



SIP INDUSTRIES



Annual Report 2022-23

CORPORATE INFORMATION

Resolution Professional / Chairman of monitoring committee (with effect from 15th April, 2021 to 10th April, 2023)

Chitra Perinkulam Ragavan (IBBI Registration No. IBBI/IPA-002/IP-N00720/2019-2020/12558)

Board of Directors

Samiayya Arularasan	Chairperson and Managing Director
Lakshmiprabha Kasiraman	Additional Director (Non-Executive and Non-Independent)
Ramamurthy Natrajan	Additional Director (Non-Executive and Independent)
Ramaiyan Navamurthy	Additional Director (Non-Executive and Independent)
N.M. Ranganathan	Additional Director (Non-Executive and Non-Independent)

Chief Financial Officer N.M. Ranganathan

Company Secretary and Compliance Officer Mamtha Madesh

Registered Office Block 1, 2nd Floor, Module No.28, SIDCO Electronic Complex, Thiru-Vi-Ka Industrial Estate, Guindy Chennai, Tamil Nadu, 600032
Phone: 9710060454
Email: sipindustries23@gmail.com
Website: www.sip-industries.com

Statutory Auditor Murali & Venkat - Chartered Accountants

Internal Auditor Mithila Mohan - Chartered Accountant

Secretarial Auditor KRA & Associates - Company Secretaries

Registrar and Share Transfer Agent Cameo Corporate Services Limited
Subramanian Building, 5th Floor,
1, Club House Road, Chennai- 600002
Phone: 044-40020700 – 0704 / 044-28460390 – 94
Fax: 044-28460129
Investor portal: <https://wisdom.cameoindia.com/>

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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 29th 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).

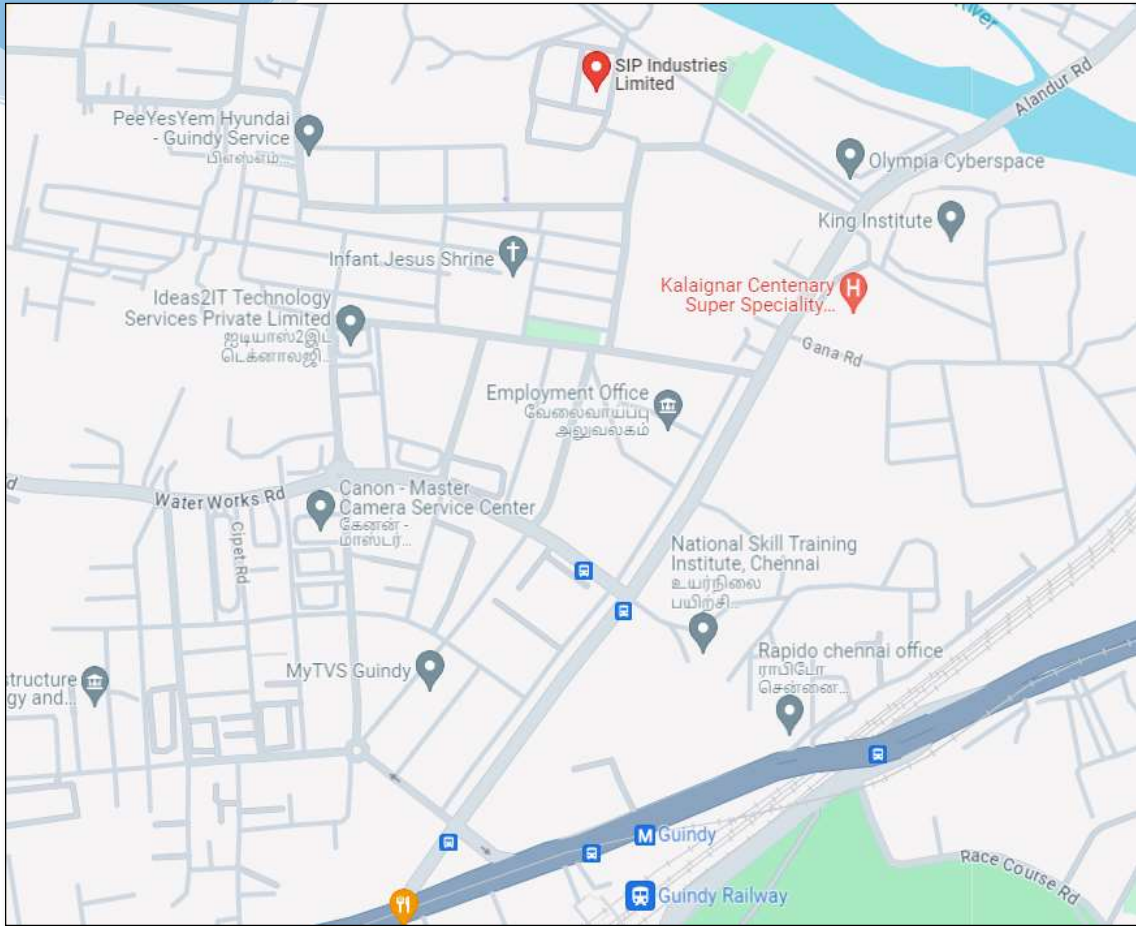
Item no.	Description of Resolutions	Type of Resolution	No. of shares	(FOR) I / We assent to the Resolution	(FOR) I / We dissent to the Resolution
1	Adoption of the Audited financial statements for the year ended March 31, 2023	Ordinary			
2	Appointment of the Statutory Auditors of the Company	Ordinary			
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. Samiyya Arularasan (DIN: 09407539) as Managing Director	Ordinary			

Place:

Date:

.....
Signature of Shareholder

ROUTE MAP OF THE VENUE OF AGM



BOARD'S REPORT

Dear Members,

In accordance with the applicable provisions of the Insolvency and Bankruptcy Code 2016 ("IBC"), the corporate insolvency resolution process ("CIRP") of SIP Industries Limited ("Company") was initiated by an operational creditor of the Company. The operational creditor's application to initiate the CIRP was admitted by the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT") and Mr. Porselvam Govindaswamy (IBBI Registration no. IBBI/IPA-002/IP-N00427/2017-2018/11229) was appointed as the interim resolution professional to manage the affairs of the Company in accordance with the provisions of the IBC vide order dated 30.08.2019. Mrs. Chitra Perinkulam Ragavan (IBBI Registration No. IBBI/IPA-002/IP- N00720/2019-2020/12558) was appointed as the resolution professional ("RP") of the Company, as approved by the Committee of Creditors ("CoC"), which was confirmed by the Hon'ble NCLT vide its order dated 15.04.2021. In view of the pendency of the CIRP, the powers of the board of directors stood suspended and the management of the affairs of the Company was vested with the RP.

In furtherance to above, the resolution plan submitted by Mr. Arularasan ("Resolution Applicant") was approved by the CoC of the Company. The RP submitted the CoC approved resolution plan to the Hon'ble NCLT for its approval and the NCLT vide its order dated April 25, 2022 approved the resolution plan, submitted by the Resolution Applicant under Section 31 of the IBC. In accordance with the provisions of the IBC and the NCLT order, the approved resolution plan is binding on the Company and other stakeholders involved in the resolution plan.

As per the approved resolution plan, during the period between the NCLT approval date (as defined in the approved resolution plan) and the effective date (as defined in the approved resolution plan) ("Interim Period"), a monitoring committee was constituted ("Monitoring Committee") comprising of the RP, 2 (two) representatives of the approving financial creditors and 2 (two) representatives of the Resolution Applicant. During the Interim Period, the powers of the board of directors continued to remain suspended and the Monitoring Committee managed the affairs of the Company as a going concern and supervised the implementation of the resolution plan.

The Monitoring Committee, at its closing meeting held on January 05, 2023, inter-alia, reconstituted the board of directors of the Company ("Board" or "Reconstituted Board") and erstwhile board of directors were dissolved and all the directors of the erstwhile board of directors were deemed to have resigned. Further upon conclusion of the closing meeting, the Monitoring Committee stood dissolved.

Pursuant to and in accordance with the implementation of the approved resolution plan, the Resolution Applicant has acquired 95% of the paid-up share capital of the Company. The Resolution Applicant is the new promoter of the Company.

Members may kindly note that during the CIRP period, interim resolution professional/ resolution professional were entrusted with the management of the affairs of the Company. The directors of the Reconstituted Board were entrusted with the management of the affairs of the Company from April 10, 2023.

The Reconstituted Board of the Company is submitting this report in compliance with the provisions of the Companies Act, 2013 ("Act") and the rules and regulations made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"). The Reconstituted Board is not to be considered responsible to discharge fiduciary duties with respect to the oversight on financial and operational health of the Company and performance of the management for the period prior to the reconstitution of the Board.

The Reconstituted Board presents to the members the 33rd annual report of the Company along with the audited financial statements for the financial year ended March 31, 2023.

Financial Highlights

The highlights of the standalone financial results for the financial year ended March 31, 2023 are given below:

(All amounts in INR thousands)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Income		
Revenue from operations	-	-
Other income	-	15.95
Total income	-	15.95
Profit/(loss) before exceptional item	(657.69)	15.95
Exceptional item	-	-
Profit/(loss) after exceptional item	(657.69)	15.95
Tax expense:		
Current tax	-	-
Deferred tax	-	-
Minimum Alternate Tax credit entitlement	-	-
Total tax expense	-	-
Profit/(loss) after tax	(657.69)	15.95
Share of (loss)/profit from joint venture	-	-
Total other comprehensive income/(loss)	-	-
Total comprehensive income/(loss) for the year	(657.69)	15.95

The financial statement for the financial year ended March 31, 2023, are prepared in accordance with the Companies Act, 2023 ("the Act") and Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

Transfer to reserves:

No amount has been transferred to reserves for the financial year under review.

Dividend:

The Board does not recommend any dividend for the financial year under review. There are no unpaid and unclaimed dividends of previous years and hence the requirement to transfer amount to investor education and protection fund is not applicable to the Company.

State of Company's affairs:

During the year under review, the Company has not carried out any business activities. The Company was under revival process till it has been handed over to Resolution Applicant. Your directors are trying to ascertain new opportunities so that the business can be diversified and company as well as stakeholders be in better position barring any unforeseen circumstances.

Material changes and commitments affecting the financial position of the Company:

There have been no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year of the Company to which the financial statements related to and date of this report. There has been no change in the nature of business of the Company.

Implementation of the resolution plan:

The Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT") had approved the resolution plan submitted by the Resolution Applicant vide its order dated April 25, 2022. The approved resolution plan has been implemented in the following manner:

Infusion of funds in the Company by the Resolution Applicant:

The Resolution Applicant had infused Rs. 32,33,026 in the Company by way of investment in the equity shares of the Company and such infused amount was utilised towards the discharge/ settlement of the admitted operational creditors debt (as defined in the approved resolution plan), allotted CIRP cost amount (as defined in the approved resolution plan), mandatory dissenting financial creditor payments (as defined in the approved resolution plan) and upfront FC debt payment (as defined in the approved resolution plan) in a manner and on such terms as provided under the approved resolution plan.

Assignment of debt to the Resolution Applicant

The creditors had assigned an amount of Rs. 32,00,000/- being payment to sole financial creditor, Rs.18133/- being payment to NSDL and Rs. 14,893/- being payment to Provident Fund as defined under the approved resolution plan to the Resolution Applicant.

Extinguishment/cancellation of erstwhile promoters' shares

The entire existing issued, subscribed and paid-up share capital of the Company held by the erstwhile promoters were extinguished and cancelled. Thus, 29,21,719 equity shares of Rs. 10/- each held by the erstwhile promoters were extinguished.

Reduction and reconstitution of public shareholding

The share capital of the Company had been reconstituted in such manner that the paid up share capital held by the public shareholders were equivalent to 5% of the entire issued, subscribed and paid-up share capital of the Company.

Capital structure:**Authorised share capital**

During the year under review, the authorised share capital of the Company remained same i.e., Rs. 10,00,00,000/- (Rupees Ten crores only) divided into 1,00,00,000 (One crore only) equity shares of Rs. 10/- (Rupees ten only) each.

Paid-up share capital

Pursuant to the implementation of the approved resolution plan, the following changes took place in the paid-up share capital of the Company during the year under review:

The Company had extinguished and cancelled 29,21,719 Equity shares of Rs. 10/- each held by the erstwhile promoters.

The Company had issued and allotted 44,42,594 equity shares of Rs. 10/- to the Resolution Applicant.

The new paid-up share capital of the Company after taking into account aforesaid changes is Rs. 4,67,64,150/- (Four Crores Sixty-Seven Lakhs Sixty-Four Thousand One Hundred and Fifty only) divided into 46,76,415 (Forty-Six Lakhs Seventy-Six Thousand Four hundred and fifteen only) equity shares of Rs. 10/- each.

Annual return:

In terms of Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, as amended, the annual return of the Company will be available on the website of the Company at www.sip-industries.com.

Number of meetings of the Board:

During the CIRP period, the powers of the board of directors stood suspended and no meeting of the board of directors of the Company were held until the completion of CIRP. During the financial year, Monitoring Committee has met once on January 05, 2023. After the end of financial year till the date of this report, Board has met 5 times on April 10, 2023, May 11, 2023, May 31, 2023, August 14, 2023 and November 14, 2023.

Directors and key managerial personnel:

a) Directors:

The following changes took place during the financial year ended March 31, 2023 and upto the date of this report:

Dissolution of erstwhile board of directors of the Company

During the CIRP period, the powers of the board of directors stood suspended and the management of the affairs of the Company was vested with the interim resolution professional/resolution professional. Pursuant to the implementation of the approved resolution plan, the erstwhile board of directors were dissolved and all the directors of the erstwhile board of directors i.e., Mr. Raghunathan Kettandapatti Chakravarthy (DIN: 00007605) Chairman & Managing Director, Ms. Rama Raghunathan (DIN: 00012134)

Women Director, Mr. Ravi Devarajan (DIN: 00577682), Mr. Sukumar Kettandapati (DIN: 00605416), Mr. Prabhakar Rao Udipi (DIN: 01523985) and Mr. Srinivasan Madabusi Thozhur (DIN: 00516762) were deemed to have resigned on January 5, 2023.

Reconstitution of board of directors of the Company

Pursuant to the implementation of the approved resolution plan, the Monitoring Committee had re-constituted the board on April 10, 2023 and following appointments were made:

S.No.	Name of the Director	DIN	Category
1	Samiayya Arularasan	09407539	Additional director under the category of Managing Director
2	Lakshmiprabha Kasiraman	02885912	Additional director under the category of Non-executive Independent Director
3	Nangavaram Mahadevan Ranganathan	06377402	Additional director under the category of Executive Director i.e., Whole-time Director

As on date, the composition of the Board of Directors is as under:

S.No.	Name of the Director	DIN	Category
1	Samiayya Arularasan	09407539	Additional director under the category of Managing Director
2	Lakshmiprabha Kasiraman	02885912	Additional director under the category of Non-executive Non-Independent Director
3	Nangavaram Mahadevan Ranganathan	06377402	Additional director under the category of Whole-time Director
4	Ramamurthy Natarajan	09213226	Additional director under the category of Independent Director
5	Ramaiyan Navamurthy	10209589	Additional director under the category of Independent Director

In terms of Section 161 of the Act, the directors who were appointed as additional directors on the Board of the Company will hold office upto the date of ensuing annual general meeting of the Company. Pursuant to the resolution plan as approved by the Hon'ble NCLT, Chennai bench, the board of directors has recommended the appointment of all the directors in ensuing annual general meeting and the details of all the directors seeking appointment at the 33th Annual General Meeting is annexed to the notice of the ensuing annual general meeting.

Director retiring by rotation:

Since, as a part of implementation of the approved resolution plan, the erstwhile board of directors of the Company were dissolved and new board of directors were reconstituted

with effect from April 10, 2023, no director will retire by rotation at the ensuing annual general meeting of the Company pursuant to Section 152 and other applicable provisions of the Act.

Independent directors and their declarations:

During the CIRP period, Mr. Ravi Devarajan (DIN: 00577682), Mr. Prabhakar Rao Udipi (DIN: 01523985) and Mr. Srinivasan Madabusi Thozhur (DIN: 00516762) were the independent directors of the Company. However, during such period, the powers of the board of directors stood suspended and the management of the affairs of the Company was vested with the resolution professional. As a part of implementation of the resolution plan, the erstwhile board of directors were dissolved and all the directors of erstwhile board of directors were deemed to have resigned on January 5, 2023.

Mrs. Lakshmiprabha Kasiraman (DIN: 02885912) was an Independent Director of the Reconstituted Board with effect from January 5, 2023. She was recategorized as Non-Executive Non-Independent Director with effect from August 14, 2023.

Mr. Ramamurthy Natarajan (DIN: 09213226) and Mr. Ramaiyan Navamurthy (DIN: 10209589) are appointed as Additional Directors (Non-Executive and Independent Directors) on the Board on August 14, 2023. They have given declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

In terms of Section 150 of the Act read with the rules made there under, the Company has received confirmation from all the independent directors, that they are registered on the independent directors' database maintained by the Indian Institute of Corporate Affairs ("IICA"). Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, all the independent directors of the Company are exempted from taking online proficiency self-assessment test conducted by IICA. Also, all the independent directors have confirmed that are complying with the code for independent directors as prescribed in Schedule IV to the Act.

In the opinion of the Board, the independent directors possess the requisite expertise, skill, experience and knowledge and are persons of integrity and repute. They fulfil the conditions specified in the Act as well as the rules made thereunder and are independent of the management.

b) Key managerial personnel:

The following changes took place in the office of key managerial personnel of the Company during the financial year ended March 31, 2023 and up to the date of this report:

During the year under review, Mr. Raghunathan Kettandapatti Chakravarthy (DIN: 00007605) was holding office as Managing Director.

Pursuant to the implementation of the approved resolution plan, Mr. Raghunathan Kettandapatti Chakravarthy (DIN: 00007605), being Managing Director of the erstwhile board, deemed to have resigned on January 5, 2023.

Further, on April 10, 2023, Mr. Samiayya Arularasan (DIN: 09407539) and Mr. Nangavaram Mahadevan Ranganathan (DIN: 06377402) was appointed on the Reconstituted Board as Additional Director. Mr. Nangavaram Mahadevan Ranganathan (DIN: 06377402) was also appointed as Chief Financial Officer of the Company with effect from April 10, 2023.

Mrs. Madesh Mamtha (ICSI Membership No. A70649) was appointed as Company Secretary and Compliance Officer with effect from May 11, 2023.

Performance evaluation of the Board, its committees and individual directors:

The powers of the erstwhile board of directors of the Company were suspended during the CIRP with effect from April 15, 2021 and such powers were vested with the interim resolution professional/resolution professional. As a part of implementation of the resolution plan approved by the Hon'ble NCLT, Chennai bench vide its order dated April 25, 2022, the erstwhile board of directors of the Company were dissolved and new board of directors were constituted on January 05, 2023. Therefore, being very short period, it was not feasible for the new board of directors to carry out the performance evaluation of Board, its committees and individual directors during the remaining period of year under review after re-constitution.

Policy on directors' appointment and remuneration:

In terms of provisions of Section 178 of the Act and applicable provisions of the Listing Regulations, the Company had, prior to commencement of CIRP, put in place a policy on directors' appointment and remuneration. The policy has been posted on the website of the Company.

Familiarisation programme for independent directors:

The details of the familiarisation programme for independent directors are given in the corporate governance report, which forms an integral part of this annual report.

Risk management:

The Company had, prior to the commencement of the CIRP, put in place a risk management policy, for monitoring, mitigating, reporting and effectively managing the risks that are envisaged on the conduct of business wherein all material risks faced by the Company are identified and assessed.

Vigil Mechanism / Whistleblower policy:

The Company had, prior to the commencement of the CIRP process, put in place a vigil mechanism/ whistleblower policy. The details of the policy as well as establishment of vigil mechanism are provided in the corporate governance report and are also available on the website of the Company.

Corporate social responsibility:

The Company had, prior to the commencement of the CIRP, put in place a corporate social responsibility ("CSR") policy and it is also available on the website of the Company. The terms of reference of the CSR committee are detailed in the corporate governance report.

Pursuant to Section 135 of the Act and rules and regulations made there under, it is required to spend two percent of the average net profit of the Company for three immediately preceding financial years. As the average net profit of the Company during previous three financial years was negative, the Company was not required to spend any amount for the CSR purpose during the year under review. Accordingly, the annual report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, is not applicable to the Company.

Subsidiaries, joint ventures or associate companies:

As per the resolution plan approved by the Hon'ble NCLT vide its order dated April 25, 2022, the Company did not have subsidiary companies.

Adequacy of internal financial control system with reference to financial statement:

During the CIRP period, interim resolution professional/ resolution professional was entrusted with the management of the affairs of the Company. The directors of the Reconstituted Board were entrusted with the management of the affairs of the Company from January 05, 2023. The Reconstituted Board reviewed the internal control system of the Company and has initiated steps to implement the robust internal control framework including standard operating procedures. The Reconstituted Board are of the opinion that based on the knowledge/ information gained by them about affairs of the Company in a limited period of time from records of the Company, the Company has effective internal financial control systems reference to financial statement.

Auditors' and their reports:**Statutory auditor:**

The Board of Directors at their meeting held on April 10, 2023, had appointed M/s Murali & Venkat, Chartered Accountants (Firm registration number: 0021625) as the statutory auditors of the Company, to hold office till the conclusion of the Next Annual General Meeting of the Company.

The Statutory auditors have furnished their consent for appointment as the statutory auditor of the Company along with a certificate, pursuant to Section 139(1) and 141 of the Act, stating that they are not disqualified to act as auditor and that their proposed appointment satisfies the terms and conditions prescribed under the Act.

As they are eligible and have expressed their willingness to act as statutory auditor of the Company, the Reconstituted Board, has recommended, the appointment of M/s. Murali & Venkat, Chartered Accountants, as the statutory auditor for a period of 5 (Five) years from the conclusion of ensuing Annual General Meeting till the conclusion of 38th Annual General Meeting.

Statutory auditor's report:

No qualifications, reservations, adverse remarks or disclaimer were made by the statutory auditor in their report on the financial statement for the financial year ended March 31, 2023.

Secretarial auditor:

M/s KRA & Associates, Company Secretaries, were appointed as secretarial auditor to conduct the secretarial audit of the Company for the financial year ended March 31, 2023, as required under Section 204 of the Act. The secretarial audit report of the Company, are annexed as Annexure II and forms an integral part of this report.

Secretarial auditor's report:

The secretarial audit report for the financial year ended March 31, 2023 does not contain any qualification, reservation, adverse remark or disclaimer.

Cost records and cost audit:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable for the business activities carried out by the Company.

Reporting of frauds by auditors:

During the year under review, neither the statutory auditor nor the secretarial auditor has reported to the resolution professional/ audit committee (post completion of CIRP), under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the board's report.

Particulars of loan, guarantee or investment under Section 186 of the Companies Act, 2013:

Loans, guarantees and investments covered under Section 186 of the Act form part of the notes to the financial statement provided in this annual report.

Deposits:

The Company did not accept any deposits within the meaning of the provisions of Chapter V (Acceptance of deposits by companies) of the Act during the year under review. Neither any deposit is unclaimed or unpaid during the financial year ended March 2023.

Conservation of energy, technology absorption, foreign exchange earnings and outgo:

The information pertaining to conservation of energy and technology absorption, as required under Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, as amended, are not applicable to the Company. Further, during the year under review, there was no transaction involving foreign exchange earnings and outgo.

Secretarial standards:

The Company complies with the applicable secretarial standards issued by the Institute of Company Secretaries of India.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company had, prior to the commencement of CIRP, in place an anti-sexual harassment policy in line with the requirements of the Sexual Harassment of Women at

the Workplace (Prevention, Prohibition and Redressal) Act, 2013. As per the said policy, the Company has an internal complaints committee to redress complaints received regarding sexual harassment. The Company did not receive any sexual harassment complaints during the year under review.

Particulars of contracts or arrangement with related parties:

All the related party transactions entered during the year under review were in ordinary course of the business and at arm's length basis and there was no material related party transaction, i.e., transaction with a related party exceeding Rupees 1000 crore or 10% of the annual consolidated turnover, whichever is lower, as per the last audited financial statement of the Company. Since, the disclosure in Form AOC- 2 is required to be made only of the related party transactions or arrangements that were not at arm's length basis or the material related party transactions that were at arm's length basis in accordance with the Section 188 of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC-2 is not applicable. The members may refer the financial statement which sets out the related party disclosures pursuant to Ind AS.

Particulars of employees and remuneration:

There were no employees who were employed throughout the year. The information required under Section 197(12) of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is annexed as Annexure I and forms an integral part of this report.

Significant and material orders passed by the regulators or courts or tribunals impacting going concerns status and Company's operations in future

The Hon'ble NCLT under Section 31 of the IBC, vide its order dated April 25, 2022 approved the resolution plan submitted by Samiayya Arularasan. Except this, no other significant or material orders were passed by the regulators or courts or tribunals or statutory and quasi-judicial body impacting the going concern status and Company's operations in future.

Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year

No applications have been made and no proceedings are pending against the Company under the Insolvency and Bankruptcy Code, 2016 during the year under review.

Details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof

There was no one-time settlement done by the Company and hence the details of difference in valuation arising between such one-time settlement and the loan taken from the banks or financial institutions do not arise.

Directors' responsibility statement:

During the CIRP period, interim resolution professional/ resolution professional was entrusted with the management of the affairs of the Company. The directors of the Reconstituted Board were entrusted with the management of the affairs of the Company with effect from January 05, 2023.

To the best of knowledge and beliefs, the directors of the Reconstituted Board make the following statements in terms of Section 134(3)(c) of the Act:

- i. in the preparation of the annual accounts for the financial year ended on March 31, 2023, the applicable accounting standards had been followed and no material departures have been made from the same;
- ii. such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the March 31, 2023 and of the profit / loss of the Company for the year under review;
- iii. the proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts of the Company have been prepared on a going concern basis;
- v. the internal financial controls were in place and such internal financial controls were adequate and were operating effectively; and
- vi. the Reconstituted Board has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Other disclosures:

No disclosure or reporting is required in respect of the following items as there were no transactions on these items, during the year under review:

- a. The Company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- b. The Company has not issued sweat equity shares;
- c. The Company has not implemented any employee stock option scheme;

- d. None of the directors of the Reconstituted Board including additional directors in the capacity of whole-time directors received any remuneration or commission from Company's holding company or from any subsidiaries of the Company;
- e. There was no revision made in financial statement or the directors' report of the Company;
- f. There has been no change in the nature of business of the Company;
- g. The Company has not obtained any credit rating of its securities;

Acknowledgements

The Reconstituted Board acknowledge and thanks all the stakeholders of the Company including its employees, customers, shareholders, bankers, vendors, lenders, regulatory and government authorities and stock exchanges for their cooperation and support and look forward to their continued support in future.

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

Sd/-

**Samiayya Arularasan
Managing Director
DIN: 09407539**

Sd/-

**N.M. Ranganathan
Director
DIN: 06377402**

Place: Chennai

Date: December 14, 2023

ANNEXURE I TO THE BOARD'S REPORT

Particulars pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended

a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year

The CIRP was initiated in respect of the Company under the provisions of the IBC by an order of the Hon'ble NCLT with effect from April 25, 2022. During the CIRP, the powers of the board of directors stood suspended and the management of the affairs of the Company was vested with the interim resolution professional/resolution professional. No remuneration has been paid to any director during the CIRP period.

As a part of implementation of the resolution plan approved by the Hon'ble NCLT vide its order dated April 25, 2022, the erstwhile board of directors of the Company were replaced by the new board of directors on January 05, 2023.

b) The percentage increase in remuneration of each director, chief financial officer, chief executive officer, company secretary or manager, if any, in the financial year

Not Applicable

c) The percentage increase in the median remuneration of employees in the financial year

Not Applicable

d) The number of permanent employees on the rolls of Company

Nil

e) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

During the financial year 2022-23, there was no increase in salary of any employee.

f) Affirmation that the remuneration is as per the remuneration policy of the Company

It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.

ANNEXURE II – SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended March 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014]

To
The Members
SIP Industries Limited
Module 28,2nd Floor, Block 1, SIDCO Electronic Complex,
Thiru-Vi-Ka Industrial Estate, Guindy, Chennai – 600032.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SIP Industries Limited (hereinafter called “the Company”). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company, during the financial year ended on March 31, 2023 (“Audit Period”), was revived through a Resolution Plan approved by the Honourable National Company Law Tribunal, Chennai Bench Order dated 25th April, 2022. The Company is still in the stage of reviving and is yet to start any business. We further report that the Company’s shares are suspended due to Penal reasons & Procedural reasons.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

1. The Companies Act, 2013 (“the Act”) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment, overseas direct investment and external commercial borrowings
5. The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), to the extent applicable to the Company:
 - a) *The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- d) *The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) *The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- f) *The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with the client
- g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
- h) *The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018

*No such events took place during the period under audit.

6. We have not examined, the systems and processes in place to ensure compliance with the specific laws (to the extent applicable) to the Company as the company is yet to start any business activities.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by the Institute of Company Secretaries of India with respect to meetings of board of directors (SS-1) and general meetings (SS-2)*
*The Company has to improvise the Registers as required in the Secretarial Standards Issued by the ICSI.
- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited.

The corporate insolvency resolution process ("CIRP") was initiated in respect of the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC") by an order of the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT") with effect from 25.04.2022. During the CIRP, the powers of the board of directors stood suspended and the powers were vested with the interim resolution professional/ resolution professional. The Hon'ble NCLT vide its order dated 25th April, 2022 approved the resolution plan submitted by Mr. Samiayya Arularasan ("Resolution Applicant").

As a part of the implementation of the approved resolution plan, the erstwhile board of directors of the Company were replaced by the new board of directors with effect from January 05, 2023 and took control over the management of the Company on a fresh slate principle. Further, pursuant to the Hon'ble NCLT order dated January 05, 2023, any penalty or fines, if any, imposed by the stock exchanges prior to the order date shall stand waived.

During the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, etc., mentioned above, to the extent applicable.

We further report that,

Post completion of CIRP, there were delay in appointing the Board of Director due to V3 Migration on the MCA Portal.

During the CIRP period, meetings were convened by the resolution professional in lieu of board of directors and post completion of CIRP, board meetings were convened for which notices were given, agenda and detailed notes on agenda were sent in advance before the

meeting, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions to manage the affairs of the Company were carried out by resolution professional upto 25th April, 2022 and by the monitoring committee (as per the approved resolution plan) during the period from 25th April, 2022 to 10th April, 2023 and by the newly constituted board of directors from 10th April, 2023. All the decisions were carried out with requisite majority and there were no dissenting views and hence not recorded as part of the minutes.

We further report that,

- A monitoring committee was constituted in accordance with the Hon'ble NCLT, Chennai bench order dated 25th April, 2022.
- The Resolution Applicant had infused the funds in the Company as per the approved resolution plan to settle the dues as mentioned in the approved Resolution Plan.
- The erstwhile board of directors of the Company were dissolved and all the directors under the erstwhile board deemed to have resigned with effect from 05th January, 2023.
- The monitoring committee at its closing meeting held on 10th April, 2023 had re-constituted the board of the Company with the directors nominated by the Resolution Applicant. Further upon conclusion of the closing meeting, the monitoring committee stood dissolved.
- The reconstituted board of directors of the Company took control over the management of the Company with effect from 05th January, 2023 on a fresh slate principle.
- The following corporate actions were approved by the monitoring committee on January 05, 2023 and thereafter by the Board of Directors:
 - i. Extinguishment and cancellation of 4,67,89,360 equity shares of Rs.10/- each held by erstwhile promoters.
 - ii. The trading approval for equity shares from Stock Exchanges is awaited, hence trading in equity shares is suspended.

We further report that our audit is subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company.

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

FOR KRA & ASSOCIATES

Sd/-

Aishwarya
M.No. 20319/C P No 51960
UDIN: A051960E002886297
PR 1847/2022

Date: 14/11/2023

Place: Chennai

ANNEXURE A TO THE SECRETARIAL AUDIT REPORT

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about compliance of laws, rules and regulations and happening of events, etc.
5. The compliances of the provisions of the corporate laws and other applicable laws, rules, regulations, standards are the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR KRA & ASSOCIATES

Sd/-

Aishwarya

M.No. 20319/C P No 51960

UDIN: A051960E002886297

PR 1847/2022

Date: 14/11/2023

Place: Chennai

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis as required under Regulation 34 of SEBI (LODR) Regulations, 2015 read with Schedule V of the said Regulations, forms part of this Board's Report as follows:

Corporate Insolvency Resolution Process

The Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT"), had admitted an application filed by an operational creditor under Section 31 of the Insolvency and Bankruptcy Code, 2016 ("IBC") for Approval of Resolution Plan for SIP Industries Limited ("Company"). Mr. Porselvam Govindaswamy (IBBI Registration no. IBBI/IPA-002/IP-N00427/2017-2018/11229) was appointed as the interim resolution professional to manage the affairs of the Company in accordance with the provisions of the IBC. Mrs. Chitra Perinkulam Ragavan (IBBI Registration No. IBBI/IPA-002/IP- N00720/2019-2020/12558) was appointed as the resolution professional ("RP") of the Company, as approved at the Committee of Creditors ("CoC"), which was confirmed by the Hon'ble NCLT vide its order dated April 25, 2022. In view of the pendency of the CIRP, the powers of the board of directors stood suspended and the management of the affairs of the Company was vested with the RP.

In furtherance to the above, the resolution plan submitted by Mr. Samiayya Arularasan ("Resolution Applicant") was approved by the CoC of the Company. The RP submitted the CoC approved resolution plan to the Hon'ble NCLT for its approval and the NCLT vide its order dated April 25, 2022 approved the resolution plan, submitted by the Resolution Applicant under Section 31 of the IBC. In accordance with the provisions of the IBC and the NCLT order, the approved resolution plan is binding on the Company and other stakeholders involved in the resolution plan.

As per the approved resolution plan, during the period between the NCLT approval date (as defined in the approved resolution plan) and the effective date (as defined in the approved resolution plan) ("Interim Period"), a monitoring committee was constituted ("Monitoring Committee") comprising of the RP, 2 (two) representatives of the approving financial creditors and 2 (two) representatives of the Resolution Applicant. During the Interim Period, the powers of the board of directors continued to remain suspended and the Monitoring Committee managed the affairs of the Company as a going concern and supervised the implementation of the resolution plan.

The Monitoring Committee, at its closing meeting held on January 05, 2023, inter-alia, reconstituted the board of directors of the Company ("Reconstituted Board" or "Board") and erstwhile board of directors were dissolved and all the directors of the erstwhile board of directors were deemed to have resigned. Further upon conclusion of the closing meeting, the Monitoring Committee stood dissolved.

Pursuant to and in accordance with the implementation of the approved resolution plan, the Resolution Applicant has acquired 95% of the paid-up share capital of the Company. The Resolution Applicant is the new promoter of the Company.

The Reconstituted Board is submitting this report in compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations").

Forward looking statement

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify, or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

1. Industry structure and developments

Your directors are trying to ascertain new opportunities so that the business can be diversified and company as well as stakeholders be in better position barring any unforeseen circumstances.

2. Opportunities and threats

The competition from existing and new entrants and managing the geographical / capacity expansion present the Company with new challenges. The Company is making all efforts to revive the business and hopes for good results in the current year.

3. Segment-wise or product-wise performance

The Company's entire business is planned to be from agricultural activities. There are no other primary / secondary segments in the Company's business

4. Outlook

During the CIRP period, the powers of the board of directors stood suspended and the management of the affairs of the Company was vested with the interim resolution professional/resolution professional. Pursuant to the implementation of the approved resolution plan, the erstwhile board of directors were dissolved and replaced with the new board of directors. The new board of directors were entrusted with the management of the affairs of the Company from January 05, 2023. This may have a positive impact on the Company's long-term business and profitability.

5. Risks and concerns

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize losses through detailed studies and interaction with experts.

6. Internal control systems and their adequacy

During the CIRP period, interim resolution professional/ resolution professional was entrusted with the management of the affairs of the Company. The directors of the Reconstituted Board were entrusted with the management of the affairs of the Company from January 05, 2023. The Reconstituted Board reviewed the internal control system of the Company and has initiated steps to implement the robust internal control framework including standard operating procedures. The Reconstituted Board are of the opinion that based on the knowledge/ information gained by them about affairs of the Company in a limited period of time from records of the Company, the Company has effective internal financial control systems.

7. Key financial ratios

There is no significant change (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios, as per the standalone financial statement of the Company.

8. Details of any change in return on net worth as compared to the immediately previous financial year

By virtue of the Hon'ble NCLT order dated April 25, 2022 and approved resolution plan, amount payable to secured financial creditors and other creditors have become NIL, net-worth has improved and hence there is change in return on net worth.

9. Cautionary statement

Statements made in this report, particularly those which relate to management discussion and analysis, describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might vary materially from those either expressed or implied in the statement depending on the circumstances.

REPORT ON CORPORATE GOVERNANCE

The Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015 is not applicable to our company, as our company's Equity capital and Net worth is below the threshold limit prescribed under the said regulation.

Our company has claimed exemption under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has filed relevant non-applicability disclosures to the Stock exchange.

FINANCIAL STATEMENTS AND AUDIT REPORTS

INDEPENDENT AUDITOR'S REPORT

To the members of

SIP Industries Limited

Report on the Audited Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **SIP Industries Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve

collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company does not have any pending litigations which would impact its financial position.
 - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. No amounts were required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv.
 - a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or

entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- i) The Company has not declared or paid any dividend during the year Hence we don't comment on the compliance with section 123 of the Companies Act, 2013.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **LALITHA & CO**

Chartered Accountants

FRN: 016774S

Sd/-

CA R LALITHA

M No: 211720

Proprietrix

UDIN: 23211720BGZZDW4908

Date : December 14, 2023

Place: Chennai.

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

*(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **SIP Industries Limited** of even date)*

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **SIP Industries Limited** ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **LALITHA & CO**
Chartered Accountants
FRN: 016774S

Sd/-
CA R LALITHA
M No: 211720
Proprietrix
UDIN: 23211720BGZZDW4908
Date : December 14, 2023
Place: Chennai.

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

*(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **SIP Industries Limited** of even date)*

- i. In respect of the Company's fixed assets:
 - a) The Company does not have any Fixed assets (Property, plant and equipment) as on 31.03.2023. So, this clause is not applicable.

- ii.
 - a) In our opinion and according to information provided to us, The Company does not have any Inventories as on 31.03.2023. So, this clause is not applicable.

- iii. During the year Company has not made any investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
 - a) The company has not made investments (or) granted loan during the year, where the terms and conditions are prejudicial to the company's interest except as mentioned above clause 3(iii)(a).

 - b) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated by the company and the repayments are regular.

 - c) No Amount is overdue more than 90 days, hence the provisions of the clause 3 (iii)(d) of the Order are not applicable to the Company

 - d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdue of existing loans given to the same party

 - e) The Company has not granted loans or advances in the nature of loans repayable on demand or without specifying any terms or period of repayment during the year to its subsidiaries.

- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of making investments as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2023 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3 (vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, and other material statutory dues applicable to it with the appropriate authorities.
 - b) The Company doesn't have any disputed statutory dues referred to in sub-clause (a) and hence reporting under the clause 3 (vii) (b) is not applicable.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix.
 - (a) The Company has not defaulted any loans or other borrowings from any lender/Bank. Hence reporting under clause 3 (ix)(a) of the Order is not applicable.
 - (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - (c) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. hence reporting on clause 3(ix)(f) of the Order is not applicable.

- x.
- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3 (x)(a) of the Order is not applicable.
- xi.
- (a) To the best of our knowledge and according to the information and explanations given to us, No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) The Company has not received any complaints from whistle blower during the year (and upto the date of this report).
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards
- xiv. (a) The Company has separate internal audit system within the company; however, the existing internal controls are commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Management from internal dept within the company during the year, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company

- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The company has not incurred any cash loss in the current financial year and in immediately preceding financial year
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According the information and explanations given to us, provisions of section 135 of Companies Act 2013 are not applicable to the Company, Hence reporting under clause 3(xx)(a) & 3(xx)(b) of the Order is not applicable

For **LALITHA & CO**
Chartered Accountants
FRN: 016774S

Sd/-
CA R LALITHA
M No: 211720
Proprietrix
UDIN: 23211720BGZZDW4908
Date: December 14, 2023
Place: Chennai.

FINANCIAL STATEMENT

SIP INDUSTRIES LIMITED		
CIN - L24131TN1986PLC012752		
Old No. 17, New No. 35, First main Road, Raja Annamalaipuram, Chennai, Tamil Nadu- 600028		
Statement of Profit and Loss for the Period ended March 31, 2023		
(All amounts in Thousands except for share data or as otherwise stated)		
Particulars	For the Period ended March 31, 2023	For the Period ended March 31, 2022
(I) INCOME		
Revenue from Operations	-	-
Other Income	-	15.95
Total Income	-	15.95
(II) EXPENSES		
Cost of Materials Consumed	-	-
Purchase of Stock in trade	-	-
Changes in Inventories of Finished Goods, Stock in trade and Work-in-Progress	-	-
Employee Benefits Expense	-	-
Finance Costs	-	-
Depreciation and Amortisation expense	-	-
Other Expenses	657.69	-
Total Expenses	657.69	-
(III) Profit / (Loss) Before Tax	-657.69	15.95
(IV) Tax Expense		
Current tax	-	-
Adjustment of current tax relating to earlier years	-	-
Deferred tax	-	-
Total tax expense	-	-
(V) Profit after Tax for the period	-657.69	15.95
(VI) OTHER COMPREHENSIVE INCOME (OCI)		
(I) Items not to be reclassified to profit or loss in subsequent periods	-	-
Net items not to be reclassified to profit or loss in subsequent	-	-
(II) Items to be reclassified to profit or loss in subsequent periods:	-	-
Net items to be reclassified to profit or loss in subsequent periods	-	-
(VII) Total other comprehensive income for the year, net of tax	-	-
(VIII) Total comprehensive income for the year	-657.69	15.95
(IX) Earnings Per Equity Share Rs. 1/- each fully paid (March 31, 2018: Rs. 1/- each fully paid)		
Computed on the basis of total profit for the year		
Basic (Rs.)		
Diluted (Rs.)		
See accompanying notes to the financial statements		

SIP INDUSTRIES LIMITED

CIN - L24131TN1986PLC012752

Old No. 17, New No. 35, First main Road, Raja Annamalaipuram, Chennai, Tamil Nadu- 600028

Balance Sheet as at March 31, 2023

(All amounts in Thousands except for share data or as otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
ASSETS		
Non Current Assets		
(a) Property, plant and equipment	-	2.10
(b) Capital work in progress	-	-
(c) Goodwill	-	-
(d) Other Intangible assets	-	-
(e) Financial assets	-	-
(i) Investments	-	-
(ii) Other financial assets	-	-
(f) Other non-current assets	-	-
(g) Non-current tax assets	-	-
	-	2.10
Current Assets		
(a) Inventories	-	-
(b) Financial assets	-	-
(i) Trade receivables	-	-
(ii) Cash & cash equivalents	50.30	46.04
(iii) Other Assets	-	1,171.06
(c) Other current assets	-	-
	50.30	1,217.11
Total Assets	50.30	1,219.21
EQUITY AND LIABILITIES		
Equity		
(a) Equity share capital	46,789.36	46,789.36
(b) Other equity	-47,755.23	-50,730.68
Total Equity	-965.87	-3,941.32
Liabilities		
Non Current Liabilities		
(a) Financial liabilities	-	-
(i) Borrowings	-	4,237.00
(b) Deferred tax liabilities (net)	-	-
(c) Other non-current liabilities	-	-
(d) Non- Current Provisions	-	-
	-	4,237.00
Current Liabilities		
(a) Financial liabilities	-	-
(i) Borrowings	991.17	-
(ii) Trade payables	-	-
• Total outstanding dues of micro enterprises and small enterprises	-	-
• Total outstanding dues of creditors other than micro enterprises and small enterprises	25.00	360.86
(iii) Other Financial liabilities	-	-
(b) Provisions	-	560.41
(c) Current tax liabilities	-	-
(d) Other current liabilities	-	2.27
	1,016.17	923.54
Total Equity and Liabilities	50.30	1,219.21

See accompanying notes to the financial statements

SIP INDUSTRIES LIMITED		
CIN - L24131TN1986PLC012752		
Old No. 17, New No. 35, First main Road, Raja Annamalaipuram, Chennai, Tamil Nadu- 600028		
Cash flow statement for the Year ended March 31, 2023		
(All amounts in Thousands except for share data or as otherwise stated)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flows from operating activities		
Net profit before taxation	-657.69	15.95
Adjustments for:		
Depreciation and Amortisation expense	-	-
Amortisation on intangible assets	-	-
Profit on sale of Property, Plant & Equipment (net)	-	-
Amortisation of ancillary borrowing cost	-	-
Interest income	-	-
Finance costs	-	-
Adjustment to reserves on approval of Resolution Plan approved by NCLT	3,633.14	-
Operating profit before working capital changes	2,975.45	15.95
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Trade receivables	-	-
(Increase)/Decrease in Other short term financial assets	1,171.06	-
Increase/(Decrease) in Trade Payables	-338.13	-
Increase/(Decrease) in Provisions	-560.41	-
Cash generated from operations	3,247.98	15.95
Direct taxes paid (net of refunds)	-	-
Net cash from operating activities	3,247.98	15.95
Cash flows (used in) / from investing activities		
Purchase of Property, Plant & Equipment (including capital work in progress)	-	-
Purchase of investments	-	-
Adjustment to assets on approval of Resolution Plan approved by NCLT	2.10	-
Net cash used in investing activities	2.10	-
Cash flows (used in) / from financing activities		
Term loans repaid during the year	-4,237.00	-
Short term loans availed during the year	991.17	-
Interest and finance charges paid	-	-
Net cash from financing activities	-3,245.83	-
Net (decrease) / increase in cash and cash equivalents	4.26	15.95
Cash and cash equivalents at the beginning of the year	46.04	-
Cash and cash equivalents at the end of the year	50.30	15.95
	50.30	46.04
See accompanying notes to the financial statements		

SIP INDUSTRIES LIMITED

CIN: L24131TN1986PLC012752

**Regd. Office : Old No. 17, New No. 35, First main Road, Raja Annamalaipuram, Chennai,
Tamil Nadu- 600028**

Notes to accounts:

1. The above financial results were approved by the Board of Directors Directors at their meeting held on 31st May 2023 and have been subjected to Audit by the Statutory Auditors of the company. The above results have been prepared In accordance with the Indian Accounting Standards-(Ind AS) as prescribed under Section 133 of the Companies Act 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules.
2. The figures of the standalone financial results as reported for the year ended March 31,2023 are audited figures in respect of the full financial year. This being the first year of finalization after the takeover of business under the IBC Code, and the business is yet to be commenced. Therefore the figures of quarters prior of the relevant financial years are not considered.
3. Previous period figures have been regrouped wherever necessary.

Date : 31/05/2023

Place : Chennai