

Notice

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF SIRCA PAINTS INDIA LIMITED (FORMERLY KNOWN AS SIRCOLOR WOOD COATINGS PVT. LTD.) WILL BE HELD ON FRIDAY, AUGUST 06th, 2021 AT 12.30 P.M. IST THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM') FACILITY, TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2021 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended 31st March, 2021.
3. To appoint a Director in place of Mr. Sanjay Agarwal (DIN:01302479), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of Cost Auditor's Remuneration

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of **Section 148** and other applicable provisions, if any, of the **Companies Act, 2013** read with the **Companies (Audit and Auditors) Rules, 2014** and **Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)**, the Company hereby ratifies the remuneration upto ₹ 80,000/- (Rupees Eighty Thousand Only) plus taxes and reimbursement of out of pocket expenses at actual, if any, incurred in connection with the audit, payable to **M/s. Govind Singh Bisht & Co., Cost Accountants (Firm Registration Number 002410)**, who were appointed as Cost Auditors of the Company, based on recommendations of Audit Committee, to conduct the cost audits relating to cost records of the Company for the financial year ending 31st March, 2022.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary & Compliance officer be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution.

5. Approval of payment of remuneration to the Executive Directors, who are Promoters in terms of Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT addition to the previous resolutions passed by the Members from time to time and pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (the "Act") and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any amendment(s) or modification(s) or re-enactment thereof) and upon recommendation and/or approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to pay an aggregate annual remuneration to the Executive Promoter Directors of the Company, viz. Mr. Sanjay Agarwal (DIN: 01302479), Chairman cum Managing Director and Mr. Apoorv Agarwal (DIN: 01302479), Joint Managing Director exceeding 5 per cent of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013 provided that the overall managerial remuneration is within the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (the "Act").

RESOLVED FURTHER THAT the approval of Members shall be valid only till the expiry of their respective tenure as the Executive Directors;

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or the, Company Secretary & Compliance officer be and are hereby authorized to do all the acts & take all such steps, as may be necessary, proper or expedient to give effect to this resolution".

Registered Office:
**Plot No.50, Phase-2, Badli
 Industrial Area, Delhi-110042**
 Tel.: +91 11-42083083,
 Website: www.sircapaints.com,
 Email: cs@sircapaints.com
 CIN: L24219DL2006PLC145092

By order of the Board
 For **Sirca Paints India Limited**
 (Formerly Known as Sircolor Wood Coatings Pvt. Ltd.)

(Chahat Mahajan)
 Company Secretary & Compliance Officer
 (Membership No. 51255)

Date :- 10th July, 2021
Place :- New Delhi

Notes:

1. Explanatory Statement pursuant to Section 102 of the Act relating to Item no. 4 and 5 of the Notice of the 16th AGM, which is considered to be unavoidable by the Board of Directors of the Company, is annexed here to. Also, relevant details in respect of Directors seeking re-appointment at the AGM, in terms of Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings are also annexed to this notice.
2. In view of the ongoing COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2021 dated 13th January, 2021 read with General Circular 20/2020 dated 5th May, 2020, General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as “said Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In this Annual Report, the connotation of “Members” and “Shareholders” is the same.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has decided to convene its ensuing 16th AGM through VC/OAVM, and the Members can attend and participate in the ensuing AGM through VC/OAVM.
3. The deemed venue for Sixteenth e-AGM shall be the registered office of the Company.
4. Since this AGM is being held through VC/OAVM, 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 the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice
5. Attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In compliance with the MCA Circulars and the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the 16th AGM along with the Annual Report for Financial Year 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / National Securities Depository Limited and Central Depository Services (India) Limited (“the Depositories”). A copy of this Notice along with the Annual Report for Financial Year 2020- 21 is uploaded on the Company’s website www.sircapaints.com websites of the Stock Exchanges The National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of KFin Technologies Private Limited (“KFin”), the Registrar and Transfer Agents of the Company (“RTA”) at <https://www.kfintech.com/>. Members who have not registered their email address so far are requested to register their email address for receiving all communication including Annual Report, Notices, etc., from the Company electronically.
7. Members who have not registered their e-mail addresses and mobile nos. and consequently could not be served the Annual Report for FY2021 and Notice of Sixteenth e-AGM, may temporarily get themselves registered with KFin, by following the procedure mentioned below:
 - a) Visit the link: <https://ris.kfintech.com/clientservices/mobileereg/mobilee-mailreg.aspx>
 - b) Select the company name i.e. Sirca Paints India limited.
 - c) Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
 - d) Enter DP ID – Client ID (in case shares are held in electronic form) /Physical Folio No. (in case shares are held in physical form) and PAN.
 - e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - f) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - g) Enter the e-mail address and mobile number.
 - h) System will validate DP ID – Client ID/Folio No. and PAN/Share certificate No., as the case may be, and send OTP at the registered mobile number as well as e-mail address for validation.
 - i) Enter the OTPs received by SMS and e-mail to complete the validation process. OTP will be valid for 5 minutes only.
 - j) The Notice and e-voting instructions along with the User ID and Password will be sent on the e-mail address updated by the member.
 - k) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of e-mail address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their e-mail address with their DPs permanently, so that all communications are received by them in electronic form.
 - l) In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800-309-4001.
8. Members are requested to send all communication relating to shares to the Company’s Registrar & Transfer Agent - KFin Technologies Private Limited (RTA), Selenium, Tower - B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).
9. Book Closure & Dividend
 - A. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 31st July, 2021 to Friday, 06th August, 2021** (both days inclusive) for the purpose of AGM and Dividend.
 - B. Final dividend for the financial year ended 31st March, 2021, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after Thursday, 12th August, 2021, to those members whose names are registered as such in the Register of Members of the Company as on **Friday, 30th July, 2021** and to the Beneficiary holders as per the beneficiary list as on **Friday, 30th July, 2021** provided by National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”).

C. Payment of Dividend through electronic means:

- i. The Company provides the facility to the Shareholders for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). In view of the continuing COVID-19 pandemic and resultant difficulties involved in dispatching of physical dividend warrants, Shareholders holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), along with their Folio Number, to the Company or Kfin (RTA). Shareholders holding shares in dematerialized form are requested to provide the said details to their respective Depository Participants.
- ii. In line with the General Circular No. 02/2021 dated 13th January, 2021 read with General Circular No. 20/2020 dated 5th May, 2020 issued by the MCA, in case the Company is unable to pay the dividend to any shareholder by the electronic

mode, due to non availability of their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), the Company shall dispatch the dividend warrant/ cheque to such shareholder by post.

- iii. Shareholders holding shares in dematerialized form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company/Kfin (RTA) cannot act on any request received directly from the Shareholders holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Shareholders.

- D. The Finance Act, 2020 has abolished the Dividend Distribution Tax ('DDT') and has introduced the system of dividend taxation in the hands of the shareholders with effect from 1 April 2020. Accordingly, the Company would be required to deduct Tax at Source ('TDS') in respect of approved payment of dividend to its shareholders (resident as well as non-resident).

RESIDENT SHAREHOLDERS:

Tax shall be deducted at source under section 194 of the Income Tax Act, 1961 ('IT Act') @ 10% on the amount of dividend declared and paid by the Company during financial year 2021-22, subject to the following:

Sr. No.	Particulars	Rate of TDS applicable	Section under the Act
1	PAN is not available/ Invalid PAN	20%	206AA
2	Non-linking of PAN with Aadhaar, if allotted (refer Note 1)	20%	206AA
3	Non-filing of return of income tax for any of the last two financial years (i.e. FY 2018-19 and FY 2019-20); and TDS as well as TCS deduction in each of these years in case of the shareholder is ₹ 50,000 or more (refer Note 2)	20%	206AB

Note 1 : As per section 139AA(2) of the IT Act read with Rule 114AAA of the Income Tax Rules, 1962, currently, PAN is mandatorily required to be linked with Aadhaar by 30th June, 2021. If PAN is not linked with Aadhaar by 30th June, 2021 (unless such due date is extended), such PAN will be deemed inoperative and tax at source will be required to be deducted at higher rates under section 206AA of the IT Act.

Note 2 : Provisions of section 206AB of the IT Act are applicable with effect from 1st July, 2021, unless such date of applicability is extended.

No tax shall be deducted at source on the dividend payable to a resident individual if the total dividend to be received by the said resident individual from the Company during a financial year does not exceed ₹ 5,000; or if an eligible resident shareholder provides a valid declaration in Form 15G/ Form 15H or other documents as may be applicable to different categories of shareholders.

Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company, tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

NON-RESIDENT SHAREHOLDERS:

Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the TDS on dividend shall be @ 20% or applicable rate plus applicable surcharge and health and education cess on the amount of dividend payable to the non-resident shareholders. For FII/ FPI shareholders, section 196D provides for TDS @ 20% or applicable rate plus applicable surcharge and health and education cess.

However, as per section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) read with applicable Multilateral Instrument provisions, if they are more beneficial to them.

A list of documents/ declarations required to be provided by the resident shareholders and list of documents/declarations required to claim the benefit of DTAA by the non-resident shareholders are available on the Company's website <https://www.sircapaints.com/investors/#annual-report> Kindly note that the documents should be uploaded with KFin Technologies Pvt Ltd., the Registrar and Transfer Agent at <https://ris.kfintech.com/form15> or e-mailed to einward.ris@kfintech.com.

No communication on the tax determination/ deduction shall be entertained after **05th August, 2021**.

The above referred documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the IT Act.

In addition to the above, please note the following:

- In case you hold shares under multiple accounts under different status/ category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
- In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.
- For deduction of tax at source, the Company would be relying on the above data shared by KFin as updated up to the record date.

It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the afore mentioned details/ documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

The Company shall arrange to e-mail the soft copy of the TDS certificate to shareholders at the registered e-mail id within the prescribed time, post payment of the said dividend, if declared in the AGM. The said certificate can also be viewed in Form 26AS at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or the website of the Income Tax department of India <https://www.incometax.gov.in/home>.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder/s, such Shareholder/s will be responsible to indemnify the Company, and also provide the Company with all information/ documents and co-operation in any assessment/ appellate proceedings before the Tax/ Government authorities.

- E. Members are requested to note that, dividends if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The details of the unpaid/unclaimed amounts lying with the Company are available on the website of the Company www.sircapaints.com. Members are requested to approach the Company/KFin (RTA) for claiming unpaid dividends.

- 4
10. Pursuant to the Companies (Amendment) Act, 2017 effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. In view of the foregoing amendment, ratification by the Members for continuance of their appointment is not being sought at this AGM.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every securities market participant. Members holding shares in electronic form are therefore requested to submit their PAN to the DP with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to RTA/ Company.
12. With effect from April 01, 2019, in terms of SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are not being processed unless the securities are held in the dematerialized form with the depositories. Therefore, Members holding shares in physical form are requested to dematerialize shares held in physical form at the earliest available opportunity.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act will be available during the meeting for inspection through the VC facility of KFin, to the Members attending the AGM.

14. Members desiring any additional information with regard to Accounts/Annual Report or have any question or query are requested to write to the Company Secretary on the Company's investor email-id cs@sircpaints.com, so as to enable the Management to keep the information ready. Please note that, Members questions will be answered only if they continue to hold the shares as of **Friday, July 30th, 2021**, i.e. the 'cut-off' date for e-voting.

15. Instructions for e-voting and joining the e-AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS:

- I. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 in relation to e-voting facility provided by Listed Entities, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin or to vote at the e-AGM.
- II. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is **Friday, July 30th, 2021**.
- III. Members can cast their vote online from **02nd August 2021 at 09:00 A.M and ends on 05th August, 2021 at 05:00 P.M.** Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- IV. Alternatively, members holding securities in physical mode may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write e-mail from the registered e-mail id to evoting@kfintech.com
- V. The details of the process and manner for remote e-voting are explained herein below:

I. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

In terms of SEBI circular dated December 9, 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 in order to access e-Voting facility.

Shareholders are advised to update their mobile number and e-mail id with their DPs in order 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 NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the URL: https://eservices.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider –Kfintech and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. <p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsd.com/ Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields i.e. follow steps given in points 1-3 above.</p> <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the “Shareholder/Member” section. 2. A new screen will open. Enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider – Kfintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing user of who have opted for Easi / Easiest:</p> <ol style="list-style-type: none"> 1. URL to login to Easi/Easiest: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon and select New System Myeasi 2. Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting menu. The menu will have links of ESPs. Click on Kfintech to cast your vote. <p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration and proceed with completing the required fields.</p> <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile no. and e-mail id as recorded in the demat account. 2. After successful authentication, user will be able to see the e-voting option where thee-voting is in progress and also able to directly access the system of ESP i.e. Kfintech
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. 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. 3. Click on options available against Company name or e-voting service provider- Kfintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

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

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

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

II. LOGIN METHOD FOR REMOTE E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE

- (i) Initial password is provided in the body of the e-mail.
- (ii) Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
- (iii) Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- (iv) After entering the details appropriately, click on LOGIN.
- (v) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) You need to login again with the new credentials.
- (vii) On successful login, the system will prompt you to select the EVENT i.e. Sirca Paints India Limited.
- (viii) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- (ix) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- (x) Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- (xi) Corporate Members are required to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to cs.sidharth11@gmail.com with a copy marked to the Company on cs@sircapaints.com.
- (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.karvy.com> or call KFin at 1800 345 4001 (toll free).

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- I. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein. The facility of participation at the AGM through VC will be made available for 1,000 members on first come first served basis. This will not include large Members (Members 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. who are allowed to attend the AGM without restriction on account of first come first served basis.
- II. Members will be able to attend the AGM through VC by using their remote e-voting login credentials. The link for AGM will be available in Members login where the EVENT and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned under heading A above.
- III. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- IV. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- V. While all efforts would be made to make the VC 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.

C. SPEAKER REGISTRATION BEFORE AGM :

1. Members, who would like to express their views or ask questions during the 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 **02nd August 2021 at 09:00 A.M and ends on 05th August, 2021 at 05:00 P.M.** Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.
2. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that only questions of the Members holding the shares as on cut-off date will be considered.

A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com>.

Members who need technical assistance before or during the AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 345 4001.

D. GENERAL INSTRUCTIONS:

- i. The Board of Directors has appointed **Mr. Sidharth Sharma (M/s. Sidharth Sharma & Associates, Practicing Company Secretaries) (FCS No. 9324 CP No. 10969)** as the Scrutinizers, for conducting the voting/poll and remote e-voting process in a fair and transparent manner.
- ii. The results declared along with the Scrutiniser's Report shall be placed on the Company's website <https://www.sircapaints.com/> and on KFin's website <https://evoting.kfintech.com> and shall also be communicated to the National Stock Exchange of India Limited. <https://www.nseindia.com/get-quotes/equity?symbol=SIRCA>

The following Explanatory Statement sets out all material facts relating to Resolution Nos. 4 to 5 of the Notice in accordance with Section 102 of Companies Act, 2013

BRIEF FOR ITEM NO.4

The Board of Directors at its meeting held on 10/07/2021 on the recommendations of the Audit Committee, had approved the appointment and remuneration of M/s. Govind Singh Bisht & Co., Cost Accountants (Firm Registration No. 002410), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March, 2022, at a remuneration upto ₹ 80,000/- (Rupees Eighty Thousand) plus taxes and reimbursement of out of pocket expenses at actual, if any, incurred in connection with the audit.

M/s. Govind Singh Bisht & Co. (Firm Registration No.002410) have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959.

In accordance with the provisions of Section 148 (3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re – enactment(s) for the time being in force), the remuneration payable to Cost Auditor for the Financial Year ending March 31, 2022 has to be ratified by the members of the Company.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Registered Office:
Plot No.50, Phase-2, Badli
Industrial Area, Delhi-110042
 Tel.: +91 11-42083083,
 Website: www.sircapaints.com,
 Email: cs@sircapaints.com
 CIN: L24219DL2006PLC145092

Date :- 10th July, 2021
Place :- New Delhi

BRIEF FOR ITEM NO.5

Approval of payment of remuneration to the Executive Directors, who are promoters or members of the promoter group, in terms of Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

The remuneration being paid to the executive directors of the Company - Mr. Sanjay Agarwal and Mr. Apoorv Agarwal within the limits prescribed under the provisions of the Companies Act, 2013.

As per Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 which has come into force from April 01, 2019, provides that the annual remuneration payable to the executive directors, who are promoters or members of promoter group, shall be subject to the approval of the shareholders if: (i) such remuneration exceeds ₹ 5.00 Crore or 2.5% of the net profits of the Company, as calculated as per Section 198 of the Act; whichever is higher (ii) the aggregate annual remuneration exceeds 5% of such net profits of the Company, as calculated under section 198 of the Act, in case of more than one such director. The aforesaid approval shall be valid only till the expiry of the term of such director.

At present, the Company has two Executive Directors from Promoter Group, viz, Mr. Sanjay Agarwal (DIN: 01302479), Chairman cum Managing Director and Mr. Apoorv Agarwal (DIN: 01302479), Joint Managing Director.

In order to comply with the requirement of Amended LODR Regulations and on the recommendation of the Board of Directors in view of their immense contribution, approval of Members, by way of Special Resolution, is being sought for paying remuneration even if the annual aggregate remuneration payable to Mr. Sanjay Agarwal (DIN: 01302479), Chairman cum Managing Director and Mr. Apoorv Agarwal (DIN: 01302479), Joint Managing Director, exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act 2013 in any year during the tenure of their respective appointments.

Mr. Sanjay Agarwal and Mr. Apoorv Agarwal hold 88, 80, 480 & 5, 53, 500 equity shares in the Company, respectively.

The Board recommends the Special Resolution at Item No. 5 for approval of the Members. A part from Mr. Sanjay Agarwal and Mr. Apoorv Agarwal, who are interested themselves, none of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By order of the Board
 For **Sirca Paints India Limited**
 (Formerly Known as Sircolor Wood Coatings Pvt. Ltd.)

(Chahat Mahajan)
 Company Secretary & Compliance Officer
 (Membership No. 51255)

Annexure to the Notice

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (AS AMENDED FROM TIME TO TIME), AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):

BRIEF RESUME AND OTHER DETAILS FOR ITEM NO. 3

Name of Director	Sanjay Agarwal
Date of Birth	05.02.1960
Expertise in specific functional areas	Mr. Agarwal is one of the co-founders of Sirca Paints India Limited, he has been working the Paints & Coatings industry for more than two decades. Under his able leadership, Sirca has risen the ranks as one of the most prominent brands of luxury wood coatings in the country. A Chartered Accountant by qualification, Mr. Agarwal currently looks after the finance and strategy functions of the organization.
Date of appointment	19.01.2006
No. of Equity Share held in the Company	88,80,480
Qualification	Chartered Accountant
List of Directorship of other Boards	Sirca Industries Limited
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman of CSR
Chairman/Member of the Committee of the Board of Directors of other Companies	NIL