



# 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/ 902

2026.02.09

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: Submission of Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a copy of Postal Ballot Notice seeking approval of the Shareholders of the Company, on the following matter:

- ◇ Re-appointment of Sri N Gopalaratnam (DIN: 00001945) as Whole-time Director, designated as Chairman, liable to retire by rotation, by way of Special Resolution.
- ◇ Appointment of Sri Anurag Mishra, IFS, (DIN: 11389352), Special Secretary, as a Nominee Director, liable to retire by rotation, by way of Ordinary Resolution.

In accordance with the General Circulars issued by SEBI & Ministry of Corporate Affairs from time to time, the Postal ballot Notice was dispatched through e-mail on 09.02.2026 to the registered E-mail Ids of the Shareholders who were members of the Company on the cut-off date i.e. 06.02.2026. Shareholders are advised to give their assent / dissent only through remote e-voting. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Shareholders. The remote e-voting period commences on Tuesday, February 10, 2026 (09:00 AM IST) and ends on Wednesday, March 11, 2026 (05:00 PM IST). The Notice of Postal Ballot is also available on the Company's website: www.spbltd.com and on the website of NSDL at www.evoting.nsdl.com.

Kindly take the above information on record.

Thanking you,

Yours faithfully

**For Seshasayee Paper and Boards Limited**

**S SRINIVAS**  
**Director (Finance) & Secretary**

Encl: As above





## **SESHASAYEE PAPER AND BOARDS LIMITED**

CIN: L21012TZ1960PLC000364

Regd. Office: Pallipalayam, Namakkal District, Erode - 638 007,  
Tamil Nadu, Ph : 91 - 4288 240221 to 240228, Fax : 91 - 4288 - 240229  
Email : secretarial@spbltd.com, Web : www.spbltd.com

### **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013,  
read with Rule 22 of the Companies (Management and Administration) Rules, 2014).

To:

The Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and pursuant to other applicable laws and regulations, read with Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, that the Resolutions appended below are proposed to be passed by the Members of the Company through Postal Ballot and Remote electronic voting (e-voting). The Explanatory Statement, pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the proposed Resolutions setting out the material facts are annexed for your consideration and approval.

#### **SPECIAL BUSINESS :**

- 1. Re-appointment of Sri N Gopalaratnam (DIN: 00001945) as Whole-time Director, designated as Chairman**

To consider and, if thought fit, to pass with or without modifications, the following as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Sections 190, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Articles of Association of the Company, based on the recommendations of Nomination and Remuneration Committee and the consent of the Board of Directors,

approval of the members be and is hereby accorded to the re-appointment of Sri.N.Gopalaratnam (DIN : 00001945) as a whole-time director of the company, designated as Chairman, for a period of 3 (Three) years, with effect from 01<sup>st</sup> April 2026, liable to retire by rotation on the terms and conditions including remuneration including perquisites, benefits etc., as set out in the Statement annexed to the Notice, with liberty to the Board of Directors, hereinafter referred to as "the Board", which term shall be deemed to include the Nomination-cum-Remuneration Committee of the Board, to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri N Gopalaratnam, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution".

**2. Appointment of Sri Anurag Mishra, IFS, (DIN: 11389352), Special Secretary, as a Nominee Director, liable to retire by rotation:**

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

**"RESOLVED THAT** pursuant to Section 152, 160 of Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri Anurag Mishra, IFS, Special Secretary (DIN: 11389352), who was nominated by Environment, Climate Change and Forests Department, Government of Tamil Nadu and thereupon appointed by the Board of Directors as an Additional Director of the Company with effect from January 31, 2026, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive and Nominee Director of the Company, liable to retire by rotation".

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary to give effect to the above resolution".

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

**S SRINIVAS  
Director (Finance) & Secretary**

**Place: Chennai  
Date : January 31, 2026**

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the Resolution is annexed herewith.
2. The Postal Ballot Notice is issued in line with the Circulars issued by the Ministry of Corporate Affairs, Government of India (the “MCA”) and SEBI. In line with these various circulars, the company will send Postal Ballot Notice by email only to all its shareholders who have registered their email addresses with the Company's Registrar and Share Transfer Agents (in case of physical shareholding) or Depository Participants (in case of electronic shareholding) and the communication of assent / dissent of the members will only take place through the remote electronic voting system. In addition, this Notice is also displayed on the Company's website [www.spbltd.com](http://www.spbltd.com) and on the website of the NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent M/s Integrated Registry Management Services Private Limited 'Kences Towers', Second Floor, No. 1, Ramakrishna Street North Usman Road, T.Nagar Chennai - 600 017.
4. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same.
5. This Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners received from the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on 06<sup>th</sup> February 2026 (Cut-off date).
6. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer E-voting facility to its Members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited (NSDL) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”). The instructions for e-voting are annexed to this Notice.
7. Members whose names appear on the Register of Members / List of Beneficial Owners as on 06<sup>th</sup> February 2026 (Cut-off date) will alone be entitled for the e-voting. A person

who is not a Member as on the cut-off date should treat this Notice for information purposes only.

8. Resolution passed by the Members through Remote electronic voting (e-voting) shall be deemed to have been passed as if they have been passed at a General Meeting of the Members.
9. Members are advised to read carefully the voting process and instructions appended here under before casting their vote.
10. The remote e-voting shall commence on 10<sup>th</sup> February, 2026, at 9:00 AM (IST) and shall end on 11<sup>th</sup> March, 2026, at 5:00 PM (IST). During this period, Members of the Company holding shares in electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
11. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
12. The Board of Directors have appointed Sri K Sankarasubramanian, Practising Company Secretary (Membership No. F11241/ COP: 15994) as Scrutiniser for conducting the evoting process in a fair and transparent manner.
13. The Scrutiniser will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced by the Chairman or any other Officer of the Company duly authorised by Chairman, on Thursday, 12<sup>th</sup> March, 2026 at 11:00 AM at the Registered Office of the Company at Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamil Nadu. The results of the e-voting-by Postal Ballot will be posted on the website of the Company [www.spbltd.com](http://www.spbltd.com) and the results will be intimated to NSE / BSE Ltd where the shares of the Company are listed. Additionally, the results of the e-voting by Postal Ballot will be posted on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) . The decision of the Scrutiniser on the validity of the e-voting and any other related matter shall be final.
14. The last date specified in the Notice for e-voting i.e., 11<sup>th</sup> March, 2026 shall be the date on which resolutions would have been deemed to be passed, if approved by the requisite majority.
15. All documents referred to in the Notice and the Explanatory Statement referred to under Section 102(1) of the Companies Act, 2013 are open for inspection at the Registered Office of the Company at Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamil Nadu, during office hours on all working days between 09.30 AM and 05.30 PM.

16. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/ P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
17. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/PoD-1/P/CIR/2024/81 dated June 10, 2024, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <https://www.spbltd.com/investor-info/communication-to-shareholder/index.html> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Share Transfer Agent.
18. The formats for Nomination and Updation of KYC details in accordance with the SEBI Circular are available on the Company's website at <https://www.spbltd.com/investor-info/communication-to-shareholder/index.html>.

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**EXPLANATORY STATEMENT**  
(Pursuant to Section 102 of the Companies Act, 2013)

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**SPECIAL BUSINESS**

**Item No.1**

**Re-appointment of Sri N Gopalaratnam as Whole-time Director, designated as Executive Chairman**

The current term of Sri N Gopalaratnam, Chairman with executive powers, will expire on March 31, 2026. The Board of Directors at their meeting held on January 31, 2026, approved the re-appointment of Sri N Gopalaratnam as a whole-time director of the Company, designated as Chairman, for a further period of three years from April 01, 2026, pursuant to Sections 196, 197, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Board of Directors at their meeting held on January 31, 2026, approved the remuneration package of Sri.N.Gopalaratnam as under, on the recommendations of the Nomination cum Remuneration Committee and the Audit Committee, subject to the approval of shareholders of the company:

**I. Remuneration**

a) Salary

₹ 8,00,000 (Rupees Eight lakhs only) per month.

b) Performance Incentive

As may be determined by the Nomination-cum-Remuneration Committee / Board from time to time, subject to a maximum of 200% of the annual salary.

**II. Perquisites**

Perquisites shall be as per the Rules of the Company and in any case will be restricted to an amount equal to annual salary.

Perquisites shall be valued in terms of the Income tax Rules and accordingly certain perquisites, essentially covering retirement benefits, viz., contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity, leave encashment, etc., shall, however, be excluded in reckoning the said ceiling.

### III. General

In the event of loss or inadequacy of profits in any financial year, Sri N Gopalaratnam shall be entitled to such remuneration as may be determined by the Nomination and Remuneration Committee / the Board of Directors, which shall not, except with the approval of the members of the Company by passing a special resolution in the general meeting, exceed the limits prescribed under the Companies Act, 2013 and rules made thereunder.

In any event, the Salary, Incentive and Perquisites will be within the overall ceiling specified in the Companies Act, 2013 and as applicable from time to time.

Sri N Gopalaratnam was last appointed as whole-time director, designated as Chairman for a period of three years from April 01, 2023, by the Members of the Company through Postal Ballot Notice dated 28.01.2023.

Sri N Gopalaratnam first assumed office as Managing Director in April 1988 when the Company's operations and financial position were not healthy. His able leadership, commitment, vision and devotion brought back the Company to its good health.

Under his stewardship, the Company witnessed tremendous growth and has become one of the prime players in the Pulp and Paper Industry in India.

His achievements include:

- Successful completion of a major Expansion / Modernization programme in June 2000, costing nearly ₹ 190 crores, to increase the production capacity of the Unit : Erode from 60,000 tonnes per annum to 1,15,000 tonnes per annum, besides modernization of some of the existing facilities.
- Establishment of a 20 MW Captive Power Plant at a cost of ₹ 65 crores, to achieve economies in energy front and make the Company achieve substantial savings in energy costs, besides making it self-sufficient in Power. This Project was a 'Vision Project' of Sri N Gopalaratnam, especially when Tamilnadu State was facing unprecedented power shortage from the State Grid.
- Successful implementation of a major Mill Development Plan, during 2006-07, at a cost of ₹ 350 crores, to improve and sustain the environmental compliance performance of the Company in line with the Charter on Corporate Responsibility for Environmental Protection (CREP).
- The Project envisaged total replacement of the existing Wood Pulping Equipment of the Mill which was more than 30 years old with a 350 tonnes per day used Pulp Mill from USA, equipped with advanced technological feature, like RDH Pulping, a new modern

Chemical Recovery Boiler (in the place of existing two Chemical Recovery Boilers), a Black Liquor Evaporation Plant, a Lime Re-burning Kiln and a Turbo Alternator Set.

- Successful acquisition and quick turnaround of Subburaj Paper Mills in Tirunelveli capable of producing 90,000 tonnes of fine printing and writing papers in the year 2011. In a quick span of two years the Unit recorded more than 90% capacity utilisation of its then operating capacity of 60,000 tonnes per annum and achieved cash break-even.
- Successful completion of Phase I and II of the Project Mill Development Plan - II, in Unit : Erode, at a total cost of Rs 125 crores.
- Successful completion of the Mill Expansion Plan in Unit: Tirunelveli at a cost of Rs 75.00 crores.
- Successful completion of Mill Development Plan-III at Unit : Erode at a cost of Rs 240.00 crores (incurred till date) which resulted in increase in Paper Capacity, increase in Pulp Capacity, Modernisation and upgradation of recovery boiler, diversification into Board Segment.
- The Company has participated and emerged as the successful bidder in the e-auction held on 19.09.2022, for the Sale of M/s.Servalakshmi Paper Limited (In Liquidation) (Corporate Debtor), on a Going Concern basis.
- Company has also embarked on another ambitious project - MDP-IV in Unit-Erode to be executed in phases, for augmenting the pulp and paper capacities in Erode by 40%.
- Company has also set-up ambitious plans to shift to renewable energy in a larger way with investment (under Group Captive Model) in an SPV to generate 62 MW of Solar / Wind Power, with investment in Low pressure bio-fuel fired boiler in Unit Tirunelveli and large investments in MDP-IV in Erode for augmenting Green Energy.
- Sri N Gopalaratnam pioneered in securing ISO 9001, ISO 14001, OHSAS 18001, Forest Stewardship Council Certification / accreditations to the Company. With sustained exports, the Company enjoys Two Star Export House status. Company's continued growth in Exports to demanding markets like US speaks volumes about the quality of the paper manufactured in both the units.
- Thanks to his continued vision and guidance, the Company had launched a programme in association with CII to convert the Company a Green Company. This resulted in the Company winning the recognition with "Tamil Nadu Pollution Control Board Green Award" for the year 2017 for the excellent contribution to Environment protection. (Golden award for green initiative from CII).

At this critical juncture, the continued leadership and services of Sri N Gopalaratnam are considered essential for sustained growth of the Company.

His flare for numbers, his untiring efforts to achieve cost reduction in all spheres, his ability in maintaining cordial relations with work force, etc., are well known. Above all, urge for innovation, foresee changes and quick adaptability to such changes, explore and experiment new things, either technical or otherwise are his virtues.

Sri N Gopalaratnam is 78 years of age and in sound physical condition. As required under Proviso to Section 196(3)(a), approval of the members for the re-appointment of Sri.N.Gopalaratnam as whole-time director designated as Chairman, is sought through a Special Resolution. Sri N Gopalaratnam's appointment as Director of the Company is on the basis of his being liable to retire by rotation. He will continue to be the Director of the Company till his turn comes for retirement by rotation. He is eligible to seek re-election at the Annual General Meeting in which he retires by rotation.

The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013.

The Board of Directors will also be at liberty to alter, vary and revise the remuneration, including commission and the perquisites from time to time within the limits prescribed in Schedule V to the Companies Act, 2013 or any amendment or statutory modifications thereto.

In terms of Part III of Schedule V to the Companies Act, 2013, the appointment and remuneration as above shall be subject to the approval by Members of the Company in Postal Ballot through the remote electronic voting system accordingly, the subject is placed before the Members for their approval under item No. 1 in the Notice.

A copy of the Resolution of the Nomination cum Remuneration Committee / Board of Directors and other relevant documents in this regard are available for inspection by the Members at the Registered Office of the Company during business hours from the date of dispatch until the last date for receipt of votes by Postal Ballot/ e-voting. Alternately, Members may also send their requests to [secretarial@spbltd.com](mailto:secretarial@spbltd.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

No Director / Key Managerial Personnel or their relatives, other than Sri N Gopalaratnam is concerned or interested in this item of business, except to the extent of his shareholding in the Company.

The Board recommends the Special Resolution set out in the Notice for approval of the shareholders of the company.

## **Item No.2**

### **Appointment of Sri Anurag Mishra, IFS, (DIN:11389352), Special Secretary, as a Nominee Director, liable to retire by rotation:**

Consequent to nomination received from the Environment, Climate Change and Forests Department, Government of Tamilnadu, Sri Anurag Mishra, IFS, (DIN:11389352), Special Secretary (Environment, Climate Change) was appointed as an Additional Director in the capacity of Nominee director by the Board of Directors, in the place of Sri Ashish Kumar Srivastava, IFS, on January 31, 2026. The Board of Directors in their meeting held on January 31, 2026 had passed due resolutions approving the appointment of Sri Anurag Mishra, IFS, as 'Nominee Director, liable to retire by rotation' and recommended the same to the shareholders of the company for their approval thro' Postal Ballot.

Notice as required under Section 160 of the Companies Act, 2013, has been received by the Company from a Member proposing the appointment of Sri Anurag Mishra, IFS, as a Nominee Director of the Company, liable to retire by rotation.

In line with the provisions of Companies Act, 2013 and the present Articles of Association of the Company, approval of the Shareholders is sought through Postal Ballot, for appointment of Sri Anurag Mishra, IFS, Special Secretary, as a Nominee Director liable to retire by rotation.

Sri Anurag Mishra, IFS, Special Secretary has submitted disclosures as required under Companies Act, 2013 and the same be considered a notice in writing specifying his intention to be appointed to the office of director of the Company as envisaged under Section 160 of Companies Act, 2013. Sri Anurag Mishra is not debarred from holding of office of director by virtue of any order by SEBI or any authority in force.

A copy of the Resolution of the Board of Directors and other relevant documents in this regard are available for inspection by the Members at the Registered Office of the Company, during business hours.

Sri Anurag Mishra, IFS, is concerned and interested in his appointment and none of the other Directors / Key Managerial Personnel of the Company and their relatives is concerned or interested in the said appointment, except to the extent of their shareholding in the Company. It is declared with reference to the proviso to Section 102(2) of the Companies Act, 2013 that the proposed Resolution does not have any bearing with the business of any other company.

The Board recommends the Ordinary Resolution set out in the Notice for approval of the Shareholders.

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

**S SRINIVAS  
Director (Finance) & Secretary**

**Place: Chennai  
Date : January 31, 2026**

**ANNEXURE**

Details of Director seeking appointment / Re-appointment, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting.

**1. SRI N GOPALARATNAM:**

Director Identification Number	:	00001945
Date of Birth & Age	:	15 04 1947 (78 years)
Date of appointment	:	26 12 1987 as a Director 01 04 1988 as a Managing Director 28 07 2001 as Chairman and Managing Director 01 04 2014 as Chairman 01 04 2023 as Chairman
Qualification	:	B.Sc., BE (Mech.)
Terms and conditions of appointment (including re-appointment)	:	As per the terms set out in the Explanatory Statement attached to this Notice
Expertise in specific functional areas	:	Mechanical Engineer with more than 55 years of Specialisation in design, operation and Management of Pulp and Paper Industry
Number of shares held in the Equity Capital of the Company	:	78155 (of Face Value ₹ 2 each) equity shares
Relationship with other Directors	:	He is not related to any other Director
Number of Board Meetings attended during the year	:	6 (100%) - Upto 31.01.2026
Resignation of directorships from listed entities during the past 3 years	:	Nil
Last drawn remuneration	:	Rs 320 lakhs for FY 2024-25.
Directorship in other Companies	:	- Ponni Sugars (Erode) Limited - High Energy Batteries (India) Limited - Esvi International (Engineers & Exporters) Ltd - Time Square Investments Private Limited - Dhanashree Investments Private Limited

Committee / executive positions held in other Companies	: Ponni Sugars (Erode) Limited - Stakeholders Relationship Committee - Chairman - Nomination and Remuneration Committee - Member - Corporate Social Responsibility Committee – Chairman High Energy Batteries (India) Limited - Stakeholders Relationship Committee - Chairman
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## 2. SRI ANURAG MISHRA, IFS :

Director Identification Number	: 11389352
Date of Birth & Age	: 20.05.1967 (58 yrs)
Date of first appointment	: With effect from 31.01.2026
Qualification	: IFS
Expertise in specific functional areas	: Special Secretary (Environment, Climate Change) Environment, Climate Change and Forest Department, Government of Tamilnadu.
Terms and conditions of appointment	: As per the terms set out in the Explanatory Statement attached to this Notice
Remuneration proposed to be paid	: Commission and sitting fee as would be applicable for non-executive directors.
Remuneration last drawn	: Not Applicable
Number of shares held in the Equity Capital of the Company	: Nil
Relationship with other Directors	: He is not related to any other Director
Number of Board Meetings attended during the year	: Not Applicable
Directorship in other Companies	: Nil
Committee / executive positions held in other Companies	: Nil
List of entities from which the Director has resigned in the past three years.	: Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	: Not applicable

## 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 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company has provided the facility to the Members to exercise their votes electronically through Remote e-Voting facility arranged with National Securities Depository Limited (NSDL).
- (ii) The Remote e-voting period commences on 10<sup>th</sup> February, 2026 (9:00 AM) and ends on 11<sup>th</sup> March, 2026 (5:00 PM). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of 06<sup>th</sup> February 2026 may cast their vote electronically. The Remote e-Voting module shall be disabled by NSDL for voting thereafter.

### (B) Login for Remote e-Voting:

- (i) **Login method for e-voting and individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 09, 2020 on "e-Voting facility provided by Listed Companies", individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the

	<p>remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login</li> </ol>

	<p>icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <ol style="list-style-type: none"> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) logging through their depository participants</p>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are

advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free No. 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800-21-09911.

## **II Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at [https:// eservices.nsdl.com/](https://eservices.nsdl.com/) with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically on NSDL e-voting system.

5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****)
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****)
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 138428 then user ID is 138428 001***

6. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your

'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

7. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

1. After successful logging at Step 1, you will be able to see the "EVEN" of all Companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting"
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on

“Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for procuring user id and password for e-voting for those shareholders whose email ids are not registered with the depositories / Company:**

Members holding shares in dematerialised form and whose e-mail IDs are not registered with the Company / Depository Participants, as well as for Members holding shares in physical form may follow the process detailed below for registration of e-mail ID to obtain user ID / Password for e-Voting.

Type of holder	Process to be followed
Physical	Send a request to the RTA of the Company, Integrated Registry Management Services Pvt. Ltd at kalyan@integratedindia.in providing Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for registering email address.
Demat	Please contact your DP and register your e-mail address as per the process advised by your DP.

**General Instructions:**

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shankartheacs5@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by

clicking on “Upload Board Resolution / Authority Letter” displayed under “eVoting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 User Details / Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call NSDL at 022 - 4886 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com), or contact Mr. Prajakta Pawle, Executive, National Securities Depository Ltd., at designated email IDs: [evoting@nsdl.com](mailto:evoting@nsdl.com) to get your grievances on e-voting addressed.
4. The cut-off date for the purpose of e-Voting has been fixed as 06<sup>th</sup> February 2026. Members holding shares as on this cut-off date should endeavor to cast their vote in remote e-voting only.
5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 06<sup>th</sup> February 2026 may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/ RTA. However, 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. If you forgot your password, you can reset your password by using “Forgot User Details / Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call NSDL at 022 - 4886 7000.

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 06<sup>th</sup> February, 2026, may follow steps mentioned in the voting process and instructions of this Postal Ballot Notice.