of a Director seeking re-appointment at the Fifty Eighth Annual General Meeting :**

**SRI V PICHA I :**

<b>Date of birth and age</b>	:	12 09 1947 (70 years)
<b>Date of appointment</b>	:	29 01 2005 as Director (Finance) & Secretary 01 04 2008 as Director (Finance) & Secretary 01 04 2011 as Director (Finance) & Secretary 01 04 2014 as Deputy Managing Director & Secretary 01 04 2017 as Deputy Managing Director & Secretary
<b>Qualification</b>	:	B.Com., ACA, ACS, CAIIB
<b>DIN</b>	:	00263934
<b>Expertise in specific functional areas</b>	:	He is a Chartered Accountant and a Company Secretary. His qualifications are B. Com., ACA, ACS and CAIIB. He has to his credit nearly 43 years of experience. After a short stint of 7 years in a nationalised Bank, he joined the Company in 1980. He has completed over 35 years of service in the Company. He has managed admirably various functional areas of the Company, viz., Accounts, Finance, Legal, Taxation, Secretarial, etc.  He is in charge of the Finance, Accounts, Taxation, Legal and Secretarial functions of the Company. He reports to the Chairman.
<b>Number of shares held in the Equity Capital of the Company</b>	:	8539
<b>Relationship with other Directors</b>	:	He is not related to any other Director.
<b>Directorships in other companies</b>	:	Dhanashree Investments Private Limited Time Square Investments Private Limited Ultra Investments and Leasing Company Private Limited
<b>Committee / executive positions held in other companies</b>	:	Nil

## **Voting Process and Instructions**

### **(A) Remote e-Voting (Voting through electronic means) :**

- I In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 58<sup>th</sup> 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 14, 2018 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 (1) 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 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 Sl 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](http://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 18, 2018 (9:00 a.m.) and ends on July 20, 2018 (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 14, 2018, 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 14, 2018.

(The appointment of Scrutiniser, Scrutiniser's Report, declaration of results are covered separately since they are not for e-voting alone)

**(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 14, 2018. 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 14, 2018.
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](http://www.spbltd.com) and on the website of NSDL [www.evoting.nsdl.com](http://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.