



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/ 64

2021 04 10

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

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

Stock Code: SESHAPAPER

Stock Code : 502450

Dear Sirs,

Sub: Quarterly Compliance Report on Corporate Governance.

We enclose the Quarterly Compliance Report (Annexure - I & III) on Corporate Governance of our Company, for the Quarter ended March 31, 2021, as per Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please acknowledge receipt.

Thanking you,

Yours faithfully

For Seshasayee Paper and Boards Limited

(V PICHAI)

Deputy Managing Director & Secretary

Encl:



1 Name of Listed Entity : SESHASAYEE PAPER AND BOARDS LIMITED
 2 Quarter Ending : 31 03 2021

I. Composition of Board of Directors

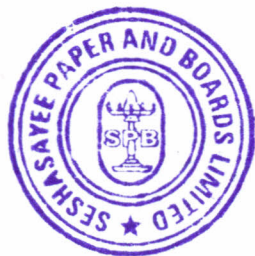
Title (Mr/ Mrs)	Name of the Director	PAN & DIN	Category (Chairperson / Executive/ Non-Executive / Independent/ Nominee)	Date of Birth	Whether Special Resolution Passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of Passing Special Resolution	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	No. of Directorship in listed entities including this listed entity (in reference to Regulation 17A(1))	No. of independent Directorship in listed entities including this listed entity (in reference to Proviso to Regulation 17A(1))	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	N Gopalaratnam	ABHPG1677P & 00001945	Executive Director / Chairman	15 04 1947	NA	NA	26 12 1987	01 04 2020		36	3	0	4	2
Mr	A L Somayaji	AAMPS7826G & 00049772	Non- Executive - Independent Director	27 01 1944	Yes	18 09 2019	29 09 2014	29 09 2019		60	2	2	2	1
Mr	S Narayan	ABUPN5095R & 00094081	Non- Executive - Independent Director	20 06 1943	Yes	28 03 2019	18 01 2007	01 04 2019		60	5	5	5	3
Mr	V Sridar	AGCPS0864Q & 02241339	Non- Executive - Independent Director	28 07 1947	Yes	28 03 2019	04 06 2009	01 04 2019		60	2	2	4	3
Mr	Mohan Verghese Chunkath	AFBPM9538D & 01142014	Non- Executive - Independent Director	10 03 1956	NA	NA	01 04 2019	01 04 2019		60	1	1	1	0
Mrs	Nanditha Krishna	ACUPN1866F & 00906944	Non- Executive - Independent Director	18 07 1951	NA	NA	29 09 2014	29 09 2019		60	2	2	0	0
Mrs	Sigy Thomas Vaidhyan, IAS	ADAPV9838L & 08922290	Non- Executive - Nominee Director	09 02 1978	NA	NA	07 11 2020	22 12 2020			1	0	0	0
Mr	Shekher Kumar Niraj, IFS	ANVPS1599L & 08235891	Non- Executive - Nominee Director	04 07 1964	NA	NA	07 11 2020	22 12 2020			1	0	0	0
Mr	K S Kasi Viswanathan	ABZPK8584D & 00003584	Executive Director / MD	28 03 1951	NA	NA	29 01 2005	01 04 2020		36	1	0	0	0
Mr	V Pichai	ADXPP2121K & 00263934	Executive Director / DMD & S	12 09 1947	NA	NA	29 01 2005	01 04 2020		36	1	0	1	0

Whether Regular Chairperson Appointed : Yes

Whether Chairperson is related to Managing Director or CEO : NO



II. Composition of Committees					
Name of Committee	Whether Regular Chairperson Appointed	Name of Committee Members	Category (Chairperson / Executive / Non- Executive / Independent / Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	V Sridar	Chairperson - Non Executive - Independent Director	04 06 2009	
		S Narayan	Member - Non Executive - Independent Director	18 01 2007	
		A L Somayaji	Member - Non Executive - Independent Director	03 02 2018	
		Mohan Verghese Chunkath	Member - Non Executive - Independent Director	01 04 2019	
		N Gopalaratnam	Member - Executive Director	23 08 2014	
2. Nomination cum Remuneration Committee	Yes	V Sridar	Chairperson - Non Executive - Independent Director	04 06 2009	
		S Narayan	Member - Non Executive - Independent Director	18 01 2007	
		A L Somayaji	Member - Non Executive - Independent Director	01 04 2019	
3. Risk Management Committee	NA	NA	NA	NA	
4. Stakeholders Relationship Committee	Yes	V Sridar	Chairperson - Non Executive - Independent Director	23 08 2014	
		N Gopalaratnam	Member - Executive Director	29 06 1988	
		V Pichai	Member - Executive Director	30 07 2005	



III. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Independent Directors Present	Maximum gap between any two consecutive (in number of days)
07 11 2020		Yes	5	
	06 02 2021	Yes	5	90
	27 03 2021	Yes	5	48
IV. Meetings of Committees				
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors Present	Date(s) of Meeting of the Committee in the Previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee 06 11 2020	Yes	5		
	Yes	5	05 02 2021	90
	Yes	5	26 03 2021	48
Stakeholders Relationship Committee 06 11 2020	Yes	3		
	Yes	3	05 02 2021	90
	Yes	3	26 03 2021	48
V. Related Party Transactions				
Subject			Compliance Status (Yes / No/ NA)	
Whether prior approval of Audit Committee obtained			Yes	
Whether shareholder approval obtained for material RPT			NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			NA	
Note :				
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. for example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "NA" may be indicated.				
2 If status is "No" details of non-compliance may be given here :				

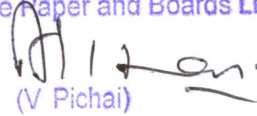


VI. Affirmations

- 1 The Composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
- 2 The Composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
 - a. Audit Committee - Yes
 - b. Nomination & Remuneration Committee - Yes
 - c. Stakeholders Relationship Committee - Yes
 - d. Risk Management Committee (applicable to the top 500 listed entities) - NA
- 3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 - Yes
- 4 The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
- 5 This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here : NA

Name & Designation

For Seshasayee Paper and Boards Limited



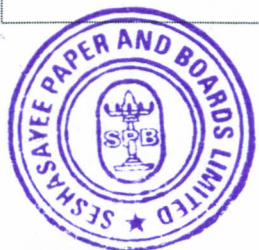
(V Pichai)

Deputy Managing Director & Secretary

Company Secretary / Compliance Officer / Managing Director / CEO / CFO

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA)	If Yes provide link to Website. If No / NA Provide Reasons
a) Details of Business	Yes	www.spbltd.com
b) Terms and conditions of appointment of Independent Directors	Yes	www.spbltd.com
c) Composition of various committees of Board of Directors	Yeys	www.spbltd.com
d) Code of conduct of Board of Directors and senior management personnel	Yes	www.spbltd.com
e) Details of establishment of vigil mechanism / Whistle Blower Policy	Yeys	www.spbltd.com
f) Criteria of making payments to Non-Executive Directors	Yes	www.spbltd.com
g) Policy on dealing with Related Party Transactions	Yes	www.spbltd.com
h) Policy on determining "Material" subsidiaries	NA	
i) Details of familiarization programmes imparted to independent directors	Yes	www.spbltd.com
j) e-mail address for grievance redressal and other relevant details	Yes	www.spbltd.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.spbltd.com
l) Financial Results	Yes	www.spbltd.com
m) Shareholding Pattern	Yes	www.spbltd.com
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per Regulation 47(1)	Yes	www.spbltd.com
r) Credit Rating or Revision in Credit Rating obtained by the entity for all its outstanding instruments	Yes	www.spbltd.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.spbltd.com
t) Whether Company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.spbltd.com
u) Materiality Policy as per Regulation 30	Yes	www.spbltd.com
w) Dividend Distribution Policy as per Regulation 43A (as applicable)	NA	



II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees / Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum Number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & 19(2)	Yes
Quorum of Nomination and Remuneration Committee Meeting	19 (2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20 (2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of Related Party Transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes



Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Directors and Officers Insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel.	26(3)	Yes
Disclosure of shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes
Note :		
1 In the column "Compliance Stratus", compliance or non-compliance may be indicated by Yes/No/NA. for example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "NA" may be indicated.		
2 If status is "No" details of non-compliance may be given here.		
3 If the listed Entity would like to provide any other information the same may be indicated here.		
III. Affirmations		
The listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - NA		
Name & Designation For Seshasayee Paper and Boards Limited  (V Pichai) Deputy Managing Director & Secretary		
Company Secretary / Compliance Officer / Managing Director / CEO / CFO		