

# Notice

**NOTICE** IS HEREBY GIVEN THAT THE **EIGHTEENTH ANNUAL GENERAL MEETING ('AGM')** OF THE MEMBERS OF **SIRCA PAINTS INDIA LIMITED** WILL BE HELD ON **FRIDAY, AUGUST 25, 2023 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 Financial year ended March 31, 2023 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Final dividend of ₹ 1.5/- (15%) per Equity Shares of Face value of ₹ 10/- each for the Financial year ended March 31, 2023.
3. Appointment of a Director in place of Mr. Sanjay Agarwal, Executive Director (**DIN: 01302479**), who retires by rotation, and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to 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, 2013, Mr. Sanjay Agarwal, Executive Director (**DIN: 01302479**), who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation."

## Special Business:

### 4. Ratification of Cost Auditor's Remuneration

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of **the Companies Act, 2013** and the **Companies (Audit and Auditors) Rules, 2014** (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to **M/s PAN & ASSOCIATES, Cost Accountants (Firm Registration Number: 003692)**, Cost Auditors upto ₹ 80,000/- (Rupees Eighty Thousand Only) per annum plus taxes and reimbursement of out-of-pocket expenses at actual, if any, incurred in connection with the aforesaid audit, as approved by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2024, be and is hereby ratified.

**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."

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

## Registered Office:

**G-82, Kirti Nagar, New Delhi-110015**

Tel.: +91 11-42083083, Website: [www.sircapaints.com](http://www.sircapaints.com)

Email: [cs@sircapaints.com](mailto:cs@sircapaints.com)

CIN: L24219DL2006PLC145092

**Place:** New Delhi

**Date:** July 24, 2023

Sd/-  
**Suraj Singh**  
Company Secretary & Compliance Officer  
(Membership No. 61649)

## Notes:

1. Explanatory Statement pursuant to Section 102 of the Act relating to Item no. 4 of the Notice of the 18th AGM, which is considered to be unavoidable by the Board of Directors of the Company, is annexed hereto. Also, relevant details in respect of Directors seeking re-appointment at the AGM, in terms of Regulation 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 compliance with the Circular No. 10/2022 dated December 28, 2022 read with Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and all other relevant Circulars ("MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI") and relevant provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Annual General Meeting ("AGM") will be held without the physical presence of Shareholders 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 Act read with the said Circulars and SEBI Listing Regulations, the Company has decided to convene its 18th AGM through VC/OAVM and the Members can attend and participate in the AGM through VC/OAVM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, Since the AGM is being held in accordance with the Circulars through VC/OAVM, the facility for the appointment of proxies by the members will not be available. THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. In case of Joint holders attending the AGM, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [csnehadubey1411@gmail.com](mailto:csnehadubey1411@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com)
7. The Members can join the AGM through the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis.
8. In line with the relevant Circulars issued by the MCA and SEBI, the Annual Report including Notice of the 18th AGM of the Company inter alia indicating the process and manner of e-voting is being sent by e-mail, to all the Shareholders whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.  
  
Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the relevant Circulars issued by MCA and SEBI, the Annual Report including Notice of the 18th AGM of the Company will also be available on the website of the Company at [www.sircapaints.com](http://www.sircapaints.com), The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of KFin Technologies 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.
9. Members are requested to address all correspondence, including dividend-related matters, to the Company's Registrar & Transfer Agent - KFin Technologies Limited (RTA), Selenium, Tower - B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).
10. Book Closure & Dividend
  - A. The Register of Members and Share Transfer Books of the Company will remain closed from

**Saturday, August 19, 2023 to Friday, August 25, 2023** (both days inclusive) for the purpose of AGM and Dividend.

- B. Final dividend of ₹ 1.5 (15%) per Equity Shares for the financial year ended March 31, 2023, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid **within a period of 30 days from the date of declaration**, to those members whose names are registered as such in the Register of Members of the Company as on **Friday, August 18, 2023** and to the Beneficiary holders as per the beneficiary list as on **Friday, August 18, 2023** provided by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").
- C. Payment of Dividend through electronic means:
- In terms of Schedule I of the SEBI (LODR) Regulations, 2015, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT) and Real Time Gross Settlement (RTGS) for making payments like dividend to the members. Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form may send a request updating their bank details to the Company's Registrar and Transfer Agent.
  - In line with the General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated May 5, 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.
  - 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. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance

Act, 2020, mandates that dividend paid or distributed by a Company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

### Resident Shareholders:

Taxes shall be deducted at source under Section 194 of the IT Act as follows:

S r. No.	Particulars	Rate of TDS applicable
1	Members having valid Permanent Account Number (PAN)	10%*
2	Members not having PAN/valid PAN	20%

- As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under section 206AB of the Finance Act, 2021.
- As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2023-24 does not exceed ₹ 5,000, and also in cases where members provide Form 15G/Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil withholding of tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

### Non-resident Shareholders:

Taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%\*\* (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. 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 (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2023-24 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf ([incometaxindia.gov.in](https://www.incometaxindia.gov.in))]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders In case of Foreign Institutional

In case of Foreign Institutional Investors (FII)/Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%\*\* (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

\*\* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI/FII, the higher rate of tax as mentioned in section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The aforementioned documents are required to be uploaded with KFin Technologies Limited, the Registrar and Transfer Agent at <https://ris.kfintech.com/form15> on or before August 25, 2023. No communication would be accepted from members after August 25, 2023, regarding tax-withholding matters. Shareholders may write to [cs@sircapaints.com](mailto:cs@sircapaints.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for any clarifications on this subject.

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 aforementioned 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](http://www.sircapaints.com). Members are requested to approach the Company/KFin (RTA) for claiming unpaid dividends.

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.

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, vide its circular dated November 3, 2021 and December 15, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars KFin Technologies Limited ('KFin') by submitting duly filled and signed Form ISR-1 along with self-attested copy of the PAN card and such other documents as prescribed in the Form. The said form is available on the website of the Company at <https://www.sircapaints.com/investors/#sebi-kyc-forms> and on the website of KFin at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd) duly Filled form can be submitted in Person at any of the Branches of KFIN, details of which are available on the link: <https://www.kfintech.com/contact-us/>. Forms can be e-Signed and submitted online along with requisite documents by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#or> Physical forms can be sent through post to the address of our RTA - KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500032

The forms for updating the same are available at <https://www.sircapaints.com/investors/#sebi-kyc-forms> as well as on KFIN website at <https://ris.kfintech.com/clientservices/isc/Members> holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

1. 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/OAVM facility of KFin, to the Members attending the AGM.
2. 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](mailto: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 on **Friday, August 18, 2023**, i.e., the '**cut-off**' date for e-voting.

3. Procedure for registering the e-mail address and obtaining the Notice and Remote E-voting instructions by the shareholders whose e-mail 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):
4.
  - i. Those Members who have not yet registered their e-mail addresses are requested to get their e-mail 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 are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 along with self-attested copy of the PAN card and such other documents as prescribed in the Form. The said form is available on the website of the Company at <https://www.sircapaints.com/investors/#sebi-kyc-forms> and on the website of KFin at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd) duly Filled form can be submitted in Person at any of the Branches of KFIN, details of which are available on the link: <https://www.kfintech.com/contact-us/Forms> can be e-Signed and submitted online along with requisite documents by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#or> Physical forms can be sent through post to the address of our RTA - KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500032.
  - ii. 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.
  - iii. 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.

1. 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 December 9, 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. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
- III. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- IV. The remote e-Voting period commences on **August 21, 2023 at 09:00 A.M. and ends on August 24, 2023 at 05:00 P.M.** During this period, the members of the Company holding shares either in physical form or in demat form,

as on the **Cut-off Date**, i.e., **Friday, August 18, 2023** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. Members, who cast their vote by remote e-voting, may attend the meeting through VC/OAVM, but will not be entitled to cast their vote once again on the resolutions.

- V. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- VI. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he/she is already registered with "KFin" for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
- VII. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- VIII. The details of the process and manner for remote e-voting are explained herein below:

**Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:****I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	<p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>4. Click on Company Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> <p><b>B. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>1. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. Select "Register Online for IDeAS " Portal or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Proceed with completing the required fields</li> </ol> <p><b>C. By visiting the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Click on the icon "Login" which is available under 'Shareholder/Member' section</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>5. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	<p><b>A. Existing user who has opted for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi;</li> <li>III. Login with your registered user ID and Password</li> <li>IV. After successful login of Easi/Easiest, Option will be made available to reach e-voting page</li> <li>V. Click on e-voting service provider name to cast your vote</li> </ol> <p><b>B. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at: <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a>.</li> <li>II. Proceed with completing the required fields.</li> </ol> <p><b>C. By visiting the e-Voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide Demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective e-voting service provider i.e. <b>Kfintech</b> where the e-voting is in progress.</li> </ol>

Type of shareholders	Login Method
Individual Shareholder login through their demat accounts/Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against Company name or e-Voting service provider –<b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

### Important note:

Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

### Details on Step 2 are mentioned below:

#### II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from **KFintech** which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach 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.,). The system will prompt you to change your password and update your contact details like mobile number, email ID 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.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Sirca Paints India Limited- AGM' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "**FOR/AGAINST**" or alternatively, you may partially enter any number in "**FOR**" and partially "**AGAINST**" but the total number in "**FOR/AGAINST**" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option **ABSTAIN**. If the Member does not indicate either "**FOR**" or "**AGAINST**" it will be treated as "**ABSTAIN**" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.



- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id [csnehadubey1411@gmail.com](mailto:csnehadubey1411@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com/> or call KFin on 1800 309 4001 (toll free).

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 along with self-attested copy of the PAN card and such other documents as prescribed in the Form. The said form is available on the website of the Company at <https://www.sircapaints.com/investors/#sebi-kyc-forms> and on the website of KFin at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd). Duly Filled form can be submitted in Person at any of the Branches of KFIN, details of which are available on the link: <https://www.kfintech.com/contact-us/>. Forms can be e-Signed and submitted online along with requisite documents by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#> or Physical forms can be sent through post to the address of our RTA - KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), Selenium Building, Tower-B, Plot No

31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500032.

- ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

### Instructions for members for voting during the e-AGM session:

1. The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.
2. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
3. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
4. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
5. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

### Instructions for members for attending the E-AGM

1. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
2. Alternatively, members can use their Registered Mobile number to obtain the OTP and login by using the Mobile OTP option.
3. Members registered as speakers will be allowed to use their camera/webcam during e-AGM and hence are requested to use the internet with good bandwidth to avoid any disconnection or disturbance during the meeting.
4. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
5. Members who need technical assistance before or during the e-AGM can contact KFin at: 1800 309 4001.

### Other Instructions

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from **August 21, 2023 (09:00 A.M. IST) to August 24, 2023 (05:00 P.M. IST)**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from **August 21, 2023 (09:00 A.M. IST) to August 24, 2023 (05:00 P.M. IST)**.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Kfintech at toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Friday, August 18, 2023**, being the **cut-off date**, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001.
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

### B. GENERAL INSTRUCTIONS:

- i. The Board of Directors has appointed Ms. Neha Mishra (M/s. Neha Mishra & Associates, Practicing Company Secretaries) FRN: **S2022MH864000** (ACS No. **61802**, C.P No. **25560**) as the Scrutinizer ("**Scrutinizer**"), for conducting the voting/poll and remote e-voting process in a fair and transparent manner.
- ii. The results declared along with the Scrutinizer'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 Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com)

**Law provides voting rights to all members proportionate to their holding in the Company. Sirca Paints India Limited encourages the members to exercise their voting rights and actively participate in decision making process.**

**The following Explanatory Statement sets out all material facts relating to Resolution No. 4 of the Notice in accordance with Section 102 of Companies Act, 2013**

**Item No. 4**

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has approved the appointment of M/s **PAN & ASSOCIATES, Cost Accountants (Firm Registration Number 003692)**, as the Cost Auditor for the audit of the cost accounting records of the Company for the financial year 2023-24, at a 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.

M/s **PAN & ASSOCIATES (Firm Registration Number: 003692)** 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 terms of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration recommended by the Audit Committee for the Cost Auditor and approved by the Board of Directors is required to be ratified subsequently by the Shareholders. Hence, the Ordinary Resolution set out in **Item no. 4** of the Notice seeks approval of the Shareholders for the same

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 proposed Ordinary Resolution.

The Board recommends ratification of the remuneration of the Cost Auditor, M/s **PAN & ASSOCIATES, Cost Accountants (Firm Registration Number 003692)**, as recommended by the Audit Committee and approved by the Board of Directors, as set out in **Item no. 4** of the Notice, for approval of the Shareholders.

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

**Registered Office:**

**G-82, Kirti Nagar, New Delhi-110015**

Tel.: +91 11-42083083, Website: [www.sircapaints.com](http://www.sircapaints.com)

Email: [cs@sircapaints.com](mailto:cs@sircapaints.com)

CIN: L24219DL2006PLC145092

Sd/-

**Suraj Singh**

Company Secretary & Compliance Officer  
(Membership No. 61649)

**Place:** New Delhi

**Date:** July 24, 2023

# Annexure to the Notice

## DETAILS UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IN TERMS OF SECRETARIAL STANDARD 2, IN RESPECT OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IS FURNISHED BELOW:

Name of Director	Mr. Sanjay Agarwal
Date of Birth	05.02.1960
Age	63
Initial Date of Appointment	19.01.2006
Qualification	Chartered Accountant
Remuneration sought to be paid	He shall continue to draw remuneration as the Chairman cum Managing Director of the Company on the terms and conditions as approved by the Members at the AGM held on July 25, 2022.
Expertise in specific functional areas	Mr. Sanjay Agarwal is one of the co-founders of Sirca Paints India Limited, he has been working in the Paints & Coatings industry for more than Three 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. Sanjay Agarwal currently looks after the finance and strategy functions of the organization.
Last Remuneration drawn (Per Annum)	Please Refer Corporate Governance Report
Terms and conditions of appointment/ re-appointment	Appointed as a Director liable to retire by rotation.
Directorship held in other Companies as on date	Sirca Industries Limited
Memberships of Committees across Companies (only Statutory Committees as required to be constituted under the Act are considered)	A. Corporate Social Responsibility Committee • Sirca Paints India Limited
Chairmanship of Committees across Companies (only Statutory Committees as required to be constituted under the Act are considered)	A. Corporate Social Responsibility Committee • Sirca Paints India Limited
Details of Listed Companies from which the Director resigned during FY 2020-21, FY 2021-22 and FY 2022-23	Nil
Shareholding in the Company (Equity) as on the date of notice (In individual capacity and as a beneficial owner)	1,77,60,960 Equity Shares in percentage- 32.41%
Relationship with other Directors/ Manager/ Key Managerial Personnel	Mr. Sanjay Agarwal is related to Mr. Apoorv Agarwal, Joint Managing Director of the Company
Number of Board Meetings attended during the FY 2022-23	10

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

### Registered Office:

**G-82, Kirti Nagar, New Delhi-110015**

Tel.: +91 11-42083083, Website: [www.sircapaints.com](http://www.sircapaints.com)

Email: [cs@sircapaints.com](mailto:cs@sircapaints.com)

CIN: L24219DL2006PLC145092

Sd/-

**Suraj Singh**

Company Secretary & Compliance Officer  
(Membership No. 61649)

**Place:** New Delhi

**Date:** July 24, 2023