

Seshasayee Paper and Boards Limited



Fifty Sixth Annual Report

2015-16

SESHASAYEE PAPER AND BOARDS LIMITED

DIRECTORS

Sri N GOPALARATNAM, *Chairman*

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

Dr NANDITHA KRISHNA

Dr S NARAYAN, I A S (Retd.)

Sri A L SOMAYAJI

Sri V SRIDAR

Mrs SUPRIYA SAHU, I A S, *Nominee of TIIC*

Sri K S KASI VISWANATHAN

Sri V PICHAI

AUDITORS

M/s SURI & CO., Chennai

M/s S VISWANATHAN LLP, Chennai

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

COST AUDITOR

M/s S MAHADEVAN AND CO., Chennai

SECRETARIAL AUDTOR

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



SESHASAYEE PAPER AND BOARDS LIMITED

CONTENTS


	Page
NOTICE	3
DIRECTORS' REPORT	10
INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS	71
BALANCE SHEET	78
STATEMENT OF PROFIT AND LOSS	79
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS	81
CASH FLOW STATEMENT	105

CONSOLIDATED FINANCIAL STATEMENTS

	Page
INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS	108
CONSOLIDATED BALANCE SHEET	113
CONSOLIDATED STATEMENT OF PROFIT AND LOSS	114
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON CONSOLIDATED FINANCIAL STATEMENTS	116
CONSOLIDATED CASH FLOW STATEMENT	140

SESHASAYEE PAPER AND BOARDS LIMITED

NOTICE

 Notice is hereby given that the 56th Annual General Meeting of the Company will be held at "Community Centre", SPB Colony, Erode 638 010 on Saturday, the 23rd July 2016, at 11.00 AM to transact the following business :

ORDINARY BUSINESS

1 Adoption of Accounts, etc.,

To consider and adopt the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2 Declaration of Dividend

To declare dividend on Equity Shares.

3 Re-appointment of retiring Director

To appoint a Director in the place of Sri N Gopalaratnam, (DIN : 00001945), who retires by rotation and being eligible, offers himself for reappointment.

4 Ratification of Auditors' appointment

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

"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 Auditors made by the Shareholders at the 54th Annual General Meeting as under:

- (i) M/s Suri & Co., (Firm Registration No. 004283S), Chartered Accountants, Chennai and M/s S Viswanathan LLP, (Registration No.004770S/S200025), Chartered Accountants, Chennai, to hold office till the conclusion of the 57th Annual General Meeting.

- (ii) M/s Maharaj N R Suresh & Co., (Firm Registration No.001931S), Chartered Accountants, Chennai, to hold office till the conclusion of the 58th 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 2016-17, 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 28, 2016

SESHASAYEE PAPER AND BOARDS LIMITED

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

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

4 Book Closure

The Register of Members and the Share Transfer Books will be closed from Saturday, the July 16, 2016 to Saturday, the July 23, 2016 (both days inclusive).

5 Dividend

Dividend on declaration will be paid on 25th July 2016.

Members are advised to refer to 'Shareholder Information' Section of the Corporate Governance

Report (Page 37 of the Annual Report) for details on dividend entitlement and payment options.

6 Unclaimed Dividend

Unclaimed dividend for over 7 years will be transferred to the Investor Education and Protection Fund. Members may refer to Page 40 of the Annual Report and lodge their claim, if any, immediately.

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.

STATEMENT

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

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, 1956. 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 2016-17 and determined the

remuneration at ₹ 1 50 000 (Rupees one lakh fifty thousands only), in addition to Service Tax, 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 28, 2016

Appointment / Re-appointment of Directors :

Disclosure required under Clause 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment / re-appointment at the Fifty Sixth Annual General Meeting :

Sri N GOPALARATNAM :

Date of birth and age	:	15 04 1947 (69 years)
Date of appointment	:	26 12 1987 as a Director 01 04 1988 as Managing Director 28 07 2001 as Chairman and Managing Director 01 04 2014 as Chairman
Qualification	:	B.Sc., B.E. (Mech)
DIN	:	00001945
Expertise in specific functional areas	:	Mechanical Engineer with more than 40 years of specialisation in design, operation and management of Pulp and Paper Industry.
Number of shares held in the Equity Capital of the Company	:	9231
Relationship with other Directors	:	He is not related to any other Director.
Directorship in other companies	:	Ponni Sugars (Erode) Limited High Energy Batteries (India) Limited SPB Projects and Consultancy Limited Esvi International (Engineers & Exporters) Limited
		Time Square Investments Private Limited
Committee / executive positions held in other companies	:	Ponni Sugars (Erode) Limited - Stakeholders Relationship Committee - Chairman - Nomination cum Remuneration Committee - Member High Energy Batteries (India) Limited - Stakeholders Relationship Committee - Chairman

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 56th 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 15, 2016 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 (i) 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

SESHASAYEE PAPER AND BOARDS LIMITED

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 SI 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 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 20, 2016 (9:00 a.m.) and ends on July 22, 2016 (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 15, 2016, 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 15, 2016.

(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 15, 2016. 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 15, 2016.

SESHASAYEE PAPER AND BOARDS LIMITED

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 and on the website of NSDL 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.

SESHASAYEE PAPER AND BOARDS LIMITED

DIRECTORS' REPORT

7 The Directors hereby present their Fifty Sixth Annual Report and the Audited Accounts for the year ended 31st March 2016:

WORKING RESULTS

	2015-16 (in tonnes)	2014-15 (in tonnes)
Production	182634	177904
Sales	182230	177150
	(₹ lakhs)	(₹ lakhs)
Revenue from Operations		
Sales and Other Operating Income	108312	106820
Less: Excise Duty and Excise Cess	5162	5408
	103150	101412
Other Income	428	584
Total Revenue	103578	101996
Profit before interest, depreciation, exceptional item and tax	11133	9513
Finance Cost	3229	3721
Depreciation	2876	2929
Exceptional Item	0	322
Profit before tax	5028	2541
Provision for current tax	0	0
Transfer to / (from) Deferred Tax	1470	806
Net Profit	3558	1735

DIVIDEND

The Directors recommend payment of Dividend at ₹ 5 (₹ five) per equity share, absorbing a sum of ₹ 630.68 lakhs.

As per the provisions of the Income tax Act, 1961, no tax will be deducted at source on dividends distributed. However, the Company will bear the tax on the dividend distributed, amounting to ₹ 128.39 lakhs.

APPROPRIATIONS

Your Directors propose the following appropriations:

	2015-16 (₹ lakhs)
Net profit for the year	3557
<i>Add :</i> Surplus brought forward from the previous year	2962
	6519
<i>Less :</i> Transfer to General Reserve	2500
Proposed dividend and tax thereon	759
	3259
Balance carried forward	3260

OPERATIONS PRODUCTION

During the year, the production at Unit : Erode was 1 23 630 tonnes, as compared to 1 18 378 tonnes, produced in the previous year. The production was higher by 5 252 tonnes, compared to the previous year. The production would have been higher but for the unfavourable market conditions.

Unit : Erode also produced 24 842 tonnes of Wet Lap Pulp to augment the Pulp requirements of Unit : Tirunelveli.

Unit : Tirunelveli produced 59 004 tonnes Paper during the year, as compared to 59 526 tonnes, produced in the previous year. Production would have been much higher but for the unfavourable market conditions and planned shut of Paper Machine to install Metering Size Press to facilitate manufacture of Surface Sized papers to service the multi-colour printing segment.

SESHASAYEE PAPER AND BOARDS LIMITED

The overall Production for the Company was 1 82 634 tonnes of Paper and Boards for the year, as compared to 1 77 904 tonnes produced, in the previous year.

SALES

During the year, Unit : Erode sold 1 23 011 tonnes, against its production of 1 23 630 tonnes. The entire paper produced had been sold and zero stock was achieved at the end of the financial year.

In addition, Unit : Erode, as part of its trading activity, had sold 9 tonnes of paper and Note Books and sold petroleum products totally valued at ₹ 2 128 lakhs. Closing Stock of Traded Goods was 165 tonnes, as on March 31, 2016.

Unit : Tirunelveli sold 59 210 tonnes, during the year and achieved zero stock at the end of the financial year.

The overall sale of Paper and Paper Boards effected by the Company during the year, was 1 82 230 tonnes, compared to 1 77 150 tonnes, sold during the previous year.

PROFITABILITY

The Revenue from Operations of the Company for the year was ₹ 1 03 578 lakhs, as against ₹ 1 01 996 lakhs, in the previous year.

Profit before interest, depreciation, exceptional item and tax was ₹ 11 133 lakhs, for the Company as a whole, compared to ₹ 9 513 lakhs, in the previous year.

After absorbing interest and depreciation of ₹ 3 229 lakhs and ₹ 2 876 lakhs, respectively, the Profit before tax was ₹ 5 028 lakhs, as compared to ₹ 2 541 lakhs, in the previous year.

Despite difficult market conditions throughout the year, the Company could achieve improved profitability for the year 2015-16, due to higher production in Unit : Erode, improved captive power generation in its Captive Power Plant after retrofit and wheeling of power to Unit : Tirunelveli thereby eliminating purchase of costly third party power, increased Wet Lap Pulp supply from

Unit : Erode that resulted in reduced consumption of costly Imported Pulp, favourable oil and coal prices, lower interest cost, due to small reduction in rate of interest charged by banks and repayment of term loans, etc.

Due to substantial carried forward unabsorbed depreciation available on account of amalgamation of SPB Papers Limited, the Company was liable only to Minimum Alternate Tax (MAT). As the tax liability under the Regular Method is nil, the entire MAT paid is eligible to be carried forward as MAT Credit Entitlement for set off in future years. Consequently, the Current Tax liability for the year is Nil.

As per the Accounting Standard (AS) 22 of The Companies (Accounting Standards) Rules, 2006, a sum of ₹ 1 470 lakhs has been transferred to Deferred Tax to the debit of the Profit and Loss Account, as against transfer of ₹ 806 lakhs in the previous year.

In the result, Profit after tax for the year was ₹ 3 558 lakhs, as compared to ₹ 1 735 lakhs, in the previous year.

FINANCE

Instalments of Term Loans and interest dues on Term Loans and Working Capital borrowings were paid on or before the respective due dates.

INTEREST FREE SALES TAX DEFERRAL LOAN

The Company repaid ₹ 700 lakhs during the year and the balance outstanding as on March 31, 2016 was ₹ 2 863 lakhs.

MARKET CONDITIONS

Weak market conditions, that prevailed in 2014-15, deteriorated further during the year under review. The impact was more pronounced on the writing and printing segments.

Consequently, the Company was compelled to carry high inventories of unsold stock throughout the first three quarters. Markets turned favourable during the last quarter of the

SESHASAYEE PAPER AND BOARDS LIMITED

year, facilitating the Company, to clear stocks and achieve 'Zero Stock' at the end of the year. Unit: Tirunelveli bore the brunt of this weak market conditions and throughout the first nine months of the year, had to carry high stocks, suffer production losses, due to frequent order changes and sub-optimal 'deckle' combination of market orders.

Exports were stepped up at Unit: Tirunelveli to 25% of the production (15,006 tonnes in 2015-16, against 12,464 tonnes in 2014-15), often at un-remunerative prices. Domestic market, also witnessed frequent price corrections, induced by competitors' pricing strategies. Market conditions remain 'stable' as of now.

EXPORT PERFORMANCE

Unit : Erode exported 14 342 tonnes during the year, as compared to 12 329 tonnes, exported during 2014-15. The export proceeds amounted to US \$ 11 393 757. In Rupee terms, the value of exports amounted to ₹ 7 502 lakhs. The exports constituted around 11.60% of the Production.

Besides the above, the Unit : Erode also sold 399 tonnes, under deemed exports whose proceeds amounted to ₹ 221 lakhs.

Unit : Tirunelveli exported 15 006 tonnes of Paper during the year, as against 12 464 tonnes, exported during the previous year. The export proceeds amounted to US\$ 9 494 382. In Rupee terms, the value of exports amounted to ₹ 7 236 lakhs. The exports constituted around 25.43% of the Production.

Besides the above, the Unit : Tirunelveli also sold 186 tonnes, under deemed exports and 124 tonnes under merchant exports whose proceeds amounted to ₹ 96 lakhs and ₹ 51 lakhs, respectively.

TREE FARMING ACTIVITY

The Company provides quality Clonal Seedlings of Eucalyptus, as well as Casuarina Seedlings, at subsidized rates, to interested

farmers and assist them with technical help to achieve higher yields.

Technical Support for this initiative is provided in association with the Department of Tree Breeding of Forest College and Research Institute, attached to Tamil Nadu Agricultural University, Coimbatore, through a Collaborative Research Project.

In accordance with the Company's vision to achieve wood positive status, over seven crores of seedlings (Clonal Eucalyptus Seedlings and bare-rooted Casuarina Seedlings) were made available to farmers at subsidized rates for planting in about 16 000 acres of land.

ISO 9001 / ISO 14001 ACCREDITATION

Company's Quality Management Systems continue to be covered by the "ISO 9001" accreditation. Company's Environmental Management System, continues to enjoy "ISO 14001", accreditation.

OHSAS 18001 CERTIFICATION

The Company continues to enjoy certification under Occupational Health and Safety Assessment Series 18001 (OHSAS) which is an international standard that facilitates management of Occupational Health and Safety risks associated with the business of the organization.

FOREST STEWARDSHIP COUNCIL (FSC) CERTIFICATION

The Company has been certified under three Standards of FSC, viz., FSC-STD-40-004, FSC-STD-40-005 v2-1 and FSC-STD-40-003 v1-0. By this, the Company assures its stakeholders that the wood, wood fibre and pulp purchased by it are traceable to responsibly managed plantations and that adequate document controls are in place to ensure identification and traceability throughout the Chain of Custody. This also means that the Company is capable of manufacturing and selling FSC Pure and FSC Mixed Products in the domestic and international markets.

SESHASAYEE PAPER AND BOARDS LIMITED

AWARDS

The Company received Special Export Award from CAPEXIL for the year 2012-13 for its export performance.

EXPORT HOUSE STATUS

The Company is accredited with "Star Export House" status, by the Government of India, Ministry of Commerce, Directorate General of Foreign Trade, in recognition of its export performance.

DEPOSITORY SYSTEM

As on March 31, 2016, 4 626 Members were holding their shares in demat form and 96 42 223 Equity shares, representing 76.44% of the total Paid up Equity Share Capital of the Company, have been dematerialised.

SUBSIDIARY

M/s Esvi International (Engineers & Exporters) Limited (Esvin) is a wholly owned subsidiary of the Company. Currently, Esvin holds properties and derives property income.

MILL DEVELOPMENT / EXPANSION PLAN

The Company embarked on implementation of two Projects, viz., Mill Development Plan II at Unit : Erode and Mill Expansion Plan at Unit: Tirunelveli.

The Mill Development Plan II at Unit : Erode is aimed at :

- ◇ Augmentation of Paper production capacity from 1 15 000 tonnes to 1 65 000 tonnes per annum.
- ◇ Augmentation of Wood Pulp production from 1 15 000 tonnes to 1 45 000 tonnes per annum.
- ◇ Augmentation of Captive Power Plant capacity by 15 MW.
- ◇ Up-gradation of Waste Water Treatment facilities to comply with all relevant regulations.

The Company has since secured the Environmental Clearance from MOEF for the Project.

The Mill Development Plan II is estimated to cost ₹ 300 crores and will be implemented in convenient phases.

Similarly, Mill Expansion Plan has been drawn up for Unit : Tirunelveli at an estimated cost of ₹ 180 crores. The Project is aimed at :

- ◇ Augmentation of Paper production capacity from 72 000 tonnes to 1 10 000 tonnes per annum by various de-bottlenecking measures and up-gradation of quality.
- ◇ Installation of a Coal based 18 MW Captive Power Plant.

The Company has since secured necessary Environmental Clearance for undertaking this Project which is being implemented in convenient phases.

CURRENT YEAR (2016-17)

In Unit : Erode, the Production during April 2016 was 10 378 tonnes, as compared to 10 315 tonnes, produced during April 2015. In Unit : Tirunelveli, the Production was 5 400 tonnes in April 2016, as against 5 004 tonnes in April 2015. The overall Production for the Company, for the month of April 2016, was 15 778 tonnes. Total Revenue (net of Excise Duty and Cess), during April 2016, amounted to ₹ 6 202 lakhs, compared to ₹ 6054 lakhs, during April 2015.

During April 2016, 869 tonnes of paper, valued at US\$ 649 218 (equivalent to ₹ 431 lakhs) were exported. In addition, 43 tonnes, valued at ₹ 23 lakhs and 100 tonnes, valued at ₹ 51 lakhs, were exported under deemed exports and merchant exports, respectively.

ENVIRONMENTAL PROTECTION

The Company continues to provide utmost attention to the conservation and improvement

— SESHASAYEE PAPER AND BOARDS LIMITED —

of the environment. In Unit : Erode, the Power Boilers and Recovery Boilers are equipped with Electro Static Precipitators, to arrest dust emissions. The Company has installed and operates an Anaerobic Lagoon, for high BOD liquid effluents and a Secondary Treatment System, for total Mill effluent. These facilities are operating efficiently, enabling the Company to comply with the pollution control norms, prescribed by the Pollution Control Authorities, on a sustained basis. The treated effluent water continues to be utilised for irrigating nearby sugar cane fields. The implementation of the Mill Development Plan has enabled the Mill to enhance its environmental performance and compliance, thereby complying with the Charter on Corporate Responsibility for Environmental Protection (CREP) on a sustained basis.

Unit : Tirunelveli is well equipped with efficient Electrostatic Precipitator for the Power Boiler and has an extensive green cover. Its treated waste water, after recycling, is used to irrigate the Company owned lands.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Report on Management's Discussion and Analysis, as required under Clause 49(VIII)(D) of the Listing Agreement with Stock Exchanges covering industry structure and developments, opportunities and threats, outlook, discussion on financial performance, etc., is contained in "Management Discussion and Analysis Report" that forms an integral part of this Report and annexed as Annexure - I.

CORPORATE GOVERNANCE

Pursuant to Regulation 34 and Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report, together with the Certificate from the Company's Auditors confirming the compliance of conditions on Corporate Governance is given in Annexure - II.

DISCLOSURE REQUIREMENTS UNDER SECTION 143(3) OF THE COMPANIES ACT, 2013

Section 143(3) of the Companies Act, 2013 requires the Board's Report to include several additional contents and disclosures compared to the earlier law. Most of them have accordingly been made in the Corporate Governance Report at appropriate places that forms an integral part of this Report.

EXTRACT OF THE ANNUAL RETURN

The details forming part of the Extract of the Annual Return in Form MGT - 9, is given in Annexure - III.

DIRECTORS' RESPONSIBILITY STATEMENT

While preparing the annual accounts, the Company has adhered to the following:

- ◇ Applicable Accounting Standards, referred to in Section 129(1) of the Companies Act, 2013, have been followed.
- ◇ The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the said period.
- ◇ The Directors have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- ◇ The Directors have prepared the annual accounts on a "going concern" basis.
- ◇ The Directors have laid down internal financial controls to be followed by the

SESHASAYEE PAPER AND BOARDS LIMITED

Company and that such internal financial controls are adequate and were operating effectively.

- ◇ The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year, the Company gave an Inter Corporate Loan of ₹ 701 lakhs to M/s High Energy Batteries (India) Limited to meet their working capital requirements. The amount was later utilized partly to buy 2 80 000 Equity Shares of M/s Ponni Sugars (Erode) Limited held by them and the balance was repaid during the year.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

The Corporate Governance Report contains relevant details on the nature of Related Party Transactions (RPTs) and the policy formulated by the Board on Material RPTs. Particulars of Contracts or Arrangements with Related Parties referred to in Section 188(1) of the Companies Act, 2013 is furnished in accordance with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC - 2 as Annexure - IV.

MATERIAL CHANGES AND COMMITMENTS

There was no change in the nature of business of the Company during the year.

There are no material changes and commitments in the business operations of the Company since the close of the financial year on 31st March 2016 to the date of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information relating to Conservation of Energy, Technology Absorption and Foreign

Exchange Earnings and Outgo, as required under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, is given in Annexure-V.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Section 135 of the Companies Act, 2013 mandates every company having minimum threshold limit of net worth, turnover or net profit as prescribed to constitute a Corporate Social Responsibility Committee of the Board, formulation of a Corporate Social Responsibility Policy that shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013 and duly approved by the Board, fix the amount of expenditure to be incurred on the activities and monitor the CSR Policy from time to time.

Since your Company falls within the minimum threshold limits, constituted a CSR Committee of the Board and formulated a CSR Policy. The CSR Report, forming part of this Report, is furnished in Annexure - VI.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197, read with Rule 5 of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014, is furnished in Annexure - VII.

CASH FLOW STATEMENT

As required under Regulation 53 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Cash Flow Statement is attached to the Balance Sheet.

INDUSTRIAL RELATIONS

Relations between the Management and Employees were cordial throughout the year under review. In Unit : Erode, a long term wage settlement for the period April 1, 2014 to March 31, 2019, has been reached with Labour Unions under Section 12(3) of the Industrial

SESHASAYEE PAPER AND BOARDS LIMITED

Disputes Act, 1947, before the Joint Commissioner of Labour, Coimbatore with regard to payment of wages, bonus, production incentive and other benefits. Discussions with Staff Association are in progress with regard to payment of such benefits. In Unit: Tirunelveli, a long term agreement has already been reached with the Union covering the wages / salary and other benefits.

DIRECTORS

Sri S K Prabakar, IAS, the Nominee Director of Tamilnadu Industrial Investment Corporation Limited (TIIC) ceased to be a Director on our Board with effect from 1st April 2015, as provided under Section 167(1)(b) of the Companies Act, 2013, due to his non-attendance at any of the Board Meetings in the last 12 months. He was re-nominated to the Board on 1st August 2015. His nomination was withdrawn and in his place TIIC nominated its Principal Secretary/ Managing Director Mrs Supriya Sahu, IAS as its Nominee Director on the Board of our Company.

Sri Hans Raj Verma, IAS, Nominee Director of Tamilnadu Government ceased to be a Director on our Board with effect from 26th March 2016, as provided under Section 167(1)(b) of the Companies Act, 2013, in view of his non-attendance at any of the Board Meetings in the last 12 months.

All the Independent Directors have given the declaration that they met the criteria on independence, as laid down under Section 149(6) of the Companies Act, 2013. The performance evaluation of Independent Directors has been done by the entire Board of Directors, excluding the Director being evaluated at the Board Meeting held on 26th March 2016. The Board on the basis of such performance evaluation determined to continue the term of appointment of all the Independent Directors

who have been appointed by the Company at its 54th Annual General Meeting for a fixed tenure till 31st March 2019.

AUDITORS

M/s Suri& Co., and M/s S Viswanathan LLP, Chartered Accountants, Chennai have been appointed as statutory auditors of the Company till the conclusion of the 57th Annual General Meeting and M/s Maharaj N R Suresh & Co., till the conclusion of the 58th Annual General Meeting, subject to ratification by Members at every Annual General Meeting. Accordingly, requisite Resolution for ratifying their appointment is proposed in the manner stated in the Notice for the 56th Annual General Meeting.

Particulars of Statutory Auditors, Cost Auditors, Internal Auditors and the Secretarial Auditors have been given in the Corporate Governance Report that forms an integral part of this report. Secretarial Audit Report, as required by Section 204(1) of the Companies Act, 2013, is attached in Annexure - VIII.

ACKNOWLEDGEMENT

The Directors place on record their great appreciation of the tireless efforts of all the Executives and Employees of the Company for their commendable performance in a difficult year. The Directors also express their sincere thanks to the Government of India, Government of Tamilnadu and Commercial Banks, for their understanding, guidance and assistance and Dealers, Customers, Suppliers and Shareholders, for their excellent support, at all times.

On behalf of the Board

N GOPALARATNAM
Chairman

Chennai
May 28, 2016

REPORT ON MANAGEMENT'S DISCUSSION AND ANALYSIS

(i) Industry Structure and Developments

Global :

Paper Industry, occupies a prestigious position, among the various manufacturing enterprises globally, in view of its significant contribution to the Society. Role of paper in promotion of literacy, propagation of information and knowledge and in packaging commodities and items of commercial value, makes it an indispensable product. Its hygiene products offer unique solutions to society's needs.

Despite predictions that the digital revolution would make paper obsolete, paper remains central to our lives. Paper is interwoven with human life in innumerable ways. Think of the hundreds of times, we touch paper, in a day. Paper is a bio-degradable product with a benign foot print at the end of its life cycle and this adds further strength to this product, promoting its growing usage.

Paper Industry is a significant player in the World Economy. Its annual revenue exceeds US \$ 500 billions. World consumption of paper and paper boards grew from 169 million tonnes in 1981 to 253 million tonnes in 1993 and to 352 million tonnes in 2005. Current consumption is of the order of 402 million tonnes. Roughly half of this, is consumption by Europe and North America. Paper usage however has been declining in North America and Europe since 2006 while steeply rising in China and other Asian Economies. About half of the paper produced each year is recycled. (200 million tonnes in 2012).

The four key Paper and Board categories are: Newsprint, Coated/Uncoated Woodfree Papers, Tissue Papers and Papers & Boards for packaging applications. Tissue, container board and carton board are expected to witness higher growth rates, in future while newsprint and wood-free grades may witness declining trend.

Global demand for paper and paper board is forecast to grow to 482 million tonnes in 2030,

or 1.1 per cent per year, according to a new global paper market study undertaken by Poyry Management Consulting.

The study forecasts the graphic paper market facing huge challenges, in particular, due to shrinking of demand for newsprint and other printing papers, as well as uncoated and coated wood containing and wood free papers. Demand for tissue paper, container boards and carton board, is expected to grow upto 2030, driven by increasing packaging needs in emerging markets, booming e-commerce and the growing demand for convenience food and consumer goods. The annual consumption of packaging material and tissue/hygiene products is thus estimated to rise by upto 2.9 per cent.

Paper Industry, is often at the receiving end from environmental activists who are weary of environmental footprint of this resources-intensive industry. As per European Environmental Paper Network (EEPN), Paper Industry should enable a clean, healthy, just and sustainable future for all life on Earth. EEPN's vision encompasses 7 principles; namely: Reduce global paper consumption and promote fair access to paper, maximize recycled paper content, ensure social responsibility, source fibre responsibly, reduce green house gas emissions, ensure clean products and ensure transparency and integrity.

China is the largest producer and consumer of paper, producing and using more than 100 million tonnes of paper and board annually. It is the biggest importer of recovered paper and producer of recycled paper. The Chinese Environment Paper Network (CEPN) has flagged its major concerns like, Pollution of water from untreated mill effluent, unsustainable sourcing of fibre for Mills, imports of pulp from countries causing deforestation, insufficient levels of wastepaper recovery and wasteful use of paper.

According to RISI, in China, graphic markets have transformed because of use of electronic

SESHASAYEE PAPER AND BOARDS LIMITED

media and economic restructuring in recent years. China has undergone many changes that are hindering the graphic paper industry. China's economic growth has slowed from 9 - 10% per annum in 2009-10 to close to 7% in 2014-15 as the Govt. seeks to reorient the economy from investment driven growth to consumption driven growth. This, combined with a major shift toward digital media usage has slowed Chinese graphic paper demand growth. RISI estimates that demand declined 1% - 2% from 2014-15, a strong contrast to the 6% - 7% demand growth that the market experienced from 2009-10, onwards.

Domestic :

India's paper production, in the year 2014-15 stood at 12.20 million tonnes while the installed capacity is about 13.00 million tonnes. India ranks as the 11th largest producer of paper in the world. However, the Indian Paper Industry accounts for a meagre 3% of global paper demand. The per-capita consumption amounts to about 11 kgs which is significantly lower than the world average of around 58 kgs. India's per capita consumption is considerably lower than China's (65 kg), Indonesia's (22 kg), Malaysia's (25 kg), and of course USA's (312 kg) consumption levels. This indicates the ample scope available for expansion of the Indian Paper Industry.

While the market size and per capita consumption are relatively low, they have exhibited a rising trend over past several years, from 7.3 kg in 2008 to 11 kg in 2013. As per ICRA, the total paper consumption has grown at a CAGR of around 6% over last decade with none of the last ten years showing a decline in consumption demand. The long-term demand outlook for the Indian paper industry remains favorable, driven by increasing literacy levels, growth in print media (particularly in the vernacular languages), higher government spending on education sector, changing urban lifestyles as well as economic growth. Given that these factors are likely to be sustained, the paper industry is likely to continue growing at a rate of 6-8% per annum in the medium to long term

although there maybe aberrant years given the cyclical nature of the industry.

The Industry, faced considerable challenges in 2014-15 and in 2015-16, resulting in build-up of inventory and erosion in manufacturers' margins. Poor growth in demand, consequent on a sluggish economy, unabsorbed excess capacity in the Industry, product substitution and competition from imports were largely responsible for the lacklustre performance of the Industry. However, the Industry is projected to grow to reach 22.00 million tonnes of production by 2024-25, driven by the emphasis on education and promotion of literacy by the Govt and enhanced demand for packaging grades due to rising retail trade and e-commerce.

The industry is highly fragmented. As per industry sources, there are more than 1000 paper mills in operation in the country. Development Council for Pulp Paper and Allied Industry of Govt of India however reckons about 750 Mills are in operation producing nearly 12.20 million tonnes of paper, paper board and newsprint.

On the supply side, the industry saw significant capacity additions of 1.6 million MT during FY09-FY11 (~15% of domestic paper capacity in FY09) particularly in the PWP segment. The bunching of these capacities resulted in over-supply scenario during FY11 and FY12 as these incremental capacities could not be absorbed in the market. As a result, most players saw significant built-up of inventories as well as pricing pressures from FY12 onwards. But with steady growth in demand, the market has now started absorbing these incremental supplies.

According to Poyry, India will witness highest annual growth of about 6.5% per annum while China's growth is projected to be in the order of 5.25%, in the near term. North America and Japan may witness marginal or negative growth. Amongst the various grades, Container Boards, Tissue Paper, followed by Carton Boards will witness higher rates of growth, while growth rate of Coated / Uncoated wood-free Paper is expected to be under 2%.

(ii) Opportunities and Threats

The competitive strengths and the opportunities that are available to the Indian Paper Industry are:

- ◇ Its large and growing domestic paper market and potential for export.
- ◇ fast growing contemporary printing sector.
- ◇ Government's thrust for improving education and literacy in the Country.
- ◇ availability of qualified technical manpower with capability to manage world scale pulp and paper mills
- ◇ well established Research and Development (R & D) facilities / activities encouraging innovation.
- ◇ potential for creation of sustainable raw material base through forest plantations.

While so, the following competitive weaknesses and threats confront the Industry:

- ◇ inadequate availability of virgin fibre resulting in high cost of raw materials, including wood, non-wood and waste paper.
- ◇ Absence of policy measures for creation of sustainable raw material base through industrial plantations.
- ◇ likely closures, owing to increasingly stringent environmental regulations.
- ◇ Lack of global competitiveness in costs.
- ◇ numerous Regional Trade Agreements (RTAs) / Free Trade Agreements (FTAs) without adequate safeguards.
- ◇ Increasing competition from electronic media and digital communication alternatives.

Paper Industry is capital intensive and yields poor returns on investments. To enhance the competitiveness of the Industry, Govt must address the issues of creation of robust raw material base, extending fiscal incentives for assimilation of eco-friendly technologies, etc.

International Competitiveness is the key issue that is confronting the Indian Paper Industry, today especially in the context of Government's resolve to bring down import tariff every year and RTAs/ FTAs proposed to be entered into with ASEAN / SAARC countries, including China.

The major players, alive to the emerging international threats, have been aggressively pursuing quality improvement programmes, coupled with cost rationalisation and capacity additions. Increasingly, more up-to-date technologies are sought to be implemented, with added focus on environmental compliance.

(iii) Segment-wise or Product-wise performance

The Company is a single product Company and hence segment-wise or product-wise performance is not provided.

(iv) Risks and Concerns

- ◇ While there has been some improvement in the availability of wood from within the State, unprecedented shortage of wood felt in the neighbouring State of Andhra Pradesh in 2013-14, which has been the primary sourcing point for the Andhra based mills and few upcountry Mills had forced these mills to turn to Tamil Nadu for meeting, at least a part, of their shortfall. This has seriously affected the availability and cost of wood for the Tamil Nadu, based mills.
- ◇ With this mismatch of supply and demand, price of casuarina wood had skyrocketed by over 60% in the last 2 years, causing serious erosion in the profitability of operations. If this trend is to continue, the Company may have to resort to import of wood logs/chips at higher prices, to sustain production. While the supply side constraints have eased, and availability of wood has improved, prices of wood continue to remain at high levels relative to

SESHASAYEE PAPER AND BOARDS LIMITED

international prices seriously impairing the competitiveness of the industry.

- ◇ The Company has taken steps to step-up production of clonal seedlings and bare-rooted seedlings by the Company's nursery as well as by the company sponsored nurseries, to support planting of Casuarina and Eucalyptus in about 7000/8000 ha by small and marginal farmers in Tamil Nadu.
- ◇ Continuous failure of monsoons resulting in scanty rainfall in the State of Tamil Nadu, had affected substantially planting of sugarcane. This had brought down, significantly the availability of cane for 'crushing' by sugar mills in the State, including by our Group Company, Ponni Sugars. Bagasse availability, consequently, has been significantly affected in the past. This trend continues.
- ◇ Failure of Monsoon and absence of water flow in the River Cauvery, from where the Company draws its water requirements, had created anxious moments to the Company in the past. Such contingencies can recur in the future also. Further, inter-state sharing of River Cauvery water has become a political / legal issue in recent times. The Company has, however, taken all steps to curtail quantum of water used in the process.
- ◇ The Company depends entirely on imported coal for operating its Captive Power Plant. The price of imported coal witnessed an unprecedented increase of more than 100% during 2007-08. Prices which softened from second half of 2008-09 are stable at the moment. Future profitability of the Company will be impacted substantially by price increases as well as by weakening of Indian Rupee.

- ◇ Undue haste in reducing tariffs, for imports from countries covered by Government of India's RTAs / FTAs, will likewise expose the Industry to inexpensive imports from low cost producers of paper.
- ◇ Spurt in interest rates will impact the cost of future Projects and operating margins.
- ◇ Undue fluctuation in the exchange rate between Indian Rupee and US Dollar will impact the margins of the Company.

(v) Outlook for 2016-17

Global:

IMF's World Economic Outlook Report of April 2016 forecasts the baseline projection for global growth in 2016 to be modest 3.2% broadly in line with last year. The recovery is projected to strengthen in 2017 and beyond, driven primarily by emerging markets and 'developing economies' as conditions in stressed economies start gradually to normalize. IMF however cautions that uncertainty has increased and risks of weaker growth scenarios are becoming more tangible.

The U.S. Economy has been exhibiting positive trends of growth from 2013 and a GDP growth of 3.0% is forecast for 2016. Euro area is likely to exhibit a positive growth of 1.8%. China, is in a deceleration mode and GDP growth in 2016 is projected at 6.6% as against 6.9% in 2015. World production of paper and board is accelerating slowly in the recent times, the momentum being provided by the packaging, speciality and tissue grades. World printing and writing paper demand however will continue to show negative trends. In China, paper production is leveling off while tissue grade continues to grow.

The global paper and forest products industry will see flat to modest operating income over the next 18 months according the Moody's Investors Service.

SESHASAYEE PAPER AND BOARDS LIMITED

The rating agency expects the consolidated operating income of 46 corporates in the Pulp and Paper Sector, rated by it globally, to increase by 0% - 2% over the next 12-18 months.

According to Moody's report, earnings growth for Moody's rated European Producers will be 0% to 2%.

Outlook for the paper packaging and tissue sub sector is expected to generate flat to modestly stronger operating earnings (0% to 2%) in 2016. Product prices are expected to decline, offsetting modest increases in demand. Cost improvements and synergies from recent acquisitions will contribute slightly to operating income growth, offset partially by a slightly higher, recycled fibre prices.

Domestic:

India's GDP is estimated to grow at 7.6% in 2015-16 and 7.7% in 2016-17 due to favourable Monsoon, according to NCAER. 'On the Industry front', emerging trends suggest a 'nascent recovery' NCAER has reported.

The domestic paper sector is likely to see marginal improvement in demand in 2016-17 – mainly from education and corporate sectors, aided by expected higher GDP growth of the country – as per India Ratings and Research (Ind-Ra). This rating agency has maintained a negative-to-stable outlook on the Indian Paper Industry for the current year on the expectation of a limited improvement in the demand-supply environment and import risks.

However, cost side pressures related to wood are likely to subside further, according to Ind-Ra. Their research report further says that major sector companies are likely to report a marginal improvement in revenue growth of 7-8 per cent in FY 17 driven primarily by volume growth. This will be on the back of increasing demand from the education and corporate sectors, aided by higher GDP growth estimated at 7.4 per cent in FY16. According to Ind-Ra, "the domestic surplus created by past capacity additions in the writing & printing paper (WPP)

is likely to be absorbed by FY16, as reflected in the stabilisation of aggregate inventory levels of sector companies over FY14 - FY16. Thus, pricing in the WPP segment could improve in FY17.

Import pressures are likely to continue in FY17 and would depend upon the extent of the devaluation of competing currencies, mainly Chinese Renminbi, Thai Baht in relation to the rupee".

An increase in import pressures could result in continued pricing pressures in both coated paper and uncoated paper segments. Imports grew significantly in the uncoated segment in rupee value terms at 44.5 per cent and 30.4 per cent in FY14 and FY15, respectively, the report said.

The coated segment has also continued to see around 15 per cent y-o-y growth in imports. Continuation of anti-dumping duties in the US market for Asian countries could also increase import pressures, which may delay price recovery in the domestic market.

Cost pressures might subside for paper sector companies in FY17 with softening of wood prices. Paper mills continuous efforts on farm forestry as well as higher wood prices have led to increased availability of wood in nearby areas, thereby reducing average wood procurement costs for mills.

Ind-Ra said any significant rise in domestic wood prices or global pulp and coal prices could lead to the sector outlook being revised to negative.

(vi) Internal control systems and their adequacy

- ◇ The Company maintains all its records in ERP system developed in-house and the work flow and majority of approvals are routed through this system.
- ◇ The Company has laid down adequate systems and well drawn procedures for ensuring internal financial controls. It has

SESHASAYEE PAPER AND BOARDS LIMITED

appointed an external audit firm as Internal Auditors for periodically checking and monitoring the internal control measures.

- ◇ Internal Auditors are present at the Audit Committee Meetings where Internal Audit Reports are discussed alongside of management comments and the final observation of the Internal Auditor.
- ◇ The Board of Directors have adopted various policies, like Related Party Transactions Policy and Whistle Blower Policy and put in place budgetary control and monitoring measures for ensuring the orderly and efficient conduct of the business of the Company, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.
- ◇ The Company has enlisted the services of an external firm of Chartered Accountants to evaluate the adequacy of the internal financial control systems adopted by the Company. They have expressed satisfaction with the existing internal financial control system prevalent in the Company.
- ◇ The Statutory Auditors have also expressed satisfaction with the existing system in their Audit Report to the Shareholders.

(vii) Discussion on financial performance with respect to operational performance

During the year, the Company produced 1 82 634 tonnes, comprising Production of 1 23 630 tonnes at Unit : Erode and 59 004 tonnes at Unit : Tirunelveli.

The Unit : Erode also produced 24 842 tonnes of Wet Lap Pulp to augment the Pulp requirements of Unit : Tirunelveli.

The Company sold 1 82 230 tonnes, during the year, comprising sale of 1 23 020 tonnes by Unit : Erode and 59 210 tonnes by Unit : Tirunelveli.

The Company exported 29 348 tonnes of Paper during the year, comprising of 14 342 tonnes from Unit : Erode and 15 006 tonnes from Unit : Tirunelveli. In US\$ terms the value of exports worked out to US\$ 20 888 139, equivalent to ₹ 14 738 lakhs.

Besides the above, the Company also sold 585 tonnes, under deemed exports and 124 tonnes under merchant exports whose proceeds amounted to ₹ 368 lakhs.

The Company is accredited with "Star Export House" Status, by the Government of India, Ministry of Commerce, Directorate General of Foreign Trade, in recognition of its export performance.

The Company repaid ₹ 700 lakhs of Interest Free Sales Tax Deferral Loan during the year and the balance outstanding as on March 31, 2016 was ₹ 2 863 lakhs.

During the year, the Company earned a Total Revenue from Operations (net of Excise Duty and Excise Cess) of ₹ 103 578 lakhs.

For the year 2015-16, the Profit before Interest, Depreciation, exceptional item and Tax was ₹ 11 133 lakhs, for the Company as a whole.

After absorbing interest and depreciation of ₹ 3 229 lakhs and ₹ 2 876 lakhs, respectively, the Profit before tax was ₹ 5 028 lakhs, as compared to ₹ 2 541 lakhs, in the previous year.

Despite difficult market conditions throughout the year, the Company could achieve improved profitability for the year 2015-16, due to higher production in Unit : Erode, improved captive power generation in its Captive Power Plant, favourable oil and coal prices, lower interest cost, due to small reduction in rate of interest charged by banks and repayment of term loans, etc.

SESHASAYEE PAPER AND BOARDS LIMITED

Due to availability of substantial carried forward unabsorbed depreciation on account of amalgamation of SPB Papers Limited, the Company was liable only to Minimum Alternate Tax (MAT). As the tax liability under the Regular Method is nil, the entire MAT is eligible to be carried forward as MAT Credit Entitlement for set off in future years. Consequently, the Current Tax Liability for the year is Nil.

As per the Accounting Standard (AS) 22 of The Companies (Accounting Standards) Rules, 2006, a sum of ₹ 1 470 lakhs has been transferred to Deferred Tax to the debit of the Profit and Loss Account.

In the result, Profit after tax for the year was ₹ 3 558 lakhs, as compared to ₹ 1 735 lakhs, in the previous year.

(viii) Material developments in Human Resources / Industrial Relations front, including number of people employed

Relations between the Management and the labour were cordial throughout the year under review.

In Unit : Erode, a long term wage settlement for the period April 1, 2014 to March 31, 2019 has been reached with Labour Unions under Section 12(3) of the Industrial Disputes Act, 1947, before the Joint Commissioner of Labour, Coimbatore with regard to payment of wages, bonus, production incentive and other benefits. Discussions with Staff Association are in progress with regard to payment of such benefits. In Unit: Tirunelveli, a long term agreement has already been reached with the Union covering the wages / salary and other benefits.

Currently, the Company employs 1 443 persons of all ranks in its two Units.

REPORT ON CORPORATE GOVERNANCE

The principles of Corporate Governance as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with in all respects by the Company. The policies, procedures and processes of the Company are at all times directed in furtherance of following the best practices and institutionalizing the code of Corporate Governance.

This Report is furnished in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Auditors' Certificate on Corporate Governance, as prescribed, is also attached. Further, this Report also discloses relevant information in terms of Section 134(3) of the Companies Act, 2013 and forms an integral part of the Board's Report to Shareholders.

Company's philosophy on code of governance

Corporate Governance has several claimants, viz., Shareholders, and other stakeholders which include suppliers, customers, creditors, bankers, the employees of the Company, the Government and the Society at large. The three key aspects of Corporate Governance are accountability, transparency and equality of treatment for all stakeholders. The fundamental objective of Corporate Governance is the "enhancement of Shareholder value, keeping in view the interest of other stakeholders". In the above context, the Company's Philosophy on Corporate Governance is:

- ◇ To have systems in place which will allow sufficient freedom to the Board of Directors and Management to take decision towards the progress of the Company and to innovate while remaining within a framework of effective accountability.

- ◇ To provide transparent corporate disclosures and adopt high quality accounting practices.
- ◇ Timely and proper dissemination of material price sensitive information and ensure insiders do not transact in securities of the Company till such information is made public.
- ◇ To adopt good Corporate Governance policies that will contribute to the efficiency of the enterprise, creation of wealth for the Shareholders and country's economy.

Amendments to Corporate Governance provisions

The Companies Act, 2013 (the Act) provides for a major overhaul in the Corporate Governance norms for all companies. SEBI reviewed the provisions of Listing Agreement with the objective to align same with the Act, adopt best practices on Corporate Governance and to make the Corporate Governance framework more effective. After the introduction of simplified uniform Listing Agreement, SEBI, by its Notification dated 2nd September 2015 issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which came into force 02 09 2015.

The Company has taken effective steps to comply with the new prescriptions of the Act and move towards complying with the provisions of the above new Regulations.

A Board of Directors

- (i) Board Composition
 - (a) The composition of the Board is devised in a manner to have optimal blend of expertise drawn from Industry, Management and Finance.
 - (b) All, except the Chairman, Managing Director and Deputy Managing Director and

SESHASAYEE PAPER AND BOARDS LIMITED

Secretary are Non-executive Directors and thus constitute more than one-half of the total number of Directors. The Company has a woman Director. The Deputy Managing Director is additionally responsible to continue to discharge the functions of Secretary within the meaning of Section 203 of the Act.

- (c) The Managing Director is not liable to retire by rotation. Brief resume of Directors

seeking appointment / reappointment is given in the Notice of the Annual General Meeting (AGM).

- (d) No Director holds membership of more than 10 Committees of Board nor is Chairman of more than 5 such Committees, as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. No Director is a relative of any other Director. The age of every Director, including Independent Director, is above 21.

The details are furnished hereunder:

SI No.	Name of the Directors	No. of Shares held	Executive / Non Executive Director	Promoter / Independent / Nominee Director
1	Sri N Gopalaratnam	9231	Chairman - Executive Director	Promoter Director
2	Sri R V Gupta, IAS (Retd.)	Nil	Non Executive Director	Independent Director
3	Sri Hans Raj Verma, IAS*	Nil	Non Executive Director	Nominee of Tamilnadu Government, Non Independent Director
4	Dr Nanditha Krishna	Nil	Non Executive Director	Independent Director
5	Dr S Narayan, IAS (Retd.)	Nil	Non Executive Director	Independent Director
6	Sri A L Somayaji	Nil	Non Executive Director	Independent Director
7	Mrs Supriya Sahu, IAS ⁺	Nil	Non Executive Director	Nominee of Tamilnadu Industrial Investment Corporation Limited Non Independent Director
8	Sri V Sridar	Nil	Non Executive Director	Independent Director
9	Sri K S Kasi Viswanathan	582	Managing Director - Executive Director	Whole time Director - Non Independent Director
10	Sri V Pichai	8539	Deputy Managing Director & Secretary - Executive Director	Whole time Director - Non Independent Director

+ Appointed as Director on 30 01 2016

* Ceased to be a Director with effect from 26th March 2016.

SESHASAYEE PAPER AND BOARDS LIMITED

(ii) Independent Directors

- (a) The Chairman is an Executive and falls under Promoter category. The number of Independent Directors is one-half of the total strength. Any reduction in the strength of Independent Directors is filled within 3 months or the next Board meeting, whichever is later, for ensuring minimum stipulated strength of Independent Directors in the Board.
- (b) Independent Directors are appointed for a tenure of five years taking into account the transitory provisions under Section 149(11) of the Act. They would be eligible for one more term on passing of a Special Resolution by members. No Independent Director of the Company serves in more than seven listed companies as Independent Director.
- (c) Independent Directors have been issued Letter of Appointment and the terms thereof

have been posted on the Company's website www.spbltd.com.

- (d) The Company has formulated a familiarisation programme for Independent Directors with the objective of making them familiar with their role, responsibilities, rights and responsibilities, nature of the industry, business model and compliance management. The details of the programme have been uploaded on the Company's website www.spbltd.com.
- (e) All the Independent Directors have given the declarations pursuant to Section 149(7) of the Act, affirming that they meet the criteria of independence as provided in Sub-section (6).

Attendance of each Director, at the Board Meetings held during the financial year 2015-16 and at the last Annual General Meeting, is furnished hereunder:

SI No.	Name of the Directors	Board Meetings		Last Annual General Meeting	
		Held	Attended	Attended	Not attended
1	Sri N Gopalaratnam	5	5	Yes	--
2	Sri R V Gupta, IAS (Retd.)	5	5	Yes	--
3	Sri Hansraj Verma, IAS \$	5	--	--	Yes
4	Dr Nanditha Krishna	5	3	Yes	--
5	Dr S Narayan, IAS (Retd.)	5	4	Yes	--
6	Sri S K Prabakar, IAS *	5	--	--	Yes
7	Sri A L Somayaji	5	5	Yes	--
8	Sri V Sridar	5	5	Yes	--
9	Mrs Supriya Sahu, IAS +	5	--	--	Yes
10	Sri K S Kasi Viswanathan	5	5	Yes	--
11	Sri V Pichai	5	5	Yes	--

+ Appointed as Director on 30 01 2016

* Ceased to be Director with effect from 30 01 2016

\$ Ceased to be Director with effect from 26 03 2016 under Section 167(1)(b) of the Companies Act, 2013.

SESHASAYEE PAPER AND BOARDS LIMITED

Number of other Company Boards or Board Committees in which each of the Directors of

the Company is a Member or Chairperson, as on March 31, 2016 :

SI No.	Name of the Directors	Other Boards		Other Board Committees	
		Number	Member / Chairperson	Number	Member / Chairperson
1	Sri N Gopalaratnam	5 @	5 - Chairman	2	2 - Chairman
2	Sri R V Gupta, IAS (Retd.)	5	5 - Member	4	2 - Chairman 2 - Member
3	Sri Hans Raj Verma, IAS	6	1 - Chairman 5 - Member	--	--
4	Dr Nanditha Krishna	4 #	4 - Member	--	--
5	Dr S Narayan, IAS (Retd.)	5 \$	5 - Member	2	2 - Member
6	Mrs Supriya Sahu, IAS	7	7 - Member	--	--
7	Sri A L Somayaji	3 *	3 - Member	--	--
8	Sri V Sridar	7	7 - Member	7	4 - Chairman 3 - Member
9	Sri K S Kasi Viswanathan	--	--	--	--
10	Sri V Pichai	3 +	3 - Member	--	--

@ Includes 1 Private Limited Company.

\$ Includes 2 Private Limited Companies.

+ Includes 3 Private Limited Companies.

Includes 3 Private Limited Companies.

* Includes 1 Private Limited Company.

B Board Process

Board Meetings:

(i) Board Meetings

The Board meeting dates for the entire financial year are tentatively fixed before start of the year. An annual calendar of Board / Committee meetings is circulated to facilitate Directors plan their schedules for attending the meetings. Audit Committee and Board meetings are convened on two consecutive days to obviate avoidable travel and recognizing time constraints of Independent Directors.

Notice for Board meeting is issued normally three weeks in advance. Detailed Agenda papers are circulated one week in advance. During the financial year 2015-16, five Board

Meetings were held on May 30, 2015, August 01, 2015, November 07, 2015, January 30, 2016 and March 26, 2016. The Annual General Meeting was held on August 01, 2015. Interval between any two meetings was not more than 120 days. No Board Meeting was conducted through video conferencing or other audio visual means.

(ii) Board Proceedings

Board Meetings are governed by structured Agenda containing comprehensive information and extensive details that are circulated at least one week in advance. Urgent issues and procedural matters are at times tabled at the meeting with prior approval of Chairman and consent of all present. Power point presentation is made

SESHASAYEE PAPER AND BOARDS LIMITED

to facilitate pointed attention and purposive deliberations at the meetings.

The Board periodically reviews compliance reports of all laws applicable to the Company and takes proactive steps to guard against slippages and take remedial measures as appropriate. The Board is apprised of risk assessment and minimization procedures that are periodically reviewed. The Board is committed to discharge all key functions and responsibilities as spelt out in the Companies Act, 2013, extant SEBI Regulations and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The governance process includes an effective post-meeting follow-up and reporting process for decisions taken pending approval of Board.

(iii) Board Minutes

Draft Board minutes prepared by the Company Secretary are placed at the meeting and updated for changes based on discussions thereat. After approval by Chairman, these are placed at the succeeding meeting for confirmation and record.

C Board Committees

(i) Audit Committee

The Board has constituted an Audit Committee comprising three Non Executive

Independent Directors and the Chairman of the Board, with more than two-third being Independent. The Chairman of Audit Committee is an Independent Director and is present at the Annual General Meetings of the Company. It meets at regular intervals not exceeding 120 days between any two meetings and subject to a minimum of 4 meetings in a year. The Managing Director (CEO) and Deputy Managing Director & Secretary who is also the CFO are present as invitees while Statutory Auditors, Cost Auditor and the Internal Auditor are also present in most meetings. The Company Secretary acts as the Secretary of the Audit Committee.

The Audit Committee conforms to Section 177 of the Act and extant SEBI guidelines in all respects concerning its constitution, meetings, functioning, role and powers, mandatory review of required information, approved related party transactions and accounting treatment for major items. Appointments of Statutory Auditors, Cost Auditor, Secretarial Auditor and Internal Auditor are done on the recommendations of the Audit Committee.

During the year, the Audit Committee met five times on May 29, 2015, July 31, 2015, November 06, 2015, January 29, 2016 and March 25, 2016.

Its composition and attendance during 2015-16 is given hereunder :

SI No.	Name of the Directors	Independent / Non Independent	Position	Audit Committee Meetings	
				Held	Attended
1	Sri R V Gupta, IAS (Retd.)	Independent Director	Chairman	5	5
2	Sri N Gopalaratnam	Non Independent Director	Member	5	5
3	Dr S Narayan, IAS (Retd.)	Independent Director	Member	5	3
4	Sri V Sridar	Independent Director	Member	5	5

SESHASAYEE PAPER AND BOARDS LIMITED

Members of the Audit Committee have requisite financial and management expertise. They have held senior positions in Government / reputed organisations.

Sri R V Gupta, IAS (Retd.) is the Chairman of the Audit Committee. Sri V Pichai, Deputy Managing Director & Secretary acts as the Secretary to the Committee.

(ii) Nomination cum Remuneration Committee

The Company has a Nomination cum Remuneration Committee of the Board which currently consists of the following Independent Directors:

- ◇ Sri R V Gupta, IAS (Retd.)
- ◇ Dr S Narayan, IAS (Retd.) and
- ◇ Sri V Sridar.

The powers, role and terms of reference of the Committee cover the areas as contemplated under Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, besides other terms as may be referred by the Board of Directors. The role includes :

- ◇ Formulation of criteria for determining qualifications, positive attributes and independence of a Director.
- ◇ Recommending to the Board a remuneration policy for Directors, Key Managerial Personnel and senior management.

- ◇ Formulation of criteria for evaluation of Independent Directors and the Board.
- ◇ Devising a policy on Board diversity.
- ◇ Identification of persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

The Committee meets as per needs.

(iii) Stakeholders Relationship Committee

The Board has a Stakeholders Relationship Committee. Its role and responsibility is to expeditiously process and approve transactions in securities, complying with SEBI regulations and listing requirements and redressal of investor grievances. The Committee oversees and monitors the performance of the Registrar and Transfer Agents and devises measures for overall improvement in the quality of investor services.

The Committee currently comprises of 3 Directors, out of which one is a non-executive Independent Director who also heads the Committee. The Committee met five times during the year on May 29, 2015, July 31, 2015, November 06, 2015, January 29, 2016 and March 25, 2016.

Its composition and attendance is given hereunder:

Name of the Director / Position	Independent / Non Independent	Committee Meetings	
		Held	Attended
Sri V Sridar, Chairman	Non-Executive, Independent Director	5	5
Sri N Gopalaratnam	Executive, Non-Independent Director	5	5
Sri V Pichai	Executive, Non-Independent Director	5	5

SESHASAYEE PAPER AND BOARDS LIMITED

Status of investor complaints is shown in the Shareholder Information Section of this Report. The Secretary is the Compliance Officer.

(iv) Corporate Social Responsibility (CSR) Committee

The Company has constituted a Corporate Social Responsibility Committee, as mandated by Section 135 of the Act. It is in operation from March 2014 and met five times during the year. The members of the Committee are

Name of Member	Category	No. of Meetings	
		Held	Attended
Sri N Gopalaratnam, Chairman	Executive - Non Independent	5	5
Sri V Sridar	Non-Executive - Independent	5	5
Sri K S Kasi Viswanathan	Executive - Non Independent	5	5
Sri V Pichai	Executive - Non Independent	5	5

(v) Other Committees

The Board has constituted a Project Committee to facilitate quick response to clearance of proposals for expenditure on Mill Development Plan II - Phase-I for Unit : Erode and Mill Expansion Project for Unit : Tirunelveli. It meets as and when need arises to consider any matter assigned to it. Five meetings were held during the year.

(vi) Committee Minutes

Minutes of all the Committees of the Board are prepared by the Secretary of the Company and approved by the Chairman of the Meeting. These are placed at the succeeding Committee Meetings for confirmation and then circulated to the Board in the Agenda for being recorded thereat.

(vii) Circular Resolution

Recourse to Circular Resolution is made in exceptional and emergent cases that are recorded at the succeeding Board / Committee Meetings. During the year, no Circular Resolution was passed.

D Governance Process and Policies

(i) Policy on Directors' Appointment and Remuneration

The Board, on the recommendations of the Nomination-cum-Remuneration Committee meeting held on 25th March 2015, has approved a Nomination and Remuneration Policy. It, inter alia, deals with the manner of selection of Board of Directors and Managing Director and their remuneration. This policy is accordingly derived from the said chapter.

1 Criteria for selection of Non Executive Directors

- (a) The Committee will identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director.
- (b) Directors would be chosen from diverse fields of expertise drawn from industry, management, finance and other disciplines.
- (c) In case of appointment of Independent Directors, the Committee will satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company, conforming in entirety to the conditions specified under Section 149 of the Companies Act, 2013, read with Schedule IV thereto and the Rules made thereunder and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- (d) The Committee will ensure that the candidate identified for appointment as a Director is not disqualified in any manner under Section 164 of the Companies Act, 2013.
- (e) In the case of re-appointment of Non Independent Directors, the Board will take into consideration the performance evaluation of the Director and his engagement level.

2 Remuneration Policy

The Remuneration Policy aims at attracting and retaining suitable talent and devising a remuneration package commensurate with

competition, size of the Company, its nature of business and considered appropriate to the respective role and responsibilities of the employee concerned.

The Remuneration Policy seeks to ensure that performance is recognised and achievements rewarded. Remuneration package is transparent, fair and simple to administer, besides being legal and tax compliant.

The Policy recognises the inherent constraint in relating remuneration to individual performance and fixing meaningful benchmark for variable pay due to the nature of the industry. Employee compensation is not allowed to get significantly impacted by external adversities that are admittedly beyond their realm of control.

3 Remuneration of Directors and Key Managerial Persons (KMP)

The Nomination-cum-Remuneration Committee recommends the remuneration of Directors and KMPs which is approved by the Board of Directors and where necessary, further approved by the Shareholders through Ordinary or Special Resolution, as applicable. Remuneration comprises of both fixed and variable pay. However, the share of variable pay is so devised as to factor in the volatile changes in profit levels inherent to the nature of industry in which the Company operates. Bearing this in mind, the remuneration package involves a balance between fixed and incentive pay, reflecting short and long term performance objective appropriate to the working of the Company and its goals.

The Chairman, Managing Director and Deputy Managing Director and Secretary are the only Executive Directors entitled for managerial remuneration. Sri N Gopalaratnam, Sri K S Kasi Viswanathan and Sri V Pichai have been re-appointed as Chairman, Managing Director and Deputy Managing Director and Secretary, respectively, for a further tenure of three years from 01 04 2014. Considering the inadequacy of profits for the year 2014-15,

they were paid minimum remuneration, in accordance with the approval granted by the Members at the Annual General Meeting held on 25th July 2014. Their remuneration for the Financial Year 2015-16 is disclosed under Note No.30 of the Financial Statements. There is no service contract containing provisions of notice period or severance package.

No Director or his relative holds an office or place of profit in the Company. Other than direct or indirect equity holding, sitting fee and commission on net profits, there is no pecuniary relationship or transaction between the Company and its Non Executive Directors. No stock option has been issued by the Company to Executive Directors.

Remuneration to Non Whole-time Directors is paid, with the approval of the Board of Directors and Members of the Company in General Meeting.

Currently, the Non Whole-time Directors are paid the following remuneration:

- ◇ Commission, restricted to a maximum of 1% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013, for all of them together.
- ◇ The above shall be shared amongst the Non Whole-time Directors equally.
- ◇ The above shall be subject to a further ceiling of ₹ 3 lakhs per financial year, for each Director.
- ◇ In case any Director has held the office of Director only for a part of the financial year, then the remuneration shall be paid only proportionately, in proportion to the period for which he was a Director during that financial year.

Besides the above, the Non Whole-time Directors are paid Sitting Fee for attending the Board / Committee Meetings of the Board of Directors, in accordance with the provisions of Articles of Association of the Company.

SESHASAYEE PAPER AND BOARDS LIMITED

4 (i) Remuneration of Non Executive Directors for 2015-16

SI No.	Name of the Non Whole time Director	Sitting Fee paid		Commission
		Board Meetings	Committee Meetings	payable for 2015-16
		₹ lakhs	₹ lakhs	₹ lakhs
1	Sri R V Gupta, IAS (Retd.)	0.50	0.50	3.00
2	Sri Hans Raj Verma, IAS	--	--	3.00 @
3	Dr Nanditha Krishna	0.30	--	3.00
4	Dr S Narayan, IAS (Retd.)	0.40	0.30	3.00
5	Sri A L Somayaji	0.50	--	3.00
6	Sri V Sridar	0.50	2.00	3.00
7	Mrs Supriya Sahu, IAS	--	--	2.00 #
	Total	2.20	2.80	20.00

Payable to The Tamilnadu Industrial Investment Corporation Limited.

@ Payable to The Government of Tamilnadu

(ii) Performance Evaluation

The Board of Directors, at their meeting held in March 2015, on the recommendations of the Nomination-cum-Remuneration Committee, approved the Board Evaluation Framework. It has laid down specific criteria for performance evaluation covering :

- ◇ Evaluation of Board Process
- ◇ Evaluation of Committees
- ◇ Individual evaluation of Board Members and the Chairperson
- ◇ Individual evaluation of Independent Directors.

Evaluation of all Board Members is done on an annual basis. Templates incorporating specific attributes are used and commonly agreed comments and remarks are recorded against each attribute.

The Independent Directors in their exclusive meeting held on 25th March 2016 did the evaluation on the performance of Chairperson, Non Independent Directors and the Board as a whole. They have expressed overall satisfaction on such evaluation. All, except one Independent Director, were present at this meeting.

The Board, at its meeting held on 26th March 2016, evaluated the performance of each of the four Committees and also the functioning of each of the Independent Directors (excluding the Independent Director being evaluated). The Board has recorded its overall satisfaction and decided in terms of Para VIII(2) of Schedule IV to the Companies Act, 2013 that Independent Directors be continued in their respective offices.

(iii) Insider Trading

The Company had framed a Code of Conduct for prevention of Insider Trading based on SEBI (Prohibition of Insider Trading) Regulations, 1992. This code was applicable to all Directors and designated employees. It is hereby affirmed that all Directors and designated employees have complied with this Code during Financial Year 2015-16 and a confirmation to this effect has been obtained from them.

SEBI, in January 2015, has notified a new set of Regulations, namely, SEBI (Prohibition of Insider Trading) Regulations, 2015 that has come into force from 15th May 2015. In terms of these Regulations, the Board in March 2015 in supersession of the earlier Code formulated the :

- (i) Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information; and
- (ii) Minimum Standards for Code of Conduct to regulate, monitor and report Trading by Insiders.

These have been uploaded in the Company's website and Stock Exchanges advised of same.

The trading window shall remain closed during the period when designated persons in terms of the Regulations can reasonably be expected to have possession of unpublished price sensitive information. In any event, the trading window shall remain closed between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the company and the second trading day after the disclosure of such financial results.

The Company Secretary is designated as the Compliance Officer for this purpose. The Audit Committee monitors the adherence to various requirements as set out in the Code.

(iv) Code of Conduct

The Board has formulated a Code of Conduct for Directors and Senior Management Personnel of the Company which is posted on its website. It is hereby affirmed that all the Directors and Senior Management Personnel have complied with the Code and a confirmation to this effect has been obtained from them individually for the Financial Year 2015-16.

Further, the Senior Management Personnel have declared to the Board that no material financial on commercial transactions were entered into by them during the Financial Year 2015-16 where they have personal interest that may have a potential conflict with the interest of the Company at large.

(v) Related Party Transactions

The Board has formulated a Policy on Related Party Transactions (RPTs). It has also fixed the materiality threshold under this

policy at 10% of its turnover as per the last audited financial statements. Transactions with a related party individually or taken together in a financial year crossing this 10% threshold would be considered material. This policy has been uploaded in the company's website.

All RPTs during the Financial Year 2015-16 were on an arms-length basis and were in the ordinary course of business. They have been disclosed in deference to Accounting Standard 18 in Note No. 30 of the financial statements. None of these transactions are likely to have a conflict with the Company's interest.

All RPTs have the approval of Audit Committee. Prior omnibus approval of the Audit Committee is obtained for the transactions that are non material and repetitive in nature.

There was no material RPT during the Financial Year 2015-16.

None of the Directors has any pecuniary relationships or transactions other than the remuneration duly disclosed vis-à-vis the Company.

(vi) Risk Management

The Company has a risk management framework to identify and evaluate business risks and opportunities. It seeks to create transparency, minimise adverse impact on the business objective and enhance the Company's competitive advantage. It aims at ensuring that the executive management controls the risk through means of a properly defined framework.

The Company has laid down appropriate procedures to inform the Board about the risk assessment and minimisation procedures. The Board periodically revisits and reviews the overall risk management plan for making desired changes in response to the dynamics of the business.

Key areas of risks identified and mitigation plans are covered in the Management Discussion and Analysis Report. The Company is not currently required to constitute a Risk Management Committee.

SESHASAYEE PAPER AND BOARDS LIMITED

(vii) Whistle Blower Policy

In deference to Section 177 (9) of the Act, read with relevant Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a vigil mechanism overseen by the Audit Committee. This has been uploaded in the Company's website.

No complaint under this facility was received in the Financial Year 2015-16.

(viii) Anti-Sexual Harassment Policy

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received on sexual harassment. All employees (permanent, contractual, temporary, trainees, etc.) are covered under this Policy.

No complaint on sexual harassment was received during the Financial Year 2015-16.

E Other Compliances

(i) Management Discussion and Analysis

Management Discussion and Analysis Report is made in conformity with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is attached to the Board's Report forming part of the Annual Report of the Company.

(ii) Quarterly Financial Results

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Quarterly Financial Results are approved by the Board on the recommendations of the Audit Committee. These are communicated to Stock Exchanges by e-mail after the conclusion of the Board Meeting and published in leading dailies, as required, within the stipulated time. These are also immediately posted on

the Company's website. The financial results are also circulated to all the shareholders by post.

(iii) Quarterly Compliance Report

The Company has submitted for each of the four quarters during 2015-16 the Compliance Report on Corporate Governance to Stock Exchanges in the prescribed format within 15 days from the close of each quarter.

(iv) Online filing

NEAPS

Quarterly reports to National Stock Exchange are filed through NSE Electronic Application Processing System (NEAPS), in addition to filing hard copy of such reports.

SCORES

SEBI requires all listed companies to process investor complaints in a centralized web based complaint system called 'SEBI Complaints Redress System (SCORES)'. All complaints received from Shareholders of listed companies are posted in this system. Listed companies are advised to view the complaint and submit Action Taken Report (ATR) with supporting documents in SCORES.

During the year, there were no complaints on our Company posted at SCORES site.

(v) Reconciliation of Share Capital Audit

Quarterly Reconciliation of Share Capital Audit Reports, on reconciliation of the total admitted capital with NSDL / CDSL and the total issued and listed capital, were furnished to the Stock Exchanges on the following dates:

For the Quarter ended	Furnished on
30 06 2015	20 07 2015
30 09 2015	16 10 2015
31 12 2015	21 01 2016
31 03 2016	21 04 2016

SESHASAYEE PAPER AND BOARDS LIMITED

(vi) Accounting treatment

In the preparation of financial statements, no accounting treatment different from that prescribed in any Accounting Standard has been followed.

(vii) Cost Audit

Cost Audit was applicable to our Company for the Financial Year 2015-16. M/s S Mahadevan & Co., (Firm Registraton No. 000007) Cost Accountants, Chennai were appointed to Audit the Cost Records of the company for the Financial Year 2015 - 16.

(viii) Secretarial Audit

Pursuant to Section 204(1) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s B K Sundaram & Associates, Practicing Company Secretaries (C P No. 2209), to undertake the Secretarial Audit of the Company for the Financial Year 2015-16. The Secretarial Audit Report was placed before the Board on 28th May 2016 and the same is annexed.

There are no qualifications in the Secretarial Audit Report.

(ix) Internal Auditor

Pursuant to Section 138(1) of the Companies Act, 2013, the Company has appointed M/s R Subramanian & Company, Chartered Accountants (Firm Regn. No. 004137S), Chennai, to conduct Internal Audit of the functions and activities of the Company for the Financial Year 2015-16. The Internal Auditor reports directly to the Chairman and attends all Audit Committee Meetings to provide clarifications, if any, that may be required by Directors.

(x) CEO / CFO Certification

CEO certification by Sri K S Kasi Viswanathan, Managing Director and CFO certification by Sri V Pichai, Deputy Managing Director and Secretary who is also the Chief Financial Officer, as required under

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were placed before the Board at its meeting on 28th May 2016.

(xi) Review of Directors' Responsibility Statement

The Board in its Report has confirmed that the annual accounts for the year ended 31st March 2016 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

(xii) Auditors' Certificate on Corporate Governance

Certificate of Statutory Auditors has been obtained on the compliance of conditions of Corporate Governance, in deference to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the same is annexed. Copy of the Certificate is furnished to the Stock Exchanges, as required.

(xiii) Subsidiary Companies

M/s Esvi International (Engineers & Exporters) Limited (Esvin) is a wholly owned subsidiary of the Company.

(xiv) Deposits

The Company has not accepted deposits from the public and there are no outstanding dues in respect thereof.

(xv) Peer Review of Auditors

As per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Limited Review / Audit Reports shall be given only by an Auditor who has subjected himself to the Peer Review process and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Statutory Auditors of the Company, M/s Suri & Co., M/s S Viswanathan LLP and M/s Maharaj N R Suresh and Co., have undergone the Peer Review process and have been issued requisite Certificate that were placed before the Audit Committee.

F Compliance with non-mandatory requirements

(i) Shareholders' Rights

Quarterly Un-audited Financial Results on the Company's financial performance are sent to all shareholders to their registered address. These are also posted on the Company's Website and advertised in newspapers and soft copy of same emailed to shareholders whose e-mail IDs are available with the Company. Shareholders who have not furnished their e-mail IDs are advised to furnish the same to investor@spbltd.com

(ii) Abridged Accounts

Section 136(1) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits circulation of abridged Accounts in lieu of full-fledged Annual Report. The Company has, however, not exercised this option and continues to send Annual Report in full form to all Shareholders.

(iii) Green Initiative

The Company has sought Shareholders' cooperation to fall in line with the Green Initiatives of the Central Government by way of sending communications in e-mode.

(iv) Audit Qualifications

The Company continues to remain in the regime of unqualified financial statements.

SEBI, vide its Circular dated 13th August 2012, has evolved a system to monitor audit qualification covered in Auditor's Report. Accordingly, listed companies, while submitting Annual Report under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are required to submit Form A in case of Unqualified Auditor's Report and Form B in case of Qualified / Subject to / Except for Audit Report. Stock Exchanges will initiate further steps, as specified in the Circular, in case of companies where Form B has been

filed. Our Company will comply with this SEBI Circular while filing the Annual Reports for the Financial Year ended 31st March 2016.

G Disclosures

- (i) No strictures / penalties have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matters related to the capital market during the last 3 years.
- (ii) No significant and material orders were passed by the Regulators, Courts or Tribunals impacting the going concern status and the Company's operations in future.
- (iii) No loan or advance in the nature of loan was made during or outstanding at the close of the year to Associates or Firms / Companies in which a Director of the Company is interested. Accordingly, no disclosure in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on this score is applicable.

H Means of Communication

Board Meeting / Financial Results

The Company publishes Notice of Board Meeting to consider financial results in 'Business Standard' in English and 'Maalaimalar' in Tamil and the financial results in 'Business Standard' in English and 'Dinamalar' in Tamil.

The results published also show as foot note relevant additional information and / or disclosures to the investors. Financial results are :

- (a) e-mailed to Stock Exchanges immediately after the conclusion of the Board meeting. A confirmation copy is sent by post.
- (b) posted on the Company's website www.spbltd.com and
- (c) sent to all Shareholders by post

No presentation was made during the year to Institutional Investors or Analysts. The

SESHASAYEE PAPER AND BOARDS LIMITED

Company has no agreement with any media company for public dissemination of its corporate information.

Chairman's Communique

Printed copy of the Chairman's Speech, both in English as well as in Tamil, is distributed to all the Shareholders at the Annual General Meetings. The same is also placed on the website of the Company and sent to Stock Exchanges.

Website

The Company maintains a functional website www.spbltd.com that contains relevant information updated in time and complies with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the directions of SEBI, the Company has created an exclusive e-mail ID, viz., investor@spbltd.com for redressal of investor grievances.

General Shareholder information

(i) Details for Fifty Sixth Annual General Meeting

Date and time	:	Saturday, the 23rd July 2016 at 11.00 AM
Venue	:	"Community Centre", SPB Colony Erode 638 010, Tamilnadu
Financial Year	:	2015-16
Book closure dates	:	Saturday, the 16th July 2016 to Saturday, the 23rd July 2016 (both days inclusive).
Dividend	:	₹ 5 (₹ Five) per Equity Share (Proposed)
Dividend payment date	:	25th July 2016

(ii) Particulars of past three Annual General Meetings

AGM / Year	Venue	Date & Time	Special Resolutions passed
53rd 2012-13	"Community Centre" SPB Colony Erode 638 010 Tamilnadu	27 07 2013 11.00 AM	Payment of commission to Non Whole-time Directors
54th 2013-14	"Community Centre" SPB Colony Erode 638 010 Tamilnadu	25 07 2014 10.15 AM	1 Borrowing Powers 2 Mortgage of Assets
55th 2014-15	"Community Centre" SPB Colony Erode 638 010 Tamilnadu	01 08 2015 11.00 AM	Nil

No Extraordinary General Meeting was convened during the year.

SESHASAYEE PAPER AND BOARDS LIMITED

(iii) Postal Ballot

No Special Resolution was required to be passed by Postal Ballot at the last Annual General Meeting. The Company extended e-Voting option to all Shareholders for the 55th Annual General Meeting, pursuant to Section 110 of the Companies Act, 2013 and Resolutions were passed on that basis.

(iv) Financial Calendar for 2016-17 (tentative)

May 2016 :

Audited results for 2015-16

July 2016 :

Annual General Meeting and
First Quarter Results for 2016-17

November 2016 :

Second Quarter Results for 2016-17

February 2017 :

Third Quarter Results for 2016-17

March 2017 :

Review of performance

May 2017 :

Audited Results for 2016-17

July 2017 :

Annual General Meeting and
First Quarter Results for 2017-18.

(v) Listing on Stock Exchanges :

(a) BSE Limited

Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Ph: (91)(22)2272 1233 - 1234 (General)
Website: www.bseindia.com
E-mail: corp.relations@bseindia.com
Fax: (91)(22)2272 2041 / 2272 3121

(b) National Stock Exchange of India Limited

"Exchange Plaza"
Bandra - Kurla Complex
Bandra (East)
Mumbai 400 051
Ph: (91)(22)2659 8235 - 8236
Website: www.nseindia.com
E-mail: cmlist@nse.co.in
Fax: (91)(22)2659 8237 / 2659 8238

(vi) Payment of Annual Listing Fees to the Stock Exchanges :

Listing Fee has been paid to the above two Stock Exchanges, in which the Company's Equity Shares are listed, upto March 31, 2017.

(vii) Stock Codes :

Under Demat System, the ISIN allotted to the Company's Equity Shares is **INE630A01016**.

The Company's Stock Codes are **SESHAPAPER** in the National Stock Exchange and **502450** in the BSE Limited.

(viii) Dematerialisation of shares and liquidity

As on March 31, 2016, 4 626 Shareholders are holding Shares in Demat form and 96 42 223 shares have been dematerialised, representing 76.44% of the total Equity Share Capital.

Shareholders are advised to convert their holdings from physical mode to demat mode considering overall merits of the depository system.

SESHASAYEE PAPER AND BOARDS LIMITED

- (ix) Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity :
NIL

- (x) Permanent Account Number (PAN) Requirement

SEBI, vide its Circular dated 27th April 2007, made PAN as the sole identification number for all participants transacting in the securities market irrespective of the amount of such transaction.

SEBI, by its Circular dated 20th May 2009, made it mandatory to furnish a copy of PAN Card of the transferee to the Company / RTA for registration of transfer of shares of listed companies in physical form and off market / private transactions.

SEBI, by its SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 made it mandatory to furnish a copy of PAN Card of the transferee to the Company / RTA for registration of transfer of shares of listed companies in physical form and off market / private transactions.

SEBI, vide its Circular dated 27th January 2010, has made it mandatory to furnish "a copy of PAN for transmission and transposition of shares.

Investors are advised to take note of same.

- (xi) Registrar and Transfer Agents, both for shares held in physical form and in electronic mode :

Integrated Enterprises (India) Limited

'Kences Towers', II Floor

No.1, Ramakrishna Street

North Usman Road

T Nagar

Chennai 600 017

Ph: (91)(44) 2814 0801 - 803

Fax: (91)(44) 2814 2479

E-mail: corpseerv@integratedindia.in

- (xii) Share Transfer System:

Share transfers are registered and returned within the statutory time limit, if the documents are clear in all respects.

The Stakeholders Relationship Committee of the Board of Directors meets once in three months. To quicken the process of transfer of shares, the Deputy Managing Director & Secretary has been delegated with the powers to approve transfers, if the documents are in order.

- (xiii) Unclaimed Dividend

Pursuant to Section 124(5) of the Companies Act 2013, dividend remaining unpaid or unclaimed for a period of 7 years shall be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Reminders for unpaid dividend are sent to the Shareholders as per records every year.

Pursuant to above, the Unpaid / Unclaimed Dividend for the Financial Year 2007-08 was transferred on 17 08 2015 pertaining to 2665 investors and aggregating ₹ 7.72 lakhs.

The Unpaid / Unclaimed amount for the Financial Year 2008-09 will be transferred during August 2016. Shareholders are, therefore, advised to contact the Company immediately in case of non-receipt or non-encashment of Dividend.

Upon Section 124(5) and (6) of the Companies Act, 2013 coming into force, companies while transferring the unpaid dividend will also have to transfer the underlying equity shares, only if the dividend is not paid / claimed during the said period of 7 years (yet to pass in Rajya Sabha). Shareholders may take specific note of same.

SESHASAYEE PAPER AND BOARDS LIMITED

Particulars of unclaimed dividend as on 31 03 2016 :

Year	Dividend (₹ per share)	Date	Unclaimed		Due date for transfer to IEPF
			No. of warrants	₹ lakhs	
2008-09	3.5	01 08 2009	2861	7.49	22 08 2016
2009-10	6	28 07 2010	2884	12.94	21 08 2017
2010-11	5	27 07 2011	3032	11.17	20 08 2018
2011-12	5	30 07 2012	3268	12.13	26 08 2019
2012-13	4	29 07 2013	3455	10.09	24 08 2020
2013-14	4	26 07 2014	3592	10.74	22 08 2021
2014-15	4	03 08 2015	3759	11.37	29 08 2022

MCA by Notification G.S.R. 352 (E), dated 10 05 2012 has stipulated publication of details of unclaimed / unpaid dividend in the company website and MCA website. This is to facilitate investors track unclaimed dividend by checking the status online and real time. Our Company has already uploaded the requisite details that will get updated every year within 90 days of Annual General Meeting.

(xiv) Market Price Data

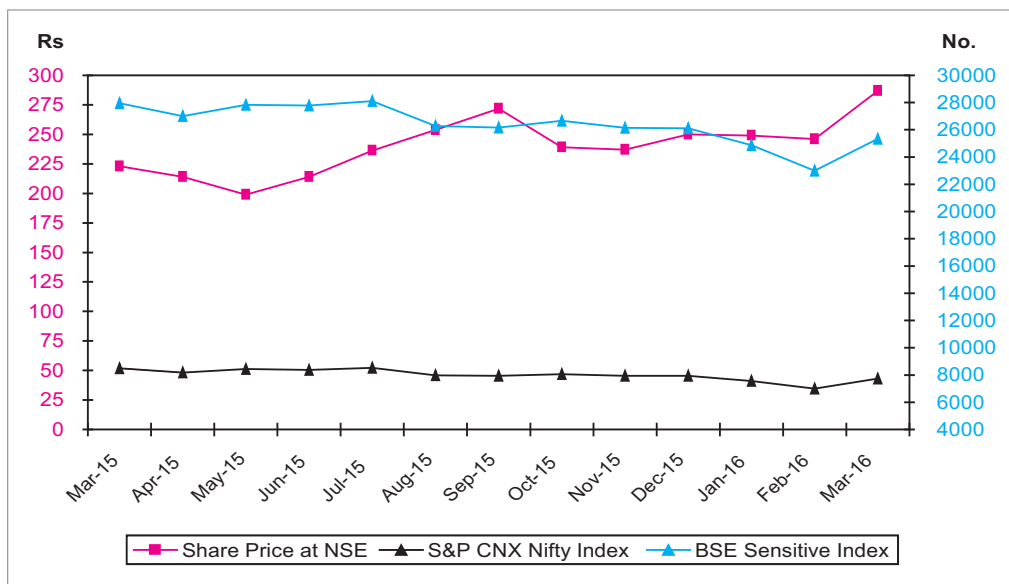
High, low and volume during each month in the financial year 2015-16 (reported at the National Stock Exchange of India Limited and BSE Limited).

Month	BSE				National Stock Exchange			
	Share Price		Volume		Share Price		Volume	
	High ₹	Low ₹	No. of Shares	Value (₹ lakhs)	High ₹	Low ₹	No. of Shares	Value (₹ lakhs)
2015								
April	205.00	180.00	5110	9.75	213.95	181.05	23735	46.19
May	197.90	181.50	256535	468.18	198.90	181.05	9717	18.13
June	245.00	182.30	270323	642.16	214.00	181.30	24997	49.77
July	236.00	196.70	13086	27.82	236.30	194.00	22866	48.55
August	257.00	190.00	14801	33.85	253.70	189.10	25373	56.85
September	275.00	187.90	338353	889.08	271.90	187.00	50874	122.35
October	241.90	220.10	3632	8.28	239.00	220.30	11673	26.87
November	235.00	211.30	3721	8.33	237.00	217.25	15167	34.33
December	240.00	213.40	10986	25.25	250.00	215.00	26643	61.11
2016								
January	249.90	200.30	7799	18.27	248.95	200.00	15068	34.43
February	240.00	196.00	105155	231.61	246.00	191.80	173392	381.56
March	282.00	220.00	275067	709.52	286.90	221.00	105639	275.65

SESHASAYEE PAPER AND BOARDS LIMITED

- (xv) Performance, in comparison to broad-based indices, such as, BSE Sensex, CRISIL Index, Nifty, etc. :

Please see the Chart for comparison of the Price movement of the Company's Shares with BSE Sensex and Nifty Index movement.



- (xvi) Distribution of shareholding as on March 31, 2016 :

Distribution	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
1 - 100	8 624	75.23	3 82 781	3.03
101 - 200	1 510	13.17	2 29 288	1.82
201 - 500	873	7.62	2 77 919	2.20
501 - 1000	218	1.90	1 60 022	1.27
1001 - 5000	165	1.44	3 48 990	2.78
5001 - 10000	31	0.27	2 21 290	1.75
10001 and above	42	0.37	1 09 93 338	87.15
Total	11 463	100.00	1 26 13 628	100.00

SESHASAYEE PAPER AND BOARDS LIMITED

(xvii) Pattern of shareholding as on March 31, 2016 :

Category	No. of Shareholders	Voting strength %	No. of Shares held
Individuals	11 170	20.25	25 54 600
Companies	178	40.76	51 41 158
FII's, NRIs, OCBs	93	20.60	25 97 726
Mutual Funds, Insurance Companies and Banks	16	0.02	2 968
FIs	6	18.37	23 17 176
Total	11 463	100.00	1 26 13 628

(xviii) Top 10 Shareholders of the Company as on March 31, 2016 :

SI No.	Names	No. of Shares	%
1	The Tamilnadu Industrial Investment Corporation Limited	18 00 000	14.27
2	Ponni Sugars (Erode) Ltd	17 68 181	14.02
3	Synergy Investments Pte Ltd	15 47 695	12.27
4	Time Square Investments Private Ltd	13 57 621	10.76
5	Atyant Capital Management Ltd	6 76 628	5.36
6	Dhanashree Investments Private Limited	5 90 258	4.68
7	Sri A L Somayaji, Managing Trustee, SPB Equity Shares Trust	5 68 181	4.50
8	Life Insurance Corporation of India	5 15 576	4.09
9	Coromandel Sugars Limited	4 74 463	3.76
10	Pushpa Devi Saraogi	2 24 999	1.78
	Total	95 23 602	75.50

(xix) Plant Locations :

Unit : Erode

Pallipalayam
Namakkal District
Cauvery RS PO
Erode
638 007
Tamilnadu

Unit : Tirunelveli

Elanthaikulam
Singamparai Post
Mukkudal (via)
627 601
Tirunelveli District
Tamilnadu

(xx) Address for correspondence :

Seshasayee Paper and Boards Limited
Pallipalayam, Namakkal District,
Cauvery RS PO
Erode 638 007,
Tamilnadu

CIN : L21012TZ1960PLC000364

Ph : (91)(4288)240 221 - 228

Fax : (91)(4288)240 229

Email : edoff@spbltd.com
investor@spbltd.com

Website : www.spbltd.com

SESHASAYEE PAPER AND BOARDS LIMITED

SURI & CO.,
CHARTERED ACCOUNTANTS

M/s S VISWANATHAN LLP
CHARTERED ACCOUNTANTS

MAHARAJ N R SURESH AND CO.,
CHARTERED ACCOUNTANTS

CERTIFICATE OF THE AUDITORS TO THE SHAREHOLDERS OF M/s SESHASAYEE PAPER AND BOARDS LIMITED ON CORPORATE GOVERNANCE

We have examined the compliance of conditions of Corporate Governance by M/s Seshasayee Paper and Boards Limited, for the year ended on March 31, 2016, as stipulated in Regulations 34(3), 55(f) and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations hereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance, as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending for period exceeding one month against the Company, as per the records maintained by the Shareholders / Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Suri & Co.,
Firm Regn. No. 004283S

S Viswanathan LLP
Regn. No. 004770S/S200025

Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

R Mahesh
Membership No. 024775
Partner
Chartered Accountants

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

Chennai
May 28, 2016

SESHASAYEE PAPER AND BOARDS LIMITED

ANNEXURE - III

FORM No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31 03 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and Rules 12 (1) of the Companies (Management and Administration) Rule, 2014]

I. REGISTRATION AND OTHER DETAILS :

- (i) CIN : L21012TZ1960PLC000364
- (ii) Registration Date : 22 06 1960
- (iii) Name of the Company : Seshasayee Paper and Boards Limited
- (iv) Category / Sub-Category of the Company : Non Government Company Limited by Shares
- (v) Address of the Registered office and contact details : Sri V Pichai
Deputy Managing Director & Secretary
Seshasayee Paper and Boards Limited
Pallipalayam, Cauvery RS PO
Erode 638 007, Namakkal District
- (vi) Whether listed Company : Yes
- (vii) Name, address and Contact details of Registrar and Transfer Agent, if any : Sri K Suresh Babu
Senior Vice President
M/s Integrated Enterprises (India) Ltd
Kences Towers, II Floor
No.1 Ramakrishna Street
North Usman Road, T Nagar
Chennai 600 017

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10% or more of the total turnover of the Company shall be stated :

Sl.No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1	Writing & Printing Paper	1701	100

SESHASAYEE PAPER AND BOARDS LIMITED

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	M/s Esvi International (Engineers & Exporters) Limited Esvin House Old Mahabalipuram Road Perungudi Chennai 600 096	U51909TN19 78PTC007495	Subsidiary	100	2(87) of Companies Act, 2013
2	M/s Ponni Sugars (Erode) Limited Esvin House Old Mahabalipuram Road Perungudi Chennai 600 096	L15422TN19 96PLC037200	Associate	27.45	2(6) of Companies Act, 2013

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY) :

(i) Category-wise shareholding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Shareholding of Promoter and Promoter Group									
(1) Indian									
(a) Individual / HUF	18352	0	18352	0.15	18352	0	18352	0.15	
(b) Central / State Government	--	--	--	--	--	--	--	--	
(c) Bodies Corporate	3910288	0	3910288	31.00	3913957	0	3913957	31.03	
(d) Banks / FI	--	--	--	--	--	--	--	--	
(e) Any other (specify)	--	--	--	--	--	--	--	--	
Sub-Total (A) (1)	3928640	0	3928640	31.15	3932309	0	3932309	31.18	0.03
(2) Foreign									
(a) NRIs-Individuals	--	--	--	--	--	--	--	--	
(b) Bodies Corporate	1547695	0	1547695	12.27	1547695	0	1547695	12.27	
(c) Institutions	--	--	--	--	--	--	--	--	
(d) Qualified Foreign Investor	--	--	--	--	--	--	--	--	
(e) Any other (specify)	--	--	--	--	--	--	--	--	
Sub-Total (A) (2)	1547695	0	1547695	12.27	1547695	0	1547695	12.27	
Total Shareholding of Promoter & Promoter Group(A)=(A)(1)+(A)(2)	5476335	0	5476335	43.42	5480004	0	5480004	43.45	0.03
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds / UTI	0	1000	1000	0.01	0	1000	1000	0.01	
(b) Banks / FI	150	3418	3568	0.03	150	3418	3568	0.03	
(c) Central / State Government	0	1800000	1800000	14.27	0	1800000	1800000	14.27	
(d) Venture Capital Funds	--	--	--	--	--	--	--	--	
(e) Insurance Companies	515576	0	515576	4.09	515576	0	515576	4.09	
(f) Foreign Institutional Investors	0	100	100	0.00	264472	100	264572	2.10	
(g) Foreign Venture Capital Investors	--	--	--	--	--	--	--	--	
(h) Qualified Foreign Investor	--	--	--	--	--	--	--	--	
(i) Any other (specify)	--	--	--	--	--	--	--	--	
Sub-Total (B) (1)	515726	1804518	2320244	18.39	780198	1804518	2584716	20.49	2.10

SESHASAYEE PAPER AND BOARDS LIMITED

(i) Category-wise shareholding (contd.)

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
2. Non Institutions									
(a) Bodies Corporate (Indian)	1147801	26815	1174616	9.31	622766	25625	648391	5.14	
(b) Individuals (Resident / NRI / Foreign National)	--	--	--	--	--	--	--	--	
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1015098	567721	1582819	12.55	939177	553575	1492752	11.83	
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1075492	19506	1094998	8.68	1087821	19506	1107327	8.78	
(c) Qualified Foreign Investor	--	--	--	--	--	--	--	--	
(d) Any other (specify)	--	--	--	--	--	--	--	--	
Clearing Member	396435	568181	964616	7.65	732257	568181	1300438	10.31	
Sub-Total (B) (2)	3634826	1182223	4817049	38.19	3382021	1166887	4548908	36.06	- 2.13
Total Public Shareholding (B) = (B)(1) + (B)(2)	4150552	2986741	7137293	56.58	4162219	2971405	7133624	56.55	- 0.03
(c) Share held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	
Grand Total (A+B+C)	9626887	2986741	12613628	100.00	9642223	2971405	12613628	100.00	0.00

(ii) Shareholding of Promoters :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year				Shareholding at the end of the year			% Change in share holding during the year
		No. of Shares	% of total shares of the Company	% of shares pledged / encumbered to total shares		No. of Shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1	Dhanashree Investments Private Limited	586589	4.66	0		590258	4.68	0	0.03
2	High Energy Batteries (India) Limited	10329	0.08	0		10329	0.08	0	0.00
3	SPB Projects and Consultancy Limited	2272	0.02	0		2272	0.02	0	0.00
4	Time Square Investments Private Limited	1357621	10.76	0		1357621	10.76	0	0.00
5	Ultra Investments and Leasing Co.Pvt Ltd	185296	1.47	0		185296	1.47	0	0.00
6	Ponni Sugars (Erode) Limited	1768181	14.02	0		1768181	14.02	0	0.00
7	Synergy Investments Pte Limited	1547695	12.27	0		1547695	12.27	0	0.00
8	N Gopalarathnam	9231	0.07	0		9231	0.07	0	0.00
9	K S Kasi Viswanathan	582	0.00	0		582	0.00	0	0.00
10	V Pichai	8539	0.07	0		8539	0.07	0	0.00
	Total	5476335	43.42	0		5480004	43.45	0	0.03

(iii) Change in Promoter's Shareholding (please specify, if there is no change)

Sl.No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Dhanashree Investments Private Limited				
	At the beginning of the year	586589	4.65		
	Date wise increase / decrease in Promoter Shareholding during the year				
	17 04 2015	1115	0.009	587704	4.659
	07 08 2015	2135	0.017	589839	4.676
	21 08 2015	247	0.002	590086	4.678
	28 08 2015	172	0.001	590258	4.680
	Closing Balance as on 31 03 2016			590258	4.680

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl.No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	The Tamilnadu Industrial Investment Corporation Limited				
	At the beginning of the year	1800000	14.27		
	At the end of the year			1800000	14.27
2	Sri A L Somayaji, Managing Trustee, SPB Equity Shares Trust				
	At the beginning of the year	568181	4.50		
	At the end of the year			568181	4.50

SESHASAYEE PAPER AND BOARDS LIMITED

Sl.No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3	Life Insurance Corporation of India				
	At the beginning of the year	515576	4.08		
	At the end of the year			515576	4.08
4	Coromandel Sugars Limited				
	At the beginning of the year	474463	3.76		
	At the end of the year			474463	3.76
5	Hridaynath Consultancy Private Limited				
	At the beginning of the year	474043	3.76		
	22 05 2015	(-) 250000	1.98	224043	1.78
	21 08 2015	(-) 224043	1.78	0	0.00
	At the end of the year			0	0.00
6	Atyant Capital India Fund I				
	At the beginning of the year	386128	3.06		
	18 09 2015	10500	0.08	396628	3.14
	11 03 2016	270000	2.14	666628	5.29
	At the end of the year	10000	0.08	676628	5.36
7	Mrs Pushpa Devi Saraogi				
	At the beginning of the year	224999	1.78		
	At the end of the year			224999	1.78
8	Mrs Usha Devi Saraogi				
	At the beginning of the year	224990	1.78		
	At the end of the year			224990	1.78
9	Sri Vinod Kumar Saraogi				
	At the beginning of the year	97500	0.77		
	At the end of the year			97500	0.77

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) (Contd.)

Sl.No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
10	Sri Prakash Kumar Saraogi				
	At the beginning of the year	97500	0.77		
	At the end of the year			97500	0.77
11	Mrs Pushp Khurana				
	At the beginning of the year	74259	0.59		
	At the end of the year			74259	0.59
12	Mr Govindlal M Parikh				
	At the beginning of the year	62933	0.50		
	At the end of the year			62933	0.50

(v) Shareholding of Directors and Key Managerial Personnel :

Sl.No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Sri N Gopalarathnam				
	At the beginning of the year	9231	0.07		
	At the end of the year			9231	0.07
2	Sri K S Kasi Viswanathan				
	At the beginning of the year	582	0.00		
	At the end of the year			582	0.00
3	Sri V Pichai				
	At the beginning of the year	8539	0.07		
	At the end of the year			8539	0.07

V. INDEBTEDNESS :

Indebtedness of the Company including interest outstanding / accrued but not due for payment.

	Secured Loans excluding deposits (₹ lakhs)	Unsecured Loans (₹ lakhs)	Deposits (₹ lakhs)	Total Indebtedness (₹ lakhs)
Indebtedness at the beginning of the financial year				
(i) Principal Amount	16662.50	3563.39	--	20225.89
(ii) Interest due but not paid	--	--	--	--
(iii) Interest accrued but not due	54.55	--	--	54.55
Total (i)+(ii)+(iii)	16717.05	3563.39	--	20280.44
Change in Indebtedness during the financial year				
Addition	4500.00	--	--	4500.00
Reduction	3641.20	699.96	--	4341.16
Net Change	858.80	699.96	--	158.84
Indebtedness at the end of the financial year				
(i) Principal Amount	17533.00	2863.43	--	20396.43
(ii) Interest due but not paid	--	--	--	--
(iii) Interest accrued but not due	42.85	--	--	42.85
Total (i)+(ii)+(iii)	17575.85	2863.43	--	20439.28

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

A Remuneration to Managing Director, Whole-time Directors and / or Manager :

Sl. No	Particulars of Remuneration	Name of MD / WTD/ Manager			Total Amount
		Sri N Gopalaratnam Chairman	Sri K S Kasi Viswanathan MD	Sri V Pichai Deputy MD & Secretary	
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	4200000	3600000	3600000	11400000
	(b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961	10000	43696	566020	619716
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission	4200000	3600000	3600000	11400000
	- as % of profit				
	- others, specify				
5	Others, please specify				
	(i) Provident Fund	504000	432000	432000	1368000
	(ii) Superannuation Fund	630000	540000	540000	1710000
	(iii) Gratuity Premium	226974	175417	190598	592989
	Total (A)	970974	8391113	8928618	27090705
	Ceiling as per the Act				53188964

B Remuneration to other Directors :

Sl. No	Particulars of Remuneration	Name of Directors							Other Non-Executive Directors		Total Amount
		Independent Directors									
		Sri R V Gupta	Dr S Narayan	Sri V Sridar	Sri A L Somayaji	Dr Nanditha Krishna	Sri Hans Raj Verma, IAS	Mrs Supriya Sahu, IAS			
1	a) Fee for attending Board / Committee Meeting	100000	70000	250000	50000	30000	--	--		1000000	
	b) Commission	300000	300000	300000	300000	300000	300000 #	200000 *		1500000	
	c) Others, Please specify	--	--	--	--	--	--	--		--	
2	Total (B)	400000	370000	550000	350000	330000	300000	200000		2500000	
	Total Managerial Remuneration (A+B)									29590705	
	Overall ceiling as per Act									58507860	

Payable to Government of Tamilnadu

* Paid to The Tamilnadu Industrial Investment Corporation Limited.

C Remuneration to Key Managerial Personnel other than MD / Manager / WTD : NIL

Sl. No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites under section 17(2) of the Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	- others, specify				
5	Others, please specify				
	Total				
	Ceiling as per the Act				

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES : NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment Compounding fees imposed	Authority [RD / NCLT / Court]	Appeal made if any (give details)
A COMPANY					
Penalty					
Punishment					
Compounding					
B DIRECTORS					
Penalty					
Punishment					
Compounding					
C OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

SESHASAYEE PAPER AND BOARDS LIMITED

ANNEXURE - IV

FORM NO. AOC - 2

(Pursuant to clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013, including certain arm's length transactions under third proviso thereto.

- 1 Details of contracts or arrangements or transactions not at arm's length basis.

NIL

- 2 Details of material contracts or arrangement or transactions at arm's length basis.

- (a) Name(s) of the related party and nature of relationship.

- (i) Control :

Esvi International (Engineers & Exporters) Limited
SPB Equity Shares Trust

- (ii) Presumption of significant influence :

Ponni Sugars (Erode) Limited
SPB Projects and Consultancy Limited
Time Square Investments Private Limited
Dhanshree Investments Private Limited
Ultra Investments and Leasing Company Private Limited

- (iii) Key Managerial Personnel :

Sri N Gopalaratnam, Chairman
Sri K S Kasi Viswanathan, Managing Director
Sri V Pichai, Deputy Managing Director & Secretary

- (b) Nature of contracts / arrangements / transactions :

Details of transactions with the above related parties are provided in Note No. 30 to the Accounts for the Financial year 2015-16.

It may be seen therefrom that the total value of transactions with all related parties are less than 10% of the total income for the Financial Year 2015-16 and hence, none of them are material in nature.

Hence, the details required in paras (c) to (e) to be furnished in respect of material related party transactions are not applicable and hence not furnished.

- (c) Amount paid as advances, if any.

NIL

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND
FOREIGN EXCHANGE EARNINGS AND OUTGO
(Section 134(3)(m) of the Companies Act, 2013, read with
Rule 8(3) of the Companies (Accounts) Rules, 2014)**

A. CONSERVATION OF ENERGY

i) Steps taken / impact on conservation of energy:

Unit : Erode

- ◇ CPP - Boiler # 10 conversion from Bubbling to Spouted Fluidized Bed along with additional Superheater section to achieve enhanced steam generation and thermal efficiency as also increased Power generation from 21 MW Steam Turbo Generator.
- ◇ Station power consumption reduction through Low DP Control Valve integrated to existing high efficiency Boiler Feed Pump of Boiler #10.
- ◇ Power consumption reduction through stoppage of Boiler # 10 PA Fan.
- ◇ Increased Green Energy (Power and Steam) generation through increased firing of Black Liquor Solids in Chemical Recovery Cogen unit.
- ◇ Export of Power from additional Power generated in the CPP
- ◇ Installation of additional thermal plates to the 2 existing Plate Heat Exchanges of Condensate Polishing Unit of Boiler House for saving in steam consumption.
- ◇ Installation of High Energy efficient Boiler Feed Pump, along with newly designed low DP Control Valve to reduce station power consumption in Chemical Recovery Boiler.

Unit : Tirunelveli

- ◇ Installation of energy efficient Motor in the place of normal Slip Ring Motor in the ID Fan.
- ◇ Installation of Secondary Centricleaner run by Variable Frequency Drive (VFD)

- ◇ Installation of CFL lamps in the place of Metal Halide and Sodium Vapour lamps.

Impact of the above measures :

Reduction in energy consumption and consequent impact on the cost of production.

ii) Steps taken for utilising alternate sources of energy:

Unit : Erode

- ◇ The Chemical Recovery Boiler with 16 MW Turbo Alternator is working on 100% Green Fuel, viz., Black Liquor Solids generated in the process of manufacture of Pulp.

(iii) Capital investment on energy conservation equipment:

Unit : Erode

- ◇ Power generation enhancement in 21 MW STG through DM water pre-heating in Generator Air Cooler.
- ◇ High energy efficiency Boiler Feed Pump for Boiler # 10 for effecting further reduction in station power consumption.
- ◇ Increased Black Liquor Solids firing in Chemical Recovery Boiler by upgrading the Cooling Water System in Evaporation Plant for enhancing Green Power and Steam generation for process use.
- ◇ Steam saving through strengthening of insulation in the Recausticising Plant, Evaporator Condensate/ Liquor outlet lines, etc.
- ◇ Installation of Variable Frequency Drives in identified Drives to save electrical energy.
- ◇ Improve insulation, Mill wide, for steam saving.

B. TECHNOLOGY ABSORPTION

Unit : Tirunelveli

- ◇ Replacement of Slip Ring Motor of ID Fan (280 KW) by energy efficient Motor in the ID Fan.
- ◇ Variable Frequency Drive for ID Fan to save electrical energy.
- ◇ Secondary Centricleaner run by VFD Drive.

i) Efforts made towards technology absorption

Unit : Erode

- ◇ Raw Material
Pulping of various wood varieties, forest species and cloned varieties are being carried out on laboratory scale to assess their suitability.
- ◇ R&D trials and tests for quality improvements and cost effectiveness.
- ◇ New Product Development - Continuous efforts are being made to design and develop new products based on the market requirements. Value added products are being developed to cater to the growing demand. New products, such as Laid Envelope, Colour Printing with new shade, Band Roll paper and Parchment paper were developed.
- ◇ Improving quality of existing products through alternate process conditions and addition of new 'additives'.
- ◇ New additives and fillers are evaluated for their functional properties and included in the process, based on need.
- ◇ Process improvement studies are being carried out regularly to reduce the chemical consumption and improve the functional properties of the end product.
- ◇ Optimisation studies for Oxygen Delignification Process at Pulp Bleaching to achieve better quality pulp.

Unit : Tirunelveli

- ◇ Analysis of different recovered paper raw material for their suitability.
- ◇ Blending different percentage of deinked pulp in the furnish to arrive at optimum furnish mix.
- ◇ Optimizing operation of Metering Size Press.
- ◇ Carrying out mono and multi-colour printing trials on paper to optimize quality of paper and effectiveness of new Metering Size Press.

ii) Benefits derived like product, cost reduction, product development or import substitution :

Unit : Erode

- ◇ Alternatives identified for additives and process improvements carried out have reduced chemical requirements.
- ◇ Surface strength of paper through new additives has been enhanced.
- ◇ Introduction of Pigment Dyes for white variety papers has enhanced market preference for our products.
- ◇ Introduction of Binary Sizing for Manila Board in place of Acid Sizing to improve the quality of paper.

Unit : Tirunelveli

- ◇ Operation of Metering Size Press has been optimized.
- ◇ Use of De-inked Pulp in the furnish is being gradually stepped-up.
- ◇ Cost of Deinked Pulp is being optimized.

iii) Imported technology :

Nil

iv) Expenditure incurred on Research & Development :

₹ 35.99 lakhs

SESHASAYEE PAPER AND BOARDS LIMITED

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

		2015-16	2014-15
		(₹ lakhs)	
Earnings	—	13 704	11 980
Outgo	—	22 258	24 002

REPORT ON CSR ACTIVITIES

- 1 A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.

The Company is engaged in pulp and paper sector that is agro based. It is rurally located and has been a value creator for thousands of farmers as well as skilled / semi-skilled labour in its neighbourhood. It is deeply committed to promoting rural development and contributing to inclusive growth.

The Company has been pursuing social objectives for long in the interest of rural welfare. It runs two higher education schools benefitting all the children in the neighbourhood. It promoted and continues to support the establishment of 3 Lift Irrigation Schemes to bring nearly 1 500 acres of dry lands under irrigation and crop cultivation, using our treated trade effluents, thus turning a waste into wealth. It provides drinking water to nearby villages. It runs three Primary Health Centres in nearby villages which are equipped with qualified doctor and para medical staff. Medicines are distributed free of cost. Medical camps covering varied areas are conducted with the support of accredited hospitals.

As a responsible corporate citizen, the Company has evolved a CSR Policy and is pursuing the CSR activities in letter and spirit.

CSR Policy

The Company formed a CSR Committee of the Board. It has formulated a CSR Policy that has been approved by the Board, laying

stress on CSR activities to be undertaken in its neighbourhood. The Company's focussed programmes are in the field of community development, water, sanitation, education, health, rural infrastructure and technical training. Its ongoing CSR activities would get aligned to the CSR Policy.

The CSR Policy has been posted on the website of the Company – www.spbltd.com

- 2 The Composition of the CSR Committee.
 - Sri N Gopalaratnam, Chairman
 - Sri V Sridar, Independent Director
 - Sri K S Kasi Viswanathan, Managing Director
 - Sri V Pichai, Deputy Managing Director & Secretary
- 3 Average net profit of the Company for last three financial years.
₹ 2771 lakhs
- 4 Prescribed CSR Expenditure (two percent of the amount as in item 3 above).
₹ 55.41 lakhs
- 5 Details of CSR spent during the financial year.
 - (a) Total amount to be spent for the financial year;
₹ 55.41 lakhs
 - (b) Amount unspent, if any;
Nil

SESHASAYEE PAPER AND BOARDS LIMITED

(c) Manner in which the amount spent during the financial year is detailed below.

			₹ lakhs
1	Expenditure on running and maintenance of Schools	:	49.56
2	Expenses on running and maintenance of Primary Health Centres	:	9.97
3	Contribution to festivals, educational assistance to deserving students, medical assistance, medical camps, etc.,	:	8.96
	Total		68.49

- 6 In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.

Not Applicable.

- 7 A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance

with CSR objectives and Policy of the Company.

Responsibility Statement :

Certified that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Sd/-

(N Gopalaratnam)
Chairman of CSR Committee

SESHASAYEE PAPER AND BOARDS LIMITED

ANNEXURE - VII

Disclosure under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(A) Statement of particulars of remuneration as per Rule 5(1)

Sl No.	Description			
1	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	Chairman Managing Director (MD) Deputy Managing Director & Secretary (DMD&S)	26:1 22:1 24:1	Note-1
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Chairman MD DMD&S	29% 22% 31%	Note-2
3	The percentage increase in the median remuneration of employees in the financial year		18%	
4	The number of permanent employees on the rolls of Company		1437	
5	The explanation on the relationship between average increase in remuneration and Company performance	Salary increase Company performance (increase in PAT)	24% 105%	Note-3
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	KMP Salary increase Company performance (increase in PAT)	27% 105%	Note-3
7	Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year	Market capitalization : 2015-16 BSE 2014-15 BSE Variation in market capitalisation BSE P/E Ratio (based on BSE quotes) 2015-16 2014-15 Variation in P/E Ratio	₹ crores 294.53 233.86 60.67 8.28 13.48 - 5.20	Note-4

SESHASAYEE PAPER AND BOARDS LIMITED

Sl No.	Description			
8	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average increase in the salary of employees other than managerial persons Managerial remuneration	2.83% 27%	Note-5
9	Comparison of each remuneration of the Key Managerial Personnel against the performance of the company	Chairman MD CFO Increase in PAT	29% 22% 31% 105%	
10	The key parameters for any variable component of remuneration availed by the Directors	Whole-time Directors : Commission equal to 1% of the net profits, subject to a ceiling of annual salary.		
		In the event of loss or inadequacy of profits in any financial year, Special Allowance of 50% of annual salary is payable and no commission is payable in such years.		
		Non Whole-time Directors		
		Commission restricted to 1% of the net profits subject to a ceiling of ₹ 3 lakhs per Director per year.		
11	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	NIL		
12	Affirmation that the remuneration is as per the remuneration policy of the company	Yes. Remuneration is as per the remuneration policy of the Company.		

Notes:

- Chairman, MD and DMD&S are the Whole-time Directors and others are Non Whole-time Directors, who are paid only sitting fee for attending meetings of the Board and Committees thereof and Commission as detailed in point No.10 above. Hence, ratio provided only for Whole-time Directors.

SESHASAYEE PAPER AND BOARDS LIMITED

- 2 Increase in remuneration is due to entitlement for 100% of annual salary as Commission for the year, as compared to 50% in the previous year due to inadequacy of Profits and availing of other eligible allowances.
- 3 The operational results are attributable to natural and macro economic factors beyond the control of KMPs and other employees. Hence, remuneration levels and periodic increases have no direct correlation to the Company performance, but are determined in the normal course of business and in line with industry norms.
- 4 The Company did not come out with Public offer in the recent past.
- 5 Long term agreement on revision of wages and other benefits was reached during the year with Labour Unions. Since the agreement is effective from April 2014, arrears relating to 2014-15 was also paid during the year. Discussions with Staff Association are in progress with regard to the long term agreement on revision of salary and other benefits for staff.

(B) Statement of particulars of employees as per Rule 5(2) & (3)

Sl No.	Description	Particulars		
1	Name of the employee	Sri N Gopalaratnam	Sri K S KasiViswanathan	Sri V Pichai
	Designation	Chairman	Managing Director	Deputy Managing Director & Secretary
2	Remuneration received	₹ 97.71 lakhs	₹ 83.91 lakhs	₹ 89.29 lakhs
3	Nature of employment	Contractual	Contractual	Contractual
4	Qualification & experience	B. Sc., B. E. (Mech.) 47 years	B. Tech., MMA 41 years	B. Com., A.C.A., A.C.S., CAIIB 46 years
5	Date of commencement of employment	01 04 1988	13 03 1991	12 06 1980
6	Age of such employee	69	65	68
7	Last employment	Project Specialist SPB Projects & Consultancy Limited	Project Coordinator SPB Projects & Consultancy Limited	Manager Indian Bank
8	% of Equity shares held	Negligible (9231)	Negligible (582)	Negligible (8539)
9	Relationship with any Director	Not a relative of any Director of the Company	Not a relative of any Director of the Company	Not a relative of any Director of the Company

Note: Gross remuneration includes salary, incentive, perquisites and Company's contribution to retirement benefits.

Chennai
May 28, 2016

For Board of Directors
(N GOPALARATNAM)
Chairman

SESHASAYEE PAPER AND BOARDS LIMITED

ANNEXURE - VIII

B.K.SUNDARAM & ASSOCIATES

COMPANY SECRETARIES.

B. KALYANASUNDARAM,

B.Com., ACMA., ACS.,

OFFICE:

30, PANDAMANGALAM AGRAHARAM,

WORIUR, TRICHY-620003.

PHONE:0431-2761590.

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,

The Members

M/s. SESHASAYEE PAPER AND BOARDS
LIMITED

Pallipalayam, Erode 638 007

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Seshasayee Paper and Boards Limited, Pallipalayam, Erode 638 007 (hereinafter called "the Company").

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by M/s Seshasayee Paper and Boards Limited (the Company) and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial

year ended on 31st March 2016, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

We have also examined compliance with the applicable clauses of the following :

- (i) Secretarial Standards with respect to the meetings of the Board of Directors (SS-1)

SESHASAYEE PAPER AND BOARDS LIMITED

and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

- (ii) The Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited and fresh Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

During the year under report, the Company did not attract the provisions of :

- (i) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (ii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice with agenda items supported by detailed notes thereon is given to all Directors to schedule the Board Meetings and Committee meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meetings and for meaningful participation at the meetings.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. But there were no dissenting views during the year under report.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that during the audit period the Company had no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc., referred to above.

For B.K. SUNDARAM & ASSOCIATES
Company Secretary

Sd/-

(B. KALYANASUNDARAM)
Company Secretary
ACS No. A672. CP. No. 2209

Place: Tiruchirapalli
Date : 19 05 2016

Note: This report has to be read along with the Annexure which forms an integral part of this report.

SESHASAYEE PAPER AND BOARDS LIMITED

B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES.
B. KALYANASUNDARAM,
B.Com., ACMA., ACS.,

OFFICE:
30, PANDAMANGALAM AGRAHARAM,
WORIUR, TRICHY-620003.
PHONE:0431-2761590.

ANNEXURE TO SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016 OF M/S SESHASAYEE PAPER AND BOARDS LIMITED

1. Maintenance of secretarial records with reference to the provisions of the Companies Act, 2013 & the Rules thereunder and the maintenance of records with reference to other applicable laws is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our audit.
2. We have followed the audit practices and procedures as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our Secretarial Audit. The verifications were done on a random test basis to ensure the correctness of the facts reflected in the records.
3. We have obtained the Management representation about the compliance of Laws, Rules and Regulations and occurrence of events. As per the Management representation given by the Deputy Managing Director & Secretary there is no law exclusively applicable for this Company or to the Paper Industry other than all Laws applicable for Manufacturing Industries and hence there is no report to be given therefor.

For B.K. SUNDARAM & ASSOCIATES
Company Secretary

Sd/-

(B. KALYANASUNDARAM)
Company Secretary
ACS No. A672. CP. No. 2209

Place: Tiruchirapalli

Date : 19 05 2016

SESHASAYEE PAPER AND BOARDS LIMITED**ANNEXURE - IX****FORM NO . AOC - 1**

**Statement containing salient features of the financial statement of
Subsidiary / Associate Company**

***(Pursuant to first proviso to Sub-section (3) of Section 129 read with Rule 5 of
Companies (Accounts) Rules, 2014)***

Part "A": Subsidiary

1	SI No.	:	1
2	Name of the Subsidiary	:	Esvi International (Engineers & Exporters) Limited
3	Reporting period for the Subsidiary concerned, if different from the Holding Company's reporting period	:	31 st March 2016
4	Reporting currency and Exchange Rate as on the last date of the relevant Financial Year in the case of foreign Subsidiaries	:	Not Applicable
5	Share Capital	:	₹ 25.00 lakhs
6	Reserves and Surplus	:	₹ (-)6.93 lakhs
7	Total Assets	:	₹ 147.60 lakhs
8	Total Liabilities	:	₹ 129.53 lakhs
9	Investments	:	₹ 7.27 lakhs
10	Turnover	:	₹ 37.28 lakhs
11	Profit before taxation	:	₹ 7.12 lakhs
12	Provision for taxation	:	₹ 4.72 lakhs
13	Profit after taxation	:	₹ 2.40 lakhs
14	Proposed Dividend	:	Nil
15	% of shareholding	:	100%

Note : There are no Subsidiaries :

- (i) which are yet to commence operations and
- (ii) which have been liquidated or sold during the year

SESHASAYEE PAPER AND BOARDS LIMITED

Part "B": Associate

Statement, pursuant to Section 129(3) of the Companies Act, 2013, related to Associate Company

1	Name of the Associate	:	Ponni Sugars (Erode) Limited
2	Latest audited Balance Sheet Date	:	31 st March 2016
3	Shares of Associate held by the Company on the year end	:	
	No.	:	23 60 260
	Amount of Investment in Associates / Joint Venture	:	₹ 1959.82 lakhs
	Extend of Holding %	:	27.45%
4	Description of how there is significant influence	:	The Explanation to Section 2(6) of the Companies Act, 2013 provides that Significant Influence means control of at least 20% of total share capital. The Company holds more than 20% in the Equity Share Capital of its Associate. Hence, the Company is having Significant Influence over it Associate.
5	Reason why the Associate is not consolidated	:	Not applicable
6	Net Worth attributable to Shareholding as per latest audited Balance Sheet	:	₹ 3337.65 lakhs
7	Profit / Loss for the year	:	₹ 190.00 lakhs
	Considered in Consolidation	:	₹ 44.54 lakhs
	Not considered in Consolidation	:	₹ 145.46 lakhs

Note : There are no Associates or Joint Ventures :

- (i) which are yet to commence operations and
- (ii) which have been liquidated or sold during the year.

Vide our report of date attached

For Suri & Co.,
Firm Regn. No. 004283S

For S Viswanathan LLP
Regn. No. 004770S/S200025

For Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

N GOPALARATNAM
Chairman

R V GUPTA
Dr NANDITHA KRISHNA
Dr S NARAYAN
A L SOMAYAJI
V SRIDAR
Directors

R Mahesh
Membership No. 024775
Partner
Chartered Accountants

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

V PICHAI
Deputy Managing
Director & Secretary

K S KASI VISWANATHAN
Managing Director

Chennai
May 28, 2016

SESHASAYEE PAPER AND BOARDS LIMITED

SURI & CO.,
CHARTERED ACCOUNTANTS

M/s S VISWANATHAN LLP
CHARTERED ACCOUNTANTS

MAHARAJ N R SURESH AND CO.,
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF M/s SESHASAYEE PAPER AND BOARDS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of SESHASAYEE PAPER AND BOARDS LIMITED ('the Company'), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of Significant Accounting Policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

SESHASAYEE PAPER AND BOARDS LIMITED

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the Directors as on 31 March 2016 and taken on record by the Board of

Directors, none of the Directors is disqualified as on 31 March 2016 from being appointed as a Director in terms of Section 164(2) of the Act; and

- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) the Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note No. 10(i)(a) to the financial statements;
 - (ii) the Company did not have any long-term contracts, including derivative contracts; and
 - (iii) there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, we give in the Annexure "B" a statement on the matters specified in the Paragraphs 3 and 4 of the Order, to the extent applicable.

Suri & Co.,
Firm Regn. No. 004283S

S Viswanathan LLP
Regn. No. 004770S/S200025

Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

R Mahesh
Membership No. 024775
Partner
Chartered Accountants

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

Chennai
May 28, 2016

SESHASAYEE PAPER AND BOARDS LIMITED

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SESHASAYEE PAPER AND BOARDS LIMITED.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Seshasayee Paper and Boards Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an

audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that :

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly

SESHASAYEE PAPER AND BOARDS LIMITED

reflect the transactions and dispositions of the assets of the company;

- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and Directors of the company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper

management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Suri & Co.,
Firm Regn. No. 004283S

R Mahesh
Membership No. 024775
Partner
Chartered Accountants

Chennai
May 28, 2016

S Viswanathan LLP
Regn. No. 004770S/S200025

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

SESHASAYEE PAPER AND BOARDS LIMITED

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SESHASAYEE PAPER AND BOARDS LIMITED.

The Annexure referred to in Paragraph 2 under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date:

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) These fixed assets have been physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the Company.
- (ii) The Management has conducted physical verification of inventory at reasonable intervals and no material discrepancies were noticed.
- (iii) The Company has granted unsecured loan to a company covered in the register maintained under section 189 of the Companies Act, 2013.
 - (a) The terms and conditions of the grant of such loan are not prejudicial to the Company's interest.
 - (b) The schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular.
 - (c) There are no overdue amounts.
- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013, in respect of loans, investments, provided by the Company. The company has not provided any guarantee or security to any company covered under Section 185.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has prescribed maintenance of Cost Records under Sub-section (1) of Section 148 of the Companies Act, 2013 and such accounts and records have been made and maintained.
- (vii) According to the information and explanations given to us in respect of Statutory dues :
 - (a) The Company is regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other Statutory Dues to the appropriate authorities and there were no undisputed amounts payable which were in arrears as at 31st March 2016 for a period of more than six months from the date they became payable.
 - (b) Details of dues of Income Tax or Sales Tax or Service Tax or Duty of Customs or Duty of Excise or Value Added Tax have not been deposited as on 31st March 2016 on account of disputes are given below :

SESHASAYEE PAPER AND BOARDS LIMITED

Name of the Statute	Nature of dues	Amount ₹ lakhs	Forum where the dispute is pending	Period to which the dues belong
Central Excise Act, 1944	Excise Duty	269.76	CESTAT	February 2004 - March 2005
- do -	- do -	102.93	- do -	May 2005 - June 2007
- do -	- do -	42.51	- do -	February 2008 - December 2012
- do -	- do -	12.36	- do -	March 2005 - June 2007
- do -	- do -	40.83	- do -	April 2007 - March 2011
- do -	- do -	2.43	Hon'ble High Court of Madras	07.12.2008
- do -	- do -	4.56	- do -	October - November 1996
Income Tax Act, 1961	TDS	1.86	Commissioner of Income Tax (Appeals)	2015-16
- do -	- do -	3.11	- do -	2013-14
Customs Act, 1962	Customs Duty	624.17	CESTAT	March 2012 - January 2013
- do -	- do -	18.75	- do -	13.12.2002

(viii) The Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

(ix) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Term Loans borrowed by the Company were applied for the purpose for which the loans were obtained.

(x) As explained to us no fraud by the Company or any fraud on the Company by

its Officers or employees has been noticed or reported during the year.

(xi) The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197, read with Schedule V to the Companies Act.

(xii) The Company is not a Nidhi Company and hence complying with the provisions of the Nidhi Rules, 2014 does not arise.

SESHASAYEE PAPER AND BOARDS LIMITED

- (xiii) All transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013, where applicable and the details have been disclosed in the Financial Statements, etc., as required by the applicable Accounting Standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) The Company has not entered into any non-cash transactions with Directors or persons connected with him.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Suri & Co.,
Firm Regn. No. 004283S

S Viswanathan LLP
Regn. No. 004770S/S200025

Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

R Mahesh
Membership No. 024775
Partner
Chartered Accountants

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

Chennai
May 28, 2016

SESHASAYEE PAPER AND BOARDS LIMITED

BALANCE SHEET AS AT 31st MARCH 2016

	Note No.	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs	As at 31-3-2015 ₹ lakhs
I EQUITY AND LIABILITIES				
1 Shareholders' Funds				
(a) Share Capital	4	1261.36		1261.36
(b) Reserves and Surplus	5	40836.40		38037.92
			42097.76	39299.28
2 Non Current Liabilities				
(a) Long Term Borrowings	6(a)	15744.08		15757.48
(b) Deferred Tax Liabilities (net)	6(b)	11537.00		10066.56
(c) Other Long Term Liabilities	6(c)	1479.05		1551.95
(d) Long Term Provisions	6(d)	999.05		986.54
			29759.18	28362.53
3 Current Liabilities				
(a) Short Term Borrowings	7(a)	9727.86		12605.45
(b) Trade Payables	7(b)	22051.92		22557.83
(c) Other Current Liabilities	7(c)	5966.05		5863.98
(d) Short Term Provisions	7(d)	1607.43		1368.72
			39353.26	42395.98
Total		111210.20		110057.79
II ASSETS				
1 Non Current Assets				
(a) Fixed Assets				
(i) Tangible Assets	8(a)	62401.05		64711.57
(ii) Intangible Assets	8(b)	101.91		127.26
(iii) Capital Work-in-Progress	8(c)	5043.60		1339.74
(b) Non Current Investments	8(d)	3761.29		3199.44
(c) Long Term Loans and Advances	8(e)	2527.78		2305.10
			73835.63	71683.11
2 Current Assets				
(a) Current Investments	9(a)	0.00		153.79
(b) Inventories	9(b)	11407.02		13442.35
(c) Trade Receivables	9(c)	12925.25		12351.75
(d) Cash and Cash Equivalents	9(d)	1038.90		1031.26
(e) Short Term Loans and Advances	9(e)	11376.11		10633.33
(f) Other Current Assets	9(f)	627.29		762.20
			37374.57	38374.68
Total		111210.20		110057.79

Vide our report of date attached

For Suri & Co.,
Firm Regn. No. 004283S

For S Viswanathan LLP
Regn. No. 004770S/S200025

For Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

N GOPALARATNAM
Chairman

R V GUPTA
Dr NANDITHA KRISHNA
Dr S NARAYAN
A L SOMAYAJI
V SRIDAR
Directors

R Mahesh
Membership No. 024775
Partner
Chartered Accountants
Chennai
May 28, 2016

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

V PICHAI
Deputy Managing
Director & Secretary

K S KASI VISWANATHAN
Managing Director

SESHASAYEE PAPER AND BOARDS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2016

	Note No.	Year ended 31-3-2016		Year ended 31-3-2015	
		₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
I Revenue from operations :					
Sales and Other Operating Income	11	108312.10		106820.15	
Less : Excise Duty		<u>5162.15</u>		<u>5408.25</u>	
			103149.95		101411.90
II Other Income	12		428.22		584.56
III Total Revenue (I + II)			<u>103578.17</u>		<u>101996.46</u>
IV Expenses :					
(a) Cost of Materials Consumed	13		57259.81		57943.91
(b) Purchase of Stock-in-Trade	14		2063.39		2370.61
(c) Changes in inventories of Finished Goods, Work-in- Process and Stock-in-Trade	15		370.79		-234.66
(d) Employee benefits expense	16		7956.50		6412.84
(e) Finance Costs	17		3229.27		3720.74
(f) Depreciation and Amortisation expense	8		2875.41		2929.46
(g) Other Expenses	18		24795.01		25990.84
Total expenses			<u>98550.18</u>		<u>99133.74</u>
V Profit before exceptional and extraordinary items and tax (III - IV)			5027.99		2862.72
VI Exceptional items			0.00		321.54
VII Profit before extraordinary items and tax (V - VI)			5027.99		2541.18
VIII Extraordinary items			0.00		0.00
IX Profit before Tax (VII - VIII)			5027.99		2541.18
X Tax Expense :					
(a) Current Tax	19		0.00		0.00
(b) Deferred Tax	20		<u>1470.44</u>		<u>806.54</u>
			1470.44		806.54

SESHASAYEE PAPER AND BOARDS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2016 (Contd.)

	Year ended 31-3-2016 ₹ lakhs	Year ended 31-3-2015 ₹ lakhs
XI Profit for the period from continuing operations (IX - X)	3557.55	1734.64
XII Profit / Loss from discontinuing operations	0.00	0.00
XIII Tax expense of discontinuing operations	0.00	0.00
XIV Profit / Loss from discontinuing operations after tax (XII - XIII)	0.00	0.00
XV Profit or loss for the period (XI + XIV)	<u>3557.55</u>	<u>1734.64</u>
XVI Earnings Per Equity Share :		
(a) Basic	31 28.20	13.75
(b) Diluted	31 28.20	13.75

Vide our report of date attached

For Suri & Co.,
Firm Regn. No. 004283S

For S Viswanathan LLP
Regn. No. 004770S/S200025

For Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

N GOPALARATNAM
Chairman

R V GUPTA
Dr NANDITHA KRISHNA
Dr S NARAYAN
A L SOMAYAJI
V SRIDAR
Directors

R Mahesh
Membership No. 024775
Partner
Chartered Accountants

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

V PICHAI
Deputy Managing
Director & Secretary

K S KASI VISWANATHAN
Managing Director

Chennai
May 28, 2016

SESHASAYEE PAPER AND BOARDS LIMITED

Notes forming part of the Balance Sheet as at 31st March 2016 and Statement of Profit and Loss for the year ended 31st March 2016.

1 SIGNIFICANT ACCOUNTING POLICIES

a) General

The Financial Statements have been prepared on the historical cost convention and in accordance with Generally Accepted Accounting Principles and complying with the applicable Accounting Standards.

b) Fixed Assets

Fixed Assets are stated at cost, less accumulated depreciation. Cost includes, taxes and duties (but does not include taxes and duties for which CENVAT / VAT credit is available), freight and other direct or allocated expenses during construction period, net of any income earned.

c) Investments

Long term Investments are stated at cost.

Current Investments are stated at the lower of cost and fair value.

Any diminution in the value of long term investments is charged off, only if, such a decline is other than temporary, in the opinion of the Management.

d) Inventories

Inventories are valued at lower of cost and net realisable value.

Stocks of Raw materials, Stores, Spares and Chemicals are valued at cost on weighted average basis. Cost includes, taxes and duties (other than duties and taxes for which CENVAT / VAT credit is available), freight and other direct expenses.

For valuation of Finished Goods / Stock-in-Process, cost includes material, direct labour, overheads (other than selling and administrative overheads), Excise Duty and Education Cess, wherever applicable.

e) Government Grants

Government Grants in the nature of Capital Subsidies are credited to Capital Reserve and treated as part of Shareholders' Funds.

f) Borrowing Costs

Borrowing costs (net of interest earned on temporary investment of those borrowings) directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of the assets.

Other borrowing costs are recognised as expense as and when incurred.

g) Revenue and Expenditure Recognition

Revenue is recognised and expenditure is accounted for on their accrual.

Revenue involving :

- (a) Sale of goods is recognised on transfer of all significant risks and rewards of ownership to the customer.
- (b) Dividend income is recognised on establishment of the right to receive payment.
- (c) Other incomes are recognised when no significant uncertainty on measurability or collectability exists.

h) Intangible Assets**(i) General**

Intangible assets are stated at cost less accumulated amortisation.

Computer Software is amortised at 20% on straight line basis over a period of five years.

Know-how is amortised at 10% on straight line basis over a period of ten years.

(ii) Research and Development

Expenditure on Research and Development is charged off as and when incurred.

i) Foreign Exchange Transactions

Transactions in foreign exchange are accounted at the rates prevailing on the date of transactions.

Foreign currency Liabilities / Assets at the close of the year are restated, adopting the year end rates. The resultant difference, if any, is recognised as income or expense in the Statement of Profit and Loss.

Exchange difference, arising on forward contracts, is recognised in the Statement of Profit and Loss in the reporting period in which the exchange rates change.

Premium / discount arising on forward contracts are amortized as expense or income over the life of the contract.

Any profit or loss arising on cancellation or renewal of a forward exchange contract is recognised as income or as expense for the period.

j) Employee Benefits

Short term employee benefits, in respect of leave salary, leave travel allowance and reimbursement of medical expenses, the liability has been fully provided on undiscounted basis, in accordance with the Schemes in force.

The contribution to Provident Fund (defined contribution plan), as per the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, is recognised as expense and remitted to the Provident Fund Commissioner. The contribution to Superannuation Fund (defined contribution plan) is recognised as expense and funded with Life Insurance Corporation of India.

The Company's liability towards retirement benefits, in the form of gratuity (defined benefit plans) and other retirement benefits is worked out on actuarial basis at the end of the year and is provided.

Actuarial gain / loss is recognised in the Statement of Profit and Loss.

k) Depreciation

Depreciation has been provided under straight line method in accordance with the provisions of Schedule II to the Companies Act, 2013.

SESHASAYEE PAPER AND BOARDS LIMITED

l) Impairment of Assets

Impairment loss, if any, is provided to the extent the carrying amount of the assets exceeds their recoverable amount.

m) Provisions, Contingent Liabilities and Contingent Assets

Provision is recognised in respect of present obligation requiring settlement by outflow of resources and of which a reliable estimate on the amount of obligation could be made.

Contingent Liabilities are disclosed, unless the possibility of any outflow in settlement is remote, in the notes on accounts.

Contingent Assets are neither recognised nor disclosed.

n) Lease

Assets given under finance lease are recognised at the amount equal to net investment in the lease and the finance income is recognised based on rate of return on the net investment of such finance lease.

Lease payments on assets taken on lease are recognised as an expense on a straight line basis over the lease term.

o) Taxes on Income

Taxes on income are accrued in the same period as the revenue and expenses to which they relate. Taxes on income is accounted as per Accounting Standard AS-22 - "Accounting for Taxes on Income". Taxes on income includes, both Current Taxes and Deferred Taxes. Deferred taxes reflect the impact of current year timing differences between the taxable income and accounting income and reversal of timing differences of earlier years. Deferred Tax Assets are recognised only to the extent that there is virtual / reasonable certainty that sufficient future taxable income will be available.

2 SEGMENT

Paper is the only reportable segment of operation of the Company.

3 REGROUPING OF FIGURES

Figures for the previous year have been re-grouped, wherever necessary, to conform to current year's classification.

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	₹ lakhs	As at 31-3-2015 ₹ lakhs	₹ lakhs
4 SHARE CAPITAL				
AUTHORISED :				
4 00 00 000 - Equity Shares of ₹ 10 each		4000.00		4000.00
3 00 00 000 - Cumulative Redeemable Preference Shares of ₹ 10 each		3000.00		3000.00
		7000.00		7000.00
ISSUED, SUBSCRIBED AND FULLY PAID UP :				
		Value ₹ lakhs		Value ₹ lakhs
1 26 13 628 - Equity Shares of ₹ 10 each fully paid up		1261.36		1261.36
Total		1261.36		1261.36
(i) Reconciliation of the shares outstanding at the beginning and at the end of the year :				
	No. of Shares in lakhs	Value ₹ lakhs	No. of Shares in lakhs	Value ₹ lakhs
At the beginning and end of the year	126.14	1261.36	126.14	1261.36
(ii) Details of shareholders holding more than 5% shares of the Company				
	No. of Shares in lakhs	% holding to Equity Capital	No. of Shares in lakhs	% holding to Equity Capital
(a) Tamilnadu Industrial Investment Corporation Limited	18.00	14.27	18.00	14.27
(b) Ponni Sugars (Erode) Ltd	17.68	14.02	17.68	14.02
(c) Synergy Investments Pte Ltd	15.48	12.27	15.48	12.27
(d) Time Square Investments (P) Ltd	13.58	10.76	13.58	10.76
(iii) During the period of five years immediately preceding 31.03.2016, 13 63 628 equity shares of ₹ 10 each, fully paid up pursuant to a Scheme of Amalgamation of SPB Papers Limited with the Company were issued for consideration other than cash.				

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	₹ lakhs	As at 31-3-2015 ₹ lakhs	₹ lakhs
5 RESERVES AND SURPLUS				
Capital Reserve				
As per last Balance Sheet		3715.95		3715.95
Securities Premium Account				
As per last Balance Sheet		360.00		360.00
Other Reserves :				
General Reserve				
As per last Balance Sheet	31000.00		30000.00	
Add: Amount transferred from surplus in Statement of Profit and Loss	<u>2500.00</u>		<u>1000.00</u>	
		33500.00		31000.00
Surplus in Statement of Profit and Loss				
Balance as per Statement of Profit and Loss of the previous year	2961.97		3075.58	
Profit for the year	<u>3557.55</u>		<u>1734.64</u>	
	<u>6519.52</u>		<u>4810.22</u>	
Less :				
- Transfer to General Reserve	2500.00		1000.00	
- MAT credit of prior period availed	0.00		240.99	
- Proposed Equity Dividend - Amount per Equity Share ₹ 5 (Previous year - ₹ 4 per Equity Share)	630.68		504.55	
- Tax on proposed Equity Dividend	<u>128.39</u>		<u>102.71</u>	
	3259.07		1848.25	
Net Surplus in Statement of Profit and Loss		<u>3260.45</u>		2961.97
Total Reserves and Surplus		<u>40836.40</u>		<u>38037.92</u>

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs
6 NON CURRENT LIABILITIES		
(a) Long Term Borrowings		
(i) Term Loans from Banks - Secured		
Unit-Erode:		
Working Capital Term Loan	0.00	937.50
Working Capital Term Loan, including its current maturities is secured by hypothecation of Company's Captive Power Plant Assets of Boiler, Turbo Generator and their Auxiliaries at Unit-Erode.		
Terms of repayment :		
The Working Capital Term Loan is repayable in 8 equal quarterly installments of ₹ 312.50 lakhs each commencing from March 2015		
Period and amount of continuing default : Nil		
Mill Development Plan II-Phase I-Term Loan	3300.00	800.00
Secured by:		
(i) Hypothecation of Mill Development Plan II-Phase I assets at Unit: Erode		
(ii) Mortgage of immovable properties of Unit: Erode, consisting of land, buildings, fixed plant and machinery, fixtures and fittings (exclusive of 57.93 acres of land together with structures thereon and Captive Power Plant Assets) to the extent of ₹ 8500 lakhs.		
Terms of repayment :		
The entire loan is repayable in 24 equated quarterly installments with effect from April 01, 2017.		
Period and amount of continuing default : Nil		
Unit-Tirunelveli :		
Term Loan	8269.50	11295.50
Term Loan including its current maturities is secured by:		
a) a charge, by way of mortgage of immovable properties of the company, consisting of land, building, fixed plant and machinery, fixtures and fittings of Unit-Tirunelveli and		
Carried over	11569.50	13033.00

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs
Brought forward	11569.50	13033.00
b) hypothecation of movables, including movable plant and machinery and book debts of Unit-Tirunelveli.		
Terms of repayment		
The loan is repayable in quarterly instalments of ₹ 541 lakhs from January 2014 to October 2015, ₹ 756.50 lakhs from January 2016 to October 2017, ₹ 865 lakhs from January 2018 to April 2019 and the balance ₹ 810 lakhs will be paid in July 2019.		
Period and amount of continuing default: Nil		
Mill Expansion Plan	2000.00	0.00
	13569.50	13033.00
Secured by:		
(a) a charge, by way of mortgage of immovable properties of the company, consisting of land, building, fixed plant and machinery, fixtures and fittings of Unit-Tirunelveli and		
(b) hypothecation of movables, including movable plant and machinery of Unit-Tirunelveli.		
Terms of repayment :		
The loan is repayable in 24 equated quarterly instalments with effect from September 30, 2017.		
Period and amount of continuing default : Nil		
(ii) Other Loans and Advances :		
Interest Free Sales Tax Loan - Unsecured	2174.58	2724.48
Terms of repayment :		
Interest Free Sales Tax Deferral Loan is repayable over a period of ten years from 01 06 2013.		
Period and amount of continuing default: Nil		
	15744.08	15757.48
(b) Deferred Tax Liabilities (net)	11537.00	10066.56
Transfer to / (from) Deferred Tax is mainly on account of variation of allowances for tax purposes in :	11537.00	10066.56
Current year Upto 31-3-2016		
₹ lakhs ₹ lakhs		
- Depreciation (+) 1449.72 (-) 11616.33		
- Others (+) 20.72 (+) 79.33		
- Total (+) 1470.44 (-) 11537.00		

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	₹ lakhs	As at 31-3-2015 ₹ lakhs	₹ lakhs
(c) Other Long Term Liabilities				
Trade Payables :				
Security Deposit from Dealers	1479.05		1551.95	
	<u>1479.05</u>		<u>1551.95</u>	
(d) Long Term Provisions				
Provision for Employee Benefits	95.35		89.91	
Provision for Generation Tax	903.70		896.63	
	<u>999.05</u>		<u>986.54</u>	
7 CURRENT LIABILITIES				
(a) Short Term Borrowings				
Working Capital Borrowings from Banks				
Unit-Erode	4605.61		8289.00	
Secured by :				
- hypothecation of stocks of Raw Materials, Stores, Spares, Chemicals and others, including Goods-in-transit, Stock-in-Trade, Stock-in-Process, Finished Goods and Book Debts of Unit-Erode and				
- second charge, by way of mortgage of immovable properties of Unit-Erode, consisting of land, buildings, fixed plant and machinery, fixtures and fittings (exclusive of 57.93 acres of land together with structures thereon and Captive Power Plant Assets) to the extent of ₹ 8500 lakhs.				
Unit-Tirunelveli :	5122.25		4316.45	
Secured by :	9727.86		12605.45	
- hypothecation of stocks of Raw Materials, Stores, Spares, Chemicals and others, including Goods-in-transit, Stock-in-Trade, Stock-in-Process, Finished Goods and Book Debts of Unit-Tirunelveli and				
- second charge, on the fixed assets of Unit-Tirunelveli				
Period and amount of default : Nil	<u>9727.86</u>		<u>12605.45</u>	

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	₹ lakhs	As at 31-3-2015 ₹ lakhs	₹ lakhs
(b) Trade Payables				
Dues of Micro enterprises and Small enterprises		58.18		382.45
Dues of other Creditors		21993.74		22175.38
		<u>22051.92</u>		<u>22557.83</u>
<i>Notes :</i>				
The disclosure requirement as required under Micro, Small and Medium Enterprises Development Act, 2006 is as follows :				
Principal amount due as on March 31		58.18		382.45
Interest due and unpaid on the above as on March 31		0.00		0.00
Interest paid		0.00		0.00
Interest due and payable		0.00		0.00
Interest accrued and remaining unpaid as on March 31		0.00		0.00
Amount of further interest remaining due and payable in the succeeding years		0.00		0.00
(c) Other Current Liabilities				
Current maturities of long term loans	4652.35		4468.41	
Interest accrued but not due on borrowings	42.85		54.55	
Unclaimed dividend	<u>75.92</u>		<u>73.74</u>	
		4771.12		4596.70
Others - Tax deducted / collected at source and Value Added Tax		1194.93		1267.28
		<u>5966.05</u>		<u>5863.98</u>
(d) Short Term Provisions				
Provision for Employee Benefits		848.36		761.46
Others :				
- Dividend Payable	630.68		504.55	
- Tax on Dividend Payable	<u>128.39</u>		<u>102.71</u>	
		759.07		607.26
		<u>1607.43</u>		<u>1368.72</u>

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs
8 NON CURRENT ASSETS		
Fixed Assets		
(a) Tangible Assets	62401.05	64711.57
(b) Intangible Assets	101.91	127.26
(c) Capital Work-in-Progress	5043.60	1339.74
	<u>67546.56</u>	<u>66178.57</u>

Details :

PARTICULARS		COST			DEPRECIATION			WRITTEN DOWN VALUE		
	As at 1-4-2015 ₹ lakhs	Additions for the year ₹ lakhs	Deductions/ Adjustments ₹ lakhs	As at 31-3-2016 ₹ lakhs	Upto 31-3-2015 ₹ lakhs	For the Year* ₹ lakhs	Withdrawn/ Adjustments ₹ lakhs	Upto 31-3-2016 ₹ lakhs	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs
(a) TANGIBLE ASSETS										
LAND AND BETTERMENT BUILDINGS	417.37	0.00	0.00	417.37	0.00	0.00	0.00	0.00	417.37	417.37
- LEASEHOLD	20.51	0.00	0.00	20.51	6.67	0.32	0.00	6.99	13.52	13.84
- OTHERS	12842.15	114.09	0.00	12956.24	3251.01	397.99	0.00	3649.00	9307.24	9591.14
PLANT AND MACHINERY										
- ON LEASE TO OTHERS	4210.62	0.00	4210.62	0.00	4210.62	0.00	4210.62	0.00	0.00	0.00
- OTHERS	88254.73	658.59	352.31	88561.01	33962.09	2361.20	41.04	36282.25	52278.76	54292.64
FURNITURE AND FIXTURES	657.00	38.57	0.00	695.57	516.00	9.77	0.00	525.77	169.80	141.00
VEHICLES	297.83	15.22	15.18	297.87	156.74	27.37	14.24	169.87	128.00	141.09
OFFICE EQUIPMENTS	562.14	24.44	5.28	581.30	447.65	52.16	4.87	494.94	86.36	114.49
	107262.35	850.91	4583.39	103529.87	42550.78	2848.81	4270.77	41128.82	62401.05	64711.57
PREVIOUS YEAR	105884.08	1479.71	101.44	107262.35	39421.68	3223.42	94.32	42550.78	64711.57	66462.40
(b) INTANGIBLE ASSETS										
TECHNICAL KNOW-HOW	258.60	0.00	0.00	258.60	138.88	25.86	0.00	164.74	93.86	119.72
COMPUTER SOFTWARE	24.93	1.25	0.00	26.18	17.39	0.74	0.00	18.13	8.05	7.54
	283.53	1.25	0.00	284.78	156.27	26.60	0.00	182.87	101.91	127.26
PREVIOUS YEAR	280.54	2.99	0.00	283.53	128.69	27.58	0.00	156.27	127.26	151.85
(c) CAPITAL WORK-IN-PROGRESS -										
AT COST									5043.60	1339.74
TOTAL	107545.88	852.16	4583.39	103814.65	42707.05	2875.41	4270.77	41311.69	67546.56	66178.57
PREVIOUS YEAR	106164.62	1482.70	101.44	107545.88	39550.37	3251.00	94.32	42707.05	66178.57	67523.58

Interest on Mill Development Plan II-Phase I and MEP Term Loan amounts to ₹ 388.53 lakhs have been capitalised during the year (previous year - ₹ 27.44 lakhs).

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	₹ lakhs	As at 31-3-2015 ₹ lakhs	₹ lakhs
(d) Non Current Investments				
NON-TRADE				
IN EQUITY INSTRUMENTS - FULLY PAID:				
<i>Quoted:</i>				
2 65 830 Equity Shares of ₹ 2 each in Housing Development Finance Corporation Limited		7.09		7.09
2 500 Equity Shares of ₹ 2 each in HDFC Bank Limited		0.05		0.05
1 14 080 Equity Shares of ₹ 10 each in IDBI Bank Limited		91.07		91.07
2 82 911 Equity Shares of ₹ 10 each in High Energy Batteries (India) Limited		387.15		387.15
TRADE				
IN EQUITY INSTRUMENTS - FULLY PAID:				
<i>Quoted:</i>				
As Per Last Balance Sheet				
20 80 260 Equity Shares of ₹ 10 each in Ponni Sugars (Erode) Limited (Associate)	1397.97		1397.97	
<i>Add : Purchased during the year</i>				
2 80 000 Equity Shares of ₹ 10 each	561.85		0	
Total - 23 60 260 Equity Shares of ₹ 10 each		1959.82		1397.97
1 00 000 Equity Shares of ₹ 10 each in Tamilnadu Newsprint and Papers Limited		106.70		106.70
Carried over		2551.88		1990.03

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	₹ lakhs	As at 31-3-2015 ₹ lakhs	₹ lakhs
Brought forward		2551.88		1990.03
TRADE				
IN EQUITY INSTRUMENTS - FULLY PAID (Contd.) :				
<i>Unquoted:</i>				
25 000 Equity Shares of ₹ 100/- each in Esvi International (Engineers & Exporters) Limited (Wholly Owned subsidiary)		1203.00		1203.00
4 100 Equity Shares of ₹ 10/- each in ESVIN Advanced Technologies Limited		0.41		0.41
50 000 Equity Shares of ₹ 10/- each in SPB Projects and Consultancy Limited		5.00		5.00
10 000 Equity Shares of ₹ 10 each in OPG Energy Private Limited		1.00		1.00
		<u>3761.29</u>		<u>3199.44</u>
1. Aggregate amount of :				
Quoted Investments				
- Cost		2551.88		1990.03
- Market Value		8665.37		6858.36
Unquoted Investments				
- Cost		1209.41		1209.41
(e) Long Term Loans and Advances				
Capital Advances - Unsecured - Considered Good		109.96		125.86
Security Deposits - Unsecured - Considered Good		667.82		429.24
Other Loans and Advances :				
- Secured - Considered Good				
- Inter Corporate Loans	500.00		500.00	
- Unsecured - Considered Good:				
- SPB Equity Shares Trust	<u>1250.00</u>		<u>1250.00</u>	
		1750.00		1750.00
		<u>2527.78</u>		<u>2305.10</u>

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	₹ lakhs	As at 31-3-2015 ₹ lakhs	₹ lakhs
9 CURRENT ASSETS				
(a) Current Investments				
TRADE				
IN EQUITY INSTRUMENTS - FULLY PAID:				
<i>Unquoted:</i>				
As Per Last Balance Sheet				
42 604 Class A Equity Shares of ₹ 10 each in Bhatia Coke & Energy Limited	153.79		153.79	
Less:				
Sold during the year	153.79		0.00	
		<u>0.00</u>		<u>153.79</u>
1. Aggregate amount of :				
Unquoted Investments				
- Cost		0.00		153.79
(b) Inventories				
Raw Materials	4055.39		5368.23	
Stores, Spares, Chemicals and others	6469.47		6821.17	
Finished Goods	0.00		510.01	
Stock-in-Trade	121.26		130.94	
Stock-in-Process	760.90		612.00	
[For method of valuation, please refer to Note No. 1(d)]				
		<u>11407.02</u>		<u>13442.35</u>
(c) Trade Receivables				
Secured - Considered Good :				
Exceeding six months	544.23		549.01	
Other debts	1474.97		1675.61	
		2019.20		2224.62
Unsecured - Considered Good :				
Exceeding six months	457.13		330.66	
Other debts	10448.92		9796.47	
		10906.05		10127.13
Doubtful :				
Exceeding six months	8.80		48.07	
Less : Allowance for doubtful debts	8.80		48.07	
		0.00		0.00
		<u>12925.25</u>		<u>12351.75</u>

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016		As at 31-3-2015	
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
(d) Cash and Cash Equivalents				
Cash and Cash Equivalents :				
- Cash on hand		16.69		14.66
Bank balances :				
- In Current Accounts		945.58		905.04
Other Bank Balances :				
Unclaimed Dividend Account		75.92		73.74
In Deposit Account offered as security				
(i) More than 12 months	0.71		37.82	
(ii) Less than 12 months	0.00		0.00	
		0.71		37.82
		1038.90		1031.26
(e) Short Term Loans and Advances				
Others :				
Secured - Considered Good				
- Inter Corporate Loans	100.00		100.00	
Unsecured - Considered Good				
- Prepaid expenses	158.67		178.92	
- Balances in Current Account with Central Excise Department and Port Trust	2918.52		3141.48	
- Tax payments pending adjustments (net)	1650.62		1677.79	
- MAT Credit Entitlement	4749.86		3699.61	
- Advance to Suppliers	626.75		701.71	
- Others	1171.69		1133.82	
		11376.11		10633.33
		11376.11		10633.33
(f) Other Current Assets				
Others		627.29		762.20
		627.29		762.20

SESHASAYEE PAPER AND BOARDS LIMITED

	Year ended 31-3-2016	Year ended 31-3-2015
	₹ lakhs	₹ lakhs
10 Contingent Liabilities and Commitments not provided for		
(i) Contingent Liabilities :		
(a) Claims against the Company not acknowledged as debts		
(1) Demands relating to Central Excise, Customs duty, Service Tax and VAT contested and appeals pending before High Court, CESTAT and other Appellate Authorities	2677.05	2636.91
(2) Income Tax demand contested and appeals pending before High Court and CIT (A)	769.52	763.52
(3) Others- Demands contested and pending before High Court and other Appellate Authorities	2598.76	2518.54
(b) Guarantees	9.00	19.50
(ii) Commitments :		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	190.14	1640.47
11 Revenue from operations		
(a) Sale of Paper and Paper Boards	103014.14	102082.27
(b) Sale of Note Books	1582.60	923.71
(c) Sale of Stock-in-Trade	2135.33	2420.17
(d) Other Operating Income	1580.03	1394.00
	<u>108312.10</u>	<u>106820.15</u>
12 Other Income		
(a) Interest income	256.82	430.24
(b) Dividend Income	42.11	62.00
(c) Other Non Operating Income	129.29	92.32
	<u>428.22</u>	<u>584.56</u>

SESHASAYEE PAPER AND BOARDS LIMITED

	Year ended 31-3-2016		Year ended 31-3-2015	
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
13 Cost of Materials Consumed				
(a) Raw Materials				
(i) Wood	26027.39		24132.75	
(ii) Bagasse	1678.25		2174.91	
(iii) Purchased Pulp	11305.60		13213.47	
(iv) Waste Paper	687.02		193.30	
	<u>39698.26</u>		<u>39714.43</u>	
Feeding and Other Charges	626.63		593.60	
		40324.89		40308.03
(b) Stores and Chemicals		15533.94		16197.30
(c) Packing Materials		1400.98		1438.58
		<u>57259.81</u>		<u>57943.91</u>
14 Purchase of Stock-in-Trade				
(a) Paper and Paper Boards		0.00		0.00
(b) Petroleum Products		2063.39		2370.61
(c) Others		0.00		0.00
		<u>2063.39</u>		<u>2370.61</u>
15 Changes in inventories of Finished Goods, Work-in-Process and Stock-in-Trade				
Closing Stock :				
(a) Finished Goods	0.00		510.01	
(b) Stock-in-Trade	121.26		130.94	
(c) Stock-in-Process	<u>760.90</u>		<u>612.00</u>	
		882.16		1252.95
Opening Stock :				
(a) Finished Goods	510.01		376.73	
(b) Stock-in-Trade	130.94		125.18	
(c) Stock-in-Process	<u>612.00</u>		<u>516.38</u>	
		1252.95		1018.29
		<u>370.79</u>		<u>-234.66</u>

SESHASAYEE PAPER AND BOARDS LIMITED

	Year ended 31-3-2016		Year ended 31-3-2015	
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
16 Employee benefits expense				
(a) Salaries and Wages		6458.03		5038.01
(b) Contribution to Provident and other Funds		882.77		828.92
(c) Employee Welfare Expenses		615.70		545.91
		<u>7956.50</u>		<u>6412.84</u>
17 Finance Costs				
(a) Interest expense		3155.87		3658.74
(b) Other borrowing costs		70.40		60.73
(c) Net gain / loss on foreign currency transaction		3.00		1.27
		<u>3229.27</u>		<u>3720.74</u>
18 Other Expenses				
(a) Power and Fuel				
(i) Purchased Power	3789.18		4908.51	
(ii) Consumption of Fuel	9210.68		9525.95	
(iii) Generation Tax	<u>180.18</u>		<u>232.40</u>	
		13180.04		14666.86
(b) Rent		141.82		135.80
(c) Rates and Taxes		146.19		135.96
(d) Insurance		206.52		203.80
(e) Maintenance and Repairs				
(i) Buildings	436.63		391.60	
(ii) Plant and Machinery	2197.91		2203.18	
(iii) Others	<u>125.22</u>		<u>155.87</u>	
		2759.76		2750.65
(f) Selling and Distribution Expenses				
(i) Distributors' Commission	1156.89		1188.72	
(ii) Cash Discount	1750.22		1655.72	
(iii) Forwarding Charges	<u>3421.12</u>		<u>3302.26</u>	
		6328.23		6146.70
(g) Conversion Charges		355.05		313.91
(h) Office and Administrative Expenses		1075.85		993.97
(i) Miscellaneous Expenses		601.55		643.19
		<u>24795.01</u>		<u>25990.84</u>

SESHASAYEE PAPER AND BOARDS LIMITED

	Year ended 31-3-2016 ₹ lakhs	Year ended 31-3-2015 ₹ lakhs
19 Current Tax		
(a) Income Tax	0.00	0.00
(b) Minimum Alternate Tax	1059.49	519.91
(c) MAT Credit Entitlement	-1059.49	-519.91
	<u>0.00</u>	<u>0.00</u>
20 Deferred Tax		
On account of variation of allowances for tax purposes in :		
(a) Depreciation	1449.72	842.45
(b) Others	20.72	-35.91
	<u>1470.44</u>	<u>806.54</u>
21 Payments to the Auditors (included under Note No. 18)		
(a) As Auditor	18.00	18.00
(b) For taxation matters	3.10	3.30
(c) For Certification Work	5.16	4.52
(d) For Reimbursement of Expenses	0.63	0.42
	<u>26.89</u>	<u>26.24</u>
22 Expenditure incurred on Corporate Social Responsibility Activities		
a) Gross amount required to be spent during the year	55.41	68.44
b) Amount spent during the year	68.49	79.91
23 During the year a Settlement has been reached with Labour Union with regard to payment of wages and other benefits. The liability arising out of said settlement has been fully provided in accounts. In respect of Staff, negotiations are in progress. Possible liability arising out of Settlement for Staff and benefits payable to Managers and others has been provided.		
24 In respect of assets taken on lease no substantial risk and reward incidental to ownership of an asset has been obtained.		
All Lease agreements are cancellable at the option of the Company.		

SESHASAYEE PAPER AND BOARDS LIMITED

	Year ended 31-3-2016		Year ended 31-3-2015	
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
25 Value of imports calculated on CIF basis				
(a) Raw materials		11930.56		11717.96
(b) Stores, Spares and Chemicals		9220.22		11839.47
(c) Capital Goods		818.56		250.60
26 Expenditure in foreign currencies				
(a) Travel		11.42		15.89
(b) Export Commission		115.28		85.97
(c) Others		99.75		29.75
27 Value of Imported / Indigenous Raw material / Stores, Spares and Chemicals consumed				
	₹ lakhs	%	₹ lakhs	%
(a) Raw materials:				
(i) Imported	10707.92	26.97	12872.11	32.41
(ii) Indigenous	28990.34	73.03	26842.32	67.59
Total	<u>39698.26</u>	<u>100.00</u>	<u>39714.43</u>	<u>100.00</u>
(b) Stores, Spares and Chemicals:				
(i) Imported	9664.21	41.86	11760.93	47.50
(ii) Indigenous	13421.07	58.14	12998.61	52.50
Total	<u>23085.28</u>	<u>100.00</u>	<u>24759.54</u>	<u>100.00</u>
[includes consumption of coal and other fuels ₹ 6486.29lakhs under Power and Fuel (previous year ₹ 7288.44 lakhs), consumption of spares ₹ 1141.08 lakhs, under Repairs and Maintenance. (Previous year ₹ 1273.80lakhs)]				
28 Amounts remitted in foreign currencies				
(a) Dividends		61.91		61.91
(b) No. of Non-resident shareholders		1		1
(c) No. of shares held		1547695		1547695
29 Earnings in foreign exchange				
(a) Export of goods on FOB basis		14301.28		12197.49

SESHASAYEE PAPER AND BOARDS LIMITED

30 Disclosure of Related Party transactions, as required under Accounting Standard (AS) 18

(i) Name of the Related Parties and description of relationship between the parties :

- a) Control
 - Esvi International (Engineers & Exporters) Limited (ESVIN)
 - SPB Equity Shares Trust
- b) Presumption of significant influence
 - Ponni Sugars(Erode) Limited (PEL)
 - SPB Projects and Consultancy Limited (SPB-PC)
 - Time Square Investments Private Limited (TSI)
 - Dhanashree Investments Private Limited (DSI)
 - Ultra Investments and Leasing Co. Private Limited (UIL)
- c) Key Management Personnel
 - Sri N Gopalaratnam, *Chairman*
 - Sri K S Kasi Viswanathan, *Managing Director*
 - Sri V Pichai, *Deputy Managing Director & Secretary*

(ii) Transaction details :

	Transaction amount ₹ lakhs		Amount outstanding on 31-3-2016
	2015-16	2014-15	
(a) Esvi International (Engineers & Exporters) Limited			Assets : Investments in: 0.25 lakhs Equity Shares (100%)
(b) Ponni Sugars (Erode) Limited :			Assets :
- Purchase of Bagasse	1587.74	1670.88	Investments in:
- Purchase of Sugar	6.25	6.77	23.60 lakhs Equity
- Sale of fuel	1569.97	1947.16	Shares (27.45%)
- Sale of Paper, Water and Sugarcane	5.22	6.10	Receivable:
- Dividend paid	70.73	70.73	₹ 404.67 lakhs
- Dividend received	0.00	12.48	
- Other transactions (Net Debit)	61.59	49.34	Liabilities:
- Investment made	561.85	0.00	17.68 lakhs Equity
			Shares (14.02%)
(c) Dhanashree Investments Private Limited			Liabilities :
- Rent and amenity charges	3.60	3.60	5.90 lakhs equity
- Dividend paid	23.60	23.46	Shares (4.68%)

SESHASAYEE PAPER AND BOARDS LIMITED

(ii) Transaction details : (contd.)

	Transaction amount ₹ lakhs		Amount outstanding on 31-3-2016
	2015-16	2014-15	
(d) Ultra Investments and Leasing Co. Private Limited			Liabilities :
- Rent	0.48	0.44	1.85 lakhs equity
- Dividend paid	7.41	7.41	Shares (1.47%)
(e) Time Square Investments Private Limited			Liabilities :
- Dividend paid	54.30	54.12	13.58 lakhs Equity
			Shares (10.76%)
(f) SPB Projects and Consultancy Limited			Assets :
			Investments in:
- Reimbursement of expenses	2.73	2.75	0.50 lakhs Equity
- Engineering and Technical Services	123.16	131.99	Shares (16.67%)
- Dividend received	0.50	0.50	Receivables
- Dividend paid	0.09	0.09	₹ 36.89 lakhs
			Liabilities :
			0.02 lakhs equity
			Shares (0.02%)

(iii) Remuneration to Chairman, Managing Director and other Whole-time Directors :

	Sri N Gopalaratnam	Sri K S Kasi Viswanathan	Sri V Pichai
	₹ lakhs		
Salary	42.00	36.00	36.00
Commission	42.00	36.00	36.00
Contribution to Provident and other Funds	13.71	11.57	11.73
Other Perquisites	0.00	0.34	5.56
Total	97.71	83.91	89.29
(Previous year)	76.71	70.00	70.20

31 Earnings per share

	Year ended 31-3-2016	Year ended 31-3-2015
Profit after Tax (₹ lakhs)	3557.55	1734.64
Weighted average no. of Shares	12613628	12613628
Basic earnings per share (₹)	28.20	13.75
Diluted earnings per Share (₹)	28.20	13.75

SESHASAYEE PAPER AND BOARDS LIMITED

32 Disclosure as required under Accounting Standard (AS) 15 of The Companies (Accounting Standards) Rules, 2006 :

	Group Gratuity Scheme		Retirement Benefit Scheme	
	Company as a whole		Unit:Erode (Non Funded)	
	(Funded) 31-3-2016 ₹ lakhs	(Funded) 31-3-2015 ₹ lakhs	31-3-2016 ₹ lakhs	31-3-2015 ₹ lakhs
(i) Changes in present value of obligations				
Present Value of Obligations at the beginning of the year	2208.53	1886.08	114.80	112.88
Interest Cost	184.41	169.75	8.33	9.16
Current Service Cost	115.24	119.88	5.94	5.24
Benefits paid	205.00	259.02	15.96	22.22
Actuarial (Gain) / Loss on obligations	268.14	291.84	18.39	9.74
Present Value of Obligations at the end of the year	2571.32	2208.53	131.50	114.80
(ii) Changes in the Fair Value of Plan Assets				
Fair Value of Plan Assets at the beginning of the year	2208.53	1886.08	0.00	0.00
Expected Return on Plan Assets	176.07	156.48	0.00	0.00
Contributions	391.72	424.99	15.96	22.22
Benefits paid	205.00	259.02	15.96	22.22
Actuarial (Gain) / Loss on Plan Assets	0.00	0.00	0.00	0.00
Fair Value of Plan Assets at the end of the year	2571.32	2208.53	0.00	0.00
(iii) Fair Value of Plan Assets				
Fair Value of Plan Assets at the beginning of the year	2208.53	1886.08	0.00	0.00
Actual Return on Plan Assets	176.07	156.48	0.00	0.00
Contributions	391.72	424.99	15.96	22.22
Benefits paid	205.00	259.02	15.96	22.22
Fair Value of Plan Assets at the end of the year	2571.32	2208.53	0.00	0.00
Funded Status	0.00	0.00	0.00	0.00
Excess of Actual over estimated return on Plan Assets	0.00	0.00	0.00	0.00

SESHASAYEE PAPER AND BOARDS LIMITED

32 Disclosure as required under Accounting Standard (AS) 15 of The Companies (Accounting Standards) Rules, 2006 (contd.)

	Group Gratuity Scheme		Retirement Benefit Scheme	
	Company as a whole		Unit:Erode	
	(Funded) 31-3-2016 ₹ lakhs	(Funded) 31-3-2015 ₹ lakhs	(Non Funded) 31-3-2016 ₹ lakhs	31-3-2015 ₹ lakhs
(iv) Actuarial Gain / Loss recognised				
Actuarial Gain / (Loss) for the year - Obligation	-268.14	-291.84	-18.39	-9.74
Actuarial Gain / (Loss) for the year - Plan Assets	0.00	0.00	0.00	0.00
Total (Gain) / Loss for the year	268.14	291.84	18.39	9.74
Actuarial (Gain) / Loss recognised in the year	268.14	291.84	18.39	9.74
(v) Amounts to be recognised in the Balance Sheet and statement of Profit and Loss				
Present Value of Obligations at the end of the year	2571.32	2208.53	131.50	114.80
Fair Value of Plan Assets at the end of the year	2571.32	2208.53	0.00	0.00
Funded Status	0.00	0.00	0.00	0.00
Net Asset / (Liability) recognised in Balance Sheet	0.00	0.00	-131.50	-114.80
(vi) Expenses recognised in the statement of Profit and Loss				
Current Service Cost	115.24	119.88	5.94	5.24
Interest Cost	184.41	169.75	8.33	9.16
Expected Return on Plan Assets	176.07	156.48	0.00	0.00
Net Actuarial (Gain) / Loss recognised in the year	268.14	291.84	18.39	9.74
Expenses recognised in the statement of Profit and Loss	391.72	424.99	32.66	24.14
(vii) Actuarial Assumptions				
Discount Rate	8.00%	8.00%	7.80%	7.80%
Expected return on Plan Assets	9.00%	9.00%	Not applicable	Not applicable
Salary increase	8.00%	8.00%	Not applicable	Not applicable

SESHASAYEE PAPER AND BOARDS LIMITED

32 Disclosure as required under Accounting Standard (AS) 15 of The Companies (Accounting Standards) Rules, 2006 (contd.)

(viii) Experience Adjustments

	Present value of obligation	Plan Assets	Surplus / (Deficit)	Experience adjustments on Plan Liabilities (Loss) / Gain	Experience adjustments on Plan Assets (Loss) / Gain
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
Company as a whole					
(a) Group Gratuity Scheme :					
31-3-2016	2571.32	2571.32	0.00	268.14	0.00
31-3-2015	2208.53	2208.53	0.00	291.84	0.00
Unit : Erode					
(a) Group Gratuity Scheme :					
31-3-2014	1886.08	1886.08	0.00	226.90	0.00
31-3-2013	1720.55	1720.55	0.00	310.18	0.00
31-3-2012	1482.70	1482.70	0.00	264.07	0.00
(b) Retirement Benefit Scheme :					
31-3-2016	131.50	0.00	-131.50	-18.39	0.00
31-3-2015	114.80	0.00	-114.80	-0.64	0.00
31-3-2014	112.88	0.00	-112.88	-3.30	0.00
31-3-2013	131.82	0.00	-131.82	-0.16	0.00
31-3-2012	134.57	0.00	-134.57	-16.52	0.00
Unit : Tirunelveli					
(a) Group Gratuity Scheme :					
31-3-2014	25.15	0.00	-25.15	3.75	0.00

Group Gratuity Scheme became applicable for unit : Tirunelveli from 2013-14 which was Non Funded for that year. From 2014-15 onwards the Scheme is funded and is for both Unit: Erode and Unit: Tirunelveli.

Vide our report of date attached

For Suri & Co.,
Firm Regn. No. 004283S

For S Viswanathan LLP
Regn. No. 004770S/S200025

For Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

N GOPALARATNAM
Chairman

R V GUPTA
Dr NANDITHA KRISHNA
Dr S NARAYAN
A L SOMAYAJI
V SRIDAR
Directors

R Mahesh
Membership No. 024775
Partner
Chartered Accountants

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

V PICHAI
Deputy Managing
Director & Secretary

K S KASI VISWANATHAN
Managing Director

Chennai
May 28, 2016

SESHASAYEE PAPER AND BOARDS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

	Year ended 31-3-2016 ₹ lakhs	Year ended 31-3-2015 ₹ lakhs
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxation	5027.99	2541.18
Adjustments for :		
Add :		
Assets discarded	12.97	7.12
Depreciation	2875.41	2929.46
Exceptional Item	0.00	321.54
Interest and financing charges	3226.27	3719.47
Effect of changes in Foreign Currency Exchange Rate	3.00	1.27
	<u>6117.65</u>	6978.86
	11145.64	9520.04
Less :		
Income from Investments	42.11	62.00
Profit / Loss on sale of Investments	0.00	0.00
Profit / Loss on sale of assets	1.58	0.03
Effect of changes in Foreign Currency Exchange Rate	0.00	0.00
	<u>43.69</u>	62.03
Operating profit before working capital changes	11101.95	9458.01
Increase / Decrease in working capital :		
Increase / Decrease in Inventories	2035.34	-2213.78
Increase / Decrease in Sundry Debtors	4923.12	7250.86
Increase / Decrease in Other Current Assets	9491.73	6413.71
Increase / Decrease in Liabilities and Provisions	-16426.22	-10280.03
	<u>23.97</u>	1170.76
Income tax paid	46.03	-161.95
Net cash from operating activities	<u>11171.95</u>	10466.82
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	-4556.02	-1913.11
Value of discarded assets	-561.84	-7.12
Sale / reduction in value of fixed assets	-12.97	7.15
Income from Non-trade Investments	314.20	62.00
Purchase of Investments	42.11	-153.79
Sale of Investments	153.79	0.00
Net cash used in investing activities	<u>- 4620.73</u>	-2004.87

SESHASAYEE PAPER AND BOARDS LIMITED

	Year ended 31-3-2016 ₹ lakhs	Year ended 31-3-2015 ₹ lakhs
C CASH FLOW FROM FINANCING ACTIVITIES		
Increase / decrease in Unsecured Loans	-699.96	-679.63
Increase/Decrease of Term Loans	870.50	-1676.50
Increase / Decrease in Working Capital Borrowings	-2877.59	-3759.57
Dividend and Dividend tax paid	-607.26	-590.30
Interest and financing charges paid	-3229.27	-3720.74
Net cash from financing activities	-6543.58	-10426.74
Net increase in cash and cash equivalents (I)	7.64	-1964.79
Cash and cash equivalents as at 31-3-2015 (II)	1031.26	2996.05
Cash and cash equivalents as at 31-3-2016 (I + II)	1038.90	1031.26

Notes :

- 1 Cash and cash equivalents represent cash in hand and cash with Scheduled Banks.
- 2 Cash from operating activities has been prepared following the indirect method.
- 3 Closing Cash and cash equivalents are after adjusting changes in foreign currency exchange rates amounting to ₹ NIL. (Previous year - ₹ 1.41 lakhs Debit).
- 4 Figures for the previous year have been re-grouped wherever necessary.

Vide our report of date attached

For Suri & Co.,
Firm Regn. No. 004283S

For S Viswanathan LLP
Regn. No. 004770S/S200025

For Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

N GOPALARATNAM
Chairman

R V GUPTA
Dr NANDITHA KRISHNA
Dr S NARAYAN
A L SOMAYAJI
V SRIDAR
Directors

R Mahesh
Membership No. 024775
Partner
Chartered Accountants

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

V PICHAI
Deputy Managing
Director & Secretary

K S KASI VISWANATHAN
Managing Director

Chennai
May 28, 2016

SESHASAYEE PAPER AND BOARDS LIMITED

**Consolidated Financial Statements
for the year ended
31st March 2016**

SESHASAYEE PAPER AND BOARDS LIMITED

SURI & CO.,
CHARTERED ACCOUNTANTS

S VISWANATHAN LLP
CHARTERED ACCOUNTANTS

MAHARAJ N R SURESH AND CO.,
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF M/s SESHASAYEE PAPER AND BOARDS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of SESHASAYEE PAPER AND BOARDS LIMITED (hereinafter referred to as "the Holding Company") and its Subsidiary (the Holding Company and its Subsidiary together referred to as "the Group") its Associate, comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the Significant Accounting Policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design,

implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Financial Statements. The procedures selected depend on the Auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the Auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are

appropriate in the circumstances. An audit also includes evaluating the appropriateness of the Accounting Policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other Auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its Associate as at 31st March, 2016, and their consolidated Profit/Loss and their consolidated cash flows for the year ended on that date.

Other Matters

Financial statements / financial information of M/s Esvi International (Engineers & Exporters) Limited, a wholly owned Subsidiary whose financial statements / financial information reflect total assets of ₹ 147.60 lakhs as at 31st March 2016, total revenues of ₹ 37.73 lakhs and net cash flows amounting to ₹ (1.76) lakhs, for the year ended on that date, as considered in the Consolidated Financial Statements have been audited by one of us. The Consolidated Financial Statements also include the Group's share of Net Profit / Loss of ₹ 44.54 lakhs for the year ended 31st March 2016, as considered in the Consolidated Financial Statements, in respect of M/s Ponni Sugars (Erode) Limited, an Associate, whose financial statements / financial information have been audited by one of us.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

- 1 As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - (b) In our opinion, proper books of account, as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept, so far as it appears from our examination of those books and the Reports of the other Auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement, dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards, specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the Directors of the Holding Company as on 31st March, 2016, taken on record by the Board of Directors of the Holding Company and the Reports of the Statutory Auditors of its Subsidiary Company and Associate Company incorporated in India, none of the

SESHASAYEE PAPER AND BOARDS LIMITED

Directors of the Group Companies and its Associate Company incorporated in India, is disqualified as on 31st March, 2016 from being appointed as a Director in terms of Section 164(2) of the Act.

- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) With respect to the Other Matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of

our information and according to the explanations given to us:

- i. There were no pending litigations which would impact the Consolidated Financial Position of the Group and its Associate.
- ii. The Group and its Associate did not have any material foreseeable losses on long-term contracts, including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its Subsidiary Company and Associate Company incorporated in India.

Suri & Co.,
Firm Regn. No. 004283S

S Viswanathan LLP
Regn. No. 004770S/S200025

Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

R Mahesh
Membership No. 024775
Partner
Chartered Accountants

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

Chennai
May 28, 2016

SESHASAYEE PAPER AND BOARDS LIMITED

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SESHASAYEE PAPER AND BOARDS LIMITED.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Seshasayee Paper and Boards Limited (hereinafter referred to as "the Holding Company") and its subsidiary company, its associate company which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary company, its associate company which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial

Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted

SESHASAYEE PAPER AND BOARDS LIMITED

accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material

misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary company, its associate company which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

Suri & Co.,
Firm Regn. No. 004283S

S Viswanathan LLP
Regn. No. 004770S/S200025

Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

R Mahesh
Membership No. 024775
Partner
Chartered Accountants

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

Chennai
May 28, 2016

SESHASAYEE PAPER AND BOARDS LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2016

	Note No.	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs	₹ lakhs	₹ lakhs
I EQUITY AND LIABILITIES					
1 Shareholders' Funds					
(a) Share Capital	5	1261.36		1261.36	
(b) Reserves and Surplus	6	42975.27		40129.85	
			44236.63		41391.21
2 Non Current Liabilities					
(a) Long Term Borrowings	7(a)	15744.08		15757.48	
(b) Deferred Tax Liabilities (net)	7(b)	11537.00		10066.56	
(c) Other Long Term Liabilities	7(c)	1479.05		1551.95	
(d) Long Term Provisions	7(d)	999.05		986.54	
			29759.18		28362.53
3 Current Liabilities					
(a) Short Term Borrowings	8(a)	9727.86		12605.45	
(b) Trade Payables	8(b)	22053.79		22570.14	
(c) Other Current Liabilities	8(c)	6093.71		5984.44	
(d) Short Term Provisions	8(d)	1607.43		1368.72	
			39482.79		42528.75
Total		113478.60			112282.49
II ASSETS					
1 Non Current Assets					
(a) Fixed Assets					
(i) Tangible Assets	9(a)	62525.06		64841.19	
(ii) Intangible Assets	9(b)	101.91		127.26	
(iii) Capital Work-in-Progress	9(c)	5043.60		1339.74	
(b) Non Current Investments	9(d)	4711.35		4104.96	
(c) Goodwill on Consolidation		1178.01		1178.01	
(d) Long Term Loans and Advances	9(e)	2533.59		2309.97	
			76093.52		73901.13
2 Current Assets					
(a) Current Investments	10(a)	0.00		153.79	
(b) Inventories	10(b)	11407.02		13442.35	
(c) Trade Receivables	10(c)	12932.71		12353.66	
(d) Cash and Cash Equivalents	10(d)	1040.33		1034.46	
(e) Short Term Loans and Advances	10(e)	11377.70		10634.83	
(f) Other Current Assets	10(f)	627.32		762.27	
			37385.08		38381.36
Total		113478.60			112282.49

Vide our report of date attached

For Suri & Co.,
Firm Regn. No. 004283S

For S Viswanathan LLP
Regn. No. 004770S/S200025

For Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

N GOPALARATNAM
Chairman

R V GUPTA
Dr NANDITHA KRISHNA
Dr S NARAYAN
A L SOMAYAJI
V SRIDAR
Directors

R Mahesh
Membership No. 024775
Partner
Chartered Accountants

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

V PICHAI
Deputy Managing
Director & Secretary

K S KASI VISWANATHAN
Managing Director

Chennai
May 28, 2016

SESHASAYEE PAPER AND BOARDS LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2016

	Note No.	Year ended 31-3-2016		Year ended 31-3-2015	
		₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
I Revenue from operations :					
Sales and Other Operating Income	12	108349.38		106852.10	
Less : Excise Duty		<u>5162.15</u>		<u>5408.25</u>	
			103187.23		101443.85
II Other Income	13		428.68		585.03
III Total Revenue (I + II)			<u>103615.91</u>		<u>102028.88</u>
IV Expenses :					
(a) Cost of Materials Consumed	14		57259.81		57943.91
(b) Purchase of Stock-in-Trade	15		2063.39		2370.61
(c) Changes in inventories of Finished Goods, Work-in- Process and Stock-in-Trade	16		370.79		-234.66
(d) Employee benefits expense	17		7956.50		6412.84
(e) Finance Costs	18		3236.47		3727.94
(f) Depreciation and Amortisation expense	9		2881.02		2935.07
(g) Other Expenses	19		24812.82		26001.69
Total expenses			<u>98580.80</u>		<u>99157.40</u>
V Profit before exceptional and extraordinary items and tax (III - IV)			5035.11		2871.48
VI Exceptional items			0.00		321.54
VII Profit before extraordinary items and tax (V - VI)			5035.11		2549.94
VIII Extraordinary items			0.00		0.00
IX Profit before Tax (VII - VIII)			5035.11		2549.94
X Tax Expense :					
(a) Current Tax	20		4.72		4.45
(b) Deferred Tax	21		<u>1470.44</u>		<u>806.54</u>
			1475.16		810.99
XI Profit for the period from continuing operations (IX - X)			3559.95		1738.95

SESHASAYEE PAPER AND BOARDS LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2015 (Contd.)

	Note No.	Year ended 31-3-2016 ₹ lakhs	Year ended 31-3-2015 ₹ lakhs
XI Profit for the period from continuing operations (IX - X)		3559.95	1738.95
XII Profit / Loss from discontinuing operations		0.00	0.00
XIII Tax expense of discontinuing operations		0.00	0.00
XIV Profit / Loss from discontinuing operations after tax (XII - XIII)		0.00	0.00
XV Share of Profit / (Loss) of associates (net)		44.54	-89.74
XVI Profit or Loss for the period (XI + XIV + XV)		<u>3604.49</u>	<u>1649.21</u>
XVII Earnings Per Equity Share :			
(a) Basic	27	28.58	13.07
(b) Diluted	27	28.58	13.07

Vide our report of date attached

For Suri & Co.,
Firm Regn. No. 004283S

For S Viswanathan LLP
Regn. No. 004770S/S200025

For Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

N GOPALARATNAM
Chairman

R V GUPTA
Dr NANDITHA KRISHNA
Dr S NARAYAN
A L SOMAYAJI
V SRIDAR
Directors

R Mahesh
Membership No. 024775
Partner
Chartered Accountants

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

V PICHAI
Deputy Managing
Director & Secretary

K S KASI VISWANATHAN
Managing Director

Chennai
May 28, 2016

SESHASAYEE PAPER AND BOARDS LIMITED

Notes forming part of the Consolidated Balance Sheet as at 31st March 2016 and
Consolidated Statement of Profit and Loss for the year ended 31st March 2016.

1 SIGNIFICANT ACCOUNTING POLICIES

a) General

The Financial Statements have been prepared on the historical cost convention and in accordance with Generally Accepted Accounting Principles and complying with the applicable Accounting Standards.

b) Fixed Assets

Fixed Assets are stated at cost, less accumulated depreciation. Cost includes, taxes and duties (but does not include taxes and duties for which CENVAT / VAT credit is available), freight and other direct or allocated expenses during construction period, net of any income earned.

c) Investments

Long term Investments are stated at cost.

Current Investments are stated at the lower of cost and fair value.

Any diminution in the value of long term investments is charged off, only if, such a decline is other than temporary, in the opinion of the Management.

Investment in associate companies are accounted as per the 'Equity method' in accordance with Accounting Standard 23 "Accounting for Investments in Associates in Consolidated Financial Statements" and accordingly, the share of post acquisition reserves of the associate company has been added to / deducted from the cost of investment.

d) Inventories

Inventories are valued at lower of cost and net realisable value.

Stocks of Raw Materials, Stores, Spares and Chemicals are valued at cost on weighted average basis. Cost includes, taxes and duties (other than duties and taxes for which CENVAT / VAT credit is available), freight and other direct expenses.

For valuation of Finished Goods / Stock-in-Process, cost includes material, direct labour, overheads (other than selling and administrative overheads), Excise Duty and Education Cess, wherever applicable.

e) Government Grants

Government Grants in the nature of Capital Subsidies are credited to Capital Reserve and treated as part of Shareholders' Funds.

f) Borrowing Costs

Borrowing costs (net of interest earned on temporary investment of those borrowings) directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of the assets.

Other borrowing costs are recognised as expense as and when incurred.

g) Revenue and Expenditure Recognition

Revenue is recognised and expenditure is accounted for on their accrual.

Revenue involving :

- (a) Sale of goods is recognised on transfer of all significant risks and rewards of ownership to the customer.
- (b) Dividend income is recognised on establishment of the right to receive payment.
- (c) Other incomes are recognised when no significant uncertainty on measurability or collectability exists.

h) Intangible Assets

(i) General

Intangible assets are stated at cost less accumulated amortisation.

Computer Software is amortised at 20% on straight line basis over a period of five years.

Know-how is amortised at 10% on straight line basis over a period of ten years.

(ii) Research and Development

Expenditure on Research and Development is charged off as and when incurred.

i) Foreign Exchange Transactions

Transactions in foreign exchange are accounted at the rates prevailing on the date of transactions.

Foreign currency Liabilities / Assets at the close of the year are restated, adopting the year end rates. The resultant difference, if any, is recognised as income or expense in the Statement of Profit and Loss.

Exchange difference, arising on forward contracts, is recognised in the Statement of Profit and Loss in the reporting period in which the exchange rates change.

Premium / discount arising on forward contracts are amortised as expense or income over the life of the contract.

Any profit or loss arising on cancellation or renewal of a forward exchange contract is recognised as income or as expense for the period.

j) Employee Benefits

Short term employee benefits, in respect of leave salary, leave travel allowance and reimbursement of medical expenses, the liability has been fully provided on undiscounted basis, in accordance with the Schemes in force.

The contribution to Provident Fund (defined contribution plan), as per the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, is recognised as expense and remitted to the Provident Fund Commissioner. The contribution to Superannuation Fund (defined contribution plan) is recognised as expense and funded with Life Insurance Corporation of India.

The Company's liability towards retirement benefits, in the form of gratuity (defined benefit plans) and other retirement benefits is worked out on actuarial basis at the end of the year and is provided.

Actuarial gain / loss is recognised in the Statement of Profit and Loss.

k) Depreciation

Depreciation has been provided under Straight Line Method, in accordance with the provisions of Schedule II to the Companies Act, 2013.

l) Impairment of Assets

Impairment loss, if any, is provided to the extent of the carrying amount of the assets exceed their recoverable amount.

m) Provisions, Contingent Liabilities and Contingent Assets

Provision is recognised in respect of present obligation requiring settlement by outflow of resources and of which a reliable estimate on the amount of obligation could be made.

SESHASAYEE PAPER AND BOARDS LIMITED

Contingent Liabilities are disclosed, unless the possibility of any outflow in settlement is remote, in the notes on accounts.

Contingent Assets are neither recognised nor disclosed.

n) Lease

Assets given under finance lease are recognised at the amount equal to net investment in the lease and the finance income is recognised based on rate of return on the net investment of such finance lease.

Lease payments on assets taken on lease are recognised as an expense on a straight line basis over the lease term.

o) Taxes on Income

Taxes on income are accrued in the same period as the revenue and expenses to which they relate. Taxes on income is accounted as per Accounting Standard AS-22 - "Accounting for Taxes on Income". Taxes on income includes, both Current Taxes and Deferred Taxes. Deferred taxes reflect the impact of current year timing differences between the taxable income and accounting income and reversal of timing differences of earlier years. Deferred Tax Assets are recognised only to the extent that there is virtual / reasonable certainty that sufficient future taxable income will be available.

2 SEGMENT

Paper is the only reportable segment of operation of the Company.

3 Principles used in preparing Consolidated Financial Statements

- (i) In preparing Consolidated Financial Statements, the financial statements of the parent and its subsidiary is combined on a line by line basis by adding together like items of assets, liabilities, income and expenses.
- ii) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be.
- iii) Investment in Associate Companies has been accounted under the equity method as per Accounting Standard (AS) 23 "Accounting for Investments in Associates in Consolidated Financial Statements".
- iv) The Company accounts for its share of post acquisition changes in net assets of associates, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Profit and Loss Statement.
- v) The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.
- vi) Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

4 REGROUPING OF FIGURES

Figures for the previous year have been re-grouped, wherever necessary, to conform to current year's classification.

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs		
5 SHARE CAPITAL				
AUTHORISED :				
4 00 00 000 - Equity Shares of ₹ 10 each	4000.00	4000.00		
3 00 00 000 - Cumulative Redeemable Preference Shares of ₹ 10 each	3000.00	3000.00		
	7000.00	7000.00		
ISSUED, SUBSCRIBED AND FULLY PAID UP :				
	Value ₹ lakhs	Value ₹ lakhs		
1 26 13 628 - Equity Shares of ₹ 10 each, fully paid up	1261.36	1261.36		
Total	1261.36	1261.36		
(i) Reconciliation of the shares outstanding at the beginning and at the end of the year :				
	No. of Shares in lakhs	Value ₹ lakhs	No. of Shares in lakhs	Value ₹ lakhs
At the beginning and end of the year	126.14	1261.36	126.14	1261.36
(ii) Details of shareholders holding more than 5% shares of the Company :				
	No. of Shares in lakhs	% holding to Equity Capital	No. of Shares in lakhs	% holding to Equity Capital
(a) Tamilnadu Industrial Investment Corporation Limited	18.00	14.27	18.00	14.27
(b) Ponni Sugars (Erode) Limited	17.68	14.02	17.68	14.02
(c) Synergy Investments Pte Limited	15.48	12.27	15.48	12.27
(d) Time Square Investments (P) Limited	13.58	10.76	13.58	10.76
(iii) During the period of five years immediately preceding 31.03.2016, 13 63 628 equity shares of ₹ 10 each, fully paid up pursuant to a Scheme of Amalgamation of SPB Papers Limited with the Company were issued for consideration other than cash.				

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs
6 RESERVES AND SURPLUS		
Capital Reserve		
As per last Balance Sheet	3715.95	3715.95
Securities Premium Account		
As per last Balance Sheet	360.00	360.00
Other Reserves :		
General Reserve		
As per last Balance Sheet	31004.00	30004.00
Add: Amount transferred from Surplus in Statement of Profit and Loss	2500.00	1000.00
	33504.00	31004.00
Surplus in Statement of Profit and Loss		
Balance as per Statement of Profit and Loss of the previous year	5049.90	5248.94
Profit for the year	3604.49	1649.21
	8654.39	6898.15
Less :		
- Transfer to General Reserve	2500.00	1000.00
- MAT credit of prior period availed	0.00	240.99
- Proposed Equity Dividend - Amount per Equity Share ₹ 5 (Previous year - ₹ 4 per Equity Share)	630.68	504.55
- Tax on proposed Equity Dividend	128.39	102.71
	3259.07	1848.25
Net Surplus in Statement of Profit and Loss	5395.32	5049.90
Total Reserves and Surplus	42975.27	40129.85

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs
7 NON CURRENT LIABILITIES		
(a) Long Term Borrowings		
(i) Term Loans from Banks - Secured		
Unit: Erode :		
Working Capital Term Loan	0.00	937.50
Working Capital Term Loan, including its current maturities, is secured by hypothecation of Company's Captive Power Plant Assets of Boiler, Turbo Generator and their Auxiliaries at Unit-Erode.		
Terms of repayment :		
The Working Capital Term Loan is repayable in 8 equal quarterly installments of ₹ 312.50 lakhs each commencing from March 2015.		
Period and amount of continuing default : Nil		
Mill Development Plan II-Phase I-Term Loan	3300.00	800.00
Secured by :		
(i) Hypothecation of Mill Development Plan II-Phase I assets at Unit: Erode		
(ii) Mortgage of immovable properties of Unit: Erode, consisting of land, buildings, fixed plant and machinery, fixtures and fittings (exclusive of 57.93 acres of land together with structures thereon and Captive Power Plant Assets) to the extent of ₹ 8500 lakhs.		
Terms of repayment :		
The loan is repayable in 24 equated quarterly installments with effect from April 01, 2017.		
Period and amount of continuing default : Nil		
Unit: Tirunelveli :		
Term Loan	8269.50	11295.50
Term Loan, including its current maturities is secured by :		
a) a charge, by way of mortgage of immovable properties of the company, consisting of land, building, fixed plant and machinery, fixtures and fittings of Unit-Tirunelveli and		
Carried over	11569.50	13033.00

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs
Brought forward	11569.50	13033.00
b) hypothecation of movables, including movable plant and machinery and book debts of Unit-Tirunelveli.		
Terms of repayment :		
The loan is repayable in quarterly instalments of ₹ 541 lakhs from January 2014 to October 2015, ₹ 756.50 lakhs from January 2016 to October 2017, ₹ 865 lakhs from January 2018 to April 2019 and the balance ₹ 810 lakhs will be paid in July 2019.		
Period and amount of continuing default : Nil		
Mill Expansion Plan	2000.00	0.00
	<u>13569.50</u>	<u>13033.00</u>
Secured by:		
(a) a charge, by way of mortgage of immovable properties of the company, consisting of land, building, fixed plant and machinery, fixtures and fittings of Unit-Tirunelveli and		
(b) hypothecation of movables, including movable plant and machinery of Unit-Tirunelveli.		
Terms of repayment :		
The loan is repayable in 24 equated quarterly instalments with effect from September 30, 2017.		
Period and amount of continuing default : Nil		
(ii) Other Loans and Advances :		
Interest Free Sales Tax Loan - Unsecured	2174.58	2724.48
Terms of repayment :		
Interest Free Sales Tax Deferral Loan is repayable over a period of ten years from 01 06 2013.		
Period and amount of continuing default : Nil		
	<u>15744.08</u>	<u>15757.48</u>
(b) Deferred Tax Liabilities (net)	11537.00	10066.56
Transfer to / (from) Deferred Tax is mainly on account of variation of allowances for tax purposes in :	<u>11537.00</u>	<u>10066.56</u>
	Current year ₹ lakhs	Upto 31-3-2016 ₹ lakhs
- Depreciation	(+ 1449.72)	(-) 11616.33
- Others	(+ 20.72)	(+ 79.33)
- Total	(+ 1470.44)	(-) 11537.00

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs
(c) Other Long Term Liabilities		
Trade Payables :		
Security Deposit from Dealers	1479.05	1551.95
	<u>1479.05</u>	<u>1551.95</u>
(d) Long Term Provisions		
Provision for Employee Benefits	95.35	89.91
Provision for Generation Tax	903.70	896.63
	<u>999.05</u>	<u>986.54</u>

8 CURRENT LIABILITIES

(a) Short Term Borrowings

(i) Working Capital Borrowings from Banks

Unit: Erode : 4605.61 8289.00

Secured by :

- hypothecation of stocks of Raw Materials, Stores, Spares, Chemicals and others, including Goods-in-Transit, Stock-in-Trade, Stock-in-Process, Finished Goods and Book Debts of Unit: Erode and
- second charge, by way of mortgage of immovable properties of Unit-Erode, consisting of land, buildings, fixed plant and machinery, fixtures and fittings (exclusive of 57.93 acres of land, together with structures thereon and Captive Power Plant Assets) to the extent of ₹ 8500 lakhs

Unit: Tirunelveli : 5122.25 4316.45

Secured by :

- hypothecation of stocks of Raw Materials, Stores, Spares, Chemicals and others, including Goods-in-Transit, Stock-in-Trade, Stock-in-Process, Finished Goods and Book Debts of Unit-Tirunelveli and
- second charge, on the fixed assets of Unit: Tirunelveli.

Period and amount of default : Nil

9727.86

12605.45

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	₹ lakhs	As at 31-3-2015 ₹ lakhs	₹ lakhs
(b) Trade Payables				
Dues of Micro enterprises and Small enterprises		58.18		382.45
Dues of other Creditors		21995.61		22187.69
		<u>22053.79</u>		<u>22570.14</u>
<i>Notes :</i>				
The disclosure requirement as required under Micro, Small and Medium Enterprises Development Act, 2006 is as follows :				
Principal amount due as on March 31		58.18		382.45
Interest due and unpaid on the above as on March 31		0.00		0.00
Interest paid		0.00		0.00
Interest due and payable		0.00		0.00
Interest accrued and remaining unpaid as on March 31		0.00		0.00
Amount of further interest remaining due and payable in the succeeding years		0.00		0.00
(c) Other Current Liabilities				
Current maturities of long term loans	4712.35		4528.41	
Interest accrued but not due on borrowings	89.21		54.55	
Interest accrued and due on borrowings	-		39.16	
Unclaimed dividend	<u>75.92</u>		<u>73.74</u>	
		4877.48		4695.86
Rent Deposits		21.30		21.30
Others - Tax deducted / collected at source and Value Added Tax		1194.93		1267.28
		<u>6093.71</u>		<u>5984.44</u>
(d) Short Term Provisions				
Provision for Employee Benefits		848.36		761.46
Others :				
- Dividend Payable	630.68		504.55	
- Tax on Dividend Payable	<u>128.39</u>		<u>102.71</u>	
		759.07		607.26
		<u>1607.43</u>		<u>1368.72</u>

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs
9 NON CURRENT ASSETS		
Fixed Assets		
(a) Tangible Assets	62525.06	64841.19
(b) Intangible Assets	101.91	127.26
(c) Capital Work-in-Progress	5043.60	1339.74
	<u>67670.57</u>	<u>66308.19</u>

Details :

PARTICULARS	COST			DEPRECIATION			WRITTEN DOWN VALUE			
	As at 1-4-2015 ₹ lakhs	Additions for the year ₹ lakhs	Deductions/ Adjustments ₹ lakhs	As at 31-3-2016 ₹ lakhs	Upto 31-3-2015 ₹ lakhs	For the Year* ₹ lakhs	Withdrawn/ Adjustments ₹ lakhs	Upto 31-3-2016 ₹ lakhs	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs
(a) TANGIBLE ASSETS										
LAND AND BETTERMENT BUILDINGS	422.61	0.00	0.00	422.61	0.00	0.00	0.00	0.00	422.61	422.61
- LEASEHOLD	20.51	0.00	0.00	20.51	6.67	0.32	0.00	6.99	13.52	13.84
- OTHERS	13024.50	114.09	0.00	13138.59	3329.10	399.80	0.00	3728.90	9409.69	9695.40
PLANT AND MACHINERY										
- ON LEASE TO OTHERS	4210.62	0.00	4210.62	0.00	4210.62	0.00	4210.62	0.00	0.00	0.00
- OTHERS	88311.65	658.59	352.31	88617.93	34004.42	2362.75	41.04	36326.13	52291.80	54307.23
FURNITURE AND FIXTURES	696.88	38.57	0.00	735.45	550.35	12.02	0.00	562.37	173.08	146.53
VEHICLES	297.83	15.22	15.18	297.87	156.74	27.37	14.24	169.87	128.00	141.09
OFFICE EQUIPMENTS	562.14	24.44	5.28	581.30	447.65	52.16	4.87	494.94	86.36	114.49
	107546.74	850.91	4583.39	103814.26	42705.55	2854.42	4270.77	41289.20	62525.06	64841.19
PREVIOUS YEAR	106168.47	1479.71	101.44	107546.74	39570.84	3229.03	94.32	42705.55	64841.19	66597.63
(b) INTANGIBLE ASSETS										
TECHNICAL KNOW-HOW	258.60	0.00	0.00	258.60	138.88	25.86	0.00	164.74	93.86	119.72
COMPUTER SOFTWARE	24.93	1.25	0.00	26.18	17.39	0.74	0.00	18.13	8.05	7.54
	283.53	1.25	0.00	284.78	156.27	26.60	0.00	182.87	101.91	127.26
PREVIOUS YEAR	280.54	2.99	0.00	283.53	128.69	27.58	0.00	156.27	127.26	151.85
(c) CAPITAL WORK-IN-PROGRESS -										
AT COST									5043.60	1339.74
TOTAL	107830.27	852.16	4583.39	104099.04	42861.82	2881.02	4270.77	41472.07	67670.57	66308.19
PREVIOUS YEAR	106449.01	1482.70	101.44	107830.27	39699.53	3256.61	94.32	42861.82	66308.19	67658.81

Interest on Mill Development Plan II-Phase I and MEP Term Loan amounts to ₹ 388.53 lakhs have been capitalised during the year (previous year - ₹ 27.44 lakhs).

SESHASAYEE PAPER AND BOARDS LIMITED

		As at 31-3-2016 ₹ lakhs	₹ lakhs	As at 31-3-2015 ₹ lakhs	₹ lakhs
(d) Non Current Investments					
NON-TRADE					
IN EQUITY INSTRUMENTS - FULLY PAID :					
<i>Quoted:</i>					
2 65 830	Equity Shares of ₹ 2 each in Housing Development Finance Corporation Limited		7.09		7.09
2 500	Equity Shares of ₹ 2 each in HDFC Bank Limited		0.05		0.05
1 14 080	Equity Shares of ₹ 10 each in IDBI Bank Limited		91.07		91.07
2 82 911	Equity Shares of ₹ 10 each in High Energy Batteries (India) Limited		387.15		387.15
TRADE					
IN EQUITY INSTRUMENTS - FULLY PAID :					
<i>Quoted:</i>					
Associate:					
20 80 260	Equity Shares of ₹ 10 each in Ponni Sugars (Erode) Limited	3306.28		3306.28	
<i>Add : Purchased during the year</i>					
2 80 000	Equity Shares of ₹ 10 each	397.24		-	
Total - 23 60 260 Equity Shares of ₹ 10 each		3703.52		3306.28	
<i>Add</i>					
	Goodwill on acquisition opening	284.00		284.00	
	Goodwill on acquisition during the year	164.61		-	
	Share of profit / (loss) (net)	-45.20		(89.74)	
	Carrying amount of Investment	4106.93			3500.54
1 00 000	Equity Shares of ₹ 10 each in Tamilnadu Newsprint and Papers Limited		106.70		106.70
Carried over		4698.99			4092.60

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	₹ lakhs	As at 31-3-2015 ₹ lakhs	₹ lakhs
Brought forward		4698.99		4092.60
TRADE				
IN EQUITY INSTRUMENTS - FULLY PAID (Contd.) :				
<i>Unquoted:</i>				
4 100 Equity Shares of ₹ 10/- each in ESVIN Advanced Technologies Limited		0.61		0.61
50 000 Equity Shares of ₹ 10/- each in SPB Projects and Consultancy Limited		5.23		5.23
10 000 Equity Shares of ₹ 10/- each in OPG Energy Private Limited		1.00		1.00
55 000 Equity Shares of ₹ 10 each in Time Square Investments Private Limited		5.52		5.52
		4711.35		4104.96
1. Aggregate amount of :				
Quoted Investments				
- Cost		4295.59		4092.60
- Market Value		8675.56		6864.59
Unquoted Investments				
- Cost		12.36		12.36
(e) Long Term Loans and Advances				
Capital Advances - Unsecured - Considered Good		109.96		125.86
Security Deposits - Unsecured - Considered Good		673.63		434.11
Other Loans and Advances :				
Secured - Considered Good				
- Inter Corporate Loans		500.00		500.00
Unsecured - Considered Good :				
- SPB Equity Shares Trust		1250.00		1250.00
		1750.00		1750.00
		2533.59		2309.97

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs	As at 31-3-2015 ₹ lakhs	As at 31-3-2015 ₹ lakhs
10 CURRENT ASSETS				
(a) Current Investments				
TRADE				
IN EQUITY INSTRUMENTS - FULLY PAID:				
<i>Unquoted:</i>				
As Per Last Balance Sheet				
42 604 Class A Equity Shares of ₹ 10 each in Bhatia Coke & Energy Limited	153.79		153.79	
Less:				
Sold during the year	153.79		0.00	
		0.00		153.79
1. Aggregate amount of :				
Unquoted Investments				
- Cost		0.00		153.79
(b) Inventories				
Raw Materials	4055.39			5368.23
Stores, Spares, Chemicals and others	6469.47			6821.17
Finished Goods	0.00			510.01
Stock-in-Trade	121.26			130.94
Stock-in-Process	760.90			612.00
[For method of valuation, please refer to Note No. 1(d)]	11407.02			13442.35
(c) Trade Receivables				
Secured - Considered Good :				
Exceeding six months	544.23		549.01	
Other debts	1474.97		1675.61	
		2019.20		2224.62
Unsecured - Considered Good :				
Exceeding six months	461.90		330.66	
Other debts	10451.61		9798.38	
		10913.51		10129.04
Doubtful :				
Exceeding six months	8.80		48.07	
Less : Allowance for doubtful debts	8.80		48.07	
		0.00		0.00
		12932.71		12353.66

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	₹ lakhs	As at 31-3-2015 ₹ lakhs	₹ lakhs
(d) Cash and Cash Equivalents				
Cash and Cash Equivalents :				
- Cash on hand		16.73		14.71
Bank balances :				
- In Current Accounts		946.97		908.19
Other Bank Balances :				
- Unclaimed Dividend Account		75.92		73.74
- In Deposit Account offered as security				
(i) More than 12 months	0.71		37.82	
(ii) Less than 12 months	0.00		0.00	
		0.71		37.82
		1040.33		1034.46
(e) Short Term Loans and Advances				
Others :				
Secured - Considered Good				
- Inter Corporate Loans	100.00		100.00	
Unsecured - Considered Good				
- Prepaid expenses	158.67		178.92	
- Balances in Current Account with Central Excise Department and Port Trust	2918.52		3141.48	
- Tax payments pending adjustments (net)	1652.21		1679.29	
- MAT Credit Entitlement	4749.86		3699.61	
- Advance to Suppliers	626.75		701.71	
- Others	1171.69		1133.82	
		11377.70		10634.83
		11377.70		10634.83
(f) Other Current Assets				
Others		627.32		762.27
		627.32		762.27

SESHASAYEE PAPER AND BOARDS LIMITED

	As at 31-3-2016 ₹ lakhs	As at 31-3-2015 ₹ lakhs
11 Contingent Liabilities and Commitments not provided for		
(i) Contingent Liabilities :		
(a) Claims against the Company not acknowledged as debts		
(1) Demands relating to Central Excise, Customs duty, Service Tax and VAT contested and appeals pending before High Court, CESTAT and other Appellate Authorities	2677.05	2636.91
(2) Income Tax demand contested and appeals pending before High Court and CIT (A)	769.52	763.52
(3) Others- Demands contested and pending before High Court and other Appellate Authorities	2598.76	2518.54
(b) Guarantees	9.00	19.50
(ii) Commitments :		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	190.14	1640.47
12 Revenue from operations		
(a) Sale of Paper and Paper Boards	103014.14	102082.27
(b) Sale of Note Books	1582.60	923.71
(c) Sale of Stock-in-Trade	2135.33	2420.17
(d) Sale of Services-Rent	37.28	31.95
(e) Other Operating Income	1580.03	1394.00
	<u>108349.38</u>	<u>106852.10</u>
13 Other Income		
(a) Interest income	257.25	430.65
(b) Dividend Income	42.14	62.06
(c) Other Non Operating Income	129.29	92.32
	<u>428.68</u>	<u>585.03</u>

SESHASAYEE PAPER AND BOARDS LIMITED

	Year ended 31-3-2016		Year ended 31-3-2015	
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
14 Cost of Materials Consumed				
(a) Raw Materials				
(i) Wood	26027.39		24132.75	
(ii) Bagasse	1678.25		2174.91	
(iii) Purchased Pulp	11305.60		13213.47	
(iv) Waste Paper	687.02		193.30	
	<u>39698.26</u>		<u>39714.43</u>	
Feeding and Other Charges	626.63		593.60	
		40324.89		40308.03
(b) Stores and Chemicals		15533.94		16197.30
(c) Packing Materials		1400.98		1438.58
		<u>57259.81</u>		<u>57943.91</u>
15 Purchase of Stock-in-Trade				
(a) Paper and Paper Boards		0.00		0.00
(b) Petroleum Products		2063.39		2370.61
(c) Others		0.00		0.00
		<u>2063.39</u>		<u>2370.61</u>
16 Changes in inventories of Finished Goods, Work-in-Process and Stock-in-Trade				
Closing Stock :				
(a) Finished Goods	0.00		510.01	
(b) Stock-in-Trade	121.26		130.94	
(c) Stock-in-Process	<u>760.90</u>		<u>612.00</u>	
		882.16		1252.95
Opening Stock :				
(a) Finished Goods	510.01		376.73	
(b) Stock-in-Trade	130.94		125.18	
(c) Stock-in-Process	<u>612.00</u>		<u>516.38</u>	
		1252.95		1018.29
		<u>370.79</u>		<u>-234.66</u>

SESHASAYEE PAPER AND BOARDS LIMITED

	Year ended 31-3-2016		Year ended 31-3-2015	
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
17 Employee benefits expense				
(a) Salaries and Wages		6458.03		5038.01
(b) Contribution to Provident and other Funds		882.77		828.92
(c) Employee Welfare Expenses		615.70		545.91
		<u>7956.50</u>		<u>6412.84</u>
18 Finance Costs				
(a) Interest expense		3163.07		3665.94
(b) Other borrowing costs		70.40		60.73
(c) Net gain / loss on foreign currency transaction		3.00		1.27
		<u>3236.47</u>		<u>3727.94</u>
19 Other Expenses				
(a) Power and Fuel				
(i) Purchased Power	3789.18		4908.51	
(ii) Consumption of Fuel	9210.68		9525.95	
(iii) Generation Tax	<u>180.18</u>		<u>232.40</u>	
		13180.04		14666.86
(b) Rent		141.82		135.80
(c) Rates and Taxes		152.40		137.86
(d) Insurance		206.65		203.94
(e) Maintenance and Repairs				
(i) Buildings	445.64		397.18	
(ii) Plant and Machinery	2199.33		2205.26	
(iii) Others	<u>125.22</u>		<u>155.87</u>	
		2770.19		2758.31
(f) Selling and Distribution Expenses				
(i) Distributors' Commission	1156.89		1188.72	
(ii) Cash Discount	1750.22		1655.72	
(iii) Forwarding Charges	<u>3421.12</u>		<u>3302.26</u>	
		6328.23		6146.70
(g) Conversion Charges		355.05		313.91
(h) Office and Administrative Expenses		1076.33		994.44
(i) Miscellaneous Expenses		602.11		643.87
		<u>24812.82</u>		<u>26001.69</u>

SESHASAYEE PAPER AND BOARDS LIMITED

	Year ended 31-3-2016		Year ended 31-3-2015	
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
20 Current Tax				
(a) Income Tax		4.72		4.45
(b) Minimum Alternate Tax	1059.49		519.91	
(c) MAT Credit Entitlement	<u>-1059.49</u>		<u>-519.91</u>	
		<u>4.72</u>		<u>4.45</u>
21 Deferred Tax				
On account of variation of allowances for tax purposes in :				
(a) Depreciation	1449.72		842.45	
(b) Others	<u>20.72</u>		<u>-35.91</u>	
		<u>1470.44</u>		<u>806.54</u>
22 Payments to the Auditors (included under Note No. 19)				
(a) As Auditor		18.29		18.28
(b) For taxation matters		3.27		3.47
(c) For Certification Work		5.16		4.52
(d) For Reimbursement of Expenses		<u>0.65</u>		<u>0.44</u>
		<u>27.37</u>		<u>26.71</u>
23 During the year a Settlement has been reached with Labour Union with regard to payment of wages and other benefits. The liability arising out of said settlement has been fully provided in accounts. In respect of Staff, negotiations are in progress. Possible liability arising out of Settlement for Staff and benefits payable to Managers and others has been provided.				
24 In respect of assets taken on lease no substantial risk and reward incidental to ownership of an asset has been obtained.				
All Lease agreements are cancellable at the option of the Company.				

SESHASAYEE PAPER AND BOARDS LIMITED

25 Disclosure of Related Party transactions, as required under Accounting Standard (AS) 18

(i) Name of the Related Parties and description of relationship between the parties :

- a) Control
 - SPB Equity Shares Trust
- b) Presumption of significant influence
 - Ponni Sugars (Erode) Limited (PEL)
 - SPB Projects and Consultancy Limited (SPB-PC)
 - Time Square Investments Private Limited (TSI)
 - Dhanashree Investments Private Limited (DSI)
 - Ultra Investments and Leasing Co. Private Limited (UIL)
- c) Key Management Personnel
 - Sri N Gopalaratnam, *Chairman*
 - Sri K S Kasi Viswanathan, *Managing Director*
 - Sri V Pichai, *Deputy Managing Director & Secretary*

(ii) Transaction details :

	Transaction amount ₹ lakhs		Amount outstanding on 31-3-2016
	2015-16	2014-15	
(a) Ponni Sugars (Erode) Limited :			Assets :
- Purchase of Bagasse	1587.74	1670.88	Investments in:
- Purchase of Sugar	6.25	6.77	23.65 lakhs Equity
- Sale of fuel	1569.97	1947.16	Shares (27.51%)
- Sale of Paper, Water and Sugarcane	5.22	6.10	Receivables:
- Dividend paid	70.73	70.73	₹ 404.67 lakhs
- Dividend received	0.00	12.48	
- Other transactions (Net Debit)	61.59	49.34	Liabilities:
- Investment made	561.85	0.00	17.68 lakhs Equity
			Shares (14.02%)
(b) Dhanashree Investments Private Limited			Liabilities :
- Rent and amenity charges	3.60	3.60	5.90 lakhs equity
- Dividend paid	23.60	23.46	Shares (4.68%)

SESHASAYEE PAPER AND BOARDS LIMITED

(ii) Transaction details (Contd) :

	Transaction amount ₹ lakhs		Amount outstanding on 31-3-2016
	2015-16	2014-15	
(c) Ultra Investments and Leasing Co. Private Limited			Liabilities :
- Rent	0.48	0.44	1.85 lakhs equity
- Dividend paid	7.41	7.41	Shares (1.47%)
(d) Time Square Investments Private Limited			Assets :
- Dividend paid	54.30	54.12	Investments in 0.55 lakhs Equity Shares (5.71%)
			Liabilities :
			13.58 lakhs Equity Shares (10.76%)
(e) SPB Projects and Consultancy Limited			Assets :
- Reimbursement of expenses	2.73	2.75	Investments in: 0.52 lakhs Equity
- Engineering and Technical Services	123.16	131.99	Shares (17.42%)
- Dividend received	0.50	0.50	Receivables
- Dividend paid	0.09	0.09	₹ 36.89 lakhs
			Liabilities :
			0.02 lakhs equity Shares (0.02%)

(iii) Remuneration to Chairman, Managing Director and other Whole-time Director :

	Sri N Gopalaratnam	Sri K S Kasi Viswanathan	Sri V Pichai
	₹ lakhs		
Salary	42.00	36.00	36.00
Commission	42.00	36.00	36.00
Contribution to Provident and other Funds	13.71	11.57	11.73
Other Perquisites	0.00	0.34	5.56
Total	97.71	83.91	89.29
(Previous year)	76.71	70.00	70.20

SESHASAYEE PAPER AND BOARDS LIMITED

26 Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of Consolidated Net assets	Amount (₹ lakhs)	As % of Consolidated Profit or loss	Amount (₹ lakhs)
Wholly owned Subsidiary				
- Esvi International (Engineers & Exporters) Limited (ESVIN)	0.04	18.07	0.07	2.40
Associate				
- Ponni Sugars (Erode) Limited (PEL)	9.28	4106.93	1.24	44.54
		Year ended 31-3-2016		Year ended 31-3-2015
27 Earnings per share				
Profit after Tax (₹ lakhs)		3604.49		1649.21
Weighted average no. of Shares		12613628		12613628
Basic earnings per share (₹)		28.58		13.07
Diluted earnings per Share (₹)		28.58		13.07

SESHASAYEE PAPER AND BOARDS LIMITED

28 Disclosure as required under Accounting Standard (AS) 15 of The Companies (Accounting Standards) Rules, 2006 :

	Group Gratuity Scheme		Retirement Benefit Scheme	
	Company as a whole		Unit:Erode (Non Funded)	
	(Funded) 31-3-2016 ₹ lakhs	(Funded) 31-3-2015 ₹ lakhs	(Funded) 31-3-2016 ₹ lakhs	(Funded) 31-3-2015 ₹ lakhs
(i) Changes in present value of obligations				
Present Value of Obligations at the beginning of the year	2208.53	1886.08	114.80	112.88
Interest Cost	184.41	169.75	8.33	9.16
Current Service Cost	115.24	119.88	5.94	5.24
Benefits paid	205.00	259.02	15.96	22.22
Actuarial (Gain) / Loss on obligations	268.14	291.84	18.39	9.74
Present Value of Obligations at the end of the year	2571.32	2208.53	131.50	114.80
(ii) Changes in the Fair Value of Plan Assets				
Fair Value of Plan Assets at the beginning of the year	2208.53	1886.08	0.00	0.00
Expected Return on Plan Assets	176.07	156.48	0.00	0.00
Contributions	391.72	424.99	15.96	22.22
Benefits paid	205.00	259.02	15.96	22.22
Actuarial (Gain) / Loss on Plan Assets	0.00	0.00	0.00	0.00
Fair Value of Plan Assets at the end of the year	2571.32	2208.53	0.00	0.00
(iii) Fair Value of Plan Assets				
Fair Value of Plan Assets at the beginning of the year	2208.53	1886.08	0.00	0.00
Actual Return on Plan Assets	176.07	156.48	0.00	0.00
Contributions	391.72	424.99	15.96	22.22
Benefits paid	205.00	259.02	15.96	22.22
Fair Value of Plan Assets at the end of the year	2571.32	2208.53	0.00	0.00
Funded Status	0.00	0.00	0.00	0.00
Excess of Actual over estimated return on Plan Assets	0.00	0.00	0.00	0.00

SESHASAYEE PAPER AND BOARDS LIMITED

28 Disclosure as required under Accounting Standard (AS) 15 of The Companies (Accounting Standards) Rules, 2006 (contd.)

	Group Gratuity Scheme		Retirement Benefit Scheme	
	Company as a whole		Unit:Erode	
	(Funded) 31-3-2016 ₹ lakhs	(Funded) 31-3-2015 ₹ lakhs	(Non Funded) 31-3-2016 ₹ lakhs	31-3-2015 ₹ lakhs
(iv) Actuarial Gain / Loss recognised				
Actuarial Gain / (Loss) for the year - Obligation	-268.14	-291.84	-18.39	-9.74
Actuarial Gain / (Loss) for the year - Plan Assets	0.00	0.00	0.00	0.00
Total (Gain) / Loss for the year	268.14	291.84	18.39	9.74
Actuarial (Gain) / Loss recognised in the year	268.14	291.84	18.39	9.74
(v) Amounts to be recognised in the Balance Sheet and statement of Profit and Loss				
Present Value of Obligations at the end of the year	2571.32	2208.53	131.50	114.80
Fair Value of Plan Assets at the end of the year	2571.32	2208.53	0.00	0.00
Funded Status	0.00	0.00	0.00	0.00
Net Asset / (Liability) recognised in Balance Sheet	0.00	0.00	-131.50	-114.80
(vi) Expenses recognised in the statement of Profit and Loss				
Current Service Cost	115.24	119.88	5.94	5.24
Interest Cost	184.41	169.75	8.33	9.16
Expected Return on Plan Assets	176.07	156.48	0.00	0.00
Net Actuarial (Gain) / Loss recognised in the year	268.14	291.84	18.39	9.74
Expenses recognised in the statement of Profit and Loss	391.72	424.99	32.66	24.14
(vii) Actuarial Assumptions				
Discount Rate	8.00%	8.00%	7.80%	7.80%
Expected return on Plan Assets	9.00%	9.00%	Not applicable	Not applicable
Salary increase	8.00%	8.00%	Not applicable	Not applicable

SESHASAYEE PAPER AND BOARDS LIMITED

28 Disclosure as required under Accounting Standard (AS) 15 of The Companies (Accounting Standards) Rules, 2006 (contd.)

(viii) Experience Adjustments

	Present value of obligation	Plan Assets	Surplus / (Deficit)	Experience adjustments on Plan Liabilities (Loss) / Gain	Experience adjustments on Plan Assets (Loss) / Gain
	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs	₹ lakhs
Company as a whole					
(a) Group Gratuity Scheme :					
31-3-2016	2571.32	2571.32	0.00	268.14	0.00
31-3-2015	2208.53	2208.53	0.00	291.84	0.00
Unit : Erode					
(a) Group Gratuity Scheme :					
31-3-2014	1886.08	1886.08	0.00	226.90	0.00
31-3-2013	1720.55	1720.55	0.00	310.18	0.00
31-3-2012	1482.70	1482.70	0.00	264.07	0.00
(b) Retirement Benefit Scheme :					
31-3-2016	131.50	0.00	-131.50	-18.39	0.00
31-3-2015	114.80	0.00	-114.80	-0.64	0.00
31-3-2014	112.88	0.00	-112.88	-3.30	0.00
31-3-2013	131.82	0.00	-131.82	-0.16	0.00
31-3-2012	134.57	0.00	-134.57	-16.52	0.00
Unit : Tirunelveli					
(a) Group Gratuity Scheme :					
31-3-2014	25.15	0.00	-25.15	3.75	0.00

Vide our report of date attached

For Suri & Co.,
Firm Regn. No. 004283S

For S Viswanathan LLP
Regn. No. 004770S/S200025

For Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

N GOPALARATNAM
Chairman

R V GUPTA
Dr NANDITHA KRISHNA
Dr S NARAYAN
A L SOMAYAJI
V SRIDAR
Directors

R Mahesh
Membership No. 024775
Partner
Chartered Accountants

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

V PICHAI
Deputy Managing
Director & Secretary

K S KASI VISWANATHAN
Managing Director

Chennai
May 28, 2016

SESHASAYEE PAPER AND BOARDS LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

	Year ended 31-3-2016 ₹ lakhs	Year ended 31-3-2015 ₹ lakhs
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxation	5035.11	2549.94
Adjustments for :		
Add:		
Assets discarded	12.97	7.12
Depreciation	2881.02	2935.07
Exceptional Item	0.00	321.54
Interest and financing charges	3233.47	3726.67
Effect of changes in Foreign Currency Exchange Rate	3.00	1.27
	<u>6130.46</u>	<u>6991.67</u>
	11165.57	9541.61
Less:		
Income from Investments	42.14	62.06
Profit / Loss on sale of assets	1.58	0.03
	<u>43.72</u>	<u>62.09</u>
Operating profit before working capital changes	11121.85	9479.52
Increase / Decrease in working capital:		
Increase / Decrease in Inventories	2035.34	-2213.78
Increase / Decrease in Sundry Debtors	4916.67	7249.33
Increase / Decrease in Other Current Assets	9491.73	6413.22
Increase / Decrease in Liabilities and Provisions	-16429.46	-10289.10
	14.28	1159.67
Income tax paid	41.22	-166.59
Net cash from operating activities	<u>11177.35</u>	<u>10472.60</u>
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	-4556.02	-1913.11
Value of discarded assets	-561.84	-7.12
Sale / reduction in value of fixed assets	-12.97	7.15
Income from Non-trade Investments	314.23	62.06
Purchase of Investments	42.11	-153.79
Sale of Investments	153.79	0.00
Net cash used in investing activities	<u>-4620.70</u>	<u>-2004.81</u>

SESHASAYEE PAPER AND BOARDS LIMITED

	Year ended 31-3-2016 ₹ lakhs	Year ended 31-3-2015 ₹ lakhs
C CASH FLOW FROM FINANCING ACTIVITIES		
Increase / Decrease in Unsecured Loans	-699.96	-679.63
Increase / Decrease of Term Loans	870.50	-1676.50
Increase / Decrease in Working Capital Borrowings	-2877.59	-3759.57
Dividend and Dividend tax paid	-607.26	-590.30
Interest and financing charges paid	-3236.47	-3727.94
Net cash from financing activities	<u>-6550.78</u>	<u>-10433.94</u>
Net increase in cash and cash equivalents (I)	5.87	-1966.15
Cash and cash equivalents as at 31-3-2015(II)	<u>1034.46</u>	<u>3000.61</u>
Cash and cash equivalents as at 31-3-2016(I + II)	<u>1040.33</u>	<u>1034.46</u>

Notes :

1. Cash and cash equivalents represent cash in hand and cash with Scheduled Banks.
2. Cash from operating activities has been prepared following the indirect method.
3. Closing Cash and cash equivalents are after adjusting changes in foreign currency exchange rates amounting to ₹ NIL. (Previous year - ₹ 1.41 lakhs debit).
4. Figures for the previous year have been re-grouped wherever necessary.

Vide our report of date attached

For Suri & Co.,
Firm Regn. No. 004283S

For S Viswanathan LLP
Regn. No. 004770S/S200025

For Maharaj N R Suresh and Co.,
Firm Regn. No. 001931S

N GOPALARATNAM
Chairman

R V GUPTA
Dr NANDITHA KRISHNA
Dr S NARAYAN
A L SOMAYAJI
V SRIDAR
Directors

R Mahesh
Membership No. 024775
Partner
Chartered Accountants

Chella K Srinivasan
Membership No. 023305
Partner
Chartered Accountants

N R Suresh
Membership No. 021661
Partner
Chartered Accountants

V PICHAI
Deputy Managing
Director & Secretary

K S KASI VISWANATHAN
Managing Director

Chennai
May 28, 2016



SESHASAYEE PAPER AND BOARDS LIMITED

Financial Highlights - Ten years at a glance

	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16
(₹ lakhs)										
For the year										
Total Revenue	50553	54860	56199	53770	59721	64375	88223	106950	107405	108740
Total Expenditure	44207	46570	49479	41598	48079	54021	77216	94058	97892	97607
PBIDT	6346	8290	6720	12172	11642	10354	11007	12892	9513	11133
Finance Costs	493	497	1700	2840	2165	2432	4446	3871	3721	3229
Depreciation & Exceptional Item	1483	1742	2629	3361	3400	3426	4914	4897	3251	2876
PBT	4370	6051	2391	5971	6077	4496	1647	4124	2541	5028
Tax expense	230	1472	888	1978	-423	1086	-404	1445	806	1470
PAT	4140	4579	1503	3993	6500	3410	2051	2679	1735	3558
EPS - ₹	36.80	40.70	13.36	35.49	57.78	30.31	16.26	21.24	13.75	28.20
Cash EPS - ₹	46.77	63.21	44.36	82.95	84.24	60.04	52.02	71.52	45.92	62.65
Dividend - %	35	40	35	60	50	50	40	40	40	50
As at the year end										
Gross Block	52499	69415	74367	75411	76498	77098	107817	107074	108886	108858
Net Block	35266	50453	52795	50578	48345	45574	71483	67524	66179	67547
Loan Funds	24378	34076	37042	32540	39755	21970	43477	39010	32886	34454
Net Worth	14108	18211	19253	22459	28305	31061	36324	38413	39299	42098
Book Value per Share - ₹	125	162	171	200	252	276	288	305	312	334





SESHASAYEE PAPER AND BOARDS LIMITED

CIN: L21012TZ1960PLC000364

Regd. Office: Pallipalayam, Namakkal District, Cauvery RS PO, Erode-638 007

Ph : 04288 240221 - 228, Fax : 04288 240229 Email: investor@spbltd.com Web: www.spbltd.com

PART - I : STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2016

(₹ Lakhs)

SI No.	Particulars	Standalone					Consolidated	
		3 months ended			Year ended		Year ended	
		31 03 2016	31 12 2015	31 03 2015	31 03 2016	31 03 2015	31 03 2016	31 03 2015
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)	(Audited)	(Audited)
1	Income from Operations							
	a) Net Sales / Income from operations (net of Excise Duty)	33171	22079	30515	101570	100036	101607	100050
	b) Other Operating Income	603	445	633	1580	1376	1580	1394
	Total Income from operations (net)	33774	22524	31148	103150	101412	103187	101444
2	Expenses							
	a) Cost of Materials consumed	12934	14354	14521	57260	57944	57260	57944
	b) Purchase of Stock-in-Trade	532	481	567	2063	2371	2063	2371
	c) Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	8144	(-) 2076	6087	371	(-) 235	371	(-) 235
	d) Employee benefits expense	2334	1884	1955	7957	6413	7957	6413
	e) Depreciation and amortization expense	619	754	709	2875	2929	2881	2935
	f) Other expenses							
	(i) Cost of Power and Fuel	3194	2996	3511	13180	14667	13180	14667
	(ii) Others	2893	2819	2849	11615	11324	11633	11334
	Total expenses	30650	21212	30199	95321	95413	95345	95429
3	Profit from Operations before Other Income, Finance Costs and Exceptional Items	3124	1312	949	7829	5999	7842	6015
4	Other Income	147	95	285	428	585	429	585
5	Profit from Ordinary Activities before Finance Costs and Exceptional Items	3271	1407	1234	8257	6584	8271	6600
6	Finance Costs	725	793	865	3229	3721	3236	3728
7	Profit from Ordinary Activities after Finance Costs but before Exceptional Items	2546	614	369	5028	2863	5035	2872
8	Exceptional Items	--	--	--	--	322	--	322
9	Profit from Ordinary Activities before Tax	2546	614	369	5028	2541	5035	2550
10	Tax expense	659	201	89	1470	806	1475	811

(₹ Lakhs)

SI No.	Particulars	Standalone					Consolidated	
		3 months ended			Year ended		Year ended	
		31 03 2016	31 12 2015	31 03 2015	31 03 2016	31 03 2015	31 03 2016	31 03 2015
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)	(Audited)	(Audited)
11	Net Profit from Ordinary Activities after Tax	1887	413	280	3558	1735	3560	1739
12	Extra-ordinary Items	--	--	--	--	--	--	--
13	Net Profit for the period	1887	413	280	3558	1735	3560	1739
14	Share of profit / (loss) of associates	--	--	--	--	--	45	(-) 90
15	Net Profit after share of profit / (loss) of associates	1887	413	280	3558	1735	3605	1649
16	Paid-up Equity Share Capital (Face value ₹ 10)	1261	1261	1261	1261	1261	1261	1261
17	Reserves, excluding Revaluation Reserves, as per Balance Sheet of previous accounting year				40836	38038	4295	40130
18	Earnings Per Share of ₹ 10 each (not annualised)							
	Before Extra-ordinary Items :							
	(a) Basic	14.96	3.27	2.22	28.20	13.75	28.58	13.07
	(b) Diluted	14.96	3.27	2.22	28.20	13.75	28.58	13.07
	After Extra-ordinary Items:							
	(a) Basic	14.96	3.27	2.22	28.20	13.75	28.58	13.07
	(b) Diluted	14.96	3.27	2.22	28.20	13.75	28.58	13.07

STATEMENT OF ASSETS AND LIABILITIES

(₹ Lakhs)

Sl. No	Particulars	Standalone				Consolidated			
		As at 31 03 2016		As at 31 03 2015		As at 31 03 2016		As at 31 03 2015	
		(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
A	EQUITY AND LIABILITIES								
	1 Shareholders' Funds								
	(a) Share Capital	1261		1261		1261		1261	
	(b) Reserves and Surplus	40836		38038		42975		40130	
	Sub-total - Shareholders' Funds		42097		39299		44236		41391
	2 Non Current Liabilities								
	(a) Long Term Borrowings	15744		15758		15744		15758	
	(b) Deferred Tax Liabilities (Net)	11537		10066		11537		10066	
	(c) Other Long Term Liabilities	1479		1552		1479		1552	
	(d) Long Term Provisions	999		987		999		987	
	Sub-total - Non Current Liabilities		29759		28363		29759		28363
	3 Current Liabilities								
	(a) Short Term Borrowings	9728		12605		9728		12605	
	(b) Trade Payables	22052		22558		22054		22570	
	(c) Other Current Liabilities	5966		5864		6094		5984	
	(d) Short Term Provisions	1608		1369		1608		1369	
	Sub-total - Current Liabilities		39354		42396		39484		42528
	TOTAL - EQUITY AND LIABILITIES		111210		110058		113479		112282
B	ASSETS								
	1 Non Current Assets								
	(a) Fixed Assets	67547		66179		67671		66308	
	(b) Non Current Investments	3761		3199		4711		4105	
	(c) Goodwill on Consolidation	0		0		1178		1178	
	(d) Long Term Loans and Advances	2528		2305		2534		2310	
	Sub-total - Non Current Assets		73836		71683		76094		73901

(₹ Lakhs)

Sl. No	Particulars	Standalone				Consolidated			
		As at 31 03 2016		As at 31 03 2015		As at 31 03 2016		As at 31 03 2015	
		(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
	2 Current Assets								
	(a) Current Investments	0		154		0		154	
	(b) Inventories	11407		13442		11407		13442	
	(c) Trade Receivables	12925		12352		12933		12354	
	(d) Cash and Cash Equivalents	1039		1031		1040		1034	
	(e) Short Term Loans and Advances	11376		10634		11378		10635	
	(f) Other Current Assets	627		762		627		762	
	Sub-total - Current Assets		37374		38375		37385		38381
	TOTAL - ASSETS		111210		110058		113479		112282

Notes:

- 1 The figures of last quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year.
- 2 The Company is engaged in the manufacture and sale of paper and paper boards. The Paper is the only reportable segment of operation of the Company.
- 3 During the year a long term wage settlement has been reached with Labour Unions with regard to payment of wages, bonus, production incentive and other benefits. The liability arising out of said settlement has been fully provided in Accounts. In respect of Staff, negotiations are in progress. Possible liability arising out of Settlement for Staff and benefits payable to Manager and others has been provided.
- 4 Figures have been re-grouped, wherever necessary, to conform to current quarter's / year's classification.
- 5 The Board of Directors has recommended payment of dividend at ₹ 5 per Equity Share of ₹ 10 each for the year 2015-16.
- 6 The above results were reviewed by the Audit Committee of the Board and approved by the Board of Directors at the respective meetings held on May 27, 2016 and May 28, 2016.

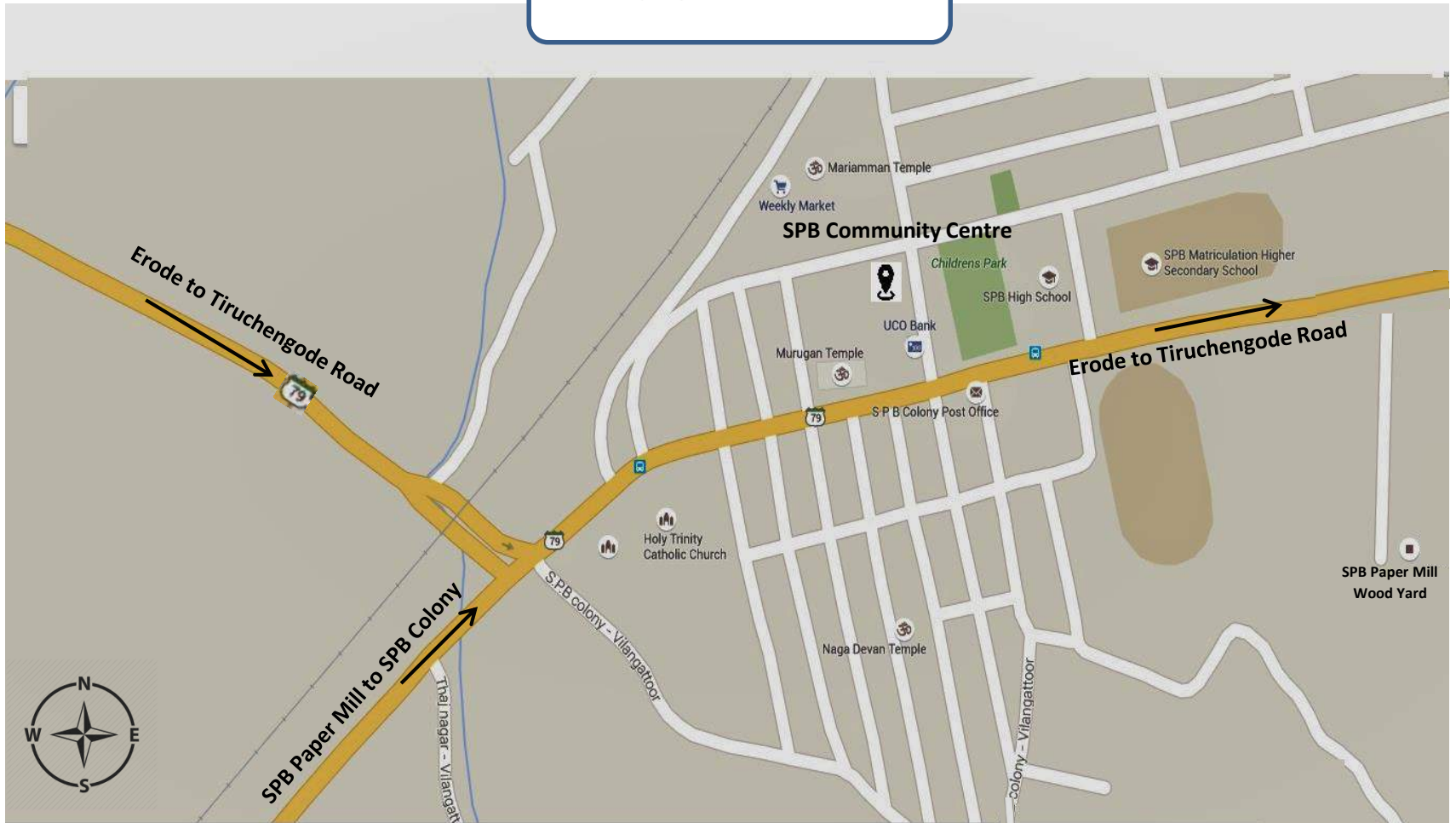
(By Order of the Board)

FOR SESHASAYEE PAPER AND BOARDS LIMITED

Place : Chennai
Date : May 28, 2016

N GOPALARATNAM
Chairman

ROUTE MAP





SESHASAYEE PAPER AND BOARDS LIMITED

CIN : L21012TZ1960PLC000364

Registered Office: Pallipalayam, Namakkal District, Cauvery RS PO, Erode - 638 007, Tamilnadu, India.
Phone : (91) (4288) 240221 - 228, Fax : (91) (4288) 240229, Email : secretarial@spbltd.com, Web : www.spbltd.com

ATTENDANCE SLIP

56th ANNUAL GENERAL MEETING

I / We hereby record my / our presence at the 56th Annual General Meeting of the Company at "Community Centre", SPB Colony, Erode 638 010, Tamilnadu, on Saturday, July 23, 2016, at 11.00 AM.

Member's Folio /
Dp ID-Client ID No.

Member's / Proxy's Name
in Block Letters

Member's / Proxy's
Signature

VOTING THROUGH ELECTRONIC MEANS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

Note:

- 1 Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
- 2 Physical copy of the Annual Report for 2015-16 and Notice of the Annual General Meeting (AGM), along with Attendance Slip and Proxy Form, is sent in the permitted mode to all members to their registered address.

**SESHASAYEE PAPER AND BOARDS LIMITED**

Regd. Office : Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamilnadu

CIN : L21012TZ1960PLC000364

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) :

Registered Address :

E-mail ID :

Folio No. Client Id, DP ID :

I / We, being the member (s) holding shares of the above named company, hereby appoint

1. Name : Address:

E-mail ID : Signature:

or failing him,

2. Name : Address:

E-mail ID : Signature:

or failing him,

3. Name : Address:

E-mail ID : Signature:

as my / our proxy to attend and vote (on a Poll) for me / us and on my / our behalf at the 56th Annual General Meeting of the Company, to be held on Saturday, 23rd July 2016, at 11.00 AM at "Community Centre", SPB Colony, Erode 638 010, Tamilnadu and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Description of Resolution	Type of Resolution	Optional	
			For	Against
	Ordinary Business :			
1	Adoption of Accounts for the year ended 31st March 2016 and Report of Directors and Auditors thereon	Ordinary Resolution		
2	Declaration of Dividend for the year 2015-16	Ordinary Resolution		
3	Re-appointment of Sri N Gopalaratnam as Director who retires by rotation	Ordinary Resolution		
4	Ratification of appointment of M/s Suri & Co., M/s S Viswanathan LPP and M/s Maharaj N R Suresh and Co., Chartered Accountants, as Statutory Auditors	Ordinary Resolution		

Resolution No.	Description of Resolution	Type of Resolution	Optional	
			For	Against
	Special Business :			
5	Payment of remuneration to Cost Auditors, M/s S Mahadevan & Co., Cost Accountants.	Ordinary Resolution		

Signed this..... day of.....2016

Signature of shareholder



Signature of Proxy holder(s)

Note:

- 1 This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.
- 2 It is optional to put a "X" in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- 3 Please complete all details of Member(s) in the above box before submission.