



Date:14-12-2023

To,

The Manager,
Bombay Stock Exchange Limited,
Floor 25, P J Tower, Dalal Street,
Mumbai 400001.

(Scrip Code: 523164)

Dear Sir/Madam,

Sub: Covering letter with the notice of the 33rd Annual General Meeting scheduled to be held on Monday, 08th January, 2024.

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we submit herewith the notice of the 33rd Annual General Meeting of the Company to be held on Monday, 08th January, 2024 at 03:00 PM IST at the Registered office: Module 28, 2nd Floor, Block 1, SIDCO Electronic Complex, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai – 600032.

The Notice of the meeting is also available at the website www.sip-industries.com of the Company.

Kindly take the same in your record.

Thanking you

Yours Sincerely,

Mamtha Madesh
Company Secretary & Compliance Officer

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY-THIRD (33RD) ANNUAL GENERAL MEETING (AGM) OF SIP INDUSTRIES LIMITED WILL BE HELD ON MONDAY, THE 08TH JANUARY, 2024 AT 03:00 P.M. IST AT MODULE 28, 2ND FLOOR, BLOCK 1, SIDCO ELECTRONIC COMPLEX, THIRU-VI-KA INDUSTRIAL ESTATE, GUINDY, CHENNAI - 600032 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. ADOPTION OF THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Statutory Auditors thereon:

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors’ thereon, as circulated to the members be and are hereby considered and adopted.”

2. APPOINTMENT OF THE STATUTORY AUDITORS OF THE COMPANY:

To appoint M/s. Murali and Venkat Associates, (FRN 002162S) Chartered Accountants, Chennai as the Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 33rd Annual General Meeting of the Company until the conclusion of the 38th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee, the consent of the members be and is hereby accorded for the appointment of M/s. Murali

and Venkat Associates, Chartered Accountants, having Firm Registration No. 002162S, as the Statutory Auditor of the Company for a consecutive term of five years, from the conclusion of 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

3. REGULARISATION OF ADDITIONAL DIRECTOR, MR. NANGAVARAM MAHADEVAN RANGANATHAN (DIN:06377402) BY APPOINTING HIM AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with the terms of resolution plan for the Company as approved by the Hon’ble National Company Law Tribunal, Chennai Bench vide its order dated 25th April, 2022 and articles of association of the Company, Mr. Nangavaram Mahadevan Ranganathan (DIN: 06377402), who was appointed as an additional director (in the capacity of non-executive director) of the Company, with effect from January 05, 2023, by the monitoring committee in terms of Section 161 of the Act and who holds office up to the date of this annual general meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of director, be and is hereby appointed as a director of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. REGULARISATION OF ADDITIONAL DIRECTOR, MRS. LAKSHMIPRABHA KASIRAMAN (DIN: 02885912) BY APPOINTING HIM AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with the terms of resolution plan for the Company as approved by the Hon’ble National Company Law Tribunal, Chennai Bench vide its order dated 25th April, 2022 and articles of association of the Company, Mrs. Lakshmiprabha Kasiraman (DIN: 02885912), who was appointed as an additional director (in the capacity of non-executive director) of the Company, with effect from January 05, 2023, by the monitoring committee in terms of Section 161 of the Act and who holds office up to the date of this annual general meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of director, be and is hereby appointed as a director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. REGULARISATION OF ADDITIONAL DIRECTOR, MR. RAMAMURTHY NATARAJAN (DIN: 09213226) BY APPOINTING HIM AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to provision of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Ramamurthy Natarajan (DIN: 09213226), who was appointed as an Additional Director with effect from 14th August 2023, in terms of Section 161(1) of Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 08th January, 2024 to 29th September 2028.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby

authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. REGULARISATION OF ADDITIONAL DIRECTOR, MR. RAMAIYAN NAVAMURTHY (DIN: 10209589) BY APPOINTING HIM AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provision of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Ramaiyan Navamurthy (DIN: 10209589), who was appointed as an Additional Director with effect from 14th August 2023, in terms of Section 161(1) of Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 08th January 2023 to 29th September 2028.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. REGULARISATION OF ADDITIONAL DIRECTOR, MR. SAMIAYYA ARULARASAN (DIN: 09407539) AS MANAGING DIRECTOR:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the members of the Company be and are hereby accorded to appoint Mr. Samiayya Arularasan (DIN: 09407539), who was appointed as Additional Director in the Board meeting held on 5th January 2023, as Managing Director of the Company for a

period of five years commencing from 08th January, 2024 to 29th September, 2028, on such terms and conditions as it may deem fit.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By the order of the Board of Directors

SIP Industries Limited

Sd/-

Samiyya Arularasan

Managing Director

(DIN: 09407539)

Place: Chennai

Date: December 14, 2023

**Registered office: Module 28, 2nd Floor, Block 1, SIDCO Electronic Complex,
Thiru-Vi-Ka Industrial Estate, Guindy, Chennai – 600032.**

NOTES

1. A member entitled to attend and vote at the annual general meeting may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. Proxies, in order to be effective, must be submitted at the registered address of the company, not less than forty-eight hours before the commencement of the annual general meeting.
3. Corporate members are required to send a certified copy of the board resolution, pursuant to section 113 of the Companies Act, 2013, authorising their representatives to attend and vote at the annual general meeting.
4. Members/proxies/authorised representatives should bring the duly filed attendance slip enclosed with the notice of annual general meeting to attend the meeting.
5. Explanatory statement, pursuant to section 102 of the Companies Act, 2013, relating to the special business to be transacted at this annual general meeting, is annexed.
6. The Register of Member and Transfer Books will remain closed from Monday, the 01st day of January, 2024 to Monday, the 08th day of January, 2024 (both days inclusive) for the purpose of Annual General Meeting.
7. Attendance Slip, Proxy Form and Route map of the annual general meeting venue are annexed with notice.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system.
9. The Notice calling the AGM has been uploaded on the website of the Company at www.sip-industries.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

10. Members are requested to intimate change in their address immediately to M/s. Cameo Corporate Services Limited, the Company's Registrar and Share Transfer Agents, at their office at Subramanian Building 1, Club House Road, Chennai, Tamil Nadu, 600002.
11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. For members who have not registered their email address, physical copies of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.
14. Since Ballot form is provided to the members pursuant to the provisions of section 108 of the companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sip-industries.com. The same will be communicated to the stock exchange where the company shares are listed viz. BSE.
16. The remote e-voting period begins on 03rd January, 2024 at 10:00 A.M. and ends on 05th January, 2024 at 06:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 29th December 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 29th December, 2023.

**By the order of the Board of Directors
SIP Industries Limited**

Sd/-
**Samiayya Arularasan
Managing Director
(DIN: 09407539)**

Place: Chennai

Date: December 14, 2023

Registered office: Module 28,2nd Floor, Block 1, SIDCO Electronic Complex,
Thiru-Vi-Ka Industrial Estate, Guindy, Chennai – 600032.

EXPLANATORY STATEMENT

Statement pursuant to section 102 of the Companies act, 2013 as required by section 102(1) of the Companies Act, 2013 ("Act") and such other applicable rules (if any), including any statutory modification(s) thereof, the following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and shall be taken as forming part of it.

ITEM NO. 3: REGULARISATION OF ADDITIONAL DIRECTOR, MR. NANGAVARAM MAHADEVAN RANGANATHAN (DIN: 06377402) AS DIRECTOR OF THE COMPANY:

Mr. Nangavaram Mahadevan Ranganathan was appointed as Additional Director of the Company with effect from 05th January 2023 in accordance with provisions of Section 161 of the Companies Act 2013 read with Articles of Association of the Company. Pursuant to Section 161 the above Director holds office up to the date of the ensuing Annual General meeting of the Company.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Nangavaram Mahadevan Ranganathan as Director.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution set out at item No. 3 of the Notice.

The Board recommends the resolution set forth in item no.3 for the approval of the members.

BRIEF PROFILE OF MR. NANGAVARAM MAHADEVAN RANGANATHAN

Mr. Nangavaram Mahadevan Ranganathan is a Senior Practicing Legal professional with multiple accounting qualifications. He has significant management experience for decades through stints in listed IT/shipping companies and agricultural sectors, besides, appreciable exposure in stocks & derivatives market. At Present, he is engaged as legal & management consultant and is in-charge to a large construction & Publishing Group.

Brief Profile of Directors, name of Companies in which they hold directorships/ memberships / chairmanships of Board Committees and the Disclosures as prescribed in Secretarial Standards – 2 on General Meeting are as follows:

Particulars	Details
Name	NANGAVARAM MAHADEVAN RANGANATHAN
Director Identification Number (DIN)	06377402
Date of Joining	05/01/2023
Qualification	Bachelor Degree
Nationality	Indian
Directorship or Membership / Chairmanship held in the Board of other Companies.	GARUDRIK AI PRIVATE LIMITED-Director INDRAYANI BIOTECH LIMITED-Additional Director

ITEM NO. 4: REGULARISATION OF ADDITIONAL DIRECTOR, MRS. LAKSHMIPRABHA KASIRAMAN (DIN: 02885912) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:

Mrs. Lakshmiprabha Kasiraman was appointed as Additional Director of the Company with effect from 05th January 2023 in accordance with provisions of Section 161 of the Companies Act 2013 read with Articles of Association of the Company. Pursuant to Section 161 the above Director holds office up to the date of the ensuing Annual General meeting of the Company.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Ms. Lakshmiprabha Kasiraman as non-executive non-independent Director.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution set out at item No. 4 of the Notice.

The Board recommends the resolution set forth in item no.4 for the approval of the members.

BRIEF PROFILE OF MRS. LAKSHMIPRABHA KASIRAMAN

Mrs. Lakshmiprabha Kasiraman is having a university degree in Science from Madurai Kamaraj University, Madurai. She has done many other technical training programs in the field of Computer Software. She is a certified Scrum master and Business process & Project Implementation consultant. She led a team that developed Embedded System software for an Anesthesia Machine for a company in The Netherlands. The project was successfully completed at the given time frame. Project was carried out at the incubation facility of STPI, Chennai and the other premises of Hard Cube. Her span of knowledge and experiences could be effectively utilized in the area of Digital Transformation, Design Thinking, Transparent functioning of Corporate, Defining Congenial work environment for women and to address the ESG aspects of existing and new projects.

Brief Profile of Directors, name of Companies in which they hold directorships/ memberships / chairmanships of Board Committees and the Disclosures as prescribed in Secretarial Standards – 2 on General Meeting are as follows:

Particulars	Details
Name	LAKSHMIPRABHA KASIRAMAN
Director Identification Number (DIN)	02885912
Date of Joining	05/01/2023
Qualification	Bachelor Degree
Nationality	Indian
Directorship or Membership / Chairmanship held in the Board of other Companies.	INDRAYANI BIOTECH LIMITED-Director HARDCUBE IT CONSULTANCY PRIVATE LIMITED-Director

ITEM NO. 5: REGULARISATION OF ADDITIONAL DIRECTOR, MR. RAMAMURTHY NATARAJAN (DIN: 09213226) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Ramamurthy Natarajan was appointed by the Board as an Additional Director and Non-executive Independent Director with effect from August 14, 2023 in terms of provisions of Section 161 and 149 of the Companies Act, 2013, rules made there under. His appointment is hereby approved and appointed as the Independent Director of the Company. Mr. Ramamurthy Natarajan has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice.

The Board recommends the resolution set forth in item no.5 for the approval of the members.

BRIEF PROFILE OF MR. RAMAMURTHY NATARAJAN

Mr. Ramamurthy Natarajan is a passionate professional, who has dedicated himself to the cause of 'adding value and impacting lives' and is making his unique contribution to the BFS world. He is currently CEO of Jagruti Consulting Services.

He is a holder of degree in Doctorate, Bachelor of General Law, Master of Science in Mathematics, Post Graduate Diploma in System Analysis & Data Processing, and Post Graduate Certificate in Computer Programming.

He is also a member of Institute of Cost & Works Accountants of India, Certified Associate of Indian Institute of Bankers, Certified Information System Auditor, Certified Global Business Leader from Harvard Business School of Publishing, Certified Black Belt in Six sigma process improvement, Certified Project Management Professional from Project Management Institute and Certified Recruitment Analyst from Carlton University. He has passed Independent Director – Online Proficiency Self-Assessment Test.

Brief Profile of Directors, name of Companies in which they hold directorships/ memberships / chairmanships of Board Committees and the Disclosures as prescribed in Secretarial Standards – 2 on General Meeting are as follows:

Particulars	Details
Name	RAMAMURTHY NATARAJAN
Director Identification Number (DIN)	09213226
Date of Joining	14/08/2023
Qualification	Bachelor Degree
Nationality	Indian
Directorship or Membership/Chairmanship held in the Board of other Companies.	MOHAN BREWERIES AND DISTILLERIES LIMITED-Additional Director BOUGAINVILLEA INVESTMENTS PRIVATE LIMITED- Additional Director

ITEM NO. 6: REGULARISATION OF ADDITIONAL DIRECTOR, MR. RAMAIYAN NAVAMURTHY (DIN: 10209589) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Ramaiyan Navamurthy was appointed by the Board as an Additional Director and Non-executive Independent Director with effect from August 14, 2023 in terms of provisions of Section 161 and 149 of the Companies Act, 2013, rules made there under. His appointment is hereby approved and appointed as the Independent Director of the Company. Mr. Ramaiyan Navamurthy has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 6 of the Notice.

The Board recommends the resolution set forth in item no. 6 for the approval of the members.

BRIEF PROFILE OF MR. RAMAIYAN NAVAMURTHY

Mr. Ramaiyan Navamurthy is a holder of degree in Doctorate and Master in Law. His Area of Eminence is Law, Social Service, Administration and Governance. He is currently a Sitting Judge as Retired Judge in Lok Adalat in District Legal Service Authorities, Thanjavur District Court and other Taluk Courts (viz., Thiruvaiyaru, Papanasam and Kumbakonam). He has work experience of more than 17 years in Judicial Service and Retired as Judge 1st Assistant City Civil Court, Chennai.

Brief Profile of Directors, name of Companies in which they hold directorships/ memberships / chairmanships of Board Committees and the Disclosures as prescribed in Secretarial Standards – 2 on General Meeting are as follows:

Particulars	Details
Name	RAMAIYAN NAVAMURTHY
Director Identification Number (DIN)	10209589
Date of Joining	14/08/2023
Qualification	Bachelor Degree
Nationality	Indian
Directorship or Membership/Chairmanship held in the Board of other Companies.	CHOLA INTERNATIONAL ARBITRATION COUNCIL-Director

ITEM NO. 7: REGULARISATION OF ADDITIONAL DIRECTOR, MR. SAMIAYYA ARULARASAN (DIN: 09407539) AS MANAGING DIRECTOR:

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned in the notice.

Mr. Samiayya Arularasan was appointed as Additional Director of the Company with effect from 05th January 2023 in accordance with provisions of Section 161 of the Companies Act 2013 read with Articles of Association of the Company. Pursuant to Section 161 the above Director holds office up to the date of the ensuing Annual General meeting of the Company.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Samiayya Arularasan as Managing Director.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution set out at item no. 7 of the Notice.

The Board recommends the resolution set forth in item no.7 for the approval of the members.

BRIEF PROFILE OF MR. SAMIAYYA ARULARASAN

Mr. Samiayya Arularasan is an advocate by profession who is currently practicing in Madras High Court and also has four years of experience in Supreme Court practice. He is very much interested in agriculture and traditional methods of farming. He extends his versatility by engaging in the animal husbandry activities such as cattle breeding (Desi breeds), Herd farming, cattle management, developing a GOSALA and feeding domestic animals. He has a large extent of land where he cultivates various flowers, vegetables, plantations etc. processes the agricultural produce and supplies to dealers. He is interested in and spends his time and effort towards vermi compost, aqua farming, vegetable harvesting, growing paddy crops using solar pumps & solar dryers and many other related activities.

Brief Profile of Directors, name of Companies in which they hold directorships/ memberships / chairmanships of Board Committees and the Disclosures as prescribed in Secretarial Standards – 2 on General Meeting are as follows:

Particulars	Details
Name	Mr. Samiayya Arularasan
Director Identification Number (DIN)	09407539
Age	55
Qualification	Advocate
Experience	Mr. Samiayya Arularasan is an advocate by profession who is currently practicing in Madras High Court and also has four years of experience in Supreme Court practice. He is very much interested in agriculture and traditional methods of farming.
Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	The Managing Director will hold the office until the expiry of 5 Years with effect from 08 th January, 2024 to 29 th September 2028 at a remuneration and other terms as may be mutually agreed between the Board and the Director.
Date of first appointment on Board	05/01/2023
Shareholding in company as on 31-03-2023	95%
Relationship with other Director and KMP	NIL
Directorship or Membership / Chairmanship held in the Board of other Companies.	HSLPrime Properties Private Limited- Director HSL Agri Solutions Limited- Director Quantablue Innovations Private Limited- Director IBL Social Foundation- Director Chola International Arbitration Council- Director

ATTENDANCE SLIP

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id*		Client Id*	
Regd. Folio No.		No. of Shares	

Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full:

I/we hereby record my/our presence at the 33rd Annual General Meeting of the Company being held on Monday, 8th January, 2024 at 03:00 P.M. at the registered office of the Company at Block 1, 2nd Floor, Module No.28, SIDCO Electronic Complex, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai, Tamil Nadu, 600032, India.

Please (✓) in the box

MEMBER

PROXY

.....
Signature of Shareholder / Proxy

Form No. MGT-11**PROXY FORM**

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

CIN : L24131TN1986PLC012752
 Name of the Company : SIP INDUSTRIES LTD
 Registered Office : Block 1, 2nd Floor, Module No.28, SIDCO Electronic Complex,
 Thiru-Vi-Ka Industrial Estate, Guindy, Chennai, Tamil Nadu, 600032

Folio No.:	
DP ID. / Client Id.:	
Name of the member(s):	
Registered address:	
E-mail Id:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Monday, 8th January, 2024 at 03:00 P.M. at the registered office of the Company at Block 1, 2nd Floor, Module No.28, SIDCO Electronic Complex, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai, Tamil Nadu, 600032, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item no.	Description of Resolutions
Ordinary Business	
1	Adoption of the Audited financial statements for the year ended March 31, 2023
2	Appointment of the Statutory Auditors of the Company
Special Business	
3	Regularisation of Additional Director, Mr. Nangavaram Mahadevan Ranganathan (DIN:06377402) by appointing him as Non-Executive Director of the Company
4	Regularisation of Additional Director, Mrs. Lakshmiprabha Kasiraman (DIN: 02885912) by appointing him as Non-Executive Director of the Company
5	Regularisation of Additional Director, Mr. Ramamurthy Natarajan (DIN: 09213226) by appointing him as an Independent Director of the Company
6	Regularisation of Additional Director, Mr. Ramaiyan Navamurthy (DIN: 10209589) by appointing him as an Independent Director of the Company
7	Regularisation of Additional Director, Mr. Samiayya Arularasan (DIN: 09407539) as Managing Director

Signed this day of 2023

.....
 Signature of shareholder(s)

.....
 Signature of Proxy holder(s)

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory/ signatories.

Form No. MGT-12

POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Sr.No.	Particulars	Details
1	Name and Registered address of Sole / First named Registered shareholders	
2	Name(s) of Joint Holder(s), if any	
3	Registered Folio No. / DP ID No.* *Applicable for Investors holding shares in dematerialized Form	
4	Number of shares held	

I / We hereby exercise my / our votes in respect of the Resolutions set out in the Notice dated December 14, 2023 as set out below to be passed by the means of Ballot by giving my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate boxes below (tick in the bot boxes will render the ballot invalid).

Item no.	Description of Resolutions	Type of Resolution	No. of shares	(FOR) I / We assent to the Resolution	(FOR) I / We dissent to the Resolution
1	Adoption of the Audited financial statements for the year ended March 31, 2023	Ordinary			
2	Appointment of the Statutory Auditors of the Company	Ordinary			
3	Regularisation of Additional Director, Mr. Nangavaram Mahadevan Ranganathan (DIN:06377402) by appointing him as Non-Executive Director of the Company	Ordinary			
4	Regularisation of Additional Director, Mrs. Lakshmi Prabha Kasiraman (DIN: 02885912) by appointing him as Non-Executive Director of the Company	Ordinary			
5	Regularisation of Additional Director, Mr. Ramamurthy Natarajan (DIN:09213226) by appointing him as an Independent Director of the Company	Ordinary			
6	Regularisation of Additional Director, Mr. Ramaiyan Navamurthy (DIN:10209589) by appointing him as an Independent Director of the Company	Ordinary			
7	Regularisation of Additional Director, Mr. Samiayya Arularasan (DIN: 09407539) as Managing Director	Ordinary			

Place:

Date:

.....
Signature of Shareholder

ROUTE MAP OF THE VENUE OF AGM

