



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 / 2023/ 138/

15.12.2023

BSE Limited

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

Dear Sir,

Scrip Code: 516108

Sub: Postal Ballot Notice - Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

As per the approval of the Board of Directors at their meeting held on 09th November 2023, the Company has sent today, postal ballot notice, for seeking the approval of the shareholders through remote e-voting with respect to appointment of Mr. Kanishka Harshad Modi (DIN 10260282) as Whole Time Director of the Company.

We hereby enclose a copy of the Postal Ballot Notice for your record.

Postal Ballot Notice is sent to all those members of the Company whose name appear in the Register of Members/ Records of Depositories as on Friday, 8th December, 2023 (the cut-off date).

The Company has engaged the service of M/s Kfin Technologies Ltd for the purpose of providing e-voting facility to all its members. The e-voting will commence from Monday, 18th December, 2023 (9.00 A.M) and shall end on Tuesday, 16th January, 2024 (5.00 P.M).

Kindly take the above information on records

Thanking you,
Yours faithfully

For **THE SOUTH INDIA PAPER MILLS LTD**

VIDYA BHAT

Digitally signed by
VIDYA BHAT
Date: 2023.12.15
14:34:28 +05'30'

Vidya Bhat
Company Secretary
ACS 29436

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

THE SOUTH INDIA PAPER MILLS LIMITED

CIN : L85110KA1959PLC001352

Registered office: Chikkayanchatra, Nanjangud 571302, Karnataka State

Ph No 08221 228265, 08221 228266, 08221 228267

Website www.sipaper.com, Email: corporate@sipaper.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

Dear Members,

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014, as amended, read with General Circular No 14/2020 dt April 8, 2020, General Circular No 17/2020 dt April 13, 2020, General Circular No 22/2020 dt June 15, 2020, General Circular No 33/2020 dt September 2020, General Circular No 39/2020 dt December 31, 2020, General Circular No10/2021 dt June 23, 2021 and General Circular No. 20/2021 dt December 8, 2021 issued by the Ministry of Corporate Affairs (MCA) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations (including any statutory modification or re-enactment thereof, for the time being in force, that the Special Resolution appended below is proposed to be passed by the shareholders of The South India Paper Mills Limited ('the Company') through Postal Ballot, only by way of voting through electronic means (Remote e-voting process). Communication of assent or dissent of the members would take place only through remote e-voting system.

In compliance with the aforesaid MCA Circulars, provisions of Section 108 and 110 of the Act read with relevant rules and the and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members can vote only through remote e-voting process. The Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically.

You are requested to peruse the proposed resolution along with the explanatory statement and carefully read the instructions that form part of this notice of postal ballot and vote accordingly. The Resolution, if passed by the requisite majority shall be deemed to be passed on **16th January 2024**, the last date specified for the e-voting.

The Board of Directors of the Company has appointed Mr S N Hitaish Kumar, Practising Company Secretary (Membership No. 6564, CP No. 6553) as the Scrutinizer for conducting the Postal ballot by remote e-voting in a fair and transparent manner.

The scrutinizer shall submit his report to the Chairman or any person authorised by the Chairman, after completion of the scrutiny of votes cast through remote e-voting. The results of the voting by postal ballot through remote e-voting shall be declared by the Chairman or any other person authorised by him on or before 18th January 2024 (within 2 days from the closure of e-voting). The results of voting by postal ballot shall be displayed on the website of the Company www.sipaper.com and on the e-voting website of our Registrars i.e., www.evoting.kfintech.com. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Special Resolution

Item No 1

TO APPOINT MR KANISHKA HARSHAD MODI (DIN 10260282) AS A WHOLE TIME DIRECTOR

RESOLVED THAT Mr Kanishka Harshad Modi (DIN 10260282), who was appointed as an Additional Director, by the Board of Directors at their meeting held on 09-11-2023, (effective date of appointment 15-12-2023) based on the recommendation of the Nomination and Remuneration Committee, in terms of Section 161(1) and any other applicable provisions if any, of the Companies Act 2013 (including any modification or re-enactment thereof), and Article 73 of the Articles 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 the Director of the Company be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED THAT pursuant to the provisions of the Articles of Association of the Company, Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and the applicable provisions of the SEBI (LODR) Regulations, the approval of members be and is hereby accorded for appointment of Mr Kanishka Harshad Modi (DIN 10260282) as a Whole Time Director of the Company for a period of 5 years w.e.f 15-12-2023, subject to the supervision and control of the Board of Directors, on the terms and conditions including remuneration as detailed below:

(1) Salary at the present rate of Rs. 5,00,000 (Rs. Five Lakh 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 allowances & perquisites enumerated in the explanatory 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, subject to overall managerial remuneration to Whole Time Directors not exceeding 10% 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 appointment, remuneration comprising of monthly salary, commission on net profits and the perquisites approved hereinabove shall continue to be paid in terms of 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

Date : 09-11-2023

Place :Nanjangud

By order of the Board of Directors
For The South India Paper Mills Limited

Sd/-

Manish M Patel
Managing Director
DIN 00128179

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, setting out the material facts for the proposed resolution is appended to the notice and forms part of this Postal Ballot Notice. Notice shall be available on the website of the Company at www.sipaper.com and on the website of BSE Limited at www.bseindia.com and on the website of Kfin Technologies Limited at www.evoting.kfintech.com. All the documents referred to in the Notice and the accompanying Explanatory Statement shall be open for inspection at the Registered office of the Company during office hours on all working days from the date of sending postal ballot notice upto the date of the closure of the Postal ballot.
2. In compliance with the provisions of Section 108 & 110 of the Act, read with Rules prescribed thereunder, as amended and Regulation 44 of the SEBI (LODR) Regulations 2015, the Company is pleased to provide voting by electronic means (e-voting) facility to the members, to enable them to cast their vote electronically, on the resolution mentioned in this notice. The Company has engaged the service of Kfin Technologies Limited (Kfintech) to provide e-Voting facilities to its members. The instructions for e-Voting are annexed to this notice.
3. The Postal Ballot notice is being sent to the members in electronic mode only, whose name appears in the Register of members / List of beneficial owners received from NSDL and CDSL as on the **8th December 2023 (Cut off date)**.
4. Members whose name appears on the Register of members / List of beneficial owners as on the cut off date i.e **8th December 2023** will be considered for the purpose of remote e-voting. A person who is not a member on the relevant cut off date should treat this notice for information purpose only.
5. Pursuant to MCA Circulars, the hard copy of this notice, Postal Ballot form and pre paid business envelope will not be sent to the members. Accordingly, the communication of assent or dissent of the Members would take place through e-voting system only.
6. In compliance with MCA Circulars, this postal ballot notice is being sent only through electronic mode the members whose email addresses are registered with their depository participant (in case of electronic holding) / Company 's Registrar and Share transfer agent (in case of physical holding)
7. 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 **8th December 2023**.
8. The postal ballot through remote e-voting commences on **18th December 2023 at 9.00 am** and ends on **16th January 2024 at 5.00 pm**.

9. The Company has appointed Mr. S N Hitaish Kumar, Practising Company Secretary (Membership No. 6564, CP No. 6553) as the Scrutinizer for conducting the Postal ballot by remote e-voting in a fair and transparent manner. The scrutinizer will submit his report to the Chairman or any person authorised by the Chairman, after completion of the scrutiny. The results of the voting by postal ballot through remote e-voting will be declared by the Chairman or any other person authorised by him on or before 18th January 2024 (within 2 days from the closure of e-voting). The results of voting by postal ballot shall be displayed on the website of the Company www.sipaper.com and on the website of our Registrars www.evoting.kfintech.com. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.

10. Resolution passed by the Members through Postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members. The Resolution, if passed by the members with requisite majority, through Postal ballot process through remote e-voting shall be deemed to have been passed on the last date of remote e-voting i.e. **16th January, 2024**.

VOTING THROUGH ELECTRONIC MEANS

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable to cast their votes electronically instead of despatching the physical Postal ballot form by post. The Company has engaged the service of M/s Kfin Technologies Limited, for the purpose of providing e-voting facility to all its members.

Procedure for Login for E-voting for Individual Shareholders holding securities in Demat mode.A
Login method for Individual shareholders holding securities in Demat mode is given below:

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.nsdl.com2. 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.nsdl.com either on a Personal Computer or on a mobile.2. Select “Register Online for IDeAS “Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.3. <u>Proceed with completing the required fields</u> <p>C. <u>By visiting the e-Voting website of NSDL:</u></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’ section3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.5. Click on e-Voting service provider name i.e Kfintech and you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.
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<p>Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p>A. Existing user who has opted for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Click at https://web.cdslindia.com/myeasi/home/login or 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. <u>Visit at www.cdslindia.com</u> 2. <u>Provide Demat Account Number and PAN No.</u> 3. <u>System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</u> 4. <u>After successful authentication, user will be provided links for the respective e-voting service provider Kfintech where the e-voting is in progress.</u>
<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 e-Voting service provider name Kfintech and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](https://web.cdslindia.com/myeasi./Registration/EasiRegistration).

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

Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from Kfintech which will include details of E-voting Event Number (EVEN), User id and Password. They will have to follow the following process

- i. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- ii. 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.
- iii. After entering the correct details, click on LOGIN.
- iv. 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVEN i.e. THE SOUTH INDIA PAPER MILLS LIMITED – Postal Ballot and click on Submit.
- vii. 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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. 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.
- x. 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 Postal Ballot 2023_EVENT Number'.

- xi. 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 or Contact Mrs. Shobha Anand, Deputy Vice President, at Kfin Technologies Ltd, Unit : The South India Paper Mills Limited, Selenium Tower – B, Plot No 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032 for any further clarifications.

OTHER INSTRUCTIONS

1.The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 8th December, 2023, being the cut-off date, only shall be entitled to avail the facility of e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

2.Any member who has not received the User id and Password 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:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. 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 are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com

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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE OF POSTAL BALLOT

ITEM NO. 1: Appointment of Mr Kanishka Harshad Modi (DIN 10260282) as a Whole Time Director

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 09-11-2023 appointed Mr Kanishka Harshad Modi (DIN 10260282) as an Additional Director of the Company, effective from 15-12-2023 under Section 161 of the Companies Act 2013.

Based on the recommendation of the Nomination & Remuneration Committee meeting, the Board of Directors of the Company at the same meeting held on 09-11-2023, subject to the approval of the members, appointed Mr Kanishka Harshad Modi (DIN 10260282) as a Whole Time Director for a period of 5 years as per the below mentioned terms and conditions.

Approval of members is proposed to be sought in terms of Schedule V of the Companies Act 2013 for appointment of Mr. Kanishka Harshad Modi as the Whole Time Director of the Company for a period of 5 years w.e.f 15-12-2023, 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 Rs. 5,00,000 (Rs. Five Lakh 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 allowances & perquisites enumerated below:

- i) House Rent allowance of Rs 50,000 per month;

- 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 premium paid on Medical insurance at actuals subject to a ceiling of Rs 2,00,000 p.a;
- iv) Leave Travel concession for self and family once in a year, subject to a ceiling of one month's salary;
- v) Personal accident insurance subject to a ceiling on premium of Rs. 10,000 per annum;
- vi) Contribution to Provident Fund and Superannuation Fund, as per rules of the Company;
- vii) 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;
- viii) Provision of car for use on Company's business, with chauffeur;
- ix) 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 of 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, subject to overall managerial remuneration not exceeding 10% 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, allowances, 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 appointment and remuneration of the Whole Time Director as specified above are now being placed before the Members for their approval by way of Postal Ballot.

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

The Company has received from Mr Kanishka Harshad Modi (i) Consent to act as Director in Form DIR 12 (ii) Intimation in Form DIR 8 to the effect that he is not disqualified to act as Director under Section 164(2) of the Companies Act (iii) Declaration pursuant to BSE Circular No LIST / COMP/14/2018-19 dt June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority.

Pursuant to SEBI (LODR) Regulations, 2015, the approval of the shareholders for the appointment shall be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, it is proposed to seek the approval of shareholders of the Company by way of a Special Resolution through Postal ballot for the appointment of Mr Kanishka Harshad Modi (DIN 10260282) as a Whole Time Director for a period of 5 years with effect from 15-12-2023 upto 14-12-2028, liable to retire by rotation.

Brief profile of Kanishka Harshad Modi:

Mr. Kanishka Modi began his professional journey in 2004 as a BMS (Bachelor of Management Studies) graduate from N.M College, Mumbai. After a 2 years stint with Citigroup, he pursued his MBA with a specialisation in Marketing from Welinkar Institute, Mumbai. Post MBA he worked in the market research & consulting space with McCann Erickson & DDB Mudra Group.

He ventured into the paper industry in 2011 with his family’s paper trading firm M/s eKraft and also as a Trainee with Laxmi Board & Paper Mills Private Limited.

He is also actively involved in the Industrial & Commercial Property Leasing industry.

He is the son of Mr Harshad Natvarlal Modi, existing Director of the Company. His presence on the Board will be of immense value to the Company and is in the best interests of the Company.

The Board recommends the Special Resolution as set out at Item No 1 for approval by the members.

Except Mr Kanishka Harshad Modi (DIN 10260282) and Mr Harshad Natvarlal Modi(DIN 00167613), none of the other Directors, Key Managerial Personnel; or their relatives are concerned or interested, financially or otherwise in Item No 1 of the Notice.

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 41 years and is a Bachelor in Management Studies and MBA. He has 10 years experience in the Indian Kraft paper Trading industry

ii) Past remuneration:- Not applicable

iii) Job Profile :- Devoting his whole time and attention to the business of the Company and perform of such other duties 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

vi) He is the son of Mr Harshad Natvarlal Modi, Non executive Director in the Company.

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

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Name Age Date of Birth Qualification	Kanishka Harshad Modi 41 years 9 th October 1982 BMS, M B A
Experience and nature of expertise in specific functional areas	10 years experience in the Indian Kraft Paper Trading industry
Terms of Appointment	Appointment as Whole Time Director of the Company as per Item No 1 of the Notice w.e.f 15 th December 2023 to 14 th December 2028
Remuneration sought to be paid	As per Resolution and explanatory statement
Remuneration last drawn	NA
Date of first appointment at the Board	9 th November 2023 (Effective date of appointment 15 th December 2023)
Shareholding in the Company (including beneficial ownership)	Holds 3,000 equity shares in the Company
Relationship with other Directors and Key Managerial Personnel	He is the son of Mr Harshad Natvarlal Modi (DIN 00167613) Director of the Company
No of meetings of the Board attended during the financial year (FY 2022-23)	NA
Directorships held in other Companies (including listed entities)	NIL
Memberships/ Chairmanships of Committees across Companies	NIL
Listed entities from which the person has resigned in the past 3 years	NIL

Date : 09-11-2023

Place :Nanjangud

By Order of the Board of Directors
For The South India Paper Mills LimitedSd/-
Manish M Patel
Managing Director
DIN 00128179

