



THE SOUTH INDIA PAPER MILLS LIMITED

Regd. Office & Factory : Chikkayana Chatra, Nanjangud - 571 302, Karnataka State, India

Corporate & Marketing Office : # 1205 / 1206, Prestige Meridian II, M.G Road, Bangalore - 560 001.

Ref: Stock- Ex/Reg 34(1)/ 2023/ 854

26.08.2023

BSE Limited

25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Tel: (022) 2272 1233/34

Dear Sir,

**Sub: Notice of 64th Annual General Meeting
Scrip Code : 516108**

We wish to inform you that the 64th Annual General Meeting of our Company will be held on Thursday, 21st September 2023 at 11.30.am through Video Conference.

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are submitting herewith the Notice of the 64th Annual General Meeting, which has been sent to all the Members who have registered their email addresses with the Company / Depositories, through electronic mode, on 26-08-2023.

Cut off date for determining the eligibility of the members to vote by remote evoting at the AGM is 14th September 2023.

Kindly take the same on your records.

Thanking you,

Yours faithfully
For **THE SOUTH INDIA PAPER MILLS LTD**

VIDYA BHAT Digitally signed by VIDYA BHAT
Date: 2023.08.26 16:04:15 +05'30'

Vidya Bhat
Company Secretary

Encl: as above

SIPM

CIN (Corporate Identity No.) L85110KA1959PLC001352

FACTORY : PHONE : (91) (08221) 228265-67

CORPORATE : PHONE : (91) (080) 41123605

E-mail : marketing@sipaper.com Grams : PAPERMILLS Website : www.sipaper.com

NOTICE OF THE 64th ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty Fourth Annual General Meeting of The South India Paper Mills Limited will be held on Thursday, the 21st September 2023 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 31st March, 2023 and Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ajay D Patel (DIN 00466905) who retires by rotation and is eligible for reappointment.

Special Business:

3. APPOINTMENT OF MR HARSHAD NATVARLAL MODI (DIN 00167613) AS A NON EXECUTIVE DIRECTOR

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

RESOLVED THAT Mr. Harshad Natvarlal Modi (DIN 00167613), who was appointed by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from 27th July, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any modification and re-enactment thereof), and Article 73 of the Article of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non Executive Director of the Company, liable to retire by rotation.”

4. TO RE-APPOINT MR MANISH M PATEL AS MANAGING DIRECTOR AND APPROVE REMUNERATION OF MANAGING DIRECTOR

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

RESOLVED THAT in accordance with the provisions of Sections 196,197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Reg 17 (1C) of SEBI (LODR) Regulations and subject to such approvals, as may be necessary, and the Rules framed thereunder and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, consent of the members be and is hereby accorded to the reappointment of Mr. Manish M Patel, who was reappointed as the Managing Director of the Company with effect from 20.05.2019 in the Fifty Ninth Annual General Meeting for a period of 5 years to hold office till 19.05.2024, as the Managing Director of the Company, for a further period of 5 years with effect from 20.05.2024 till 19.05.2029, to exercise all the powers of management subject to supervision and control of the Board of Directors, on remuneration detailed herein as approved by the Nomination & Remuneration Committee:

(1) Salary at the present rate of ₹7,50,000 (₹ Seven Lakh Fifty Thousand Only) per month, with annual increments to be determined by the Board of Directors from time to time subject to limits prescribed in Schedule V to Companies Act 2013, as monthly remuneration, and perquisites enumerated in the explanatory

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statement and commission on net profits of the Company at the rate of 2% and such remuneration comprising of monthly salary, commission on net profits and value of perquisites, shall not exceed 5% of the net profits of the Company computed with reference to Section 198 of the Companies Act 2013 for the time being in force and as amended from time to time, in case the Company has adequate profit.

(2) In the absence of profitability or inadequate profit in any of the three financial years from the date of his reappointment, remuneration comprising of monthly salary, commission on net profits and the perquisites approved hereinabove shall continue to be paid as minimum remuneration, subject to the limits prescribed under Schedule V of the Companies Act 2013.

RESOLVED further that the Board of Directors be and are hereby authorized to revise the remuneration, including commission and perquisites, from time to time, within the limits prescribed in Schedule V to the Companies Act 2013, or any amendment or any statutory modifications thereto.

By Order of the Board of Directors

Nanjangud
27th July, 2023

MANISH M PATEL
MANAGING DIRECTOR

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 of the accompanying notice.

Item No. 3 :

Appointment of Mr Harshad Natvarlal Modi as a Non Executive Director

Mr Harshad Natvarlal Modi (DIN 00167613) was appointed by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, on 27th July 2023 as an Additional Director who holds office upto the conclusion of this Annual General Meeting. 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 appointment of Mr Harshad Natvarlal Modi as a Director of the Company.

The Company has received from Mr Harshad Natvarlal Modi, 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) 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 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. Hence the matter is now placed before the shareholders for their approval.

Brief Profile of Mr Harshad Natvarlal Modi

Mr. Harshad Natvarlal Modi began his professional journey in 1976 and has a vast experience in the Indian Kraft paper industry. He was instrumental in the setup of M/s Indpro as a Founding Partner with a pan-India presence. In 2001, he setup M/s eKraft in continuation of his paper trading journey.

In 2001, he also ventured into the Industrial & Commercial Property Leasing industry and has amassed a 22 year well-rounded experience in this field. He continues to be actively involved in the same.

Other Directorships – He is a Whole-time Director in Laxmi Board and Paper Mills Pvt Ltd.

The Directors recommend the passing of the Resolution at Item No. 3.

Other details of Mr Harshad Natvarlal Modi are provided in the Notes.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr Harshad Natvarlal Modi, is concerned or interested, financially or otherwise, in the Resolution.

Mr Harshad Natvarlal Modi is not related to any of the Directors on Board.

Item No 4

Reappointment of Mr Manish M Patel as Managing Director and approve Remuneration of Managing Director

In the Annual General Meeting held on 20th September 2018, Mr. Manish M Patel was re - appointed as the Managing Director for a period of five years from 20th May 2019 on a salary of ₹7,50,000 per month with Annual increments determined by the Board of Directors from time to time subject to maximum of ₹10,00,000 per month. In addition he is entitled to perquisites as prevailing and a commission of 2% on Net Profits of the Company. As the appointment is valid till 19.05.2024, based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board, at its meeting held on 27.07.2023 approved his re-appointment as Managing Director of the Company, for further period of 5 years, i.e. w.e.f. May 20, 2024 to May 19, 2029, subject to approval of the Members. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received from Mr Manish M Patel (i) Consent to act as Managing 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) 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.

Approval of members is also proposed to be sought in the ensuing 64th Annual General Meeting in terms of Schedule V of the Companies Act 2013 for re-appointment of Mr. Manish M Patel as the Managing Director of the Company for a further period of 5 years from 20.05.2024, as approved by the Nomination and Remuneration Committee and the Board of Directors details of which are given below:

(1) Salary at the present rate of ₹7,50,000 (₹ Seven Lakh Fifty Thousand Only) per month, with annual increments to be determined by the Board of Directors from time to time subject to limits prescribed in Schedule V to Companies Act 2013, as monthly remuneration, and perquisites enumerated below:

- i) Unfurnished rent free accommodation provided the expenditure in this behalf shall not exceed fifty percent of the salary or House rent allowance in lieu thereof.
- ii) Reimbursement of expenditure on gas, electricity, water and furnishings valued as per Income Tax Rules, 1962, subject to a ceiling of ten percent of the salary.
- iii) Reimbursement of medical expenses incurred for self and family including any medical expenses incurred outside India and traveling, incidental expenses in relation to medical treatment outside India. Provided that the expenses to be incurred outside India, shall be limited to the extent permitted by the Reserve Bank of India.
- iv) Leave Travel concession for self and family once in a year, subject to a ceiling of one month's salary.

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- v) Reimbursement of club fees subject to maximum of membership in two clubs excluding admission and life membership fees.
- vi) Personal accident insurance subject to a ceiling on premium of ₹10,000 per annum.
- vii) Contribution to Provident Fund and Superannuation Fund, as per rules of the Company.
- viii) Gratuity at the rate of half month's salary for each completed year of service. The service prior to the period of this agreement in the Company, shall also be counted for the above purpose.
- ix) Provision of car for use on Company's business, with chauffeur.
- x) Provision of telephone at residence and the personal long distance calls shall be billed by the Company, on the appointee.
- xi) Subject to any statutory ceiling, the appointee may be given any other allowance, performance bonus, incentive, perquisites, benefits and facilities as the Board of Directors of the Company may from time to time decide.

and commission on net profits of the Company at the rate of 2% and such remuneration comprising of monthly salary, commission on net profits and value of perquisites, shall not exceed 5% of the net profits of the Company computed with reference to Section 198 of the Companies Act 2013 for the time being in force and as amended from time to time, in case the Company has adequate profit.

The remuneration is in the form of monthly salary, perquisites and commission on Net Profits subject to an overall ceiling of 5% of the net profits subject to limits laid under Part II of Schedule V of the Companies Act, in case of loss or inadequate profits. The Board is also authorized to approve higher remuneration of monthly salary, perquisites or commission on net profits subject to the limit of 5% of the Net Profits and also subject to the provisions prescribed in Part II of Schedule V to the Companies Act, 2013.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of the Listing Regulations, the terms of re-appointment and remuneration of the Managing Director as specified above are now being placed before the Members for their approval by way of Special Resolution as set out in Item No. 4 of the Notice of Annual General Meeting.

The Nomination and Remuneration Committee & the Board have approved the remuneration package of the Managing Director. Pursuant to the approval of the Nomination and Remuneration Committee & the Board, the matter is now placed before the shareholders for their approval.

ANNEXURE

Disclosure(s) in terms of Section 197 read with Schedule V to the Companies Act, 2013, applicable Rules thereunder and SEBI (LODR) as the case may be.

I. General Information relating to the Industry and the Company

- i) Nature of Industry – Manufacture of paper, paper boards, cartons and power generation.
- ii) Date of commercial production : Paper in 1959, power in 2001 and cartons in the year 2008.
- iii) Financial performance for the last three years (Rs. In lakhs).

	FY 2022-23	FY 2021-22	FY 2020-21
Net Sales	28,704.20	30,425.64	22,590.97
Profit before tax	(3,730.12)	2,290.77	2,356.98
Profit after tax	(1,667.19)	2,166.05	1,904.95
Export performance	228.45	1,080.17	62.23

- iv) Foreign investments on collaborations : - NIL

II. Information about the appointee

- i) Background detail : The appointee is aged about 64 years and is an Engineer and MBA. He is associated with the Company since 1985 and is responsible for the progress of the Company upto the present stage.
- ii) Past remuneration:- For the year ended 31.03.2023, Salary and Allowance ₹90,00,000 perquisite ₹11,35,128 commission on net profit – NIL, contribution to provident fund ₹21,600, Contribution to Super Annuation Fund ₹2,00,000, totalling ₹1,03,56,728.
- iii) Job Profile :- Management of the business and affairs of the Company under the supervision and control of the Board of the Directors of the Company.
- iv) Remuneration proposed : As per resolution annexed.
- v) Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person- Not Available.

III. Other Information

- i) Reason of loss or inadequate profit :

Paper Industry is cyclical and dependence on imports, weakening rupee and difficult market conditions may affect the profitability of the Company.

- ii) Steps taken or proposed to be taken for improvement :

To remain competitive in the current challenges of economy and industry, the Company has taken the following steps

- To manufacture higher grades of Paper with higher value addition
- To strengthen technical and marketing functions

- iii) Expected increase in productivity and profits in measurable terms

The Company has taken measures to reduce costs and to improve operating efficiency and it is exploring possibilities to increase the realisations to the extent possible considering the current market conditions.

IV. Disclosures

The required disclosures as to the remuneration package, etc have been appropriately provided in the Directors' Report under heading Corporate Governance Report, forming part of the Annual Report which may be referred to. Except Mr. Manish M Patel, none of the Directors and Key Managerial Personnel or their relatives are interested or concerned in this resolution.

The above may be treated as an abstract of the terms and conditions governing the appointment & remuneration and memorandum of interest.

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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 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 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 2022-23 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 2022-23 will also be available on the Company's website www.sipaper.com , website of Stock exchange 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>.

10. The relevant details in respect of item No. 2, 3 & 4 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 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 Appointment & No. of equity shares held in the Co.	Experience in specific functional areas	No. of Board Meetings attended during FY 2022-23	Directorships in other companies	Chairman / membership in committees on the Board of other companies
Mr Ajay D Patel 54 years	B.E, M.B.A	31.08.1996 Holds 3,10,752 equity shares	About 15 years experience in Paper industry, Providing market information and helping the promotion of sales in western region	4	(1) Laxmi Board and Paper Mills Pvt Ltd (2) Indo Afrique Paper Mills Pvt Ltd (3) Kalyan Bhiwandi Industrial CETP (4) Chembur Golf Welfare Association (5) Harshwardhan Processors Pvt Ltd	----
* Mr Harshad Natvarlal Modi 70 years	B.Com	27.07.2023 Holds 25,40,240 equity shares	Vast experience in Indian Kraft Paper Industry	----	(1) Laxmi Board and Paper Mills Pvt Ltd	----
Mr Manish M Patel 64 years	B.E.Hons (ChE), M.B.A	09.10.1990 Holds 5,02,652 shares	Vast experience in Paper industry, overall management and administration	6	(1) Laxmi Board and Paper Mills Pvt Ltd (2) Indo Afrique Paper Mills Pvt Ltd (3) Indian Corrugated Case manufacturer's Association	----

*Mr Harshad Natvarlal Modi was appointed as an additional Director on the Board w.e.f. 27th July 2023. Hence the no of meetings attended by him during FY 2022-23 is NIL.

Relationship with other Directors

Mr Ajay D Patel is the son of Mr Dineshchandra C Patel (related inter se)

Mr Harshad Natvarlal Modi is not related to any Director

Mr Manish M Patel is not related to any Director.

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.

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12. Members who have not encashed their Dividend Warrants pertaining to the year 2015-2016 & 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.

Dividend for the year	Date of declaration	Date of completion of 7 years	Due Date of transfer to IEPF
2015-16	15 th Sept 2016	15 th Oct 2023	14 th Nov 2023
2016-17	26 th Sept 2017	26 th Oct 2024	25 th Nov 2024
2017-18	20 th Sept 2018	20 th Oct 2025	19 th Nov 2025
2018-19	19 th Sept 2019	19 th Oct 2026	18 th Nov 2026
2019-20	24 th September 2020	24 th Oct 2027	23 rd Nov 2027
2020-21	23 rd Sept 2021	23 rd Oct 2028	22 nd Nov 2028
2021-22	22 nd Sept 2022	22 nd Oct 2029	21 st 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 – 500 032, 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
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. 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 1st 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 20th 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 1st 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
27th July, 2023

MANISH M PATEL
MANAGING DIRECTOR

PROCEDURE & INSTRUCTIONS FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-voting period commences on 18-09-2023 (9.00 AM) and ends on 20-09-2023 (5.00PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form,

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as on the cut-off date 14-09-2023, may cast their vote electronically in the manner and process set out herein below. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e 14th September 2023.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Procedure for Login for E-voting and Attending AGM through VC/OAVM for Individual Shareholders holding securities in Demat mode.

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

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with National Securities Depository Limited (NSDL)	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open https://eservices.nsd.com 2. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. 3. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. <p>B. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> 1. To register, open https://eservices.nsd.com either on a Personal Computer or on a mobile. 2. Select “Register Online for IDeAS “Portal or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. <u>Proceed with completing the required fields</u>

	<p>C. By visiting the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the icon “Login” which is available under ‘Shareholder/ Member’ section 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p>A. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> 1. Click at https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com 2. Click on New System Myeasi 3. Login with user ID and Password 4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page 5. Click on e-voting service provider name to cast your vote <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration. 2. Proceed with completing the required fields. <p>C. By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> 1. Visit at www.cdslindia.com 2. Provide Demat Account Number and PAN No. 3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. 4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.
<p>Individual Shareholders (holding securities in Demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43 .

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

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. THE SOUTH INDIA PAPER MILLS LIMITED – 64th AGM and click on Submit.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ‘ABSTAIN’, in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on ‘SUBMIT’. A confirmation box will be displayed. Click ‘OK’ to confirm, else ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at hitaishkumar@gmail.com with a copy marked to evoting@kfintech.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'SIPM_EVENT No.'
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free) or contact through email at this email address evoting@kfintech.com

Instructions for all the shareholders including individual, other than individual and shareholders holding shares in physical form attending the AGM through VC / OAVM and evoting during the meeting.

A. Voting at e-AGM

- i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so, are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM. Once the member has cast his vote on a resolution either through remote evoting/ evoting at the e-AGM, he will not be allowed to change it subsequently.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the e-AGM proceedings. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

B. Instructions for members for attending the e-AGM

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials provided in the email received from Kfintech. After logging in the member has to click on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected. Please note that members who do not have the USER id and password for evoting or have forgotten the password may retrieve the same by following the remote evoting instructions mentioned above
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.

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- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from 17th September 2023 upto 19th September 2023. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- viii. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

OTHER INSTRUCTIONS

1. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 14th September, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
2. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
3. The Board of Directors have appointed Mr.S N Hitaish Kumar, Practicing Company Secretary (Membership No. 6564, CP No. 6553) as the Scrutinizer to scrutinize the e-Voting and voting at the AGM in a fair and transparent manner.
4. The Scrutinizer shall immediately after the conclusion of E voting at the general meeting, count the votes cast at the meeting and then unblock the votes cast through remote evoting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of the conclusion of the meeting, a consolidated Scrutinizer’s Report (integrating the votes cast at the meeting and through remote evoting) of the total votes cast in favour or against, if any, forthwith to the Chairman or any person authorised by the Chairman in writing, who shall countersign the same. The result of evoting shall be declared within 48 hours of the conclusion of the meeting.
5. The Chairman or the person authorised by him in writing, shall forthwith on receipt of the Consolidated Scrutinizer’s Report declare the Results of the voting. The resolutions shall be deemed to be passed on the AGM Date subject to the receipt of requisite no of votes.
6. The Results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website www.sipaper.com and on the website of service provider(<https://evoting.kfintech.com/>)immediately after the results are declared by the Chairman. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.