



# 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/ 608**

**2024.05.08**

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

Corporate Services Department  
BSE Limited  
Floor 25, P J Towers  
Dalal Street  
Mumbai 400 001

**Scrip Code : SESHAPAPER**

**Scrip Code: 502450**

Dear Sir,

**Sub: Annual Secretarial Compliance Report for the Financial Year ended  
March 31, 2024.**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Annual Secretarial Compliance Report form the Practicing Company Secretary, for the financial year ended March 31, 2024.

Thanking you,

Yours faithfully  
**For Seshasayee Paper and Boards Limited**

**K NARAYANAN**  
Company Secretary & Compliance Officer  
Membership No. A13779



For the year ended 31<sup>st</sup> March, 2024

We, Lakshmmi Subramanian and Associates, have examined:

- All the documents and records made available to us and explanation provided by M/s **Seshasayee Paper and Boards Limited ("the listed entity")**,
- The filings/ submissions made by the listed entity to the Stock Exchanges,
- Website of the listed entity,
- The filings/ submissions made by the listed entity to the Ministry of Corporate Affairs;
- Other documents, as relevant, has been relied upon to make this certification

for the year ended 31<sup>st</sup> March, 2024 ("**Review Period**") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("**SEBI Act** ") and the regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**").

The Specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**");
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI SAST**");
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable during the review period**;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not applicable during the review period**;
- Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 to the extent of Listed Entity engaging the RTA;
- Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
- Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable during the review period**)
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable during the review period**)



- l) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable during the review period)**
- m) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable during the review period)**

Based on the above examination of the compliance with the above-mentioned Act, Regulation, Circular, guidelines issued thereunder as applicable during the Review Period and based on confirmation received from management of the Company as and wherever required, we hereby report the compliance status of the Listed Entity as below:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder,

#	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Regulation/ Circular No	Deviations	Action taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of Practicing Company Secretaries	Management Response	Remarks
NA										

- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

#	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulation/Circular No	Deviations	Action taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of Practicing Company Secretaries	Management Response	Remarks
NO OBSERVATION WERE REPORTED IN THE PREVIOUS REPORT.										



c) I also report that in terms of the circulars issued by BSE Limited and National Stock Exchange of India Limited on March 16, 2023 respectively, I also affirm the following(s):

S. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<b><u>Secretarial Standards:</u></b>  The compliances of the Company are in accordance with the auditing standards issued by ICSI, namely CSAS - 1 to CSAS - 3.	Yes	NIL
2.	<b><u>Adoption and timely updations of the Policies:</u></b>  <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes  Yes	NIL  NIL
3.	<b><u>Maintenance and disclosures on Website:</u></b>  <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	Yes  Yes  Yes	NIL  NIL  NIL
4.	<b><u>Disqualification of Director:</u></b>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	NIL
5.	<b><u>To examine details related to Subsidiaries of listed entities:</u></b>  (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	The company does not have any material subsidiary  Yes	NIL
6.	<b><u>Preservation of Documents:</u></b>  The listed entity is preserving and maintaining records as prescribed under	Yes	NIL



	SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015		
7.	<p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes. The evaluation of the Board as a whole including independent directors, committees were carried out at the Board Meeting held on March 21, 2024.	NIL
8.	<p><b><u>Related Party Transactions:</u></b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	NIL
9.	<p><b><u>Disclosure of events or information:</u></b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder</p>	Yes	NIL
10.	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	NIL
11	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	NA	NIL
12.	<p><b><u>Additional non-compliances, if any:</u></b></p> <p>Any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.</p>	No	NIL



I further report that the listed entity has complied with clauses 6(A) and 6(B) as mentioned in SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 with respect to the modification of the terms of appointment of the statutory auditors.

Place: Chennai

Name of the Practicing Company Secretary:  
SWETHA SUBRAMANIAN



Date: 18/04/2024

FCS NO: 10815

C.P No 12512

Peer Review No: 1670/2022

UDIN: F010815F000173296