

## **NOTICE OF THE 65<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Sixty Fifth Annual General Meeting of The South India Paper Mills Limited will be held on Thursday, the 19<sup>th</sup> September 2024 at 11.30 am by Video Conferencing (VC) to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2024 and Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Jitendra A Patel (DIN 00248302) who retires by rotation and is eligible for reappointment.

### **Special Business:**

3. **APPROVAL FOR CONTINUATION OF APPOINTMENT OF MR JITENDRA A PATEL (DIN 00248302) IN TERMS OF REGULATION 17 (1A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

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

**RESOLVED THAT** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, and as per the recommendation of Nomination & Remuneration Committee and the approval of the Board, consent of the members be and is hereby accorded for the continuation of appointment of Mr. Jitendra A Patel (DIN 00248302), the Non Executive Director of the Company, who has attained the age of 75 years, as long as he continues in the office of director, liable to retire by rotation.

4. **TO APPOINT MR MEENAKSHI SUNDARAM SHIVAKUMAR (DIN 06445505) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and the other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr Meenakshi Sundaram Shivakumar (DIN 06445505), who was appointed as an Additional Director, by the Board of Directors of the Company based on the recommendation of the Nomination & Remuneration Committee, pursuant to Section 161 and Article 73 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 1<sup>st</sup> July 2024, not liable to retire by rotation.

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## 5. APPROVAL FOR PAYMENT OF COMMISSION TO NON WHOLE TIME DIRECTORS

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

RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013, the Company do hereby approve the payment of commission to the Directors of the Company, other than the Managing Director & Whole Time Director to be divided and distributed in such manner as the Board of Directors of the Company may determine from time to time, at the rate not exceeding 1% of the net profits of the Company to be computed in the manner as laid down in Section 198 of the Companies Act, 2013 for a period of 5 years with effect from financial year 2025-26

RESOLVED FURTHER THAT the total remuneration payable to the Directors including that payable to the Managing Director and/ whole time Directors shall not exceed 11% of the net profits computed in accordance with Section 198 of the Companies Act, 2013.

By Order of the Board of Directors

Nanjangud  
30<sup>th</sup> May 2024

**MANISH M PATEL**  
**MANAGING DIRECTOR**  
**DIN 00128179**

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 3, 4 & 5 of the accompanying notice.

### Item No. 3 :

#### Approval for continuation of appointment of Mr Jitendra A Patel (DIN 00248302)

Mr Jitendra A Patel (DIN 00248302) Non Executive Director, (liable to retire by rotation) was re appointed as Director on the Board at the Annual General Meeting held on 23<sup>rd</sup> September 2021 and is due for retirement by rotation at this 65<sup>th</sup> Annual General Meeting and being eligible, has offered himself for re-appointment. Mr Jitendra A Patel is presently 76 years of age. His vast experience and continued association with the Company would be of immense value and benefit to the Company and it is desirable to continue to avail his services.

As per Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Company shall appoint a person or continue the directorship of any person as Non Executive Director who has attained the age of 75 years, unless a special resolution at the General Meeting is passed to that effect.

The Nomination & Remuneration Committee of the Company have recommended the continuation of appointment of Mr Jitendra A Patel as Non Executive Director of the Company. Based on the recommendation of the Committee, the Board has approved the continuation of Mr Jitendra A Patel, subject to the approval of the shareholders at the ensuing AGM.

It is proposed to place the resolution for continuation of his appointment as Non-Executive Director of the Company for approval of members by passing a special resolution in the ensuing Annual General Meeting.

Accordingly approval of the shareholders is sought by way of special resolution to this effect in the ensuing 65th Annual General Meeting.

The Board recommends the resolution set out in Item No 3 of the notice for the approval by the members of the Company.

Mr Jitendra A Patel is not related to any other Director. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No 3.

**Item No 4 :**

**Appointment of Mr Meenakshi Sundaram Shivakumar (DIN 06445505) as an Independent Director for a consecutive period of 5 years.**

Mr Meenakshi Sundaram Shivakumar (DIN 06445505) was appointed by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, on 30<sup>th</sup> May 2024 as an Additional Director, in the category of Independent Director w.e.f 1<sup>st</sup> July 2024, who holds office upto the conclusion of this Annual General Meeting.

Further as per Reg 17 (1C) of SEBI (LODR) Regulations, the Listed entity is required to obtain the approval of the shareholders at the next annual general meeting or within a time period of 3 months from the date of appointment or reappointment of director, whichever is earlier.

In terms of Section 160 of the Companies Act 2013, the Company has received a notice from a Member signifying his intention to propose the candidature of Mr Meenakshi Sundaram Shivakumar as an Independent Director of the Company.

The Company has received from Mr Meenakshi Sundaram Shivakumar Consent to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Independent Director Declaration (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr Meenakshi Sundaram Shivakumar fulfils the conditions for his appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management. Mr Meenakshi Sundaram Shivakumar possesses the required skills, knowledge, and experience as identified by the Board in the internal audit and design of Cost management System Models (CMS) tailor made to suit the decision needs of Businesses fields and his induction will immensely benefit the Company.

Further, Mr Meenakshi Sundaram Shivakumar possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high integrity and repute.

Considering his expertise and knowledge and based on the recommendation of the Nomination and Remuneration Committee, the Board considers that the appointment of Mr Meenakshi Sundaram Shivakumar as an Independent

Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr Meenakshi Sundaram Shivakumar as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing from effective date of his appointment i.e from 1st July 2024.

Hence the matter is now placed before the shareholders for their approval.

#### **Brief Profile of Mr Meenakshi Sundaram Shivakumar**

Mr Meenakshi Sundaram Shivakumar is a qualified Chartered Accountant with more than 4 decades of experience in the industry and independent professional practice. Started his career in the year 1980 with Mandya National Paper Mills Ltd [MNPM], a subsidiary of Hindusthan Paper Corporation Ltd, a central public sector undertaking.

In 1986, joined Corporate Finance wing of Bharath i Earth Movers Ltd (now BEML), a Defence PSU. He was heading the Finance wing of a manufacturing complex as Deputy General Manager (Finance) concurrently holding the post of General manger - Finance (Acting).

In the year 2009, after serving in BEML for more than two decades, opted to be an independent practicing chartered accountant. The domain expertise is in areas of internal audit and design of Cost management System Models (CMS) tailor made to suit the decision needs of Businesses.

#### **Other Directorships – Nil**

The Directors recommend the passing of the Resolution at Item No. 4. Accordingly approval of the shareholders is sought by way of special resolution to this effect in the ensuing 65<sup>th</sup> Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr Meenakshi Sundaram Shivakumar, is concerned or interested, financially or otherwise, in the Resolution.

Mr Meenakshi Sundaram Shivakumar is not related to any of the Directors on Board.

#### **Item No 5**

##### **Approval for payment of Commission to Non Whole Time Directors of the Company**

The Company has been remunerating the non -whole time directors, by way of commission to the extent of 1% of the net profits in addition to the fee for attending meeting of the Board. The previous resolution adopted at the 60<sup>th</sup> Annual General Meeting is valid w.e.f financial year 2020-21 for a period of 5 years, upto the financial year 2024-25. Now it is proposed to pass the resolution approving the payment of Commission to the Non Whole time Directors for a further period of 5 years w.e.f financial year 2025-26 .

All the directors other than the Managing Director / Whole Time Director may be deemed to be concerned or interested in the resolution to the extent of the amount of remuneration by way of commission that may be received by them from time to time.

None of the Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

The Board recommends the resolution set out in Item No 5 of the notice for approval by the members of the Company by way of special resolution.

## NOTES

1. In view of the continuing Covid 19 pandemic, the Ministry of Corporate Affairs vide its circular numbers 20/2020 dated May 5, 2020 and 09/2023 dated September 25, 2023 read with circular numbers 14/2020 dated April 8, 2020 and 17/2020 dated 13 April 2020, 2/2021, 21/2021 & 02/2022 and SEBI vide its circular no.'s SEBI/HO/CFD/CMD1/CIR/P/2020/79 & SEBI/HO/CFD/ CMD2/CIR/P/ 2022/ 62 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 have allowed the Companies to hold AGM through Video Conference, without the physical presence of Members at a common venue. In accordance with the provisions of the MCA Circulars, provisions of Companies Act, 2013 and SEBI (LODR) Regulations 2015, the AGM of the Company is being held through Video Conference (VC) hereinafter called as e-AGM. The deemed venue for the AGM shall be the Registered office of the Company.
2. **e-AGM:** The Company has appointed M/s KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
3. Pursuant to the provisions of the Act, since the AGM is being held through Video Conferencing pursuant to MCA Circulars, physical attendance of the members has been dispensed with. Accordingly the facility for appointment of proxies by the members will not be available for the AGM and hence Proxy form and attendance slip are not annexed hereto. However Body Corporates who are members of the Company are entitled to appoint authorised representatives to attend the AGM through Video conference and participate thereat and cast their votes through e - voting. Since the AGM is being held through Video Conference, the route map of the meeting is not annexed thereto.
4. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. Up to 2000 members will be able to join on a FIFO basis to the e-AGM. .
6. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
7. The participation of members through Video conference will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
8. Members are requested to communicate the change in address, if any, immediately to the Company's Registrars & Share Transfer Agents M/s KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032.
9. In compliance with the MCA Circulars and SEBI Circulars Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA of the Company / Depositories. Members may please note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.sipaper.com](http://www.sipaper.com), website of Stock exchange [www.bseindia.com](http://www.bseindia.com) and on the website of the Company's Registrar and Share Transfer Agent, Kfin Technologies Ltd (KFintech) at <https://evoting.kfintech.com>.

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10. The relevant details in respect of item No. 3 & 4 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 on General Meetings are annexed hereto:

## Details of the Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting

Name of the Director & Age	Qualifications	Date of first Appointment & No. of equity shares held in the Co.	Experience in specific functional areas	No. of Board Meetings attended during FY 2023-24	Directorships in other companies	Chairman / membership in committees on the Board of other companies
Mr Jitendra A Patel 76 years	Diploma in Paper Technology, Sweden	27.09.2012 Holds 4,47,520 equity shares	Vast experience in Paper industry,	3	(1) Indo Afrique Paper Mills Pvt Ltd (2) Laxmi Board & Paper Mills Pvt Ltd	----
* Mr Meenakshi Sundaram Shivakumar 69 years	B.Sc, FCA	01.07.2024 (effective date of appointment) Appointed at the Board Meeting held on 30.05.2024 Does not hold any equity shares in the Company	A Qualified Chartered Accountant with more than four decades of experience and Independent professional practice having experience in the internal audit and design of Cost management System Models (CMS) tailor made to suit the decision needs of Businesses.	----	----	----

\* Mr Meenakshi Sundaram Shivakumar was appointed as an additional Director at the Board meeting held on 30<sup>th</sup> May 2024 (Effective date of appointment – 01<sup>st</sup> July 2024). Hence the number of meetings attended by him during FY 2023-24 is NIL.

### Relationship with other Directors

Mr Jitendra A Patel is not related to any other Director

Mr Meenakshi Sundaram Shivakumar is not related to any other Director

### Remuneration sought to be paid and the remuneration last drawn:

Mr Jitendra A Patel: Sitting fees are paid to Non whole time Directors for attending the Board meetings / Committee meetings along with Commission on net profits of the Company within the statutory limits, as per the Nomination & Remuneration Policy of the Company. Sitting fees paid to Mr Jitendra A Patel for FY 2023-24 is Rs. 0.30 lakhs for attending the Board Meetings.

Mr Meenakshi Sundaram Shivakumar : He would be eligible for Sitting fees for attending the Board Meetings along with Commission on net profits within the statutory limits, as per the Nomination & Remuneration Policy of the Company. Since this is his first appointment Remuneration last drawn is not applicable.

**Terms and conditions of Appointment or Re-appointment:**

Mr Jitendra A Patel is being re appointed as a Non whole time Director, liable to retire by rotation. The detailed terms and conditions are included as a part of the resolution & explanatory statement.

Mr Meenakshi Sundaram Shivakumar is proposed to be appointed as an Independent Director for a fixed term of 5 years and shall discharge his duties as per the Companies Act, 2013. The detailed terms and conditions are included as a part of the resolution & explanatory statement.

11. In order to protect your interest against fraudulent encashment of Dividend warrants, we request you to provide us the name of your bank, branch & the account number, if not already given, to enable us to incorporate the same in your Dividend warrants.
12. Members who have not encashed their Dividend Warrants pertaining to the year 2016-17 & onwards are requested to approach the Company/ Company's Registrar and Share Transfer Agents, immediately for payment of Dividend thereof. As per the provisions of Section 124(5) and 124 (6) which came to force on 5th September 2016, Companies while transferring the unpaid dividend will also have to transfer the underlying equity shares, only if the dividend is not claimed for 7 years. Members may please take note of the same.

The unclaimed Dividend will be transferred to the Investor Education and protection Fund ('IEPF') of the Central Government, pursuant to Section 124 of the Companies Act, 2013, on the respective due date(s) mentioned there against. Kindly note that after such date, the members will not be entitled to claim such dividend from the Company.

<b>Dividend for the year</b>	<b>Date of declaration</b>	<b>Date of completion of 7 years</b>	<b>Due Date of transfer to IEPF</b>
2016-17	26 <sup>th</sup> Sept 2017	26 <sup>th</sup> Oct 2024	25 <sup>th</sup> Nov 2024
2017-18	20 <sup>th</sup> Sept 2018	20 <sup>th</sup> Oct 2025	19 <sup>th</sup> Nov 2025
2018-19	19 <sup>th</sup> Sept 2019	19 <sup>th</sup> Oct 2026	18 <sup>th</sup> Nov 2026
2019-20	24 <sup>th</sup> September 2020	24 <sup>th</sup> Oct 2027	23 <sup>rd</sup> Nov 2027
2020-21	23 <sup>rd</sup> Sept 2021	23 <sup>rd</sup> Oct 2028	22 <sup>nd</sup> Nov 2028
2021-22	22 <sup>nd</sup> Sept 2022	22 <sup>nd</sup> Oct 2029	21 <sup>st</sup> Nov 2029

13. In order to avoid delay in receiving the Dividend, members holding shares in physical form are requested to register / update their complete bank account details for receiving Dividend directly to their bank accounts.

SEBI has recently introduced simplified common request forms for various investor services such as KYC Updation, Updation of signature etc for all physical shareholders.

For availing the following investor services, send a written request in the prescribed forms along with supporting documents to the RTA of the Company, Kfin Technologies Ltd, Selenium Tower B, Plot No 31 & 31, Gachibowli Financial District, Nanakramgud, Serilingampally, Hyderabad – 500032, Telangana.

The following are the various investor request forms available to the shareholder:

1. Form for availing investor services to register PAN, email address, bank details and other KYC details or changes in address / update thereof for securities held in physical mode Form ISR-1.
2. Updation of signature of securities holder Form ISR-2.

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3. For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014 Form SH-13.
4. Declaration to opt out of Nomination Form ISR-3.
5. Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee Form SH-14.
6. Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form ISR-4.
7. Transmission Request form ISR 5

The forms for updating the above details are available at the Company's website: <https://www.sipaper.com>

14. Companies Act, 2013 provides for Nomination facility to members. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website [www.sipaper.com](http://www.sipaper.com). Members are requested to submit these details to their DP in case the shares are held by them in electronic form and to the RTA in case the shares are held in physical form
15. Members may please take note that w.e.f 1<sup>st</sup> April 2019, no physical shares will be accepted for share transfer unless the shares are dematerialized, as per amendment to SEBI Listing Regulations. Please ensure to demat your physical holdings. SEBI Circular dated 20<sup>th</sup> April 2018 mandates shareholders whose PAN and Bank account details are not registered with the Company, to provide PAN and Bank account details for updation of the same in the Company records. In this regard communications are sent to physical shareholders whose PAN and Bank account details are not registered. Members may please contact the Company or our RTA M/s KFin Technologies Ltd, Hyderabad for updation of PAN and Bank account details.
16. SEBI has recently also mandated that physical folio's without PAN, KYC Details and Nomination on or after 1<sup>st</sup> October 2023 shall be frozen by the RTA. The shareholder's whose folio has been frozen shall not be eligible to lodge any grievance or avail any service request or eligible for payment of Dividend. Members may please take note of the same and update their KYC immediately.

**By Order of the Board of Directors**

Nanjangud  
30<sup>th</sup> May, 2024

**MANISH M PATEL**  
**MANAGING DIRECTOR**  
**DIN 00128179**