



# THE SOUTH INDIA PAPER MILLS LIMITED

Regd. Office & Factory : Chikkayana Chatra, Nanjangud - 571 302, Karnataka State, India  
Corporate & Marketing Office : # 1205 / 1206, Prestige Meridian II, M.G Road, Bangalore - 560 001.

Ref: Stock- Ex/Reg 34(1)/ 2023/ 853

26.08.2023

**BSE Limited**

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

Dear Sir,

**Sub: Submission of Annual Report for FY 2022-23  
Scrip Code : 516108**

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

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are submitting herewith the Annual Report for the FY 2022-23 for your reference.

Kindly take the same on your records.

Thanking you,

Yours faithfully

For **THE SOUTH INDIA PAPER MILLS LTD**

**VIDYA BHAT**

Digitally signed by VIDYA  
BHAT  
Date: 2023.08.26 13:46:54  
+05'30'

Vidya Bhat  
Company Secretary

ACS 29436

Encl: as above

**SIPM**

CIN (Corporate Identity No.) L85110KA1959PLC001352

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

CORPORATE : PHONE : (91) (080) 41123605

E-mail : [marketing@sipaper.com](mailto:marketing@sipaper.com) Grams : PAPERMILLS Website : [www.sipaper.com](http://www.sipaper.com)

***SIPM***

**64<sup>th</sup>**  
**ANNUAL REPORT 2022-23**

***THE SOUTH INDIA PAPER MILLS LIMITED***

### **BOARD OF DIRECTORS**

Mr. Manish M. Patel, B.E., M.B.A., Chairman & Managing Director

Mr. Dineshchandra C. Patel, Bar-At-Law

Mr. Jagdish M. Patel, D.M.E

Mr. S.R. Chandrasekara Setty, B.Com., FCA, ACS

Mr. M.G. Mohan Kumar, B.Sc., LLB, FCA, Licentiate ICSI

Mr. Ajay D. Patel, B.E., M.B.A

Mr. N. S. Kishore Kumar, B.Sc., MBA, CAIIB

Mr. Jitendra A. Patel, Diploma in Paper Technology (Sweden)

Mrs. Girija Shankar, BA, LLB

### **COMPANY SECRETARY**

Mrs. Vidya Bhat

### **AUDITORS**

M/s B. S. Ravikumar & Associates

Chartered Accountants

Mysuru

### **INTERNAL AUDITOR**

M/s Rau & Nathan

Mysuru

### **BANKERS**

Bank of Baroda, Nanjangud

### **REGISTRARS & SHARE TRANSFER AGENTS**

M/s Kfin Technologies Ltd.,

Selenium Tower B, Plot No 31 & 32, Gachibowli Financial District

Nanakramguda, Serilingampally

Hyderabad – 500 032 Telangana

Ph: (040) 6716 2222

### **REGISTERED OFFICE & MILL**

Chikkayanachatra, Nanjangud - 571 302 Karnataka

Phone: (08221) 228265, 228267, 228266

Website: [www.sipaper.com](http://www.sipaper.com)

E-Mails: [corporate@sipaper.com](mailto:corporate@sipaper.com), [marketing@sipaper.com](mailto:marketing@sipaper.com)

Corporate Identity Number: (CIN)-L85110KA1959PLC001352

### **CORPORATE & MARKETING OFFICE**

#1205/1206, Prestige Meridian II, M.G. Road, Bengaluru - 560 001

Phone: (080) 41123605-06 Fax: (080) 41512508.

**Annual General Meeting of the Company by Video Conference  
on Thursday, the 21st September, 2023 at 11.30 AM**

**DIRECTORS' REPORT**

To

The Members

Your Directors hereby present the 64<sup>th</sup> Annual Report of the Company along with the audited accounts for the year ended 31<sup>st</sup> March, 2023.

The Company has adopted Indian Accounting Standards (Ind AS), from the financial year 2017-18 as mandated by the Ministry of Corporate Affairs (MCA), in place of Indian GAAP, followed earlier. Financial statements for the current year, including figures of the previous year are based on IndAS and this adoption has no major impact for the Statement of Profit and Loss.

| <b>WORKING RESULTS</b>                                     | <b>FY 2022-23</b> | <b>FY 2021-22</b> | <b>FY 2020-21</b> |
|------------------------------------------------------------|-------------------|-------------------|-------------------|
| Finished Production of Paper & Paperboards                 | 50,867 MTs        | 54,991 MTs        | 53,372 MTs        |
| Conversion Quantity at the Box Plant (PPD)                 | 28,068 MTs        | 29,225 MTs        | 29,166 MTs        |
|                                                            | (₹ In Lacs )      | (₹ In Lacs )      | (₹ In Lacs )      |
| Revenue from Operations                                    | 28,785.11         | 30,535.57         | 22,678.27         |
| <b>FINANCIAL RESULTS:</b>                                  |                   |                   |                   |
| Profit/(Loss) before interest, depreciation & tax          | (502.35)          | 3,822.44          | 3,817.18          |
| Less : Finance costs                                       | 1,624.38          | 587.75            | 445.82            |
| Gross/Cash Profit/(Loss)                                   | (2,126.73)        | 3,234.69          | 3,371.36          |
| Less : Depreciation                                        | 1,603.39          | 943.92            | 1014.38           |
| Profit/(Loss) before Exceptional items & Tax               | (3,130.12)        | 2,290.77          | 2,356.98          |
| Add : Exceptional income                                   | 1,327.50          | 273.05            | 305.79            |
| Profit/(Loss) after Exceptional items, before tax          | (2,402.62)        | 2,563.82          | 2,662.77          |
| Less : Provision for Current tax                           | ---               | (559.17)          | (483.20)          |
| Less/(Add) : MAT credit (utilized)/ entitlement            | ---               | ---               | (375.16)          |
| Less/(Add) : Deferred Tax (charge)/ credit                 | 752.38            | 160.26            | 100.54            |
| Profit/(Loss) after tax for the year                       | (1,650.24)        | 2,164.91          | 1,904.95          |
| (Less) / Add : (Tax Provision for earlier years)/ Reversal | (16.95)           | 1.14              | ---               |
| Net Profit/(Loss) after Tax                                | <b>(1,667.19)</b> | <b>2,166.05</b>   | <b>1,904.95</b>   |

**OPERATIONS**

Revenue from operations for the financial year 2022-23 at ₹287.85 crores, decreased by 5.73% from ₹305.35 crores in the previous year.

Expansion project to increase paper manufacturing capacity by addition of a new paper plant has been completed and the processes are being optimised for improving efficiency. Current year results are negatively impacted by raw material price volatility, steep increase in energy costs and production losses due to optimisation and stabilisation activity of the new machinery. Production in the last quarter was low due to these activities and holidays in February and March 2023. Raw material prices went up during first half of the year started to decline in Q3, Q4, consequently

# 64<sup>th</sup> Annual Report 2022-2023

bringing down the selling price, resulting in reduction in turnover and margins. Fuel prices are decreasing gradually and operating volumes are gradually being increased. Paper from the new Paper Machine has been received well in the market.

During the second half of the FY 2022-23, realization was lower, as the market was depressed owing to global downturn and recessive conditions and could not get satisfactory unit variable margin, despite lower rawmaterial cost, as fuel prices did not correct as much.

**Operation at the Paper Mill was lower.** It reduced from @ 83% on old capacity to 44% of the new capacity, for the reasons stated above.

At Printing & Packaging Division Conversion tonnage was about 78% as against 81%, in the preceding year.

Profit before interest, depreciation, tax (PBDIT) in FY 2022-23 showed a loss of ₹ 502 lacs, as against ₹ 3,822 lacs profit in the preceding year. Finance costs were higher at ₹ 1624 lacs from Rs 588 lakhs as the Project Term loan interest is getting charged as revenue expenditure, also with increased utilization of working capital facility, from banks. After making a depreciation provision of ₹ 1,603 lacs (Previous year 944 lacs), loss before Exceptional income & tax was ₹ 3,130 lacs(Previous year Profit ₹ 2,291 lacs). Exceptional income of ₹ 1,327 lakhs (previous year ₹ 273 lakhs) on sale of part of an immovable property (held for sale), led the loss before tax to ₹ 2,403 lakhs (previous year Profit before tax ₹ 2,564 lakhs).

Company has opted for new regime of Income tax, wherein effective tax rate is 25.17% sans certain exemptions and allowances like additional depreciation, from FY 2021-22.

Provision for current tax ₹ Nil (₹ 559 lacs) & deferred tax assets credit of ₹ 753 lakhs is considered in view of loss (considering net effect of deferred tax of ₹ 160 lakhs reduction due to opting of lower tax rate in the previous year),net loss for the year stood at ₹ 1,650 lacs. (Previous Year profit ₹ 2,165 lacs)

Considering the prevailing economic environment and the internal and external factors, the Company has assessed the carrying amount of property, plant & equipment, receivables, inventories, investments and other assets as at the Balance Sheet date, the current liquidity position including its cash flows, the business outlook and has concluded that no material adjustments are required in these financial results and the Balance Sheet as at 31-3-2023.

## FINANCES

During the year, cash flow & liquidity remained comfortable for most of the time.

| Sources of funds                        | ₹ in lacs    | Deployment of funds                            | ₹ in lacs    |
|-----------------------------------------|--------------|------------------------------------------------|--------------|
| Sale of Land                            | 1,343        | Repayment of Term Loans                        | 1,114        |
|                                         |              | Repayment of Vendor Financing, STL             | 478          |
| Interest receipts                       | 41           | Capital Expenditure & Advances                 | 2,716        |
| Term Loan drawn from Banks              | 1,746        | Finance Cost incl capitalized interest         | 1,879        |
| Proceeds from issue of shares           | 4,537        | Income tax Paid for earlier years              | 278          |
| Vendor Financing, Short term Loan drawn | 840          | Dividend payment                               | 155          |
| Decrease in Working Capital             | 409          | Security Deposits paid                         | 78           |
|                                         |              | Decrease in Bank Borrowing for Working capital | 1,693        |
| Increase Trade Deposit, others          | 18           | Loss from operations                           | 543          |
| <b>Total</b>                            | <b>8,934</b> | <b>Total</b>                                   | <b>8,934</b> |

|                                      | 31.03.2023 | 31.03.2022 |
|--------------------------------------|------------|------------|
| Long Term Gross Debt to Equity Ratio | 0.68       | 0.74       |
| Current Ratio                        | 1.12       | 1.15       |

Installments of Term Loans and Interest on Term Loans and Working capital borrowings were paid within due dates.

### **RAISING OF FUNDS BY ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS AND CORRESPONDING CHANGE IN PAID UP SHARE CAPITAL**

Pursuant to the shareholders' approval received at the Extra-ordinary General Meeting held on 23<sup>rd</sup> March, 2023, your Company has issued 37,50,000 equity shares of the face value of ₹ 10 each, at a price of ₹ 121 per equity share (including a premium of ₹ 111 per equity share), aggregating to ₹ 45,37,50,000 to Mr Harshad Natvarlal Modi and Mrs Rajul Harshad Modi, for cash consideration, by way of a preferential issue on a private placement basis in terms of provisions of Section 42, 62 and such other applicable provisions of the Act read with the rules made there under and Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Post completion of the issuance, the equity paid up share capital of the Company has increased from 1,50,00,000 Equity Shares of ₹ 10/- each to 1,87,50,000 Equity Shares of ₹ 10/- each. There is no change in the Authorized Share Capital of the Company.

The utilization of proceeds of the Preferential Issue is as under

| Sl No. | Description                                                                                                                                                                                | Funds raised through Preferential Allotment on 28 <sup>th</sup> March 2023 | Funds utilized till 31 <sup>st</sup> March 2023 | Funds utilized from 1st April 2023 till the date of Director's report i.e 25 <sup>th</sup> May 2023 |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 1.     | Augmenting of working capital needs of the Company, and partly to reduce the term debt from Banks with a view to conserve cash flows by reduction of interest and repayment of instalments | ₹ 45,37,50,000                                                             | ₹ 31,25,25,000                                  | ₹ 14,12,25,000                                                                                      |

As on the date of the Directors' Report i.e as on 25<sup>th</sup> May 2023, the entire amount raised through Preferential Allotment been fully utilized.

### **DEPOSITS**

The Company has neither accepted nor renewed any deposits within the meaning of Section 73 of the Companies Act, 2013 and rules framed there under, during the financial year.

### **CREDIT RATING**

ICRA has downgraded the Company's Long term Credit rating (for Fund based limits i.e. Term Loans and CC limits) from [ICRA]BBB+ stable to [ICRA]BBB with negative outlook and a short term rating (for Non Fund based limits i.e LC & BG facilities) of [ICRA]A2, to [ICRA]A3+ in view of the losses incurred.

# 64<sup>th</sup> Annual Report 2022-2023

## **CURRENT PROSPECTS**

Current year, the operating levels improved in April 2023. May is below normal, owing to holidays and stoppages. Globally, Inflation has peaked out as per Central Banks due to strict measures, which now threatens to give rise to recessive conditions impacting the demand in the near term. Company is trying hard to cut losses and reach to cash profits by first half of the current Financial Year. Situation may improve further in the second half of FY 23 with optimum scale of operation, leading to positive earnings.

The market conditions for paper, though generally competitive, as the industry capacity has increased substantially over the years, is favorable for quality products in the segment in which the Company can operate with the new plant. The market for corrugated boxes has become extremely competitive, as more players shift towards the new technology paradigm in corrugation even as demand growth remains lackluster. The Company is exploring opportunities in new areas where the ban in single use plastic affords new opportunities

## **CAPITAL EXPENDITURE PLANS**

Expansion project to increase paper manufacturing capacity by addition of a new paper plant has been completed and the processes are being optimised for improving efficiency.

New Production Capacity of 350 MTPD (Metric Tonnes Per Day) is operative, in place of 200 MTPD earlier.

## **CORPORATE GOVERNANCE**

As per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 separate Report on Corporate Governance, along with Auditors Certificate confirming the compliance is attached.

### **Directors' Responsibility Statement :**

As required by Section 134(5) of the Companies Act 2013, we state that :

While preparing the Annual Accounts, the Company has followed the applicable Accounting Standards;

The Directors have selected such accounting policies and applied them consistently and has made judgements and estimates that are reasonable and prudent, so as to give true and fair view of the state of affairs of the Company as at 31-3-2023 & of the loss of the Company for the financial year 2022-23.

The Directors have taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

The Directors have prepared the annual accounts on a going concern basis.

The Directors have laid down internal financial controls to be followed by the Company and the controls are adequate and operating effectively.

The Directors have devised proper systems to ensure compliance with the provisions of all the applicable laws and these systems are adequate and operating effectively.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the year, the Company did not give any Loan / Guarantee or has provided any security or make investment covered under Section 186 of the Companies Act, 2013

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY**

None of the transactions with any of the related parties was in conflict with the interests of the Company. Details of transactions with related parties are furnished as an annexure in Form AOC-2.

**CHANGES IN NATURE OF BUSINESS OF THE COMPANY**

There was no change in the nature of business of the Company during the year.

**MATERIAL CHANGES & COMMITMENTS**

There was no change in the nature of business of the Company during the year.

There was no material changes and commitments in the business operations of the Company since the close of the financial year on 31<sup>st</sup> March 2023 to the date of this report.

**SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

In terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Company has formulated a Policy to prevent Sexual Harassment of Women at workplace. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS**

As per Rule 8(5)(vii) of the Companies (Accounts), Rules 2014, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations.

**INTERNAL FINANCIAL CONTROL WITH REFERENCE TO FINANCIAL STATEMENTS**

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

**ISO 9001 CERTIFICATION**

Company's Quality Management Systems (QMS) have been audited by Bureau Veritas Certification India Pvt Ltd and ISO 9001: 2015 Certification was awarded to the Printing & Packaging Division of the Company. This Certification issued is valid up to 17-5-2024.

**FOREST STEWARDSHIP COUNCIL (FSC) CERTIFICATION**

The Company continues to be certified under standards of FSC, namely FSC-STD-40-003, FSC-STD-40-004 and FSC-STD-40-007 for its product group. This is an assurance of environmental protection by providing sufficient documentary controls and traceability throughout the Chain of Custody. This certification means Company is capable of manufacturing FSC Recycled and FSC Mixed products.

# 64<sup>th</sup> Annual Report 2022-2023

## **RESEARCH & DEVELOPMENT**

Several special application grades have been developed & successfully introduced during the year to cater to stringent customer specific requirements.

## **ENERGY CONSERVATION MEASURES**

The particulars required under Section 134 (3) (m) of the Companies Act, 2013 with regard to energy conservation measures are furnished in the Annexure.

## **ENVIRONMENTAL PROTECTION**

Your company has always endeavored to remain in harmony with its eco-sphere and tried to equitably balance the interest of all stakeholders in it, often going beyond the statutory impositions placed by regulatory authorities. In such efforts are included the installation of a 0.5 acre hold tank and a 2 km delivery pipeline for irrigating otherwise dry lands. ETP facility installed in the preceding year for conserving water and meeting the pollution control norms even on the expanded capacity of the paper mill is functioning satisfactorily. The treated effluent water is utilized for irrigation purposes in the nearby fields of third party farmers with excellent crop yields.

The Company has installed & been operating the Electro Static Precipitator (ESP) Systems for its Boilers for controlling dust emission and dust extractor system for controlling dust at its fuel handling system. Centrifuge and other machineries have been installed for effluent treatment. Fuel shed with roofing, controls dust emissions and conserves the resources.

In order to ensure environmentally safe disposal of solid wastes, the Company has started disposing Ash and plastic waste to recyclers authorized by KSPCB. Ash is used in brick manufacturing and plastic is being used in cement kilns.

The Company had engaged the expert services of University of Agricultural Sciences, Gandhi Krishi Vigyana Kendra, Bangalore for a study of 'Utilisation of Paper Mill Effluent for Agricultural Purpose'. After 4 years study, a final report has been issued concluding that the effluent generated by the paper mill contains small amount of nutrients, higher amount of salts and are within limits of Central Pollution Control Board norms. The finding further says that mill effluent along with additional dose of nitrogen has significant effect in increasing the crop yields.

## **DIVIDENDS**

In view of the loss, no Dividend is recommended for FY 2022-23 (Previous year Dividend of 10% i.e. Re 1.00 per equity share of Rs 10 each was recommended). The total distribution amounts to Rs. Nil (Last year 150 lacs)

As per Ind AS 10, Events after the reporting period, Proposed Dividends on Equity shares being a non-adjusting event at the Balance Sheet date, was not recognised as a liability in the accounts for the previous year ended 31<sup>st</sup> March, 2022. This Dividend was recognised in the accounts in the year of payment i.e. FY 2022-23.

## **PARTICULARS OF EMPLOYEES**

Particulars of employees as prescribed under the Companies Act, 2013 are annexed.

## **Annual Return**

Copy of the Annual Return for the financial year ended 31-3-2023 is available on our website [www.sipaper.com](http://www.sipaper.com).

**Managerial Remuneration**

Requisite details as per Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is annexed herewith and forms a part of this Annual report

**Meetings of the Board**

The number of meetings of the Board held and details thereof are mentioned in the Report on Corporate Governance forming a part of this Annual Report.

**Whistle Blower Policy**

In deference to Section 177 (9) of the Act, read with relevant Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Listing Regulations the Company has established a vigil mechanism overseen by the Audit Committee. The Company has formed Whistle Blower policy as required under the Companies Act 2013 and Listing Regulations and no personnel has been denied access to the Audit Committee.

**Risk Management**

The Company has a risk management framework to identify and evaluate business risks and opportunities. It seeks to create transparency, minimise adverse impact on the business objective and enhance the Company's competitive advantage. It aims at ensuring that the executive management controls the risk through means of a properly defined framework.

The Company has laid down appropriate procedures to inform the Board about the risk assessment and minimization procedures. The Board periodically revisits and reviews the overall risk management plan for making desired changes in response to the dynamics of the business.

The Board of Directors have constituted a Risk Management Committee as required under the Listing Regulations, vide Board Meeting held on 27.01.2015, to frame, implement and monitor the risk management plan of the Company. The Committee comprises of the following Directors.

|                            |   |          |
|----------------------------|---|----------|
| Mr Manish M Patel          | – | Chairman |
| Mr M G Mohan Kumar         | – | Member   |
| Mr S R Chandrasekara Setty | – | Member   |

The terms of reference of risk management committee include review of Risk management policy and its development within the Company, to monitor the effectiveness of risk management policy, review major risks of the Company and to advice on mitigation to the Board.

**LABOUR RELATIONS**

The industrial relations climate in the Company during the year was cordial and harmonious. A 6 year Wage settlement agreement signed with workers' union at the Paper Mill was in force upto 31-3-2022. Negotiation for agreement for the subsequent period is in progress. In case of the Box unit, a 4 year Wage settlement agreement signed with workers' union is in force upto 31-3-2024.

**DIRECTORS**

In terms of Section 152 of the Companies Act 2013, Mr Ajay D Patel (DIN 00466905) retires by rotation and he, being eligible offers himself for re appointment.

# 64<sup>th</sup> Annual Report 2022-2023

Your Directors recommend his reappointment.

## **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declaration from all the Independent Directors under Section 149(7) of the Companies Act 2013, in respect of meeting the criteria of independence as provided under Section 149(6) of the Act.

## **BOARD EVALUATION**

The Board of Directors have carried out an annual evaluation of its performance, Board Committees and Individual Directors pursuant to the provisions of the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board has recorded overall satisfaction.

In a separate meeting of Independent Directors held on 28-03-2023, the performance of Non Independent Directors, Board as a whole and the performance of the Chairman was evaluated. They have expressed overall satisfaction on such evaluation

## **POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION**

The Company's Policy on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters as provided under Section 178(3) is annexed hereto and forms part of this Annual Report.

Criteria for performance evaluation of Independent Directors' as required by the Listing Regulations also forms part of this report.

## **CORPORATE SOCIAL RESPONSIBILITY**

The Board has constituted a Corporate Social Responsibility Committee as mandated by Section 135 of the Companies Act 2013 vide Board Meeting held on 27.01.2015.

The broad terms of reference of the CSR Committee are as under:

- Formulating and recommending to the Board, the CSR Policy which shall indicate the activities to be undertaken by the Company.
- Recommending the amount of expenditure to be incurred on the aforesaid activities and;
- Reviewing and Monitoring the CSR Policy of the company from time to time.

The Company has spent towards CSR activities during the year Rs 45.11 lakhs in full. There is no unspent amount.

A report on CSR Activities is annexed herewith and forms a part of the Directors' Report.

## **APPOINTMENT OF KEY MANAGERIAL PERSONNEL**

There are no changes in Key Managerial Positions during the year.

**OTHER DISCLOSURES**

The Company has not made any application, nor any proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016 during the year under review.

The Company has not made any one time settlement with any Banks or financial institution during the year under review. Hence Rule 8(5)(xii) of Companies (Accounts) Rules 2014 is not applicable.

**AUDITORS**

There are no adverse comments by the Auditors in their report annexed herewith.

**SECRETARIAL AUDIT**

Pursuant to Section 204(1) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr S N Hitaish Kumar, Practicing Company Secretary (C P No. 6553), to conduct the Secretarial Audit of the Company for Financial Year 2022-23. The Secretarial Audit Report in Form MR 3 is annexed.

Explanation for observation / comments made by the Company Secretary in Practice.:

Version 3 of Ministry of Corporate Affairs website through which Report on Corporate Social Responsibility in Form CSR-2 was due for filing on or before March 31, 2023 is popping up error message upon uploading and grievance in this regard has already been raised by the Company which is pending resolution.

**INTERNAL AUDITOR**

Pursuant to Section 138(1) of the Companies Act, 2013, the Company has appointed M/s Rau and Nathan Chartered Accountants (Firm Regn. No.003178S), Mysore, to conduct Internal Audit of the functions and activities of the Company for Financial Year 2022-23.

**COST AUDIT**

Company's products are not notified for Cost Audit in FY 2022-23.

**APPRECIATION**

Your Directors take this opportunity to place on record their appreciation for services rendered by the employees, sales agents, Banks & Financial Institutions.

for and on behalf of the Board of Directors

Nanjangud  
25<sup>th</sup> May, 2023

**Manish M. Patel**  
Chairman & Managing Director

## MANAGEMENT DISCUSSION AND ANALYSIS

### i) Industry Structure & Developments :

The Indian Paper Industry has been historically segmented on a three dimensional matrix identified by size, grades manufactured and raw materials utilised. Government policies on indirect taxation rates applicable to output have relied on this segmentation. Generally, tariff rates have protected smaller units utilising “unconventional” raw material. Over the years, the growth of various segments, investment levels in specific segments, technological changes, industry fragmentation and intensity of competition have been significantly influenced by the Government’s tariff policy.

Over 600 players currently populate the domestic industry and the estimated output across all grades is about 20 million metric tonnes per annum (MTPA). Global paper consumption is about 400 Million Tonnes per annum and about 50% is recycled each year. Global demand forecast for the year 2030 is 480 Million Tonnes. The three broad segments of the market are Writing and Printing Grades (Cultural), Packaging Grades (Industrial) and Newsprint.

The “Industrial” Segment of the paper market broadly comprises of Corrugated Case Materials, (CCM) and Duplex Boards -white lined and coated or uncoated. Fragmentation is severe in this segment which constitutes about 50% of the total output of Paper & Board. This segment entirely relies upon “unconventional” raw material such as waste paper (imported and domestically sourced) and, to a limited extent, on agricultural residues. The average size of units in this segment is now about 15,000 MTPA and most units cater to local area demand from small semi-auto corrugated box factories and small printers. Although the other segments in the Indian paper industry are also fragmented by international standards, the degree of fragmentation is less severe.

Historically, the bulk of the output of “Cultural” grades - comprising of writing, printing, office stationery paper and speciality paper has been the preserve of the larger producers, who use forest based raw materials in integrated pulping facilities augmented by imported market pulp. This segment has been consistently taxed at higher rates due to its size and use of “conventional” forest based raw material. Investment in plant for these players has also been higher. With a relatively smaller number of players and high import tariff protection, prices of end products, generally perceived to be of higher quality, have been high. “Lower end cultural grades” manufactured by smaller players using unconventional raw materials in low investment, low-tech plants cater to consumers in the price sensitive sub-segment of this market. This sub segment has historically depended heavily on the tariff differential based on size and raw material for its viability. Some of the mid-sized players in the writing and printing segment are in the process of expansion and modernization and are installing wider/faster machines with full fledged de-inking plants to produce the higher quality that is increasingly preferred and for which consumers are willing to pay more. Several of the “large-integrated” forest based producers have also recently increased forest based pulping capacities. The cultural paper segment contributes about 35% of the annual paper and paperboard production with a current demand growth rate of about 6 to 7% per annum. The high investment levels required and limited “conventional” fiber resources are the major deterrents to growth in this segment for both existing players as well as new entrants.

The Indian Paper industry which accounts for about 4.5% of global production, in recent times has registered faster growth rates of about 7%. The domestic demand is expected to grow at about 6 to 7% p.a. Paper industry plays an important role in the socio-economic development of the country.

Despite several infrastructural impediments there is a strong growth in demand in several sub-segments of the Indian Paper Industry. There is perceptible shift in preference for higher quality products in both the Industrial and Cultural

Segments and players with the right grade-quality mix are seeing opportunities for profitable growth. As per our assessment, most of the dominant players in each industry segment will be operating near to capacity and one can expect a round of capacity additions which will however be circumscribed by factors peculiar to individual units such as the ability to raise funds cost effectively, availability of raw material and low cost energy.

## **ii) Opportunities & threats:**

The Indian Government's policy for the paper industry lacks perspective. It is necessary that the Government come up with a clear policy on pulpwood plantations that can benefit the paper industry in terms of introducing more virgin fiber into the fiber basket. In the face of fierce global competition, sustenance of industry with only agro-based raw materials and recycled fiber will be very difficult to achieve. The Government also needs to create a more conducive atmosphere for investment into this sector.

In the medium term, much of the growth in the packaging segment of the Industry is expected to be based on recycling of waste paper. This is already the trend in China. Indian paper companies in the packaging segment are also expected to fuel their near to medium term growth through waste paper imports from regions of surplus such as North America and Europe.

Much has changed in the global recycled fiber flow pattern since the imposition of a complete ban on the imports of wastepaper by the Chinese Government.

China continues to be the largest consumer of paper and board and the Chinese demand constitutes a large proportion of Global demand – particularly for packaging of manufactured consumer goods for domestic and international consumption. The complete ban on imports with effect from January 2020 of wastepaper by the Chinese Government is the culmination of a series of progressively stringent rules on the quality of imported wastepaper imposed since 2017. During the period 2018-2021, Chinese paper manufacturing capacity was hamstrung by the shortage of imported recycled paper to the extent of about 25%. This caused a spurt in prices of domestic recycled fiber and a jump in paper prices, particularly for containerboard which constitutes about 55 million MT per year of the Chinese paper demand. The shortage in containerboard supply of about 12-14 million MT was met during 2019, 2020 by imports from other regions of both recycled roll pulp and finished product. Many Indian mills, due to the generally poor quality could only meet the low-end demand of Roll Pulp during this period. Over the period, large Chinese producers began to set up world class capacities outside China, particularly in Southeast Asia, where wastepaper imports are not banned. In 2022, they fill much of the demand supply gap in the China market. The lucrativeness of the demand for Roll Pulp from Indian mills, has since disappeared but brought new, low-end capacities of Containerboard into the Indian market resulting in a capacity overhang in India. This situation is driving up domestic fiber prices and depressing finished product prices.

The China ban has also driven up Global prices of virgin pulp and consequently higher end Containerboard grades like Kraft Liner. Opportunity lies in substituting these expensive grades with high performance recycled grades with acceptable aesthetics and strength. Opportunity also lies in substituting other grades based on Virgin Pulp like mailer bag stock which has a rising demand from the e-commerce sector.

Large capacities created by Chinese groups in Southeast Asia constitute a large demand for imported recycled waste. They also possess relative buying strengths and constitute a cost threat to that extent. Over time, however, as domestic capacities stabilize and domestic collection improves, a larger proportion is expected to be sourced

# 64<sup>th</sup> Annual Report 2022-2023

domestically with the fiber basket being upgraded by pulp imports. The strength of any firm in this industry is however expected to come from a presence throughout the supply chain from raw material to packaging production and delivery.

Whilst this is a capital-intensive industry, the current structure of depreciation tax shields, finance (interest) costs and relatively short-term repayment horizons places severe limitations on fresh investments.

This phenomenon has effectively increased the project cost on expansion and new green-field investments. At the same time, the continuous reduction of import tariffs keeps margins under pressure.

The absence of large-scale investments and green field projects in a rapidly growing economy with one of the lowest per capita paper consumption rates is testimony to this situation. Further, the ban on single-use plastic is favourable to Paper Industry.

### **iii) Segment wise or product wise performance:**

The Company is engaged in the business of manufacture and sale of Paper & Paper products. In the context of IndAS-108 –Operating Segments, Paper and Paper Products constitute the only reportable segment of the Company.

### **iv) Outlook:**

Growth rate of the Indian economy expected around 7% in FY 2022-23 as against 8.5% (on lower base of earlier year due to Covid-19 effect) in 2021-22 .

Demand for paper in FY 2024 is expected to revive towards the end of first half, after the sluggish demand in the past one year, as a fallout of inflationary conditions prevailing globally, which seems to have corrected to a great extent, as a result of measures taken by the Central Banks during the past one year.

Innovative cost containment and cost cutting will be required by paper mills to not only maintain business volumes but to capture a larger portion of a slowly growing pie.

### **v) Risks and Concerns:**

New, large scale manufacturing capacities are being created in several down-stream industries such as electronic goods, white goods, cell phones and fast moving consumer goods. These industries that have been seeing a year-on-year growth of 8 to 10% are expected to also slow but not as much as the general slowdown in the economy.

The Government has also prioritized policies aimed at promoting rapid up-gradation in supply chain systems for retail distribution and export of fruits and vegetables. The automotive components industry is also growing and demanding wooden packaging substitutes. The footwear and garments exports segments are growing but at a more moderate pace as export markets slow.

All these and other trends indicate that there will be a better than average growth in the demand for high-quality, world-class packaging material produced in state-of-the art facilities and delivered just-in-time.

Whilst one would ordinarily expect these trends to encourage strong players in the paper converting industries to either expand or paper producers to forward integrate and seize the opportunities for growth, this has not actually happened due to the uncertainty from the flip flop tariff policy decisions.

Historically, the policy of “reservation” of this industry for the small scale sector has resulted in extreme fragmentation with low productivity, small capacities and poor quality of output. The indirect tax structure and the industry structure of consuming industries highlighted earlier allows these capacities to continue to exist albeit marginally and this production base continues to supply the existing demand, its survival being circumscribed by the tax/tariff structure applicable to users of packaging material.

During February 2008, corrugated box manufacturing was taken off the list of products reserved for the small scale industries. This change should see consolidation of production in the corrugated box industry as well as a significant shift in the overall quality of boxes. These changes would elevate the quality requirements for corrugating case paper – both liners and fluting, placing significant pressure on paper manufacturers in terms of fresh investments in paper making processes to meet the emerging quality requirements. New, better capitalized and organized players are expected to enter the market. However, the current tariff structure in the entire value chain from raw material for the paper industry to the final consumer product as well as the vertical value chain split described earlier will shape the speed of evolution and growth of this segment.

**vi) Internal Control Systems:**

Your company has an adequate internal control system in place. The internal control system is proactive. The company has an audit committee which oversees the adequacies of the internal control systems and reports to the Board.

**vii) Discussion on financial performance with respect to operational performance:**

Revenue from operations for the financial year 2022-23 at ₹ 287.85 crores, decreased by 5.73% from ₹ 305.35 crores in the previous year.

Profit before interest, depreciation, tax (PBDIT) in FY 2022-23 showed a loss of ₹ 502 lacs, as against ₹ 3,822 lacs profit in the preceding year. Finance costs were higher at ₹ 1624 lacs from ₹ 588 lakhs as the Project Term loan interest is getting charged as revenue expenditure, also with increased utilization of working capital facility, from banks. After making a depreciation provision of ₹ 1,603 lacs (Previous year 944 lacs), loss before Exceptional income & tax was ₹ 3,130 lacs (Previous year Profit ₹ 2,291 lacs). Exceptional income of ₹ 1,327 lakhs (previous year ₹ 273 lakhs) on sale of part of an immovable property (held for sale), led the loss before tax to ₹ 2,403 lakhs (previous year Profit before tax ₹ 2,564 lakhs).

Company has opted for new regime of Income tax, wherein effective tax rate is 25.17% sans certain exemptions and allowances like additional depreciation, from FY 2021-22.

Provision for current tax Rs Nil (₹ 559 lacs) & deferred tax assets credit of ₹ 753 lakhs is considered in view of loss (considering net effect of deferred tax of ₹ 160 lakhs reduction due to opting of lower tax rate in the previous year), net loss for the year stood at ₹ 1,650 lacs. (Previous Year profit ₹ 2,165 lacs)

The major reasons for the large and negative change in operating results were:

- Inventory Losses due to volatility in the prices of imported raw material; There was a very steep and unprecedented fall in the prices of imported raw material (approximately \$160 over 60 days) after a very steep rise (about \$120 over 6 months) during the last two quarters of 2021-22 when the Company was in the process of building up inventories for the new expanded capacity.

# 64<sup>th</sup> Annual Report 2022-2023

- A very steep increase in imported coal prices (about 3 times per unit heating value) due to the Geopolitical situation created by the Ukraine conflict; This resulted in energy costs rising from around Rs 5500 to Rs.11,000 per MT. The impact on kraft paper manufacturers was uneven with those depending on Cogeneration for energy production and using imported fuel being the worst affected. Many of the smaller kraft paper capacities that source electricity from the grid remained less affected as the cost of grid electricity, being largely dependent on domestic coal, rose much less. Some manufacturers depending on wheeling and banking of captive/owned solar/wind power facilities fared the best as they substituted costlier purchased electricity with energy from their own facilities. The need to pass on costs to buyers by the different players in the industry thus varied and the rise in finished product prices for us who are 100% dependent on Cogenerated energy from imported coal was far short of the requirement based on the rise in fuel cost.
- Decline in volumes during the retraining of operating staff, stabilization of the new paper machine and pulping system.
- Losses in terms of higher specific energy consumption during the transition and stabilization of production from the older paper machines to the new paper machine.

The Expansion project to increase paper manufacturing capacity by addition of a new state of the art paper plant has now fully been completed and the processes are being optimized for improving efficiency. Production on the older paper machines stopped during the last quarter of 2022-23. Workmen and Supervisory staff are now trained well enough to operate the relatively sophisticated new production facilities.

We optimistically report that fuel prices are decreasing gradually, and operating volumes are increasing. Paper from the new Paper Machine has been received well in the market. New grades planned have been successfully introduced.

**Key Financial Ratios** – Given in Note No. 43 of the Notes to Financial Statements.

## **viii) Material developments in Human Resources/Industrial Relations front:**

The industrial relations climate in the Company during the year was cordial and harmonious. A 6 year Wage settlement agreement signed with workers' union at the Paper Mill was in force upto 31-3-2022. Negotiation for agreement for the subsequent period is in progress. In case of the Box unit, a 4 year Wage settlement agreement signed with workers' union is in force upto 31-3-2024.

The focus of HR activities is on employee involvement in operations of the company for effective results.

Efforts are being directed at building a strong management team oriented to entrepreneurial thinking and innovation in problem solving.

As on 31<sup>st</sup> March 2023, the Company had on its rolls, 347 employees consisting of 213 workmen and 134 technical/supervisory/ Administrative staff in different locations.

## **ANNEXURE TO THE DIRECTORS' REPORT COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION**

### **APPOINTMENT POLICY**

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on industry and strategy of the Company. The appointment policy for Independent Directors, Key Managerial Personnel & Senior Executives will be as under:

#### **(A) Independent Directors:**

Independent Directors will be appointed based on the criteria mentioned under Section 149(6) of the Companies Act, 2013 and in accordance with other applicable provisions of the Companies Act, 2013, rules made thereunder & Listing Agreement entered with Stock Exchange.

#### **(B) Key Managerial Personnel (KMP):**

KMP will be appointed by the resolution of the board of directors of the company, based on the qualification, experience and exposure in the prescribed fields. Removal of the KMP will also be done by the Resolution of the Board of Directors of the Company. Appointment/Removal will be in accordance with provisions of the Companies Act, 2013, rules made thereunder & Listing Agreement entered with Stock Exchange.

#### **(C) Senior Executives:**

Senior Executives will be appointed by the Chairman & Managing Director of the Company based on their qualification, experience & exposure. Removal of the Senior Executives will also be done by Chairman & Managing Director. Further, appointment & removal will be noted by the Board as required under clause 8(3) of Companies (Meetings of Board and its Powers) Rules, 2014.

### **CRITERIA FOR NON EXECUTIVE DIRECTOR'S APPOINTMENT**

The Nomination and Remuneration Committee will identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director.

Directors would be chosen from diverse fields of expertise drawn from management, finance and other disciplines. The Nomination and Remuneration Committee will ensure that the candidate is not disqualified in any manner under Section 164 of the Companies Act, 2013.

### **REMUNERATION POLICY**

The Company has adopted a Remuneration Policy for the Directors, KMP and other employees, pursuant to the provisions of the Act and Listing Regulations.

The key principles governing the Company's Remuneration Policy are as follows:

#### **Remuneration for Independent Directors and Non-Independent Non-Executive Directors**

- (i) Independent Directors (ID) and Non-Independent Non-Executive Directors are to be paid sitting fees for attending the meetings of the Board and of Committees of which they may be members, and receive commission within regulatory limits, as recommended by the Nomination and Remuneration Committee and approved by the Board.
- (ii) Overall remuneration should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company, taking into consideration the challenges faced by the Company and its future growth imperatives.

# 64<sup>th</sup> Annual Report 2022-2023

- (iii) Remuneration paid should be reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration and be consistent with recognized best practices.
- (iv) The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.

The Nomination and Remuneration Committee will recommend to the Board the quantum of commission for each Director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and Committee Meetings, individual contributions at the meetings and contributions made by Directors other than in meetings.

## **REMUNERATION FOR MANAGING DIRECTOR (MD) / KEY MANAGERIAL PERSONNEL (KMP)/ REST OF THE EMPLOYEES**

- (i) The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be market competitive, driven by the role played by the individual, reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay, consistent with recognized best practices and aligned to any regulatory requirements.
- (ii) Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience. In addition, the Company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings. The Company also provides all employees with a social security net subject to limits, by providing Insurance cover and accidental death etc. The Company provides retirement benefits as applicable.
- (iii) In addition to the basic / fixed salary, benefits, perquisites and allowances as provided above, the Company provides MD remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, as determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the MD is based on performance as evaluated by the Nomination and Remuneration Committee and approved by the Board.

## **PERFORMANCE EVALUATION CRITERIA OF INDEPENDENT DIRECTORS**

- (1) Attending Board/Committee Meetings.
- (2) Going through the agenda papers and providing inputs in the meetings of Board/ Committees.
- (3) Guidance to the Company from time to time on the various issues brought to their notice.
- (4) Discharge of duties as per Schedule IV of the Companies Act, 2013 and compliance to other requirements of the said Act or other regulatory requirements.

For and on behalf of the Board of Directors

Place : Nanjangud  
Date : 25<sup>th</sup> May, 2023

**Manish M Patel**  
Chairman & Managing Director

## FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis: Nil**

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

| Name of the related party and<br>Nature of relationship  | Nature of contracts/<br>arrangements/ transactions | Duration of the<br>transactions | (d) Salient terms of<br>transactions including<br>the value, if any | Date(s) of<br>approval by the<br>Board, if any | Amount paid as<br>advances, if any |
|----------------------------------------------------------|----------------------------------------------------|---------------------------------|---------------------------------------------------------------------|------------------------------------------------|------------------------------------|
| <b>Vandhana M Patel</b><br>Relative of Managing Director | Remuneration Paid                                  | Financial Year<br>2022-23       | ₹ 8.33 lakhs                                                        | -                                              | -Nil-                              |

For and on behalf of the Board of Directors

Place : Nanjangud

Date : 25<sup>th</sup> May, 2023

**Manish M Patel**

Chairman & Managing Director

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

**Information as per Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules 2014 and forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2023.**

### **A) CONSERVATION OF ENERGY**

Conservation of energy is an ongoing activity receiving major emphasis at all stages of manufacturing. Energy consumption is systematically monitored and conservation of energy is implemented in a phased manner.

#### **1. Steps taken/ impact on conservation of energy:**

- i) The Company generates steam for process requirements as well as power generation by Circulating Fluidised Bed Combustion (CFBC) Boiler, which is energy efficient.
- ii) The Company continues to phase out high energy consuming devices especially in the areas of stock refining vacuum systems and pumping systems to incorporate modern equipment.
- iii) Static inverter drives have been installed for boilers, ID/FD fans and for all the rewinders to reduce energy consumption(PM6)
- iv) Variable frequency drives have been installed on all the pumps of PM6. This allows a continuous saving of energy at varying process conditions.
- v) High Capacity Motors are provided with soft starters which contribute about 5% savings compared to conventional starters.
- vi) Installation of capacitor banks to optimize power factor and other energy saving devices.
- vii) Recycling of back water in PM6, to conserve fresh water
- viii) Construction of fuel shed, for storing fuel items in good condition, resulted in reduced wastage & energy savings
- ix) Installed water flow meter at relevant lines to monitor and control the water consumption resulting in saving of fresh water and pumping energy.
- x) Boiler cooling water collected in a tank and fed to cooling tower which result in saving of fresh water and pumping energy.
- xi) Micro Travel Showers introduced on PM6 machines to conserve fresh water consumption and pumping energy.
- xii) Factory Pump house motor provided with VFD with Auto pressure monitoring
- xiii) Energy meter is installed in all HT feeders
- xiv) Filter for PM6 water re use installed
- xv) Installed VFD for cooling water pump

- xvi) All the cooling system water is connected to cooling tower thereby reducing the cooling tower water consumption.
- xvii) Invested on LED light fittings in the new boiler area and PM6 machine hall
- xvii) Installed close hood system in Drying section for exhaust heat recovery, saving steam consumption
- xix) Installed VF Drives in PM 6, New transformers with better efficiency, being Energy saving Equipment in PM6

#### **IMPACT OF ABOVE MEASURES:**

The above measures have resulted in reduced consumption of energy & consequent favourable impact on cost of production of goods.

#### **2) Steps taken by the Company for utilizing alternate sources of energy**

Company is contemplating utilization of solar / wind energy as an alternate source of energy

#### **3) Capital Investment on energy conservation equipments**

Major investments were made in FY 2015-16 towards cogeneration facility as reported earlier

#### **B. TECHNOLOGY ABSORPTION**

Particulars in respect of this is NIL

#### **C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

|   |                                        | <b>FY 2022-23</b> | <b>FY 2021-22</b> |
|---|----------------------------------------|-------------------|-------------------|
|   |                                        | <b>₹ in Lakhs</b> | <b>₹ in Lakhs</b> |
|   | <b>Total Foreign exchange used :</b>   |                   |                   |
| A | Raw Materials                          | 9,683.87          | 8,987.30          |
| B | Stores, Spares, Consumables            | 115.01            | 221.21            |
| C | Capital Goods                          | 223.27            | 3,850.52          |
| D | Commission & Brokerage                 | -                 | 1.39              |
|   |                                        | <b>10,022.15</b>  | <b>13,060.42</b>  |
|   | <b>Total Foreign exchange earned :</b> | <b>390.07</b>     | <b>936.71</b>     |

# 64<sup>th</sup> Annual Report 2022-2023

## **DISCLOSURE UNDER COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014**

**(A) Statement of particulars of Remuneration as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014 and forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2023**

| Sl No. | Description                                                                                                                                                                                                                                                                                                                                    |                                                                                                          |                       |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|-----------------------|
| 1      | The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.                                                                                                                                                                                                              | Chairman & Managing Director                                                                             | 22:1                  |
| 2      | The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive officer, Company Secretary or Manager, if any, for the financial year                                                                                                                                                                       | Chairman & Managing Director<br>CFO<br>Company Secretary                                                 | -15%<br>-2%<br>1%     |
| 3      | The percentage increase in the median remuneration of employees in the financial year                                                                                                                                                                                                                                                          |                                                                                                          | -11%                  |
| 4      | The number of permanent employees on the rolls of the Company                                                                                                                                                                                                                                                                                  |                                                                                                          | 347                   |
| 5      | Average percentile increase 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 managerial remuneration | Average increase in the salary of employees other than managerial persons<br><br>Managerial Remuneration | -7.13%<br><br>-12.52% |
| 6      | Affirmation that the remuneration is as per the remuneration policy of the Company                                                                                                                                                                                                                                                             | It is hereby affirmed that the remuneration is as per the remuneration policy of the Company             |                       |

**B Statement of Particulars of employees who are in receipt of remuneration of not less than ₹ 1,02,00,000 in aggregate during the year pursuant to Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2023.**

| Sl. No. | Name, Age & Qualification                      | Designation, Commencement of employment & Experience | Remuneration received (₹ in Lakhs) | Particulars of last Employment                                                 |
|---------|------------------------------------------------|------------------------------------------------------|------------------------------------|--------------------------------------------------------------------------------|
| 1       | 2                                              | 3                                                    | 4                                  | 5                                                                              |
| (1)     | Manish M.Patel, 64,<br>B.E.Hons. (ChE), M.B.A. | Managing Director<br>from 20/5/04<br>10-09-1985(37)  | 103.57                             | Executive, Personal<br>Banking Division<br>Comerica Inc.,<br>Detroit, MI, USA. |

Note : The appointment is contractual. Other terms and conditions are as per rules and regulations of service in force from time to time. Gross remuneration comprises of salary, monetary value of perquisites, commission payable to Whole-time Directors on net profits & the Company's contribution to Provident Fund & Super Annuation Fund.

For and on behalf of the Board of Directors

Place : Nanjangud  
Dated : 25<sup>th</sup> May, 2023

**Manish M Patel**  
Chairman & Managing Director

**REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES(CSR) FOR  
THE FINANCIAL YEAR 2022-23**

**[Information as per Section 135 of the Companies Act, 2013 and Companies  
(CSR Policy) Rules 2014]**

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR policy and projects or programs

The company is consistently taking up various community welfare initiatives for the benefit of the people living in neighbouring villages. The Company's CSR activity mainly covers areas situated around the factory premises.

In accordance with the requirements under the Companies Act, 2013, SIPM CSR activities, amongst others, will focus on:

**RURAL DEVELOPMENT PROJECTS:** Strengthening rural areas by improving accessibility, drinking water, sanitation, power and livelihoods, thereby creating sustainable villages.

**ENVIRONMENTAL SUSTAINABILITY:** Ensuring environmental sustainability ecological balance, protection of flora and fauna, conservation of natural resources and maintaining the quality of soil, air and water

**PROMOTING EDUCATION & ERADICATION OF HUNGER , PROMOTING HEALTH CARE INCLUDING PREVENTIVE HEALTH CARE**

The CSR Policy is posted on the website of the Company :[www.sipaper.com](http://www.sipaper.com)

2. Composition of CSR Committee

- (i) Mr Manish M Patel - Chairman
- (ii) Mr M G Mohan Kumar - Member (Independent Director)
- (iii) Mr S R Chandrasekara Setty - Member (Independent Director)

Total no of meetings held during the year - 2 & it was attended by all the Members of the Committee

3. Provide the weblink where the Composition of CSR Committee, CSR policy and CSR Project approved by the Board are disclosed on the website of the Company [www.sipaper.com](http://www.sipaper.com)
4. Provide the executive summary along with web link(s) of Impact Assessment of CSR projects carried out in pursuance of sub rule (3) of Rule, if applicable – NOT APPLICABLE
5.
  - (a) Average net profit of the Company as per Section 135(5) : Rs. 2,255.23 Lakhs
  - (b) Two percent of average net profit of the Company as per Section 135(5) : Rs 45.10 lakhs
  - (c) Surplus arising out of the CSR Projects or Programmes or activities of the previous financial years : NIL
  - (d) Amount required to be set off for the financial years, if any : NIL
  - (e) Total CSR obligation for the financial year (b+c-d) : Rs 45.10 lakhs
6.
  - (a) Amount spent on CSR Projects (both ongoing and project and other than ongoing project) – Rs 45.11 lakhs (on other than ongoing projects)
  - (b) Amount spent on administrative overheads : NIL
  - (c) Amount spent on Impact Assessment, if applicable : NIL
  - (d) Total amount spent for the financial year (a+b+c) :Rs 45.11 lakhs
  - (e) CSR amount spent or unspent for the financial year

| Total amount spent for the FY 2022-23 (₹ in lakhs) | Amount unspent (₹ in lakhs)                                            |                  |                                                                                                     |        |                  |
|----------------------------------------------------|------------------------------------------------------------------------|------------------|-----------------------------------------------------------------------------------------------------|--------|------------------|
|                                                    | Total amount transferred to Unspent CSR Account as per Section 135 (6) |                  | Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) |        |                  |
|                                                    | Amount                                                                 | Date of transfer | Name of the fund                                                                                    | Amount | Date of transfer |
| 45.11                                              | NIL                                                                    | NIL              | NIL                                                                                                 | NIL    | NIL              |

(f) Excess amount for set off, if any :

| Sl No. | Particular                                                                                                 | Amount (₹ lakhs) |
|--------|------------------------------------------------------------------------------------------------------------|------------------|
| (i)    | Two percent of average net profit of the Company as per Section 135(5)                                     | ₹ 45.10 lakhs    |
| (ii)   | Total Amount spent for the financial year                                                                  | ₹ 45.11 lakhs    |
| (iii)  | Excess amount spent for the financial year [(ii)-(i)]                                                      | NIL              |
| (iv)   | Surplus arising out of the CSR Project of programmes or activities of the previous financial years, if any | NIL              |
| (v)    | Amount available, for set off in succeeding financial years out of spent in FY 2022-23[(iii-iv)]           | NIL              |

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

**NOT APPLICABLE**

| 1     | 2                         | 3                                                                                     | 4                                                                                  | 5                                          | 6                                                                                                           | 7                                                                      | 8                  |
|-------|---------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|--------------------|
| Sl No | Preceding Financial years | Amount transferred to Unspent CSR Account under subsection (6) of Section 135 (in Rs) | Balance amount in unspent CSR Account under subsection (6) of Section 135 (in Rs ) | Amount spent in the financial year (in Rs) | Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5), if any | Amount remaining to be spent in the succeeding financial years (in Rs) | Deficiency, if any |
|       |                           |                                                                                       |                                                                                    |                                            | Amount in Rs                                                                                                | Date of transfer                                                       |                    |
| 1.    | FY -1                     |                                                                                       |                                                                                    |                                            |                                                                                                             |                                                                        |                    |
| 2.    | FY-2                      |                                                                                       |                                                                                    |                                            |                                                                                                             |                                                                        |                    |
| 3.    | FY-3                      |                                                                                       |                                                                                    |                                            |                                                                                                             |                                                                        |                    |

# 64<sup>th</sup> Annual Report 2022-2023

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year – NO

In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR Spent in the financial year – NIL

| 1     | 2                                                                                                       | 3                                   | 4                | 5                          | 6                                                                   |      |                    |
|-------|---------------------------------------------------------------------------------------------------------|-------------------------------------|------------------|----------------------------|---------------------------------------------------------------------|------|--------------------|
| Sl No | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity / authority / beneficiary of the registered owner |      |                    |
| 1     | 2                                                                                                       | 3                                   | 4                | 5                          | 6                                                                   |      |                    |
|       |                                                                                                         |                                     |                  |                            | CSR Regn No, if applicable                                          | Name | Registered address |
|       |                                                                                                         |                                     |                  |                            |                                                                     |      |                    |

9. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5) : NOT APPLICABLE

**For and on behalf of the Board of Directors**

Nanjangud  
25<sup>th</sup> May 2023

**Manish M Patel**  
Chairman of CSR Committee

## CORPORATE GOVERNANCE REPORT

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes that 'Ethics' is the key word for sustained growth. The Company has continuously endeavoured to uphold transparency, accountability and compliance in all business practices and to have better rapport with the customers, suppliers, Government, shareholders and the society, in general. We are committed to being on the path to progress.

### 2. BOARD OF DIRECTORS

The Board of Directors of the company comprises of 9 Directors as on 31.03.2023.

| Names of Directors          | Category                            |
|-----------------------------|-------------------------------------|
| Mr. Manish M. Patel         | Chairman & Managing Director        |
| Mr. Dineshchandra C. Patel  | Non Executive Director              |
| Mr. Jagdish M. Patel        | Independent, Non Executive Director |
| Mr. M.G. Mohan Kumar        | Independent, Non Executive Director |
| Mr. S.R.Chandrasekara Setty | Independent, Non Executive Director |
| Mr. Ajay D. Patel           | Non Executive Director              |
| Mr. N.S. Kishore Kumar      | Independent, Non Executive Director |
| Mr. Jitendra A Patel        | Non Executive Director              |
| Mrs. Girija Shankar         | Independent, Non Executive Director |

The Company has an Executive Chairman & Managing Director. The other 8 Directors, out of the total strength of 9, are non- executive Directors. 50% of the Board consists of Independent & Non Executive Directors.

During the financial year under review 6 Board Meetings were held.

Board Meeting Dates are furnished below

- 26<sup>th</sup> May 2022
- 28<sup>th</sup> July 2022
- 14<sup>th</sup> November 2022
- 9<sup>th</sup> February 2023
- 28<sup>th</sup> February 2023
- 28<sup>th</sup> March 2023

Attendance of each Director at the Board Meeting and last Annual General Meeting:

| Name of Director             | No. of Board Meetings Attended | Attendance at the last AGM held on 22 <sup>nd</sup> September, 2022 |
|------------------------------|--------------------------------|---------------------------------------------------------------------|
| Mr. Manish M. Patel          | 6                              | Yes                                                                 |
| Mr. Dineshchandra C. Patel   | 5                              | Yes                                                                 |
| Mr. Jagdish M. Patel         | 6                              | Yes                                                                 |
| Mr. M.G. Mohan Kumar         | 6                              | Yes                                                                 |
| Mr. S.R. Chandrasekara Setty | 5                              | Yes                                                                 |
| Mr. Ajay D. Patel            | 4                              | Yes                                                                 |
| Mr. N S Kishore Kumar        | 5                              | Yes                                                                 |
| Mr. Jitendra A Patel         | 4                              | Yes                                                                 |
| Mrs Girija Shankar           | 6                              | Yes                                                                 |

# 64<sup>th</sup> Annual Report 2022-2023

Mr. Dineshchandra C Patel and Mr Ajay D. Patel are related inter- se.

Number of other company boards or board committees in which each of the Directors of the Company is a member or chairman

| Name of Director             | No. of other Companies in which Director | No. of Committees (other than SIPM Ltd.) in which member / Chairman | Directorship in other listed entities and category of directorship |
|------------------------------|------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------|
| Mr. Manish M. Patel          | 3                                        | -                                                                   | -                                                                  |
| Mr. Dineshchandra C. Patel   | 1                                        | -                                                                   | -                                                                  |
| Mr. Jagdish M. Patel         | -                                        | -                                                                   | -                                                                  |
| Mr. M.G. Mohan Kumar         | 8                                        | 3(as Chairman)                                                      | Starcom Information Technology Ltd – Independent Director          |
| Mr. S.R. Chandrasekara Setty | -                                        | -                                                                   | -                                                                  |
| Mr. Ajay D. Patel            | 5                                        | -                                                                   | -                                                                  |
| Mr. N S Kishore Kumar        | -                                        | -                                                                   | -                                                                  |
| Mr. Jitendra A Patel         | 2                                        | -                                                                   | -                                                                  |
| Mrs. Girija Shankar          | -                                        | -                                                                   | -                                                                  |

Shareholdings of Directors of the Company as on 31st March 2023 are as follows

| Sl. No. | Name of Director            | Shareholding  |              |
|---------|-----------------------------|---------------|--------------|
|         |                             | No. of Shares | % of Holding |
| 1       | Mr. Manish M Patel          | 5,02,652      | 2.68%        |
| 2       | Mr. Dineshchandra C Patel   | 5,20,043      | 2.77%        |
| 3       | Mr. Jagdish M Patel         | 62,910        | 0.34%        |
| 4       | Mr. M G Mohan Kumar         | 3,200         | 0.02%        |
| 5       | Mr. S R Chandrasekara Setty | 2,000         | 0.01%        |
| 6       | Mr. Ajay D Patel            | 3,10,752      | 1.66%        |
| 7       | Mr. N S Kishore Kumar       | 6,400         | 0.03%        |
| 8       | Mr. Jitendra A Patel        | 4,47,520      | 2.39%        |
| 9       | Mrs. Girija Shankar         | NIL           | NIL          |

Details of Independent Director's Meeting

A separate meeting of Independent Director's was held on 28-03-2023 and it was attended by all the Independent Directors.

The Board of Directors confirm that the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

Details of familiarization programme imparted to the Independent Directors is placed on the website [www.sipaper.com](http://www.sipaper.com).

### **CORE SKILLS / EXPERTISE / COMPETENCIES OF DIRECTORS**

The Board of Directors of the Company comprise of eminent qualified professional members from diverse fields who have significant amount of skills/ expertise/ competencies and thus make valuable contributions to the Board. The collective contribution of the Board of Directors makes an overall impact which reflects in the performance of the Company.

The core skills/ expertise/ competencies identified by the Board, as required in the context of its business and its sector for effective functioning, which are currently available with the Board are summarized below

The board is satisfied that its Directors possess requisite skills for the effective functioning of the Company.

| <b>Names of Directors</b> | <b>Experience in operating and managing manufacturing business</b> | <b>Expertise in finance including treasury and foreign exchange</b> | <b>Expertise in overall management and administration</b> | <b>Commitment to comply with legal and regulatory norms</b> | <b>Social and environment consciousness</b> |
|---------------------------|--------------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------|
| Manish M Patel            | √                                                                  |                                                                     | √                                                         | √                                                           | √                                           |
| Dineshchandra C Patel     | √                                                                  |                                                                     | √                                                         | √                                                           | √                                           |
| M G Mohan Kumar           |                                                                    | √                                                                   |                                                           | √                                                           | √                                           |
| S R Chandrasekara Setty   |                                                                    | √                                                                   |                                                           | √                                                           | √                                           |
| Jagdish M Patel           |                                                                    |                                                                     | √                                                         | √                                                           | √                                           |
| Ajay D Patel              | √                                                                  |                                                                     | √                                                         | √                                                           | √                                           |
| Jitendra A Patel          | √                                                                  |                                                                     | √                                                         | √                                                           | √                                           |
| N S Kishore Kumar         |                                                                    | √                                                                   |                                                           | √                                                           | √                                           |
| Girija Shankar            |                                                                    |                                                                     |                                                           | √                                                           | √                                           |

### **3. AUDIT COMMITTEE**

The broad terms of reference of the Audit Committee are:

- Oversight of Company's financial reporting process, disclosure of its financial information
- Recommendation for appointment, remuneration and terms of appointment of Auditors

# 64<sup>th</sup> Annual Report 2022-2023

- Reviewing with the management annual financial statements and quarterly financial statements
- Review of Capital expenditure, Statutory payments and institutional dues
- Other areas enumerated in Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as may be applicable

The Audit Committee is empowered to do such acts and deeds as mentioned under Listing Regulations

The Committee comprises of the following Directors and their attendance particulars are as follows:

| Name                                          | No. of meetings attended |
|-----------------------------------------------|--------------------------|
| Mr. M.G. Mohan Kumar - Chairman               | 6                        |
| Mr. S.R. Chandrasekara Setty - Joint Chairman | 6                        |
| Mr. Jagdish M Patel                           | 4                        |

The Company Secretary of the Company is the secretary of the Committee

The Audit Committee met 6 times during the financial Year 2022-2023 i.e on

- 26<sup>th</sup> May 2022
- 28<sup>th</sup> July 2022
- 14<sup>th</sup> November 2022
- 9<sup>th</sup> February 2023
- 15<sup>th</sup> February 2023
- 30<sup>th</sup> March 2023

#### 4. NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee was constituted vide Board Meeting held on 30th May, 2009 to review the remuneration package of Chairman & Managing Director and to recommend to the Board.

The role of the Committee also includes formulation of criteria for determining the qualification, attributes of Independence of Director, recommending to the Board the remuneration policy for Directors and Key Managerial Personnel, formulation of criteria for evaluation of Independent Directors.

The Nomination & Remuneration Committee comprises of the following Directors

Name

1. Mr. M.G. Mohan Kumar-Chairman
2. Mr.S.R. Chandrasekara Setty
3. Mr. Jagdish M Patel

1 meeting was held during the year on 28<sup>th</sup> March 2023 and it was attended by all the members

Performance evaluation criteria of Independent Directors :

- (a) Attending Board/ Committee Meetings
- (b) Going through Agenda papers and providing inputs in the meetings of the Board / Committees
- (c) Guidance to the Company from time to time on the various issues brought to their notice
- (d) Discharge of duties as per Schedule IV of the Companies Act 2013 and compliance to other requirements of the said Act or other regulatory requirements.

**REMUNERATION TO NON WHOLE TIME DIRECTORS**

Non-Whole Time Directors are paid sitting fees. Commission not exceeding 1% (aggregate for all Non-Whole Time Directors) of the net profit of the Company as per Section 197 of the Companies Act 2013, will be paid to the Non Whole Time Directors subject to adequacy of profits, as approved by the shareholders resolution on 19-09-2019 for a period of 5 years. The commission shall be shared among the Non-Whole Time Directors equally and in proportion to the period of holding directorship in that financial year.

| <b>Name of Director</b>     | <b>Sitting Fees<br/>(₹ in Lakhs)<br/>(Board /Committee<br/>Meetings)</b> |
|-----------------------------|--------------------------------------------------------------------------|
| Mr. Dineshchandra C Patel   | 0.50                                                                     |
| Mr. Jagdish M Patel         | 1.10                                                                     |
| Mr. M G Mohan Kumar         | 1.25                                                                     |
| Mr. S R Chandrasekara Setty | 1.05                                                                     |
| Mr. Ajay D Patel            | 0.40                                                                     |
| Mr. N S Kishore Kumar       | 0.60                                                                     |
| Mr. Jitendra A Patel        | 0.40                                                                     |
| Mrs. Girija Shankar         | 0.70                                                                     |
| <b>Total</b>                | <b>6.00</b>                                                              |

**REMUNERATION TO CHAIRMAN AND MANAGING DIRECTOR / WHOLE TIME DIRECTORS**

Mr Manish M Patel, Chairman & Managing Director of the Company is the only Whole time Director. No sitting fees is paid to him. Remuneration to Chairman & Managing Director within the ceiling prescribed under the Companies Act, is approved by the Remuneration Committee and Board of Directors and further approved by the members of Company in General Meeting held on 19th Sept 2019 by special resolution. Remuneration paid/ provided to Mr. Manish M Patel for 2022-2023, is as follows:

| <b>Particulars</b>                   | <b>₹ in lakhs</b> |
|--------------------------------------|-------------------|
| Salary                               | 90.00             |
| Perquisites                          | 11.35             |
| Contribution to Provident Fund       | 0.22              |
| Contribution to Super Annuation Fund | 2.00              |
| <b>Total</b>                         | <b>103.57</b>     |

**5. STAKEHOLDER'S RELATIONSHIP COMMITTEE**

The Stakeholder's Relationship Committee operates in terms of the provisions related thereto in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or the provisions as prescribed or as may be prescribed in this regard by the Companies Act, 2013.

# 64<sup>th</sup> Annual Report 2022-2023

The Committee comprises of the following 3 Directors

|                             |   |          |
|-----------------------------|---|----------|
| Mr. M.G. Mohan Kumar        | – | Chairman |
| Mr. S R Chandrasekara Setty | – | Member   |
| Mrs Girija Shankar          | – | Member   |

The Committee met on 30-06-2022, 12-10-2022, 10-12-2022, 09-02-2023 and 28-03-2023 during the year and all the members were present at the meeting.

The members of the aforesaid Committee have been delegated authority by the Board of Directors, inter alia, to approve transfer and transmission of shares, issue of new share certificates on account of certificates lost, defaced and to look into the redressal of share holders / investor complaints like non-receipt of balance sheet, non-receipt of declared dividends, etc.

During the year under review, all valid transmission cases lodged with the Company have been registered and letter of confirmations returned to shareholders within the time frame set by the relevant provisions under the Companies Act, 2013.

- Name & designation of compliance officer : Mrs Vidya Bhat, Company Secretary
- No. of shareholders complaints : Relating to Non credit of Demat  
Received during 2022-2023 shares/dividend/Bonus share certificate/  
Letter of confirmations after transmission,  
aggregating to 31.  
All 31 were resolved.
- No. of complaints not solved : Nil  
to the satisfaction of shareholders
- No. of pending complaints as on 31<sup>st</sup> March 2023 : Nil

## 6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR Committee)

The Company has constituted a Corporate Social Responsibility Committee as mandated by Section 135 of the Companies Act 2013 vide Board Meeting held on 27.01.2015. The Committee comprises of the following Directors.

|                            |   |          |
|----------------------------|---|----------|
| Mr Manish M Patel          | - | Chairman |
| Mr M G Mohan Kumar         | - | Member   |
| Mr S R Chandrasekara Setty | - | Member   |

The broad terms of reference of the CSR Committee are as under:

- Formulating and recommending to the Board, the CSR Policy which shall indicate the activities to be undertaken by the Company.
- Recommending the amount of expenditure to be incurred on the aforesaid activities and;
- Reviewing and Monitoring the CSR Policy of the company from time to time.

Meeting details : 2 meetings were held during the Financial year 2022-23 on 26-05-2022 and 10-10-2022 and it was attended by all the members.

**7. GENERAL BODY MEETING**

The details of last three Annual General Meetings of the Company are as under.

| <b>Financial Year</b> | <b>Date &amp; Time</b>                         | <b>Venue</b>                                                                     | <b>Special resolutions passed</b>                                                                                                                                                                                                                                                                                      |
|-----------------------|------------------------------------------------|----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2019-20               | 24 <sup>th</sup> September<br>2020 at 11.30 am | Regd office at<br>Chikkayanachatra,<br>Nanjangud – 571302 by<br>video conference | Approval for<br>1. Approval for appointment of Mr<br>Dineshchandra C Patel (DIN 00167581)<br>2. Payment of remuneration to Mr Manish<br>M Patel (DIN 00128179), Managing<br>Director                                                                                                                                   |
| 2020-21               | 23 <sup>rd</sup> September<br>2021 at 11.30 am | Regd office at<br>Chikkayanachatra,<br>Nanjangud – 571302 by<br>video conference | No special resolutions were passed at<br>the meeting.                                                                                                                                                                                                                                                                  |
| 2021-22               | 22 <sup>nd</sup> September<br>2022 at 11.30 am | Regd office at<br>Chikkayanachatra,<br>Nanjangud – 571302 by<br>video conference | Approval for<br>1. Continuation of appointment of Mr<br>Dineshchandra C Patel (DIN 00167581)<br>2. Continuation of appointment of<br>Mr Jitendra A Patel (DIN 00248302)<br>3. Payment of minimum remuneration to<br>Mr Manish M Patel (DIN 00128179),<br>Managing Director in the year of loss /<br>inadequate profit. |

There were no items in the Agenda requiring voting by Postal Ballot. There are no items in the Agenda of the forthcoming AGM requiring Postal Ballot.

**8. OTHER DISCLOSURES****Related Party Transactions:**

There were no transactions of material nature with its promoters, the Directors or the management, or their relatives, etc. that may have potential conflict with the interests of the Company at large.

Company's policy on dealing with related party transactions are available on the Company's website [www.sipaper.com](http://www.sipaper.com).

**COMPLIANCES BY THE COMPANY**

The Company has complied with the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation 2 of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

No penalties, strictures been imposed by Stock Exchanges or SEBI or any other statutory authority during the last three years on any matter related to Capital Markets.

Certificate from CS Hitaish Kumar S N, Practising Company Secretary, Mysuru has been obtained certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Board / Ministry of Corporate Affairs or any such statutory authority.

# 64<sup>th</sup> Annual Report 2022-2023

## Code of Conduct:

The Board has formulated a code of conduct for Board members and Senior Management of the Company. All Board members and senior management personnel have affirmed their compliance with the Code.

## CEO/CFO Certification:

CEO/CFO Certification by Mr. Manish M.Patel, Chairman and Managing Director and Mr. B.Ravi Holla, CFO, as stipulated by Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, was placed before the Board of Directors at its meeting held on 25<sup>th</sup> May 2023.

## Whistle Blower Policy

As per Section 177 (9) of the Act, read with relevant Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has established a vigil mechanism overseen by the Audit Committee. The Company has framed a Whistle Blower policy as required under the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and no personnel has been denied access to the Audit Committee.

## RAISING OF FUNDS BY ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS AND CORRESPONDING CHANGE IN PAID UP SHARE CAPITAL & UTILIZATION THEREOF

Pursuant to the shareholders' approval received at the Extra-ordinary General Meeting held on 23rd March, 2023, your Company has issued 37,50,000 equity shares of the face value of Rs 10 each, at a price of Rs 121 per equity share (including a premium of Rs 111 per equity share), aggregating to Rs 45,37,50,000 to Mr Harshad Natvarlal Modi and Mrs Rajul Harshad Modi, for cash consideration, by way of a preferential issue on a private placement basis in terms of provisions of Section 42, 62 and such other applicable provisions of the Act read with the rules made there under and Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Post completion of the issuance, the equity paid up share capital of the Company has increased from 1,50,00,000 Equity Shares of Rs 10/- each to 1,87,50,000 Equity Shares of Rs 10/- each. There is no change in the Authorized Share Capital of the Company.

The utilization of proceeds of the Preferential Issue is as under

| Sl No. | Description                                                                                                                                                                                | Funds raised through Preferential Allotment on 28 <sup>th</sup> March 2023 | Funds utilized till 31 <sup>st</sup> March 2023 | Funds utilized from 1 <sup>st</sup> April 2023 till the date of Director's report i.e 25 <sup>th</sup> May 2023 |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 1.     | Augmenting of working capital needs of the Company, and partly to reduce the term debt from Banks with a view to conserve cash flows by reduction of interest and repayment of instalments | Rs 45,37,50,000                                                            | Rs 31,25,25,000                                 | Rs 14,12,25,000                                                                                                 |

As on the date of the Director's Report i.e as on 25th May 2023, the entire amount raised through Preferential Allotment been fully utilized.

## CREDIT RATING

ICRA has downgraded the Company's Long term Credit rating (for Fund based limits i.e. Term Loans and CC limits) from [ICRA]BBB+ stable to [ICRA]BBB with negative outlook and a short term rating (for Non Fund based limits i.e LC & BG facilities) of [ICRA]A2, to [ICRA]A3+ in view of the losses incurred.

**COMPLIANCE WITH RESPECT TO DISCRETIONARY REQUIREMENTS**

The Company has adopted following non-mandatory / discretionary requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulation 27(1)).

Modified Opinion(s) in Audit Report

The Company is in the regime of financial statements with unmodified audit opinion.

**Risk Management**

The Company has a risk management framework to identify and evaluate business risks and opportunities. It seeks to create transparency, minimise adverse impact on the business objective and enhance the Company's competitive advantage. It aims at ensuring that the executive management controls the risk through means of a properly defined framework.

The Company has laid down appropriate procedures to inform the Board about the risk assessment and minimization procedures. The Board periodically revisits and reviews the overall risk management plan for making desired changes in response to the dynamics of the business.

The Board of Directors have constituted a Risk Management Committee as required under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 vide Board Meeting held on 27.01.2015 to frame, implement and monitor the risk management plan of the Company. The Committee comprises of the following Directors.

|                            |   |          |
|----------------------------|---|----------|
| Mr Manish M Patel          | – | Chairman |
| Mr M G Mohan Kumar         | – | Member   |
| Mr S R Chandrasekara Setty | – | Member   |

The terms of reference of risk management committee include review of Risk management policy and its development within the Company, to monitor the effectiveness of risk management policy, review major risks of the Company and to advice on mitigation to the Board and performance of other functions specified in Part D of Schedule II of SEBI (LODR) Regulations, 2015 as may be applicable.

Meeting details : 3 meetings was held during the Financial year 2022-23 on 28-07-2022, 10-10-2022, & 28-03-2023 and it was attended by all the members.

**REMUNERATION TO STATUTORY AUDITORS**

Total fees paid by the Company to the statutory auditor M/s B S Ravikumar and Associates, Chartered Accountants, Mysuru (FRN 006101S) have been provided in Notes to financial statement for Financial year ending 31<sup>st</sup> March 2023.

**Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder for prevention and redressal of complaints of sexual harassment at workplace

- No of complaints filed during the financial year : NIL
- No of complaints disposed of during the financial year : NIL
- No of complaints pending as at the end of the financial year : NIL

**Compliance with Mandatory & Non mandatory requirements:**

Company complies with all the mandatory requirements of Corporate Governance contained in the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. Non mandatory requirements, in the opinion of the Board, have no material bearing on the current standards of Corporate Governance and hence will be addressed as appropriate, in future.

**9. MEANS OF COMMUNICATION**

The unaudited quarterly and half yearly results and yearly results are sent to the Stock Exchange(s) where the shares of the Company are listed. The results are generally published in Business Standard and Vishwavani. The Results are also displayed on the Company's website [www.sipaper.com](http://www.sipaper.com). Other communications are disclosed through the Company's website.

The Management Discussion and Analysis is a part of this Annual report.

# 64<sup>th</sup> Annual Report 2022-2023

## 10. GENERAL SHAREHOLDER INFORMATION:

- AGM-Date, time and Venue 21<sup>st</sup> September, 2023 at 11.30 A.M.  
Through Video Conference (VC)
- Financial Calendar April 1, 2023 to March 31, 2024
- First Quarter Results Last week of July 2023
- Second Quarter Results Last week of October 2023
- Third Quarter Results Last week of January 2024
- Audited Results for 2022-23 Last week of May 2024
- First quarter Results of 2023-24 Last week of July 2024
- Annual General Meeting September 2024
- Listing on Stock Exchanges BSE Limited,  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001  
Listing fees for 2023-2024 has been paid  
to the above Stock Exchange.
- Stock Code The Bombay Stock Exchange (Code 516108)
- ISIN No. ISIN No. allotted for Company's equity shares  
is INE 088G01014 under Demat System and is  
activated at both CDSL & NSDL
- Market price data & Stock Performance in comparison to BSE sensex.

Monthwise Market Prices Data – High, Low & Volume during 2022-2023

Registrar and Transfer Agent

The Company has appointed Common agency to handle both physical & Electronic segments of RTA work as per SEBI requirement w.e.f 1-4-2003.

| Date           | High<br>(₹) | Low<br>(₹) | No. of Shares | BSE Sensex |        |
|----------------|-------------|------------|---------------|------------|--------|
|                |             |            |               | High       | Low    |
| April 2022     | 195.00      | 158.05     | 4,37,458      | 60,845     | 56,009 |
| May 2022       | 179.20      | 130.00     | 1,73,278      | 57,184     | 52,632 |
| June 2022      | 148.00      | 107.00     | 1,29,142      | 56,433     | 50,921 |
| July 2022      | 147.50      | 114.10     | 2,98,153      | 57,619     | 57,570 |
| August 2022    | 139.50      | 117.50     | 3,53,964      | 60,411     | 59,537 |
| September 2022 | 135.00      | 119.75     | 1,72,747      | 60,676     | 57,427 |
| October 2022   | 131.00      | 120.30     | 86,257        | 60,787     | 60,747 |
| November 2022  | 145.00      | 112.00     | 2,85,347      | 63,303     | 63,100 |
| December 2022  | 127.50      | 112.00     | 1,63,045      | 63,583     | 60,841 |
| January 2023   | 140.00      | 112.00     | 94,160        | 61,344     | 59,550 |
| February 2023  | 123.20      | 110.00     | 1,77,242      | 61,682     | 58,962 |
| March 2023     | 125.00      | 103.05     | 1,01,863      | 60,498     | 58,992 |

**Address of our Registrars & Transfer Agents**  
**KFin Technologies Ltd (earlier known as Kfin**  
**Technologies Pvt Ltd)**  
**Selenium Tower B**  
**Plot No. 31 & 32**  
**Gachibowli Financial District, Nanakramguda**  
**Serilingampally, Hyderabad - 500 032**

- Share Transfer System** SEBI in June 2018 amended Regulation 40 of the Listing Regulations prohibiting transfer of shares held in physical mode w.e.f 1<sup>st</sup> April 2019.

Transposition and Transmission are exempted from this amendment.  
Accordingly transfer of shares in physical mode is not permitted

Requirements under the Listing Regulations /Statutory obligations are being followed

• Shareholding pattern & Distribution of Shareholding:-

| Shareholding pattern as on 31 <sup>st</sup> March, 2023 |                                                                                                                              |                    |                            |
|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|--------------------|----------------------------|
| Sl No.                                                  | Category                                                                                                                     | No. of Shares Held | Percentage of Shareholding |
| A<br>1                                                  | Promoters' Holding<br>Promoters*                                                                                             |                    |                            |
|                                                         | - Indian Promoters                                                                                                           | 44,82,468          | 23.91%                     |
|                                                         | - Foreign Promoters                                                                                                          | 17,43,752          | 9.30%                      |
|                                                         | <b>Sub-Total</b>                                                                                                             | <b>62,26,220</b>   | <b>33.21%</b>              |
| B<br>2                                                  | Non-Promoters' Holding<br>Institutional Investors                                                                            |                    |                            |
| A                                                       | Mutual Funds and UTI                                                                                                         | 1,200              | 0.01%                      |
| B                                                       | Banks, Financial Institutions, Insurance Companies<br>(Central/State Govt. Institutions, Non Government Institutions.)       | 73,085             | 0.39%                      |
| C                                                       | FII's / Foreign Portfolio Investors                                                                                          |                    |                            |
|                                                         | <b>Sub-Total</b>                                                                                                             | <b>74,285</b>      | <b>0.40%</b>               |
| 3                                                       | Others                                                                                                                       |                    |                            |
| A                                                       | Directors and their relatives (excluding Independent<br>Directors and Nominee Directors)                                     | 29,952             | 0.16%                      |
| B                                                       | Key Managerial Personnel                                                                                                     | 905                | 0.00%                      |
| C                                                       | Relatives of Promoters (other than immediate relatives of promoters<br>disclosed under promoter and promoter group category) | 12,000             | 0.06%                      |
| A                                                       | Private Corporate Bodies                                                                                                     | 1,91,863           | 1.02%                      |
| B                                                       | Indian Public                                                                                                                | 1,13,31,586        | 60.43%                     |
| C                                                       | NRIs                                                                                                                         | 5,60,032           | 2.99%                      |
| D                                                       | Any other (please specify)                                                                                                   |                    |                            |
|                                                         | a) Welfare Fund / Trust                                                                                                      | 38,000             | 0.20%                      |
|                                                         | b) HUF                                                                                                                       | 1,77,357           | 0.95%                      |
|                                                         | d) IEPF                                                                                                                      | 1,07,800           | 0.57%                      |
|                                                         | <b>Sub-Total</b>                                                                                                             | <b>1,25,23,780</b> | <b>66.79%</b>              |
|                                                         | <b>Grand Total</b>                                                                                                           | <b>1,87,50,000</b> | <b>100.00%</b>             |

| Distribution of Shareholding As on 31 <sup>st</sup> March 2023 |               |               |                    |               |
|----------------------------------------------------------------|---------------|---------------|--------------------|---------------|
| Category                                                       | No of Holders | %             | No of shares       | %             |
| Upto 100 shares                                                | 1830          | 38.81         | 68580              | 0.37          |
| 101-200                                                        | 607           | 12.87         | 111006             | 0.59          |
| 201-500                                                        | 1458          | 30.92         | 563067             | 3.00          |
| 501-1000                                                       | 302           | 6.41          | 243733             | 1.30          |
| 1001-5000                                                      | 330           | 7.00          | 721994             | 3.85          |
| 5001-10000                                                     | 70            | 1.48          | 511211             | 2.73          |
| 10001-100000                                                   | 84            | 1.78          | 2665348            | 14.22         |
| 100001 and above                                               | 34            | 0.72          | 13865061           | 73.95         |
| <b>TOTAL</b>                                                   | <b>4715</b>   | <b>100.00</b> | <b>1,87,50,000</b> | <b>100.00</b> |

# 64<sup>th</sup> Annual Report 2022-2023

- Dematerialisation of shares and Liquidity

Company has entered into tripartite agreement with National Securities Depository Ltd (NSDL) & Central Depository Services (India) Ltd.(CDSL). As per Amendments to Reg 40 of SEBI LODR Regulation in June 2018 transfer of shares in physical mode is prohibited w.e.f 1<sup>st</sup> April 2019. Hence for trading in the shares of our Company the shares have to be compulsorily dematted.

As on 31.03.2023, 3,816 shareholders are holding shares in demat form and 1,43,03,990 shares have been dematerialized, representing 76.28% of the total equity capital.

The Company has allotted 37,50,000 equity shares on preferential basis on 28<sup>th</sup> March 2023. Listing approval for the above shares was received on 10<sup>th</sup> April 2023 and the shares were credited to the respective demat accounts of the allottees on 11<sup>th</sup> April 2023 under temporary ISIN and which was further credited to their demat accounts under permanent ISIN of the Company on 19<sup>th</sup> April 2023 after the receipt of trading approval of BSE Ltd on 18<sup>th</sup> April 2023

- Outstanding GDRs/ADRs/Warrants Or any Convertible instruments

Not issued

- Plant Locations

Chikkayanachatra, Nanjangud-571 302  
Thandavapura, Nanjangud - 571 302  
Karnataka State, INDIA

- Address for Correspondence

**Our Registrars & Transfer Agents**  
**KFin Technologies Ltd**  
**Selenium Tower B**  
**Plot No. 31 & 32**  
**Gachibowli Financial District, Nanakramguda**  
**Serilingampally, Hyderabad -500 032**  
**Telangana**

Tel : (040) 6716 2222

E-mail : einward.ris@kfintech.com

**Registered Office of Company**

Chikkayanachatra, Nanjangud-571 302

Karnataka State, INDIA

Tel: (08221) 228265,228266,228267

Website : www.sipaper.com

E-mail : corporate@sipaper.com

investor@sipaper.com

(for investor grievance redressal)

**Declaration on Code of Conduct:** As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board Members and the Senior Management Executives/ Personnel have confirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2023.

For and on behalf of the Board

Nanjangud

Dated: 25<sup>th</sup> May, 2023

**Manish M Patel**

Chairman & Managing Director

**CERTIFICATE OF THE COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE  
UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND  
DISCLOSURES REQUIREMENTS) REGULATIONS, 2015**

To,

The Members of

**The South India Paper Mills Limited**

I have examined the compliance of conditions of Corporate Governance by **The South India Paper Mills Limited** ( “the Company”) for the financial year ended 31st March 2023, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations, 2015”].

The compliance of conditions of Corporate Governance is the responsibility of the Company’s Management. My examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of my examination of the records produced, explanations and information furnished to me by the Company, I certify that the Company has complied with the conditions of Corporate Governance, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (LODR) Regulations 2015 during the year ended March 31, 2023.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Hitaish Kumar S N**

Practicing Company Secretary

FCS 6564 CP 6553

PR No. 1626/2021

UDIN: F006564E000375603

Date : May 25, 2023

Place : Mysuru

64<sup>th</sup>  
Annual Report  
2022-2023

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members of  
**The South India Paper Mills Limited**  
CIN: L85110KA1959PLC001352  
Chikkayana Chatra  
Nanjangud – 571 302, Karnataka, India

I have examined the Register of Directors maintained under the Companies Act 2013, forms and disclosures received from the Directors of **The South India Paper Mills Limited** having CIN: L85110KA1959PLC001352 and having registered office at Chikkayana Chatra, Nanjangud – 571 302, (hereinafter referred to as “the Company”), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

According to the information and explanations furnished to me by the Company & its officers and according to my verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)), I hereby certify that the following Directors on the Board of the Company for the Financial Year ending on 31<sup>st</sup> March, 2023 have not been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities

| Sr. No. | Name of Director        | DIN      | Designation                         |
|---------|-------------------------|----------|-------------------------------------|
| 1       | Manish M Patel          | 00128179 | Chairman and Managing Director      |
| 2       | Dineshchandra C Patel   | 00167581 | Non Executive Director              |
| 3       | Jagdishbhai Patel       | 00128834 | Independent, Non Executive Director |
| 4       | M G Mohan Kumar         | 00020029 | Independent, Non Executive Director |
| 5       | S R Chandrasekara Setty | 00017055 | Independent, Non Executive Director |
| 6       | Ajay D Patel            | 00466905 | Non Executive Director              |
| 7       | N S Kishore Kumar       | 03422169 | Independent, Non Executive Director |
| 8       | Jitendra A Patel        | 00248302 | Non Executive Director              |
| 9       | Girija Shankar          | 07148094 | Independent, Non Executive Director |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification.

This certificate 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.

**(Hitaish Kumar S N)**

Practicing Company Secretary

Membership No.: 6564

CP No.: 6553

UDIN: F006564E000375570

PR No: 1626/2021

Date : May 25, 2023

Place : Mysuru

**Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**THE SOUTH INDIA PAPER MILLS LIMITED**

CIN: L85110KA1959PLC001352

Chikkayana Chatra

Nanjangud – 571 302, Karnataka

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The South India Paper Mills Limited** (hereinafter referred to as “Company”). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and furnished to us and also the representations made and information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 (“Audit Period”), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 and the Rules made thereunder (“the Act”);
- (ii) The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) 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 [*Not applicable since there were no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the Audit Period*];
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
  - 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;

# 64<sup>th</sup> Annual Report 2022-2023

- 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) Regulations, 2021 [*Not applicable since there are no Employee Stock Option Scheme, Employee Stock Purchase Scheme, General Employee Benefit Scheme, stock appreciation rights scheme during the Audit Period*];
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [*Not applicable since there was no debt securities issued during the Audit Period*];
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client [*Not applicable since the Company is not a Registrar and Share Transfer Agent*];
  - g) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009 [*Not applicable since there was no delisting of equity shares during the Audit Period*]; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [*Not applicable since there was no Buyback of securities during the Audit Period*]
- (vi) The Management has identified the following laws as specifically applicable to the Company:
- (a) The Electricity Act, 2003

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by the Central Government;
- (ii) Uniform Listing agreements with the Stock Exchanges and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations (hereinafter referred to as “Listing Regulations”);

During the Audit Period, the Company has complied with the provisions of the Act and Rules except filing of Report on Corporate Social Responsibility in Form CSR 2, and Regulations, Guidelines, standards etc., mentioned above.

## **I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors of the Company during the Audit Period.

Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed notes to agenda were sent at least seven days in advance 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.

Majority decisions were carried through and no dissenting views were expressed by the members as per the minutes recorded and produced to me for my verification.

**I further report that** there are reasonably adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the Audit period there were no instances of any specific events or actions having major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards etc.

25.05.2023  
Mysuru

**CS Hitaish Kumar S N**  
FCS No.6564 C P No.:6553  
UDIN: F006564E000375460  
PR No: 1626/2021

*Note: This report has to be read along with the annexure I which forms an integral part of this report.*

## **ANNEXURE I**

1. It is the responsibility of the Management of the Company to maintain secretarial records, maintain functional website to disseminate the information and documents required under the Act and the Listing Regulations and devise proper systems and processes to ensure the compliance of the various statutory requirements and Governance systems and to ensure that the systems and processes devised are operating effectively. My responsibility is to express an opinion on the secretarial records produced for my audit.
2. I have followed such audit practices and processes as I considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. I believe that audit evidence and information obtained from the Company's Management provide reasonable basis for my opinion. The verification was done on test basis to ensure correctness of facts reflected in the records.
4. I have obtained the Management representation about the Compliance of Laws, Rules and Regulations and occurrence of events, wherever required.
5. My Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

25.05.2023  
Mysuru

**CS Hitaish Kumar S N**  
FCS No.6564 C P No.:6553  
UDIN: F006564E000375460  
PR No: 1626/2021

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
**The South India Paper Mills Limited, Nanjangud**  
**Report on the Audit of the Financial Statements**

### Opinion

We have audited the financial statements of **The South India Paper Mills Limited** ("the Company") which comprises the Balance Sheet as at **31<sup>st</sup> March 2023**, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, and its profits including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial Statements.

### Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of the Auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management for the 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 financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

**Auditor's Responsibilities for the Audit of the financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 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 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 control 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 Board of Directors.
- Conclude on the appropriateness of Board of Directors' 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

# 64<sup>th</sup> Annual Report 2022-2023

uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, 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 the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the specified under Section 133 of the Act;
  - e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 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 with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**;
  - g) In our opinion, the managerial remuneration for the year ended 31st March, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act; and

- 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, in our opinion and to the best of our information and according to the explanations given to us;
- i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii) There has been no delay in transferring amounts, 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 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 entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in other person or entity 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 have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly, lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and  
c) Based on the audit procedures that were 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 (a) and (b) contain any material misstatement.
  - v) The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.
3. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023

for **B S Ravikumar & Associates**  
Chartered Accountants  
Firm Registration Number: 006101S

**B S Ravikumar**  
Partner

M No. 010218

UDIN: 23010218BGSWUK3599

Date : 25<sup>th</sup> May 2023  
Place : Mysuru

# 64<sup>th</sup> Annual Report 2022-2023

## **Annexure A referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date**

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that:

- (i) In respect of the Company’s property, plant and equipment & intangible assets -
  - (a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
  - (ii) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the practice of the Company, all items of property, plant and equipment are physically verified by the management in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Accordingly, a portion of the fixed assets has been physically verified by the Management during the year and the Management has confirmed that no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given by the management and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.
- (d) The company has not revalued its property, plant and equipment or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable and the discrepancies noticed were not material. Discrepancies noted on physical verification of inventories have been properly dealt with in the books of account.
- (b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. Details of current assets mentioned in the Quarterly Monitoring Reports filed with the bank are in agreement with the books of accounts.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a), (b), (c), (d), (e) and (f) of the Order are not applicable.
- (iv) According to the information and explanations given to us, the Company has not granted any loans, investments or provided guarantees and security for which the provisions of Section 185 and 186 of the Act are applicable.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the cost accounts and records maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148(l) of the Act, and

we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however not made a detailed examination of the records with a view to determine whether they are accurate.

(vii) According to the records of the Company:

- a) the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of custom, goods and services tax, cess and other statutory dues applicable to it.
- b) On the basis of our examination of the documents and records, disputed statutory dues to the extent which have not been deposited with the appropriate authorities are as under :

| <b>Statute</b>                                         | <b>Nature of the Dues</b> | <b>Amount (in Lakhs) in dispute not acknowledged</b> | <b>F.Y.to which the amount relates</b> | <b>Forum where the dispute is pending</b> |
|--------------------------------------------------------|---------------------------|------------------------------------------------------|----------------------------------------|-------------------------------------------|
| Central Excise Act, 1944/<br>CENVAT Credit Rules, 2004 | Excise Duty               | 8.15                                                 | 2008-09                                | CESTAT, Bangalore                         |
|                                                        | Penalty                   | 0.50                                                 |                                        |                                           |
| Goods and Service Tax, 2017                            | GST                       | 3.31                                                 | 2017-18                                | JCCT (Appeals),<br>Mysuru                 |
|                                                        | Interest                  | 2.78                                                 |                                        |                                           |
|                                                        | Penalty                   | 0.40                                                 |                                        |                                           |

Except dues stated above, there are no other dues of income tax, sales-tax, service tax, custom duty, excise duty, value added tax, goods and services tax and cess which have not been deposited on account of any dispute.

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the provisions of clause 3(viii) are not applicable.
- (ix)
  - (a) According to the information and explanations given to us, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender during the year.
  - (b) The Company has not been declared as a willful defaulter by any bank or financial institution or government or any government authority at any time during the year or after the end of the reporting period but before the date when the financial statements are approved.
  - (c) According to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.
  - (d) According to the information and explanations given to us, no funds raised on a short term basis have been used for long term purposes by the Company.
  - (e) The company has no subsidiaries, joint ventures or associate companies. Accordingly, the provisions of clause 3(ix) (e) and (f) are not applicable.

# 64<sup>th</sup> Annual Report 2022-2023

- (x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments). Accordingly, provisions of clause 3(x)(a) are not applicable.
- (b) According to the information and explanations given to us, the Company has raised a sum of Rs.4,537.50 Lakhs through preferential allotment of shares during the year and has complied with the requirements of Section 42 and Section 62 of the Companies Act, 2013. The Company has utilised the funds so raised for the purposes for which the funds were raised.
- (xi) (a) According to the information and explanations given to us, we report that no fraud by the Company or on the Company have been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, there were no whistle blower complaints received by the company during the year.
- (xii) In our opinion and according to the information and explanations given by the management, the Company is not a nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given by the management and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company. Accordingly, provisions of Clause 3(xvi) (a) and (b) are not applicable.
- (b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, provisions of Clause 3(xvi) (c) are not applicable.
- (c) There is no Core Investment Company as a part of the Group. Accordingly, provisions of Clause 3(xvi) (d) are not applicable.
- (xvii) The company has not incurred cash losses in the immediately preceding financial year and has incurred cash losses of Rs. 774.79 Lakhs during the current financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, provisions of Clause 3(xviii) are not applicable.

- (xix) On the basis of the financial ratios disclosed in Note 43, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that the 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) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project as disclosed in Note 31 & 42. Accordingly, provisions of Clause 3(xx) (a) and (b) are not applicable.
- (xxi) The Company is not required to prepare Consolidated Financial statements. Accordingly, provisions of Clause 3(xxi) are not applicable.

for **B S Ravikumar & Associates**

Chartered Accountants

Firm Registration Number: 006101S

**B S Ravikumar**

Partner

M No. 010218

UDIN: 23010218BGSWUK3599

Date : 25<sup>th</sup> May 2023

Place : Mysuru

# 64<sup>th</sup> Annual Report 2022-2023

## **Annexure B to the Independent Auditor's Report of even date on the financial statements of The South India Paper Mills Limited**

### **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 **The South India Paper Mills Limited**("the Company") as at 31<sup>st</sup> March 2023 in conjunction with our audit of the financial Statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management 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 (the "Guidance Note"). 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 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 Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 judgment, 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 Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements**

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 authorisations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these Financial Statements**

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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 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 **B S Ravikumar & Associates**  
Chartered Accountants  
Firm Registration Number: 006101S

**B S Ravikumar**  
Partner  
M No. 010218  
UDIN: 23010218BGSWUK3599

Date : 25<sup>th</sup> May 2023  
Place : Mysuru

64<sup>th</sup>

# Annual Report 2022-2023

## THE SOUTH INDIA PAPER MILLS LIMITED BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2023

| Particulars                                             | Notes | As at<br>31 <sup>st</sup> March 2023<br>₹ in Lakhs | As at<br>31 <sup>st</sup> March 2022<br>₹ in Lakhs |
|---------------------------------------------------------|-------|----------------------------------------------------|----------------------------------------------------|
| <b>ASSETS</b>                                           |       |                                                    |                                                    |
| <b>Non-current assets</b>                               |       |                                                    |                                                    |
| Property, plant and equipment                           | 3     | 34,307.27                                          | 30,408.35                                          |
| Capital work-in-progress                                | 3     | 1,738.93                                           | 3,929.91                                           |
| Other Intangible assets                                 | 3     | 1.08                                               | 2.76                                               |
| Other Non-Current Assets                                | 4     | 480.02                                             | 781.83                                             |
|                                                         |       | <b>36,527.30</b>                                   | <b>35,122.85</b>                                   |
| <b>Current assets</b>                                   |       |                                                    |                                                    |
| Inventories                                             | 5     | 4,239.94                                           | 3,553.66                                           |
| Financial assets                                        |       |                                                    |                                                    |
| Trade receivables                                       | 6     | 4,395.17                                           | 4,807.71                                           |
| Cash and cash equivalents                               | 7     | 2,903.60                                           | 2,273.53                                           |
| Other bank balances                                     | 8     | 376.83                                             | 465.65                                             |
| Other Financial Assets                                  | 9     | 39.56                                              | 35.66                                              |
| Other Current Assets                                    | 10    | 493.82                                             | 799.09                                             |
|                                                         |       | <b>12,448.92</b>                                   | <b>11,935.30</b>                                   |
| <b>TOTAL ASSETS</b>                                     |       | <b>48,976.22</b>                                   | <b>47,058.15</b>                                   |
| <b>EQUITY AND LIABILITIES</b>                           |       |                                                    |                                                    |
| <b>Equity</b>                                           |       |                                                    |                                                    |
| Equity share capital                                    | 11    | 1,875.00                                           | 1,500.00                                           |
| Other equity                                            | 12    | 21,454.18                                          | 19,114.82                                          |
| <b>TOTAL EQUITY</b>                                     |       | <b>23,329.18</b>                                   | <b>20,614.82</b>                                   |
| <b>Liabilities</b>                                      |       |                                                    |                                                    |
| <b>Non-current liabilities</b>                          |       |                                                    |                                                    |
| Financial liabilities                                   |       |                                                    |                                                    |
| Borrowings                                              | 13    | 13,286.56                                          | 14,088.80                                          |
| Other Financial Liabilities                             | 14    | 170.24                                             | 166.24                                             |
| Provisions                                              | 15    | 21.06                                              | 42.41                                              |
| Deferred tax liabilities (net)                          | 16    | 1,023.81                                           | 1,778.19                                           |
|                                                         |       | <b>14,501.67</b>                                   | <b>16,075.64</b>                                   |
| <b>Current liabilities</b>                              |       |                                                    |                                                    |
| Financial liabilities                                   |       |                                                    |                                                    |
| Borrowings                                              | 17    | 5,903.78                                           | 5,787.04                                           |
| Trade payables                                          | 18    |                                                    |                                                    |
| (a) total outstanding dues of MSME; and                 |       | 27.19                                              | 9.36                                               |
| (b) total outstanding dues of creditors other than MSME |       | 3,381.24                                           | 2,237.98                                           |
| Other Financial Liabilities                             | 19    | 920.26                                             | 1,415.42                                           |
| Other Current Liabilities                               | 20    | 599.57                                             | 323.49                                             |
| Provisions                                              | 21    | 313.33                                             | 333.40                                             |
| Current tax liabilities (net)                           | 22    | -                                                  | 261.00                                             |
|                                                         |       | <b>11,145.37</b>                                   | <b>10,367.69</b>                                   |
| <b>TOTAL LIABILITIES</b>                                |       | <b>25,647.04</b>                                   | <b>26,443.33</b>                                   |
| <b>TOTAL EQUITY AND LIABILITIES</b>                     |       | <b>48,976.22</b>                                   | <b>47,058.15</b>                                   |

Summary of significant accounting policies & key accounting estimates & judgements - See Note 1 & 2

The accompanying notes are an integral part of the financial statements.

**MANISH M. PATEL**  
Managing Director

**M.G. MOHAN KUMAR**  
Director

As per our report of even date  
for **B.S. Ravikumar & Associates**  
*Chartered Accountants*  
Firm's Regn. No.: 006101S

**B. RAVI HOLLA**  
Chief Financial Officer

**VIDYA BHAT**  
Company Secretary

**B.S. Ravikumar**  
Partner  
Membership No.: 010218

Place : Nanjangud  
Date : 25<sup>th</sup> May, 2023

**THE SOUTH INDIA PAPER MILLS LIMITED**  
**STATEMENT OF PROFIT AND LOSS**

| Particulars                                                                                         | Notes | Year ended<br>31 <sup>st</sup> March 2023<br>₹ in Lakhs | Year ended<br>31 <sup>st</sup> March 2022<br>₹ in Lakhs |
|-----------------------------------------------------------------------------------------------------|-------|---------------------------------------------------------|---------------------------------------------------------|
| <b>INCOME :</b>                                                                                     |       |                                                         |                                                         |
| Revenue from Operations                                                                             | 23    | 28,785.11                                               | 30,535.57                                               |
| Other income                                                                                        | 24    | 121.37                                                  | 60.61                                                   |
| <b>TOTAL INCOME</b>                                                                                 |       | <b>28,906.48</b>                                        | <b>30,596.18</b>                                        |
| <b>EXPENSES :</b>                                                                                   |       |                                                         |                                                         |
| Cost of materials consumed                                                                          | 25    | 16,679.36                                               | 15,820.31                                               |
| Changes in Inventories of Finished Goods and Work-in-Progress                                       | 26    | (287.09)                                                | (186.74)                                                |
| Employee benefits expense                                                                           | 27    | 2,884.03                                                | 2,823.58                                                |
| Finance costs                                                                                       | 28    | 1,624.38                                                | 587.75                                                  |
| Depreciation and amortisation expense                                                               | 3     | 1,603.39                                                | 943.92                                                  |
| Other expenses                                                                                      | 29    | 10,132.53                                               | 8,316.59                                                |
| <b>TOTAL EXPENSES</b>                                                                               |       | <b>32,636.60</b>                                        | <b>28,305.41</b>                                        |
| <b>Profit/(Loss) before Exceptional Items &amp; Tax</b>                                             |       | <b>(3,730.12)</b>                                       | <b>2,290.77</b>                                         |
| <b>Add : Exceptional Items -</b>                                                                    |       |                                                         |                                                         |
| Profit on disposal of Land held for Sale (part)                                                     |       | 1,327.50                                                | 273.05                                                  |
| <b>Profit/(Loss) before tax</b>                                                                     |       | <b>(2,402.62)</b>                                       | <b>2,563.82</b>                                         |
| <b>Tax expenses</b>                                                                                 |       |                                                         |                                                         |
| Current tax                                                                                         |       | -                                                       | (559.17)                                                |
| Tax relating to earlier years                                                                       |       | (16.95)                                                 | 1.14                                                    |
| Deferred Tax (charge) / credit (net)                                                                |       | 752.38                                                  | 160.26                                                  |
| <b>Total tax expenses</b>                                                                           |       | <b>735.43</b>                                           | <b>(397.77)</b>                                         |
| <b>Profit/(Loss) for the year</b>                                                                   |       | <b>(1,667.19)</b>                                       | <b>2,166.05</b>                                         |
| <b>Other Comprehensive Income (OCI)</b>                                                             |       |                                                         |                                                         |
| Income / (Loss) that will not be reclassified to Statement of Profit and Loss :                     |       |                                                         |                                                         |
| Re-measurement gains / (losses) on Defined Benefit Plans                                            |       | (7.95)                                                  | 50.02                                                   |
| Less : Income tax effect on above                                                                   |       | 2.00                                                    | 12.59                                                   |
| <b>Total Other comprehensive income / (loss) for the year</b>                                       |       | <b>(5.95)</b>                                           | <b>37.43</b>                                            |
| <b>Total Comprehensive Income for the year</b>                                                      |       | <b>(1,673.14)</b>                                       | <b>2,203.48</b>                                         |
| <b>Earnings per share (EPS)</b>                                                                     |       |                                                         |                                                         |
| Basic (in Rupees)                                                                                   | 30    | <b>(11.08)</b>                                          | <b>14.44</b>                                            |
| Diluted (in Rupees)                                                                                 |       | <b>(11.08)</b>                                          | <b>14.44</b>                                            |
| Summary of significant accounting policies & key accounting estimates & judgements - See Note 1 & 2 |       |                                                         |                                                         |
| The accompanying notes are an integral part of the financial statements.                            |       |                                                         |                                                         |

**MANISH M. PATEL**  
Managing Director

**M.G. MOHAN KUMAR**  
Director

As per our report of even date  
for **B.S. Ravikumar & Associates**  
*Chartered Accountants*  
Firm's Regn. No.: 006101S

**B. RAVI HOLLA**  
Chief Financial Officer

**VIDYA BHAT**  
Company Secretary

**B.S. Ravikumar**  
Partner  
Membership No.: 010218

Place : Nanjangud  
Date : 25<sup>th</sup> May, 2023

# 64<sup>th</sup> Annual Report 2022-2023

## STATEMENT OF CHANGES IN EQUITY

### A. EQUITY SHARE CAPITAL

| Particulars                                                                | Rs. in Lakhs    |
|----------------------------------------------------------------------------|-----------------|
| Balance as at 1 <sup>st</sup> April, 2021                                  | 1,500.00        |
| Changes in equity share capital during the year due to prior period errors | -               |
| <b>Restated Balance as at 1<sup>st</sup> April, 2021</b>                   | <b>1,500.00</b> |
| Changes in equity share capital during the year                            | -               |
| <b>Balance as at 31<sup>st</sup> March, 2022</b>                           | <b>1,500.00</b> |
| <b>Balance as at 1<sup>st</sup> April, 2022</b>                            | <b>1,500.00</b> |
| Changes in equity share capital during the year due to prior period errors | -               |
| <b>Restated Balance as at 1<sup>st</sup> April, 2022</b>                   | <b>1,500.00</b> |
| Changes in equity share capital during the year                            | 375.00          |
| <b>Balance as at 31<sup>st</sup> March, 2023</b>                           | <b>1,875.00</b> |

### B. OTHER EQUITY

(Rs. in lakhs)

| Particulars                                      | Reserve & Surplus |                    |                   | Other Comprehensive Income                      | Total            |
|--------------------------------------------------|-------------------|--------------------|-------------------|-------------------------------------------------|------------------|
|                                                  | General reserves  | Securities Premium | Retained earnings | Re-measurement of the net Defined Benefit Plans |                  |
| <b>Balance as at 1<sup>st</sup> April, 2021</b>  | 834.60            | -                  | 16,214.21         | 12.53                                           | 17,061.34        |
| Profit for the year                              | -                 | -                  | 2,166.05          | -                                               | 2,166.05         |
| Other Comprehensive Income / (Loss)              | -                 | -                  | -                 | 37.43                                           | 37.43            |
| Dividends                                        | -                 | -                  | (150.00)          | -                                               | (150.00)         |
| <b>Balance as at 31<sup>st</sup> March, 2022</b> | <b>834.60</b>     | <b>-</b>           | <b>18,230.26</b>  | <b>49.96</b>                                    | <b>19,114.82</b> |
| <b>Balance as at 1<sup>st</sup> April, 2022</b>  | <b>834.60</b>     | <b>-</b>           | <b>18,230.26</b>  | <b>49.96</b>                                    | <b>19,114.82</b> |
| Profit for the year                              | -                 | -                  | (1,667.19)        | -                                               | (1,667.19)       |
| Securities Premium on Issue of Shares            | -                 | 4,162.50           | -                 | -                                               | 4,162.50         |
| Other Comprehensive Income / (Loss)              | -                 | -                  | -                 | (5.95)                                          | (5.95)           |
| Dividends                                        | -                 | -                  | (150.00)          | -                                               | (150.00)         |
| <b>Balance as at 31<sup>st</sup> March, 2023</b> | <b>834.60</b>     | <b>4,162.50</b>    | <b>16,413.07</b>  | <b>44.01</b>                                    | <b>21,454.18</b> |

MANISH M. PATEL  
Managing Director

M.G. MOHAN KUMAR  
Director

As per our report of even date  
for **B.S. Ravikumar & Associates**  
*Chartered Accountants*  
Firm's Regn. No.: 006101S

**B. RAVI HOLLA**  
Chief Financial Officer

**VIDYA BHAT**  
Company Secretary

**B.S. Ravikumar**  
Partner  
Membership No.: 010218

Place : NANJANGUD

Date : 25<sup>th</sup> May, 2023

## **CORPORATE INFORMATION**

The South India Paper Mills Ltd, a Public Limited Company, incorporated under the provisions of the Companies Act, 1956. The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited. The registered office of the Company is located at Chikkayanachatra, Nanjangud, Karnataka – 571 302. The Company Corporate Identity Number (“CIN”) is L85110KA1959PLC001352.

The Company is engaged in the manufacture of Paper, Paperboards, Cartons and Power Generation.

### **NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES**

#### **A.1 Basis of preparation**

##### **a) Statement of Compliance:**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013 (“the Act”).

The financial statements were authorised for issue in accordance with a resolution of the Company’s Board of Directors on 25<sup>th</sup> May, 2023.

These financial statements have been prepared on the historical cost basis, except for certain items that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. The financial statements are prepared on a ‘going concern’ basis under accrual method, except for the cash flow information.

##### **b) Classification of Assets and Liabilities as Current and Non-Current:**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when :

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

# 64<sup>th</sup> Annual Report 2022-23

## c) Functional and Presentation Currency:

The financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency and all amounts are rounded to the nearest two decimal of lakhs (₹00,000), except when otherwise indicated.

## 1.2 Property, plant and equipment (PPE)

PPE are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost of PPE includes interest on borrowings attributable to acquisition of qualifying PPE up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Any trade discounts and rebates are deducted in arriving at the purchase price. The cost is net of input tax credit availed. The Company identifies and determines the cost of each part of an item of PPE separately, if the part has a cost which is significant to the total cost of that item of PPE and has useful life that is materially different from that of the remaining item. Subsequent expenditure relating to PPE is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance. All other costs are recognised in the statement of profit and loss as and when incurred as repairs and maintenance.

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest (if any). Advances given towards acquisition of PPE outstanding at each balance sheet date are disclosed as Other Non-Current Assets.

Depreciation is provided on straight line method based on the following useful lives / residual values as prescribed in Part C of Schedule II of the Companies Act, 2013. Depreciation is charged on a proportionate basis for all assets purchased and sold during the year. Extra Shift Depreciation has been charged, where applicable.

| Nature of Asset                | Useful Life    | Residual Value |
|--------------------------------|----------------|----------------|
| <b>Tangible Assets :</b>       |                |                |
| Buildings                      | 30 to 60 Years | Nil to 5%      |
| Roads                          | 5 to 10 Years  | Nil to 5%      |
| Plant & Machinery              | 8 to 30 Years  | Nil to 5%      |
| Office Equipment               | 5 Years        | Nil            |
| Furniture & Fixtures           | 10 Years       | Nil            |
| Vehicles                       | 8 Years        | 5%             |
| Computers – Servers & Networks | 6 Years        | Nil            |
| – End user devices             | 3 Years        | Nil            |

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (*calculated as the difference between the net disposal proceeds and the carrying amount of the asset*) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

## 1.3 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Computer Software which is not an integral part of the related hardware is classified as an intangible asset. Intangible assets are amortised on a reducing balance method over the estimated useful economic life of 6 years, based on management's estimate of useful life.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with Ind AS.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds/net realizable value and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

#### **1.4 Impairment**

##### **(i) Financial assets -**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

##### **(ii) Non-financial assets -**

Consideration is given at each balance sheet date to determine whether there is any indication of impairment to a tangible / intangible asset. If any indication exists, an asset's recoverable amount is estimated. An asset is treated as impaired when the carrying amount of asset exceeds its recoverable value. The impairment loss is charged to statement of profit and loss in the year in which an asset is identified as impaired.

#### **1.5 Revenue from contract with customer**

The Company earns revenue from contract with customer primarily from sale of goods.

Revenue is recognised upon transfer of control of promised products to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer, it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

##### ***Contract assets***

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Revenues in excess of invoicing are classified as contract assets (Unbilled Revenue). The specific recognition criteria described below must also be met before revenue is recognised.

##### ***Sale of goods***

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer.

The revenue is collected immediately upon sale of goods or as per agreed credit terms which is within 30 to 50 days upon delivery. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated.

#### ***Variable Consideration***

Rights of return, volume discounts, or any other form of variable consideration is estimated using either the sum of probability weighted amounts in a range of possible consideration amounts (expected value), or the single most likely amount in a range of possible consideration amounts (most likely amount), depending on which method better predicts the amount of consideration realizable. Transaction price includes variable consideration only to the extent it is probable that a significant reversal of revenues recognized will not occur when the uncertainty associated with the variable consideration is resolved. Our estimates of variable consideration and determination of whether to include estimated amounts in the transaction price may involve judgment and are based largely on an assessment of our anticipated performance and all information that is reasonably available to us.

#### ***Finance income***

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in “Other income” in the statement of profit and loss.

#### ***Dividend income***

Revenue is recognised when the Company’s right to receive dividend is established, which is generally the shareholders’ approval date.

#### ***Export Incentives***

Revenue from export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable assurance and conditions precedent to claim are fulfilled.

#### ***Insurance claims***

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

### **1.6 Inventories**

Inventories are valued at the lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. However, raw materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Costs incurred in bringing each product to its present location and condition are accounted for as follows :

- Raw materials, consumables & stores and fuel : Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.
- Finished goods and Work-in-Progress : Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on an item-by-item basis.

The provision for slow moving and obsolete inventory is assessed by the management and is provided as considered necessary.

**1.7 Cash and cash equivalents**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents include other short-term highly liquid investments with original maturities of three months or less. For the purpose of the Statement of cash flows, cash and cash equivalents consists of cash and short term deposits as defined above.

**1.8 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**1.9 Foreign currencies**

The financial statements are presented in Indian Rupees ('INR'), which is the functional currency of the Company.

Transactions and balances -

Foreign exchange transactions are recorded at the rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss of the year.

Monetary items denominated in foreign currencies as at the balance sheet date are translated at the exchange rates on that date; the resultant exchange differences are recognised in the statement of profit and loss as income or expense.

Non-monetary items are recorded at the rate prevailing on the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

Premium / discount on forward exchange contracts if any are amortised over the period of the contracts if such contracts relate to monetary items as at the balance sheet date.

**1.10 Retirement and other employee benefits****(i) Short-term employee benefits -**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related services are recognised in respect of employees' service up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current provisions in the balance sheet.

**(ii) Compensated absences -**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability, based on actuarial valuation made by an independent actuary, at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

**(iii) Post-employment benefits -**

The Company operates the following post-employment benefit schemes :

- defined contribution plans such as provident fund and employee state insurance scheme; and
- defined benefit plans such as gratuity.

# 64<sup>th</sup> Annual Report 2022-23

## **Defined contribution plans :**

The Company makes specified monthly contribution towards employee provident fund, superannuation fund and employees state insurance schemes to Government administered schemes which are the defined contribution schemes. The Company's contribution is recognised as an expense in the statement of profit and loss during the period in which the employee renders the related service.

## **Defined benefit plans :**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the statement of profit or loss as past service cost.

### **1.11 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences arising from foreign currency borrowings to the extent regarded as an adjustment to the borrowing costs.

### **1.12 Segment reporting**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities are identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue, if any, is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis are included under "unallocated revenue / expenses / assets / liabilities".

### **1.13 Leases**

#### **Company as a Lessee -**

The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in

exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether :

- (i) the contract involves the use of an identified asset,
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease, and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Wherever the lease period is less than 12 months, lease payments are recognised as an expense on a straight-line basis over the lease term.

#### **Company as a Lessor -**

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

### **1.14 Taxes**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

#### **(i) Current income tax -**

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

# 64<sup>th</sup> Annual Report 2022-23

## *(ii) Deferred tax -*

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realised.

In the situations where the Company is entitled to a tax holiday, no deferred tax (asset or liability) is recognised in respect of timing differences which reverse during the tax holiday period, to the extent the Company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognised in the year in which the timing differences originate. However, the Company restricts recognition of deferred tax assets to the extent that it has become reasonably certain, that sufficient future taxable income will be available against which such deferred tax assets can be realised. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

## *(iii) Minimum alternate tax (MAT)-*

In accordance with the provisions of Section 115JAA of the Income Tax Act, 1961, the Company is allowed to avail credit equal to the excess of Minimum Alternative Tax ('MAT') over normal income tax for the assessment year for which MAT is paid. MAT credit so determined can be carried forward for and set-off for fifteen succeeding years for the year in which such credit becomes available. MAT credit can be set-off only in the year in which the Company is liable to pay tax as per the normal provisions of the Income Tax Act, 1961 and such tax is in excess of MAT for that year. The MAT credit asset is written down to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

## **1.15 Financial instruments**

Financial instruments are recognised when the Company becomes a party to the contract that gives rise to financial assets and financial liabilities.

### **Financial Assets**

#### **Initial recognition and measurement**

All financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

#### **Subsequent measurement**

##### ***Financial assets at amortised cost***

Financial assets are subsequently measured at amortised cost using the effective interest rate method if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

***Financial assets at fair value through other comprehensive income***

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Fair value movements are recognized in Other Comprehensive Income (OCI).

***Financial assets at fair value through profit or loss***

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss.

***Trade Receivables***

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to the lifetime Expected Credit Losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. Company applies simplified approach of Ind AS 109 “Financial Instruments” for determining lifetime Expected Credit Losses.

***Derecognition***

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised when the obligation specified in the contract is discharged or cancelled or expires.

**Financial liabilities*****Initial recognition and measurement***

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company’s financial liabilities include trade and other payables and borrowings.

**Subsequent measurement*****Financial liabilities at fair value through profit or loss***

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

**Loans and Borrowings**

Financial liabilities are subsequently measured at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms,

or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### **Reclassification of financial instruments**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

### **1.16 Fair value of financial instruments**

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

#### **Fair value hierarchy**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### **1.17 Provisions, contingent liabilities and contingent assets**

#### **(i) Provisions -**

Provision are recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

**(ii) Contingent liabilities -**

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Show cause notices issued by various Government authorities are not considered as contingent liabilities. However, when the demands are raised against such show cause notices after considering the Company's views, these demands are either paid or treated as liabilities, if accepted by the company, and are treated as contingent liability, if disputed by the Company.

The Company does not recognise a contingent liability but discloses in the financial statements.

**(iii) Contingent assets -**

Contingent assets are neither recognised nor disclosed in the financial statements.

**1.18 Earnings per share (EPS)**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

**1.19 Cash dividend to equity shareholders of the Company**

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

**1.20 Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to revenue, it is recognised in the statement of profit and loss on a systematic basis over the periods to which they relate. Grants relating to assets, including non-monetary grants are presented in the balance sheet by deducting the grant in arriving at the carrying amount of the asset.

**1.21 Recent Accounting Pronouncements**

- (i) Ministry of Corporate Affairs had notified amendments to the existing Ind AS under Companies (Indian Accounting Standards) Rules, 2023 to be effective from 1 April, 2022 on 23 March, 2022. Key amendments to the Ind AS are:

**Ind AS 16 – Property, Plant & Equipment**

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognized in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment.

# 64<sup>th</sup> Annual Report 2022-23

## **Ind AS 103 – Business Combinations**

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103.

## **Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets**

The amendment specifies that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

## **Ind AS 109 – Financial Instruments**

The amendment specifies the fees an entity must include when it applies the “10 percent” test of Ind AS 109 in assessing whether to derecognize a financial liability.

The amendments listed above did not have any impact on the financial statements of the Company.

(ii) Ministry of Corporate Affairs has notified amendments to the existing Ind AS under Companies (Indian Accounting Standards) Rules, 2023 to be effective from 1<sup>st</sup> April, 2023 on 31<sup>st</sup> March, 2023. Key amendments to the existing Ind AS are:

## **Ind AS 1– Presentation of Financial Statements**

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.

## **Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**

This amendment has introduced a definition of ‘accounting estimates’ and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates.

## **Ind AS 12 – Income Taxes**

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

Based on preliminary assessment, the Company does not expect these amendments to have any significant impact on its standalone financial statements.

## **NOTE 2 : KEY ACCOUNTING ESTIMATES AND JUDGEMENTS**

The preparation of the Company’s financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses for the year. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty as at the date of financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of the following:

**(i) Defined benefit plans (gratuity benefits) -**

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**(ii) Useful life of property, plant and equipment and intangible assets:**

The Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

**(iii) Estimation of current tax expense and payable:**

The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes and tax credits including the amount expected to be paid or refunded.

**CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES**

The Company has not early adopted any standards or amendments that have been issued but are not yet effective/notified. Amendments and interpretations applying for the first time during the year do not have an impact on the financial statements of the Company.

NOTE 3 :

Property, Plant and Equipment, Capital Work in Progress and Other Intangible Assets

(₹. in lakhs)

| Particulars                                      | Asset class   |                 |                     |                   |                        |               |               | Total            | Other Intangible Assets |
|--------------------------------------------------|---------------|-----------------|---------------------|-------------------|------------------------|---------------|---------------|------------------|-------------------------|
|                                                  | Land          | Building        | Plant and Machinery | Office Equipments | Furniture and Fixtures | Vehicles      | Computers     |                  |                         |
| <b>Gross Block</b>                               |               |                 |                     |                   |                        |               |               |                  |                         |
| Balance as at 1 <sup>st</sup> April, 2021        | 384.01        | 3,274.14        | 19,452.49           | 53.33             | 147.72                 | 214.79        | 125.57        | 23,652.05        | 45.27                   |
| Additions                                        | 39.55         | 925.79          | 18,361.81           | 0.86              | 11.52                  | -             | 11.99         | 19,351.52        | 3.44                    |
| Disposals                                        | -             | -               | -                   | -                 | -                      | -             | -             | -                | -                       |
| <b>Balance as at 31<sup>st</sup> March, 2022</b> | <b>423.56</b> | <b>4,199.93</b> | <b>37,814.30</b>    | <b>54.19</b>      | <b>159.24</b>          | <b>214.79</b> | <b>137.56</b> | <b>43,003.57</b> | <b>48.71</b>            |
| Additions                                        | 27.01         | 597.36          | 4,888.67            | 0.26              | 0.47                   | -             | 2.00          | 5,515.77         | -                       |
| Disposals                                        | 15.13         | -               | -                   | -                 | -                      | -             | -             | 15.13            | -                       |
| <b>Balance as at 31<sup>st</sup> March, 2023</b> | <b>435.44</b> | <b>4,797.29</b> | <b>42,702.97</b>    | <b>54.45</b>      | <b>159.71</b>          | <b>214.79</b> | <b>139.56</b> | <b>48,504.21</b> | <b>48.71</b>            |
| <b>Accumulated Depreciation</b>                  |               |                 |                     |                   |                        |               |               |                  |                         |
| Balance as at 1 <sup>st</sup> April, 2021        | -             | 1,168.11        | 10,071.50           | 49.16             | 94.03                  | 153.98        | 115.21        | 11,651.99        | 45.26                   |
| Depreciation of the year                         | -             | 125.21          | 790.68              | 1.12              | 8.22                   | 13.02         | 4.98          | 943.23           | 0.69                    |
| Disposals                                        |               |                 |                     |                   |                        |               |               |                  |                         |
| <b>Balance as at 31<sup>st</sup> March, 2022</b> | <b>-</b>      | <b>1,293.32</b> | <b>10,862.18</b>    | <b>50.28</b>      | <b>102.25</b>          | <b>167.00</b> | <b>120.19</b> | <b>12,595.22</b> | <b>45.95</b>            |
| Depreciation of the year                         | -             | 121.78          | 1,451.73            | 1.16              | 7.15                   | 12.84         | 7.06          | 1,601.72         | 1.68                    |
| Disposals                                        | -             | -               | -                   | -                 | -                      | -             | -             | -                | -                       |
| <b>Balance as at 31<sup>st</sup> March, 2023</b> | <b>-</b>      | <b>1,415.10</b> | <b>12,313.91</b>    | <b>51.44</b>      | <b>109.40</b>          | <b>179.84</b> | <b>127.25</b> | <b>14,196.94</b> | <b>47.63</b>            |
| <b>Net Block</b>                                 |               |                 |                     |                   |                        |               |               |                  |                         |
| Balance as at 1 <sup>st</sup> April, 2021        | 384.01        | 2,106.03        | 9,380.99            | 4.17              | 53.69                  | 60.81         | 10.36         | 12,000.06        | 0.01                    |
| Balance as at 31 <sup>st</sup> March, 2022       | 423.56        | 2,906.61        | 26,952.12           | 3.91              | 56.99                  | 47.79         | 17.37         | 30,408.35        | 2.76                    |
| Balance as at 31 <sup>st</sup> March, 2023       | 435.44        | 3,382.19        | 30,389.06           | 3.01              | 50.31                  | 34.95         | 12.31         | 34,307.27        | 1.08                    |

Capital Work in Progress - Ageing

(₹. in lakhs)

| Particulars                                | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total    |
|--------------------------------------------|------------------|-----------|-----------|-------------------|----------|
| Balance as at 31 <sup>st</sup> March, 2023 | 1,398.09         | 335.03    | 5.81      | -                 | 1,738.93 |
| Balance as at 31 <sup>st</sup> March, 2022 | 3,380.34         | 58.57     | 52.10     | 438.90            | 3,929.91 |

**Notes to financial statements for the year ended 31<sup>st</sup> March, 2023**

| Particulars                                                                                         | As at<br>31 <sup>st</sup> March, 2023<br>₹ in Lakhs | As at<br>31 <sup>st</sup> March, 2022<br>₹ in Lakhs |
|-----------------------------------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| <b><u>NON CURRENT ASSETS</u></b>                                                                    |                                                     |                                                     |
| <b>Note 3 : Property, plant and equipment, Capital work-in-progress and Other Intangible assets</b> |                                                     |                                                     |
| Property, plant & equipment                                                                         | 34,307.27                                           | 30,408.35                                           |
| Capital Work-in-progress                                                                            | 1,738.93                                            | 3,929.91                                            |
| Other Intangible assets                                                                             | 1.08                                                | 2.76                                                |
| <b>Total</b>                                                                                        | <b>36,047.28</b>                                    | <b>34,341.02</b>                                    |
| <b>Note 4 : Non Current - Other Assets</b>                                                          |                                                     |                                                     |
| <i>Unsecured, considered good</i>                                                                   |                                                     |                                                     |
| Capital advances                                                                                    | 307.10                                              | 687.30                                              |
| Security deposits                                                                                   | 122.77                                              | 70.18                                               |
| Prepaid expenses                                                                                    | 50.15                                               | 24.35                                               |
| <b>Total</b>                                                                                        | <b>480.02</b>                                       | <b>781.83</b>                                       |
| <b><u>CURRENT ASSETS</u></b>                                                                        |                                                     |                                                     |
| <b>Note 5: Inventories (Valued at lower of cost and net reliable value)</b>                         |                                                     |                                                     |
| Raw materials                                                                                       | 1,751.63                                            | 1,868.72                                            |
| Raw materials - in transit                                                                          | 566.08                                              | 42.67                                               |
| Adhesives, inks, consumables & stores                                                               | 909.17                                              | 746.19                                              |
| Fuel                                                                                                | 335.97                                              | 506.08                                              |
| Work-in-progress                                                                                    | 227.46                                              | 91.73                                               |
| Finished goods                                                                                      | 449.63                                              | 298.27                                              |
| <b>Total</b>                                                                                        | <b>4,239.94</b>                                     | <b>3,553.66</b>                                     |
| <b>Note 6: Trade receivables (unsecured)</b>                                                        |                                                     |                                                     |
| Considered good                                                                                     | 4,395.17                                            | 4,807.71                                            |
| Credit impaired                                                                                     | 33.28                                               | 22.77                                               |
|                                                                                                     | 4,428.45                                            | 4,830.48                                            |
| Less : Allowance for credit losses                                                                  | (33.28)                                             | (22.77)                                             |
| <b>Total</b>                                                                                        | <b>4,395.17</b>                                     | <b>4,807.71</b>                                     |

No trade or other receivable are due from Directors or other officers of the Company either severally or jointly with any other person, nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

**Trade Receivable Ageing Schedule :  
As at 31<sup>st</sup> March 2023**

| (₹. in lakhs)                                              |                 |                    |                   |               |           |                   |                 |
|------------------------------------------------------------|-----------------|--------------------|-------------------|---------------|-----------|-------------------|-----------------|
| Outstanding for following periods from due date of payment |                 |                    |                   |               |           |                   |                 |
| Particulars                                                | Not Due         | Less than 6 Months | 6 Months - 1 year | 1-2 years     | 2-3 years | More than 3 years | Total           |
| Undisputed                                                 |                 |                    |                   |               |           |                   |                 |
| - Considered good                                          | 2,280.63        | 1,974.20           | 29.55             | 110.79        | -         | -                 | 4,395.17        |
| - Credit Impaired                                          | -               | -                  | -                 | 25.26         | 2.84      | 5.18              | 33.28           |
| Less:                                                      | 2,280.63        | 1,974.20           | 29.55             | 136.05        | 2.84      | 5.18              | 4,428.45        |
| Allowance for Credit Loss                                  | -               | -                  | -                 | (25.26)       | (2.84)    | (5.18)            | (33.28)         |
| <b>TOTAL</b>                                               | <b>2,280.63</b> | <b>1,974.20</b>    | <b>29.55</b>      | <b>110.79</b> | <b>-</b>  | <b>-</b>          | <b>4,395.17</b> |

| As at 31 <sup>st</sup> March 2022 |  | Outstanding for following periods from due date of payment |                    |                   |           |           |                   |          | (₹. in lakhs) |
|-----------------------------------|--|------------------------------------------------------------|--------------------|-------------------|-----------|-----------|-------------------|----------|---------------|
| Particulars                       |  | Not Due                                                    | Less than 6 Months | 6 Months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total    |               |
| Undisputed                        |  |                                                            |                    |                   |           |           |                   |          |               |
| - Considered good                 |  | 2,970.61                                                   | 1,728.29           | 108.81            | -         | -         | -                 | 4,807.71 |               |
| - Credit Impaired                 |  | -                                                          | -                  | 12.78             | 3.71      | 4.46      | 1.82              | 22.77    |               |
| Less:                             |  | 2,970.61                                                   | 1,728.29           | 121.59            | 3.71      | 4.46      | 1.82              | 4,830.48 |               |
| Allowance for Credit Loss         |  | -                                                          | -                  | (12.78)           | (3.71)    | (4.46)    | (1.82)            | (22.77)  |               |
| TOTAL                             |  | 2,970.61                                                   | 1,728.29           | 108.81            | -         | -         | -                 | 4,807.71 |               |

**Notes to financial statements for the year ended 31<sup>st</sup> March, 2023**

| Particulars                                                           | As at<br>31 <sup>st</sup> March, 2023<br>₹ in Lakhs | As at<br>31 <sup>st</sup> March, 2022<br>₹ in Lakhs |
|-----------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| <b>Note 7: Cash and cash equivalents</b>                              |                                                     |                                                     |
| Cash on hand                                                          | 1.69                                                | 3.14                                                |
| Balances with banks :                                                 |                                                     |                                                     |
| in Current accounts                                                   | 1,480.18                                            | 2.93                                                |
| in Cash Credit account                                                | 1,421.73                                            | 2,267.46                                            |
| <b>Total</b>                                                          | <b>2,903.60</b>                                     | <b>2,273.53</b>                                     |
| <b>Note 8: Other bank balances</b>                                    |                                                     |                                                     |
| Unpaid dividend account                                               | 38.03                                               | 42.96                                               |
| In deposit account - Under lien for Letter of Credit & Bank Guarantee | 338.80                                              | 422.69                                              |
|                                                                       | <b>376.83</b>                                       | <b>465.65</b>                                       |
| <b>Note 9: Other Financial Assets</b>                                 |                                                     |                                                     |
| Loans to employees ( <i>Unsecured, considered good</i> )              | 36.33                                               | 34.62                                               |
| Interest receivable                                                   | 3.23                                                | 1.04                                                |
| <b>Total</b>                                                          | <b>39.56</b>                                        | <b>35.66</b>                                        |
| <b>Note 10: Current Assets - Others</b>                               |                                                     |                                                     |
| Advance to suppliers & services                                       | 188.62                                              | 74.35                                               |
| Current Tax Asset - Tax refund receivable                             | 103.69                                              | 49.82                                               |
| Prepaid expenses                                                      | 138.62                                              | 100.57                                              |
| Gratuity asset account                                                | 7.31                                                | 0.38                                                |
| Other receivables                                                     | 7.88                                                | 2.48                                                |
| Balance with statutory/ government authorities                        | 15.78                                               | 534.47                                              |
| Security deposits                                                     | 31.92                                               | 37.02                                               |
| <b>Total</b>                                                          | <b>493.82</b>                                       | <b>799.09</b>                                       |
| <b>NOTE 11 : SHARE CAPITAL</b>                                        |                                                     |                                                     |
| <b>Authorised share capital</b>                                       |                                                     |                                                     |
| <b>Equity share capital of Rs. 10 each with voting rights</b>         |                                                     |                                                     |
| 2,00,00,000 (PY : 2,00,00,000) equity shares                          | 2,000.00                                            | 2,000.00                                            |
| <b>Issued equity capital</b>                                          |                                                     |                                                     |
| <b>Equity share of Rs. 10 each issued, subscribed and fully paid</b>  |                                                     |                                                     |
| 1,87,50,000 (PY : 1,50,00,000) equity shares                          | 1,875.00                                            | 1,500.00                                            |

64<sup>th</sup>  
Annual Report  
2022-23

**Notes to financial statements for the year ended 31<sup>st</sup> March, 2023**

**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

| Equity Shares with voting rights    | 31 <sup>st</sup> March, 2023 |                  | 31 <sup>st</sup> March, 2022 |                  |
|-------------------------------------|------------------------------|------------------|------------------------------|------------------|
|                                     | Number of shares             | Amount ₹in Lakhs | Number of shares             | Amount ₹in Lakhs |
| <b>Equity shares</b>                |                              |                  |                              |                  |
| At the commencement of the year     | 1,50,00,000                  | 1,500.00         | 1,50,00,000                  | 1,500.00         |
| Add : Shares issued during the year | 37,50,000                    | 375.00           | -                            | -                |
| <b>At the end of the year</b>       | <b>1,87,50,000</b>           | <b>1,875.00</b>  | <b>1,50,00,000</b>           | <b>1,500.00</b>  |

**(b) Details of shares held by each shareholder holding more than 5% shares in the Company:**

| Class of shares / Name of shareholder                | 31 <sup>st</sup> March, 2023 |       | 31 <sup>st</sup> March, 2022 |       |
|------------------------------------------------------|------------------------------|-------|------------------------------|-------|
| Equity shares with voting rights                     | Number of shares             | %     | Number of shares             | %     |
| Mr. Anil Kumar Goel                                  | 10,00,000                    | 5.33% | 10,00,000                    | 6.67% |
| Mr. Harshad Natvarlal Modi & Mrs. Rajul Harshad Modi | 12,84,240                    | 6.85% | N.A.*                        | -     |
| Mr. Harshad Natvarlal Modi                           | 12,56,000                    | 6.70% | N.A.*                        | -     |
| Mrs. Rajul Harshad Modi & Mr. Harshad Natvarlal Modi | 12,50,000                    | 6.67% | N.A.*                        | -     |

\*Less than 5% in FY 2021-22

**(c) Right, preferences and restrictions attached to shares**

The Company has issued only one class of equity share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by Board of Directors, if any, is subject to approval by the shareholders at the Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

**(d) Shares held by Promoters :**

| Particulars                   | As at 31 <sup>st</sup> March 2023 |                   |                          | As at 31 <sup>st</sup> March 2022 |                   |                          |
|-------------------------------|-----------------------------------|-------------------|--------------------------|-----------------------------------|-------------------|--------------------------|
| Promoter                      | No. of Shares                     | % of total shares | % change during the year | No. of Shares                     | % of total shares | % change during the year |
| Jitendra Ambalal Patel        | 4,47,520                          | 2.39%             | (0.60%)                  | 4,47,520                          | 2.98%             | 0.00%                    |
| Upendra Ambalal Patel         | 6,68,000                          | 3.56%             | (0.89%)                  | 6,68,000                          | 4.45%             | 0.00%                    |
| Dineshchandra Chandulal Patel | 5,20,043                          | 2.77%             | (0.69%)                  | 5,20,043                          | 3.47%             | 0.00%                    |
| Sanjay Suresh Patel           | 1,77,397                          | 0.95%             | (0.27%)                  | 1,81,820                          | 1.21%             | (3.49%)                  |
| Ajay Dineshchandra Patel      | 3,10,752                          | 1.66%             | (0.41%)                  | 3,10,752                          | 2.07%             | (6.61%)                  |
| Ansuyaben M Patel             | -                                 | 0.00%             | (1.90%)                  | 2,84,400                          | 1.90%             | 0.00%                    |
| Manish M Patel                | 5,02,652                          | 2.68%             | 1.23%                    | 2,18,252                          | 1.46%             | 0.00%                    |
| Shishir Praful Patel          | 3,87,796                          | 2.07%             | (0.52%)                  | 3,87,796                          | 2.59%             | 0.00%                    |
| Meeta Virat Patel             | 1,71,000                          | 0.91%             | (0.23%)                  | 1,71,000                          | 1.14%             | 0.00%                    |
| Uma Mahendra Patel            | 1,43,560                          | 0.77%             | (0.19%)                  | 1,43,560                          | 0.96%             | 0.00%                    |
| Mrudula Praful Patel          | 1,43,560                          | 0.77%             | (0.19%)                  | 1,43,560                          | 0.96%             | 0.00%                    |

**Notes to financial statements for the year ended 31<sup>st</sup> March, 2023**

| Particulars                   | As at 31 <sup>st</sup> March 2023 |                   |                          | As at 31 <sup>st</sup> March 2022 |                   |                          |
|-------------------------------|-----------------------------------|-------------------|--------------------------|-----------------------------------|-------------------|--------------------------|
| Promoter                      | No. of Shares                     | % of total shares | % change during the year | No. of Shares                     | % of total shares | % change during the year |
| Aruna Nareshbhai Patel        | 1,56,600                          | 0.84%             | (0.21%)                  | 1,56,600                          | 1.04%             | 0.00%                    |
| Ranjanben Sureshchandra Patel | 1,18,886                          | 0.63%             | (2.12%)                  | 4,12,875                          | 2.75%             | 0.02%                    |
| Aparna Ramesh Patel           | 3,87,924                          | 2.07%             | (0.52%)                  | 3,87,924                          | 2.59%             | 411.42%                  |
| Priti Rameshchandra Patel     | 3,87,920                          | 2.07%             | (0.52%)                  | 3,87,920                          | 2.59%             | 411.44%                  |
| Sandhya J Patel               | 3,73,344                          | 1.99%             | (0.50%)                  | 3,73,344                          | 2.49%             | 0.00%                    |
| Vandhana Manish Patel         | 2,48,650                          | 1.33%             | (0.33%)                  | 2,48,650                          | 1.66%             | 0.00%                    |
| Beena Ankit Patel             | 57,000                            | 0.30%             | (0.08%)                  | 57,000                            | 0.38%             | 0.53%                    |
| Reena S Patel                 | 49,100                            | 0.26%             | (0.09%)                  | 52,100                            | 0.35%             | 1.96%                    |
| Avani Shamit Patel            | 64,250                            | 0.34%             | (0.09%)                  | 64,250                            | 0.43%             | 0.00%                    |
| Alpana Suresh Patel           | 1,09,514                          | 0.58%             | (0.15%)                  | 1,09,514                          | 0.73%             | 1.81%                    |
| Sheilja Dipam Patel           | 3,87,796                          | 2.07%             | (0.52%)                  | 3,87,796                          | 2.59%             | 0.00%                    |
| Vatsalaben Upendra Patel      | 1,48,544                          | 0.79%             | (0.20%)                  | 1,48,544                          | 0.99%             | 0.00%                    |
| Amit S Patel                  | 2,42,412                          | 1.29%             | 1.29%                    | -                                 | 0.00%             | 0.00%                    |
| Aaria Ajay Patel              | 22,000                            | 0.12%             | (0.03%)                  | 22,000                            | 0.15%             | 100.00%                  |

**NOTE 12 : OTHER EQUITY**

₹ in Lakhs

|                                                  | Reserves & Surplus |                    | Other Comprehensive Income |                                                 | Total            |
|--------------------------------------------------|--------------------|--------------------|----------------------------|-------------------------------------------------|------------------|
|                                                  | General Reserves   | Securities Premium | Retained earnings          | Re-measurement of the net Defined Benefit Plans |                  |
| <b>Balance as at 1<sup>st</sup> April, 2021</b>  | 834.60             | -                  | 16,214.21                  | 12.53                                           | 17,061.34        |
| Profit for the year                              | -                  | -                  | 2,166.05                   | -                                               | 2,166.05         |
| Other comprehensive income / (loss)              | -                  | -                  | -                          | 37.43                                           | 37.43            |
| Dividends                                        | -                  | -                  | (150.00)                   | -                                               | (150.00)         |
| <b>Balance as at 31<sup>st</sup> March, 2022</b> | <b>834.60</b>      | <b>-</b>           | <b>18,230.26</b>           | <b>49.96</b>                                    | <b>19,114.82</b> |
| <b>Balance as at 1<sup>st</sup> April, 2022</b>  | 834.60             | -                  | 18,230.26                  | 49.96                                           | 19,114.82        |
| Profit for the year                              | -                  | -                  | (1,667.19)                 | -                                               | (1,667.19)       |
| Securities Premium on Issue of Shares            | -                  | 4,162.50           | -                          | -                                               | 4,162.50         |
| Other comprehensive income / (loss)              | -                  | -                  | -                          | (5.95)                                          | (5.95)           |
| Dividends                                        | -                  | -                  | (150.00)                   | -                                               | (150.00)         |
| <b>Balance as at 31<sup>st</sup> March, 2023</b> | <b>834.60</b>      | <b>4,162.50</b>    | <b>16,413.07</b>           | <b>44.01</b>                                    | <b>21,454.18</b> |

**a) General Reserve:**

The general reserve is created by an appropriation from one component of Equity to another, not being an item of Other Comprehensive Income. The same can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.

**b) Security Premium Account:**

This Reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.

# 64<sup>th</sup> Annual Report 2022-23

## Notes to financial statements for the year ended 31<sup>st</sup> March, 2023

### c) Retained Earnings:

This Reserve represents the cumulative profits of the Company and effects of measurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

### d) Other Comprehensive Income:

Other Comprehensive Income represents re-measurements of the defined benefits plan.

| Particulars                                                       | As at<br>31 <sup>st</sup> March, 2023<br>₹ in Lakhs | As at<br>31 <sup>st</sup> March, 2022<br>₹ in Lakhs |
|-------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| <b>NON CURRENT LIABILITIES</b>                                    |                                                     |                                                     |
| <b>NOTE 13 : NON CURRENT - FINANCIAL LIABILITIES - BORROWINGS</b> |                                                     |                                                     |
| <b>Secured Borrowings</b>                                         |                                                     |                                                     |
| Term Loans-From Banks                                             |                                                     |                                                     |
| A. Term Loans from Bank of Baroda                                 | 12,025.46                                           | 12,741.75                                           |
| Less : Instalments due during the next 12 months                  | (1,994.21)                                          | (928.44)                                            |
| Less : Unamortised value of transaction costs                     | (45.84)                                             | (56.63)                                             |
|                                                                   | <b>9,985.41</b>                                     | <b>11,756.68</b>                                    |
| B. Term Loan from HDFC Bank                                       | 3,848.10                                            | 2,500.00                                            |
| Less : Instalments due during the next 12 months                  | (607.59)                                            | (151.90)                                            |
| Less : Unamortised value of transaction costs                     | (12.43)                                             | (15.98)                                             |
|                                                                   | <b>3,228.08</b>                                     | <b>2,332.12</b>                                     |
| <b>B) Unsecured Borrowings -</b>                                  |                                                     |                                                     |
| Inter Corporate Borrowings                                        | 506.39                                              | -                                                   |
| Less : Instalments due during the next 12 months                  | (433.32)                                            | -                                                   |
|                                                                   | 73.07                                               | -                                                   |
| <b>Total</b>                                                      | <b>13,286.56</b>                                    | <b>14,088.80</b>                                    |

### Security & Terms of repayment of Term Loans :

#### A) Secured Borrowings

##### Bank of Baroda & HDFC Bank

Term Loans are secured by pari passu first charge by hypothecation of entire plant and machinery and by way of deposit of title deeds of land measuring 11.36 acres & 21.25 1/2 acres at Thandavapura & Chikkayana Chatra, Nanjangud Taluk in Mysore District and building situated thereon. Term loans are also secured by pari passu second charge on current assets of the Company mainly stocks and debtors.

Term loans are repayable in varying monthly installments with the last installment falling due on 30<sup>th</sup> June 2030.

#### B) Unsecured Borrowings

##### Inter corporate Borrowings

Repayable in 18 monthly instalments with the last instalment falling due on 6<sup>th</sup> May 2024.

## NOTE 14 : NON CURRENT - OTHER FINANCIAL LIABILITIES

### Deposits

#### Deposits from Agents

|              |               |               |
|--------------|---------------|---------------|
|              | 170.24        | 166.24        |
| <b>Total</b> | <b>170.24</b> | <b>166.24</b> |

**Notes to financial statements for the year ended 31<sup>st</sup> March, 2023**

| Particulars                                                                                                                                      | As at<br>31 <sup>st</sup> March, 2023<br>₹ in Lakhs | As at<br>31 <sup>st</sup> March, 2022<br>₹ in Lakhs |
|--------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| <b>NOTE 15 : NON CURRENT LIABILITIES - PROVISIONS</b>                                                                                            |                                                     |                                                     |
| Provision for employee benefits                                                                                                                  |                                                     |                                                     |
| Provision for compensated absences                                                                                                               | 21.06                                               | 42.41                                               |
| <b>Total</b>                                                                                                                                     | <b>21.06</b>                                        | <b>42.41</b>                                        |
| <b>NOTE 16 : DEFERRED TAX LIABILITY (NET)</b>                                                                                                    |                                                     |                                                     |
| Deferred Tax Liabilities on -                                                                                                                    |                                                     |                                                     |
| Impact of difference between Book Depreciation and Tax Depreciation                                                                              | 2,347.46                                            | 1,819.26                                            |
| Deferred tax assets on -                                                                                                                         |                                                     |                                                     |
| Expenses / Provisions disallowed for Tax purposes                                                                                                | (98.95)                                             | (41.07)                                             |
| Eligible carry forward losses                                                                                                                    | (1,224.70)                                          | -                                                   |
| <b>Total</b>                                                                                                                                     | <b>1,023.81</b>                                     | <b>1,778.19</b>                                     |
| <b>CURRENT LIABILITIES</b>                                                                                                                       |                                                     |                                                     |
| <b>NOTE 17 : CURRENT - FINANCIAL LIABILITIES - BORROWINGS</b>                                                                                    |                                                     |                                                     |
| <b>A) Secured Borrowings</b>                                                                                                                     |                                                     |                                                     |
| Loans repayable on Demand from Banks :                                                                                                           |                                                     |                                                     |
| Working Capital Loan from Bank of Baroda                                                                                                         | 1,827.92                                            | 3,711.07                                            |
| <i>[Secured by pari passu first charge on current assets (mainly inventories &amp; book debts) and pari-passu second charge on fixed assets]</i> |                                                     |                                                     |
| Working Capital Loan from HDFC Bank                                                                                                              | 925.00                                              | 735.00                                              |
| <i>[Secured by pari passu first charge on current assets (mainly inventories &amp; book debts) and pari-passu second charge on fixed assets]</i> |                                                     |                                                     |
| Inter Corporate Borrowings                                                                                                                       | 115.74                                              | -                                                   |
| <i>(Secured by hypothecation of movable assets against which financing has been obtained)</i>                                                    |                                                     |                                                     |
| Current maturities of long term debt                                                                                                             | 2,601.80                                            | 1,080.33                                            |
| <b>B) Unsecured Borrowings -</b>                                                                                                                 |                                                     |                                                     |
| Inter Corporate Borrowings                                                                                                                       | 433.32                                              | 260.64                                              |
| <b>Total</b>                                                                                                                                     | <b>5,903.78</b>                                     | <b>5,787.04</b>                                     |
| <b>NOTE 18: CURRENT - FINANCIAL LIABILITIES - TRADE PAYABLES</b>                                                                                 |                                                     |                                                     |
| Total outstanding dues of micro enterprises and small enterprises*                                                                               | 27.19                                               | 9.36                                                |
| Total outstanding dues of creditors other than micro enterprises and small enterprises                                                           | 3,381.24                                            | 2,237.98                                            |
| <b>Total</b>                                                                                                                                     | <b>3,408.43</b>                                     | <b>2,247.34</b>                                     |

\* Details of dues to micro and small enterprises as defined under the MSMED Act, 2006 :

# 64<sup>th</sup> Annual Report 2022-23

## Notes to financial statements for the year ended 31<sup>st</sup> March, 2023

The Company has disclosed the amounts due to Micro and Small Enterprises under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022 based on the information received and available with the Company. The Company has not received any claim for interest from any supplier as at the Balance Sheet date. In the view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the said Act is not expected to be material.

### Trade Payable Ageing Schedule :

As at 31<sup>st</sup> March 2023

₹. in lakhs

|                 | Outstanding for following periods from due date of payment |                  |             |              |                   |                 |
|-----------------|------------------------------------------------------------|------------------|-------------|--------------|-------------------|-----------------|
| Particulars     | Not Due                                                    | Less than 1 year | 1-2 years   | 2-3 years    | More than 3 years | Total           |
| Undisputed Dues |                                                            |                  |             |              |                   |                 |
| i) MSME         | 27.19                                                      | -                | -           | -            | -                 | 27.19           |
| ii) Others      | 3,012.53                                                   | 341.43           | 9.77        | 10.68        | 6.83              | 3,381.24        |
| <b>TOTAL</b>    | <b>3,039.72</b>                                            | <b>341.43</b>    | <b>9.77</b> | <b>10.68</b> | <b>6.83</b>       | <b>3,408.43</b> |

As at 31<sup>st</sup> March 2022

₹. in lakhs

|                 | Outstanding for following periods from due date of payment |                  |              |             |                   |                 |
|-----------------|------------------------------------------------------------|------------------|--------------|-------------|-------------------|-----------------|
| Particulars     | Not Due                                                    | Less than 1 year | 1-2 years    | 2-3 years   | More than 3 years | Total           |
| Undisputed Dues |                                                            |                  |              |             |                   |                 |
| i) MSME         | 9.36                                                       | -                | -            | -           | -                 | 9.36            |
| ii) Others      | 2,051.30                                                   | 143.05           | 16.07        | 3.52        | 24.04             | 2,237.98        |
| <b>TOTAL</b>    | <b>2,060.66</b>                                            | <b>143.05</b>    | <b>16.07</b> | <b>3.52</b> | <b>24.04</b>      | <b>2,247.34</b> |

### NOTE 19 : CURRENT - OTHER FINANCIAL LIABILITIES

| Particulars                                      | As at<br>31 <sup>st</sup> March, 2023<br>₹ in Lakhs | As at<br>31 <sup>st</sup> March, 2022<br>₹ in Lakhs |
|--------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| Liability for capital goods and capital expenses | 868.94                                              | 1,355.97                                            |
| Interest accrued but not due on trade deposits   | 12.17                                               | 11.90                                               |
| Interest accrued but not due on bank loans       | 1.12                                                | 4.59                                                |
| Unclaimed dividends                              | 38.03                                               | 42.96                                               |
|                                                  | <b>920.26</b>                                       | <b>1,415.42</b>                                     |

### NOTE 20 : CURRENT LIABILITIES - OTHERS

|                                                 |               |               |
|-------------------------------------------------|---------------|---------------|
| Advance from customers                          | 25.60         | 14.27         |
| Other Payables -                                |               |               |
| Goods & Service Tax payable                     | 157.48        | 6.71          |
| Tax Deducted at Source/ Tax Collected at Source | 24.96         | 29.23         |
| Electricity Tax payable                         | 4.74          | 5.59          |
| Other expenses payable / provisions             | 386.79        | 267.69        |
| <b>Total</b>                                    | <b>599.57</b> | <b>323.49</b> |

**Notes to financial statements for the year ended 31<sup>st</sup> March, 2023**

| Particulars                                                                   | As at<br>31 <sup>st</sup> March, 2023<br>₹ in Lakhs      | As at<br>31 <sup>st</sup> March, 2022<br>₹ in Lakhs      |
|-------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------|
| <b>NOTE 21 : CURRENT LIABILITIES - PROVISIONS</b>                             |                                                          |                                                          |
| Provision for employee benefits -                                             |                                                          |                                                          |
| Provision for bonus                                                           | 133.67                                                   | 136.18                                                   |
| Provision for salary, wages and other benefits                                | 146.03                                                   | 162.74                                                   |
| Provision for contribution to PF / ESI etc.,                                  | 16.72                                                    | 16.42                                                    |
| Provision for other employee benefits                                         | 12.55                                                    | 12.23                                                    |
| Provision for compensated absences                                            | 4.36                                                     | 5.83                                                     |
| <b>Total</b>                                                                  | <b>313.33</b>                                            | <b>333.40</b>                                            |
| <b>NOTE 22: CURRENT TAX LIABILITIES (NET)</b>                                 |                                                          |                                                          |
| Provision for Income Tax ( <i>net of Advance tax, TDS &amp; TCS</i> )         | -                                                        | 261.00                                                   |
| <b>Total</b>                                                                  | <b>-</b>                                                 | <b>261.00</b>                                            |
| Particulars                                                                   | Year ended<br>31 <sup>st</sup> March, 2023<br>₹ in Lakhs | Year ended<br>31 <sup>st</sup> March, 2022<br>₹ in Lakhs |
| <b>NOTE 23 : REVENUE FROM OPERATIONS</b>                                      |                                                          |                                                          |
| <b>A. Gross Sales -</b>                                                       |                                                          |                                                          |
| Sale of Products                                                              | 28,704.18                                                | 30,206.94                                                |
| Sale of Power                                                                 | -                                                        | 218.70                                                   |
|                                                                               | <b>28,704.18</b>                                         | <b>30,425.64</b>                                         |
| <b>B. Other Operating Revenues</b>                                            | 80.93                                                    | 109.93                                                   |
| <b>Total</b>                                                                  | <b>28,785.11</b>                                         | <b>30,535.57</b>                                         |
| <b>NOTE 24 : OTHER INCOME</b>                                                 |                                                          |                                                          |
| Interest Income                                                               | 40.88                                                    | 44.69                                                    |
| Exchange rate fluctuation                                                     | 1.87                                                     | 15.92                                                    |
| Reimbursements from Gratuity Fund                                             | 78.62                                                    | -                                                        |
| <b>Total</b>                                                                  | <b>121.37</b>                                            | <b>60.61</b>                                             |
| <b>NOTE 25 : COST OF MATERIAL CONSUMED</b>                                    |                                                          |                                                          |
| Raw materials Consumption:                                                    |                                                          |                                                          |
| Waste Paper / Kraft Paper                                                     | 14,890.75                                                | 14,341.52                                                |
| Others ( <i>each less than 10%</i> )                                          | 1,788.61                                                 | 1,478.79                                                 |
| <b>Total</b>                                                                  | <b>16,679.36</b>                                         | <b>15,820.31</b>                                         |
| <b>NOTE 26: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS</b> |                                                          |                                                          |
| <b>Inventories at the beginning of the year</b>                               |                                                          |                                                          |
| Finished Goods                                                                | 298.27                                                   | 161.38                                                   |
| Work-in-Progress                                                              | 91.73                                                    | 41.88                                                    |
|                                                                               | <b>390.00</b>                                            | <b>203.26</b>                                            |
| <b>Inventories at the end of the year</b>                                     |                                                          |                                                          |
| Finished Goods                                                                | 449.63                                                   | 298.27                                                   |
| Work-in Progress                                                              | 227.46                                                   | 91.73                                                    |
|                                                                               | <b>677.09</b>                                            | <b>390.00</b>                                            |
| (Increase) / Decrease in Inventories                                          | <b>(287.09)</b>                                          | <b>(186.74)</b>                                          |

# 64<sup>th</sup> Annual Report 2022-23

## Notes to financial statements for the year ended 31<sup>st</sup> March, 2023

| Particulars                                        | Year ended<br>31 <sup>st</sup> March, 2023<br>₹ in Lakhs | Year ended<br>31 <sup>st</sup> March, 2022<br>₹ in Lakhs |
|----------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------|
| <b>NOTE 27 : EMPLOYEE BENEFITS EXPENSES</b>        |                                                          |                                                          |
| <b>Salaries and Wages -</b>                        |                                                          |                                                          |
| Salaries, Wages & Bonus etc.                       | 2,478.35                                                 | 2,368.51                                                 |
| Director Remuneration, Commission & benefits       | 103.57                                                   | 121.38                                                   |
| <b>Contribution to Provident and Other Funds -</b> |                                                          |                                                          |
| Provident Fund                                     | 89.90                                                    | 90.05                                                    |
| Superannuation Fund                                | 3.20                                                     | 1.96                                                     |
| Gratuity                                           | 15.71                                                    | 68.12                                                    |
| <b>Staff Welfare Expenses -</b>                    |                                                          |                                                          |
| Payment to employee state insurance scheme         | 2.08                                                     | 1.87                                                     |
| Payment to other employee insurance scheme         | 25.28                                                    | 22.02                                                    |
| Canteen expenses                                   | 94.24                                                    | 88.41                                                    |
| Medical benefits                                   | 19.60                                                    | 17.26                                                    |
| Transportation / conveyance to staff               | 29.15                                                    | 31.59                                                    |
| Other welfare expenses                             | 22.95                                                    | 12.41                                                    |
| <b>Total</b>                                       | <b>2,884.03</b>                                          | <b>2,823.58</b>                                          |
| <b>NOTE 28 : FINANCE COSTS</b>                     |                                                          |                                                          |
| <b>Interest Expense on -</b>                       |                                                          |                                                          |
| Working Capital Loans                              | 400.90                                                   | 343.15                                                   |
| Fixed Loans                                        | 1,157.26                                                 | 216.04                                                   |
| Trade deposits                                     | 13.51                                                    | 13.21                                                    |
| Others                                             | 3.73                                                     | -                                                        |
| Other borrowing costs                              | 48.98                                                    | 15.35                                                    |
|                                                    | <b>1,624.38</b>                                          | <b>587.75</b>                                            |
| <b>NOTE 29 : OTHER EXPENSES</b>                    |                                                          |                                                          |
| <b>A. Manufacturing Expenses -</b>                 |                                                          |                                                          |
| Fuel Consumed                                      | 6,110.87                                                 | 4,764.21                                                 |
| Adhesives, Inks, Consumables & Stores Consumed     | 568.05                                                   | 570.51                                                   |
| Power & Water                                      | 685.63                                                   | 248.20                                                   |
| Repairs & Maintenance :                            |                                                          |                                                          |
| - Plant & Machinery                                | 763.12                                                   | 889.43                                                   |
| - Building, Road                                   | 31.95                                                    | 17.77                                                    |
| - Others                                           | 45.30                                                    | 50.99                                                    |
| Exchange Fluctuation on raw material imports       | 107.77                                                   | (35.35)                                                  |
| <b>TOTAL A</b>                                     | <b>8,312.69</b>                                          | <b>6,505.76</b>                                          |
| <b>B. Administrative &amp; Selling Expenses -</b>  |                                                          |                                                          |
| Commission on sales                                | 266.76                                                   | 275.43                                                   |
| Packing & forwarding charges                       | 268.10                                                   | 273.81                                                   |
| Professional Charges                               | 27.74                                                    | 29.50                                                    |

**Notes to financial statements for the year ended 31<sup>st</sup> March, 2023**

| Particulars                              | Year ended<br>31 <sup>st</sup> March, 2023 | Year ended<br>31 <sup>st</sup> March, 2022 |
|------------------------------------------|--------------------------------------------|--------------------------------------------|
|                                          | ₹ in Lakhs                                 | ₹ in Lakhs                                 |
| Rates and taxes                          | 55.51                                      | 26.46                                      |
| Postage & telephone                      | 5.94                                       | 6.98                                       |
| Printing and stationery                  | 6.19                                       | 6.58                                       |
| Directors commission - Non-whole time    | -                                          | 24.00                                      |
| Directors' sitting fees                  | 6.00                                       | 7.50                                       |
| Exchange fluctuation - others            | 20.08                                      | 10.22                                      |
| Insurance                                | 105.65                                     | 73.96                                      |
| Vehicle repairs & maintenance            | 15.17                                      | 13.40                                      |
| Travelling and conveyance                | 19.82                                      | 12.19                                      |
| Auditors' Remuneration :                 |                                            |                                            |
| - for audit                              | 6.00                                       | 6.00                                       |
| - for other services                     | 1.30                                       | 1.07                                       |
| - for out-of-pocket expenses             | 0.91                                       | 0.68                                       |
| Security charges                         | 120.40                                     | 111.59                                     |
| Outward freight                          | 516.03                                     | 445.60                                     |
| Depot rent & expenses                    | 54.41                                      | 31.82                                      |
| Export expenses                          | 67.89                                      | 179.28                                     |
| Rebates and Claims                       | 119.56                                     | 146.73                                     |
| Bank charges                             | 21.38                                      | 21.40                                      |
| Internal audit fees & expenses           | 2.06                                       | 2.15                                       |
| Corporate social responsibility expenses | 45.11                                      | 44.77                                      |
| Allowance for credit losses              | 10.51                                      | 7.09                                       |
| Miscellaneous expenses                   | 57.32                                      | 52.62                                      |
| <b>Total B</b>                           | <b>1,819.84</b>                            | <b>1,810.83</b>                            |
| <b>Total A + B</b>                       | <b>10,132.53</b>                           | <b>8,316.59</b>                            |

**NOTE 30 : EARNINGS PER SHARE (EPS)**

Profit / (Loss) for the year

|         |            |          |
|---------|------------|----------|
| Basic   | (1,667.19) | 2,166.05 |
| Diluted | (1,667.19) | 2,166.05 |

Weighted average number of equity shares

|         |             |             |
|---------|-------------|-------------|
| Basic   | 1,50,41,096 | 1,50,00,000 |
| Diluted | 1,50,41,096 | 1,50,00,000 |

Nominal value of equity shares (in ₹)

|                                             |         |       |
|---------------------------------------------|---------|-------|
| Earnings per share basic and diluted (in ₹) |         |       |
| Basic                                       | (11.08) | 14.44 |
| Diluted                                     | (11.08) | 14.44 |

There are no dilutive equity shares in the Company

# 64<sup>th</sup> Annual Report 2022-23

## Notes to financial statements for the year ended 31<sup>st</sup> March, 2023

| Particulars                                                 | 31 <sup>st</sup> March 2023<br>₹ in Lakhs | 31 <sup>st</sup> March, 2022<br>₹ in Lakhs |
|-------------------------------------------------------------|-------------------------------------------|--------------------------------------------|
| <b>NOTE 31: Corporate Social Responsibility Expenditure</b> |                                           |                                            |
| Amount required to be spent by the company during the year  | 45.10                                     | 44.77                                      |
| Amount of expenditure incurred                              | 45.11                                     | 44.77                                      |
| Shortfall at the end of the year                            | -                                         | -                                          |
| Transferred to Specified Funds within prescribed time       | NA                                        | NA                                         |
| Total of previous years shortfall                           | -                                         | -                                          |
| Reason for shortfall                                        | NA                                        | NA                                         |
| Nature of CSR activities                                    | Refer Note 42                             |                                            |

## NOTE 32: CONTINGENT LIABILITIES & COMMITMENTS

### A. CONTINGENT LIABILITIES

|                                                                    |          |      |       |
|--------------------------------------------------------------------|----------|------|-------|
| 1. Demands under the Central Excise Act : Not acknowledged as debt |          |      |       |
| Excise duty and penalty on removal of Capital goods                | Duty     | 8.15 | 8.15  |
| (stay granted by CESTAT, Bangalore)                                | Penalty  | 0.50 | 0.50  |
| 2. Demands under Goods & Service Tax Act.                          | GST      | 3.31 | 68.76 |
|                                                                    | Interest | 2.78 | 65.22 |
|                                                                    | Penalty  | 0.40 | -     |

*Previous year Demand as per GST Audit report under Section 65(6) by DCCT (Audit) - 4 Mysore was ₹68.76 Lakhs towards tax and ₹65.22 Lakhs towards interest, which is crystallised during the year to ₹3.31 Lakhs and ₹2.78 Lakhs respectively vide Order by DCCT (Audit)-4, Mysore. Company has denied the liability before the JCCT (Appeals) Mysore. Claim is not acknowledged as debt.*

### B. COMMITMENTS

| Particulars                                                                                                                                                                        | 31 <sup>st</sup> March, 2023<br>₹ in Lakhs | 31 <sup>st</sup> March, 2022<br>₹ in Lakhs |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
| 1. Estimated amount of contracts remaining to be executed on capital account and not provided for (including Letter of credit opened for Capex ₹101.48 lakhs in the previous year) | 29.73                                      | 770.78                                     |
| 2. Bank guarantee issued for availing Custom Duty benefit by importing manufacturers, as per Notification no. 68/2017 under Customs Rules                                          | 55.50                                      | 21.50                                      |

## NOTE 33 : LEASES

The Company is obligated under non-cancellable operating short term leases which is recognised as an expense on a straight-line basis over the lease term. The total rental expenses under non-cancellable operating leases amount to ₹34.16 lakhs for the year ended 31<sup>st</sup> March, 2023 (year ended 31<sup>st</sup> March, 2022 - ₹22.03 lakhs).

|                                              |       |       |
|----------------------------------------------|-------|-------|
| Not later than 1 year                        | 32.84 | 41.76 |
| Later than 1 year and not later than 5 years | -     | -     |
| Later than 5 years                           | -     | -     |

## Notes to financial statements for the year ended 31<sup>st</sup> March, 2023

### NOTE 34 : RELATED PARTY DISCLOSURES

Names of related parties and related party relationship :

#### A. Key Managerial Personnel (KMP) / relative of KMP

|                       |                 |                           |
|-----------------------|-----------------|---------------------------|
| Mr. Manish M Patel    | KMP             | Managing Director         |
| Mrs. Vandhana M Patel | Relative of KMP | Wife of Managing Director |
| Mr. B. Ravi Holla     | KMP             | Chief Financial Officer   |
| Mrs. Vidya Bhat       | KMP             | Company Secretary         |

#### B. Non-Executive Directors:

1. Mr. Dineshchandra C. Patel
2. Mr M G Mohan Kumar
3. Mr S R Chandrasekara Setty
4. Mr Jagdish M Patel
5. Mr Ajay D Patel
6. Mr N S Kishore Kumar
7. Mr Jitendra A Patel
8. Mrs Girija Shankar

#### C. Companies in which KMP (MD) is a Director

1. Laxmi Board & Paper Mills Pvt Ltd Director & shareholder
2. Indo Afrique Paper Mills Pvt Ltd Director & shareholder

#### D. Employees' Benefit Plans

1. The South India Paper Mills Limited Employees' Gratuity Fund

### DETAILS OF RELATED PARTY TRANSACTIONS

| Particulars                                                      | 31 <sup>st</sup> March, 2023<br>₹ in Lakhs | 31 <sup>st</sup> March, 2022<br>₹ in Lakhs |
|------------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
| <b>1) Remuneration to KMP &amp; relative of KMP*</b>             |                                            |                                            |
| Employee Benefits                                                | 134.01                                     | 153.36                                     |
| <b>2) Sitting fees and commission to Non Executive Directors</b> |                                            |                                            |
| a) Sitting fees                                                  | 6.00                                       | 7.50                                       |
| b) Commission to Non Executive Directors                         | -                                          | 24.00                                      |
| <b>3) Closing Balances:</b>                                      |                                            |                                            |
| Managing Director - Current Account (Cr.)                        | 5.30                                       | 3.17                                       |
| Managing Director - Commission payable (Provision)               | -                                          | 18.00                                      |
| Non Executive Directors - Commission payable (Provision)         | -                                          | 21.20                                      |
| <b>4) Sale of Goods :</b>                                        |                                            |                                            |
| Laxmi Board & Paper Mills Private Limited                        | -                                          | 26.16                                      |
| Indo Afrique Paper Mills Private Limited                         | -                                          | 24.01                                      |
| <b>5) Contribution to Employee Benefit Plans</b>                 |                                            |                                            |
| The South India Paper Mills Limited Employees' Gratuity Fund     | -                                          | 7.37                                       |

\*This excludes provision for Gratuity & Leave Encashment, where the actuarial valuation is done on overall Company basis.

# 64<sup>th</sup> Annual Report 2022-23

## **Terms and conditions of transactions with related parties**

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31<sup>st</sup> March, 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31<sup>st</sup> March, 2022 : Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

## **NOTE 35 : EMPLOYEE BENEFITS**

### **A. Defined Contribution Plans**

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution plan ("the Scheme") for Qualifying employees. Under the Scheme, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to the plan by the Company is at rates specified in the rules of the Scheme. Amount contributed to the Scheme is shown in Note 27.

### **B. Defined Benefit Plans**

i) Employee leaves are encashed as per the Company's leave encashment policy. A provision has been recognised for leave encashment liability based on the actuarial valuation of leave balance of employees as at year end.

ii) The Company offers Gratuity benefit to its employees. The Company has set up a Trust for gratuity and the plan assets are invested with Life Insurance Corporation of India and in approved Bank Deposits.

**As per IND AS-19, disclosures in respect of Gratuity Scheme, based on Actuarial valuation are as follows:**

| Particulars                                                                   | March 31, 2023<br>₹ in Lakhs | March 31, 2022<br>₹ in Lakhs |
|-------------------------------------------------------------------------------|------------------------------|------------------------------|
| <b>1. Expense recognised in Statement of Profit &amp; Loss</b>                |                              |                              |
| a. Current service cost                                                       | 59.74                        | 69.66                        |
| b. Interest on Defined Benefit Obligation                                     | 86.22                        | 86.49                        |
| c. Expected return on plan assets                                             | (90.40)                      | (88.03)                      |
|                                                                               | <b>55.56</b>                 | <b>68.12</b>                 |
| Less : Amount not recognised by Actuary                                       | <b>(39.85)</b>               | -                            |
| Expense recognised in Statement of Profit & Loss                              | <b>15.71</b>                 | <b>68.12</b>                 |
| <b>2. Net (Assets) / Liabilities recognised in Balance Sheet</b>              |                              |                              |
| a. Present value of Defined Benefit obligations                               | 1,226.29                     | 1,201.19                     |
| b. Fair value of Plan assets                                                  | 1,233.60                     | 1,241.42                     |
| Difference representing Net (Assets) / Liabilities (current liability)        | <b>(7.31)</b>                | <b>(40.23)</b>               |
| Less : Amount not recognised as an asset by the actuary [Limit of Para 64(b)] | -                            | 39.85                        |
| <b>Net (Assets) / Liabilities recognised in Balance Sheet</b>                 | <b>(7.31)</b>                | <b>(0.38)</b>                |
| <b>3. Change in Gratuity Obligation during the year</b>                       |                              |                              |
| a. Present value of Defined Benefit obligations at the beginning of the year  | 1,201.19                     | 1,184.27                     |
| b. Current service cost                                                       | 59.74                        | 69.66                        |
| c. Interest on Defined Benefit Obligation                                     | 86.22                        | 86.49                        |
| d. Actuarial (gain) / loss                                                    | (11.65)                      | (70.90)                      |
| e. Benefits paid                                                              | (109.21)                     | (68.33)                      |
| f. Present value of Defined Benefit obligations at the end of the year        | <b>1,226.29</b>              | <b>1,201.19</b>              |

**4. Change in fair value of plan assets during the year**

|                                                                 |                 |                 |
|-----------------------------------------------------------------|-----------------|-----------------|
| a. Fair value of plan assets as on at the beginning of the year | 1,241.42        | 1,166.90        |
| b. Expected return on plan assets                               | 90.40           | 88.03           |
| c. Actual Company contribution                                  | -               | 7.37            |
| d. Acturial gain / (loss)                                       | (19.60)         | (20.88)         |
| e. Benefits paid from plan assets                               | (78.62)         | -               |
| f. Fair value of plan assets at the end of the year             | <b>1,233.60</b> | <b>1,241.42</b> |

**Acturial Assumptions :**

|                                           |        |        |
|-------------------------------------------|--------|--------|
| a. Discount rate                          | 7.52%  | 7.52%  |
| b. Expected rate of return on Plan assets | 7.52%  | 7.52%  |
| c. Salary escalation rate                 | 10.50% | 12.00% |
| d. Attrition rate                         | 3.00%  | 3.00%  |

**Note 36 : FAIR VALUE HIERARCHY**

The carrying value of financial instruments by caterogies is as follows :

| Particulars                                                | 31 <sup>st</sup> March, 2023<br>₹ in Lakhs | 31 <sup>st</sup> March, 2022<br>₹ in Lakhs |
|------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
| <b>Financial assets measured at amortised cost :</b>       |                                            |                                            |
| Trade receivables *                                        | 4,395.17                                   | 4,807.71                                   |
| Other financial assets *                                   | 39.56                                      | 35.66                                      |
|                                                            | <b>4,434.73</b>                            | <b>4,843.37</b>                            |
| <b>Cash and cash equivalents and other bank balances :</b> |                                            |                                            |
| Cash and cash equivalents **                               | 2,903.60                                   | 2,273.53                                   |
| Other bank balances **                                     | 338.80                                     | 422.69                                     |
|                                                            | <b>3,242.40</b>                            | <b>2,696.22</b>                            |
| <b>Financial liabilities measured at amortised cost :</b>  |                                            |                                            |
| Borrowings *                                               | 19,190.34                                  | 19,875.84                                  |
| Trade payables *                                           | 3,408.43                                   | 2,247.34                                   |
| Other financial liabilities *                              | 1,090.50                                   | 1,581.66                                   |
|                                                            | <b>23,689.27</b>                           | <b>23,704.84</b>                           |

\* The carrying value of these accounts are considered to be the same as their fair value, due to their short term nature. Accordingly, these are classified as level 3 of fair value hierarchy.

\*\* These accounts are considered to be highly liquid/ liquid and the carrying amount of these are considered to be the same as their fair value.

**NOTE 37 : FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Company's financial liabilities comprises mainly of loan borrowings, trade payables and other payables. The Company's financial assets comprises mainly of cash and cash equivalents, other balances with banks, trade receivables and other receivables.

Risk management policies and systems of the Company are reviewed regularly by the Board of Directors to reflect changes in market conditions and the company's activities. The Company has financial risk exposure in the form of

- A. Market Risk,**
- B. Credit Risk, and**
- C. Liquidity Risk.**

# 64<sup>th</sup> Annual Report 2022-23

The present disclosure made by the Company summarises the exposure to these financial risks.

## A. Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of fluctuation in market prices. These comprise three types i.e., Foreign Currency Exchange Rate Risk, Interest Rate Risk and Other Price Related Risks.

### (i) Foreign Currency Exchange Rate Risk:

The Company imports pulp, waste paper and other stores & spares for which payables are denominated in foreign currency. The Company is exposed to foreign currency risk on these transactions. The Company evaluates the impact of foreign exchange rate fluctuations by closely monitoring exchange rate movements and where necessary occasionally enters into simple forward exchange contracts to hedge the foreign currency risk whose maturity is coterminous with the maturity period of the foreign currency liabilities. Thus, the Company is generally not exposed to any significant foreign currency risk.

### (ii) Interest Rate Risk:

The Company's exposure to the risk of changes in market interest rates relates to bank borrowings comprising of term loans and working capital loans.

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

| ₹ in Lakhs                                 |                                 |                                 |
|--------------------------------------------|---------------------------------|---------------------------------|
| Particulars                                | 31 <sup>st</sup> March,<br>2023 | 31 <sup>st</sup> March,<br>2022 |
| Variable Rate Borrowings                   |                                 |                                 |
| Term Loans                                 | 15,873.56                       | 15,169.13                       |
| Working capital loans                      | 2,752.92                        | 4,446.07                        |
| <b>Total</b>                               | <b>18,626.48</b>                | <b>19,615.20</b>                |
| Fixed Rate Borrowings                      | —                               | —                               |
| Closing average rate of interest per annum | 9.30%                           | 9.15%                           |

## Interest Rate Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates on Variable Rate Borrowings at the end of the reporting period. Impact on Profit before tax, using a 25 basis point +/- fluctuation in the interest rate would be as under:

| ₹ in Lakhs                      |                                 |                                 |
|---------------------------------|---------------------------------|---------------------------------|
| Particulars                     | 31 <sup>st</sup> March,<br>2023 | 31 <sup>st</sup> March,<br>2022 |
| Interest rate increase by 0.25% | -46.57                          | -49.04                          |
| Interest rate decrease by 0.25% | 46.57                           | 49.04                           |

### (iii) Other price risk

Other price risk is the risk that the fair value of a financial instruments will fluctuate due to changes in market traded prices.

## Commodity price risk:

The Company is exposed to the movement in price of key raw materials in domestic and international markets. The Company has in place policies to manage exposure to fluctuations in the prices of the key raw materials used in operations.

**Others:**

Company does not have any equity or other investments which are subjected to price related risks.

**B. Credit Risk:**

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.

**(i) Trade Receivables**

Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable and thus set the individual risk limits are. The company does not hold any collateral on the unsecured trade receivables balance outstanding. The company has stop supply mechanism in place in case outstanding goes beyond agreed limits.

The Company also sells its products through appointed agents. The Company has established a credit policy under which every agent is analysed individually for creditworthiness. Each agent places security deposit based on the quotas allocated to him. Though the invoices are raised on the individual customer, the agent is responsible for the collection and in case of default by such customer, the dues from the customer are withheld / adjusted against the payables to the agent. Thus, the credit risk is mitigated.

**(ii) Financial instruments and cash deposits**

The Company's investment in fixed deposit with banks is fixed and hence, there is no risk on account of price movement arising to the Company. The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances and deposits are maintained. The Company does not maintain significant cash and deposit balances other than those required for its day to day operations.

**C. Liquidity Risk:**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company manages the liquidity risk by projecting cash flows considering the level of liquid assets necessary to meet the obligations by matching the maturity profiles of financial assets and financial liabilities. The liquidity risk management involves matching the maturity profiles of financial assets and financial liabilities.

**NOTE 38 : CAPITAL MANAGEMENT**

The Company's policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. Capital includes issued capital and all other equity reserves attributable to equity holders. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company monitors capital using Gearing Ratio, which is as under :

|                                | ₹ in Lakhs                      |                                 |
|--------------------------------|---------------------------------|---------------------------------|
| Particulars                    | 31 <sup>st</sup> March,<br>2023 | 31 <sup>st</sup> March,<br>2022 |
| A. Borrowings (Term Loan)      | 15,873.56                       | 15,169.13                       |
| B. Less : Cash & Bank Balances | 3,242.40                        | 2,696.22                        |
| C. Net Debt [ A (-) B ]        | 12,631.16                       | 12,472.91                       |
| D. Equity                      | 23,329.18                       | 20,614.82                       |
| E. Total Capital [ C (+) D ]   | 35,960.34                       | 33,087.73                       |
| F. Gearing Ratio [ C (÷) E ]   | 0.35                            | 0.38                            |

# 64<sup>th</sup> Annual Report 2022-23

## NOTE 39 : EXCHANGE DIFFERENCES

The Company has recognized an aggregate loss on exchange differences of ₹125.98 lakhs (P.Y. Gain of ₹41.05 lakhs) in the Statement of Profit & Loss.

## NOTE 40 : MSME DUES

The Company has amounts due to Micro and Small Enterprises under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2023. The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 regarding Micro and Small enterprises is determined to the extent such parties have been identified on the basis of the information available with the company. The Company has not received any claim for interest from any supplier as at the Balance Sheet date. The details in respect of such dues are as follows :

| ₹ in Lakhs                                                                                                                                                                                                    |                              |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------------------|
| Particulars                                                                                                                                                                                                   | 31 <sup>st</sup> March, 2023 | 31 <sup>st</sup> March, 2022 |
| The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting period                                                                                         | 27.19                        | 9.36                         |
| The amount of interest paid by the Company along with the amount of the payments made to the supplier beyond the appointed day during the period                                                              | Nil                          | Nil                          |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act | Nil                          | Nil                          |
| The amount of interest accrued and remaining unpaid at the end of the period                                                                                                                                  | Nil                          | Nil                          |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise                              | Nil                          | Nil                          |

**Note 41 :** Paper & Paper Products constitute the only reportable segment of the Company for the year.

**Note 42: Disclosures in accordance with Guidance Note on Accounting for Expenditure on Corporate Social Responsibility Activities**

| ₹ in Lakhs                                                                                  |                              |                              |
|---------------------------------------------------------------------------------------------|------------------------------|------------------------------|
| Particulars                                                                                 | 31 <sup>st</sup> March, 2023 | 31 <sup>st</sup> March, 2022 |
| a) Gross amount required to be spent by the Company during the year                         | 45.10                        | 44.77                        |
| b) Amount spent during the year ended March 31, 2023:                                       | <b>Paid</b>                  | <b>Paid</b>                  |
| (i) Promoting education                                                                     | 12.20                        | 6.30                         |
| (ii) Eradicating hunger                                                                     | 4.88                         | 0.72                         |
| (iii) Promoting health care including preventive health care                                | 8.00                         | 16.82                        |
| (iv) Facilities for senior citizens in old age homes                                        | 0.03                         | -                            |
| (v) Restoration / Protection of national heritage                                           | 20.00                        | -                            |
| (vi) Contribution to Research and Development projects in the field of science & technology | -                            | 10.47                        |
| (vii) Improvement in Health care                                                            | -                            | 10.46                        |
| <b>Total amount spent</b>                                                                   | <b>45.11</b>                 | <b>44.77</b>                 |

**Note :** There are no unspent amounts for the financial year 2022-23

**Note 43: Other Statutory Information**

- a. The Company does not have any Immovable Property whose title deeds are not held in the name of the Company.
- b. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- c. The Company has not advanced any loans or advances in the nature of loans to specified persons viz. promoters, directors, KMPs, related parties which are repayable on demand or where the agreement does not specify any terms or period of repayment.
- d. The Company has utilised funds raised from borrowings from banks and financial institutions for the specific purposes for which they were taken. The Company has raised funds amounting to ₹4,537.50 lakhs through Preferential Allotment of shares for augmenting its working capital needs and to reduce Term Loans from Banks. The funds have been utilised for the said purpose.
- e. The Company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when financial statements are approved.
- f. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (i) 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
  - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- g. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (i) 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
  - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- h. The Company does not have any material transactions with struck-off companies.
- i. The Company does not have any transaction which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- j. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- k. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- l. The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.

## Note 43 (m) Analytical Ratios

|                                                                                                                                                        | Year ended<br>31 <sup>st</sup> March 2023<br>₹ in lakhs | Ratio  | Year ended<br>31 <sup>st</sup> March 2022<br>₹ in lakhs | Ratio  | % change<br>from<br>previous year | Reason for<br>change, for variance<br>more than 25%                                                                                                                                                      |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|--------|---------------------------------------------------------|--------|-----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>m. Analytical Ratios</b>                                                                                                                            |                                                         |        |                                                         |        |                                   |                                                                                                                                                                                                          |
| a Current Ratio (Times)<br>Current Assets<br>Current Liabilities                                                                                       | 12,449<br>11,145                                        | 1.12   | 11,935<br>10,368                                        | 1.15   | -2.97%                            |                                                                                                                                                                                                          |
| b Debt-Equity Ratio (Times)<br>Total Debt<br>Shareholder's Equity<br>(Note: Debt includes current and non current borrowings)                          | 25,647<br>23,329                                        | 1.10   | 26,443<br>20,615                                        | 1.28   | -14.29%                           |                                                                                                                                                                                                          |
| c Debt Service coverage Ratio (Times)<br>Earnings available for debt service<br>Debt Service<br>(PAT + Depn + Fin chgs / Fin chgs + Principal Repayts) | 1,560<br>2,738                                          | 0.57   | 3,698<br>1,891                                          | 1.96   | -70.86%                           | Current year results are negatively impacted by raw material price Volatility, steep increased in energy costs and production losses due to optimisation and stabilisation activity of the new machinery |
| d Return on equity ratio<br>Net profit after taxes - Preference Dividend<br>Average shareholder's equity                                               | -1,667<br>21,972                                        | -7.59% | 2,166<br>19,588                                         | 11.06% | -168.61%                          |                                                                                                                                                                                                          |
| e Inventory turnover ratio (times)<br>Sales<br>Average Inventory                                                                                       | 28,704<br>3,897                                         | 7.37   | 30,425<br>3,247                                         | 9.37   | -21.39%                           |                                                                                                                                                                                                          |
| f Trade receivables turnover ratio (Times)<br>Net credit sales<br>Average Accounts receivable                                                          | 28,704<br>4,602                                         | 6.24   | 30,425<br>4,724                                         | 6.44   | -3.16%                            |                                                                                                                                                                                                          |
| g Trade payables turnover ratio (Times)<br>Net credit purchases<br>Average trade payables                                                              | 24,595<br>2,828                                         | 8.70   | 22,519<br>1,908                                         | 11.80  | -26.31%                           | increase in creditors                                                                                                                                                                                    |
| h Net capital turnover ratio (Times)<br>Net Sales<br>Working capital                                                                                   | 28,704<br>1,304                                         | 22.01  | 30,425<br>1,567                                         | 19.42  | 13.37%                            |                                                                                                                                                                                                          |
| i Net profit ratio<br>Net profit<br>Net Sales                                                                                                          | -1,667<br>28,704                                        | -5.81% | 2,166<br>30,425                                         | 7.12%  | -181.59%                          | Current year results are negatively impacted by raw material price Volatility, steep increased in energy costs and production losses due to optimisation and stabilisation activity of the new machinery |
| j Return on capital employed<br>Earnings before interest and taxes<br>Capital employed<br>(PAT + Fin chgs + Tax / Equity + Long Term Loan)             | -779<br>39,218                                          | -1.99% | 3,152<br>35,784                                         | 8.81%  | -122.55%                          |                                                                                                                                                                                                          |
| k Return on Investment<br>Net profit<br>Average investment                                                                                             |                                                         |        |                                                         |        |                                   | Company has not made any market linked investments                                                                                                                                                       |

**Note 43 (n) :**

In respect of borrowings on the basis of security of current assets, details of current assets mentioned in the quarterly monitoring reports filed with the Bank are in agreement with the books of account.

**Note 43 (o) :**

The Company has not carried out revaluation of items of Property, Plant & Equipment during the year.

**Note 44 : Events after Reporting Period**

The Board of Directors has not recommended Dividend for the financial year 2022-23. In the previous year, after the reporting period, the Board had recommended a Dividend of ₹1 per equity share, amounting to ₹150 lakhs.

**Note 45 : Previous Year Figures**

Previous year figures are regrouped, wherever necessary to conform to that of current year.

**MANISH M. PATEL**  
Managing Director

**M.G. MOHAN KUMAR**  
Director

As per our report of even date  
**For B S RAVIKUMAR & ASSOCIATES**  
*Chartered Accountants*  
Firm's Regn. No. 006101S

**B. RAVI HOLLA**  
Chief Financial Officer

**VIDYA BHAT**  
Company Secretary

**B S RAVIKUMAR**  
Partner  
Membership No. 010218

Place : NANJANGUD

Date : 25<sup>th</sup> May 2023

64<sup>th</sup>  
Annual Report  
2022-23

**THE SOUTH INDIA PAPER MILLS LTD**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2023**

|                                                                           | <b>Year ended<br/>31<sup>st</sup> March, 2023<br/>₹ in lakhs</b> |                   | <b>Year ended<br/>31<sup>st</sup> March, 2022<br/>₹ in lakhs</b> |                    |
|---------------------------------------------------------------------------|------------------------------------------------------------------|-------------------|------------------------------------------------------------------|--------------------|
| <b>A) Cash Flow from Operating Activities</b>                             |                                                                  |                   |                                                                  |                    |
| <b>Profit before tax</b>                                                  |                                                                  | 2,402.62          |                                                                  | 2,563.82           |
| <b>Adjustments for :</b>                                                  |                                                                  |                   |                                                                  |                    |
| Add : Depreciation & amortisation expense                                 | 1,603.39                                                         |                   | 943.92                                                           | -                  |
| Add : Finance costs                                                       | 1,624.38                                                         |                   | 587.75                                                           | -                  |
| Less : Interest Income                                                    | (40.88)                                                          |                   | (44.68)                                                          | -                  |
| Less : Profit on disposal of Land held for Sale                           | (1,327.50)                                                       |                   | (273.05)                                                         | -                  |
| Add : Allowance for credit losses                                         | 10.51                                                            |                   | 7.10                                                             | -                  |
| Add : Unrealised foreign exchange loss /(gain)                            | 13.93                                                            | 1,883.83          | 5.60                                                             | 1,226.64           |
| <b>Operating Profit before Working Capital Changes</b>                    |                                                                  | <b>(518.79)</b>   |                                                                  | <b>3,790.46</b>    |
| (Increase) / Decrease in Inventories                                      | (686.28)                                                         |                   | (613.79)                                                         |                    |
| (Increase) / Decrease in Trade Receivables                                | 402.03                                                           |                   | (174.40)                                                         |                    |
| (Increase) / Decrease in Other Financial Assets                           | (1.71)                                                           |                   | (8.57)                                                           |                    |
| (Increase) / Decrease in Other Assets                                     | 256.33                                                           |                   | (96.20)                                                          |                    |
| Increase / (Decrease) in Trade Payables                                   | 1,168.90                                                         |                   | 681.03                                                           |                    |
| Increase / (Decrease) in Other Financial Liabilities                      | (505.61)                                                         |                   | 942.56                                                           |                    |
| Increase / (Decrease) in Other Liabilities                                | 276.08                                                           |                   | (298.01)                                                         |                    |
| Increase / (Decrease) in Provisions                                       | (41.43)                                                          | 868.31            | (28.65)                                                          | 403.97             |
| <b>Cash generated from operating activities</b>                           |                                                                  | <b>349.52</b>     |                                                                  | <b>4,194.43</b>    |
| Less: Income Tax paid                                                     |                                                                  | (277.95)          |                                                                  | (301.24)           |
| <b>Net cash generated from / (used in) Operating Activities (A)</b>       |                                                                  | <b>71.57</b>      |                                                                  | <b>3,893.19</b>    |
| <b>B) Cash Flow from Investing Activities</b>                             |                                                                  |                   |                                                                  |                    |
| Purchase of Property, plant & equipment (including Capital advances)      |                                                                  | (2,715.83)        |                                                                  | (10,751.75)        |
| Proceeds from Sale of Land held for Sale                                  |                                                                  | 1,342.63          |                                                                  | 283.03             |
| Income Tax paid                                                           |                                                                  | -                 |                                                                  | (57.52)            |
| Interest received                                                         |                                                                  | 38.69             |                                                                  | 44.42              |
| <b>Net cash generated from / (used in) investing activities (B)</b>       |                                                                  | <b>(1,334.51)</b> |                                                                  | <b>(10,481.82)</b> |
| <b>C) Cash Flow from Financing Activities</b>                             |                                                                  |                   |                                                                  |                    |
| Proceeds from Issue of Shares                                             |                                                                  | 4,537.50          |                                                                  | -                  |
| Proceeds (net) from current borrowings                                    |                                                                  | (1,837.20)        |                                                                  | 1,657.84           |
| Proceeds from non-current borrowings                                      |                                                                  | 4,616.04          |                                                                  | 8,770.82           |
| Repayment of non-current borrowings                                       |                                                                  | (3,477.84)        |                                                                  | (606.11)           |
| Finance costs paid                                                        |                                                                  | (1,879.38)        |                                                                  | (1,284.90)         |
| Equity Dividend paid                                                      |                                                                  | (154.93)          |                                                                  | (150.87)           |
| <b>Net Cash (used in) / generated from Financing Activities (C)</b>       |                                                                  | <b>1,804.19</b>   |                                                                  | <b>8,386.78</b>    |
| <b>Net increase / (decrease) in cash and cash equivalents (A + B + C)</b> |                                                                  | <b>541.25</b>     |                                                                  | <b>1,798.15</b>    |
| <b>Cash and cash equivalents as at the beginning of the year</b>          |                                                                  | <b>2,739.18</b>   |                                                                  | <b>941.03</b>      |
| <b>Cash and cash equivalents as at the end of the year</b>                |                                                                  | <b>3,280.43</b>   |                                                                  | <b>2,739.18</b>    |

**MANISH M. PATEL**  
Managing Director

**M.G. MOHAN KUMAR**  
Director

**B. RAVI HOLLA**  
Chief Financial Officer

**VIDYA BHAT**  
Company Secretary

As per our report of even date,  
**for B S RAVIKUMAR & ASSOCIATES**  
Chartered Accountants  
Firm Regn. No. 006101S

**B S RAVIKUMAR.**  
Partner  
Membership No. 010218

Place : NANJANGUD  
Date : 25.05.2023

## **NOTICE OF THE 64<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Sixty Fourth Annual General Meeting of The South India Paper Mills Limited will be held on Thursday, the 21<sup>st</sup> September 2023 at 11.30 am by Video Conferencing (VC) to transact the following business: :

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2023 and Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ajay D Patel (DIN 00466905) who retires by rotation and is eligible for reappointment.

### **Special Business:**

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

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

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

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

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

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

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

# 64<sup>th</sup> Annual Report 2022-23

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

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

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

By Order of the Board of Directors

Nanjangud  
27<sup>th</sup> July, 2023

**MANISH M PATEL**  
**MANAGING DIRECTOR**

## **EXPLANATORY STATEMENT**

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

### **Item No. 3 :**

#### **Appointment of Mr Harshad Natvarlal Modi as a Non Executive Director**

Mr Harshad Natvarlal Modi (DIN 00167613) was appointed by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, on 27<sup>th</sup> July 2023 as an Additional Director who holds office upto the conclusion of this Annual General Meeting. In terms of Section 160 of the Companies Act 2013, the Company has received a notice from a Member signifying his intention to propose the appointment of Mr Harshad Natvarlal Modi as a Director of the Company.

The Company has received from Mr Harshad Natvarlal Modi, consent to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

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

#### **Brief Profile of Mr Harshad Natvarlal Modi**

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

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

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

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

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

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

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

#### **Item No 4**

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

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

The Company has received from Mr Manish M Patel (i) Consent to act as Managing Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

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

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

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

# 64<sup>th</sup> Annual Report 2022-23

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

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

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

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

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

## ANNEXURE

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

### I. General Information relating to the Industry and the Company

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

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

- iv) Foreign investments on collaborations : - NIL

**II. Information about the appointee**

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

**III. Other Information**

- i) Reason of loss or inadequate profit :

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

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

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

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

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

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

**IV. Disclosures**

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

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

## NOTES

1. In view of the continuing Covid 19 pandemic, the Ministry of Corporate Affairs vide its circular numbers 20/2020 dated May 5, 2020 read with circular numbers 14/2020 dated April 8, 2020 and 17/2020 dated 13 April 2020, 2/2021, 21/2021 & 02/2022 and SEBI vide its circular no.'s SEBI /HO/CFD/CMD1/CIR/P/2020/79 & SEBI/HO/CFD/ CMD2/CIR/P/ 2022/ 62 have allowed the Companies to hold AGM through Video Conference, without the physical presence of Members at a common venue. In accordance with the provisions of the MCA Circulars, provisions of Companies Act, 2013 and SEBI (LODR) Regulations 2015, the AGM of the Company is being held through Video Conference (VC) hereinafter called as e-AGM. The deemed venue for the AGM shall be the Registered office of the Company.
2. **e-AGM:** The Company has appointed M/s KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
3. Pursuant to the provisions of the Act, since the AGM is being held through Video Conferencing pursuant to MCA Circulars, physical attendance of the members has been dispensed with. Accordingly the facility for appointment of proxies by the members will not be available for the AGM and hence Proxy form and attendance slip are not annexed hereto. However Body Corporates who are members of the Company are entitled to appoint authorised representatives to attend the AGM through Video conference and participate thereat and cast their votes through e - voting. Since the AGM is being held through Video Conference, the route map of the meeting is not annexed thereto.
4. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. Up to 2000 members will be able to join on a FIFO basis to the e-AGM.
6. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
7. The participation of members through Video conference will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
8. Members are requested to communicate the change in address, if any, immediately to the Company's Registrars & Share Transfer Agents M/s KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032.
9. In compliance with the MCA Circulars and SEBI Circulars Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA of the Company / Depositories. Members may please note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.sipaper.com](http://www.sipaper.com), website of Stock exchange [www.bseindia.com](http://www.bseindia.com) and on the website of the Company's Registrar and Share Transfer Agent, Kfin Technologies Ltd (KFintech) at <https://evoting.kfintech.com>.

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

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

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

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

**Relationship with other Directors**

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

Mr Harshad Natvarlal Modi is not related to any Director

Mr Manish M Patel is not related to any Director.

11. In order to protect your interest against fraudulent encashment of Dividend warrants, we request you to provide us the name of your bank, branch & the account number, if not already given, to enable us to incorporate the same in your Dividend warrants.

# 64<sup>th</sup> Annual Report 2022-23

12. Members who have not encashed their Dividend Warrants pertaining to the year 2015-2016 & onwards are requested to approach the Company/ Company's Registrar and Share Transfer Agents, immediately for payment of Dividend thereof. As per the provisions of Section 124(5) and 124 (6) which came to force on 5<sup>th</sup> September 2016, Companies while transferring the unpaid dividend will also have to transfer the underlying equity shares, only if the dividend is not claimed for 7 years. Members may please take note of the same.

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

| <b>Dividend for the year</b> | <b>Date of declaration</b>      | <b>Date of completion of 7 years</b> | <b>Due Date of transfer to IEPF</b> |
|------------------------------|---------------------------------|--------------------------------------|-------------------------------------|
| 2015-16                      | 15 <sup>th</sup> Sept 2016      | 15 <sup>th</sup> Oct 2023            | 14 <sup>th</sup> Nov 2023           |
| 2016-17                      | 26 <sup>th</sup> Sept 2017      | 26 <sup>th</sup> Oct 2024            | 25 <sup>th</sup> Nov 2024           |
| 2017-18                      | 20 <sup>th</sup> Sept 2018      | 20 <sup>th</sup> Oct 2025            | 19 <sup>th</sup> Nov 2025           |
| 2018-19                      | 19 <sup>th</sup> Sept 2019      | 19 <sup>th</sup> Oct 2026            | 18 <sup>th</sup> Nov 2026           |
| 2019-20                      | 24 <sup>th</sup> September 2020 | 24 <sup>th</sup> Oct 2027            | 23 <sup>rd</sup> Nov 2027           |
| 2020-21                      | 23 <sup>rd</sup> Sept 2021      | 23 <sup>rd</sup> Oct 2028            | 22 <sup>nd</sup> Nov 2028           |
| 2021-22                      | 22 <sup>nd</sup> Sept 2022      | 22 <sup>nd</sup> Oct 2029            | 21 <sup>st</sup> Nov 2029           |

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

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

For availing the following investor services, send a written request in the prescribed forms along with supporting documents to the RTA of the Company, Kfin Technologies Ltd, Selenium Tower B, Plot No 31 & 31, Gachibowli Financial District, Nanakramgud, Serilingampally, Hyderabad – 500 032, Telangana.

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

1. Form for availing investor services to register PAN, email address, bank details and other KYC details or changes in address / update thereof for securities held in physical mode Form ISR-1
2. Updation of signature of securities holder Form ISR-2
3. For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014 Form SH-13
4. Declaration to opt out of Nomination Form ISR-3
5. Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee Form SH-14
6. Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form ISR-4
7. Transmission Request form ISR 5

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

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

By Order of the Board of Directors

Nanjangud  
27<sup>th</sup> July, 2023

**MANISH M PATEL**  
**MANAGING DIRECTOR**

### **PROCEDURE & INSTRUCTIONS FOR REMOTE E-VOTING**

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

# 64<sup>th</sup> Annual Report 2022-23

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

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

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

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

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

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

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

# 64<sup>th</sup> Annual Report 2022-23

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

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

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

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

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

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

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

**A. Voting at e-AGM**

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

**B. Instructions for members for attending the e-AGM**

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

# 64<sup>th</sup> Annual Report 2022-23

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

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

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

ISR 1 Form can be obtained by following the link:

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

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

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

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

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

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

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

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

**OTHER INSTRUCTIONS**

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

## NOTES





If undelivered please return to

***THE SOUTH INDIA PAPER MILLS LIMITED***

Regd. Office: Chikkayanachatra, Nanjangud - 571 302  
Karnataka State, India