

SIRCA PAINTS INDIA LIMITED

(Formerly known as Sircolor Wood Coatings Pvt. Ltd.)

Plot No-50, Badli Industrial Area, Phase-2,
New Delhi-110042

011-42083083 / 47533213

info@sircapaints.com www.sircapaints.com

CIN NO : L24219DL2008PLC001100

Dated: 28/05/ 2019

LISTING DEPARTMENT

NATIONAL STOCK EXCHANGE OF INDIA LTD.
EXCHANGE PLAZA , 5TH FLOOR, PLOT NO. C/1
G-BLOCK, BANDRA-KURLA COMPLEX, BANDRA (E)
MUMBAI - 400051.

SUB: POSTAL BALLOT NOTICE - DISCLOSURE UNDER REGULATION 30 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LODR")

REF: SYMBOL-SIRCA

Further to the outcome of meeting of the board of directors of the Company dated **Saturday 25th May, 2019**, we hereby enclose a copy of the postal ballot notice and postal ballot form.

The Postal Ballot Notice, along with other relevant documents, are being sent to all the shareholders whose names appear in the register of members/ beneficial owners received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on **Friday 24th May, 2019 ("Cut off date")**, seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of **Karvy Fintech Private Limited** for the purpose of providing e-voting facility to all its members. You can login into e-voting portal at <https://evoting.karvy.com> to accord your assent/dissent.

The voting through postal ballot and through e-voting will commence during the following period;

Commencement of remote e-voting	From 9:00 a.m. on Friday, May 31 st , 2019
End of remote e-voting	Upto 5:00 p.m. on Monday, July 1 st , 2019

The results of the postal ballot will be announced on **Tuesday, July 2nd, 2019**.

The above information will also be made available on the website of the Company: <https://sircapaints.com/>

This is for your information and record.

Your Faithfully,

SIRCA PAINTS INDIA LIMITED

(Formerly Known as Sircolor Woods Coating Pvt. Ltd.)

For **SIRCA PAINTS INDIA LIMITED**

(Formerly Known as Sircolor Wood Coatings Pvt. Ltd.)


Chahat Mahajan Company Secretary

Company Secretary & Compliance Officer

Encl: as above

SIRCA PAINTS INDIA LIMITED
(Formerly Known as Sircolor Wood Coatings Private Limited)
CIN: L24219DL2006PLC145092

Registered Office: Plot No.50, Phase-2, Badli Industrial Area, New Delhi-110042
Website: www.sircapaints.com, Email: info@sircapaints.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the members of the Company,

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of **Sirca Paints India Limited** (Formerly Known as Sircolor wood coatings Pvt. Ltd.) (“the Company”) by means of Postal **Ballot** including **Electronic Voting** (e-voting), pursuant to **Section 110** and all other applicable provisions of the **Companies Act, 2013** (“the Act”) read with **Rule 22** of the **Companies (Management and Administration) Rules, 2014** (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Explanatory Statement pursuant to **Section 102(1)** of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

The Company has appointed **Mr. Anand Kumar Singh (M/s. Anand Nimesh & Associates, Company Secretaries)**, as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, that is, **5:00 p.m. (IST) on Monday, July 1st, 2019**. Postal Ballot Forms received after **5:00 p.m. (IST) on Monday, July 1st, 2019** will be treated as ‘invalid’. Pursuant to **Section 108** of the Act read with **Rule 20** of the Rules, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the **Chairman and Managing Director** of the Company after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) will be announced on **Tuesday, July 2nd, 2019**, at the **Registered Office** of the Company and also by placing the same on the **Company’s website: www.sircapaints.com** and on the **website of Karvy: <https://evoting.karvy.com>**. The results will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS:- ITEMS

INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT in accordance with the provisions of **Sections 13 and 61** and other applicable provisions, if any, of the **Companies Act, 2013** read with **(Share Capital and Debentures) Rules, 2014** (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the **Articles of Association** of the **Sirca Paints India Limited**, Authorised Share Capital of the Company be and is hereby Increased from **existing 20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Rupees Two Crore Only) Equity Shares of Rs. 10/- (Rupees Ten) each to 32,00,00,000 (Rupees Thirty Two Crore only) divided into 3,20,00,000 (Three Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten)** and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

V. The Authorised Share Capital of the Company is Rs. 32,00,00,000 (Rupees Thirty Two Crore only) divided into 3,20,00,000 (Three Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

“FURTHER RESOLVED THAT the Chairman and Managing Director of the Company or any one of the **Directors** of the Company or the **Company Secretary** of the Company be and are hereby authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the Registrar of Companies, Delhi, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ISSUE OF BONUS SHARES

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

“RESOLVED THAT upon the recommendation of Board of the Director made at their Meeting held on **25th May, 2019** and pursuant with the provisions of **Section 63** and other applicable provisions, if any, of the **Companies Act, 2013** read with the **Companies (Share Capital and Debentures) Rules, 2014**, the **Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2009** (“the ICDR Regulations”), the SEBI (**Listing Obligations and Disclosure Requirements**) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the **Reserve Bank of India (“RBI”)**

from time to time, the enabling provisions of the Articles of Association of the Company and subject to the dematerialization of the equity shares held by the promoters, directors, key managerial personnel of the Company as per the Companies **(Prospectus and Allotment of Securities)** Third Amendment Rules, 2018, consent of the Members be and is hereby accorded to capitalizing a sum upto **Rs. 9, 13, 48,000 (Rupees Nine Crore Thirteen Lacs Forty Eight thousand Only/-** out of the sum standing to the credit of company Free Reserves/Securities Premium Account or such other Reserves Account as are permissible to be capitalized and utilized for the Purpose, as per audited accounts of the company for the financial Year ended March 31, 2019, for distribution among the equity shareholders **by Issue of 91,34,800 (Ninty one Lakh Thirty Four Thousand Eight Hundred) new equity shares of Face Value of Rs. 10/-(Ten)** each, Credited as fully paid Equity shares to eligible members of the Company whose names appear in the Register of Members on a "Record date" to be determined by the board of Director for this purpose, in the proportion of 1 (One) new fully paid-up equity share for every 2 (Two) existing fully paid-up equity share held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member, subject to the Approval of Migration i.e Company is migrating from National Stock Exchange SME to National Stock Exchange Main Board, and not as an income or in lieu of dividend.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as maybe necessary;

RESOLVED FURTHER THAT all the Directors and/or the Company Secretary be and are hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines subject to the approval of NSE regarding the Migration of the Company from **NSE SME Emerge** to **NSE Main Board**.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

MIGRATION OF LISTING / TRADING OF EQUITY SHARES OF THE COMPANY FROM NSE SME PLATFROM I.E. EMERGE TO MAIN BOARD OF NSE INDIA LIMITED.

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

“RESOLVED THAT pursuant to **Section 277 & 280 (2)** of SEBI (Issue of Capital And Disclosure Requirements) Regulation, 2009 and other applicable provision of **Securities And Exchange Board Of India Act, 1992** and rules and regulations made there under, Companies Act, 2013 and any re-enactments or modification thereto and rules made there under and subject to the provision of Listing Agreement and subject to the applicable laws and by-laws and rules and regulation of respective Stock Exchange, and subject to all other modifications, enactments, re-enactments and amendments to the above and all other applicable laws and subject to the approval if any or any of the Statutory authorities such as Securities And Exchange Board of India (SEBI), concerned Register of Companies (ROC), Reserve Bank Of India (RBI), and any other authority approval of which may be required for the purpose, approval of **Shareholders** of the Company be and is hereby accorded to the Board of Directors of the Company to get **27,40,44,000** number of Equity Shares of the Company of Face Value Rs 10 per Share, currently listed on **National Stock Exchange EMERGE, migrated to National Stock Exchange Main Board** and listed on the exchange, at the prevailing market price on the date of Migration.”

“RESOLVED FURTHER THAT all the Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instrument and writing as may be required and to file al such applications, papers, documents in relation to above and to fulfill all such legal formalities in the said connection and to form any committee of Directors or any Director and / or Officer of the Company and to appoint any such attorney/person to represent before the concerned authority and to delegate such powers to such person/representative, to give effect to this resolution.”

**By order of the Board of Directors
For Sirca Paints India Limited**

Sd/-
Chahat Mahajan
Company Secretary and Compliance Officer
M.No. : A51255

Delhi, May 25th, 2019

NOTES:

- 1.** A Statement pursuant to **Section 102(1) of the Companies Act, 2013 (“the Act”)** setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
- 2.** The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their email addresses with the Company, Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self - addressed postage prepaid Business Reply Envelope.
- 3.** Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on **Friday, May 24th, 2019**.
- 4.** Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the or from the “Investor Relations” section on the Company’s www.sircapaints.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before **5:00 p.m. (IST) on Monday, July 1st, 2019**.
- 5.** Pursuant to the provisions of **Section 108** and all other applicable provisions of the Act read with the **Companies (Management and Administration) Rules, 2014**, as amended, and **Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** (“Listing Regulations”), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of **Karvy Fintech Private Limited (“Karvy”)** as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
- 6.** During the voting period, members can login to Karvy’s e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- 7.** Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as **“INVALID”**.
- 8.** The e-voting period commences **on Friday, May 31st, 2019 at 9:00 a.m. (IST) and ends on Monday, July 1st, 2019 at 5.00 P.M. (IST)**. During this period, members of the Company, holding shares either in physical or dematerialized form, as on the **cut-off date**, that is, **Friday, May 24th, 2019**, may cast their vote electronically and through physical Postal Ballot. The e-voting module shall be disabled by karvy thereafter on **Monday, July 1st, 2019 at 5.00P.M. (IST)**.
- 9.** The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is, **Monday, July 1st, 2019**.

10. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company’s registered office during the date of dispatch of this Postal Ballot Notice till **Monday, July 1st, 2019**

11. *In case of any query/grievance with respect to voting by means of Postal Ballot including e-voting, please visit the “Help and FAQ’s” section available on Karvy’s website <https://evoting.karvy.com> or contact on 1800 345 4001(Toll-Free) for further clarifications.*

12. Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.

13. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.

14. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

INSTRUCTIONS FOR VOTING

1. Information and instructions relating to e-voting:

- (i) In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company /Depository Participant(s)]:
 - a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - b) Enter the login credentials (that is, User ID and Password) which are mentioned in the e-mail in the following format:

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll-free number 1800-3454- 001 (from 9:00 a.m. to 5:00 p.m.) for your existing password.

- c) After entering these details appropriately, click on “LOGIN”.
- d) You will now reach Password Change Menu where in 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 (0- 9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- e) You need to login again with the new credentials.

- f) On successful login, the system will prompt you to select the **E-Voting Event Number** for **Sirca Paints India limited**.
- g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under either **“FOR” or “AGAINST”** or alternatively, you may partially enter any number under **“FOR” or “AGAINST”** , but the total number under **“FOR” 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.
- h) Members holding shares under multiple folios/demat accounts are requested to vote separately for each of their folios/ demat accounts.
- i) Voting has to be done for each item of this Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as **“ABSTAINED”**.
- j) You may then cast your vote by selecting an appropriate option and click on **“SUBMIT”**.
- k) A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify.
- l) Once you confirm, you will not be allowed to modify your vote.
- m) Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through email cs@sircapaints.com. They 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 "Corporate Name_EVENT No."

(ii). In case a member receives physical copy of the Postal Ballot Notice by Post [for members whose e-mail addresses are not registered with the Company/Depository Participant(s)]:

- a) User ID and initial password - Initial password is provided in Postal Ballot Form in the following format:

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

- b) Please follow all steps from Sr. No. (a) to (m) as mentioned in (i) above, to cast your vote.

2. Information and Instructions Relating to voting through postal Ballot Form.

- i. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the Assent (**FOR**) or Dissent (**AGAINST**), in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer, not later than close of working hours that is, 5:00 p.m. (IST) Monday, July 1st, 2019, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- ii. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- iii. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power

of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.

3. The members are requested to note the following contact details for addressing e-voting grievances:

Shri S. V. Raju(Deputy General Manager)
Karvy Fintech Private Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032
Tel.: +91 40 6716 2222/ E-mail: Einward.ris@karvy.com

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“the Act”)

ITEM NOS. 1 AND 2

The Board of Directors at its meeting held on Saturday, 25th May, 2019, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares a sum upto **Rs. 9, 13, 48,000 (Rupees Nine Crore Thirteen Lacs Forty Eight thousand Only/-** out of the sum standing to the credit of company Free Reserves/Securities Premium Account or such other Reserves Account as are permissible to be capitalized and utilized for the Purpose, as per audited accounts of the company for the **financial Year ended March 31, 2019**, for distribution among the equity shareholders **by Issue of 91,34,800 (Ninty one Lakh Thirty Four Thousand Eight Hundred) new equity shares of Face Value of Rs. 10/-(Ten)** in the proportion of 1 (One) new fully paid-up equity share for every 2 (Two) existing fully paid-up equity share held by them as on Record Date.

Article 39 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

In order to facilitate issue of bonus shares and for further requirements, if any, it is proposed to increase the **Authorised Share Capital to Rs. 32,00,00,000 (Rupees Thirty Two Crore only) divided into 3,20,00,000 (Three Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.** The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the **existing Clause V of the Memorandum of Association** of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company and issue of bonus equity shares by way of capitalisation of the sums standing to the credit of capital redemption reserve / securities premium account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares requires members' approval in terms of **Sections 13, 61 and 63 of the Companies Act, 2013** and other applicable statutory and regulatory approvals.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 and 2 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolutions set out at Item Nos. 1 and 2 of this Postal Ballot Notice for approval by the members.

ITEM NO.3

The Company’s shares have been listed on **NSE SME Emerge** since **May, 30th 2018 till date.** As because of Proposed Issue of Bonus Shares, paid up capital of the company is proposed to increase to **27,40,44,000 i.e.** to increase beyond twenty five crore rupees as stated in **SEBI(ICDR). Regulation, 2009** it is option to migrate from **NSE SME Emerge to NSE Main Board.** Further, The Company’s Operation have been increasing at a rapid pace. In view of increasing business activities and for

strong brand building, the Board of Directors has accordingly decided to migrate from **NSE SME Emerge to NSE Main Board**. The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Shareholders of the Company. By Migrating on the Main Board the goodwill and the growth of the Company will increase and Company will be able to expand its business.

The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution. The Shareholders approval for the said purpose is sought through this resolution as required under **SEBI (ICDR) Regulations**.

Please note that the proposed special resolution shall be acted upon if the votes cast by Public Shareholders in favor of the Proposal amount to atleast 2 times the number of votes cast by the public shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the company on the Main Board of NSE and hence management recommends the passing of said resolution and seeks shareholders approval through Postal Ballot.

**By order of the Board of Directors
For Sirca Paints India Limited**

Sd/-
Chahat Mahajan
Company Secretary and Compliance Officer
M.No.: A51255

Delhi, May 25th, 2019

POSTAL BALLOT FORM

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder(In Block Letters)	
2.	Postal Address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Number of Equity Shares held	

I hereby exercise my vote in respect of following(s) Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held By me	I assent to the Resolution	I dissent from the resolution
1.	To Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.			
2.	Issue of Bonus Equity Shares in the proportion of 1 (One) new fully paid-up equity share for every 2 (Two) existing fully paid-up equity share held.			
3.	To Migrate From NSE SME Emerge Platform to NSE Main Board.			

Place:
Date:

(Signature of the Member)

Particulars for E-Voting

Members opting to vote through e-voting, instead of voting through the physical Postal Ballot, may access the e-voting facility through the web link: <https://evoting.karvy.com>. Particulars for e-voting are as under:

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period after that shall be disabled;

Commencement of remote e-voting	31st May, 2019 (Friday) at 9:00 AM
End of remote e-voting	1st July, 2019 (Monday) at 5:00 PM

INSTRUCTIONS:

1. If a member exercises voting rights through voting by electronic means (“e-voting”), the Postal Ballot Form need not be sent to the Company.
2. A member desirous for exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company.
3. A member may vote through e-voting as per “Information and Instructions relating to e-voting” provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first named member and in his/her absence, by the next-named member.
5. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
6. The consent must be accorded by recording the assent in the column “**FOR**” and dissent in the column “**AGAINST**” by placing a tick mark in the appropriate box.
7. The vote(s) of a member will be considered invalid *inter alia* on any of the following grounds:
 - a) Postal Ballot Form other than one issued by the Company is used;
 - b) if the member’s signature does not tally;
 - c) if the member has put a tick mark in both the columns, that is, for and also for to the resolution in such manner that the aggregate shares voted for and exceed the total number of shares held;
 - d) if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e) if the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - f) if the Postal Ballot Form is received torn or defaced or mutilated;
 - g) any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or **before 5:00 p.m. (IST) on Monday, July 1st, 2019**. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such member has not been received.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/ beneficial owner (in case of electronic shareholding) as on **Friday, May 24th, 2019**.
10. ***Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.***