

Notice

NOTICE IS HEREBY GIVEN THAT THE FIFTEENTH 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, SEPTEMBER 18TH, 2020 AT 12.30 P.M. IST THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIOVISUAL MEANS ('OAVM') FACILITY, TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended March 31, 2020 together with reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To Appoint Mr. Gurjit Singh Bains (DIN:01977032), who retire by rotation as a director and being eligible, offers himself for re-appointment as a director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of **Section 152 and other applicable provisions of the Companies Act**, the approval of the Members of the Company, be and is hereby accorded to the re-appointment of **Mr. Gurjit Singh Bains (DIN: 01977032)** as a

"Director", to the extent that he is required to retire by rotation"

SPECIAL BUSINESS:

3. To approve the remuneration of Cost Auditor for the financial year ending 31st March, 2021 and in this regard, pass the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to **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 Rs. 60,000/- (Rupees Sixty Thousand Only) plus taxes and reimbursement of out of pocket expenses at actual, if any, incurred in connection with the audit to **M/s. Govind Singh Bisht & Co., Cost Accountants (Firm Registration Number 002410)**, who were appointed by the Board of Directors as Cost Auditors of the Company, based on recommendations of Audit Committee, to conduct cost audits relating to cost records of the Company under the **Companies (Cost Records and Audit) Rules, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)** for the financial year ending 31st March, 2021.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto."

4. To Appointment of **Mr. Shyam Lal Goyal (DIN: 08815530)** as an Independent Non Executive Director and in this regard, pass the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of **Section 149, 150 and 152** read with **schedule IV** and read with **Companies (Appointment and Qualification of Directors) Rules, 2014**, and other applicable provisions, sections, rules of the **Companies Act, 2013** (including any statutory modifications or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), 2015 (hereinafter known as "Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded for the of **Mr. Shyam Lal Goyal (DIN: 08815530)** as a Non Executive Independent Director of the Company who shall hold office for a period of five years from the date of appointment in Annual General Meeting and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors and/or key managerial personnel be and are hereby authorized to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

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: 20th August, 2020
Place: New Delhi

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)

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting (AGM), as set out under **Item no.2, 3, and 4** above as required by Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
2. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 11th September, 2020 to Friday, 18th September, 2020** (both days inclusive).
3. In view of the ongoing COVID-19 pandemic, the MCA has vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM only. In accordance with the MCA Circulars, special business mentioned at **Item Nos. 3, 4 and 5** of the Notice are considered as unavoidable in nature by the Board of Directors 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 **15th AGM** along with the Annual Report for Financial Year 2019-20 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 2019-20 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 www.evoting.karvy.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 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).
8. Nomination facility for shares is available for Members. The prescribed format, in this regard, can be obtained from KFin (RTA).
9. 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.
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. Members are requested to note that KFin has launched a mobile application 'KPRISM' and website <https://kprism.kfintech.com> for online service to shareholders.

Members can download the mobile application, register themselves (onetime) for availing host of services viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of Address, change/update Bank Mandate. Through the Mobile app, members can download Annual Reports, standard forms and keep track of upcoming General Meetings and dividend disbursements.

14. 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.

15. 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, September 11th, 2020**, i.e. the 'cut-off' date for e-voting.

16. Procedure for registering the email address and obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form) :

- i. Those Members who have not yet registered their email

addresses are requested to get their email addresses registered by following the procedure given below:

- a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with KFin by sending email to einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for receiving the Annual report, Notice of the AGM and the e-voting instructions or register their e-mail address with KFin by clicking on https://ris.kfintech.com/email_registration/
- ii. Further, those members who have not registered their email addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of AGM, may temporarily get themselves registered with KFin, by clicking the link : https://ris.kfintech.com/email_registration/ for sending the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through email going forward.
- iii. With a view to help us serve better, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company/RTA to consolidate their holdings in one folio.
- iv. Members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in

electronic form or by contacting KFin, in case the shares are held in physical form.

A. GENERAL INSTRUCTION

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), members of the Company holding either in physical form or in dematerialized form may exercise his/her right to vote by electronic means (e-voting) for participation in the AGM through VC/OAVM facility and e-voting during the 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 11th September, 2020 (Friday).
- iii. The facility for voting through electronic voting system will be made available at the AGM and Members attending the Meeting who have not already cast their vote by remote e-voting shall be eligible to vote at the Meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- v. The Board of Directors has appointed Mr. Sidharth Sharma (M/s. Sidharth Sharma & Associates, Practicing Company Secretaries) as the Scrutinizers, for conducting the voting/poll and remote e-voting process in a fair and transparent manner.
- vi. 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

- vii. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.sircapaints.com and on KFin's website www.evoting.karvy.com and shall also be communicated to the National Stock Exchange of India Limited. <https://www.nseindia.com/get-quotes/equity?symbol=SIRCA>

B. THE PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 14th September, 2020 at 09:00 A.M and ends on 17th September, 2020 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 11th September, 2020 may cast their vote electronically.
- (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) 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.

(x) 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 on 1800 345 4001 (toll free).

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

1. 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.

2. 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 B above.
3. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
4. 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.
5. 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.

D. 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 14th September, 2020 (9.00 a.m.) upto September 17th, 2020 (5.00 p.m.).
2. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.
3. 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.

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

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

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

Date: 20th August, 2020
Place: New Delhi

Explanatory Statement

pursuant to section 102(1) of the companies act, 2013.

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):

I . BRIEF RESUME AND OTHER DETAILS FOR ITEM NO. 2

Name of Director	Mr. Gurjit Singh Bains
Date of Birth	28/05/1967
Expertise in specific functional areas	Experience of more than 20 years in wood coatings and Italian Furniture Industry.
Date of appointment	19.01.2006
No. of Equity Share held in the Company	38,66,197
Qualification	masters in economics from University of Venice
List of Directorship of other Boards	Sirca Industries Limited BGB Italia S.r.L
Chairman/Member of the Committee of the Board of Directors of the Company	Member of Nomination and Remuneration committee Member of Stakeholder Committee
Chairman/Member of the Committee of the Board of Directors of other Companies	NIL

II . BRIEF FOR ITEM NO. 3

The Board of Directors at its meeting held on 20/08/2020 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, 2021, at a remuneration upto Rs. 60,000/- (Rupees Sixty 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, 2021 has to be approved 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. 3 of the Notice for approval by the Members.

III . BRIEF FOR ITEM NO. 4

The Nomination and Remuneration Committee and the Board of Directors, had recommended appointment of Mr. Shyam Lal Goyal as the “Non- Executive Independent Director” of the Company, subject to the approval of the Members, for a term of 5 (Five) consecutive years.

The Company has received the consent to act as Director from Mr. Shyam Lal Goyal and also his declaration confirming that he is not disqualified from being appointed as a Director in

terms of Section 164 of the Companies Act, 2013 and meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Mr. Shyam Lal Goyal is independent of the management of the Company and in the opinion of the Board of Directors of the Company, he fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as an Independent Director 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.

Brief Resume and other details as mentioned below in table

Name of Director	Shyam Lal Goyal
Date of Birth	01/07/1959
Expertise in specific functional areas	Mr. Shyam Lal Goyal was Audit and Finance Advisor at Ghazanfar Bank. He leads each firm's lines of business -Banking Sector and FMCG industries in expeditious manner. He is a Graduate from University of Rajasthan and is a respected member of Institute of Chartered Accountants of India. He holds experience of over 30 years and has held various senior position in India and abroad. He is strong, focused and have keen eye for strategic development. He holds keen understanding and significant experience in managing the professional duties & responsibilities to the entire satisfaction of the top management. His experience in global financial operations, Corporate Governance, Enterprise wide systems and Financing is a proven asset. He is proficient in streamlining the working procedures, Accounting and internal control systems for enhancing the operations, working environment and have In depth knowledge of the International Accounting Standard (IAS), International Financial Reporting standards (IFRS), Fund Management, Developing Business Plans in the Government and private sector, Accounting frame work in compliance with GAAP within the stipulated time schedules.
Date of appointment	18.09.2020
No. of Equity Share held in the Company	-
Qualification	1. Bachelor of Commerce - University – Rajasthan; 2. Degree of The Insitute of Chartered Accountants of India
List of outside Directorship held in Public Company	N.A.
Chairman/Member of the Committee of the Board of Directors of the Company	N.A.
Chairman/Member of the Committee of the Board of Directors of other Companies	N.A.

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

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

Date: 20th August, 2020
Place: New Delhi