

**B.K.SUNDARAM & ASSOCIATES  
COMPANY SECRETARIES.**

**B.KALYANASUNDARAM,  
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**REPORT OF SCRUTINIZER**

[pursuant to Sections 108 & 109 of the Companies Act,2013 and Rules 20(3)(xi) and 21 (1) (I) of the Companies (Management and Administration) Rules,2014]

To  
The Chairman  
SESHASAYEE PAPER AND BOARDS LIMITED  
PALLIPALAYAM, CAUVERY R.S.PO,  
ERODE-638 007


I, B.KALYANASUNDARAM, PRACTISING COMPANY SECRETARY, (CP. NO.2209 & M.NO.A672), Prop of M/S B.K.SUNDARAM & ASSOCIATES, COMPANY SECRETARIES have been appointed as a scrutinizer by M/s SESHASAYEE PAPER AND BOARDS LIMITED, (CIN: L21012TZ1960PLC000364) having its registered office at PALLIPALAYAM, CAUVERY R.S.PO, ERODE-638 007 for the purpose of scrutinizing the process of e-voting and voting by use of ballot at the meeting (Voting at AGM) in a fair and transparent manner and ascertaining the votes cast FOR and AGAINST through e-voting and voting by use of ballot at the meeting (Voting at AGM), as per Section 108 and 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration)Rules, 2014 on the below mentioned resolutions, I submit my report as under:-

....2



1. The e-voting period remained open from 26<sup>th</sup> July, 2017 (9.00 am) to 28<sup>th</sup> July, 2017 (05.00 pm) through e-voting services provided by National Securities Depository Limited (NSDL).
3. The votes cast through ballot paper at the venue of the Annual General Meeting (AGM) held on 29<sup>th</sup> July, 2017 were considered for my scrutiny and counted. A report in the prescribed Form No. MGT 13 under Rule 21 of the Companies (Management and Administration) Rules, 2014 which has been furnished separately to the Chairman of the meeting.
4. The e-votes were unblocked through the menu provided in the NSDL website on 29<sup>th</sup> July, 2017 after the conclusion of the AGM in the presence of two witnesses viz Mr. R. KALYANARAMAN and Mr. K. SANKARA SUBRAMANIAN who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
( R. KALYANARAMAN)

  
(K. SANKARA SUBRAMANIAN)

5. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted electronically were downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>). The valid e-votes cast 'For' and 'Against' were taken in to consideration while preparing the result of e-voting.

....3



