

**Secretarial Compliance Report**  
*of*  
**The South India Paper Mills Limited**  
**(CIN: L85110KA1959PLC001352)**  
for the year ended 31<sup>st</sup> March 2021

I, Hitaish Kumar S N, Practicing Company Secretary, Mysuru, have examined:

- (a) all the documents and records made available to us and explanation provided by **The South India Paper Mills Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March 2021** ("Review Period") in respect of compliance with the provisions of:

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

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

The following Regulations were not applicable to the listed entity during the Review Period:

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;



and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder *except submission of disclosures of related party transactions on a consolidated basis as per Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, referred in clause (c) below.*
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/~~its promoters/ directors/ material subsidiaries either by SEBI or~~ by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Listing Compliance, BSE Limited vide letter dated 18.01.2021	Regulation 23(9) of SEBI (LODR) Regulations, 2015  Non-compliance with disclosure of related party transactions on consolidated basis for half year ended September 2020.	Fine	The listed entity has made application on 30.01.2021 to Listing Compliance, BSE for waiver of fine after complying with the said Regulation.  As per application filed by the listed entity with the Listing Compliance, BSE seeking waiver of fine, no fresh Related Party Transactions / Contracts have been entered into during the half year ended 30th September 2020 and only remuneration paid to KMP's i.e Wholetime Directors (MD), Non Whole Time Directors, Executives/ Officers, are as per existing resolutions / approvals / policies.  However the listed entity has filed the necessary



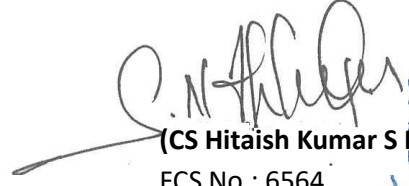
				details of Related Party Transaction on consolidated basis for the half year ended 30th Sept 2020 with BSE on 30.01.2021 through the BSE listing portal.
2	Listing Compliance, BSE Limited vide letter dated 20.08.2020	Regulation 17(1A) of SEBI (LODR) Regulations, 2015  Non-compliance with the requirements pertaining to appointment or continuation of Non executive Director who has attained the age of seventy five years.	Fine	The listed entity has ratified the re-appointment of Mr. Dineshchandra C Patel (DIN: 00167581) who has attained the age of 75 years by passing Special Resolution in the 61 <sup>st</sup> Annual General Meeting of the listed entity held on 24.09.2020 in terms of the Regulation 17(1A) of the SEBI (LODR) Regulations 2015.  The listed entity has made application on 03.09.2020 to Listing Compliance, BSE for waiver of fine.
3	Listing Compliance, BSE Limited vide letter dated 20.08.2020	Regulation 20(2)/(2A) of SEBI (LODR) Regulations, 2015  Non-compliance with amended Regulations regarding re-constitution of stakeholder relationship committee	Fine	The listed entity has reconstituted its Stakeholder Relationship Committee by appointing Mrs. Girija Shankar (DIN: 07148094) as a member of the committee in terms of the amended Regulation 20(2A) of the SEBI (LODR) Regulations 2015 at the Board Meeting held on 30.07.2020.  The listed entity has made application on 03.09.2020 to Listing Compliance, BSE for waiver of fine after complying with the said Regulation.



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

- (i) *With reference to observation made in my Secretarial Compliance Report dated 24.07.2020, the listed entity has ratified the re-appointment of Mr. Dineshchandra C Patel (DIN: 00167581) who has attained the age of 75 years by passing Special Resolution in the 61<sup>st</sup> Annual General Meeting of the listed entity held on 24.09.2020 in terms of the Regulation 17(1A) of the SEBI (LODR) Regulations 2015.*

Mysuru  
28<sup>th</sup> June 2021

  
**(CS Hitaish Kumar S N)**  
FCS No.: 6564  
C P No.: 6553  
UDIN: F006564C000505524

