

**IMPECCABLE**

*Elegance*



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# LUXURY

## IN ACTION

*Consistently*



## OUTPERFORMING EVERY YEAR

**₹ 311.72 CRORE**  
REVENUE FROM OPERATIONS

**₹ 68.68 CRORE**  
EBITDA

**₹ 51.44 CRORE**  
PROFIT AFTER TAX

Sirca embodies "impeccable elegance" through its high-quality coatings and paints, designed to enhance and protect surfaces with a refined and sophisticated touch. This concept of elegance is evident in various aspects of Sirca's products and business practices:

With a long-standing reputation for excellence, Sirca is recognized as a leader in the coatings industry. Their commitment to quality, innovation, and sustainability reinforces their position as a brand synonymous with impeccable elegance.

By integrating high standards of quality, sustainability, and customer satisfaction, Sirca successfully embodies the concept of "impeccable elegance" in everything they do. Over the decades, Sirca has built a strong reputation for delivering exceptional products and services. This trust is reflected in the loyalty of its customers and the long-term relationships with clients around the world. At Sirca, we are perpetually driven by an unwavering commitment to growth and a clear vision for the future. Our ambitious expansion strategy includes establishing additional manufacturing facilities and developing a robust distribution network across the nation. While we currently lead in the Northern region, we are dedicated to strengthening our presence in the Eastern, Western, and Southern markets of India. Additionally, we are exploring opportunities to export our esteemed products to South Asian countries, including Bangladesh, Nepal, and Sri Lanka.

Our goal is consistent, sustainable growth as we steadily progress towards industry leadership in paints and coating solutions across India. We are committed to providing our customers with technologically advanced and innovative products that transform their dreams into reality.

## ABOUT US

DRIVEN BY AN UNRELENTING PASSION AND AN UNWAVERING COMMITMENT TO EXCELLENCE, SIRCA ASPIRES TO BECOME A HOUSEHOLD NAME ACROSS INDIA. OUR VISION IS TO LEAVE AN INDELIBLE MARK ON THE HEARTS OF THE INDIAN POPULACE. WITH A RESOLUTE FOCUS AND AN INSATIABLE DRIVE FOR PERFECTION, WE ARE DEDICATED TO ACHIEVING THIS AMBITION.



# ITALIAN CLASS INTERWINES WITH INDIAN ARDOR



SIRCA WILL SPARE NO EFFORT IN THIS PURSUIT, CONSISTENTLY PUSHING BOUNDARIES AND SETTING NEW STANDARDS IN THE PAINT AND COATINGS INDUSTRY. OUR JOURNEY IS MARKED BY INNOVATION, QUALITY, AND AN UNCOMPROMISING DEDICATION TO TRANSFORMING THE EVERYDAY SPACES OF OUR CUSTOMERS INTO EXTRAORDINARY REALMS OF BEAUTY.



**Sirca boasts** an impressive array of owned or **exclusively licensed** Italian brands, such as Sirca, Unico, Oikos, and DuranteVivan each exuding a unique aura of sophistication and finesse. With a vision to have a global footprint, the Company has started **evaluating exports** of its prized products to South Asian countries like **Bangladesh, Nepal and Sri Lanka**.

With its eyes firmly set on the future, Sirca is embarking on an ambitious expansion drive, building additional manufacturing assets, and meticulously laying down distribution infrastructure that will continue its leadership in the North and fortify its position in the East, West, and South Indian markets.



## SIRCA'S VISION

To become an industry leader of paints and coating solutions in India



## SIRCA'S MISSION

- ▶ To provide technologically advanced and innovative paint and coating solutions to our customers
- ▶ To transform dreams into reality, by catering to the growing needs and desires of every Indian household

# SIRCA'S STRENGTHS

- ✓ With a diverse portfolio of products, Sirca has something for everyone. From entry-level coatings to ultra-luxurious ones, the Company's offerings cater to a wide spectrum of customers
- ✓ Sirca's marketing and promotional campaigns are a masterclass in inclusivity and loyalty-building. The Company's messaging is consistent, and its efforts to foster trust and reliability are well-received
- ✓ Management team boasting of seasoned promoters with an enviable track record of value creation and an expert team of diverse professionals driving execution and innovation
- ✓ Robust governance framework with a globally-experienced Board of Directors hailing from diverse backgrounds, which ensures that the Company's decisions are made with a well-rounded perspective

## SIRCA'S SOLE MOTTO

**TRANSFORMING SPACES, ENRICHING LIVES**

# 2006

**YEAR OF  
INCORPORATION**



## ABOUT WELCOME

"Welcome" is a renowned brand in India, recognized for its high-quality thinners and retarders. Known for its exceptional performance and reliability, Welcome has established itself as a trusted name in the paint and coatings industry.

Welcome products are formulated using the finest raw materials to ensure excellent consistency and effectiveness.

The Welcome range includes a variety of thinners and retarders suitable for different applications. Over the years, Welcome has built a reputation for reliability and excellence. It is trusted by painters, contractors, and industrial users across India for delivering consistent results.



**OIKOS** is a prestigious European brand renowned for its exceptional wall paints and eco friendly luxury wall textures since 1984. With a rich heritage and a commitment to innovation, OIKOS has become the go-to choice for architects and interior designers across the globe.

OIKOS has been synonymous with quality and is supported by a level of service and support that is second to none. Leader for Low VOC (Minimum Toxics) paints. Especially in the "Decorative" segment. OIKOS paints and texture are the 'perfect' choice for environment conscious individuals and we have actively participated in creating awareness about the same over the years.

OIKOS stands out for its unwavering dedication to quality. Every product in the OIKOS range is crafted using the finest materials and cutting-edge technology, ensuring superior performance and durability. The brand's extensive research and development efforts result in paints and textures that not only beautify spaces but also protect and enhance the longevity of surfaces.

## BRAND & PRODUCT PORTFOLIO

# DISCOVER WORLD CLASS WOODEN COATINGS AND FINISHES

Quality is about more than just the price; it's about the value you receive. Finding the perfect balance between quality and cost can often feel like a daunting task. Yet, Sirca provides high-quality products that provide durability, reliability, and satisfaction. They are well-crafted, thoughtfully designed, and deliver on their promises.

With a clear vision and a relentless pursuit of excellence, Sirca Paints India Ltd is well on its way to becoming a household name in India. The company's dedication to quality, innovation, customer satisfaction, and sustainability positions it as a leader in the coatings industry, making a lasting impact on the hearts and homes of the Indian populace.

**Research and Development:** Sirca Paints India invests heavily in research and development to continually innovate and improve its product offerings. This commitment ensures that the company stays at the forefront of the coatings industry in terms of both performance and sustainability.

## SIRCA - Premium Italian wood, metal and glass coatings



Embellishing everything it touches, this range of products is crafted to offer a wide-ranging shield and exquisite refinement to wood, glass, and metal surfaces. It is perfectly designed to satisfy the discerning needs of the health and quality conscious.



### WOOD

Wood stains, polyurethane polish (PU), polyester (lamination), acrylic finishes, UV products, wood fillers, wood care products, handmade effects, special effects, additives and many more



### GLASS

Bicomponent water-borne and solvent-borne pigmented topcoats for coating and colour effects



### METAL

Paints and coatings to protect from corrosion, and to add artistic features to metal surfaces







# UNICO

## MASS MARKET WOOD COATING SOLUTIONS

In the world of wood coating and thinners, Polyurethane products are on the rise globally; but recognising the unique demands of the Indian market, Sirca has introduced this Nitrocellulose (NC) and melamine wood coatings and thinners range that caters to the discerning, price-conscious consumer.

Unico is a departure from Sirca's core offerings, but it serves a crucial purpose - to capture the hearts and minds of the Indian market. It is perfect for customers who wish quality with affordability, paving their way for a brighter, more colourful future.



INDIA'S NEWFOUND & BURGEONING AFFLUENCE HAS FUELLED A DESIRE FOR THE FINEST THINGS IN LIFE, AND NOWHERE IS THAT MORE APPARENT THAN IN THE WAY INDIANS ARE TRANSFORMING THEIR HOMES INTO SLEEK, STYLISH SANCTUARIES THAT REFLECT THEIR ELEVATED TASTES AND ASPIRATIONS.

## BRAND & PRODUCT PORTFOLIO

# SIRCA - WALL PAINTS RANGE

When you listen to your customers, humble beginnings often lead to grand achievements. What started with just seven products has blossomed into a range of 19, in just three years. It's no surprise that this range has garnered a tremendously positive response in this limited time. Sirca's attention to detail ensures that each product adheres to Indian requirements while matching international standards, resulting in an ambience of high sheen levels, smooth finishes, and a plethora of shade choices. To complement its wall paints range, Sirca also offers white cement wall putty, completing the bouquet of products



## KEY PRODUCT ATTRIBUTES



Non-toxic



Eco-friendly



Stain resistance



Non-flammable



Health-friendly



Excellent coverage



Low in Volatile Organic Compounds (VOC)



Resistance against algae and fungal damage



## “WELCOME”

We are excited to introduce the newly acquired "Welcome" brand thinners and reducers, renowned for their superior performance and reliability. Designed to enhance the application and finish of your paint projects, Welcome thinners and reducers offer exceptional consistency and ease of use.



OIKOS -

**PREMIUM ITALIAN DECORATIVE AND SOLID COLOUR FINISHES**



Sirca has recently entered into an exclusive distribution agreement with OIKOS S.P.A, a leading Italian brand known for its eco-friendly as well as sustainable decorative and solid colour finishes. This partnership also includes the future provision for manufacturing these products in India. Sirca will distribute and market OIKOS through its distribution network across India.

The OIKOS product range offers technologically superior water-repellent, anti-abrasion, and anti-mould decorative coatings and textured paints for interior and exterior wall surfaces, including dry walls of MDF, HDF, and Gypsum, available at premium and luxury price points.

This partnership is a matter of great pride as it aligns with the growing consumer demand for sustainable and ecologically friendly building material products that ensure the wellbeing of living environments while delivering excellence in Italian craftsmanship.



**PRICING SPECTRUM**

LUXURY

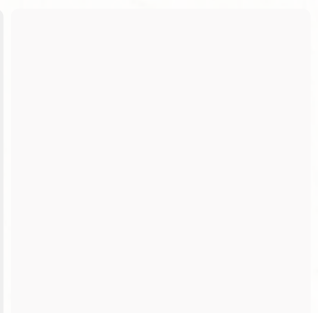
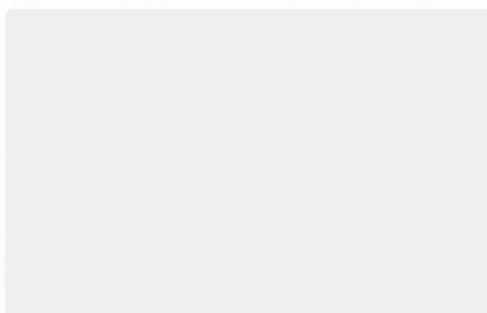
ECONOMIC

ENTRY-LEVEL

INDIA



INDIAN SUBCONTINENT



\* Includes India, Bangladesh, Nepal and Sri Lanka

**PRESENCE**

# IN YOUR MIND AT YOUR DOORSTEP

**Turning Dreams into Reality**

Have you ever closed your eyes and pictured your perfect home, the ideal vacation, or even the ultimate lifestyle? These dreams often seem distant, tucked away in the recesses of our imagination. But what if you could bring those visions right to your doorstep?

Sirca is bridging the gap between itself and its customers to turn abstract ideas into tangible realities by being available at every nook and corner. Our main motto is to strengthen the bond with our customers.

MOREOVER, WE HAVE GOT AN EXCLUSIVE LICENCE OF THE GLOBALLY ESTABLISHED 'SIRCA' BRAND FOR INDIA, NEPAL, BANGLADESH AND SRI LANKA.



**Exclusive Licensee**

Of globally established 'Sirca' brand in India, Nepal, Bangladesh and Sri Lanka



**Market Leader**

Amongst the leading 3 premium wood coatings brand in India & market leader in north India



**Preferred OEM Vendor**

To 787 OEM clients spread across India



**Pan-India**

A growing pan-India presence



**Sirca Studios**

Exclusive Sirca studios offering an elevated consumer experience

**2,346**

DEALERS & DISTRIBUTORS ACROSS INDIA

**02**

MANUFACTURING FACILITIES

**659**

TEAM STRENGTH

**11**

BRANCHES & DEPOTS

**~1,330**

SHOP BOARDS INSTALLED

**27**

EXCLUSIVE SIRCA STUDIOS

	2019	2024
Dealers & Distributors	555	2,346
Branches & Depots	07	11
Sirca Studios	10	27

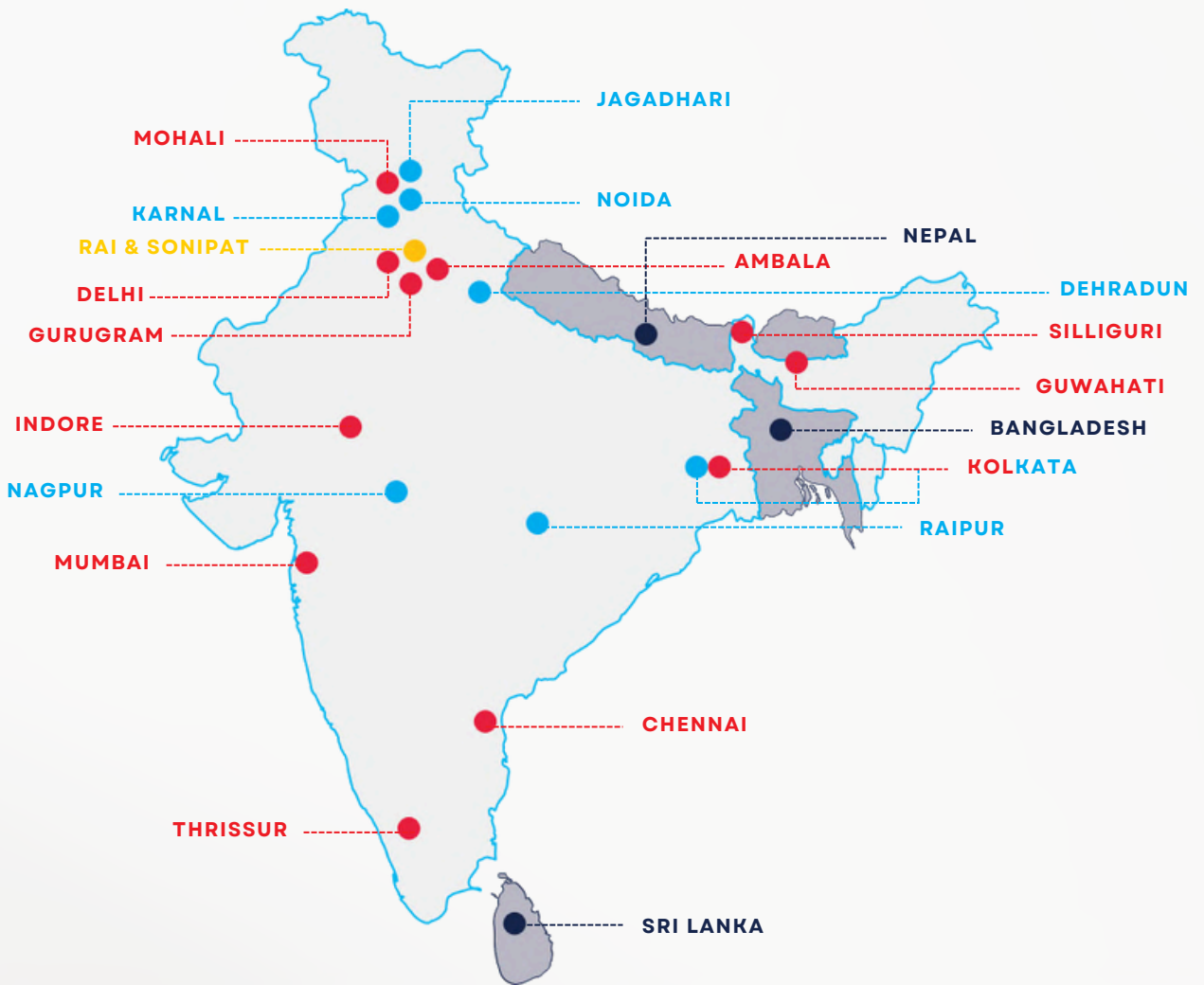
# SIRCA'S FOOTPRINT

 **2,346**  
Dealers & Distributors





 **11**  
Branches & Depot

 **27**  
Sirca Studios

 **02**  
Manufacturing Facilities



## KEY

-  Branches
-  Manufacturing Facilities
-  EXPORT MARKETS
-  Sirca Studios

## VALUE CREATION MODEL

# COLORFUL LIVES

## COLORFUL SMILES



## INPUTS



### Financial Capital

**₹ 308.72 Cr**SHAREHOLDER'S  
FUND

### Debt free

BALANCE  
SHEET

### Manufacturing Capital

- State-of-the-art manufacturing plant at Sonipat, Haryana
- Wall paints and putty manufacturing facility in NCR
- Resin manufacturing line at Sonipat facility



### Human Capital

**659**

COMMITTED TEAM

**~249**EXPANDING SALES  
& MARKETING  
TEAM

### Distribution Process

**2,346**GROWING  
COMMUNITY  
OF DEALERS &  
DISTRIBUTORS**11**BRANCHES  
AND DEPOTS  
TO BETTER  
SERVE OUR  
CUSTOMERS**787**SATISFIED  
OEM'S CLIENT

## VALUE CREATION

### Mission



To provide technologically advanced and innovative paints and coating solutions to our customers



To transform dreams into reality, by catering to the growing needs and desires of every Indian household

### Strengths

- Wide range of product offerings
- Effective marketing and promotion strategy
- Promoters and management with demonstrated track record of execution & value creation
- Robust governance framework, including globally-experienced Board of Directors

### Strategic Priorities

- Strengthening distribution network
- Nurturing OEM relationships
- Augmenting brand equity
- Exploring export market opportunities
- Expanding product portfolio
- Building strong organisational capabilities
- Establishing strategically located manufacturing plants and infrastructure
- Gearing for robust financials

Beginning with a straightforward business model of importing PU products from Italy, SIRCA PAINTS INDIA has embarked on an extraordinary journey of growth and innovation. Today, SIRCA stands proudly as a leader in wood coatings in Northern India, with an expanding presence across the nation in both coating solutions and paints. Embracing a global vision, SIRCA is also making its mark internationally.

SIRCA's unwavering commitment to excellence goes beyond its superior products. The company places equal emphasis on delivering exceptional customer service and support. With a robust distribution network and a dedicated workforce, SIRCA ensures its high-quality products reach customers throughout India.

SIRCA Paints is not just about achieving success; it is about excelling in every aspect. Our mission is to provide products and services that positively impact the environment and society. By continuously setting new benchmarks in quality and innovation, we strive to make a meaningful difference in the lives of our customers and the communities we serve.

## OUTPUTS

### Niche Product Portfolio

- Premium Italian wood, metal and glass coatings
- Wall paints and putty range
- Mass market wood coating solutions
- Premium Italian decorative and solid colour finishes
- Adhesives portfolio



### Strong Brand Spectrum



**UNICO**  
series



## OUTCOMES



### Robust Financial Results

**₹ 311.72 Crore**

REVENUE

**₹ 68.68 Crore**

OPERATING PROFITS

**₹ 51.43 Crore**

PAT

**₹ 9.38**

EPS



### Superior Manufacturing Capabilities

**16,000 Tonnes**

FOR PU, NC,  
MELAMINE AND  
THINNER PRODUCTS

**48 Lakh Litres**

FOR WALL PAINTS



### Committed Workforce

Upskilled | Motivated | Experienced



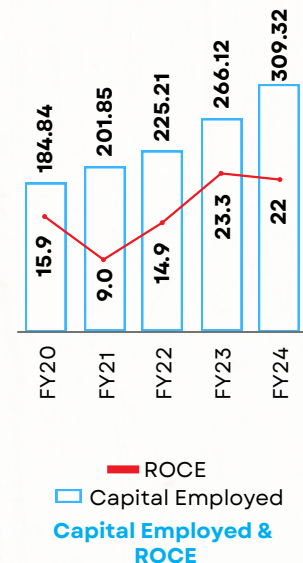
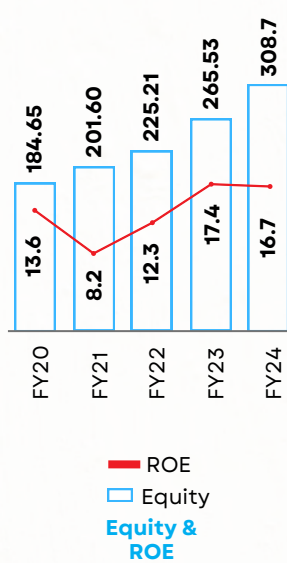
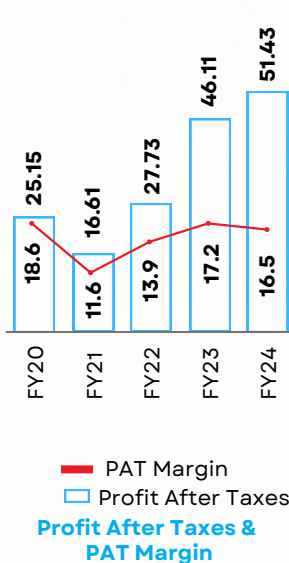
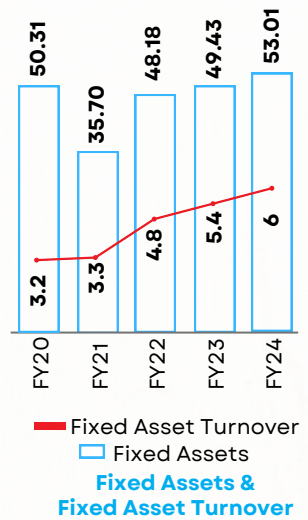
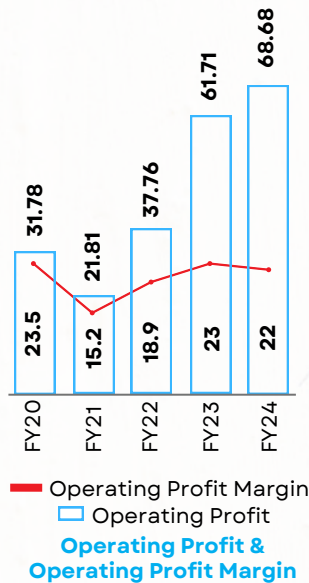
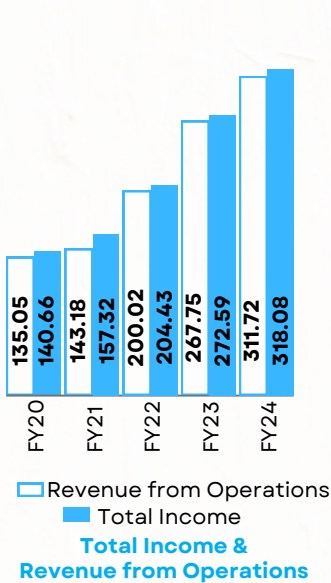
### Leadership

Among the top 3 premium category wood coatings brand in India

Market leader in premium wood coatings in North India

Preferred OEM vendor for premium wood coatings

# ROBUST FINANCIAL PERFORMANCE



(All Values in ₹ crores)



## STRATEGIC PRIORITIES

# STRATEGIC SUCCESS FRAMEWORK

At Sirca Paints India, we believe that a successful journey is charted by a strong compass—our core values and strategic focus. This year, our compass has been set to ensure that we not only achieve our business objectives but also create meaningful value for our stakeholders. Here's how our compass has guided us:

## SOME OF THE KEY STRATEGIC PRIORITIES INCLUDE:



### UNWAVERING COMMITMENT TO QUALITY

Sirca Paints India Ltd ensures that every product meets the highest standards of quality. By leveraging cutting-edge technology and rigorous quality control measures, the company delivers coatings and paints that are durable, aesthetically pleasing, and environmentally sustainable.



### CUSTOMER-CENTRIC APPROACH

Sirca Paints India Ltd ensures that every product meets the highest standards of quality. By leveraging cutting-edge technology and rigorous quality control measures, the company delivers coatings and paints that are durable, aesthetically pleasing, and environmentally sustainable.



### SUSTAINABILITY AND RESPONSIBILITY

Sirca Paints India Ltd ensures that every product meets the highest standards of quality. By leveraging cutting-edge technology and rigorous quality control measures, the company delivers coatings and paints that are durable, aesthetically pleasing, and environmentally sustainable.



### INNOVATION AND EXCELLENCE

Innovation is at the heart of Sirca Paints India. The company continuously invests in research and development to bring innovative solutions to the market. This commitment to excellence is reflected in the superior performance and unique formulations of their products.



### EXTENSIVE MARKET REACH

Innovation is at the heart of Sirca Paints India. The company continuously invests in research and development to bring innovative solutions to the market. This commitment to excellence is reflected in the superior performance and unique formulations of their products.



### BUILDING STRONG RELATIONSHIPS

Innovation is at the heart of Sirca Paints India. The company continuously invests in research and development to bring innovative solutions to the market. This commitment to excellence is reflected in the superior performance and unique formulations of their products.

## BOARD OF DIRECTORS

## VISIONARIES WHO DRIVE THE COMPANY'S GROWTH

**MR. SANJAY AGARWAL**

CHAIRMAN AND MANAGING DIRECTOR



With deft strokes of his professional brush, Mr. Agarwal, a visionary co-founder of Sirca Paints India Limited, has painted a picture of success. For over three decades, his talents and experience have been at play in the paints and coatings industry. At Sirca, his astute leadership has been a steady hand, guiding it to prominence and carving out a legacy in luxury wood coatings. A qualified Chartered Accountant, Mr. Agarwal now lends his keen eye to the finance and strategy functions of the Company.

**MR. GURJIT SINGH BAINS**

NON-EXECUTIVE DIRECTOR



With a wealth of experience spanning over two decades in the wood coatings and Italian furniture industry, Mr. Gurjit Singh Bains is a co-founder of Sirca Paints India Limited. He was among the initial pioneers of branded Italian furniture in India. With a keen eye for detail and a passion for excellence, Mr. Bains continues to guide the company to new heights.

**DR. SANJAY KAPOOR**

NON-EXECUTIVE AND INDEPENDENT DIRECTOR



Dr. Kapoor is a seasoned medical professional with a wealth of knowledge and skills in the field of paediatrics, holding an MBBS and DCH (Diploma of Child Health) and boasting more than two decades of experience. His expertise brings a diverse and specialised perspective to the team, making him a valuable asset to the Board.

**MR. APOORV AGARWAL**

JOINT MANAGING DIRECTOR



Mr. Agarwal's academic excellence including in Finance and Marketing, from Delhi University and IIPM paved the way to his decade-long journey in the world of Italian furnishing and wood coatings. Having honed his craft with prestigious brands such as B&B Italia, Reflex, Laura Meroni, Simon Cenedese, etc., he now leads Sirca Paints India's Sales and Marketing team. He also spearheads the ongoing expansion of Sirca's distribution network nationwide, cementing its position as a top-tier player in the industry.

**MR. SHYAM LAL GOYAL**

NON-EXECUTIVE AND INDEPENDENT DIRECTOR



With over three decades of experience, Mr. Goyal has navigated various senior roles across India and beyond. Formerly the Audit and Finance Advisor at Ghazanfar Bank, he led the two lines of business - Banking Sector and FMCG industries, with a deft hand. His vast expertise in global financial operations, corporate governance, enterprise-wide systems

**MRS. ANU CHAUHAN**

NON-EXECUTIVE AND INDEPENDENT DIRECTOR



Mrs. Chauhan has a vast experience of over a decade in management and team leadership skills. She has a proven track record of running successful operations and nurturing & growing businesses. Her core area of expertise includes - business management, directing and planning, supervising multi-disciplinary teams, processes, documentation, business control checks, audits, and vendor management.

## BOARD OF DIRECTORS

## VISIONARIES WHO DRIVE THE COMPANY'S GROWTH

**MR. UGO PELOSIN**

NON-EXECUTIVE DIRECTOR

Two decades of traversing global markets for paints and coatings has led Mr. Pelosin to an extensive expertise in the wood coatings industry. He not only serves as the Non-Executive Director of Sirca Paints India Limited, but also as the Export Director of Sirca S.p.A. (Italy). He was nominated as the Non-Executive Director of the Company by Sirca S.p.A (Italy) as per the Shareholder Agreement entered between the companies

**MR. AMAN ARORA**

NON-EXECUTIVE AND INDEPENDENT DIRECTOR

Mr. Arora, a Chartered Accountant with over 10 years of experience, is a partner at Popli & Associates. He excels in auditing, accounting, and tax planning, ensuring clients' financial accuracy and compliance. His expertise helps clients optimize financial processes and make informed business decisions.

## A DYNAMIC BOARD COMMITTED TO PURPOSEFUL DECISION-MAKING

10

BOARD MEETINGS DURING FY24

88%

OVERALL ATTENDANCE RATE AT BOARD MEETINGS

17

BOARD COMMITTEE MEETINGS DURING FY24

100%

OVERALL ATTENDANCE RATE AT BOARD COMMITTEE MEETINGS

05

YEARS TERM LIMIT FOR INDEPENDENT DIRECTORS

52

YEARS MEDIAN DIRECTOR AGE

M **Member**
C **Chairman**
A Audit Committee

N Nomination and Remuneration Committee

S Stakeholders Relationship Committee

C Corporate Social Responsibility Committee

R Risk Management Committee

## LETTER TO SHAREHOLDERS

# GROWING IN THE HEARTS AND HOMES OF PEOPLE

### DEAR SHAREHOLDERS,

As we conclude another year of progress and achievement, we are pleased to present the annual report for Sirca Paints India Ltd. for the fiscal year 2024. This year has been a transformative one, and we are excited to share our journey toward value creation with you.

At Sirca Paints India, our mission is clear: to become a household name across India. We are dedicated to making homes beautiful and people happy by delivering products of exceptional quality and innovation. Our commitment to creating value extends beyond our products and services; it encompasses the way we operate, interact with our stakeholders, and contribute to the community.

This fiscal year despite challenging conditions, we achieved a revenue growth of 16.16%, reflecting our strong market presence and customer trust in our products. Our strategic initiatives and robust distribution network have played a pivotal role in driving this growth. Innovation remains at the core of our strategy. We introduced several new products this year, including eco-friendly water-based coatings and advanced formulations designed to meet the diverse needs of our customers.



Our continuous investment in research and development ensures that we stay ahead of industry trends and deliver superior products. As part of our commitment to sustainability, we have made significant strides in developing eco-friendly products and implementing sustainable manufacturing practices. Our focus on reducing our environmental footprint aligns with our long-term vision of responsible growth.

We expanded our market reach by entering new regions and strengthening our distribution network. Our products are now available in all major cities across India, ensuring that customers have easy access to Sirca's high-quality coatings and paints. At Sirca Paints India, we believe in the transformative power of our products. By making homes beautiful and people happy, we aim to enhance the quality of life for our customers. Our coatings and paints are designed not only to protect and beautify surfaces but also to create environments that inspire joy and comfort.

Our employees are crucial to our success. We invest in their development and create an environment that fosters growth, collaboration, and excellence. By empowering our team, we drive innovation and achieve our strategic goals. We are committed to building a positive and inclusive work culture. Engaged and motivated employees are key to delivering exceptional results and driving our success.

#### Recent Developments :

**MOU with Oikos spa ( Italy ) :** Under this agreement, Sirca will manufacture the five set high value products namely Ultrasaten, Supercolor, Rasokol, Il Primer and BLANKOR in India on the technology of OIKOS, Italy. These products are ultra-high-quality emulsions with A+ air quality standard, no smell, environmental friendly, and are the future products of decorative paint industry. With the increasing labor problems in India every year, these products will bring a revolution in Indian paint industry. Further, within six months from the date of signing of the above said MoU, both SPIL and Oikos shall form JV company in the ratio of 51:49 and will continue the above said arrangement of manufacturing high value paints and colors in India that shall be sold by SPIL in India and shall be exported to mutually agreed countries. Under this arrangement, SPIL not only will gain through by introducing high value added wall paints and colors in India but shall gain through by leveraging the presence of Oikos in 80 countries of the World.

**Acquisition of Welcome Brand :** New Wembley Products LLP is a thinner, reducer and retarders/ paint removers manufacturing entity. Under the trade name 'Welcome' makes a variety of interior finishing products for use on

doors, windows, kitchen cabinets, and other interior surfaces for commercial, residential, and automotive applications.

The acquisition enables the Company to increase its footprint in its line of business. The acquisition also provides benefits of synergy, growth, brand building and rapid increase in scale of business operations to SPIL. With the acquisition cost of INR 20 Cr, the company aims to double the existing revenue of Welcome Brand in the coming years.

The coming year promises to be even more exciting as we continue to pursue our ambitious goals. Our key focus areas will include:

- 1. Enhancing Product Portfolio:** We will continue to innovate and expand our product range to meet Our R&D team is dedicated to developing cutting-edge solutions that offer both performance and environmental benefits.
- 2. Strengthening Market Presence:** We aim to further strengthen our presence across India by expanding our distribution network and forming strategic partnerships. Our goal is to make Sirca products available in every corner of the country.
- 3. Driving Customer Satisfaction:** Customer satisfaction remains our top priority. We will enhance our customer service capabilities, provide comprehensive training and support, and ensure that our clients achieve the best possible results with our products.
- 4. Commitment to Sustainability:** Our commitment to sustainability will guide our operations as we strive to minimize our environmental impact. We will continue to develop eco-friendly products and adopt sustainable practices throughout our supply chain.

As we move forward, we are confident that Sirca Paints India Ltd. will continue to thrive and achieve new heights. Together, we will build a legacy of impeccable elegance and lasting impact, making homes beautiful and people happy.

Thank you for your continued support.

Best regards,

**SANJAY AGARWAL**

CHAIRMAN AND MANAGING DIRECTOR

## BRANDING AND MARKETING INITIATIVES

# YOUR ITALIAN AUTOGRAPH

THE COMPANY'S LATEST MARKETING MASTERPIECE, '**YOUR ITALIAN AUTOGRAPH**', IS A SYMPHONY OF SENSORY DELIGHTS THAT SHOWCASES THE SIRCA BRAND AS A SUMPTUOUS AND SOPHISTICATED COLLECTION OF ITALIAN AESTHETIC PRODUCTS, DESIGNED TO ELEVATE THE AMBIENCE OF YOUR ABODE TO A WHOLE NEW LEVEL OF ELEGANCE AND GRANDEUR. WITH ITS EXQUISITE BLEND OF STYLE AND SUBSTANCE, THIS CAMPAIGN EVOKES THE ESSENCE OF ITALIAN FINESSE, CREATING A TIMELESS AUTOGRAPH THAT WILL LEAVE AN INDELIBLE MARK ON YOUR HEART AND HOME.

## MARKETING AND PROMOTIONAL ACTIVITIES

### Pyaar Ke Panchhi - TV Commercial



CONNECTING | ENCOURAGING | BRANDING

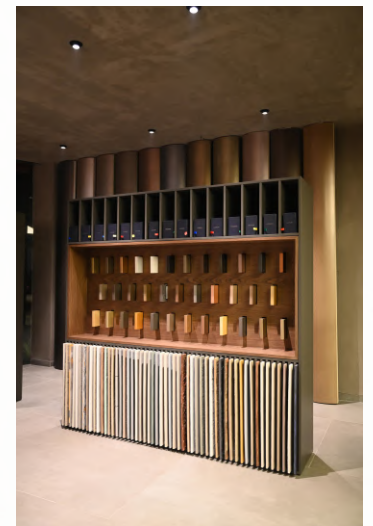
### India Wood Exhibition Banglore



### Jashn-e-Rang Contractor's Meet



### Newly Launched Experience Center on MG Road



### Sirca Parivaar 2.0 – App Update



**~24,750**

Contractors Registered



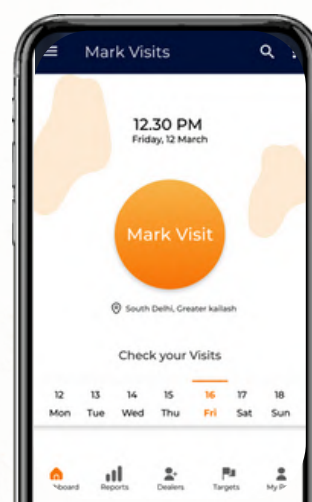
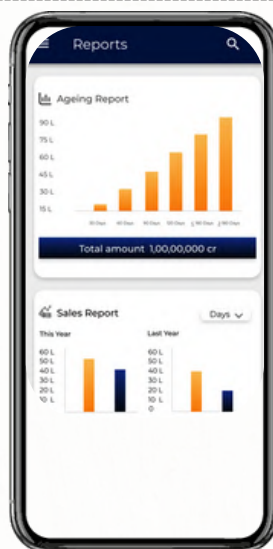
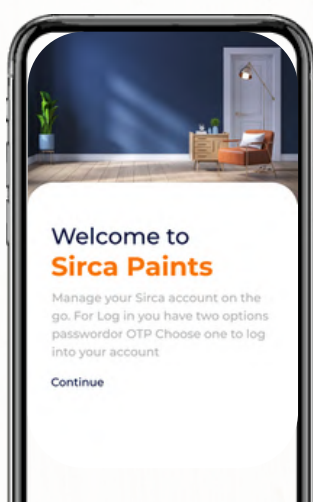
**~17,600**

Average Daily Product Scans



**~3,300**

Average Daily Users



# MANAGEMENT DISCUSSION & ANALYSIS

## REPORT ON INDIAN ECONOMY

### Current Performance (FY 2023-24)

The Indian economy exhibited strong growth in FY 2023-24, with a real GDP growth rate of 7.3%. This growth was primarily driven by robust domestic demand, significant contributions from the industry and services sectors, and substantial government capital expenditure. The economy showed resilience despite global uncertainties and adverse geopolitical developments. This performance exhibits robust private investment, which grew by 10.6%, and strong growth in the manufacturing and construction sectors, which expanded by 11.6% and 9.5%, respectively. Private consumption saw a modest improvement of 3.5%, while government consumption contracted by 3.2%. Exports grew by 3.4%, and a decline in imports due to falling crude oil prices helped improve net exports. The agricultural sector, however, faced challenges with a 0.8% contraction due to adverse weather conditions affecting crop production.

### Key Economic Indicators

- GDP Growth:** Projected at 7% for FY 2024-25, reflecting strong domestic demand and investment.
- Inflation:** Inflationary pressures have moderated, thanks to proactive supply-side measures by the government.
- Fiscal Deficit:** The fiscal deficit is estimated to decrease to 5.1% of GDP in FY 2024-25, aligning with the government's goal of reducing it below 4.5% by FY 2025-26

### Government Initiatives and Policies

- Capital Expenditure:** The government plans to increase capital expenditure by 11.1% to ₹11.1 trillion in FY 2024-25, focusing on infrastructure development and economic growth
- Taxation:** There are no significant changes in tax rates. Tax benefits for start-ups and certain investments have been extended until March 2025
- Foreign Direct Investment (FDI):** FDI inflows have doubled compared to the previous decade, supported by bilateral investment treaties and a stable economic environment

### Strategic Priorities for FY 2024-25

- Resilience and Inclusivity:** Building a more resilient and inclusive economy capable of absorbing external shocks.
- Infrastructure Development:** Increasing resources for capital expenditure to sustain infrastructure development.
- Fiscal Federalism:** Enhancing public infrastructure through coordinated planning and state-level support

### Macroeconomic Stability

India has maintained macroeconomic stability with a significant reduction in the current account deficit and a revival of capital flows. The foreign exchange reserves provide a buffer, supporting the stability of the Indian rupee.



## Global Perspective

According to the International Monetary Fund (IMF), India is poised to become the third-largest economy by 2027 in USD terms. India's contribution to global growth is expected to rise significantly over the next five years

## Conclusion

The Indian economy is on a strong growth trajectory, supported by strategic government policies, robust domestic demand, and significant capital expenditure. The focus on macroeconomic stability, infrastructure development, and fiscal consolidation positions India for sustained growth in the coming years. Despite global challenges, India's economic fundamentals remain robust, promising a resilient and inclusive growth path.

( source : Ministry of Finance & Press Bureau of India )

## PAINTS AND COATING INDUSTRY OVERVIEW

The Indian paint and coatings industry has experienced significant growth and transformation, driven by various economic and demographic factors. The industry has seen robust growth driven by increasing urbanization, rising disposable incomes, and government initiatives such as "Housing for All" and "Smart Cities". The Indian paints and coatings market is projected to grow from USD 9.60 billion in 2024 to USD 15.04 billion by 2029, at a compound annual growth rate (CAGR) of 9.38%.

The Indian paint industry is categorised into two segments - decorative paints and coatings, and industrial paints and coatings. Decorative paints and coatings continue to dominate the market, accounting for 74% of market value and 85% of market volumes, while the industrial segment takes up the remaining share. The decorative paint category has witnessed tremendous growth, with consumers shifting their preference from traditional whitewash to premium quality emulsion and enamel paints. This segment includes a wide range of products such as interior and exterior paints, design range, premier, enamel, wood finishing, and waterproofing. In the industrial paints and coatings segment, products such as automotive paints, performance coating liquids, powder coating, marine coating, and refinishes are included.

## Key Drivers of Growth

- Urbanization and Infrastructure Development:** The Indian government's initiatives such as "Housing for All" and "Make in India" have spurred urbanization and infrastructure projects, boosting the demand for paints and coatings. These projects drive significant consumption in both residential and commercial construction
- Increasing Disposable Income:** As disposable incomes rise, consumers are investing more in home renovation and decoration, leading to increased demand for premium and branded paint products. This trend is particularly evident in urban areas, where the repainting cycle has shortened from 7-8 years to 4-5 years
- Industrial Growth:** The automotive sector, a major consumer of industrial coatings, has seen substantial growth. India has become the third-largest automotive market by sales volume, and this sector's expansion directly boosts the demand for automotive paints and coatings

## Challenges and Opportunities

While the industry faces challenges such as fluctuations in raw material prices and regulatory changes, it also has significant opportunities for growth. The rising trend towards environmentally friendly and sustainable products is pushing companies to innovate and offer eco-friendly paint solutions. Additionally, advancements in technology and the increasing use of digital tools for marketing and sales are opening new avenues for growth

## Innovation and Sustainability

The IPA emphasizes the industry's move towards sustainable practices. This includes the development of low-VOC (volatile organic compounds) paints, water-based formulations, and other green products. These initiatives are not only aimed at reducing the environmental impact but also at meeting the growing consumer demand for sustainable products

## Future Outlook

The future of the Indian paint and coatings industry looks promising, with expectations of continued robust growth. Government policies, increasing urbanization, rising incomes, and the entry of new players with substantial investments are all set to drive the market forward. The industry's growth is strongly correlated with the overall economic activity, making it an essential barometer of India's economic health

Overall, the Indian paint and coatings industry is poised for a vibrant future, supported by strong economic fundamentals and strategic investments from both established and new entrants in the market.

## Wood Coating Industry Trends :

The Indian wood coating market is expanding rapidly, supported by the robust growth in the construction, furniture, and interior decoration sectors. Increasing urbanization and rising disposable incomes have led to higher demand for aesthetically appealing and durable wood finishes. According to market reports, the wood coating industry is expected to grow at a CAGR of around 7-8% over the next few years.

## Key Drivers

- Real Estate and Construction Boom:** The growth in the residential and commercial real estate sectors significantly boosts the demand for wood coatings. New construction projects and home renovations increase the need for high-quality wood finishes.
- Furniture Industry Growth:** The Indian furniture market is expanding, fueled by increased consumer spending on home decor and the proliferation of online furniture retailers. This, in turn, drives the demand for wood coatings.
- Consumer Preferences for Aesthetic and Durable Finishes:** There is a growing preference for wood coatings that provide both aesthetic appeal and long-term durability. Consumers are increasingly looking for products that enhance the natural beauty of wood while protecting it from damage.

## Segmentation

- Product Type:** The wood coating market in India includes various types of products such as polyurethane (PU) coatings, nitrocellulose (NC) coatings, acrylic coatings, and polyester coatings. PU coatings are particularly popular due to their excellent durability and finish.
- End-Use:** The market is segmented based on end-use into residential, commercial, and industrial applications. Residential applications dominate the market, followed by commercial spaces like offices and retail outlets.

## Trends

- Eco-friendly and Low-VOC Coatings:** There is a significant shift towards eco-friendly and low-VOC (volatile organic compounds) coatings, driven by environmental regulations and growing consumer awareness about sustainability.
- Technological Advancements:** Innovations such as water-based coatings, UV-curable coatings, and nanotechnology-enhanced coatings are gaining traction. These technologies offer better performance, faster drying times, and reduced environmental impact.
- Customization and Premium Products:** The market is seeing increased demand for customized and premium wood coatings that offer unique finishes and enhanced protective qualities. High-end consumers are willing to pay a premium for superior quality and bespoke solutions.
- Increased Use of Digital Tools:** Companies are leveraging digital tools and online platforms for marketing and sales, making it easier for consumers to choose and purchase wood coatings. Virtual reality (VR) and augmented reality (AR) technologies are also being used to help customers visualize the finished look of their projects.

## Conclusion

The Indian wood coating industry is poised for significant growth, driven by strong demand from the construction and furniture sectors, advancements in coating technologies, and a shift towards eco-friendly products. Despite challenges such as raw material price volatility and competition from the unorganized sector, the market offers substantial opportunities for innovation and expansion.

## COMPANY OVERVIEW

Sirca Paints India Limited ('Sirca') stands tall as a beacon of excellence in the Indian wood coatings industry, with a wealth of experience spanning over two decades. The Company is renowned for manufacturing and selling premium wood coatings and decorative paints, under its exclusively licensed brands such as Sirca, Unico, Oikos, and DuranteVivan. Furthermore, the Company has exciting plans to expand its horizons in terms of both product portfolio and geography expansion. Sirca has been making remarkable strides in the Indian market, particularly in North India, where it has established a dominant presence as a market leader in premium wood coatings. The Company is leaving no stone unturned to expand its reach in other regions of the country. With this goal in mind, Sirca is strengthening infrastructure in the East, West, and South Indian markets, to strengthen its position and cater to the growing demand for its products. The Company currently operates two state-of-the-art manufacturing facilities, one for mass-market wood coatings products in Sonipat, Haryana, and another for wall paints and putty in the NCR region. Sirca's unwavering commitment to quality, innovation, and excellence has helped it carve a niche for itself in the Indian paint industry, and with its upcoming expansion plans, the Company is poised for an even brighter future.

### Customer Segment Sirca has primarily divided the market into two major customer segments:

**Retail:** The retail customer segment, which constitutes almost 70% of the revenue stream, is served by Sirca's strong and expanding distribution network of more than 2,346 dealers & distributors, supported by 11 branches & depots as well as 27 Sirca Studios across key markets. Sirca Studios offer an enhanced consumer experience giving customers and influencers a platform to better understand its products. The Company is expanding its dealer network in Southern, Western, and Central India, and strengthening distribution infrastructure to better serve these markets. To enhance brand recall, Sirca is increasing its advertising, marketing, and sales promotion spending, particularly in newly tapped territories, where it has developed a 360° marketing strategy. The Company has launched commercials on television in Hindi and other regional languages, as well as advertisements in various media. Additionally, Sirca is enhancing its outdoor presence by putting up shop boards at its dealer network, with over ~1,330 already installed.

**OEMs :** Sirca has been working with furniture and fixture manufacturers since its inception, providing premium wood coating solutions that have been widely adopted by OEMs. The OEM segment, which accounts for nearly 30% of the total revenue, has around 787 well-diversified clients, including Godrej & Boyce, Jindal Stainless, Indoline, Space Wood, Pyramid, MAS Furniture, Alsong, and Soundarya Decorators, among others. Sirca has ensured utmost satisfaction and strong customer relationships by providing strong technical and after-sales support to OEMs, which has made it the primary, and often the only, choice for furniture manufacturers when it comes to wood coatings. The growing prominence of readymade, modular furniture over on-site furniture will increase this segment's performance in the long run. This trend is fuelled by factors such as convenience, faster turnaround times, and a growing range of options. As a result of its ongoing innovation, new product introductions such as NC and Melamine coatings through the Unico brand, and excellent technical assistance, Sirca has become an essential vendor to OEMs and is well-positioned to take advantage of potential prospects in this area.

## Recent Developments :

1. **MOU with Oikos spa ( Italy )** : Under this agreement, Sirca will manufacture the five set high value products namely Ultrasaten, Supercolor, Rasokol, Il Primer and BLANKOR in India on the technology of OIKOS, Italy. These products are ultra-high-quality emulsions with A+ air quality standard, no smell, environmental friendly, and are the future products of decorative paint industry. With the increasing labor problems in India every year, these products will bring a revolution in Indian paint industry. Further, within six months from the date of signing of the above said MoU, both SPIL and Oikos shall form JV company in the ratio of 51:49 and will continue the above said arrangement of manufacturing high value paints and colors in India that shall be sold by SPIL in India and shall be exported to mutually agreed countries. Under this arrangement, SPIL not only will gain through by introducing high value added wall paints and colors in India but shall gain through by leveraging the presence of Oikos in 80 countries of the World.

2. **Acquisition of Welcome Brand** : New Wembley Products LLP is a thinner, reducer and retarders/ paint removers manufacturing entity. Under the trade name 'Welcome' makes a variety of interior finishing products for use on doors, windows, kitchen cabinets, and other interior surfaces for commercial, residential, and automotive applications. The acquisition enables the Company to increase its footprint in its line of business. The acquisition also provide benefits of synergy, growth, brand building and rapid increase in scale of business operations to SPIL. With the acquisition cost of INR 20 Cr, company aims to double the existing revenue of Welcome Brand in the coming years.

## FY 24 Performance Review :

For FY 2024, Sirca Paints India reported significant growth in its financial metrics. Company has reported its high ever topline of Rs. 312 crores delivering a growth of 16% from last financial year and EBITDA growth of 12% and PAT growth of 12% as compared to last financial year.

EBITDA margin for the whole year stood at 22% and on the balance sheet front, continuous efforts are on reducing the working capital base. And we have also planned a CAPEX of Rs. 10 crores in this financial year, which will be done from internal accruals for the new plants for producing the OIKOS products.

## Outlook :

Looking ahead, Sirca Paints aims to consolidate its leadership in the premium wood coatings market while exploring opportunities in related segments. The company's growth strategy includes expanding its distribution network, launching new products, and enhancing brand visibility. With a strong financial foundation and strategic initiatives ( JV with Oikos & Acquisition of Welcome Brand ), Sirca Paints is well-positioned to capitalize on the growth prospects of the Indian paint industry.

## Internal Control System and Risk Management

Sirca has implemented an effective internal control system designed to protect against unauthorised use or disposition of assets, ensure accurate reporting, and conduct business operations according to prescribed policies and procedures. The Audit Committee and management have reviewed the adequacy of the internal control systems and taken suitable steps to improve them. The Company recognises the importance of sound risk management and continues to strengthen its processes to identify, assess, and mitigate potential risks.

## Human Resource

Sirca Paints India Limited's HR domain is committed to delivering top-notch services to its stakeholders, empowering them with cutting-edge business tools, frameworks, and analysis for effective management of the workforce. Skilful management of the workforce is key to achieving transformational goals, enabling managers to tackle daily tasks, from recruitment to development, and furnishing senior management with insights that support strategy and decision-making. To this end, Sirca is continually investing in technology and modern infrastructure, expanding its state-of-the-art software for workforce analysis and planning, a strategic innovation that also supports the Company's innovation and digital agenda. Managers are equipped with people analytics and a workforce planning solution. The strategic planning process leverages workforce tools to create a holistically automated, cost-focussed workforce plan, fully integrated with the business-wide strategic planning process. Moreover, to support employee performance, Sirca India has already introduced the Sirca Parivar App, empowering them to track their performance. Sirca Paints India Limited is unwavering in its commitment to employee well-being, referring to its workforce as an 'ASSET' of the organisation. The company follows policies and procedures that promote better productivity and a positive work environment, ensuring that employees are valued and their contributions are recognised.

## Cautionary Statement

The Management Discussion and Analysis and the rest of the annual report may contain forward-looking statements describing the Company's objectives, projections, estimates, and expectations. These statements are subject to various risks and uncertainties that may cause actual results to differ materially. Factors that could impact the Company's operations include economic and political conditions in India and other countries, interest rate volatility, changes in government regulations and policies, tax laws, statutes, and other incidental factors. The Company does not undertake to update these statements.

# RISK MANAGEMENT FRAMEWORK

THE MANAGEMENT ADVISES READERS THAT THE RISKS DETAILED IN THIS REPORT ARE NOT COMPREHENSIVE, AND ARE INTENDED SOLELY FOR INFORMATIONAL PURPOSES. ADDITIONALLY, THE REPORT MAY INCLUDE FORWARD-LOOKING STATEMENTS, AND THE ACTUAL RESULTS MAY DIFFER SIGNIFICANTLY FROM THOSE STATED. INVESTORS AND READERS ARE URGED TO USE THEIR OWN DISCRETION WHEN EVALUATING THE VARIOUS RISKS ASSOCIATED WITH THE COMPANY.



**Overview**

At Sirca Paints India Limited (SPIL), risk management is an ongoing process that must continuously identify emerging risks and propose effective solutions to manage them. As the size, segment, location, and scale of a business can significantly impact risk perception, Sirca Paints’ risk management strategy focuses on maximising areas of control over outcomes while minimising areas where the Company has no control. The Company recognises that business conditions are always changing, evolving, and entering into cycles. Therefore, its risk management model is designed to adapt to these changes and ensure effective risk mitigation.

**AN ESSENTIAL ASPECT OF THE BOARD’S RESPONSIBILITY AT SIRCA PAINTS IS PROACTIVE RISK MANAGEMENT, WHICH IS DEEPLY INGRAINED IN THE COMPANY’S CHARTER**

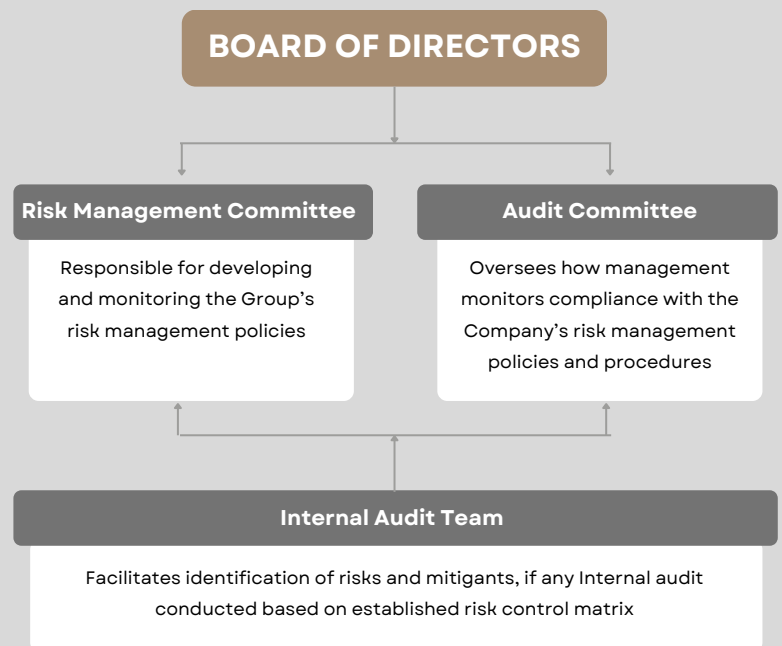
**Enterprise Risk Management Structure**

At Sirca Paints, risk management is not just a responsibility but an integral part of the Company’s enterprise structure. The Board of Directors plays a crucial role in overseeing risk levels and suggesting measures to address them. Meanwhile, the day-to-day management of risks is entrusted to the management team, who continuously monitor the Company’s growth and existence along the path of progress based on the philosophy of ‘no risks, no rewards’. The team includes designated personnel responsible for managing risks, ensuring compliance with laws, and utilising internal and external resources. Formal reporting, escalation of risk events, and control mechanisms, ensure timely communication, response, and proactive management of risks.

**The model Sirca follows**



**Risk Management Framework**



## RISK MANAGEMENT AND MITIGATION

- ✓ The Company understands that managing and mitigating emerging and identified risks is essential to
  - ▶ Safeguard the interests of its shareholders and other stakeholders.
  - ▶ Accomplish its business objectives.
  - ▶ Facilitate sustainable growth.

As per the mandate of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has established a robust risk management framework. To oversee this framework, the Company has formed a Risk Management Committee composed of Directors. The committee ensures the following:

- ▶ Execution of the decided strategies with a focus on action.
- ▶ Monitoring of risks that may arise due to unintended consequences of decisions or actions related to performance, operations, compliance, incidents, processes, systems, etc., and ensuring that they are managed appropriately

### Financial Risk

Financial risks originating out of currency fluctuations and market volatility have the potential to affect Company bottom line directly. Thus, these risks are dealt with advance planning, taking necessary steps for hedging against such outcomes.

### Strategic Risk

These risks revolve around competition (existing and new), brand, growth and profitability, technology, and service strategy during normal and force majeure situations. Strategic risk identification and mitigation remains a top priority activity at SPIL, and contingency measures are put in place for issues emanating out of the same.

### Operational Risk

While pursuing innovative product offerings and radical business models, there are certain risks associated with product delivery, Service Level Agreement adherence, quality, and environmental impact amongst others. In order to tackle these risks, SPIL has developed robust mechanisms that ensure that while being innovative, key operational parameters are never compromised and we deliver on the promise that we make to customers and stakeholders in a sustainable and safe manner

### Evolving regulatory landscape

Changes in existing regulations/ emerging regulations impacting sourcing of materials, emissions, waste generation, storage and use of material or quality of finished goods Being the next level in paint industry (ahead of the prevalent statutes) in India through benchmarking with the best in the world with respect to emissions, water consumption and waste generation. Corporate Quality and Safety (CQS) team continues to monitor all emerging regulations, incidents, developments in the space of EHS and map it for compliance with Sirca Paints

### Material availability and inflation

Disruption across the value chain arising out of unforeseen events leading to unavailability of material and increase in material prices Detailed review of current and future global capacity and demand review for critical materials to identify demand supply mismatches during annual planning and 3 years purchase strategy. Conduct Industry/category dynamics study, speaking with analysts to understand how the overall global capacities are adding up. Quarterly tracking of raw material and packing material prices

### Safety Risk

Handling hazardous material/waste in business operations Continuous engagement with suppliers for identifying any new threats/better options to mitigate the risks. Periodic risk assessments using quantitative risk assessment and closure of action plans arising out of such assessments. Having a comprehensive Emergency Response Plan (ERP) in place. Plant design to adhere to inherent safe design based on various applicable standards. The manufacturing operations of the Company require employees to interact with plant, machinery and material handling equipment, all of which carry an inherent risk of injury: Continuous progress in the Behaviour Based Safety journey by all plants.

### Fraud Risk

Occurrence of fraud & hesitation to use whistle blower policy. Awareness sessions to encourage usage of whistle blower policy. Investigations and disciplinary actions. Stringent action against erring employees / entities involved. Strengthening of fraud detection mechanism. Periodic Fraud Risk Assessments (FRA).

### Statutory Compliance Risk

Non compliance of any statutory rules, regulations and guidelines Regular monitoring of compliance with all regulations.

Prompt Corrective and Preventive actions for any deviations noticed. Regularly updating of changes to statutes and taking expert legal opinion in case of any ambiguity.

### People Risk

With the industry growing at a fast pace and demand for experienced and trained manpower outstripping supply, the ability to retain existing talent and attract new professional talent assumes crucial importance. The Company has a structured process for potential identification, talent management and development.

### Information Security Risk

Threats due to external cyber attacks/ hacking and internal leakage/ modification of information:

Continuous protection of confidential information across the IT landscape.

Investment in contemporary IT tools to ensure adequate protection of underlying data

Periodic audits to ensure adherence to the processes

### Credit Risk

As a matter of business practice, the payment collection process may extend over a period of time. Customers' budgeting constraints can impact their ability to make the required payments. In addition, the creditworthiness of our clients may deteriorate and we can be adversely affected by bankruptcies or other business failures of our customers.

Sirca Paints credit terms are standard and there is a rigorous process in following up with customers for payments as and when the invoices fall due for payment. The Company has suitably streamlined its processes to develop a more focused and aggressive receivables management systems to ensure timely collections as a result of the global liquidity crunch.

### Residual Risks

There are certain remote possibilities of impact of events like earthquake, act of God, adverse macroeconomic phenomenon going beyond the risk appetite articulated by the company. Despite the best efforts and intentions, these risks would continue to exist and the Company would continue to take steps to reduce the impact of these.

### Emerging Risks

The Management has identified certain other uncertainties like supply chain disruptions due to any political/geographical issues in any foreign country, market risk related to e-commerce, and intensifying competition risk, amongst others. Preventive steps are being taken wherever necessary to reduce the impact of these uncertainties.

### Climate Change

Impact due to Climate change has been identified as an organisation risk and can impact our reputation and growth in the long-term. The company has created an organisational structure and framework with Board oversight to manage climate change. As part of our mitigation plan to reduce the risk due to climate change, we plan to reduce the environmental impact of our operations through use of renewable energy, reducing our energy consumed per unit of paint produced, develop environment-friendly products, develop products with efficient resource use, collaborate with our supply chain partners and customers for reducing the carbon footprint in the whole value chain.

### Commodity Risk

There are several raw materials which are directly driven by crude oil. These are monitored on a regular basis using pricing trends and forecasts from internationally reputed news agencies. Appropriate coverage is taken on rising trends and inventory is cut in declining trends. Wherever direct correlation exists, the cost sheet is monitored to calculate delta changes and accordingly purchase prices are decided. Additionally, import data is tracked to compare average import prices and buying prices. Accordingly, appropriate actions are taken to minimise commodity risks.



## NOTICE

**NOTICE** IS HEREBY GIVEN THAT THE **NINETEENTH ANNUAL GENERAL MEETING ('AGM')** OF THE MEMBERS OF **SIRCA PAINTS INDIA LIMITED** WILL BE HELD ON **THURSDAY, AUGUST 29, 2024 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, 2024 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Final dividend of Rs. 1.5/- (15%) per Equity Shares of Face value of Rs. 10/- each for the Financial year ended March 31, 2024.
3. Appointment of a Director in place of Mr. Apoorv Agarwal, Executive Director (DIN:**01302537**), 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. Apoorv Agarwal, Executive Director (DIN:**01302537**), 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 Rs. 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 31st March, 2025, 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."

#### 5. Continuation of Appointment of Mr. Gurjit Singh Bains (DIN: 01977032) as a Non-Executive and Non-Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the SEBI Listing Regulations') (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, consent of the Members be and is hereby accorded for continuation of appointment of Mr. Gurjit Singh Bains (DIN: **01977032**) as Director (designated as Non-Executive and Non-Independent Director) of the Company for a period of 5 (five) consecutive years with effect from May 18, 2024 till May 17, 2029 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 6. Continuation of Appointment of Mr. Ugo Pelosin (DIN: 08196294) as a Non-Executive and Non-Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the SEBI Listing Regulations') (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, consent of the Members be and is hereby accorded for continuation of appointment of Mr. Ugo Pelosin (DIN: **08196294**) as Director (designated as Non-Executive and Non-Independent Director) of the Company for a period of 5 (five) consecutive years with effect from May 18, 2024 till May 17, 2029 and that he shall not be liable to retire by rotation.



**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. **To consider and approve the re-appointment of Mrs. Anu Chauhan (DIN:08500056), as Non-Executive Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (the “Act”) read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per the recommendation of the Nomination & Remuneration Committee, Mrs. Anu Chauhan (DIN: **08500056**) who holds office of Non-Executive Independent Director of the Company up to July 03, 2024 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from July 04, 2024 upto July 03, 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, proper or expedient to give effect to this resolution.”

8. **Approval for Increase in Remuneration of Mr. Chirag Goel and Holding an Office or Place of Profit in the Company.**

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 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and as per the recommendation and approval of the Nomination and Remuneration Committee, Audit Committee and Approval of Board of Directors in their meetings held on May 18, 2024, approval of the shareholders be and is hereby accorded to enhance the prescribed limit of salary payable to Mr. Chirag Goel, Chief Operating Officer of the Company and holding an office or place of profit in the company, as computed under applicable provisions of Companies Act, 2013 and its allied rules from 2,42,000/- per month upto 5,00,000/- per month and such other prerequisites in accordance with the Company rules.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things, settle any queries/difficulties/ doubts arising from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the Company.”

By order of the Board  
For Sirca Paints India Limited

**Sd/-**  
(Hira Kumar)  
Company Secretary & Compliance Officer  
(Membership No. A61012)

**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

**Date: July 05, 2024**

**Place: New Delhi**

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Act relating to Item no. 4, 5, 6, 7 and 8 of the Notice of the 19th 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. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19”, General Circular no. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (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 MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

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 19th 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 [kpassociates.legal@gmail.com](mailto:kpassociates.legal@gmail.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@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 19th 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 19th 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). 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 **Friday, August 23, 2024 to Thursday, August 29, 2024** (both days inclusive) for the purpose of AGM and Dividend.
  - B. Final dividend of Rs. 1.5 (15%) per Equity Shares for the financial year ended 31st March, 2024, 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 **Thursday, August 22, 2024** and to the Beneficiary holders as per the beneficiary list as on **Thursday, August 22, 2024** provided by National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”).

C. Payment of Dividend through electronic means:

- i. 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.
- ii. In line with the General Circular No. 02/2021 dated 13th January, 2021 read with General Circular No. 20/2020 dated 5th May, 2020 issued by the MCA, in case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFSC Code), the Company shall dispatch the dividend warrant/ cheque to such shareholder by post.
- iii. Shareholders holding shares in dematerialized form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company/Kfin (RTA) cannot act on any request received directly from the Shareholders holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Shareholders.
- iv. SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, **only through electronic mode with effect from April 01, 2024.**

You may also refer to SEBI FAQs by accessing the link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf) (FAQ No 38 & 39)

For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA, M/s. KFin Technologies Limited (Unit: Sirca Paints India Limited), Selenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana

- a. Through hard copies which should be self -attested and dated. **OR**
  - b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the Shareholder and in case of joint holders, by first joint holder.  
OR
  - c. Through web- portal of our RTA KFin Technologies Limited - <https://ris.kfintech.com>
  - d. Investors can download the following forms & SEBI Circulars, which are also uploaded on the website of the company at <https://www.sircapaints.com/investors/#sebi-kyc-forms> and on the website of KFin Technologies Limited; <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
  - e. Form ISR-1 duly filled in along with self-attested supporting documents for updation of KYC details
  - f. Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement
  - g. Form SH-13 for updation of Nomination for the aforesaid folio **OR**
  - h. ISR-3 for "Opt-out of the Nomination"
  - v. 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. Members are requested to approach the Company/KFin (RTA) for claiming unpaid dividends.
11. 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:

Sr.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 2024-25 does not exceed Rs. 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 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 02, 2024. No communication would be accepted from members after August 02, 2024, 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.

TDS certificates in respect of tax deducted, if any, can be subsequently downloaded from the shareholder's portal. Shareholders can also check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in/iec/foportal> or "View Your Tax Credit" on <https://www.tdscpc.gov.in>.

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.

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.

12. 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.

13. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the RTA of the Company i.e. KFin Technologies Limited (**KFin**). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed M/s Pravesh Kumar & Associates, (Membership No. **ACS 60671**) (**CP No. 27218**) Practicing Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
14. Members desiring any additional information with regard to Accounts/Annual Report or have any question or query are requested to write to the Company Secretary on the Company's investor email-id [cs@sircpaints.com](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 **Thursday, August 22, 2024**, i.e., the '**cut-off**' date for e-voting.
15. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)

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

#### **A. Voting through electronic means:**

- 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.
- 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.
- The remote e-Voting period commences on **Monday, August 26, 2024 at 09:00 A.M. and ends on Wednesday 28, 2024 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., **Thursday, August 22, 2024** 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.
- 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.
- 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 on 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.
- 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 on 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."
- The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- 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> </ol> <p>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.</p>
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>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>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.</li> <li>iii. Click on options available against company name ore-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.</li> </ol>

**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.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>22-23058542-43</b> .

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) 8217, 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
- 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 "EVENT" 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 [kpassociates.legal@gmail.com](mailto:kpassociates.legal@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 Event No. **8217**".
- 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://www.kfintech.com/contact-us/> 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://kprism.kfintech.com/> 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 KFinat: 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 KFin. On successful login, select 'Speaker Registration' which will be opened from **August 24, 2024 (09:00 A.M. IST) to August 26, 2024 (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 KFin. On successful login, select 'Post Your Question' option which will be opened from **August 24, 2024 (09:00 A.M. IST) to August 26, 2024 (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 **Thursday, August 22, 2024**, 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:** MYEPWD <SPACE> IN12345612345678
- 2. Example for CDSL:** MYEPWD <SPACE> 1402345612345678
- 3. Example for Physical:** MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com)
- 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 Mr. Pravesh Kumar (M/s. Pravesh Kumar & Associates, Practicing Company Secretary) FRN: **S2024DE976000** (ACS No. **60671**, C.P No. **27218**) 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, 5, 6, 7 & 8 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 2024-25, at a remuneration upto Rs. 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.

#### ITEM NO.5

The Members may note that pursuant to SEBI's amendment dated July 15, 2023, applicable with effect from April 1, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be.

Further, the continuation of director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the Members for a period of last five (5) years or more shall be subject to the approval of Members in the first general meeting to be held after March 31, 2024.

Mr. Gurjit Singh Bains was appointed as the Non-Executive Director of the Company since incorporation i.e. January 01, 2006. Therefore, Mr. Gurjit Singh Bains (DIN: **01977032**) can continue as Director of the Company w.e.f. May 18, 2024 only if Members approve continuation of his appointment as Director of the Company. Members may note that Mr. Gurjit Singh Bains, has played a pivotal role as the Board Member of Company.

A brief profile of Mr. Gurjit Singh Bains, including nature of his expertise and other disclosure as required under Regulation 36 of the SEBI Listing Regulations, is provided in the Annexure to the Notice.

The Board believes that his continuation and guidance on the Board will significantly contribute to Company's growth and long-term value creation.

In view of the above and after careful consideration of his performance over the past years and on recommendation of the Nomination and Remuneration Committee, the Board subject to approval of the Members, approved the continuation of Mr. Gurjit Singh Bains as Non-Executive and Non-Independent Director for a period of 5 (five) consecutive years w.e.f. May 18, 2024 and shall not be liable to retire by rotation.

Considering the above, the Board recommends his continuation as Director by way of Ordinary Resolution as set out in **Item no. 5** of this Notice.

Save and except Mr. Gurjit Singh Bains and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

#### ITEM NO. 6

The Members may note that pursuant to SEBI's amendment dated July 15, 2023, applicable with effect from April 1, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be.

Further, the continuation of director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the Members for a period of last five (5) years or more shall be subject to the approval of Members in the first general meeting to be held after March 31, 2024.

Mr. Ugo Pelosin was appointed as the Non-Executive Director of the Company w.e.f. September 27, 2018. Therefore, Mr. Ugo Pelosin (DIN: **08196294**) can continue as Director of the Company w.e.f. May 18, 2024 only if Members approve continuation of his appointment as Director of the Company.

A brief profile of Mr. Ugo Pelosin, including nature of his expertise and other disclosure as required under Regulation 36 of the SEBI Listing Regulations, is provided in the Annexure to the Notice.

The Board believes that his continuation and guidance on the Board will significantly contribute to Company's growth and long-term value creation.

In view of the above and after careful consideration of his performance over the past years and on recommendation of the Nomination and Remuneration Committee, the Board subject to approval of the Members, approved the continuation of Mr. Ugo Pelosin as Non-Executive and Non-Independent Director for a period of 5 (five) consecutive years w.e.f. May 18, 2024 and shall not be liable to retire by rotation.

Considering the above, the Board recommends his continuation as Director by way of Ordinary Resolution as set out in **Item no. 6** of this Notice.

Save and except Mr. Ugo Pelosin and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

## ITEM NO. 7

Pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 and the rules made thereunder read with Articles of Association of the Company, Mrs. Anu Chauhan (DIN: **08500056**) was appointed as Non-Executive Independent Director of the Company for a term of five years, commencing from July 04, 2019 till July 03, 2024. The present term of her appointment is about to be completed and considering her overall performance and output, the Board of Directors, upon recommendation of Nomination & Remuneration Committee based on performance evaluation, has approved the re-appointment of Mrs. Anu Chauhan (DIN: **08500056**) for her second term commencing from July 04, 2024 till July 03, 2029, subject to approval of the shareholders.

Mrs. Anu Chauhan is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and She has given her consent to act as Director. The Company has also received notices from Members under Section 160 of the Companies Act, 2013, signifying their intention to propose the candidature of Mrs. Anu Chauhan for the office of Non-Executive Independent Director of the Company.

A brief profile of Independent Director to be re-appointed, including nature of her expertise and other disclosure as required under Regulation 36(3) of the Listing Regulations, is provided in the Annexure to the Notice. A copy of the draft letter of appointment setting out the terms and conditions will be available for inspection of the Shareholders through electronic mode. Shareholders may write to the Company at [cs@sircapaints.com](mailto:cs@sircapaints.com) in that regard, by mentioning "Request for Inspection" in the subject of the e-mail.

Except Mrs. Anu Chauhan and her relatives, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at **item No. 7**.

The Board recommends the resolution at **Item No. 7** in relation to the re-appointment of Mrs. Anu Chauhan as Non-Executive Independent Director for the approval by the shareholders of the Company by way of Special Resolution.

## ITEM NO. 8

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company.

Mr. Chirag Goel, Son in Law of Mr. Sanjay Agarwal (Chairman-cum-Managing Director) of the Company, was appointed as officer and holding a place of profit under Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), at a monthly salary of 2,42,000/- per month.

In terms of Sections 188(1)(f) of the Companies Act, 2013 read with applicable rules and as per the recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board, for enhancement in prescribed limit of salary payable to Mr. Chirag Goel, Chief Operating Officer of the Company and holding an office or place of profit in the company, are in the ordinary course of business and at arm's length basis transaction. Mr. Chirag Goel, is associated with the Company since May 01, 2018 and his present roles are crucial to provide impetus to the expanding business of the Company. He is focusing on procurement needs of the Company. Considering his qualification, experience and present role prescribed limit of the Companies Act, 2013 is not commensurate, hence for increase of his salary approval of the shareholders is required.

Your Directors recommend passing of this resolution by way of an Ordinary Resolution.

Except Mr. Sanjay Agarwal, and Mr. Apoorv Agarwal, none of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

Except Mr. Sanjay Agarwal and his relatives including Mr. Apoorv Agarwal, who is son of Mr. Sanjay Agarwal, no other Director, Key Managerial Personnel or their relatives are in anyway concerned or interested in the resolutions contained under **Item No. 8** of the Notice

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

**Sd/-**  
(Hira Kumar)  
Company Secretary & Compliance Officer  
(Membership No. A61012)

**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

**Date: July 05, 2024**  
**Place: New Delhi**

## 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 RE-APPOINTMENT/CONTINUATION AT THE ANNUAL GENERAL MEETING IS FURNISHED BELOW:

Name of Director	Mr. Apoorv Agarwal	Mr. Gurjit Singh Bains	Mr. Ugo Pelosin	Mrs. Anu Chauhan
<b>DIN</b>	01302537	01977032	08196294	08500056
<b>Date of Birth</b>	18/07/1987	28/05/1967	01/07/1969	01/11/1987
<b>Age</b>	37	57	55	37
<b>Initial Date of Appointment</b>	19/01/2006	19/01/2006	27/09/2018	04/07/2019
<b>Qualification</b>	Graduate in Commerce from University of Delhi and an MBA in Finance and marketing from IIPM	Masters in economics from University of Venice	Business Management	Graduated From Delhi University and Diploma in Hotel Management
<b>Expertise in specific functional areas</b>	He has more than 15 years of Experience in Italian Furniture and Italian wood coatings, started a career with Sirca wood coatings Italy, managing sales and marketing and later took training with many renowned Furniture brands from Italy. Formed La Tendenza, a unique destination to experience high-quality European furniture with Brands like B&B Italia, Reflex, Laura meroni, Simone Cenedese etc.	He has more than 20 years of Experience in wood coatings and Italian Furniture Industry.	He has over two decades of experience in wood coatings, with a thorough exposure to global markets for paints and coatings. Apart from being the Non-Executive Director of Sirca Paints India, he is also the Export Director of Sirca S.p.A (Italy). He was nominated as the Non-Executive Director of the Company by Sirca S.p.A (Italy) as per the Shareholder Agreement entered between the companies	She has a vast experience of over a decade in management and team leadership skills. She has a proven track record of running successful operations and nurturing & growing businesses. Her core area of expertise includes - business management, directing and planning, supervising multi-disciplinary teams, processes, documentation, business control checks, audits, and vendor management.
<b>Last Remuneration drawn (Per Annum)</b>	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
<b>Directorship held in other Companies as on date</b>	Sirca Industries Limited	Sirca Industries Limited	Nil	Nil
<b>Membership/ Chairmanship in Committees of other companies as on date</b>	Nil	Nil	Nil	Nil
<b>Number of Board Meetings attended during FY 2023-24</b>	10	10	2	10

<b>Number of shares held in Company</b>	11,07,000 Equity Shares in percentage- 2.02%	77,32,394 Equity Shares in percentage- 14.11%	-	-
<b>Relationships between Directors inter-se</b>	Mr. Apoorv Agarwal is related to Mr. Sanjay Agarwal, Chairman cum Managing Director of the Company	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
<b>Listed entities from which the Director has resigned in the past three years</b>	-	-	-	-

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

**Sd/-**  
(Hira Kumar)  
Company Secretary & Compliance Officer  
(Membership No. A61012)

**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

**Date: July 05, 2024**  
**Place: New Delhi**

## DIRECTOR'S REPORT

### DEAR MEMBERS

The Board of Directors is pleased to present the **Nineteenth Annual Report** on the business and operations of Sirca Paints India Limited ("SPIL" or the "Company") together with the audited financial statements (standalone and consolidated) for the financial year 2023-24.

### FINANCIAL RESULT

#### Standalone financial results of SPIL

(Rupees in Lakhs)

Particular	Year Ended 31.03.2024 (In lakh)	Year Ended 31.03.2023 (In lakh)
Revenue from operations	31172.03	26774.94
Other Income	636.00	484.40
<b>Total Income</b>	<b>31808.03</b>	<b>27259.34</b>
<b>Profit before tax</b>	<b>6906.56</b>	<b>6210.93</b>
Less: Tax Expenses	1762.84	1599.85
<b>Profit for the year</b>	<b>5143.72</b>	<b>4611.08</b>
Other comprehensive income / (loss)	-2.44	-9.63
<b>Total comprehensive income for the year</b>	<b>5141.27</b>	<b>4601.45</b>
<b>Earnings per share of Rs.10 each</b>		
<b>Basic (in Rs.)</b>	<b>9.38</b>	<b>8.41</b>
<b>Diluted (in Rs.)</b>	<b>9.38</b>	<b>8.41</b>

#### Consolidated financial results of SPIL

(Rupees in Lakhs)

Particular	Year Ended 31.03.2024 (In lakh)	Year Ended 31.03.2023 (In lakh)
Revenue from operations	31172.03	26774.94
Other Income	636.00	484.40
<b>Total Income</b>	<b>31808.03</b>	<b>27259.34</b>
<b>Profit before tax</b>	<b>6906.08</b>	<b>6210.37</b>
Less: Tax Expenses	1762.72	1599.70
<b>Profit for the year</b>	<b>5143.36</b>	<b>4610.67</b>
Other comprehensive income / (loss)	-2.44	-9.63
<b>Total comprehensive income for the year</b>	<b>5140.92</b>	<b>4601.04</b>
<b>Earnings per share of ₹ 10 each</b>		
<b>Basic (in ₹)</b>	<b>9.38</b>	<b>8.41</b>
<b>Diluted (in Rs.)</b>	<b>9.38</b>	<b>8.41</b>

## COMPANY'S PERFORMANCE REVIEW

### During the Financial Year 2023-24:

#### Standalone Accounts

Total revenue during the year 2024 was **Rs. 31172.03 Lakhs** as compared to **Rs. 26774.94 Lakhs** during the year 2023- an increase of 16.42%;

Profit after tax was **Rs. 5143.72 Lakhs** during the year 2024 as compared to **Rs. 4611.08 Lakhs** during the year 2023- an increase of 11.55%

Basic earnings per share (of face value of Rs. 10/- each) was Rs. 9.38 for the year 2024 as compared to Rs. 8.41 for the year 2023, an increase of 11.55%

#### Consolidated Accounts

Total revenue during the year 2024 was **Rs. 31172.03 Lakhs** as compared to **Rs. 26774.94 Lakhs** during the year 2023- an increase of 16.42%;

Profit after tax was **Rs. 5143.36 Lakhs** during the year 2024 as compared to **Rs. 4610.67 Lakhs** during the year 2023-an increase of 11.55%

Basic earnings per share (of face value of Rs. 10/- each) was Rs. 9.38 for the year 2024 as compared to Rs. 8.41 for the year 2023, an increase of 11.55%

The state of affairs of the Company is presented as part of Management Discussion and Analysis Report forming part of this report.

#### Secretarial Standards

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of secretarial standards issued by the Institute of Company Secretaries of India

#### Dividend

The Board of directors of the Company has recommended a final dividend of Rs. 1.50 per equity share of Rs. 10/- each (15% of Face Value) at its meeting held on May 18, 2024 for the Financial Year 2023-24. In terms of the provisions of the Finance Act, 2020, dividend shall be taxed in the hands of the shareholders and the Company shall withhold tax at source at the applicable rates. The payment is subject to the approval of the shareholders at the ensuing Annual General Meeting ('AGM') of the Company to those members whose names appeared on the Register of Members of the Company on the record date.

The Board of Directors of the Company in line with provisions of Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) had approved Dividend Distribution Policy. The Dividend Distribution policy is uploaded on Company's website and can be accessed at the link <https://www.sircapaints.com/wp-content/uploads/2021/06/Dividend-Distribution-Policy.pdf>

#### Reserves

During the year under review, no amount has been transferred to any of the reserves by the Company.

#### Share Capital

The Authorised Share Capital of the Company as on March 31, 2024 was Rs. 60,00,00,000/- divided into 6,00,00,000 equity shares of face value of Rs. 10/- each

The Issued, Subscribed and Paid-up share capital of the Company as on March 31, 2024 was Rs. 54,80,88,000/- divided into 5,48,08,800 equity shares of face value of Rs. 10/- each

During the year under review, the Shareholders, vide postal ballot on May 03, 2023, approved increase in Authorised Share Capital of the Company from Rs. 32,00,00,000/- to Rs. 60,00,00,000/- and issue of Bonus shares in the proportion of 1 (One) New Equity Share of Rs. 10/- each for every 1 (One) existing Equity Shares of Rs. 10/- each. Accordingly, the Board of Directors, at its meeting held on May 12, 2023 approved the allotment of equity bonus shares of 2,74,04,400 (Two Crore Seventy-Four Lakhs Four Thousand Four Hundred) Equity Shares of Rs. 10/- each which resulted in to increase in paid-up, issued and subscribed equity shares capital of the company from 2,74,04,400 equity shares to 5,48,08,800 equity shares face value of Rs. 10/- per share

Further, the Company has not issued any convertible securities or shares with differential voting rights or sweat equity shares or warrants.



## DEPOSIT

During the year under review, the Company has not accepted any deposits from the public under Section 73 and 76 of the Act and rules made thereunder and no amount of principal or interest was outstanding as at the end of Financial Year 2023-24. There were no unclaimed or unpaid deposits lying with the Company

## Material Changes and Commitments Affecting the Financial Position of the Company and Material Changes Between the Date of the Board Report and End of the Financial Year

There have been no change in the nature of business during the year. There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

## Change Of the Registered Office

During the year under review, the Company has not changed its Registered Office

## RBI Guidelines

The Company continues to comply with all the requirements prescribed by the Reserve Bank of India from time to time.

## Directors and Key Managerial Personnel

As on March 31, 2024, there were Eight (8) Directors on the Board of the Company, consisting of Four (4) Independent Directors, Two (2) Non-Executive Directors (1 of whom is part of the Promoter Group), Two (2) Executive Directors (both are part of the promoter group). Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2024 are:

- Mr. Sanjay Agarwal- Chairman and Managing Director,
- Mr. Apoorv Agarwal- Joint Managing Director,
- Ms. Shallu- Chief Financial Officer, and
- Mr. Hira Kumar- Company Secretary & Compliance Officer of the Company.

During the year, the Members approved the following appointment and re-appointment of Directors:

Mr. Sanjay Agarwal (DIN: **01302479**) was re-appointed as director liable to retire by rotation at the Annual General Meeting held on August 25, 2023.

Mr. Aman Arora (DIN: **10328333**) was appointed as a Non-Executive Independent Director for a term of five years from November 11, 2023 to November 10, 2028.

In the opinion of Board, Mr. Aman Arora is person of integrity and fulfils requisite conditions as per applicable laws and are independent of the management of the Company.

During the year, Mr. Anil Kumar Mehrotra (DIN: **05338446**) ceased to be Director of the Company with effect from September 20, 2023, due to his pre-occupation and other personal commitment, as an Independent Director. The Board places on record its appreciation for his invaluable contribution and guidance.

Further the Board, at its meeting held on December 09, 2023, appointed Hira Kumar as the Company Secretary and Compliance Officer and KMP of the Company effective December 09, 2023.

Mr. Suraj Singh resigned as the Company Secretary and Compliance Officer and KMP of the Company effective October 09, 2023. The Board placed on record his sincere appreciation for his contribution to the Company

Details of Directors proposed to be re-appointed at the ensuing Annual General Meeting are as follows:

- a At the ensuing Annual General Meeting, Mr. Apoorv Agarwal (DIN: **01302537**), Director of the Company is liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013, read with the Articles of Association of the Company and being eligible, offers himself for reappointment as director of the Company.
- b Mrs. Anu Chauhan (DIN: **08500056**), Non- Executive Independent Director of the Company is proposed to be reappointed as Non-Executive Independent Directors of the Company, pursuant to the provisions of Section 149 of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Hereinafter referred as "Listing Regulations") at the ensuing Annual General Meeting for the second term of five years commencing from July 07, 2024.

The brief profiles of Mr. Apoorv Agarwal and Mrs. Anu Chauhan forms part of the Corporate Governance Report and the notice of the ensuing Annual General Meeting of the Company.

No director of the Company is disqualified as per the provisions of Section 164(2) of the Companies Act, 2013. The directors of the Company have made necessary disclosures, as required under various provisions of the Companies Act, 2013 (Hereinafter referred as "the Act") and the Listing Regulations.

On the basis of the declarations submitted by the Independent Director of the Company, the Board of Directors have opined that the Independent Director of the Company fulfill the required criteria as defined under Section 149(6) of the Act and the Listing Regulations.

### Declaration of Director's Independence

As on date of this report, the Board comprises of 8 (Eight) Directors. The composition includes 4 (Four) Independent Directors. All the Independent Directors are appointed on the Board of your Company in compliance with the applicable provisions of the Act and SEBI Listing Regulations

The Company has received declarations from all the Independent Directors confirming that they meet/continue to meet, as the case may be, the criteria of Independence under sub-section (6) of section 149 of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations.

Also, the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Act and have confirmed that they are in compliance with the Code of Conduct for Directors and Senior Management personnel formulated by the Company.

All the Independent Directors of your Company have submitted their declaration of independence, as required, pursuant to the provisions of Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations, stating that they meet the criteria of independence, as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and are not disqualified from continuing as Independent Directors of your Company. Further, veracity of the above declarations has been assessed by the Board, in accordance with Regulation 25(9) of the Listing Regulations.

The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite qualifications, expertise & experience (including the proficiency) and competency in the business & industry knowledge, financial expertise, digital & information technology, corporate governance, legal and compliance marketing & sales, risk management, leadership & human resource development and general management as required to fulfill their duties as Independent Directors.

Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have confirmed that they have registered themselves with databank maintained by the Indian Institute of Corporate Affairs ("IICA"). These declarations/ confirmations have been placed before the Board. The Independent Directors are also required to undertake online proficiency self-assessment test conducted by the IICA within a period of 2 (Two) years from the date of inclusion of their names in the data bank, unless they meet the criteria specified for exemption.

## Director's Appointment and Remuneration Policy

The Company's policy on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub section (3) of Section 178 of the Act, as is adopted by the Board.

The Company has adopted a comprehensive policy on nomination and remuneration of Directors and Key Managerial Personnel on the Board. As per such policy, candidates proposed to be appointed as Directors and Key Managerial Personnel on the Board shall be first reviewed by the Nomination and Remuneration Committee in its duly convened Meeting. The policy can be accessed at the following Link: <https://www.sircapaints.com/investors/#policies>

## Number of meetings of the Board

The Board of the Company and its Committees meet at regular intervals to discuss, decide and supervise the various business policies, business strategy, Company's performance and other statutory matters. During the year under review, the Board has met **Ten times**. The details of the meeting of the Board and its Committees are given in the Corporate Governance Report, which forms part of this Report. The intervening gap between two Board Meetings did not exceed 120 days.

## Committees of the Board

The Board had duly constituted following Committees, which are in line with the provisions of applicable laws: .

- A) Audit Committee
- B) Nomination and Remuneration Committee
- C) Corporate Social Responsibility Committee
- D) Stakeholders' Relationship Committee
- E) Risk Management Committee

Details of the composition of the Committees and changes therein, terms of reference of the Committees and other requisite details are provided in the Corporate Governance Report, which forms part of this Annual Report.

## Audit Committee

In terms of the provisions of Regulation 18 of the SEBI Listing Regulations read with Section 177 of the Act, the constitution of Audit Committee as on 31st March, 2024 is as follows:

Name of the Member	Designation
Mr. Shyam Lal Goyal	Chairperson and Independent Director
Mrs. Anu Chauhan	Independent Director
Mr. Sanjay Kapoor	Independent Director
Mr. Apoorv Agarwal	Executive Director

The recommendations made by the Audit Committee to the Board, from time to time during the year under review, have been accepted by the Board. Other details with respect to the Audit Committee such as its terms of reference, meetings and attendance thereat are separately provided in the Annual Report, as a part of the Report on Corporate Governance.

## Nomination and Remuneration Policy

The salient features of the Nomination and Remuneration Policy of the Company are set out in the Corporate Governance Report which forms part of this Annual Report.

The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment & Re-appointment of Directors on the Board of the Company and persons holding senior management positions in the Company, including their remuneration and other matters as provided under Section 178 of the Act and Listing Regulations.

## Board and Director's Evaluation

Pursuant to the provisions of the Act and the SEBI Listing Regulations, Annual evaluation of the Board, its committees and individual directors has been carried out on the basis of Guidance Note on Board Evaluation issued by Securities and Exchange Board of India ("SEBI").

Questionnaire forms were circulated to all the directors for their feedback on Board, Board Committees and director evaluation. A meeting of the independent directors was held on March 30, 2024 where they reviewed and discussed the feedback on the functioning of the Board, Board Committees, Chairman and other directors. The Board reviewed and discussed the feedback of the evaluations. The area of improvements as highlighted by the evaluation exercise has been implemented to further strengthen the corporate governance of the organization

## Separate Meeting of Independent Directors

Pursuant to Schedule IV to the Act and SEBI Listing Regulations one meeting of Independent Directors was held during the year i.e., on March 30, 2024, without the attendance of non-independent Directors and members of Management.

In addition, the Company encourages regular meetings of its independent directors to update them on Strategies of the Company. At such meetings, the Head of the Departments of the Company make presentations with respect to the Business Vertical which they are heading. Such Meeting was conducted on March 30, 2024

## Familiarization Program for Independent Directors

The Company has in place a structured induction and familiarization programme for all its directors including the Independent Directors. They are updated on all business-related issues and new initiatives. They are also invited in management level business review meetings so as to step back and assist the executive management. They are also informed of the important policies of the Company including the 'Code of Conduct for Directors and Senior Management Personnel' and the 'Code of Conduct for Prevention of Insider Trading.'

## Listing Of Shares

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ('NSE') and the BSE Limited ('BSE'). The due annual listing fees for the financial year 2023-24 has been paid to the Stock Exchanges i.e. NSE & BSE

## Directors Responsibility Statement

Pursuant to the requirement of Section 134 (3) (c) read with Section 134(5) of the Companies Act, 2013 with respect to directors' responsibility statement, your directors hereby confirm that:

- a In the preparation of the annual accounts for the financial year ended 31st March, 2024, the applicable Accounting Standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- b The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and of profit and Loss of the Company for the financial year ended 31st March, 2024;
- c The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Company Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- d The Directors have prepared the annual accounts on a going concern basis;
- e The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2024.

## Management Discussion and Analysis

Management Discussion and Analysis as stipulated under the Listing Regulations is presented in a separate section forming part of this Annual Report. It speaks about the overall industry structure, global and domestic economic scenarios, developments in business operations/performance of the Company's various businesses viz., decorative business, international operations, industrial and home improvement business, internal controls and their adequacy, Risk, threats, outlook etc.

Pursuant to Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Management Discussion and Analysis Report forms an integral part of this Annual Report and gives the details, inter alia, about the performance of the Decorative, Décor and consumer services, and Industrial Businesses of the Company in India and International Operations, important changes in these businesses, supply chain, external environment, and economic outlook during the year under review.

During the year under review, there was no change in the nature of the Company's business.

## Corporate Governance Report

As required under the Listing Regulations, the Company re-affirms its commitment to the standards of corporate governance. This Annual Report carries a Section on Corporate Governance and benchmarks your Company with the relevant provisions of the Listing Regulations, the detailed report on corporate governance is given as **Annexure A** to this report

Pursuant to the Listing Regulations, as amended, a certificate obtained from a Practicing Company Secretary certifying that the Directors of the Company are not debarred or disqualified from being appointed or to continue as directors of the companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs, forms part of the report.

A Certificate of the CEO and CFO of the Company in terms of Listing Regulations, inter-alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

## Details of Subsidiary/Joint Ventures/Associate Companies

As on March 31, 2024, the Company has one (1) Subsidiary Company, namely Sirca Industries Limited. Pursuant to Section 129 (3) of the Act read with Rule 5 of Companies (Accounts of Companies) Rules 2014 and Ind - AS 110 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the financial statements of its subsidiary.

A statement containing the salient features of the financial statement of Subsidiary in the prescribed format AOC-1 is attached as '**Annexure-B**' to this report. Further, the Company does not have any Associate, Joint Ventures, hence no information in this regard is required to be furnished

In terms of provisions of Section 136 of the Act separate audited accounts of the subsidiary Companies shall be available on the website of the Company at <https://www.sircapaints.com/>

## Consolidated Financial Statement

The duly audited Consolidated Financial Statements as required under the Indian Accounting Standard 110, provisions of Regulation 33 of the Listing Regulations and Section 136 of the Act have been prepared after considering the audited financial statements of the Company's subsidiary and appear in the Annual Report of the Company for the year 2023-24.

## Auditors And Auditor's Report

### Secretarial Auditors

M/s. Vinod Kumar & Associates, Company Secretaries, was appointed by the Board of Directors of the Company to carry out the Secretarial Audit under the provision of Section 204 of the Act for the financial year ended March 31, 2024. The Secretarial Audit report for financial year ended March 31, 2024 is enclosed as '**Annexure-C**'.

Further, in terms of the provisions of the Circular No. CIR/ CFD/CMD1/27/2019 dated 8th February, 2019 issued by Securities and Exchange Board of India, the Company has obtained the Annual Secretarial Compliance Report for the financial year ended 31st March, 2024, confirming compliance of the applicable SEBI Regulations and circulars/ guidelines issued thereunder, by the Company.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### Statutory Auditors

M/s Rajesh Kukreja & Associates, Chartered Accountants (**FRN:004254N**) was appointed as Statutory Auditors of your Company at the Annual General Meeting held on 25th July, 2022, for a term of five consecutive years.

The Independent Auditors Report given by the Auditors on the Financial Statement (Standalone and Consolidated) of your Company forms part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report

### Cost Auditor

In terms of the Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost accounting records and get them audited every year from Cost Auditor and accordingly such accounts and records are made and maintained by the Company.

The Board of Directors appointed **M/s PAN & ASSOCIATES, Cost Accountants, (Firm Registration Number: 003692)**, as Cost Auditors to audit the cost accounts of your Company for the Financial Year 2023-24. The Cost Audit Report for the FY 2023-24 will be filed with the Ministry of Corporate Affairs, in due course.

### Internal Auditor

**M/s S Mahajan & Co. (FRN: 033060N)**, Chartered Accountants was re-appointed as Internal Auditor of the Company at the Board Meeting held on 30th June, 2023, to conduct the Internal Audit for the Financial Year 2023-24.

During the period under review, **M/s S Mahajan & Co.**, performed the duties of internal auditor of the Company and his report is reviewed by the Audit Committee

### Corporate Social Responsibility (CSR)

As part of its initiatives under Corporate Social Responsibility (CSR), the CSR Committee has been entrusted with the prime responsibility of recommending to the Board about Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of Companies Act, 2013, the amount of expenditure to be incurred on CSR activities and monitoring the implementation of the framework of the CSR Policy.

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company as adopted by the Board and the initiatives undertaken by the Company on CSR activities during the year under review are set out in **Annexure-D** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report. The CSR policy is available on <https://www.sircapaints.com/investors/#policies>

## Business Responsibility and Sustainability Report

The Business Responsibility and Sustainability Report of the Company for the financial year ended March 31, 2024 as required under Regulation 34(2)(f) of the Listing Regulations forms part of this Report as **Annexure E**.

## Internal Financial Control Systems and Their Adequacy

The Company's internal financial control systems are commensurate with its size and nature of its operations and such internal financial controls are adequate and are operating effectively. The Company has adopted policies and procedures for ensuring orderly and efficient conduct of the business. These controls have been designed to provide reasonable assurance regarding recording and providing reliable financial and operational information, adherence to the Company's policies, safeguarding of assets from unauthorized use and prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

## Other Statutory Disclosures

### Annual Return

Pursuant to Sections 92(3) and 134(3)(a) of the Act and Rule 12(1) of the Companies (Management & Administration) Rules, 2014, the Annual Return of the Company for FY 2023-24 is available on the website of the Company at: <https://www.sircapaints.com/>

### Risk Management

The Board of Directors of the Company has constituted a Risk Management Committee to frame, implement, and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and its effectiveness. The Company has Risk Management Policy which can be accessed on Company's website <https://www.sircapaints.com/>

### Vigil Mechanism/Whistle Blower Policy

In order to provide a mechanism to employees of the company to disclose any unethical and improper practices or any other alleged wrongful conduct in the Company and to prohibit managerial personnel from taking any adverse action against those employees, the Company has laid down a Vigil Mechanism also known as Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The details of the Vigil Mechanism or Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

### Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) and their status

There are no applications made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year

### Significant and Material Orders

No significant or material orders were passed by the Regulators or Courts or Tribunals which will impact the going concern status and Company's operations in future.

### Particulars of Loans, Guarantees or Investments Made U/s 186 of the Act

The particulars of loans, guarantees and investments have been disclosed in the financial statements which forms part of this Annual Report.

## Particulars of Contracts or Arrangements with Related Parties

The Company has always been committed to good corporate governance practices, including in matters relating to Related Party Transactions (RPTs). Endeavour is consistently made to have only arm's length transactions with all parties including Related Parties. The Board of Directors of the Company had adopted the Related Party Transaction Policy regarding materiality of related party transactions and also on dealings with Related Parties in terms of Regulation 23 of the Listing Regulations and Section 188 of the Act. The policy is available at the following weblink: <https://www.sircapaints.com/investors/#policies>

In terms of the provisions of Section 188(1) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI Listing Regulations, all contracts/ arrangements/ transactions entered into by the Company with its related parties, during the year under review, were in the ordinary course of business of the Company and on an arm's length basis. Details of particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Act in form AOC-2 has been enclosed as **Annexure-F** to the **Directors' Report** as required.

For details on Related Party Transactions, you may refer Notes to financial statements forming part of this Annual Report.

## Particulars of Employees

The details required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are annexed as **Annexure-G** and forms part of this report.

Further, as required under the provisions of Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the name and other particulars of employees are set out in **Annexure-H** and forms part of this report.

## Conservation of Energy & Technology Absorption foreign exchange earnings and outgo

Environmental sustainability is embedded in the Sirca Environmental policy which reflects that the Company pursues the path of Industrial development in harmony with the environment. As part of long-term sustainability, your Company ensures that the products, packaging and operations are safe for employees, consumers, stakeholders and the environment. Your Company ensures this with a focus on technologies, processes and improvements that matter for the environment. As an organization, your Company is committed to the goal of sustainable and inclusive growth.

The Company's manufacturing units are ISO 9001 quality management system, ISO 14001 Environment Management System, ISO 45001, Occupational Health and Safety.

The Company measures progress in energy management through various key indicators of specific power consumption, specific fuel consumption, percentage outage, power cost, power losses etc.

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated **under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014** are as follow:

### Conservation of Energy Measure Taken

The manufacturing units of the Company have continued their efforts to reduce their energy consumption and the plants of Nathupur, Nathupur-II and Nathupur-III nearby Sonipat, Haryana have also followed the suit.



## 1. Some of the key measures taken by all the manufacturing plants are as below:

- Use of Energy efficient motors for all new projects
- Pressure based pumping system for utility pumping
- Elimination of compressed air in packing for vacuum application
- Use of Energy Efficient aluminum Air piping solution to reduce friction losses
- LED lighting for all plants
- Utility using electric pallets to save fuel and run with the clean solar energy
- STP treated water reused for gardening/ toilet flushing
- ETP treated water reused for utility make-up
- Stripping water recycling in tanker cleaning
- Air Dust Collector to clean the environment inside factory
- Fume suction system to recover and remove the hazardous fumes from the factory environment.
- All the utilities are noise free pollution.
- Replacement of old motors and chillers with new and energy efficient ones.

## 2. Alternate Sources of Energy

- Replacement of high power consuming conventional lights with LED Lights.

## Technology Absorption

### A. Research and Development (R&D)

#### 1. Specific areas in which R&D carried out by the Company:

- New products development in wood coating.
- Anti-bacterial paint for interior wall application.
- Development of direct to metal finishes for general industries
- Collaborative work with academic institutions and vendors and customers
- Competitor sample evaluation and benchmarking
- Support to customers for smooth introduction of new shades & products on running production line
- Innovative shade development & color forecasting for OEM industry
- Training to customers on paint Technology & Application to upgrade knowledge & skill
- Upgradation of processes for cycle time reduction and energy saving
- High solid resin

#### 2. Benefits derived out of the above work:

Development of new products for different applications.

##### i) Decorative Products:

- Polyester paint for interior-exterior application
- Low-cost exterior with gloss, rich look and smoother finish.
- Economy exterior emulsion which is resistant to chalking, flaking, fading and prevent fungi and algae growth.
- Quick drying, anti-rust, anti-yellowing durable coating system.
- Economical elastomeric base coat.

##### ii) Industrial products:

- Polyurethane coating with extended durability and weather ability.
- Mono coat polyurethane finish with higher productivity and energy savings for GI.
- Direct to metal finish for auto and GI sector.
- Moisture cured heat resistance coating for GI.
- High Solid Acrylic Polyol coatings for wood and metals.
- Glass coating development for decorative and industrial purpose
- Acrylic coating for decorative and industrials sector.

### 3. Future Plan of Action:

To develop new products based on advanced technology as per anticipated market need. Special focus will continue towards developing safe and user-friendly products with superior performance.

## B. Technology Absorption, Adoption and Innovation:

### 1. Efforts, in brief, made towards technology absorption, adoption and innovation

Your company has entered into a **Memorandum of Understanding** ("MoU") with Oikos spa (Italy) effective 1st April, 2024, which pertains to transfer of technology from Oikos spa (Italy) to Sirca Paints India Limited for manufacturing high value added eco-friendly, green wall paints including colors that are free of toxic substances and ESG compliant in India too. SPIL under a joint owned brand shall be selling these wall paints and colors in India and shall be exporting also to mutually agreed countries.

Further, your company has entered into a **Business transfer agreement** with New Wembley Products LLP for acquiring the business undertaking, pertaining to sale and distribution of Products including technical know-how, all intellectual property rights, in connection with the Products and/or the business of New Wembley Products LLP, the acquisition enables the Company to increase its footprint in its line of business. The acquisition also provides benefits of synergy, growth, brand building and rapid increase in scale of business operations to your Company.

### 2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.

This strategic initiative will allow the Company to cut down on its import bill and inventory days of finished goods, increase its manufacturing in India, and strengthen its operations.

## Foreign Exchange Earnings and Outgo

(Rupees in Lakhs)

Foreign Exchange Earnings and Outgo During the Reporting Period	
Foreign exchange inflows	192.15
Foreign exchange outflows	5684.55

## Prevention of Sexual Harassment at Workplace

In line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"), the Company has adopted a "Policy on Appropriate Social Conduct at Workplace". The Policy is applicable for all employees of the organization, which includes corporate office, manufacturing locations, branches, depots, etc. The Policy is applicable to non-employees as well i.e. business associates, vendors, trainees etc.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the POSH Act to redress complaints received on sexual harassment as well as other forms of verbal, physical, written or visual harassment.

During the year under review, the Company did not receive any complaints of sexual harassment and no cases were filed under the POSH Act.

## Transfer To Investor Education and Protection Fund

During the year under review, The Company was not required to transfer any funds to Investor Education and Protection Funds (IEPF).

## Stock Options Plans

During the financial year under review the Company does not have any stock option plan in force

## Human Resource Management

The Company believes in creating an enabling environment for employees to grow and contribute to its overall objective. The employees are provided with adequate learning and development opportunities to sharpen their skill set and drive the performance of the Company. The Company engages with the employees across platforms to strengthen employee stickiness. As on March 31, 2024, the Company has total strength of 659 employees.

## Suspension of Securities of the Company

The securities of the Company have not been suspended from trading of the stock exchange.

## Details of difference between amount of the Valuation done at the time of One Time Settlement and the Valuation done while taking loans from the Banks or Financial Institution along with the reasons thereof

There are no such events occurred during the period from April 01, 2023 to March 31, 2024, thus no valuation is carried out for the one-time settlement with the Banks or Financial Institutions.

## Deviation(s)/Variation(s) in Use of Proceeds from Objects Stated in Offer Document

Pursuant to Regulation 32 of SEBI Listing Regulations, The Directors of the company confirm that there has been no deviation(s) / variation(s) in the use of proceeds from the Objects stated in the Prospectus for the FY 2022-23.

Further, As on 31st March, 2022 the Company has utilized **Rs. 7791.36 Lakhs** out of total IPO proceeds amounting to **Rs. 7791.36 Lakhs** ("total IPO proceeds"), which constitutes 100% of total IPO proceeds.

## Acknowledgment

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. The Boards of Directors also wish to place on record its deep sense of appreciation for the committed services by the Company's executives, staff and workers.

**For and on behalf of the Board  
Sirca Paints India Limited**

**Sd/-**

**SANJAY AGARWAL**

**DIN: 01302479**

**Chairman cum Managing Director**

**Sd/-**

**APOORV AGARWAL**

**DIN: 01302537**

**Joint Managing Director**

**New Delhi, July 05, 2024**

## ANNEXTURE 'A' TO THE DIRECTOR'S REPORT

### REPORT ON CORPORATE GOVERNANCE

Pursuant to Schedule V(C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a Report on Corporate Governance for the year ended March 31, 2024 is given below:

#### 1. Company's philosophy on Code of Governance SIRCA Philosophy on Corporate Governance

The Company believes in abiding by the Code of Governance so as to be a responsible corporate citizen and to serve the best interests of all the stakeholders viz., the employees, shareholders, customers, vendors and the society at large. The Company seeks to achieve this goal by being transparent in its business dealings, by disclosure of all relevant information in an easily understood manner and by being fair to all stakeholders, by ensuring that the Company's activities are managed by a professionally competent and independent Board of Directors

#### 2. Board of Directors ("Board")

The Board of Directors have the ultimate responsibility of ensuring effective management, long term business strategy, general affairs, performance and monitoring the effectiveness of the Company's corporate governance practices. The Managing Director & Joint Managing director reports to the Board and is in charge of the management of the affairs of the Company, executing business strategy in consultation with the Board and achieving annual long term business targets. The Managing Director and Joint Managing Director acts as a link between the Board and the management.

#### 3. Composition of the Board

The Company believes in a well-balanced Board which enriches board discussions and enables effective decision making. The Board has an optimal mix of executive and Non-executive directors who have considerable expertise in the irrespective fields including competencies required in context of Company's businesses.

The composition and size of the Board is reviewed periodically to ensure an optimum mix of directors with complementary skill sets and varied perspectives for constructive debates facilitating more effective decision making.

As on the date of this report, the Board is comprised of 8 directors, 2 (Two) of which are executive promoter directors, 1(One) is Non - executive promoter director, 1(One) non - executive director, 4 (Four) are Independent Directors.

Mr. Anil Kumar Mehrotra, Independent Director of the Company, has resigned from the Board of the Company with effect from September 20, 2023.

Mr. Aman Arora has been appointed as an Independent Director of the Company with effect from November 11, 2023, to fill the vacancy caused by the resignation of Mr. Anil Kumar Mehrotra.

The composition of the Board is in conformity with the requirements of Regulation 17 of the Listing Regulations as well as the Companies Act, 2013 read with the rules issued thereunder.

Sr. No.	Name of Director	Category	Date of Appointment	No. of Other Directorships (As on 31.03.2024) *	Total No. of Committee positions in Mandatory Committees (As on 31.03.2024) **		
					Chairperson	Member	Total
1.	Mr. Sanjay Agarwal DIN: 01302479	Promoter, Executive Director	19/01/2006	1	1	-	1
2.	Mr. Gurjit Singh Bains DIN: 01977032	Promoter, Non-Executive Director	19/01/2006	1	-	2	2
3.	Mr. Apoorv Agarwal DIN: 01302537	Promoter, Executive Director	19/01/2006	1	-	3	3
4.	Mr. Sanjay Kapoor DIN: 06875087	Independent Director	14/12/2017	-	-	3	3
5.	Mr. Shyam Lal Goyal DIN: 08815530	Independent Director	18/09/2020	-	1	2	3
6.	Mr. Ugo Pelosin DIN: 08196294	Non-Executive Director	27/09/2018	-	-	-	-
7.	Mr. Aman Arora DIN: 10328333	Independent Director	11/11/2023	-	-	-	-
8.	Mrs. Anu Chauhan DIN: 08500056	Independent Director	04/07/2019	-	3	2	5

\*Excluding directorship in Sirca Paints India Limited

- The number of directorships and the positions held by Directors on Board Committees are in conformity with the limits laid down in the Act and SEBI Listing Regulations, as on 31st March, 2024.

\*\*In terms of the provisions of Regulation 26(1) of the SEBI Listing Regulations.

- Committee memberships /chairpersonship in Committees of the Board(s) of all public companies, whether listed or not, have been taken into consideration excluding private limited companies, foreign companies, high value debt listed entities and companies registered under Section 8 of the Act.
- Chairpersonship and memberships of Audit and Stakeholders' Relationship Committees have been considered. Also, the number of membership of Committees includes chairmanship.

The minutes of the Board meetings and Committee meetings are circulated to all directors and committee members, respectively, in compliance with the Secretarial Standard-1 issued by the Institute of Company Secretaries of India (ICSI) for their review, consideration and records. The necessary quorum was present at all meetings. The gap between any two consecutive Board meetings did not exceed one hundred and twenty days. The Board periodically reviews compliance reports in respect of laws and regulations applicable to the Company. Following are the details of attendance at the Ten Board Meetings held during the financial year ended on March 31, 2024 and the last Annual General Meeting:

Date of Board Meetings	Name of Directors								
	Mr. Sanjay Agarwal	Mr. Gurjit Singh Bains	Mr. Apoorv Agarwal	Mr. Sanjay Kapoor	Mr. Ugo Pelosin	Mr. Anil Kumar Mehrotra #	Mr Aman Arora*	Mrs. Anu Chauhan	Mr. Shyam Lal Goyal
12.05.2023							-		
16.05.2023							-		
30.06.2023							-		
24.07.2023							-		
14.08.2023							-		
20.09.2023							-		
11.11.2023						-			
09.12.2023						-			
05.02.2024						-			
30.03.2024						-			

Date of Annual General Meeting	Name of Directors							
	Mr. Sanjay Agarwal	Mr. Gurjit Singh Bains	Mr. Apoorv Agarwal	Mr. Sanjay Kapoor	Mr. Ugo Pelosin	Mr. Anil Kumar Mehrotra	Mrs. Anu Chauhan	Mr. Shyam Lal Goyal
25.08.2023								

# Resigned as an Independent Director of the Company with effect from September 20, 2023.

\*Appointed as an Independent Director of the Company with effect from November 11, 2023.

## Notes

All Independent Directors of the Company have certified and confirmed their independence in accordance with Section 149 of the Act read with Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations.

Leave of absence was obtained by Directors and granted in all cases where sought and no one has abstained himself/herself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence from the Board. Hence, no one falls under the limit of section 167(1)(b) of the Companies Act, 2013. The necessary quorum was present for all the meetings

## Shareholding of Board of Directors As on 31.03.2024:

Sr No.	Name of Director	Shareholding
1	Mr. Sanjay Agarwal	1,77,60,960
2	Mr. Gurjit Singh Bains	77,32,394
3	Mr. Apoorv Agarwal	11,07,000
4	Mr. Sanjay Kapoor	-
5	Mr. Shyam Lal Goyal	-
6	Mr. Ugo Pelosin	-
7	Mr. Aman Arora	-
8	Mrs. Anu Chauhan	-

## Disclosure of relationship between directors inter-se:

Following Directors are related to each other:

Sr No.	Name of Director	Name of Related Director	Relationship
1	Mr. Sanjay Agarwal	Mr. Apoorv Agarwal	Son

## Access to information

Directors, including Independent Directors, can visit the various manufacturing locations of the Company. They need not necessarily be accompanied by the Managing Director. The purpose is to ensure that the Independent Directors have free and independent access to the Company's officials and records, so that they can form an independent opinion about the situation of the Company. Apart from this, reports of the audit carried out by the internal auditors and the statutory auditors are circulated to all the Directors. Monthly Performance Report is also forwarded to the Chairman and other Independent Directors updating them with the performance on various parameters. It is ensured that the Board receives qualitative and quantitative information in line with the best management practices adopted. The details of familiarization programme for the Independent Directors of the Company is available on the website of the Company at <https://www.sircapaints.com/investors/#policies>

## Code of Conduct

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which is available on the Company website at [www.sircapaints.com](http://www.sircapaints.com)

The Company has obtained confirmations for the compliance with the said code from all its Board members and senior management personnel for the year ended March 31, 2024.

A declaration to this effect given by Mr. Sanjay Agarwal, Chairman cum Managing Director of the Company, is reproduced below:

### CODE OF CONDUCT DECLARATION

I, Sanjay Agarwal, Chairman cum Managing Director of Sirca Paints India Limited, to the best of my knowledge and belief, hereby declare that all the Board members and senior management personnel have affirmed compliance with the Company's Code of Conduct for the year ended March 31, 2024.

Place: Delhi  
Date: July 05, 2024

**Sd/-**  
**SANJAY AGARWAL**  
**Chairman cum Managing**  
**Director**

## Core skills/ expertise/ competencies of the Board

The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees.

The Board of Directors has identified following skills/ expertise/ competencies fundamental for the effective functioning of the Company:

Management and Leadership Skill	Management and leadership experience in practical understanding in business development, processes, strategic planning, risk management etc.
Business and financial acumen	Demonstrate techno-commercial and business perspective, ability to comprehend, interpret and guide on financial statements, Audit Committee presentations and matters of business.
Strategy and Planning	Strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Functional and managerial experience	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, human resources, Indian laws, international markets, sales and marketing, and risk management.
Governance and Compliance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability and driving corporate ethics and values.

Following is the list of core skills, expertise and competencies of each Director:

Skills / Expertise / Competencies					
Name of the Director	Management and Leadership Skill	Business and financial acumen	Strategy and Planning	Functional and managerial experience	Governance and Compliance
Mr. Sanjay Agarwal	✓	✓	✓	✓	✓
Mr. Apoorv Agarwal	✓	✓	✓	✓	✓
Mr. Gurjit Singh Bains	✓	✓	✓	✓	✓
Mr. Ugo Pelosin	✓	-	✓	✓	✓
Mr. Sanjay Kapoor	✓	-	✓	✓	✓
Mrs. Anu Chauhan	✓	-	✓	✓	✓
Mr. Shyam Lal Goyal	✓	✓	✓	✓	✓
Mr. Aman Arora	✓	✓	✓	✓	✓

**Note:**

Above skills/ expertise/ competencies are broad-based, encompassing several areas of expertise/ experience. Each Director may possess varied combinations of skills/ experience within the described set of parameters, and it is not necessary that all Directors possess all skills/ experience competencies listed therein.

**Evaluation of Board:**

In terms of the requirement of the Companies Act, 2013 and the listing regulations an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with an aim to improve the effectiveness of the Board and the Committees. During the year, Board Evaluation Cycle was completed by the Company internally which included the evaluation of the Board as a whole, Board Committees. The exercise was led by the Chairman along with the Chairman of the Nomination and Remuneration Committee of the Company. The evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc.

As an outcome of the above exercise, it was noted that the Board as a whole is functioning as a cohesive body which is well engaged with different perspectives. The Board Members from different backgrounds bring about different complementarities that help Board discussions to be rich and value adding. It was also noted that the Committees are functioning well and besides the Committee's terms of reference as mandated by law, important issues are brought up and discussed in the Committee Meetings. The evaluation exercise also suggested that the Board succession planning exercise has been embedded well in the Board processes.

**Independent Directors:**

The Independent Directors of the Company have been appointed in accordance with the provisions of Section 149 of the Act and applicable provisions of the SEBI Listing Regulations.



Pursuant to Schedule IV of the Act, every Independent Director has been issued a letter of appointment containing the terms and conditions of his/her appointment. The terms and conditions of appointment have been posted on the website of the Company at <https://www.sircapaints.com/investors/#policies>.

#### Independent director's data bank registration

Pursuant to a notification dated 22nd October, 2019 issued by the Ministry of Corporate Affairs, all Independent Directors are registered with the Independent Director's Databank.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014

#### Separate meeting of Independent Directors

In accordance with the provisions of Schedule IV of the Act and Regulation 25 of SEBI Listing Regulations, 1 (One) separate meeting of the Independent Directors were held during the year i.e. on 30th March, 2024, wherein the Internal Auditors and the Statutory Auditors of the Company were also invited. The meeting of the Independent Directors was without the attendance of Non-Independent Directors and members of management.

The names of Independent Directors on the Board and their attendance at the meeting of Independent Directors held during the year under review are as follows:

Name of the Director	Category	Meeting held on 30th March, 2024
Mrs. Anu Chauhan	Non-Executive Independent Director	Present
Mr. Sanjay Kapoor	Non-Executive Independent Director	Present
Mr. Aman Arora	Non-Executive Independent Director	Present
Mr. Shyam Lal Goyal	Non-Executive Independent Director	Present

#### The Independent Directors at their meetings also considered:

- Review of the performance of the Non-Independent Directors and the Board as a whole;
- Review of the performance of the Chairman of the Company, taking into account the views of the Executive Directors and Non-Executive Directors;
- Assessing the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties

#### Declarations:

The Company has received declarations from the Independent Directors that they meet the criteria of Independence laid down under the Companies Act, 2013 and the listing regulations.

The Board of Directors, based on the declaration(s) received from the Independent Directors, have verified the veracity of such disclosures and confirms that the Independent Directors fulfill the conditions of Independence specified in the Listing regulations and the Companies Act, 2013 and are independent of the management of the Company.

## 4. Committees of the Board

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective Committees informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all Committees are placed before the Board for review.

## Details of the Board Committees and other related information are provided hereunder

Name of Committee	Extract of Terms of Reference	Category and Composition			Meetings & Attendance
<b>Statutory Committee</b>					
<b>Audit Committee</b>	<ul style="list-style-type: none"> <li>Appoints the independent auditor and oversees the auditing process;</li> <li>Ensures legal and regulatory compliances including the effective implementation of the code of conduct;</li> <li>Ensures the integrity, accuracy and adequacy of accounting records;</li> <li>Reviews the business contingency planning process within the group.</li> </ul>	<b>Name</b>	<b>Category</b>	<b>Number of Audit Committee Meetings attended during the year ended 31st March, 2024</b>	<ul style="list-style-type: none"> <li>5 Meeting Held during Financial Year 2023-2024 on the following dates:  16.05.2023; 30.06.2023; 14.08.2023; 11.11.2023; 05.02.2024</li> <li>The Company Secretary of the Company acts as Secretary to the Committee.</li> </ul>
		Mrs. Anu Chauhan	Member	5	
		Mr. Apoorv Agarwal	Member	5	
		Mr. Shyam Lal Goyal	Chairperson	5	
		Mr. Sanjay Kapoor	Member	5	
<b>Nomination and Remuneration Committee</b>	<ul style="list-style-type: none"> <li>Prepares and recommends governance principles applicable to the group;</li> <li>Keeps abreast of best corporate practices;</li> <li>Evaluate the effectiveness and qualifications of the Board and its committees;</li> <li>Responsible for Director's succession planning;</li> <li>Develops and recommends to the Board criteria for the selection of Directors and senior management.</li> <li>Details of policy of Nomination and Remuneration committee are given below.</li> </ul>	<b>Name</b>	<b>Category</b>	<b>Number of Nomination and Remuneration Committee Meetings attended during the year ended 31st March, 2024</b>	<ul style="list-style-type: none"> <li>2 Meeting Held during Financial Year 2023-2024 on the following dates:  11.11.2023; 09.12.2023</li> <li>The Company Secretary of the Company acts as Secretary to the Committee.</li> </ul>
		Mrs. Anu Chauhan	Chairperson	2	
		Mr. Sanjay Kapoor	Member	2	
		Mr. Gurjit Singh Bains	Member	2	

Name of Committee	Extract of Terms of Reference	Category and Composition			Meetings & Attendance
<b>Statutory Committee</b>					
<b>Stakeholders Relationship Committee</b>	<ul style="list-style-type: none"> <li>Consider and resolve the grievances of security holders.</li> <li>Consider and approve issue of share certificates, transfer and transmission of securities, etc.</li> <li>Redressal of serious complaints received from shareholders/investors on non-receipt of shares after transfer in the physical form, complaints on Non-receipt of annual report, Non receipt of declared dividends etc.</li> <li>Set forth the policies relating to and to oversee the implementation of Policy for Prevention of Insider Trading and to review the concerns received under the Sirca's Code of Conduct.</li> </ul>	<b>Name</b>	<b>Category</b>	<b>Stakeholders Relationship Committee Meetings attended during the year ended 31st March, 2024</b>	<ul style="list-style-type: none"> <li>4 Meeting Held during Financial Year 2023-2024 on the following dates: 16.05.2023; 14.08.2023; 11.11.2023; 05.02.2024</li> <li>The Company Secretary of the Company acts as Secretary to the Committee.</li> <li>No Complaint were received or remained pending against the company, during the financial year 2023-24.</li> </ul>
		Mr. Sanjay Kapoor	Member	4	
		Mr. Gurjit Singh Bains	Member	4	
		Mrs. Anu Chauhan	Chairperson	4	
<b>Corporate Social Responsibility Committee</b>	<ul style="list-style-type: none"> <li>Formulate and recommend to the board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act.</li> <li>Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy.</li> <li>Monitor the CSR Policy.</li> <li>Review all other matters as applicable under any provisions, laws, rules and regulations of the Companies Act, 2013.</li> </ul>	<b>Name</b>	<b>Category</b>	<b>Corporate Social Responsibility Committee Meetings attended during the year ended 31st March, 2024</b>	<ul style="list-style-type: none"> <li>3Meeting Held during Financial Year 2023-2024 on the following dates: 30.06.2023; 24.07.2023; 05.02.2024</li> <li>The Company Secretary of the Company acts as Secretary to the Committee.</li> </ul>
		Mr. Sanjay Agarwal	Chairperson	3	
		Mr. Apoorv Agarwal	Member	3	
		Mrs. Anu Chauhan	Member	3	

Name of Committee	Extract of Terms of Reference	Category and Composition			Meetings & Attendance
<b>Statutory Committee</b>					
<b>Risk Management Committee</b>	<ul style="list-style-type: none"> <li>• To formulate a detailed risk management policy which shall include:               <ol style="list-style-type: none"> <li>I. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.</li> <li>II. Measures for risk mitigation including systems and processes for internal control of identified risks.</li> <li>III. Business continuity plan                   <ul style="list-style-type: none"> <li>• To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;</li> <li>• To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;</li> <li>• To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;</li> <li>• To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;</li> <li>• The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.</li> </ul> </li> </ol> </li> </ul>	<b>Name</b>	<b>Category</b>	<b>Risk Management Committee attended during the year ended 31st March, 2024</b>	<ul style="list-style-type: none"> <li>• 3 Meeting Held during Financial Year 2023-24 on the following dates:               <p style="text-align: center;">16.05.2023; 11.11.2023; 30.03.2024</p> </li> <li>The Company Secretary of the Company acts as Secretary to the Committee.</li> </ul>
		Mrs. Anu Chauhan	Chairperson	3	
		Mr. Apoorv Agarwal	Member	3	
		Mr. Shyam Lal Goyal	Member	3	

Name of Committee	Extract of Terms of Reference	Category and Composition			Meetings & Attendance
<b>Statutory Committee</b>					
<b>Sexual Harassment Committee (Internal Control Committee)</b>	<ul style="list-style-type: none"> <li>During the Financial Year 2023 - 24, the company formulated the Internal Control Committee (ICC) for prevention of Sexual Harassment at work place;</li> <li>The Company has formulated a Policy on prevention of Sexual Harassment at workplace for prevention, prohibition and redressal of Sexual Harassment of Women at Workplace (Prevention, Prohibition and redressal) Act, 2013 (hereinafter referred to as "Prevention of Sexual Harassment Act");</li> <li>ICC develop a policy against sexual harassment of women in the Company;</li> <li>It evolve a permanent mechanism for the prevention and redressal of sexual harassment cases and other acts of gender based violence;</li> <li>It ensures implementation of the policy in letter and spirit through proper reporting of the complaints and their follow-up procedures;</li> <li>It creates a secure physical and social environment to deter any act of sexual harassment.</li> </ul>	<b>Name</b>	<b>Category</b>	<b>Sexual Harassment Committee (Internal Control Committee) attended during the year ended 31st March, 2024</b>	<ul style="list-style-type: none"> <li>During the Financial Year 2023-24, the Committee hold one meeting on 30.03.2024;</li> <li>No leave of absence was sorted in the meeting.</li> <li>No Complaint filed and pending during the financial year 2023-2024</li> <li>The Company Secretary of the Company acts as Secretary to the Committee.</li> </ul>
		Seema Ahuja	Chairperson	1	
		Ayushi Agarwal	Member	1	
		Sapna Vaish	Member (From External Organization)	1	
		Shallu	Member	1	

#### Director's Remuneration:

The compensation paid to the executive directors (including managing director) is within the scale approved by the shareholders. The elements of the total compensation, approved by the NRC are also within the overall limits specified under the Act.

The elements of compensation of the executive directors are decided by the Board from time to time.

The Executive directors are not paid sitting fees for any Board/ committee meetings attended by them. The remuneration payable by the Company to the executive directors are subject to the conditions specified in the Act and the SEBI Listing Regulations including in terms of monetary limits, approval requirements and disclosure requirements. In case of inadequacy of profit in any financial year, the remuneration payable to the executive directors shall be further subject to the relevant provisions of the Act.

The details of remuneration paid to the Executive and Non-Executive Directors during the financial year 2023-24 are given below:-

Name of the Director	Salary	Allowances & Perquisites	Contribution to PF	Amount in Lakhs	
				Sitting Fee	Total
<b>Category A: Executive Directors</b>					
Mr. Sanjay Agarwal	119.88	4.14	8.64	-	132.66
Mr. Apoorv Agarwal	74.10	2.53	3.6	-	80.23
<b>Category B: Non-Executive Independent Directors/ Non-Executive Directors</b>					
Mr. Gurjit Singh Bains	-	-	-	0.55	-
Mr. Sanjay Kapoor	-	-	-	0.50	-
Mr. UgoPelosin	-	-	-	0.10	-
Mrs. Anu Chauhan	-	-	-	0.55	-
Mr. Anil Kumar Mehrotra*	-	-	-	0.25	-
Mr. Aman Arora**	-	-	-	0.15	-
Mr. Shyam Lal Goyal	-	-	-	0.55	-

\* Resigned as an Independent Director of the Company with effect from September 20, 2023.

\*\* Appointed as an Independent Director of the Company with effect from November 11, 2023.

#### Criteria of making payments to Non- Executive Directors:

The Sitting Fee was paid to the Non- Executive Directors within limits approved by the Board of Directors.

#### Service contracts, notice period, severance fees:

The appointment of the Executive Directors are governed by Resolutions passed by the Shareholders of the Company, which covers the terms and conditions of such appointment, read with the service rule of the Company. A separate service contract is not entered into by the Company with Executive Directors.

#### Stock option details:

The Company does not have any stock option scheme.

#### Remuneration to Key Managerial Personnel and other employees

The objective of the policy is to have a compensation framework that will reward and retain talent.

As per the policy, the remuneration is such as to ensure that the correlation of remuneration to performance is clear and meets appropriate performance benchmarks.

Remuneration to Key Managerial Personnel, Senior Management and other employees involves a balance between fixed and variable pay reflecting short and long term performance objectives of the employees in line with the working of the Company and its goals.

#### Nomination & Remuneration Policy of the Company:

The Nomination & Remuneration Policy of the Company is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The Policy emphasize on promoting talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for shareholders.

The Remuneration Policy applies to Directors, Senior Management Personnel including its Key Management Personnel (KMPs) and other employees of the Company. When considering the appointment and remuneration of Whole-time Directors, the Nomination and Remuneration Committee inter -alia considers pay and employment conditions in the industry, merit and seniority of person and the paying capacity of the Company. Remuneration of KMPs and senior management personnel is decided by the Managing Director. The remuneration to other employees is fixed as per principles outlined above.

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration.

#### Subsidiary Company

The Company has one unlisted subsidiary company, viz. Sirca Industries Limited, which are not material as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee of the Company reviews the financial statements of the Subsidiary. The Company monitors performance of its subsidiary company, inter alia, by the following means:

- (i) The Audit Committee reviews the Financial Statements of the subsidiary company, on a quarterly basis.
- (ii) The Board of Directors reviews the Board meeting minutes and statements of all significant transactions and arrangements, if any, of the subsidiary company.

The Company does not have a material Indian subsidiary.

## General Body Meetings

### Annual General Meeting:

The location, time and resolutions passed in the Annual General Meetings held in last 3 years are given below:

Financial Year Ended	Date	Location	Time	Items Approved by Special Resolution
31st March, 2021	06th August, 2021	Through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")	12:30 P.M.	Approval of payment of Remuneration to the Executive Directors, who are Promoters in terms of Regulation 17 (6) (e) of SEBI(Listing Obligations and Disclosure Requirements) (Amendment)Regulations, 2018.
31st March, 2022	25th July, 2022	Through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")	12:30 P.M.	3 (Three) Special Resolutions were passed in the 17th AGM of the Company, for <ul style="list-style-type: none"> <li>consider and approve terms &amp; conditions and remuneration of Mr. Sanjay Agarwal (DIN: 01302479) as the Chairman cum Managing Director of the Company.</li> <li>consider and approve terms &amp; conditions and remuneration of Mr. Apoorv Agarwal (DIN: 01302537) as Joint Managing Director of the Company.</li> <li>Re-appointment of Mr. Sanjay Kapoor (DIN:00383275), as Non-Executive Independent Director of the Company.</li> </ul>
31st March, 2023	25th August, 2023	Through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")	12:30 P.M.	NIL

### Extra ordinary General Meeting FY 2023-24:

No extraordinary general meeting of the members was held during FY 2023-24.

### Postal Ballot:

During the year, the Company passed one Special Resolution and two Ordinary Resolutions through postal ballot and the detail of such resolutions as hereunder.

- The Company had sought the approval of the shareholders by way of an Ordinary Resolutions through notice of postal ballot dated March 29, 2023 for:
  - Increase in Authorised Share Capital and Consequent Amendment in Capital Clause of the Memorandum of Association of The Company
  - Issue of Bonus Shares

All the aforesaid resolutions were duly passed and the results of which were announced on May 03, 2023

Mr. Gurvinder Singh, **(M/s Gurvinder Singh & Associates, FRN: 033157N)**, Practicing Chartered Accountant, was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner. Details of the voting pattern are provided below:

Name of Resolution	Type of Resolution	No. of Votes Polled	Votes Cast in Favour		Votes Cast in Against	
			No. of Votes	%	No. of Votes	%
Increase in Authorised Share Capital and Consequent Amendment in Capital Clause of the Memorandum of Association of The Company	Ordinary Resolution	2,18,76,124	2,18,63,321	99.94	12803	0.06
Issue of Bonus Shares	Ordinary Resolution	2,18,76,124	2,18,76,112	99.9999	12	0.0001

- The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated November 11, 2023 for:
  - Appointment of Mr. Aman Arora **(DIN: 10328333)** as an Independent Director of the Company

Aforesaid resolution was duly passed and the results of which were announced on January 11, 2024

Mr. Rohit Verma, **(M/s Rohit Verma & Associates)**, Practicing Company Secretary, was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner. Details of the voting pattern are provided below:

Name of Resolution	Type of Resolution	No. of Votes Polled	Votes Cast in Favour		Votes Cast in Against	
			No. of Votes	%	No. of Votes	%
Appointment of Mr. Aman Arora <b>(DIN: 10328333)</b> as an Independent Director of the Company	Special Resolution	4,17,39,662	4,17,39,235	99.999	427	0.001

#### Procedure for Postal Ballot:

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and read with the General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, respectively issued by the Ministry of Corporate Affairs.

#### Details of special resolution proposed to be conducted through postal ballot

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

### Means of Communications

The company promptly discloses information on material corporate developments and other events as required under Listing Regulations. Such timely disclosures indicate the good corporate governance practices of the Company. For this purpose, it provides multiple channels of communications through dissemination of information on the on - line portal of the Stock Exchanges, press releases, the Annual Reports and by placing relevant information on its website.

#### Publication of Financial Information:

Quarterly, half-yearly and Annual Financial results of the Company were published in leading English and vernacular newspapers viz. Financial Express(English), Business Standard (English), Business Standard (Hindi) and Jansatta.

It is also displayed on official news releases; and presentation made to institutional investors or to the analysts: Relevant information is displayed on the website of the Company at <https://www.sircapaints.com>

#### Website and News Releases:

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'investor relation' on the Company's website gives information on various announcement made by the Company, Annual reports, quarterly/half yearly/Nine-months and Annual financial results along with the applicable policies of the Company. The Company's official new releases and presentations made to the institutional investors and analyst are also available on the Company's website <https://www.sircapaints.com>. Quarterly compliance reports and other relevant information of interest to the investors are also placed under the Investor Relation sections on the Company's website.

#### Stock Exchange:

The Company's Equity Shares are listed on the BSE Limited and the National Stock Exchange of India Limited.

<b>BSE Limited ("BSE")</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	<b>National Stock Exchange of India Limited ("NSE")</b> Exchange Plaza, Bandra-Kurla Complex Bandra (E), Mumbai - 400051
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The annual listing fees of the BSE and the NSE for the financial year 2023-24 have been paid



**Stock Code:**

Stock Exchange	Code
BSE	543686
NSE	SIRCA

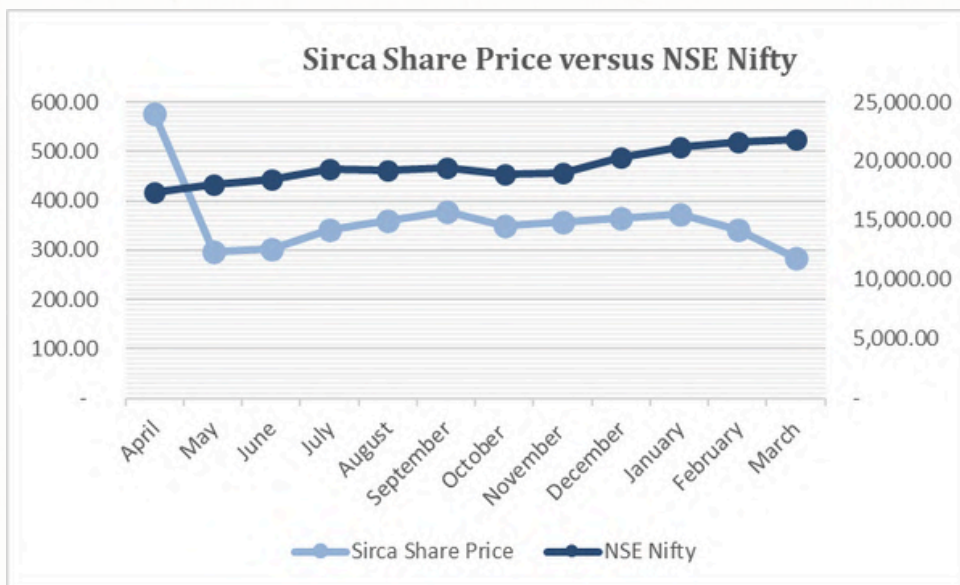
ISIN: INE792Z01011

**General Shareholder Information**

<b>Corporate Identity Number (CIN)</b>	<b>L24219DL2006PLC145092</b>
<b>Registered Office</b>	G-82, Kirti Nagar, Delhi-110015
<b>Website/Email</b>	<b>Website:</b> <a href="http://www.sircapaints.com">www.sircapaints.com</a> <b>Email:</b> <a href="mailto:cs@sircapaints.com">cs@sircapaints.com</a>
<b>Date, time and venue of Annual General Meeting</b>	The ensuing AGM of the Company will be held on Thursday, August 29, 2024 at 12:30 P.M through Video conferencing or Other Audio-Visual means. Notice of the ensuing AGM is separately provided alongwith the Annual Report.
<b>Financial Calendar</b>	April – March
<b>Financial reporting for the quarter ending 30th June, 2024</b>	July-August, 2024
<b>Financial reporting for the quarter ending 30th September, 2024</b>	October-November, 2024
<b>Financial reporting for the quarter ending 31st December, 2024</b>	January-February, 2025
<b>Financial reporting for the year ending 31st March, 2025</b>	April-May, 2025
<b>Dividend Payment Date</b>	Dividend, when declared, will be payable 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 Thursday, August 22, 2024 and to the Beneficiary holders as per the beneficiary list as on Thursday, August 22, 2024 provided by National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”).
<b>Date of Book Closure</b>	<b>Friday, August 23, 2024 to Thursday, August 29, 2024</b> (both days inclusive) for the purpose of Annual General Meeting and Dividend.
<b>Depositories</b>	<b>NSDL</b> <b>Address:</b> Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 <b>CDSL</b> <b>Address:</b> Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013  Payment of Depository Fees: Annual Custody/Issuer fees is being paid by the Company within the due date based on invoices received from the Depositories.
<b>International Securities Identification Number (ISIN)</b>	<b>INE792Z01011</b>
<b>Registrar &amp; Share Transfer Agents (RTA):</b>	KFin Technologies Limited  Reg: Selenium Building, Tower- B, Plot No. 31 & 32, Financial District, Nanakramguda, serilingampally, Hyderabad, Rangareddy, Telangana, India-500032 Ph: 40-23312454

**Market Price Data: Month wise High, Low of the Company's Equity Shares during the financial year 2023-24 at NSE are given below:**

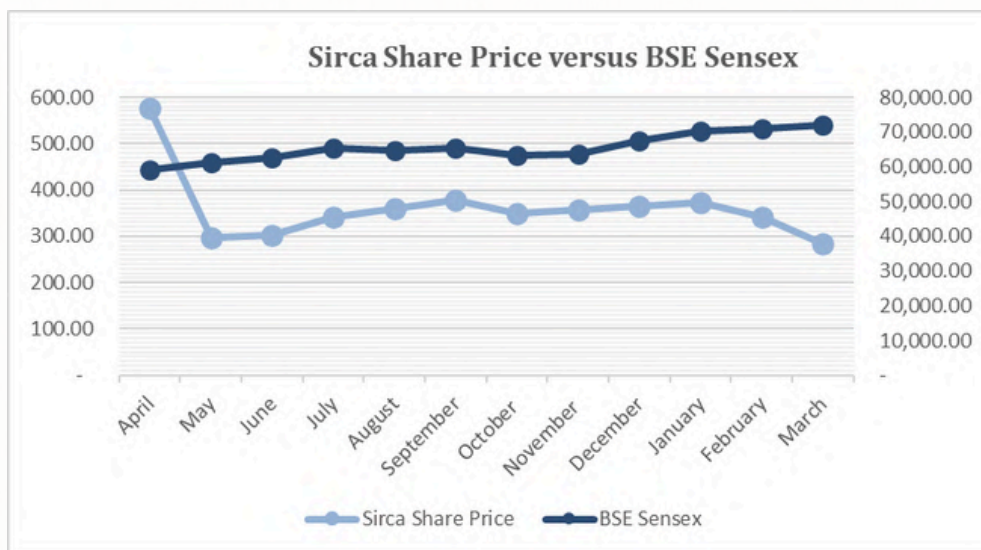
Month	High	Low
April	665.95	575.25
May	634.95	297
June	363.90	301.55
July	379.25	342.45
August	433.65	359.35
September	428.50	378.00
October	397.70	349.10
November	399.00	357.55
December	418.35	366.85
January	444.00	374.00
February	390.20	341.10
March	360.00	282.05



**The aforesaid chart is based on the monthly low of closing price of the shares of Sirca Paints India Limited (SPIL) at NSE and monthly low of closing NSE Nifty.**

**Market Price Data: Month wise High, Low of the Company's Equity Shares during the financial year 2023-24 at BSE are given below:**

Month	High	Low
April	665.00	575.65
May	635.40	297.25
June	396.85	301.00
July	379.70	342.50
August	432.40	359.40
September	428.15	378.00
October	397.95	350.00
November	396.15	357.00
December	418.65	365.15
January	443.90	373.85
February	389.60	341.05
March	364.90	283.50



**The aforesaid table is based on the closing price of the shares of Sirca Paints India Limited (SPIL) and closing of BSE Sensex as available at BSE website.**

### Share Transfer System:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form.

Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc.

The requests for transmission or transposition of securities held in physical form are registered and returned within a period of 15 days from the date of receipt in case the documents are complete in all respects. The same are placed for consideration of the Stakeholders' Relationship Committee

After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

### Distribution of shareholdings as on 31st March, 2024:

Range of Shareholding Nominal Value	No. of Shareholders	Percentage of Shareholders	Total No. of Shares Held	Total percentage of Shareholding
<b>1 - 500</b>	54439	94.88	3632507	6.63
<b>501 -1000</b>	1497	2.61	1134326	2.07
<b>1001 - 2000</b>	734	1.28	1082846	1.98
<b>2001 - 3000</b>	304	0.53	771247	1.41
<b>3001 -4000</b>	95	0.17	342128	0.62
<b>4001 -5000</b>	72	0.13	346894	0.63
<b>5001 -10000</b>	116	0.20	849196	1.55
<b>10001- 20000</b>	62	0.11	873888	1.59
<b>20001 and above</b>	57	0.10	45775768	83.52
<b>TOTAL</b>	<b>57376</b>	<b>100.00</b>	<b>54808800</b>	<b>100.00</b>

Category of Shareholders	No of shares	% of Total No. of Shares
<b>A. Promoters</b>		
a) Individual/ HUF	26711054	48.74
b) Foreign Bodies	10310966	18.82
<b>Total Shareholding of Promoter(s) and Promoter(s) Group (A)</b>	<b>37022020</b>	<b>67.55</b>
<b>B. Public Shareholding</b>		
<b>1. Institutions</b>		
a) Mutual Funds	34190	0.06
b) Foreign Institutional Investors	903,913	1.65
c) Qualified Institutional Buyer	378000	0.69
<b>Sub-total (B)(1):-</b>	<b>1316103</b>	<b>2.40</b>
<b>2. Non-Institutions</b>		
a) Bodies Corp	826404	1.51
b) Individuals		
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	7574631	13.82
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	5480913	10.00
Clearing Members	232	0.00
Foreign Bodies	2100000	3.83
Non Resident Indians	344963	0.63
Non Resident Indians (Non Repatriation)	143534	0.26
<b>Sub-total (B)(2):-</b>	<b>16470677</b>	<b>30.05</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>17786780</b>	<b>32.45</b>
<b>Grand Total (A+B)</b>	<b>54808800</b>	<b>100</b>

### Dematerialization of shares and liquidity:

Shareholders seeking dematerialisation of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificate along with demat request form to the Registrar and Share Transfer Agent (the "Registrar") of the Company. Upon receipt of the request and share certificate, the Registrar will verify the same and will confirm the demat request. On confirmation, the demat account of the respective shareholder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder through their respective DPs.

As on 31st March, 2024 Company is listed on both Exchanges i.e. BSE & NSE and 99.99% of the paid-up share capital of the Company is in dematerialized forms, except the shares of, 1615 Number of Equity Shares.

### Outstanding GDRs / ADRs or warrants or any Convertible Instruments, conversion date and any likely impact on equity:

Outstanding GDRs / ADRs or warrants or any Convertible Instruments, conversion date and any likely impact on equity:

### Commodity price risk or foreign exchange risk and hedging activities:

With reference to Circular bearing Ref. No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated 15th November, 2018 issued by Securities and Exchange Board of India, on disclosures regarding commodity risks by listed entities, the Company is actively working on mitigating commodity risks and foreign exchange risks.

### Commodity Risk

Commodity risk is an integral spectrum of the risk framework of the Company and impacts its financial performance upon fluctuations in the prices of the commodities that are out of control of the Company and are primarily driven by external market forces, government policies and international market changes. The Company does not undertake any commodity hedging activities on any exchange but procures raw materials which are derivatives of various commodities. The Company has a robust framework and governance mechanism in place that ensures Company's interests are protected despite volatility in prices and availability.

### Foreign Exchange Risk

The Company is exposed to the risks associated with fluctuations in foreign exchange rates mainly on import of raw materials. It has a well-structured foreign exchange risk management policy. The Company actively monitors the foreign exchange movements and takes forward covers as appropriate to reduce the risks associated with transactions in foreign currencies. Please refer to Note No. 43(d)(i) of Notes to the Standalone Financial Statements towards exposure to currency risk.

### Dividend:

Dividend Details
1st Final dividend for FY 2018 -19 of Rs.1 Per equity share declared on 06th September, 2019
1st Interim Dividend for FY 2019 - 20 of Rs.1.50 Per Equity share declared on 28th February,2020
2nd Final Dividend for FY 2020-21 of Rs.1.50 Per Equity share declared on 06th August, 2021
3rd Final Dividend for FY 2021-22 of Rs.2 Per Equity share declared on 25th July, 2022
4th Final Dividend for FY 2022-23 of Rs.1.5 Per Equity share declared on 25th August, 2023
5th Final Dividend for FY 2023-24 of Rs. 1.5 Per Equity Share recommended by the Board of Directors at its meeting held on 18th May, 2024

The Company provides the facility for remittance of dividend to members through NACH (National Automated Clearing House) / NEFT(National Electronic Funds Transfer).

Members who have not opted for remittance of dividend through electronic mode and wish to avail the same are required to provide their bank details, including IFSC (Indian Financial System Code) and MICR (Magnetic Ink Character Recognition), to their respective Depository Participants (DPs) for shares held in electronic form or to the Company's RTA held in physical form, as the case may be in order to ensure safe and speedy credit of their dividend into their Bank account.

Dividend income is taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend (TDS) paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Further details in this regard have been made available in the Notice for the Company's 19th Annual General Meeting forming part of this Annual Report.

The Company sends TDS certificate to the shareholders at their registered email id or postal address, as the case may be, post payment of the dividend.

### Details of Unclaimed Dividend

The details of the outstanding unclaimed dividend as on 31st March, 2024 and corresponding due dates for transfer to EPF are as under:

Particulars of Dividend	Amount (in Rs)	Due Dates of Transfer to IEPF
Final Dividend 2018-2019	4800	October 06, 2026
Interim Dividend 2019-2020	31,272	March 30, 2027
Final Dividend 2020-2021	42,893	September 05, 2028
Final Dividend 2021-2022	33,397	August 23, 2029
Final Dividend 2022-2023	28, 248	September 23, 2030

### Plant Locations:

The Company's plants, which are operative, are located at:

Sr. No	Location Address	Nature of Location Products Manufactured
1.	1633, HSIIDC, INDUSTRIAL ESTATERAI, SUB TEHSIL RAI, DISTT. SONIPAT-131029, HARYANA	Manufacturing Plant
2.	SIRCA PAINTS IND LTD, UNIT II KHASRA NO-9/4/2 VILL-NATHUPUR TAHSIL RAI SONIPAT HR-131029	Manufacturing Plant
3.	KH. NO. 39//6/2/2 MIN, 15/1 MIN, OF VILLAGE NATHUPUR, DISTT. SONEPAT (HARYANA) -131029	Manufacturing Plant

### Confirmation of Compliance with the Corporate Governance Requirements Specified in Regulation 17 to 27 and Clauses (B) to (I) of Sub-Regulation 2 of Regulation 46 of SEBI Listing Regulations

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance

## Reporting of Internal Auditor

The Internal auditors of the Company reports to the Audit Committee

## Details of Public Funding Obtained:

During the FY 2023-24, the Company has not raised any moneys by way of initial public offer or further public offer

## Related Party Transactions

Related Party Transactions are defined as transfer of resources, services or obligations between the company, its subsidiaries and their related parties, regardless of whether a price is charged. As per Listing Regulations, there have been no materially significant related party transactions with Company's subsidiaries, promoters, directors or the management or their relatives or companies controlled by them etc., which may have conflict with the interest of the Company at large.

Details on Related Party Transactions are shown in note number 41 in the standalone for the financial year ended March 31, 2024.

In compliance of the provisions of Listing Regulations, the policy on dealing with Related Party Transactions has been uploaded on the website of the Company at the following link: <https://www.sircapaints.com/investors/#policies>

## Particulars of Senior Management of Sirca Paints India Limited

Name of Senior Management Personnel	Category
Mr. Opendar Krishan Kaul	President-Sales
Mr. Chirag Goel	Chief Operating Officer
Ms. Shallu	Chief Financial Officer
Mr. Hira Kumar	Company Secretary cum Compliance Officer

Mr. Suraj Singh has resigned as Company Secretary cum Compliance Officer with effect from October 09, 2023

## Regulation 34(3) compliance of SEBI Listing Regulations

The Company is in compliance with the disclosures required to be made under this report in accordance with the Act and regulation 34(3) read with Schedule V to the SEBI Listing Regulations.

### Other Disclosure:

- The Board has received disclosures from senior management relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.
- There was no non-compliance during the year by the Company on any matter related to Capital Market. There were no penalties imposed on the Company by the Stock Exchanges, Securities and Exchange Board of India or any statutory authority.
- Material Subsidiaries: The Company does not have a material subsidiary as defined under Regulation 16(1)(c) of the SEBI Listing Regulations.
- The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics policy. The said policy has been posted on the Company's website. The Company affirms that no personnel have been denied access to the Audit Committee of Directors.
- All mandatory requirements as per Listing Regulations have been complied with by the Company.



6. Disclosure of instances along with the reasons, where the Board of Directors had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the financial year 2023-24:

There was no instance during the financial year 2023-24, where the Board of Directors did not accept the recommendation of any Committee of the Board which it was mandatorily required to accept.

7. The Company has complied with mandatory requirement of the SEBI Listing Regulations. In compliance with the said Regulations, the Company has obtained a certificate from Practicing Company Secretary regarding compliance of conditions of Corporate Governance. The said certificate is annexed to this Report.

Also, certificate from Practicing Company Secretary has been obtained to the effect that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board or Ministry of Corporate Affairs or any other Statutory Authorities. The said certificate is annexed to this Report

8. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part:

**(Amount in Lakhs)**

Name of Entity	Fees Paid During FY 2023-24
Sirca Paints India Limited	9.025
Sirca Industries Limited	0.20

9. Disclosures with respect to demat suspense account/ unclaimed suspense account
- (a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; NIL
- (b) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year; NIL
- (c) Number of shareholders to whom shares were transferred from suspense account during the year; NIL
- (d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; NIL
- (e) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. NIL
10. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
- (a) Number of complaints filed during the financial year 2023-24: Nil
- (b) Number of complaints disposed of during the financial year 2023-24: Nil
- (c) Number of complaints pending as on end of the financial year 2023-24: Nil
11. Disclosure by listed entity and its subsidiaries of loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

There are no loans and advances in the nature of loans to firms/companies in which directors are interested as on 31st March, 2024.

## CEO/CFO Certification

A certificate from the CEO and CFO as specified in Part B of Schedule II in terms of Regulation 17(8) of the SEBI Listing Regulations, was placed before the meeting of the Board of Directors held on 18th May, 2024, to approve the Audited Financial Results and Audited Financial Statements of the Company for the financial year ended 31st March, 2024. The Said Certificate is enclosed with the Annual report as annexure to the Corporate Governance Report.

Particulars	Regulations	Details	Website
<b>Related Party Transactions</b>	Regulation 23 of SEBI Listing Regulations and as defined under the Companies Act, 2013.	<ul style="list-style-type: none"> <li>No material significant transactions that may have potential conflict with the interests of the Company have occurred during the financial year 2023-24.</li> <li>The POLICY ON DEALINGS &amp; MATERIALITY OF RELATED PARTY TRANSACTIONS placed on the website of the Company.</li> </ul>	<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>
<b>Details of Non - compliance by the Company, penalty, strictures imposed on the Company by the Stock Exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets</b>	Schedule V Part C Point 10(b) to the SEBI (LODR) Regulations, 2015.	The Company has complied with the requirements of the Stock Exchanges/ SEBI and other statutory authorities as applicable. No penalty or strictures were imposed on the Company by these authorities.	N.A.
<b>Whistle Blower Policy and Vigil Mechanism</b>	Regulation 22 of SEBI (LODR) Regulations, 2015.	<p>The Company has adopted a Vigil Mechanism and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior.</p> <p>The said policy has been uploaded on the website of the Company.</p>	<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>
<b>Policy on Archival and Preservation of Documents</b>	Regulation 9 of SEBI Listing Regulations	The Company has adopted a Policy on Archival and Preservation of Documents.	<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>
<b>Details of compliance with the mandatory requirements and adoption of non-mandatory requirements of SEBI (LODR) Regulations, 2015, relating to Corporate Governance</b>	Regulation 27(1) as specified in Part E of Schedule II of SEBI (LODR) Regulations, 2015.	The Company has complied with all mandatory requirements listed in Regulation 27(1) as specified in Part E of Schedule II of the SEBI Listing Regulations.	<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>
<b>Accounting Treatment and Compliance with Accounting Standards</b>	Companies (Indian Accounting Standards (IND AS) Rules, 2015 under Section 133 of the Companies Act, 2013.	<ul style="list-style-type: none"> <li>The Company has followed and prepared the Financial Statements in accordance with the Indian Accounting Standards (IND AS).</li> <li>The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.</li> </ul>	-
<b>Code of Conduct</b>	Para D of Schedule V of SEBI (LODR) Regulations, 2015.	<ul style="list-style-type: none"> <li>In compliance with Regulation 26(3) of the Listing Regulations and the Companies Act, 2013, adopted, framed a Code of Conduct and posted on the website of the company.</li> <li>The Code is applicable to the members of Board, the executive officers and all employees of the Company.</li> <li>Declaration of code of conduct is given as below Table</li> </ul>	<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>

Particulars	Regulations	Details	Website
<b>Prevention of Insider Trading</b>	SEBI (Prohibition of insider trading) Regulations, 2015.	<ul style="list-style-type: none"> <li>The board has laid down Code of Conduct for insider trading in Compliance with regulation;</li> <li>All the directors and Senior Management Personnel who are expected to have access to Unpublished Price Sensitive Information concerning the Company, is responsible for adherence to this code.</li> </ul>	<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>
<b>Dividend Distribution Policy</b>	Regulation 43A SEBI (LODR) Regulations, 2015.	The Company has adopted the Dividend Distribution Policy to determine the distribution of dividends in accordance with the provisions of applicable laws.	<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>

## DECLARATION

**(Pursuant to Schedule V of SEBI**

**(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

I, **Sanjay Agarwal, Chairman cum Managing Director of the Company**, do hereby declare that all the Board members and senior management personnel of the Company affirmed compliance with the code of conduct, adopted by the Company, for the Board of Directors and Senior Management of the Company.

**Sd/-**

**SANJAY AGARWAL**

**DIN: 01302479**

**Chairman cum Managing Director**

New Delhi, July 05, 2024

## CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,

The Members of

**Sirca Paints India Limited**

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

We have examined the compliance of conditions of corporate governance by Sirca Paints India Limited (“the Company”) for the Financial year ended March 31st, 2024 as stipulated under Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated under Listing Regulations for the year ended 31 March 2024.

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

**For Vinod Kumar & Associates**

**Practicing Company Secretary**

**Sd/-**

**(Vinod Kumar)**

**Membership No. 56999, C.P. No. 21530**

**PR: 3221/2023**

**UDIN: A056999F000680908**

**New Delhi, July 05 2024**

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

**Sirca Paints India Limited**

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sirca Paints India Limited, having CIN:L24219DL2006PLC145092 and having registered office at G-82, Kirti Nagar, Delhi-110015 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr.No	Name of the Director	DIN / PAN	Date of Appointment
1	Mr. Sanjay Agarwal	01302479	19/01/2006
2	Mr. Apoorv Agarwal	01302537	19/01/2006
3	Mr. Gurjit Singh Bains	01977032	19/01/2006
4	Mr. Sanjay Kapoor	00383275	14/12/2017
5	Mr. Aman Arora	10328333	11/11/2023
6	Mr. Ugo Pelosin	08196294	27/09/2018
7	Mrs. Anu Chauhan	08500056	04/07/2019
8	Mr. Shyam Lal Goyal	08815530	18/09/2020

Ensuring the eligibility for the appointment /continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Vinod Kumar& Associates**  
**Practicing Company Secretary**

**Sd/-**

**(Vinod Kumar)**

**Membership No. 56999, C.P. No. 21530**

**PR: 3221/2023**

**UDIN: A056999F000680908**

**New Delhi, July 05 2024**

## CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF SIRCA PAINTS INDIA LIMITED

To,

The Board of Directors

**Sirca Paints India Limited**

- A.** We have reviewed financial statements and the cash flow statement of Sirca Paints India Limited for the year ended March 31st, 2024 and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D.** We have indicated to the auditors and the Audit committee, wherever applicable:
- Significant changes in internal control over financial reporting during the year;
  - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Sd/-**  
**SANJAY AGARWAL**  
**Chairman cum Managing Director**

**Sd/-**  
**SHALLU**  
**Chief Financial Officer**

New Delhi, May 18, 2024

## ANNEXURE 'B' TO THE DIRECTOR'S REPORT

### Form AOC-1

#### (Pursuant to first provision to sub section (3) of section 129 Read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries or Associate companies or Joint ventures

#### Part- A Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

1. CIN: U24290DL2020PLC359767
2. Name of the subsidiary: Sirca Industries Limited
3. The date since when subsidiary was Incorporated: 03rd Day of January, 2020
4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period: N.A.
5. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries: N.A.
6. Share capital: Rs. 10,00,000
7. Reserves and surplus: (4,88,861)
8. Total assets: 5,32,039
9. Total Liabilities: 5,32,039
10. Investments: NIL
11. Turnover: NIL
12. Profit before taxation: NIL
13. Provision for taxation: NIL
14. Profit after taxation: NIL
15. Proposed Dividend: NIL
16. Extent of shareholding (in percentage): 100%

#### Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations as on 31st March, 2024- Nil
2. Names of subsidiaries which have been liquidated or sold during the year- Nil

**Since the company does not have any Associates or Joint Ventures, information pertaining to Part "B" to this form relating to Associates and Joint Ventures is not given**

**For and on behalf of the Board  
Sirca Paints India Limited**

Sd/-

**SANJAY AGARWAL**

**DIN: 01302479**

**Chairman cum Managing Director**

Sd/-

**APOORV AGARWAL**

**DIN: 01302537**

**Joint Managing Director**

**New Delhi, July 05, 2024**



## ANNEXURE 'C' TO THE DIRECTOR'S REPORT

### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

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

To,  
**The Members,**  
**Sirca Paints India Limited,**  
**CIN: L24219DL2006PLC145092**  
**G-82, Kirti Nagar, Delhi-110015**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SIRCA PAINTS INDIA LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (ECB).
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
  - e. SEBI (Issue and Listing of Non-convertible Redeemable Preference shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. **(Not Applicable to the Company during the Audit Period)**
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. **(Not Applicable to the Company during the Audit Period)**
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Audit Period)**
- (vi) The management has confirmed that other laws applicable as mentioned below to the Company are complied with:

- a) The Information Technology Act, 2000 and the rules made thereunder;
- b) The Environment (Protection) Act, 1986 and the rules made there under;
- c) The Factory Act, 1948 and the rules made there under;
- d) The Manufacture and other waste (Management and Trans boundary Movement) Rules, 2016;
- e) The Manufacture, Storage, and import of Hazardous Chemicals rules, 1989
- f) The Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control pollution) Rules, 1975.
- g) The Air (Prevention and Control of Pollution) Act, 1981 and the Air (Prevention and Control of Pollution) Rules, 1982;
- h) The Indian Contract Act, 1872, as amended from time to time;
- i) The Trade Mark Act, 1999, as amended from time to time;
- j) Legal Metrology Act, 2009, as amended from time to time; and
- k) Micro, Small and Medium Enterprises Development Act, 2006, as amended from time to time;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (iii) Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited

During the year under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines and Standard mentioned above.

**We report that,** the compliance by the company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professionals.

**We further report that:**

1. The Board of directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
2. Adequate notice of meetings of the Board of Directors were given to all directors and agenda and detailed agenda notes in respect of such meetings, except where consent of the directors was received for scheduling meeting at a shorter notice, were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

**We further report that,** based on the information provided and the representation made by the company and also on the review of the compliance certificates/ report taken on record by the Board of Directors of the company, in my opinion there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that:**

- a. The company is in under process of complying with the FEMA provisions with respect to non-filing of FC-TRS for the financial year 2008-09 and 2009 -2010.

and except the above, there were no other specific actions/events in pursuance of the above-referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

**For Vinod Kumar & Associates  
Practicing Company Secretary**

**Sd/-**

**Vinod Kumar**

**M.NO: 56999,C.P.NO: 21350**

**PR:3221/2023**

**UDIN:A05699F000680897**

**Date : 05.07.2024**

**Place: Delhi**

**Note: This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.**

## Annexure to the Secretarial Audit Report

To,

The Members of

**Sirca Paints India Limited**

**CIN: L24219DL2006PLC145092**

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

1. The Secretarial Audit Report of even date is to be read along with this letter.  
Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Vinod Kumar & Associates**  
**Practicing Company Secretary**

Sd/-

**(Vinod Kumar)**

**Membership No. 56999, C.P. No. 21530**

**PR: 3221/2023**

**UDIN: A056999F000680908**

New Delhi, July 05 2024

## ANNEXURE 'D' TO THE DIRECTOR'S REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2023-24

1. A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be taken

To support and endeavor to bring about positive difference to communities where we exist. Through the CSR initiatives, the Company strives to provide equitable opportunities for sustainable growth, thereby aligning with our goal to build Sirca Paints India Limited into an organization which maximizes Stakeholders Value. The Company would engage in activities whereby business further contributes to make a positive and distinguishing impact on the environment, customers and other stakeholders. Core areas as per the CSR Policy - Education, Sports, Health & Medical Care, Community at large, Environment etc. The Company's CSR policy can be accessed on: <https://www.sircapaints.com/investors/#policies>

2. Composition of the CSR Committee

Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held	Number of meetings of CSR Committee attended during the year
Mr. Sanjay Agarwal	Chairman cum Managing Director-Chairperson	4	4
Mr. Apoorv Agarwal	Joint Managing Director-Member	4	4
Mrs. Anu Chauhan	Independent Director-Member	4	4

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company

Composition of the CSR Committee shared above and is available on the Company's website on <https://www.sircapaints.com/investors/#COMMITTEES>  
 CSR Policy - <https://www.sircapaints.com/investors/#policies>  
 CSR Projects - <https://www.sircapaints.com/investors/#corporate-social-responsibility-head>

4. Details of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report)

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
NIL		

6. Average net profit of the Company for the three immediately preceding financial years

**Rs. 42,06,23,256/-**

(Rupees Forty-Two Crore Six Lakh Twenty-Three Thousand Two Hundred Fifty-Six Only)

7. a) Two percent of average net profit of the Company as per Section 135(5)

**Rs. 84,12,465/-**

(Rupees Eighty-Four Lakh Twelve Thousand Four-Hundred Sixty-Five Only)

b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years

NIL

c) Amount required to be set off for the financial year, if any NIL

d) Total CSR obligation for the financial year (7a+7b-7c) **Rs. 84,12,465/-**  
(Rupees Eighty-Four Lakh Twelve Thousand Four-Hundred Sixty-Five Only)

8. a) CSR amount spent or unspent for the financial year

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
<b>Rs. 85,00,000/-</b>	NIL		Not Applicable		

b) Details of CSR amount spent against ongoing projects for the financial year

The Company does not have any ongoing Project during the Financial year 2023-24.

c) Details of CSR amount spent against other than ongoing projects for the financial year

Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project.		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of Implementation - through Implementing Agency	
			State	District			Name	CSR Registration number
Education	Education of underprivileged children of society	Yes	Delhi	West Delhi	2,00,000	Indirect	Shikshyaly	CSR00019440
Women Skill Development	promoting gender equality, empowering women	Yes	Himachal Pradesh, Uttarakhand		83,00,000	Indirect	Be Kind	CSR00043565
<b>Total</b>					<b>85,00,000/-</b>			

d) Amount spent in Administrative Overheads NIL

e) Amount spent on Impact Assessment, if applicable NIL

f) Total amount spent for the Financial Year (8b+8c+8d+8e) **Rs. 85,00,000/-**

g) Excess amount for set off, if any

Particulars	Amount
Two percent of average net profit of the Company as per Section 135(5)	<b>Rs. 84,12,465/-</b>
Total amount spent for the financial year	<b>Rs. 85,00,000/-</b>
Excess amount spent for the financial year	Rs. 87,535/-
Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
Amount available for set off in succeeding financial years	<b>Rs. 87,535/-</b>

Note: The Excess amount spent in the current financial year will not be carried forward to succeeding financial years.

9. a. Details of Unspent CSR amount for the preceding three financial years:

Amount transferred to Unspent CSR Account under Section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years (in Rs.)
		Name of the Fund	Amount (in Rs.)	Date of transfer	
<b>NA</b>					

- b. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s)

Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project - Completed / Ongoing
<b>NIL</b>							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:

Nil

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5)

Not Applicable

Place: Delhi

Date: July 05, 2024

Sd/-

**SANJAY AGARWAL**

**(Chairman cum Managing Director)**

**Chairman of the Committee**

## ANNEXURE 'E' TO THE DIRECTORS' REPORT

### BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

Sirca Paints India Limited ('Sirca') is one of the leading brands for wood coating products in India, with over two decades of experience in the industry. The Company is engaged in the manufacturing and sales of wood coatings and other decorative paints, under its owned or exclusively licensed brands such as Sirca, Unico, San Marco and Durante Vivan, and is also geared to begin exporting its products in some of the South Asian countries shortly. Sirca is significantly expanding its domestic footprint by setting up additional manufacturing facilities & infrastructure to strengthen its position in the East, West and South Indian markets.

#### SECTION A: GENERAL DISCLOSURE

##### I. Details of the listed entity

1.	<b>Corporate Identity Number (CIN)</b>	L24219DL2006PLC145092	
2.	<b>Name of the Listed Entity</b>	Sirca Paints India Limited	
3.	<b>Year of incorporation</b>	2006	
4.	<b>Registered Office Address</b>	G-82 Kirti Nagar West Delhi 110015	
5.	<b>Corporate address</b>	Same as mentioned above	
6.	<b>E-mail</b>	<a href="mailto:Cs@sircapaints.com">Cs@sircapaints.com</a>	
7.	<b>Telephone</b>	011-42083083	
8.	<b>Website</b>	<a href="https://www.sircapaints.com/">https://www.sircapaints.com/</a>	
9.	<b>Date of Start of Financial Year</b>	<b>Start Date</b>	<b>End date</b>
	<b>Financial Year</b>	1st April, 2023	31st March, 2024
	<b>Previous Year</b>	1st April, 2022	31st March, 2023
	<b>Prior To Previous Year</b>	1st April, 2021	31st March, 2022
10.	<b>Name of the Stock Exchange(s) where shares are listed</b>	1.BSE Limited (BSE), 2.National Stock Exchange of India Limited (NSE)	
11.	<b>Paid-up capital</b>	INR 54,80,88,000.00/- divided into 5,48,08,800.00/- Equity Shares of INR 10 each	
12.	<b>Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report:</b>	Name: Hira Kumar Designation: Company Secretary & Compliance Officer Tel.no: 011-42083083 Email: <a href="mailto:cs@sircapaints.com">cs@sircapaints.com</a>	
13.	<b>Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken, together).</b>	This report is based on standalone basis	

##### II. Products/Services

##### 14. Details of business activities (accounting for 90% of the turnover):

S.No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Import & Trading of Paints products	Import & Trading of Paints products	71.53%
2.	Manufacturing of Paints	Manufacturing of Paints	28.47%

##### 15. Name Products/Services sold by the entity (accounting for 90% of the entity's turnover):

S.No.	Products/Services	NIC Code	% of Turnover of the entity
1.	Import & Trading of Paints products	46634	71.53%
2.	Manufacturing of Paints	20221	28.47%

### III. Operations

#### 16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	2	15	17
International	0	1	1

#### 17. Market served by the entity:

##### a. Number of locations:

Location	Number
National (No. of States)	11
International (No. of Countries)	1

##### b. What is the contribution of exports as a percentage of the total turnover of the entity?

The percentage of total turnover of the company for contribution of exports is 0.34%.

##### c. A brief on type of customers.

The Company primarily caters to two customer segments:

###### Retail

The Company caters to retail customers through its strong & growing distribution network of more than 2334 dealers, further supported by a branch & depot network of 11 across its key markets. The retail customer segment contributes to nearly 70% of the revenue stream.

###### OEMs

Since the Company's beginning, Sirca has collaborated with furniture and fixture manufacturers. Sirca's products are a result of several collaborations and thorough understanding of OEM needs. OEMs have also been early adopters of premium wood coating solutions in India. Sirca is the primary and, in many cases, the only choice for furniture manufacturers when it comes to wood coatings. The Company has ensured utmost satisfaction and strong customer relationships by providing strong technical and after-sales support to OEMs. The OEM segment, where the Company works with a well-diversified clientele of around 787 clients, accounts for nearly 30% of the total revenue.

### IV. Employees

#### 18. Details as at the end of Financial Year i.e., 31.03.2024:

##### a. Employees and workers (including differently abled):

S. No.	Particulars	Total(A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
	<b>EMPLOYEES</b>	<b>443</b>				
1.	Permanent (D)	344	312	91%	32	9%
2.	Other than Permanent (E)	99	90	91%	9	9%
3.	<b>Total Employees (D+E)</b>	<b>443</b>	<b>402</b>	<b>91%</b>	<b>41</b>	<b>9%</b>
	<b>WORKERS</b>	<b>216</b>				
4.	Permanent (F)	171	161	94%	10	6%
5.	Other than Permanent (G)	45	44	98%	1	2%
6.	<b>Total workers (F + G)</b>	<b>216</b>	<b>205</b>	<b>95%</b>	<b>11</b>	<b>5%</b>



**b. Differently abled employees and workers:**

S. No.	Particulars	Total(A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
	<b>DIFFERENTLY ABLED EMPLOYEES</b>	0	0	0%	0	0%
1.	Permanent (D)	0	0	0%	0	0%
2.	Other than Permanent (E)	0	0	0%	0	0%
3.	<b>Total Differently Abled Employees (D+E)</b>	0	0	0%	0	0%
	<b>DIFFERENTLY ABLED WORKERS</b>	0	0	0%	0	0%
4.	Permanent (F)	0	0	0%	0	0%
5.	Other than Permanent (G)	0	0	0%	0	0%
6.	<b>Total Differently Abled workers (F + G)</b>	0	0	0%	0	0%

**19. Participation/Inclusion/Representation of women:**

	Total(A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	7	1	14.28%
Key Managerial Personnel	3	1	33.33%

**20. Turnover rate for permanent employees and workers**

	FY 2023-24			FY 2022-23			FY 2021-22		
	Male	Female	Total	Male	Female	total	Male	Female	Total
Permanent employees (%)	91%	9%	100%	85%	15%	100%	90%	10%	100%
Permanent workers (%)	95%	5%	100%	96%	4%	100%	92%	8%	100%

**V. Holding, Subsidiary and Associate Companies (including joint ventures)****21. (a) Names of holding / subsidiary / associate companies / joint ventures**

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding / Subsidiary / Associate / Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Sirca Industries Limited	Subsidiary	100%	No

**VI. CSR Details****22. (i) Whether CSR is applicable as section 135 of Companies Act, 2013: (Yes)**(ii) **Turnover (in Rs.):** 31,172.03 Lakh for the year ended March 31, 2024(iii) **Net Worth (in Rs.):** 30,871.81 Lakh for the year ended March 31, 2024**VII. Transparency and Disclosures Compliances****23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)  (If Yes, then provide web-link for grievance redress policy)	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	yes	0	0		0	0	0
Investors (other than shareholders)	yes	0	0		0	0	0
Shareholders	yes	0	0		0	0	0
Employees and workers	yes	0	0		0	0	0
Customers	yes	0	0		0	0	0
Value Chain Partners	yes	0	0		0	0	0
Other (please specify)	yes	0	0		0	0	0

## 24. Overview of the entity's material responsible business conduct issues:

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format

S. No.	Material issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Talent Management Acquisition & Retention	Risk	Risk of failure in any of the elements of talent management can impact Sirca Paints ability to grow and provide services to its customers.	At Sirca Paints, we follow industry best human resource practices such as to attract, develop, deploy and retain talent.	Negative
2	Training & Skill Development and Health & Wellness of employees	Opportunity	Employees are our biggest strengths and the ever evolving technology requires employees with right skill sand regular trainings.	At Sirca Paints, we follow industry best human resource practices to develop, deploy talent. The Company arranges several technical and personality development trainings for employees to up skill and make them be ready for any challenge they face.	Positive
		Risk	Adverse Health and Wellness condition directly impact son the health and morale of the employees besides productivity impact.		Negative
3	Environmental Sustainability	Risk	In view of Global Warming, environmental sustainability has become very crucial for all businesses.	The Company endeavors prevents pollution, reduces waste and minimizes the consumption of resources. We comply with applicable legal requirements which relate to our environmental aspects. We encourage environmental protection among employees and suppliers.	Negative
4	Governance	Opportunity	Sirca Paints ensures highest level of corporate governance and compliances with the statutory authorities.		Positive

**Note:** Please also Refer Risk Management Report, which forms Part of the Annual Report.

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9								
1(a)	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes								
1(b)	Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes								
1(c)	Web Link of the Policies, if available	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes								
2	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes								
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes								
4	Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes								
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes								
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes								
Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9								
Governance, leadership and oversight																		
7	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	Mr. Sanjay Agarwal, Chairman & Managing Director of the Company is the director responsible for the business responsibility report. He stated that the company have set targets to minimize our carbon footprint and resource consumption and our achievements include significant progress in water replenishment and thus strengthening our commitment of becoming water positive as well as improved transparency and engagement with stakeholders.																
8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies)	The Board is responsible for implementation and oversight of the business responsibility policies. The Board of Directors of the Company has empowered the Stakeholders Relationship Committee (SRC) to provide direction to the management and exercise oversight on the implementation of targets committed under ESG.																
9	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	<p>The Stakeholders Relationship Committee of the Board of Directors of the Company is responsible for providing direction to the management on ESG strategy and monitoring the progress and performance on its medium-term and long-term ESG commitments and targets. Composition of Stakeholder Relationship Committee:</p> <table border="1"> <thead> <tr> <th>Name of Director</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Anu Chauhan</td> <td>Non-Executive - Independent Director</td> </tr> <tr> <td>Gurjit Singh Bains</td> <td>Non-Executive - Non Independent Director</td> </tr> <tr> <td>Sanjay Kapoor</td> <td>Non-Executive - Independent Director</td> </tr> </tbody> </table>									Name of Director	Designation	Anu Chauhan	Non-Executive - Independent Director	Gurjit Singh Bains	Non-Executive - Non Independent Director	Sanjay Kapoor	Non-Executive - Independent Director
Name of Director	Designation																	
Anu Chauhan	Non-Executive - Independent Director																	
Gurjit Singh Bains	Non-Executive - Non Independent Director																	
Sanjay Kapoor	Non-Executive - Independent Director																	

## 10. Details of Review of NGRBCs by the Company:

Subject for Review		Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)									Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)									
		P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9	
Performance against above policies and follow up action		The policies of the Company are reviewed periodically / on a need basis by department heads / director / board committees / board members, wherever Applicable									Ongoing basis									
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances		The Company complies with all the applicable statutory requirements and rectifies, non-compliance, if any. This is reviewed by the Audit Committee.									Quarterly and as when required as per statutory requirements.									
<b>Disclosure Questions</b>		<b>P1</b>	<b>P2</b>	<b>P3</b>	<b>P4</b>	<b>P5</b>	<b>P6</b>	<b>P7</b>	<b>P8</b>	<b>P9</b>										
11.	Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency	No, The policies are reviewed on a periodic basis internally.																		
If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:																				
12.	The entity does not consider the Principles material to its business (Yes/No)	NA																		
	The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA																		
	The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA																		
	It is planned to be done in the next financial year (Yes/No)	NA																		
	Any other reason (please specify)	NA																		
<b>Web Link of the policies</b>																				
<b>Principal</b>		<b>Applicable Policies</b>									<b>Link for policies</b>									
Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability		Code of Conduct									<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>									
Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle		Environment, Health and Safety Policy.									<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>									
Principle 3: Businesses should promote the well-being of all employees		Code of Conduct & Internal HR Policies for Employees									<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>									
Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized		CSR Policy & Customer Policy.									<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>									
Principle 5: Businesses should respect and promote human rights		Code of Conduct.									<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>									
Principle 6: Businesses should respect, protect, and make efforts to restore the environment		Environment, Health and Safety Policy.									<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>									
Principle 7: Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner		NA									NA									
Principle 8: Businesses should support inclusive growth and equitable development		CSR Policy									<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>									
Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner		Customer Policy									<a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>									

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

### PRINCIPLE 1 BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.

ESSENTIAL INDICATORS					
1.	<b>Percentage coverage by training and awareness programmes on any of the Principles during the financial year:</b>				
	<b>FY 23-24</b>				
	<b>Segment</b>	<b>Total number of training &amp; Awareness programmes held</b>	<b>Topic/ Principles covered under the training and its impact</b>	<b>% age of persons in respective category covered by the awareness programmes</b>	
	Board of Directors	3 session	9 Principles	100%	
	Key Managerial Personnel	1 session	9 Principles	100%	
	Employees Other than BoD and KMPs	6 session	9 Principles	75%	
	Workers	7 session	9 Principles	90%	
2	<b>Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format</b>				
	<b>Monetary - FY 23-24</b>				
	<b>National Guidelines on Responsible Business Conduct (NGRBC) Principle</b>	<b>Name of the Regulatory/ Enforcement agencies/ judicial institutions</b>	<b>Amount (in ₹)</b>	<b>Brief of the Case</b>	<b>Has an appeal been preferred (Yes/No)</b>
	Penalty/Fine	NIL	NIL	NIL	NIL
	Settlement	NIL	NIL	NIL	NIL
	Compounding Fees	NIL	NIL	NIL	NIL
	<b>Non-Monetary - FY 23-24</b>				
	Imprisonment	NIL	NIL	NIL	NIL
	Punishment	NIL	NIL	NIL	NIL
3	<b>Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed</b>				
	<b>Case Details</b>	<b>Name of the regulatory/ enforcement agencies/ judicial institutions</b>			
	NIL	NIL			
4	<b>Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.</b>				
	<b>Yes, the Company has a published position statement on anti-corruption and anti-bribery. The same is available on the Company’s website at <a href="https://www.sircapaints.com">Investors - Sirca (sircapaints.com)</a></b>				
5	<b>Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:</b>				
	<b>There were no instances of any disciplinary action taken by any law enforcement agency for the charges of bribery/corruption against Directors/KMPs/employees/ workers.</b>				
6	<b>Details of Complaints with regards to conflicts of interest:</b>				

		FY 23-24		FY 22-23	
		Number	Remarks	Number	Remarks
	Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	-	NIL	-
	Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	-	NIL	-
<b>7</b>	<b>Provide details of any corrective action taken or underway on issues related to fines / penalties action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest</b>				
	Not Applicable				
<b>8</b>	<b>Number of days of accounts payables ((accounts payable *365)/cost of goods/services procured) in the following format:</b>				
		FY 2023-24		FY 2022-23	
	Number of day of accounts payables	38%		50%	
<b>9</b>	<b>Open-ness of business</b>				
	<b>Provide details of concentration of purchases and sales with trading houses, dealers, and related parties alongwith loans and advances &amp; investments, with related parties, in the following format:</b>				
	<b>Parameter</b>	<b>Metrics</b>		<b>FY 23-24</b>	<b>FY 22-23</b>
	Concentration of Purchases	a. Purchases from trading houses as % of total		40%	47%
		b. Number of trading houses where purchases are made from		47%	47%
		c. Purchases from top 10 trading houses as % of total purchases from trading houses		45%	45%
	Concentration of sales	a. Sales to dealers/distributors as % of total sales		73%	73%
		b. Number of dealers/distributors to whom sales are made		1943	1616
		c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors		24%	20%
	Share of RPTs in	a. Purchases (Purchases with related parties/Total Purchases)		NIL	NIL
		b. Sales (Sales to related parties/Total Sales)		NIL	NIL
		c. Loans & advances (Loans & advances given to related parties/Total loans & advances)		NIL	NIL
	<b>Leadership Indicators</b>				
<b>1</b>	<b>Awareness programmes conducted for value chain partners on any of the Principles during the financial year:</b>				
	FY 23-24				
	<b>Total number of awareness programmes held</b>	<b>Topics / principles covered under the training</b>	<b>%age of value chain partners covered (by value of business done with such partners) under the awareness programmes</b>		
	4	9 Principles	-		
<b>2</b>	<b>Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.</b>				
	Yes, A policy approved by the Board is in place providing the framework for the Company's Corporate Governance philosophy covering Directors, Senior Management and all employees. It addresses conflicts of interest along with related-party transactions; insider trading; compliance with laws, rules & regulations; fair dealing; ethical business practices; and protection and proper use of Company assets. The Company has Code of Conduct for Directors and senior management personnel. All the Directors and senior management personnel have confirmed compliance with the said code. (Weblink- <a href="http://investors-sirca.sircapaints.com">investors - sirca (sircapaints.com)</a> .)				

## PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

ESSENTIAL INDICATORS								
1	<b>Percentage of R&amp;D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&amp;D and capex investments made by the entity, respectively.</b>							
	<p>The Company is committed to offer products that meet internationally accepted green product standards. This commitment drives the team of dedicated professionals working at Company's partner's Research &amp; Technology Centre at Italy, where technology and innovation are the corner stones. Research, development and innovation through a structured approach to projects, as well as the constant improvement of process technologies, are essential for growth in new markets, but also for strengthening the company's core business. This cause positive environmental and social impacts.</p> <p>The products developed in the last one year are listed below:</p> <ul style="list-style-type: none"> <li>• Anti-bacterial Emulsion and Anti-viral Emulsion</li> <li>• Water based wood coating</li> </ul>							
2(a)	<b>Does the entity have procedures in place for sustainable sourcing? (Yes/No)</b>							
	<p>Yes, The Company maintains a healthy relationship with its service providers, vendors and other suppliers. The Company has developed supplier intimacy and goodwill which enables the Company to source quality raw materials even when there is scarcity of raw material in Market. We engage with local suppliers for sustainable sourcing. Adequate steps are taken for safety during transportation, which, in turn, help to mitigate the impact on climate</p>							
2(b)	<b>If yes, what percentage of inputs were sourced sustainably?</b>							
	More than 60% sourcing is done from manufacturers who have a formal sustainability programme.							
3	<b>Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for:</b>							
	<b>Reclaimed Products</b>			<b>Reclamation Process</b>				
	Plastics (including packaging)			Disposed as scrap to local scrap dealer				
	E-waste			Disposed as scrap to local scrap dealer				
	Hazardous waste and			Disposed as scrap to local scrap dealer				
	Other waste			Given to Authorized Recycler				
4.	<b>Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.</b>							
	Yes, EPR is applicable to the Company. As a responsible manufacturer, the Company has complied with the obligations as stipulated under the Plastic Waste management amended rules 2022 well before March 31, 2024.							
LEADERSHIP INDICATORS								
1	<b>Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?</b>							
	The Company is in the process of undertaking Life Cycle Perspective/Assessment (LCA)							
2	<b>If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.</b>							
	The details will be available and disclosed upon completion of Life Cycle Assessments of Key Products.							
3	<b>Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry)</b>							
	<b>Indicate Input Material</b>		<b>Recycled or re-used input material to total material</b>					
			<b>FY 23-24</b>		<b>FY 22-23</b>			
	<b>TiO2 Dust (in MT)</b>		NA					
	<b>Reclaimed Solvent (in MT)</b>							
	<b>Powder Fines (in MT)</b>							
	<b>Paint Sludge (in MT)</b>							
4	<b>Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:</b>							
			<b>FY 23-24</b>			<b>FY 22-23</b>		
			Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
	Plastics (including packaging) -MT		NA	NA	NA	NA	NA	NA
	E- Waste		NA	NA	NA	NA	NA	NA
	Hazardous waste		NA	NA	NA	NA	NA	NA
	Other waste, Paint Sludge (in MT)		NA	NA	NA	NA	NA	NA
5	<b>Reclaimed products and their packaging materials (as percentage of products sold) for each product category</b>							
	Our paints products are consumables and hence are non-retrievable at their end-of-life							

### PRINCIPLE 3 Businesses should provide goods and services in a manner that is sustainable and safe

ESSENTIAL INDICATORS													
1(a)	Details of measures for the well-being of employees:												
	FY 23-24												
	% of Employees Covered by												
	Category	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities		
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)		
	Permanent Employees												
	Male	312	152	49%	0	0%	0	0%	20	6%	0	0	
	Female	32	15	47%	0	0%	0	0%	0	0%	0	0	
	<b>Total</b>	<b>344</b>	<b>167</b>	<b>49%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>	<b>20</b>	<b>6%</b>	<b>0</b>	<b>0</b>	
	Other than Permanent Employees												
	Male	90	14	16%	0	0	0	0%	7	8%	0	0	
	Female	9	0	0%	0	0	0	0%	0	0%	0	0	
	<b>Total</b>	<b>99</b>	<b>14</b>	<b>14%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>7</b>	<b>7%</b>	<b>0</b>	<b>0</b>	
1(b)	Details of measures for the well-being of workers:												
	% of Workers Covered by												
		Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities		
			No(B)	% (B/A)	No(C)	% (C/A)	No(D)	% (D/A)	No. (E)	% (E/A)	No(F)	% (F/A)	
	Permanent Workers												
	Male	161	6	4%	0	0	0	0	0	3%	0	0	
	Female	10	0	0%	0	0	0	0	0	0%	0	0	
	<b>Total</b>	<b>171</b>	<b>6</b>	<b>4%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>3%</b>	<b>0</b>	<b>0</b>	
	Other than Permanent Workers												
	Male	44	0	0%	0	0	0	0	0	0%	0	0	
	Female	1	0	0%	0	0	0	0	0	0%	0	0	
	<b>Total</b>	<b>45</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>	
2	Details of retirement benefits, for Current FY and Previous Financial Year.												
	Benefits	FY 23-24						FY 22-23					
		Re-Used	Recycled	Safely Disposed		Re-Used	Recycled	Safely Disposed					
		No. of employees covered as a % of total employees	No. of Workers Covered as a % of total Workers	Deducted And deposited with the authority (Y/N/N.A.)		No. of employees covered as a % of total employees	No. of Workers Covered as a % of total Workers	Deducted And deposited with the authority (Y/N/N.A.)					
	PF	99%	100%	yes		100%	100%	Yes					
	Gratuity	100%	100%	Yes		100%	100%	Yes					
	ESI	13%	91%	Yes		100%	100%	Yes					
	Other - Please specify	N/A	N/A	N/A		N/A	N/A	N/A					
3	Accessibility of workplaces												
	Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.												
	We are working on absorption and provisions for differently abled friendly and accessible work place and premises as per the requirements of the Rights of Persons with Disabilities Act, 2016. All future workplace will be provided with differently abled friendly accessibility.												



4	<b>Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.</b>						
	Yes, the Company has a Policy on Equal Opportunity and Non-Discrimination which is available on the Company's website at <a href="https://www.sircapaints.com/investors/#policies">https://www.sircapaints.com/investors/#policies</a>						
5	<b>Return to work and Retention rates of permanent employees and workers that took parental leave.</b>						
	<b>Gender</b>	<b>Permanent Employees</b>			<b>Permanent Workers</b>		
		<b>Return to work rate</b>	<b>Retention Rate</b>	<b>Return to work rate</b>	<b>Retention Rate</b>		
	Male	312	100%	161	100%		
	Female	32	100%	10	100%		
	Total	344	100%	171	100%		
6	<b>Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.</b>						
		<b>Yes/No</b>	<b>(If Yes, then give details of the mechanism in brief)</b>				
	Permanent Workers	Yes	Yes, there is a Speak Up or vigil mechanism for employees and workers to address grievances. Please refer to the Vigil Mechanism Whistle blower Policy and Other Disclosure section of the Corporate Governance Report for more information.				
	Other than Permanent Workers	Yes					
	Permanent Employees	Yes					
	Other than Permanent Employees	Yes					
7	<b>Membership of employees and worker in association(s) or Unions recognised by the listed entity:</b>						
	<b>Category</b>	<b>FY 22-23</b>			<b>FY 22-23</b>		
		Total employees /workers in respective category (A)	No. of employees/workers in respective category, who are part of association (s) or Union (B)	% (B/A)	Total employees /workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
	<b>Total Permanent Employees</b>	344	0	0%	0	0	0%
	Male	312	0	0%	0	0	0%
	Female	32	0	0%	0	0	0%
	<b>Total Permanent Workers</b>	171	0	0%	0	0	0%
	Male	161	0	0%	0	0	0%
	Female	10	0	0%	0	0	0%
8	<b>Details of training given to employees and worker</b>						
	<b>Category</b>	<b>FY 23-24</b>					
		<b>Total (A)</b>	<b>On Health &amp; Safety Measures</b>		<b>On Skill Upgradation</b>		
			<b>No. (B)</b>	<b>% (B/A)</b>	<b>No. (C)</b>	<b>% (C/A)</b>	
	<b>Employees (Permanent)</b>						
	<b>Male</b>	402	312	78%	0	0%	
	<b>Female</b>	41	32	78%	0	0%	
	<b>Total</b>	443	344	78%	0	0%	
	<b>Workers (Permanent)</b>						
	<b>Male</b>	205	161	79%	0	0%	
	<b>Female</b>	11	10	91%	0	0%	
	<b>Total</b>	216	171	79%	0	0%	

	Category	FY 22-23					
		Total (A)	On Health & Safety Measures		On Skill Upgradation		
			No. (B)	% (B/A)	No. (C)	% (C/A)	
	<b>Employees (Permanent)</b>						
	Male	225	225	100%	0	0%	
	Female	26	26	100%	0	0%	
	<b>Total</b>	251	251	100%	0	0%	
	<b>Workers (Permanent)</b>						
	Male	179	179	100%	0	0%	
	Female	7	7	100%	0	0%	
	<b>Total</b>	186	186	100%	0	0%	
9	<b>Details of performance and career development reviews of employees and worker:</b>						
	Category	FY 23-24			FY 22-23		
		Total (A)	No. (B)	% (B/A)	Total (A)	No. (B)	% (B/A)
		Employees			Employees		
	Male	205	205	100%	213	213	100%
	Female	11	11	100%	26	26	100%
	<b>Total</b>	216	216	100%	239	239	100%
10	<b>Health and safety management system:</b>						
10(a)	<b>Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?</b>						
	Yes, we have an Occupational health, safety and Environment (OHS&E) Policy and the system covers major facilities and workforce.						
10(b)	<b>What are the processes used to identify work-related hazards and assess risks on a routine and nonroutine basis by the entity?</b>						
	The Company has an Environment, Health and Safety Policy. The health and safety guidelines are applicable to all operating locations of the Company and lay down required parameters to be followed at all locations. Some of the key processes for identifying work-related hazards and assessing risks on a routine and non-routine basis are given below: i) Chemical Risk Assessment is used for identifying health hazards during handling of chemicals; ii) Fire Risk Assessment is done for handling fire related risks; iii) Hazard Identification and Risk Assessment (HIRA) is used for routine and non-routine activities						
10(c)	<b>Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)</b>						
	Yes, all workers at plants can report work related hazards through an internal portal. All the work hazards reported are monitored and actioned upon at the plant. A process of 'stoppage of work due to unsafe act and unsafe condition' to safeguard employees' interest is in place to report or remove themselves from situations they believe could cause injury. At non-manufacturing locations, the workers approach the location head to report any work-related hazards and to remove themselves from such risks.						
10(d)	<b>Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)</b>						
	Yes the employees/workers of the entity have access to non-occupational medical and healthcare services.						
11	<b>Details of safety related incidents, in the following format:</b>						
	<b>Safety Incident/ Number</b>			Category	FY 23-24	FY 22-23	
	<b>Lost Time Injury Frequency Rate (LTIFR) (per one Million-person hours worked)</b>			Employees	0	0	
				Workers	0	0	
	<b>Total recordable work-related injuries</b>			Employees	0	0	
				Workers	0	0	
	<b>No. of fatalities</b>			Employees	0	0	
				Workers	0	0	
	<b>High consequence work-related injury or ill-health (excluding fatalities)</b>			Employees	0	0	
				Workers	0	0	
12	<b>Describe the measures taken by the entity to ensure a safe and healthy work place.</b>						
	In line with the Company's Environment, Health and Safety Policy, there are various measures taken to ensure access to a safe and healthy work-place to all employees and workers. The Company invests in technologies and processes to avoid and minimise the manual interfaces with machines. The Company ensures that all statutorily required norms are complied.  The Company endeavours to design any new facility by using latest technology and include all possible safety measure such that there is near zero risk to human health.						

13	<b>Number of Complaints on the following made by employees and workers:</b>							
		<b>FY 23-24</b>			<b>FY 22-23</b>			
		<b>Filed during the year</b>	<b>Pending resolution at the end of the year</b>	<b>Remarks</b>	<b>Filed during the year</b>	<b>Pending resolution at the end of the year</b>	<b>Remarks</b>	
	Working Conditions	0	0	-	0	0	-	
	Health & Safety	0	0	-	0	0	-	
14	Assessment for the year:							
		% of your plants and offices that were assessed (by entity or statutory authorities or third parties)						
	Working Conditions	0%						
	Health & Safety	0%						
15	<b>Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health &amp; safety practices and working conditions.</b>							
	NIL							
	<b>LEADERSHIP INDICATORS</b>							
1.	<b>Does the entity extend any life insurance or any compensatory package in the event of death of</b>							
	<b>(A) Employees (Y/N) - Yes</b>							
	<b>Workers (Y/N) - Yes</b>							
	<b>Employees' Group Insurance Policy (EGI):</b> In the unfortunate event of the demise of a permanent employee and workers, the family (Nominee) of the deceased employee/worker will be supported financially by the policy. The EGI policy proposes an assured financial assistance as 'sum assured' which becomes applicable in the event of an unfortunate death of the employee/worker whilst in service and is payable to the grantees of the benefit of the Beneficiary of the employee/worker.							
2	<b>Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.</b>							
	The Company has a practice of informing the vendors about the statutory changes affecting their responsibilities in respect of deduction/withholding of tax at source in respect of their transactions with the Company.							
3	<b>Provide the number of employees / workers having suffered high consequence work related injury / ill-health/ fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:</b>							
		<b>Total no. of affected employees/ Workers</b>	<b>No. of employees/ workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment</b>		<b>Total no. of affected employees/ workers</b>	<b>No. of employees/ workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment</b>		
		<b>FY 23-24</b>			<b>FY 22-23</b>			
	<b>Employees</b>	0	0		0	0		
	<b>Workers</b>	0	0		0	0		
4	<b>Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)</b>							
	The Company does not provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment							
5	<b>Details on assessment of value chain partners on Working Conditions and Health &amp; Safety</b>							
	The Company has in place a Code of Conduct for Business Partners. Accordingly, business partners are expected to provide a safe and healthy workplace for their employees and contractors. Business Partners must be compliant with local and national laws and regulations on Occupational Health and Safety, and have the required permits, licenses and permissions granted by local and national authorities							
6	<b>Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.</b>							
	Not Applicable							

**PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders**

ESSENTIAL INDICATORS					
1.	<b>Describe the processes for identifying key stakeholder groups of the entity.</b>				
	Company engages with a broad spectrum of stakeholders, to deepen its insights into their needs and expectations, and to develop sustainable strategies for the short, medium and long term. Stakeholder engagement also helps to manage risks and opportunities in business operations. The key stakeholders identified in consultation with the company's management are: customers, employees, shareholders, academic institutions, staffing firms, other suppliers, technology partners and collaborators, industry bodies, governments, NGOs, local communities, regulators and society at large.				
2.	<b>List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.</b>				
	Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication	Frequency of engagement	Purpose and scope of Engagement including key topics and concerns raised during such engagement
	Suppliers	No	<ul style="list-style-type: none"> <li>• Emails</li> <li>• Meetings</li> <li>• Supplier Portal</li> <li>• Supplier Audits</li> <li>• Vendor Development Programmes</li> <li>• Vendor Performance/Rating</li> <li>• Multi stakeholder Platforms (Conferences, Knowledge Sharing Conclaves)</li> <li>• Joint Value Creation Programme for cost competitiveness</li> </ul>	Quarterly	Supply chain Integration, latest market innovation, Cost Reduction, Social and relationship capital development
	Business Partner	No	<ul style="list-style-type: none"> <li>• Emails</li> <li>• Board Meetings</li> <li>• Company Functions</li> <li>• Audits and Review Meets</li> <li>• Multi-Stakeholder Platforms (Conferences, Knowledge sharing Conclaves)</li> </ul>	Quarterly	Critical Disclosures, Growth Status, Strategy, Market Gaps, Technology Assistance
	Shareholder & Investors	No	<ul style="list-style-type: none"> <li>• Board Meetings</li> <li>• Investor / Analyst Meets</li> <li>• Annual Report</li> <li>• Media Updates and Press Releases</li> <li>• Website</li> </ul>	Quarterly	Critical Disclosures, Growth Status, Strategy, Market Gaps, Technology Assistance
	Customers	No	<ul style="list-style-type: none"> <li>• Emails</li> <li>• Meetings</li> <li>• Customer Satisfaction Survey</li> <li>• Multi-Stakeholder Platforms (Conferences, Knowledge sharing Conclaves)</li> </ul>	Regular	New innovations, Grievance Redressal, Changing Customer Preferences
	Employees	NO	<ul style="list-style-type: none"> <li>• Review Meetings</li> <li>• Emails</li> <li>• Appraisals</li> <li>• Employee Engagement Surveys</li> <li>• Work Line Portal, Training Programmes, Idea Management</li> <li>• Advanced Business Skills Modules</li> <li>• Great Place to Work Survey</li> </ul>	Regular	Employee Well-being, Improving productivity & morale

	Community	Yes	<ul style="list-style-type: none"> <li>• Community Welfare Programmes</li> <li>• Community visits / meeting</li> <li>• Local authority and town council meetings</li> </ul>	Quarterly	CSR, Grievances Redressal, Social and relationship capital development
<b>LEADERSHIP INDICATORS</b>					
1	<b>Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.</b>				
	The Company consults stakeholders on material topics. Stakeholder interactions result in the identification of a broad funnel of issues important to each of the constituencies. The Company's Management & Board uses discussions with internal and external stakeholders, as well as its own judgment, to prioritize and arrive at a list of material topics with significant economic, environmental, or social impacts on Company's business, reputation, and operations. The Company management shares feedback with the Board on these issues.				
2	<b>Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity</b>				
	Yes, Company's strategy to support the identification and management of environmental, and social topics uses inputs gathered during stakeholder consultations.				
3	<b>Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.</b>				
	The Company identifies the need of communities including vulnerable and marginalised groups and accordingly works on various programs through Corporate Social Responsibility initiatives. The initiatives undertaken by the Company under the thrust areas of Corporate Social Responsibility initiatives are undertaken after assessing the need of the communities including the vulnerable/marginalised stakeholder groups and other members of the community.				

### PRINCIPLE 5 Businesses should respect and promote human rights

<b>ESSENTIAL INDICATORS</b>											
1.	<b>Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:</b>										
	<b>Category</b>		<b>FY 22-23</b>			<b>FY 21-22</b>					
			<b>Total (A)</b>	<b>No. of employees/ workers covered (B)</b>	<b>% (B/A)</b>	<b>Total(C)</b>	<b>No. of employees/ workers covered (D)</b>		<b>%(D/C)</b>		
	Permanent Employees		344	300	87%	239	200		83%		
	Permanent Workers		171	171	100%	157	157		100%		
2.	<b>Details of minimum wages paid to employees and workers, in the following format:</b>										
	<b>Category</b>	<b>FY 23-24</b>				<b>FY 22-23</b>					
		<b>Total (A)</b>	<b>Equal to minimum wage</b>		<b>More than minimum wage</b>		<b>Total (D)</b>	<b>Equal to minimum wage</b>		<b>More than minimum wage</b>	
			<b>No. (B)</b>	<b>% (B/A)</b>	<b>No. (C)</b>	<b>% (C/A)</b>		<b>No. (E)</b>	<b>% (E/D)</b>	<b>No. (F)</b>	<b>% (F/D)</b>
		<b>Employees</b>					<b>Employees</b>				
	<b>Permanent</b>	344	294	85%	344	100%	251	138	55%	31	0%
	<b>Male</b>	312	285	91%	312	100%	225	126	56%	0	0%
	<b>Female</b>	32	14	44%	32	100%	26	12	46%	0	0%
	<b>Other than permanent</b>	99	85	86%	99	100%	54	18	33%	0	0%
	<b>Male</b>	90	74	82%	90	100%	47	15	32%	0	0%
	<b>Female</b>	9	5	56%	9	100%	7	4	57%	0	0%
		<b>Workers</b>					<b>Workers</b>				
	<b>Permanent</b>	171	171	100%	171	100%	186	186	100%	31	13%
	<b>Male</b>	160	160	100%	160	100%	179	179	100%	0	0%
	<b>Female</b>	11	11	100%	11	100%	7	7	100%	0	0%
	<b>Other than permanent</b>	45	45	100%	45	100%	53	53	100%	0	0%
	<b>Male</b>	44	44	100%	44	100%	51	51	100%	0	0%
	<b>Female</b>	1	1	100%	1	100%	1	1	100%	0	0%

3.	<b>Details of remuneration/salary/wages, in the following format:</b>						
	<b>Benefits</b>		<b>Male</b>			<b>Female</b>	
			<b>Number</b>	<b>Median remuneration/salary/wages of respective category</b>	<b>Number</b>	<b>Median remuneration/salary/wages of respective category</b>	
	Board of Directors (BoD)		7	1667500	1	0	
	Key Managerial Personnel		3	72000	1	225750	
	Employees other than BoD & KMP		399	19296752	40	1947557	
	Workers		205	3363971	11	150981	
4	<b>Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)</b>						
	Yes, Respective HR Partners are responsible for addressing human rights and concerns raised by the employees or workers. They play a crucial role in ensuring that human rights are respected in the workplace and that employees' or workers concerns are addressed. They are responsible for maintaining a safe and healthy work environment, promoting diversity and inclusion, and ensuring that employees are treated fairly and with dignity and respect.						
5	<b>Describe the internal mechanisms in place to redress grievances related to human rights issues.</b>						
	Whenever employees or workers raise concern related to human rights, such as discrimination, harassment, or other violations of their rights, HR Partners takes these concerns seriously and investigate them promptly and thoroughly. They also provide support and resources to employees who are in need of assistance.						
6	<b>Number of Complaints on the following made by employees and workers:</b>						
		<b>FY 23-24</b>			<b>FY 22-23</b>		
		<b>Filed during the year</b>	<b>Pending Resolution at the end of the year</b>	<b>Remarks</b>	<b>Filed during the year</b>	<b>Pending Resolution at the end of the year</b>	<b>Remarks</b>
	Sexual Harassment	0	0	-	0	0	-
	Discrimination at Workplace	0	0	-	0	0	-
	Child Labor	0	0	-	0	0	-
	Forced Labour/ Involuntary Labour	0	0	-	0	0	-
	Wages	0	0	-	0	0	-
	Other human rights related issues	0	0	-	0	0	-
7	<b>Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.</b>						
	The Company believes in the principle of natural justice and ensures full confidentiality of complainant is maintained during and after resolution of complaint. Such complaints are usually handled by senior members in the organisation. These members are trained on aspects like how such complaints must be handled, the rights of complainants, and manner of dealing with complaints and respondents, sensitivity and judgement to be applied on such matters.						
8	<b>Do human rights requirements form part of your business agreements and contracts? (Yes/No)</b>						
	Yes, all critical human rights requirements are part of business agreements, purchase orders and contracts with suppliers. Further the Code of Conduct for Business Partners is applicable to all the suppliers and service providers according to which suppliers are expected to respect human rights and avoid causing/contributing to human rights infringements through their business actions.						
9	<b>Assessment for the year:</b>						
		<b>%of your plants and offices that were assessed (by entity or statutory authorities or third parties)</b>					
	Child Labour	0%					
	Forced/ Involuntary Labour						
	Sexual Harassment						
	Discrimination at Workplace						
	Wages						
	Others - Please specify						

10.	<b>Provide details of any corrective actions taken or underway to address significant risks /concerns arising from the assessments at Question 9 above</b>
	Not Applicable
<b>LEADERSHIP INDICATORS</b>	
1.	<b>Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.</b>
	No process introduced or modified as no observations reported
2.	<b>Details of the scope and coverage of any Human rights due-diligence conducted.</b>
	The Company is committed to protecting and respecting Human Rights and remedying rights violations in case they are identified; for example, issues relating to human trafficking, forced labour, child labour, freedom of association, right to collective bargaining, equal remuneration and discrimination. The Company works towards providing equal employment opportunity, ensuring distributive, procedural, and interactional fairness, creating a harassment-free, safe environment and respecting fundamental rights. As an equal opportunity employer, no discrimination is tolerated on any aspect
3.	<b>Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?</b>
	Currently as an organisation, we are working on absorption and provisions for differently abled friendly and accessible work place and premises as per the requirements of the Rights of Persons with Disabilities Act, 2016.
4.	<b>Details on assessment of value chain partners on Child Labour, Forced/ Involuntary Labour, Sexual Harassment, Discrimination at Workplace, Wages.</b>
	% of Value chain partners (by value of business done with such parameters) that were assessed
	Sexual Harassment 0%
	Discrimination at workplace 0%
	Child Labour 0%
	Forced Labour/Involuntary Labour 0%
	Wages 0%
	Others - please specify 0%
5	<b>Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.</b>
	Not Applicable

## PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment

<b>ESSENTIAL INDICATORS</b>			
1	<b>Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:</b>		
	<b>Parameter - in KWH</b>	<b>FY 23-24</b>	<b>FY 22-23</b>
	Total electricity consumption (A) – (KWH)	481813	313083
	Total fuel consumption (B) (Diesel in LTR)	15000	15800
	Energy consumption through other sources (C)	29117.5	6000
	Total energy consumption (A+B+C)	525930.5	334883
	Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)		
	Energy intensity (optional) - the relevant metric may be selected by the entity	-	-
	<b>Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) - Not Applicable</b>		
2	<b>Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any</b>		
	Not Applicable		
3	<b>Provide details of the following disclosures related to water, in the following format:</b>		
	<b>Parameter</b>	<b>FY 23-24</b>	<b>FY 22-23</b>
	<b>Water Withdrawal by sources (in kilolitres)</b>		
	(i) Surface water	NA	NA
	(ii) Groundwater	1050	900
	(iii) Third party water	175	150
	(iv) Seawater / desalinated water	-	-

	(v) Others	1050	1050
	Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	1225	1050
	Total volume of water consumption (in kilolitres)	3.93	3.93
	Water intensity per rupee of turnover (Water consumed/turnover)	-	-
	<b>Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - Not Applicable</b>		
4	<b>Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.</b>		
	Our all-manufacturing plants are Zero Liquid Discharge facilities. Recognising the importance of water as a resource, we undertake several initiatives to optimise the consumption and reduce resultant wastewater generation through our reuse or recycle schemes. Such wastewater is further recovered and used back in process.		
5	<b>Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:</b>		
	<b>Parameter</b>	<b>Please specify unit</b>	<b>FY 23-24</b>
	NOx	µg/m <sup>3</sup>	15
	SOX	µg/m <sup>3</sup>	12
	Particulate Matter (PM)	2.5 PM	24
		10 PM	48
	Persistent Organic Pollutants (POP)	-	-
	Volatlie Organic Compounds (VOC) ppm -	-	-
	Hazardous air Pollutants (HAP)	-	-
	Others - please specify		
	<b>Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - Not Applicable</b>		
6	<b>Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) &amp; its intensity, in the following format:</b>		
	<b>Parameter</b>	<b>Please specify unit</b>	<b>FY 23-24</b>
	<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	NA
	<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	NA
	<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b>		NA
	<b>Total Scope 1 and Scope 2 emission intensity</b> (optional)- MTCO <sub>2</sub> e/KL of FG	MTCO <sub>2</sub> e/KL of FG	NA
	The above emissions are on standalone basis Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - Not Applicable		
7	<b>Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.</b>		
	Not Applicable		
8	<b>Provide details related to waste management by the entity, in the following format:</b>		
	<b>Total Waste generated (in metric tonnes)</b>		
	Plastic waste (A)	2.5	2.1
	E-waste (B)	0.02	0.02
	Bio-medical waste (C)	0	0
	Construction and demolition waste (D)	0	0
	Battery Waste (E)	0.02	0.02
	Radioactive waste (F)	0	0
	Other Hazardous waste. Please specify, if any. (G)	5.5	5.4



	ETP sludge	0	0
	Waste Oil(ETP), Spent/Lube Oil 1 6	40	25
	Solvent Recovery Residue	0	0
	Dirty Resin	0.095	0.085
	Mixed Paint	0.185	0.175
	Contaminated cotton waste	1.285	1.275
	Filter Cartridge	0	0
	Barrels, Tins Drums	190.5	189.6
	Other Non-hazardous waste generated (H). Please specify, if any	1.60	1.50
	Powder Waste (Damaged Powder, powder coating fineschips and harden lumps)	1.25	1.50
	Metal Scrap(MS, Tin, SandIron Scrap; Aluminium Sheet, other metal scrap)	1.60	1.50
	Wooden Scrap	2.60	2.50
	Paper Waste	1.60	1.50
	Carton Waste (Scrap & Empty Carton)	2.35	2.25
	Food Waste	0	0
	Non-Commercial Value Scrap (Garbage Etc.)	0	0
	Boilerash	0	0
	Mix Garbage	0	0.95
	MEE Salt	0	0
	<b>Total (A + B + C + D + E + F + G + H)</b>	8.15	10.20
	<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
	<b>Category of waste</b>		
	(i) Recycled	---	---
	(ii) Re-used	---	---
	(iii) Other recovery operations	---	---
	Total	---	---
	<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
	<b>Category of waste</b>		
	(i) Incineration	---	---
	(ii) Landfilling	---	---
	(iii) Other disposal operations	---	---
	Total	---	---
	<b>Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency – Not Applicable</b>		
9	<b>Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes</b>		
	Waste generation is an inevitable part of manufacturing process, thus the Company takes efforts to create value from waste. With an aim to divert a significant quantum of waste from going to landfills, systems and procedures are adopted that help in repurpose used material and reintroduce excess material into production process. The Company follows the strategy of Reduce, Reuse and Recycle for waste management and follows legally prescribed procedures, apply environmentally sound disposal techniques for disposing of hazardous waste and the non-hazardous waste is sent to authorised recyclers.		
10.	<b>If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:</b>		
	<b>Location of operations/offices</b>	<b>Type of operations</b>	<b>Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.</b>
	None of our operations/offices are located in/ around ecologically sensitive areas	-	Not Applicable

11.	<b>Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:</b>		
	Not Applicable		
12	<b>Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:</b>		
	Yes, we have ensured 100% compliances with all the statutory requirements. During the reporting period, no fines were levied by government or regulatory authorities. (FY 23-24)		
<b>LEADERSHIP INDICATORS</b>			
1	<b>Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:</b>		
	<b>Parameter - in GigaJoules (GJ)</b>	<b>FY 23-24</b>	<b>FY 22-23</b>
	<b>From renewable sources</b>		
	Total electricity consumption (A)	-	-
	Total fuel consumption (B)	-	-
	Energy consumption through other Sources (C)	-	-
	<b>Total energy consumed from renewable sources (A + B + C)</b>	-	-
	Total electricity consumption (D)	-	-
	Total fuel consumptions (E)	-	-
	Energy consumption through other Sources (F)	-	-
	<b>Total energy consumed from non-renewable sources (D + E + F)</b>	-	-
	<b>Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - Not Applicable</b>		
2	<b>Provide the following details related to water discharged:</b>		
	<b>Parameter</b>	<b>FY 23-24</b>	<b>FY 22-23</b>
	<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
	(i) To Surface water	-	-
	- No treatment	-	-
	- With treatment - please specify level of treatment	-	-
	- No treatment	-	-
	(ii) To Groundwater	-	-
	- No treatment	-	-
	- With treatment - please specify level of treatment	-	-
	(iii) To Seawater	-	-
	- No treatment	-	-
	- With treatment - please specify level of treatment	-	-
	(iii) To Seawater	-	-
	- No treatment	-	-
	- With treatment - please specify level of treatment	-	-
	(v) Others	-	-
	- No treatment	-	-
	- With treatment - please specify level of treatment	-	-
	<b>Total water discharged (in kilolitres)</b>	-	-
	<b>Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - Not Applicable</b>		
3	<b>Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):</b>		
	For each facility / plant located in areas of water stress, provide the following information: (i) Name of the area - NA (ii) Nature of operations - NA (iii) Water withdrawal, consumption and discharge in the following format:		
	<b>Parameter</b>	<b>FY FY 23-24</b>	<b>FY 22-23</b>
	(i) Surface water	-	-
	(ii) Ground water	-	-
	(iii) Third party water	-	-
	(iv) Seawater / desalinated water	-	-
	(v) Others	-	-

	<b>Total volume of water withdrawal (in kilolitres)</b>	-	-
	<b>Total volume of water consumption (in kilolitres)</b>	-	-
	<b>Water intensity per rupee of turnover</b> (Water consumed / turnover)	-	-
	<b>Water intensity</b> (optional) – Total fresh water consumption/Production of FG (KL/KL of FG)	-	-
	<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
	(i) Into Surface water	-	-
	- No treatment	-	-
	- With treatment – please specify level of treatment	-	-
	(ii) Into Groundwater	-	-
	- No treatment	-	-
	- With treatment – please specify level of treatment	-	-
	(iii) Into Seawater	-	-
	- No treatment	-	-
	- With treatment – please specify level of treatment	-	-
	(iv) Sent to third-parties	-	-
	- No treatment	-	-
	- With treatment – please specify level of treatment	-	-
	(v) Others	-	-
	- No treatment	-	-
	- With treatment – please specify level of treatment	-	-
	<b>Total water discharged (in kilolitres)</b>	-	-
	Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency – Not Applicable		
4	<b>Please provide details of total Scope 3 emissions &amp; its intensity, in the following format:</b>		
	<b>Parameter</b>	<b>Please specify unit</b>	<b>FY 23-24</b>
	<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	-	-
	<b>Total Scope 3 emissions per rupee of turnover</b>	-	-
	<b>Total Scope 3 emission intensity</b> (optional)– the relevant metric may be selected by the entity	-	-
	The above emissions figures also includes Scope 3 emissions from OPCs. <b>Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency – Not Applicable</b>		
5	<b>With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct &amp; indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.</b>		
	Not applicable, since None of our operations/offices are located in/around ecologically sensitive areas		
6	<b>If the entity has undertaken any specific initiatives or use innovative technology or solutions to improve resources efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:</b>		
	<b>S. No.</b>	<b>Initiative undertaken</b>	<b>Outcome of the initiative</b>
	1.	Improvised automation in plant	Reduction in energy consumption
	2.	Advanced Grinding machines	Reduction in cycle time
	3.	Advanced Safety Systems	Reduction in incidents & accidents
7	<b>Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.</b>		
	The Company has a standardised disaster management and business continuity plan in place which ensures resilient business operations and utmost safety of employees and the Company's assets. The business continuity plans are integrated in our Enterprise Risk Management program and guide our response to disruptions to our operations. This covers various scenarios as a part of risk management processes and provides for risk mitigation and management in case of uncertainties.		

8	<b>Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.</b>
	We have not currently monitored the impacts to the environment arising from the value chain of the entity.
9	<b>Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.</b>
	Not Applicable

### PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

ESSENTIAL INDICATORS			
1(a)	<b>Number of affiliations with trade and industry chambers/ associations</b>		
	Company engages with the public and regulatory bodies in a responsible manner. It participates in the same on a need basis. Company is a member of the following mentioned 8 trade associations		
1(b)	<b>List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to</b>		
	<b>S. No.</b>	<b>Name of the trade and industry chambers/ associations</b>	<b>Reach of trade and industry chambers/ associations (State/National)</b>
	1	The Indian Paint Association	National
	2	Federation of Indian Export Organisations (FIEO)	National
	3	Indo Italian Chamber of Commerce and Industry	National
	4	Indian Chemical Council	National
2	<b>Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.</b>		
	<b>FY 23-24</b>		
	<b>Name of Authority</b>	<b>Brief of Case</b>	<b>Corrective Action Taken</b>
	-	No case related to anti-competitive conduct by the entity reported in FY 23-24	-
LEADERSHIP INDICATORS			
1	<b>Details of public policy positions advocated by the entity:</b>		
	Your Company participates in various programmes of the Industry/Trade associations for development of balanced regulations by engaging with the regulatory bodies in a responsible manner. The Company has advocated the following public policies: - Plastic Waste Management through Extended Producer Responsibility; - Changes in Legal Metrology (Packaged Commodities) Rules, 2011. This information is not available in public domain as these representations have been through Industry Associations.		

### PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

ESSENTIAL INDICATORS			
1	<b>Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.</b>		
	Not Applicable		
2	<b>Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&amp;R) is being undertaken by your entity, in the following format:</b>		
	Not Applicable		
3	<b>Describe the mechanisms to receive and redress grievances of the community.</b>		
	The Company works closely with the community in the identified areas of contribution in the thrust areas for carrying out the Corporate Social Responsibility initiatives. Within the area of work, the employees of the Company work with the communities to understand the impact of the projects on the intended beneficiaries. These interactions provide the people with ample opportunities to gauge and address community concerns. Based on these interactions, we have not encountered any specific grievances from the community at present.		
4	<b>Percentage of input material (inputs to total inputs by value) sourced from suppliers:</b>		
		FY 23-24	FY 22-23
	Directly sourced from MSMEs/ small producers	38.49%	30.76%

	Sourced directly from within the district and neighbouring districts	Majority of PM is sourced from neighbouring districts within 10km range from plant				
	The Company gives priority to suppliers in local community for sourcing of input material, barring specialty chemicals which are procured from buyers who may not be available in local vicinity.					
5	<b>Age wise debtors outstanding as per books and what steps taken for recovery of long pending debtors and likely instances of debtors turning bad, if any.</b>					
	<p><b>Steps taken for debt recovery</b></p> <p><b>Dedicated Credit Control Department:</b> we have formed a dedicated department who expertise in handling difficult debtors and may have more success in recovering the debt.</p> <p><b>Due Diligence:</b> CC team makes sure to collect all the required documents for KYC and follows the strict process of account opening, CD/CL assigning.</p> <p><b>Maintain Accurate Records:</b> Ensuring accurate records of all outstanding debts, including the amount owed, due dates, payment history, and any communication with the debtor.</p> <p><b>Communication:</b> Initiating communication with the debtor early on. Sending reminders via letters, emails, or phone calls, politely requesting payment and providing necessary details of the debt. We have recovered a huge some by constant reminding the dealers.</p> <p><b>Payment Plans:</b> Some debtor were facing financial difficulties, consider negotiating a payment plan that allowed them to repay the debt in smaller, manageable installments over an extended period.</p> <p><b>Offer Incentives:</b> To encourage prompt payment, offer discounts or incentives for early settlement of the debt.</p> <p><b>Legal Action:</b> As a last resort, legal actions have been taken after consulting with a lawyer experienced in debt recovery.</p> <p><b>Likely instances of debtors turning bad</b></p> <p><b>Financial Difficulties:</b> sometimes debtors faces financial difficulties due to poor market conditions or some internal reasons.</p> <p><b>Lack of Communication:</b> Ignoring reminders and avoiding communication.</p> <p><b>Disputes or Service Issues:</b> Unresolved disputes or issues with the product or some sales person can lead to delayed or withheld payments.</p> <p><b>Fraudulent Intent:</b> In some cases, debtors may intentionally default on their obligations, committing fraud</p>					
	<b>Particulars</b>	<b>&lt;30 Days</b>	<b>30-60 Days</b>	<b>60-180 Days</b>	<b>&gt;180 Days</b>	<b>Total Amount</b>
	Sundry Debtors-as on 31.03.2024	32,25,42,116.41	12,70,13,844.88	12,67,51,270.84	8,55,79,053.43	65,54,08,128.06
6	<b>Job creation in smaller towns</b>					
	<b>Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost</b>					
	<b>Location</b>	<b>FY 2023-24</b>		<b>FY 2022-23</b>		
	Rural	19%		16		
	Semi-urban	0%		12		
	Urban	31%		15		
	Metropolitan	50%		57		
	<b>LEADERSHIP INDICATORS</b>					
1	<b>Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above): Details of public policy positions advocated by the entity:</b>					
	Not Applicable					
2	<b>Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:</b>					
	<b>S. No.</b>	<b>State</b>		<b>Aspirational District</b>		
	1	Delhi		West Delhi		
	2	Himachal Pradesh		SIRMAUR		
3(a)	<b>Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised /vulnerable groups? (Yes/No)</b>					
	Currently, there is no preferential procurement policy in place. However, company does not discriminate against any groups for sourcing we use a variety of variables like Quality, service, technical competence and price to decide the vendors.					
3(b)	<b>From which marginalised /vulnerable groups do you procure?</b>					
	Not Applicable					
3(c)	<b>What percentage of total procurement (by value) does it constitute?</b>					

	Not Applicable				
4	<b>Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:</b>				
	<b>S. No.</b>	<b>Intellectual Property based on traditional knowledge</b>	<b>Owned/ Acquired (Yes/No)</b>	<b>Benefit Shared (Yes/No)</b>	<b>Basis of calculating benefit share</b>
	Not Applicable				
5	<b>Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.</b>				
	Not Applicable				
6	<b>Details of beneficiaries of CSR Projects:</b>				
	The Annual Report on CSR activities undertaken by the Company during the financial year ended 31st March, 2024 is given in Annexure 1 to the Boards Report which forms part of this Annual Report.				

## PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

ESSENTIAL INDICATORS							
1	<b>Describe the mechanisms in place to receive and respond to consumer complaints and feedback.</b>						
	The Company treats customer complaints with utmost importance and believes that it needs to be agile, transparent, and solution-oriented to resolve them efficiently and satisfactorily. The Company ensures to keep the customer informed throughout the entire process of complaint resolution and focus on resolving retail customer complaints within five working days, which includes calling the customer within four hours, connecting with the customer within two days, and providing the final resolution to the customer. These timelines are relevant to our décor category's customer/applicator/trade expectations. The Company also maintains multiple points of communication with the customer, that is through SMS/Email/WhatsApp, to keep the customer informed of all actions taken on the complaint.						
2	<b>Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:</b>						
		<b>As a %age of total turnover</b>					
	Environmental and Social parameters relevant to the product	All of our Products					
	Safe and responsible usage	All of our Products					
	Recycling and/or safe disposal	All of our Products					
3	<b>Number of consumer complaints in respect of the following:</b>						
		<b>FY 23-24</b>			<b>FY 22-23</b>		
		<b>Received during the year</b>	<b>Pending Resolution at end of year</b>	<b>Remarks</b>	<b>Received during the year</b>	<b>Pending Resolution at end of year</b>	<b>Remarks</b>
	Data Privacy	Nil	-		Nil	-	
	Advertising	Nil	-		Nil	-	
	Cyber-Security	Nil	-		Nil	-	
	Delivery of essential Services	Nil	-		Nil	-	
	Restrictive Trade Practices	Nil	-		Nil	-	
	Unfair Trade Practices	Nil	-		Nil	-	
	Other	212	33	Product complaints relating products, packaging, technical attributes and colour	250	39	Product complaints relating products, packaging, technical attributes and colour
4	<b>Details of instances of product recalls on account of safety issues:</b>						
		<b>Number</b>			<b>Reason for Recall</b>		
	Voluntary Recalls	NIL			-		
	Forced Recalls	NIL			-		
5	<b>Does the entity have a framework/ policy on cyber security &amp; risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.</b>						
	Our Company has a comprehensive framework in place to manage cyber security and data privacy in alignment with Group policies. Cyber security and data privacy are identified as risks in our Risk Management framework. We are committed to protecting the personal data of our consumers, employees, and business partners, adhering to global standards on data privacy. Regular awareness and training sessions are conducted for our employees to ensure compliance with these standards.						
	Refer Section on Risks and Opportunities for more details.						

6	<b>Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.</b>
	No issues have been reported during the year regarding advertising and delivery of essential services, cyber security, and data privacy of customers. There have been no instances of product recalls or penalties/actions taken by regulatory authorities concerning the safety of products/services that would require corrective actions.

	<b>LEADERSHIP INDICATORS</b>
1	<b>Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).</b>
	The platforms used for the information are the Company's website, Annual Report, social media platforms and media advertisement/publications. Information relating to all the products and services provided by the Company are available on the Company's website at <a href="https://www.sircapaints.com/">https://www.sircapaints.com/</a>
2	<b>Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.</b>
	Safety applications and procedures are clearly stated on our livery and websites. Additionally, we conducted awareness campaigns for painters and contractors throughout the year to ensure their understanding and adherence to safety protocols. Moreover, few of these information such as description, performance features & benefits, application & safe usage instructions are also provided on the product packaging to inform and educate consumers about safe and responsible usage of products or services.
3	<b>Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.</b>
	There was no risk of disruption/discontinuation of essential services and hence no requirement of informing consumers on actions required in such an eventuality.
4	<b>Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)</b>
	The entity complies with the local laws by displaying mandated information on product labels. In addition to the required declarations, additional information related to the products and their usage is provided on the labels.
5	<b>Provide the following information relating to data breaches:</b>
	<b>5 (a) Number of instances of data breaches along-with impact</b> Zero(0), no instances of data breaches reported in FY 23-24
	<b>5 (b) Percentage of data breaches involving personally identifiable information of Customer</b> Nil

## ANNEXURE 'F' TO THE DIRECTOR'S REPORT

### Form No. AOC-2

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

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

#### 1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL No.	Particular	Details
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	N.A.
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
e)	Justification for entering into such contracts or arrangements or transactions'	N.A.
f)	Date of approval by the Board	N.A.
g)	Amount paid as advances, if any	N.A.
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A.

#### 2. Details of contracts or arrangements or transactions at Arm's length basis.

SL No.	Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advance, if any
1)	Mrs. Ayushi Agarwal (Relative of KMP)	Office Place of Profit (Salary)	12 Month	As per the agreement	16.05.2023	N.A.
2)	Mr. Chirag Goel (Relative of KMP)	Office Place of Profit (Salary)	12 Months	As per the agreement	16.05.2023	N.A.

For and on behalf of the Board  
Sirca Paints India Limited

Sd/-

**SANJAY AGARWAL**

**DIN: 01302479**

**Chairman cum Managing Director**

Sd/-

**APOORV AGARWAL**

**DIN: 01302537**

**Joint Managing Director**

New Delhi, July 05, 2024



## ANNEXURE 'G' TO THE DIRECTORS' REPORT

Disclosures pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

### A. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sr. No.	Name of the Director	Category	Ratio of the remuneration to the median remuneration of the employees
1.	Mr. Sanjay Agarwal	Chairman Cum Managing Director	4%
2.	Mr. Apoorv Agarwal	Joint Managing Director	2%
3.	Mr. Gurjit Singh Bains	Non-Executive Director	N.A.
4.	Mr. Ugo Pelosin	Non-Executive Director	N.A.
5.	Mr. Sanjay Kapoor	Non-Executive Independent Director	N.A.
6.	Mr. Anil Kumar Mehrotra*	Non-Executive Independent Director	N.A.
7.	Mr. Aman Arora#	Non-Executive Independent Director	N.A.
8.	Mr. Shyam Lal Goyal	Non-Executive Independent Director	N.A.
9.	Mrs. Anu Chauhan	Non-Executive Independent Director	N.A.

\* Mr. Anil Kumar Mehrotra has been resigned from the company as Non-Executive Independent Director w.e.f. September 20, 2023.

#Mr. Aman Arora has been appointed as Non-Executive Independent Director w.e.f. November 11, 2023

### B. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No.	Name of Director/KMP	Category	% Increase in remuneration in the financial year
1.	Mr. Sanjay Agarwal	Chairman Cum Managing Director	15%
2.	Mr. Apoorv Agarwal	Joint Managing Director	15%
3.	Mr. Gurjit Singh Bains	Non-Executive Director	N.A.
4.	Mr. Ugo Pelosin	Non-Executive Director	N.A.
5.	Mr. Sanjay Kapoor	Non-Executive Independent Director	N.A.
6.	Mr. Anil Kumar Mehrotra	Non-Executive Independent Director	N.A.
7.	Mr. Shyam Lal Goyal	Non-Executive Independent Director	N.A.
8.	Mrs. Anu Chauhan	Non-Executive Independent Director	N.A.
9.	Ms. Shallu	Chief Financial Officer	29%
10.	Mr. Hira Kumar*	Company Secretary & Compliance Officer	Nil
11.	Mr. Suraj Singh*	Company Secretary & Compliance Officer	44%

\* Mr. Suraj Singh resigned from the position of Company Secretary & Compliance Officer of the Company w.e.f. October 9, 2023 and Mr. Hira kumar appointed as Company Secretary & Compliance Officer of the Company w.e.f. December 9, 2023

**C. Percentage increase in the median remuneration of employees in the financial year:**

The percentage increase in the median remuneration of the employees in the financial year was 10%

**D. Number of permanent employees on the rolls of company:**

Number of permanent employees on the rolls of Sirca Paints India Limited as at March 31, 2024 was **659**.

**E. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average increase in remuneration for employees is **10%** to **11%**(approx.).The average increase in overall managerial remuneration is **12%**

**F. Affirmation that the remuneration is as per the remuneration policy of the company:**

The Company affirms that the remuneration is as per the remuneration policy of the Company.

**For and on behalf of the Board  
Sirca Paints India Limited**

New Delhi, July 05, 2024

**Sd/-  
SANJAY AGARWAL  
DIN: 01302479  
Chairman cum Managing Director**

**Sd/-  
APOORV AGARWAL  
DIN: 01302537  
Joint Managing Director**

## ANNEXURE 'H' TO THE DIRECTORS' REPORT

Information as per Rule 5(2)& 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2024

### A. The details of every employee who if:

- (i) Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than Rs. 102,00,000/-; N/A
- (ii) Employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Rs. 8,50,000/-; N/A
- (iii) Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the company;

### B. The details pertaining to top ten employees of Company along with additional information indicating in Rule 5(3) of the captioned rules as mentioned herein below:

Sr. No.	Name	Remuneration	Nature of Employment, whether contractual or otherwise	Qualification	Date of Joining & Age (MM/DD/YYYY)	Last employment, if any	% of Equity Shares held, if any	Nature of relationship
1	Opendar Krishan Koul	36,10,080.00	On Roll	Post Graduate	17/08/2021	Ashirwad Pipes Limited	NA	
2	Chirag Goel	28,98,000.00	On Roll	Graduate	01/05/2018		NA	Son In Law of Mr.Sanjay Aggarwal (Promoter)
3	Shallu	27,09,000.00	On Roll	CA, CS & Post-Graduate	05/07/2019		NA	
4	K V Parthasarthy	26,37,360.00	On Roll	Graduate	05/07/2019	Woodover	NA	
5	Dharam Vir Tuli	21,60,048.00	On Roll	Graduate	01/10/2020	Renner Italia Spa Minerbio	NA	
6	Deepak Ahuja	21,60,000.00	On Roll	Graduate	17/07/2023	Kapci Coatings India Pvt Ltd	NA	
7	Ankit Wadhawan	18,90,000.00	On Roll	Graduate	05/03/2024		NA	
8	Gyanesh Narayan	18,60,000.00	On Roll	Post Graduate	13/09/2018	MRF Corporation Limited	NA	
9	Subroto Upadhaya	17,33,344.00	On Roll	Graduate	02/04/2012	Woodco Paints	NA	
10	Subhash Kumar Suman	17,25,000.00	On Roll	Graduate	15/06/2019		NA	

Notes: Above mentioned particulars of Employees are on the basis of their last drawn monthly gross remuneration of FY 2023-2024 for easy and fair calculations

**For and on behalf of the Board  
Sirca Paints India Limited**

**Sd/-**

**SANJAY AGARWAL**

**DIN: 01302479**

**Chairman cum Managing Director**

**Sd/-**

**APOORV AGARWAL**

**DIN: 01302537**

**Joint Managing Director**

**New Delhi, July 05, 2024**

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SIRCA PAINTS INDIA LIMITED

## REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

### OPINION

We have audited the accompanying standalone financial statements of Sirca Paints India Limited formerly known as **SIRCA PAINTS INDIA PRIVATE LIMITED, earlier known as SIRCOLOR WOOD COATINGS PRIVATE LIMITED** ("the Company"), which comprise the standalone balance sheet as at March 31, 2024, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of Cash Flows for the year ended on that date, and the notes to the standalone financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### (a) Revenue recognition (refer note no. 2.4 & 28 of the Standalone financial Statements)

The key audit matters	How the matter was addressed in our report
Revenue from the sale of goods (hereinafter referred to as "Revenue") is recognised when the Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable.	Assessing the appropriateness of the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and testing thereof.

<p>The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery. The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred.</p>	<p>Our other audit procedures with regard to revenue recognition include testing controls, automated and manual, around dispatches/deliveries, E -Way bill Verification, inventory reconciliations and circularization of receivable balances, substantive testing for cut-offs and analytical review procedures. Testing the supporting documentation for sales transactions recorded during the period closer to the year end and subsequent to the year end, including examination of credit notes issued after the year end to determine whether revenue was recognised in the correct period. Performing analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and testing.</p>
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### (b) Discounts and incentives (Refer note 2.4 and 28 of the Standalone Financial Statements)

The key audit matters	How the matter was addressed in our report
<p>Discounts and incentives to dealers / customers are administered through various schemes including incentives. These are material items of business cost. The calculation of the amount of expense to be recognized is both voluminous, complex and involves significant judgement. There is a risk that such liabilities for discounts and incentives may be inaccurately recognized.</p>	<p>Our audit procedures included assessment of the design and implementation of controls, in addition to testing the effectiveness of key controls in respect of recognition of the liabilities for such discounts and incentives. We have considered each significant type of discount recognized and assessed the appropriateness of the judgement applied while recognizing the liability including the methodology and inputs used in calculating the amount and in some cases, re-performed the calculation. Our audit procedures also included verification of appropriate authorization, analytical review including comparison of budgeted amount and actual charge for the year and review of historical trends in respect of these liabilities.</p>

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

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the company's annual report, but does not include The consolidated financial statements, the standalone financial statements and our auditor's reports thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibility of Management and Board of Directors for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flow of the company in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.

- Conclude on the appropriateness of Management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

## Report on Other Legal and Regulatory Requirements

### 1. (A) As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of changes in equity and the statement of Cash Flow dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid standalone financial statements comply with the AS specified under Section 133 of the Act;
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;



- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the company and the operating effectiveness of such controls, refer to our separate Report in “Annexure-A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.

**(B) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:**

- a) The Company does not have any pending litigations which would impact on the financial position of the company.
- b) The Company does not have any long-term contracts including derivative contracts, as such the question of commenting on any material foreseeable losses thereon does not arise.
- c) There has been no delay in transferring amounts, required to be transferred, if any, to the Investor Education and Protection Fund by the Company.
- d) (i) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The Management has represented that, to the best of its knowledge and belief no funds (which are material either individually or in the aggregate) have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
- e) The final dividend paid by the Company during the current year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend. As stated in note 45 to the financial statements, the Board of Directors of the Company have proposed final dividend for the current year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act.

f) Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software:

(i) The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting softwares used for maintaining the books of account relating to payroll, consolidation process and certain noneditable fields/tables of the accounting software used for maintaining general ledger.

Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

**2. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:**

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

**3. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.**

**For Rajesh Kukreja & Associates**

Chartered Accountants  
(Firm's Registration No.004254N )

**Sudarshan Lal Marwah**

Partner  
(Membership No.007604)

New Delhi, 18th May, 2024

## **ANNEXURE “A” to the Independent Auditor’s Report on the standalone financial statements of Sirca Paints India Limited for the year ended 31st March, 2024**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under section 143(3)(i) of the Companies Act, 2013 (“the Act”)**

#### **Opinion**

We have audited the internal financial controls over financial reporting of **SIRCA PAINTS INDIA LIMITED** formerly known as **SIRCA PAINTS INDIA PRIVATE LIMITED**, earlier known as **SIRCOLOR WOOD COATINGS PRIVATE LIMITED** (“the Company”) as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The company’s Management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the company’s internal financial controls system with reference to financial statements.

### Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements ,including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control system with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance note").

**For Rajesh Kukreja & Associates**

Chartered Accountants  
(Firm's Registration No.004254N )

**Sudarshan Lal Marwah**

Partner  
(Membership No.007604)

New Delhi, 18th May, 2024

## Annexure “B” to the Independent Auditor’s Report on the standalone financial statements of Sirca Paints India Limited for the year ended 31st March, 2024

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

(i) In respect of the Company’s Property, Plant and Equipment and Intangible Assets:

- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
  - (B) The Company has maintained proper records showing full particulars of intangible assets.
  - (b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company. Accordingly, clause 3(i)(c) of the Order is not applicable.
  - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
  - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have been confirmed by them as at March 31, 2024 and discrepancies were not noticed in respect of such confirmations.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii) (b) is not applicable to the Company.

- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided security to companies, firms, limited liability partnerships or any other parties during the year. The Company has not provided guarantees, granted loans and advances in the nature of loans and advances during the year to companies, firms or limited liability partnerships and other parties. Accordingly, clauses 3(iii)(a),3(iii)(b),3(iii)(c), 3(iii)(d),3(iii)(e),3(iii)(f) of the Order are not applicable to the Company.

In our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.

The Company has not made investments in Firms and Limited Liability Partnerships during the year.

- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security as specified under Section 185 of the Companies Act, 2013 ("the Act") and the Company has not provided any security as specified under Section 186 of the Act. Further, in our opinion, the Company has complied with the provisions of Section 186 of the Act in relation to loans given, guarantees provided and investments made.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the maintenance of cost records under Section 148(1) of the Act is applicable to the company. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues have been subsumed into Goods and Services Tax ("GST")

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities;

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to GST, Provident Fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Value Added Tax or Cess or other statutory dues which have not been deposited on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31 March 2024.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (b) According to the information and explanations given to us no whistle blower complaints have been received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.
- (b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

- (c) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For Rajesh Kukreja & Associates**

Chartered Accountants  
(Firm's Registration No.004254N )

**Sudarshan Lal Marwah**

Partner  
(Membership No.007604)

New Delhi, 18th May, 2024



## Note 1: Corporate Information

SIRCA PAINTS INDIA LIMITED (Formerly known as SIRCA PAINTS INDIA PRIVATE LIMITED and earlier known as Sircolor Wood Coatings Private Limited, is a public limited company domiciled in India and incorporated under the provisions of The Companies Act, 1956/2013 located at G-82, Kirti Nagar, Delhi-110015 (India). The Company is listed on the National Stock Exchange (NSE). The company is engaged in the business of sole import and distribution of total product range of Sirca S.P.A. Italy, which has progressively grown up to a significant position in the wood, glass and metal coatings in the global market, becoming one of the four top companies in this segment. Sirca paints india ltd also started its production of wall paints, Melamine products, N.C products and economical P.U. products in technical collaboration with Sirca spa italy that sets the company in the market with particular quality and competitiveness power. Our product range includes all PU products, stains, special effects, acrylic PU, polyester, Wallpaints, U.V. Products etc.

## Note 2: Significant accounting policies

The significant accounting policies applied by the Company in preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements and in preparing the opening Ind AS financial statement for financial position as at April 1, 2018.

### 2.1 Statement of compliance

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time. Upto the year ended March 31, 2019, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006.

The date of transition to Ind AS is April 1, 2018.

### 2.2 Basis of Preparation and Measurement

#### (i) Basis of preparation

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements are presented in INR, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency').

Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes to these financial statements.

The financial statements of the Company for the year ended March 31, 2024 were approved for issue in accordance with the resolution of the Board of Directors on May 18, 2024.

#### (ii) Basis of measurement

The financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

### 2.3 Use of estimates and judgment

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Significant judgments and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

### 2.4 Revenue from contract with customers

Company has adopted Ind AS 115 "Revenue from Contract With Customers" starting April 01, 2018. Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and Goods and Service Tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur. Our customers have the contractual right to return goods only when authorised by the Company. An estimate is made of goods that will be returned and a liability is recognised for this amount using a best estimate based on accumulated experience. Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations. Interest income is recognised using the effective interest rate (EIR) method.

## 2.5 Foreign currency transactions and translation

The financial statements of the Company is presented in INR, which is the functional currency of the Company and the presentation currency for the financial statements.

In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in the statement of profit and loss for the period.

## 2.6 Property, plant and equipment

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying amount of the replaced part is de-recognised.

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses (net of revenue) are capitalised. Borrowing costs during the period of construction are added to the cost of eligible tangible assets.

Gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the statement of profit and loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are closed as "Capital work-in-progress".

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets".

## 2.7 Intangible assets

Patents, trademarks, License and software costs are included in the balance sheet as intangible assets where they are clearly linked to long term economic benefits for the Company. In this case they are measured initially at purchase cost and then subsequently intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their estimated useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Design - 10 years

Know-how - NIL

Computer software - 5 years

Trademarks - 5 years

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

## 2.8 Depreciation and amortization of property, plant and equipment

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life and is provided on written down value basis over the useful life as prescribed in Schedule II of the Companies Act, 2013 unless otherwise specified. Depreciable amount for the assets is the cost of an asset less its estimated residual value. Depreciation on addition to/deductions from fixed assets is provided on pro rata basis from/to the date of acquisition/disposal. Depreciation on assets under construction commences only when the assets are ready for their intended use.

## 2.9 Financial Instruments

### I. Financial Assets:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value. In case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified and measured at

- amortised cost

- fair value through profit and loss (FVTPL)

- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except during the period the Company changes its business model for managing financial assets.

### (a) Trade Receivables and Loans:

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

#### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

**(b) Debt Instruments:**

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the Company's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

**Financial assets at amortised cost(AC)**

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the 'EIR' method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

**Financial assets measured at fair value through Other Comprehensive Income (FVOCI)**

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognised in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

**Financial assets measured at fair value through Other Profit or Loss (FVTPL)**

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

**(c) Equity Instruments**

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as 'other income' in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

**(d) Derivative Financial Instruments**

The Company uses derivative financial instruments to hedge its foreign currency and commodity risks. Derivatives are measured at fair value. The treatment of changes in the value of derivative depends on their use as explained below:

**Cash Flow Hedges:**

Derivatives are held to hedge the uncertainty in timing or amount of future forecast cash flows. Such derivatives are classified as being part of cash flow hedge relationships. For an effective hedge, gains and losses from changes in the fair value of derivatives are recognised in other comprehensive income. Any ineffective elements of the hedge are recognised in the statement of profit and loss. If the hedged cash flow relates to a non-financial asset, the amount accumulated in equity is subsequently included within the carrying value of that asset. For other cash flow hedges, amounts accumulated in other comprehensive income are taken to the statement of profit and loss at the same time as the related cash flow.

**Derivatives for which hedge accounting is not applied**

Derivative financial instruments for which hedge accounting is not applied are initially recognised at fair value on the date on which a derivative contract is entered and are subsequently measured at FVTPL.

**Impairment of financial assets**

The Company applies expected credit loss (ECL) model for measurement and recognition of loss allowance on the following:

- i. Trade receivables
- ii. Financial assets measured at amortised cost (other than trade receivables)
- iii. Financial assets measured at fair value through other comprehensive income (FVTOCI).

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance. In case of other assets (listed as ii and iii above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. Lifetime ECL are the expected credit losses

resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, the Company uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables.

The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated.

ECL allowance recognised (or reversed) during the period is recognised as income/expense in the Statement of Profit and Loss under the head 'Other expenses'. conditions and forecasts of future economic conditions.

### **Derecognition of financial assets**

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing of the proceeds received.

## **ii. Financial liabilities and equity instruments**

### **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

### **Financial Liabilities**

#### **Initial Recognition and measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest rate method.

#### **Subsequent measurement**

Financial Liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

### **Derecognition of financial liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

## **2.10 Employee benefits**

### **Defined contribution plans**

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company in respect of above schemes has made contribution to a Government administered fund(s) and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

### **Defined benefit plans**

For defined benefit retirement schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Re-measurement gains and losses of the net defined benefit liability / (asset) are recognised immediately in Other Comprehensive Income. The service cost, net interest on the net defined benefit liability / (asset) is treated as a net expense within employment costs.

Past service cost is recognised as an expense, when the plan amendment or curtailment occurs, or when any related restructuring cost or termination benefits are recognised, whichever is earlier.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined-benefit obligation, as reduced by the fair value plan assets.

## **2.11 Inventories**

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

## **2.12 Provisions and contingent liability**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

**2.13 Income taxes**

Tax expense for the year comprises current and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws enacted in the country. It is recognised in the Statement of Profit and Loss except to the extent it relates to an item which is recognised directly in equity or in other comprehensive income. Interest expenses and penalties, if any, related to income tax are included in finance cost and other expenses respectively. Interest Income, if any, related to Income tax is included in Other Income.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

**2.14 Leases**

Company has adopted Ind AS 116 "Leases" Starting April 01, 2019, with initial date of application being April 01, 2019.

**Accounting policy upto March 31, 2019:**

The Company determines whether an arrangement contains a lease by assessing whether the fulfillment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to use that asset to the Company in return for payment. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease. Leases are classified as finance leases where the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rentals payable under operating leases are charged to the statement of profit and loss on a straight line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

**Accounting policy w.e.f. April 01, 2019**

The Company applied Ind AS 16 using the modified retrospective approach with a date of initial application of 1 January 2019 and accordingly the comparative figures have not been restated. Moreover, there was no impact of initial application on the balance of retained earnings as of April 01, 2019. As a result, the Company has changed its accounting policy for lease contracts as detailed below.

**The Company as a lessee**

At inception of a contract the Company assess whether a contract is, or contain a lease. A contract is, or contains, a lease if contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognises a right of use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right of use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term. The estimated useful lives of right of use assets are determined on the same basis as those of property, plant and equipment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. The lease liability is measured at amortised cost using the effective interest method.

**The Company as a lessor**

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

**2.15 Non-current assets held for sale and discontinued operations**

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying value and fair value less costs to sell.

Assets and disposal groups are classified as held for sale if their carrying value will be recovered through a sale transaction rather than through continuing use. Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

**2.16 Borrowing costs**

Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for the intended use or sale

**2.17 Expenditure**

Expenses are accounted on accrual basis except coupon redemption scheme expenses which are recorded on actual payment basis.

**2.18 Earning per share**

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**2.19 Brief outline on CSR Policy of the Company**

- (A) During the year, Company has paid Rs. 85,00,000/- as Corporate Social Responsibility till the end of financial year 2024
- (B) Average net profit of the Company as per Section 135(5) of the Act -till fy 31.03.2023 420,623,256
- (a) Two percent of average net profit of the Company as per Section 135(5) of the Act: 8,412,465
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years -
- (c) Amount required to be set off for the financial year, if any -
- (d) Total CSR obligation for the financial year (a+b-c) 8,412,465
- (C) CSR amount spent or unspent for the financial year (as per annexure)

Total Amount Spent for the Financial Year	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per Section 135 (6) of the Act		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135 (5) of the Act		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
8,500,000	Nil	Not Applicable	Not Applicable	Nil	Not Applicable

- (i) Details of CSR amount spent against ongoing projects for the financial year -
- (ii) Details of CSR amount spent against other than ongoing projects for the financial year 8,500,000
- (iii) Amount spent in Administrative Overheads -
- (iv) Amount spent on Impact Assessment, if applicable -
- (v) Total amount spent for the Financial Year (i+ii+iii+iv)= 8,500,000
- (D) Excess amount for set off, if any -
- (i) Two percent of average net profit of the Company as per Section 135(5) of the Act 8,412,465
- (ii) Total amount spent for the Financial Year Rs. 8,500,000
- (iii) Excess amount spent for the financial year [(ii)-(i)] Rs. 87,535
- (iv) Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any -
- (v) Amount available for set off in succeeding financial years [(iii)-(iv)] 87,535
- (E) (i) Details of Unspent CSR amount for the preceding three financial years Nil
- (ii) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) Nil
- In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (assetwise details) Nil
- (F) (a) Date of creation or acquisition of the capital asset(s) : None
- (b) Amount of CSR spent for creation or acquisition of capital asset : Nil
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc. : Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) : Not Applicable

- (G) Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5) of the Act:  
**Not Applicable**

**2.20 Borrowings from banks or financial institutions**

The Company has borrowed Rs.NIL for the year ended 31.03.2024.

**2.21 Undisclosed income**

No such income is credited to Profit & Loss account during the relevant financial year.

**2.22 Ratios:-**

Sl. No	Particulars		Valuation Type			Ratio
a	Current Ratio	=	Current Assets/ Current Liabilities	2,828,251,652	416,113,416	6.80
b	Debt-Equity Ratio	=	Total Liabilities/ Shareholder's Equity	422,123,992	3,087,181,345	0.14
c	Debt Service Coverage Ratio	=	Earnings available for debt service / Debt Service	690,655,834	NA	NA
d	Return on Equity Ratio	=	Net Profits after taxes - Preference Dividend (if any) / Average Shareholder's Equity	514,371,812	2,871,224,203	0.18
e	Inventory turnover ratio	=	Cost of goods sold OR sales/ Average Inventory	3,117,202,775	978,502,571	3.19
f	Trade Receivables turnover ratio	=	Net Credit Sales / Average Accounts Receivable	3,117,202,775	584,527,784	5.33
g	Trade payables turnover ratio	=	Net Credit Purchases / Average Trade Payables	1,638,093,098	345,463,061	4.74
h	Net capital turnover ratio	=	Net Sales/ Average Working Capital	3,117,202,775	2,871,224,203	1.09
i	Net profit ratio	=	Net Profit / Net Sales	514,371,812	3,117,202,775	0.17
j	Return on Capital employed	=	Earning before interest and taxes / Capital Employed	690,655,834	3,087,181,345	0.22

The accompanying notes are integral part of the Financial Statements

In terms of our report of even date

For and on behalf of

**For and on behalf of the Board**  
**Sirca Paints India Limited**

**Rajesh Kukreja & Associates**  
**Chartered Accountants**  
**FRN:- 0004254N**

**Sanjay Agarwal**  
**Chairman Cum Managing Director**  
**DIN: 01302479**

**Apoorv Agarwal**  
**Joint Managing Director**  
**DIN: 01302537**

**Sudarshan Lal Marwah**  
**(Partner)**  
**Membership No.-007604**  
**Place:-New Delhi**  
**Date : 18-05-2024**  
**UDIN:-24007604BKGECT4623**

## STANDALONE BALANCE SHEET

(Rupees in Lakhs)

Particulars	NOTE	As at MARCH 31, 2024	As at MARCH 31, 2023
<b>ASSETS</b>			
<b>1. NON CURRENT ASSETS</b>			
(A) PROPERTY, PLANT AND EQUIPMENT	3	5,301.23	4,942.59
(B) INTANGIBLE ASSETS	4	526.11	506.04
(C) CAPITAL WORK IN PROGRESS	5	584.49	542.92
(D) INTANGIBLE ASSET UNDER DEVELOPMENT	6	-	-
(E) FINANCIAL ASSETS			
(I) LOANS	7	-	10.61
(II) OTHER FINANCIAL ASSETS	8	108.04	10.00
(F) OTHER NON CURRENT ASSETS	9	233.12	256.13
(G) DEFERRED TAX ASSET	10	57.54	48.29
		<b>6,810.54</b>	<b>6,316.57</b>
<b>2. CURRENT ASSETS</b>			
(A) INVENTORIES	11	9,534.08	10,035.97
(B) FINANCIAL ASSETS			
(I) TRADE RECEIVABLES	12	6,554.08	5,136.47
(II) CASH AND CASH EQUIVALENTS	13	4,269.21	3,034.42
(III) OTHER BANK BALANCES	14	2,691.81	2,133.89
(IV) OTHER FINANCIAL ASSETS	15	4,796.41	3,538.74
(C) CURRENT TAX ASSTES (NET)	16	3.85	487.94
(D) OTHER CURRENT ASSETS	17	433.07	519.87
		<b>28,282.52</b>	<b>24,887.30</b>
<b>3. NON CURRENT ASSETS CLASSIFIED AS HELD FOR SALE</b>	18	-	-
		<b>35,093.05</b>	<b>31,203.88</b>
<b>TOTAL ASSETS</b>			



# STANDALONE BALANCE SHEET

Particulars	NOTE	(Rupees in Lakhs)	
		As at MARCH 31, 2024	As at MARCH 31, 2023
<b>EQUITY AND LIABILITIES</b>			
<b>1. EQUITY</b>			
(A) SHARE CAPITAL	19	5,480.88	2,740.44
(B) OTHER EQUITY	20	25,390.93	23,812.23
		<b>30,871.81</b>	<b>26,552.67</b>
<b>2. LIABILITIES</b>			
<b>(A) NON CURRENT LIABILITIES</b>			
(A) FINANCIAL LIABILITIES	21	55.22	32.95
(B) LONG TERM PROVISION	22	4.88	26.13
		<b>60.11</b>	<b>59.08</b>
<b>(B) CURRENT LIABILITIES</b>			
(A) FINANCIAL LIABILITIES			
(I) TRADE PAYABLES	23		
(A) TOTAL OUTSTANDING DUES OF MICRO ENTERPRISES AND SMALL ENTERPRISES		915.90	625.94
(B) TOTAL OUTSTANDING DUES OF CREDITORS OTHER THAN MICRO ENTERPRISES AND SMALL ENTERPRISES		2,337.95	3,029.47
(II) SHORT TERM BORROWINGS	24	-	-
(III) OTHER FINANCIAL LIABILITY	25	315.79	575.90
(B) OTHER CURRENT LIABILITY	26	591.50	360.81
(C) CURRENT TAX LIABILITY (NET)	27	-	-
		<b>4,161.13</b>	<b>4,592.13</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>35,093.05</b>	<b>31,203.88</b>

The accompanying notes are integral part of the Financial Statements  
In terms of our report of even date  
For and on behalf of

**For and on behalf of the Board of Directors**  
**Sirca Paints India Limited**

**Rajesh Kukreja & Associates**  
Chartered Accountants  
FRN:- 0004254N

**Sanjay Agarwal**  
Chairman Cum Managing Director  
DIN: 01302479

**Apoorv Agarwal**  
Joint Managing Director  
DIN: 01302537

**Sudarshan Lal Marwah**  
(Partner)  
Membership No.-007604  
Place:-New Delhi  
Date : 18-05-2024  
UDIN:-24007604BKGECT4623

**Shallu**  
Chief Financial Officer  
PAN:- DCDPS8801K

**Hira Kumar**  
Company Secretary  
PAN:-AZOPK3543K

# STANDALONE STATEMENT OF PROFIT AND LOSS

(Rupees in Lakhs)

	Particular	Note	April'23 to Mar '24	April'22 to Mar '23
I	Revenue from operations	28	31,172.03	26,774.94
II	Other Income	29	636.00	484.40
III	<b>Total Income (I + II)</b>		<b>31,808.03</b>	<b>27,259.34</b>
IV	<b>EXPENSES</b>			
	Cost of Material Consumed	30	9,967.39	7,732.00
	Purchase of traded goods	31	6,218.21	9,763.51
	Changes in stock of traded goods	32	697.23	(2,752.59)
	Employee benefit expenses	33	3,248.42	2,440.79
	Finance costs	34	2.02	3.89
	Depreciation and amortization expenses	35	595.43	441.06
	Impairment of non-current assets	36	-	-
	Other expenses	37	4,172.78	3,419.75
	<b>Total Expenses (IV)</b>		<b>24,901.47</b>	<b>21,048.41</b>
V	<b>Profit before tax (III - IV)</b>		<b>6,906.56</b>	<b>6,210.93</b>
VI	<b>Tax Expense</b>	38		
	Current tax		1,772.10	1,598.70
	Taxation for earlier years		-	-
	Deferred tax		(9.26)	1.15
	<b>Total tax expense</b>		<b>1,762.84</b>	<b>1,599.85</b>
VII	<b>Profit after tax (V-VI)</b>		<b>5,143.72</b>	<b>4,611.08</b>
VIII	<b>Other Comprehensive Income</b>			
	<b>Items that will not be reclassified to profit or loss</b>			
	Remeasurement gain/(loss) on defined benefit plan		(2.44)	(9.63)
	<b>Items that will be reclassified to profit or loss</b>			
			<b>(2.44)</b>	<b>(9.63)</b>
IX	<b>Total Comprehensive Income for the year (VII+VIII)</b>		<b>5,141.27</b>	<b>4,601.05</b>
X	<b>Earnings per equity share</b>			
	Basic / Diluted	39	9.38	8.41

\*\*\* Company has allotted 27404400 equity shares on 12.05.2023 as Bonus Shares to the beneficial owner of equity shares holders as on 11.05.2023 being the record date.

\*\*\*\* Calculation of EPS has been done after considering the Bonus shares allotted on 12.05.2023.

The accompanying notes are integral part of the Financial Statements

In terms of our report of even date

For and on behalf of

For and on behalf of the Board of Directors  
Sirca Paints India Limited

**Rajesh Kukreja & Associates**  
Chartered Accountants  
FRN:- 0004254N

**Sanjay Agarwal**  
Chairman Cum Managing Director  
DIN: 01302479

**Apoorv Agarwal**  
Joint Managing Director  
DIN: 01302537

**Sudarshan Lal Marwah**  
(Partner)  
Membership No.-007604  
Place:-New Delhi  
Date : 18-05-2024  
UDIN:-24007604BKGECT4623

**Shallu**  
Chief Financial Officer  
PAN:- DCDPS8801K

**Hira Kumar**  
Company Secretary  
PAN:-AZOPK3543K

# STANDALONE STATEMENT OF CASH FLOW

(Rupees in Lakhs)

Particular	April-Mar 2024	April-Mar 2023
<b>A. Cash Flow from Operating activities:</b>		
<b>Profit before taxes</b>	<b>6,906.56</b>	<b>6,210.93</b>
Adjustments for:		
Depreciation and amortization expenses	595.43	441.06
Impairment of non-current assets	-	-
Gain on fair valuation of forwards contracts	-	-
Expected Credit Loss	-	-
(Profit)/Loss on sale of assets	(18.06)	(1.16)
Interest Income	(466.33)	(331.62)
Finance expenses	2.02	3.89
Other non cash items	(2.44)	(8.61)
<b>Operating profit before working capital changes</b>	<b>7,017.17</b>	<b>6,314.48</b>
Adjustments for:		
Trade receivables	(1,417.61)	(573.91)
Financial assets and other current/non-current asset	(1,147.86)	(3,583.96)
Inventories	501.89	(3,067.43)
Trade payables	(401.57)	515.17
Financial liabilities and other current/non-current liabilities	(28.40)	414.24
<b>Cash generated from operations</b>	<b>4,523.63</b>	<b>18.59</b>
Direct tax paid (net of refunds)	(1,283.42)	(1,887.99)
<b>Net Cash from Operating Activities.....A</b>	<b>3,240.21</b>	<b>(1,869.39)</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of fixed assets including WIP	(1,247.56)	(1,007.83)
Sale of fixed assets	245.32	11.68
Investments & Securities	(87.43)	-
Movement in fixed deposits with banks	(557.92)	1,602.17
Interest received	466.33	331.62
<b>Net cash used in Investing Activities ..... B</b>	<b>(1,181.27)</b>	<b>937.64</b>
<b>C. Cash Flow from Financing activities:</b>		
Proceeds from issue of equity shares (Net of transaction cost)	-	-
Net Proceeds/(Repayment) of borrowings	-	-
Interest and other finance costs paid	(2.02)	(3.89)
Dividend Paid (Including Dividend distribution tax)	(822.13)	(548.09)
<b>Net Cash used in Financing Activities ..... C</b>	<b>(824.15)</b>	<b>(551.98)</b>
<b>Net increase or (decrease) in cash or cash equivalents ( A+B+C)</b>	<b>1,234.79</b>	<b>(1,483.73)</b>
<b>Cash &amp; Cash equivalents as at 1st April</b>	<b>3,034.24</b>	<b>4,518.15</b>
<b>Cash &amp; Cash equivalents as at 31th March</b>	<b>4,269.21</b>	<b>3,034.42</b>

The above cash flow statement has been prepared under the "Indirect Method" as set out in the Ind AS-7 statement of Cash Flow.

The accompanying notes are integral part of the Financial Statements  
In terms of our report of even date  
For and on behalf of

For and on behalf of the Board of Directors  
Sirca Paints India Limited

**For Rajesh Kukreja & Associates**  
Chartered Accountants  
FRN:- 0004254N

**SANJAY AGARWAL**  
Chairman cum Managing Director  
DIN: 01302479

**APOORV AGARWAL**  
Joint Managing Director  
DIN: 01302537

**SUDARSHAN LAL MARWAH**  
(PARTNER)  
MEMBERSHIP NO.-007604  
Place:-New Delhi  
Date : 18-05-2024  
UDIN:-24007604BKGECT4623

**SHALLU**  
Chief Financial Officer  
PAN:- DCDPS8801K

**HIRA KUMAR**  
Company Secretary  
PAN:-AZOPK3543K

**Note 3: Property, Plant and Equipment**

Particular	Useful Life Year	Rate	Net Block		Gross Block			Accumulated Depreciation			Closing Block
			01.04.2023	01.04.2023	Purchase During the Year	Sales During the Year	31.03.2024	Dep Reversal	Total Dep for the year	Total Depreciation upto 31.03.2024	
<b>LAND</b>	-	-	<b>1,820.28</b>	<b>1,820.28</b>	-	-	<b>1,820.28</b>	-	-	-	<b>1,820.28</b>
Factory Plot Nathupur	-	-	1,096.08	1,096.08	-	-	1,096.08	-	-	-	1,096.08
Land Kirti Nagar	-	-	724.20	724.20	-	-	724.20	-	-	-	724.20
<b>BUILDING</b>	<b>30</b>	<b>9.50%</b>	<b>1,456.89</b>	<b>1,878.44</b>	<b>11.15</b>	<b>200.99</b>	<b>1,688.60</b>	<b>72.22</b>	<b>131.50</b>	<b>480.84</b>	<b>1,207.76</b>
Building Kirti Nagar	-	-	461.24	530.47	-	-	530.47	-	42.39	111.62	418.85
Factory Building Nathupur	-	-	868.76	1,158.13	-	-	1,158.13	-	79.85	369.22	788.91
DLF Flat	-	-	126.89	189.84	11.15	200.99	-	72.22	9.26	-	-
<b>PLANT &amp; MACHINERY</b>	<b>15</b>	<b>18.10%</b>	<b>1,248.98</b>	<b>1,776.15</b>	<b>929.75</b>	<b>112.53</b>	<b>2,593.37</b>	<b>14.68</b>	<b>312.64</b>	<b>825.13</b>	<b>1,768.24</b>
Plant & Machinery	-	-	963.33	1,333.57	798.77	3.66	2,128.68	1.81	260.79	629.21	1,499.48
Solvent Tank	-	-	18.96	33.41	-	-	33.41	-	3.21	17.67	15.74
Compressor	-	-	7.42	15.27	-	-	15.27	-	1.26	9.11	6.17
Automatic Tinting Machine	-	-	116.22	157.77	100.07	108.16	149.67	12.78	21.69	50.46	99.21
SS Mixing Thinner Tank	-	-	45.66	65.62	-	-	65.62	-	7.74	27.70	37.92
Filling Machine	-	-	6.04	13.20	-	-	13.20	-	1.02	8.19	5.01
Fire Fighting System	-	-	67.00	116.03	19.22	-	135.26	-	11.45	60.48	74.78
Lift	-	-	6.63	10.05	-	-	10.05	-	1.12	4.54	5.51
Lab Equipment's	-	-	13.25	24.13	8.45	0.17	32.40	0.08	3.43	14.22	18.18
Weighing Machine	-	-	4.46	7.10	3.23	0.54	9.80	-	0.92	3.56	6.24
<b>Electrical Installation and Equipments's</b>	<b>10</b>	<b>25.89%</b>	<b>102.94</b>	<b>195.67</b>	<b>6.79</b>	<b>-</b>	<b>202.46</b>	<b>-</b>	<b>25.71</b>	<b>118.44</b>	<b>84.02</b>
Electrical Instalation and Equipments	-	-	102.94	195.67	6.79	-	202.46	-	25.71	118.44	84.02
<b>Furniture &amp; Fixture</b>	<b>10</b>	<b>25.89%</b>	<b>237.92</b>	<b>448.59</b>	<b>58.67</b>	<b>-</b>	<b>507.26</b>	<b>-</b>	<b>59.26</b>	<b>269.93</b>	<b>237.32</b>
Furniture & Fixture	-	-	160.78	313.07	35.56	-	348.63	-	39.45	191.74	156.89
Studio Account	-	-	77.14	135.52	23.11	-	158.63	-	19.81	78.19	80.43
<b>Moter Vehicle</b>	<b>8</b>	<b>31.23%</b>	<b>14.75</b>	<b>157.33</b>	<b>129.19</b>	<b>25.84</b>	<b>260.68</b>	<b>22.48</b>	<b>18.74</b>	<b>138.84</b>	<b>121.84</b>
CAR	-	-	14.49	156.33	129.19	25.84	259.68	22.48	18.66	138.03	121.65
SCOOTER	-	-	0.26	1.00	-	-	1.00	-	0.07	0.81	0.19
<b>OFFICE EQUIPMENT</b>	<b>5</b>	<b>45.07%</b>	<b>37.82</b>	<b>115.58</b>	<b>9.98</b>	<b>0.01</b>	<b>125.55</b>	<b>0.01</b>	<b>16.23</b>	<b>93.99</b>	<b>31.56</b>
Office Equipment	-	-	21.43	59.05	9.44	0.01	68.48	0.01	9.83	47.45	21.03
AIR CONDITIONER	-	-	16.28	55.10	0.54	-	55.63	-	6.37	45.19	10.45
Projectors	-	-	0.02	0.33	-	-	0.33	-	0.00	0.32	0.02
Solar Inverter	-	-	0.03	0.50	-	-	0.50	-	0.01	0.48	0.02
Water cooler	-	-	0.07	0.61	-	-	0.61	-	0.03	0.56	0.04
<b>COMPUTER</b>	<b>3</b>	<b>63.16%</b>	<b>23.03</b>	<b>77.36</b>	<b>25.80</b>	<b>2.03</b>	<b>101.13</b>	<b>0.17</b>	<b>16.75</b>	<b>70.92</b>	<b>30.21</b>
Computer	-	-	18.48	66.10	20.54	0.74	85.91	-	13.67	61.29	24.62
Printer	-	-	4.54	11.26	5.25	1.29	15.23	0.17	3.08	9.63	5.59
<b>Grand Total</b>	<b>-</b>	<b>-</b>	<b>4,942.59</b>	<b>6,469.40</b>	<b>1,171.31</b>	<b>341.39</b>	<b>7,299.32</b>	<b>109.55</b>	<b>580.83</b>	<b>1,998.10</b>	<b>5,301.23</b>

**Note 4: Amortization on Intangible Assets**

Particular	Useful Life Year	Rate	Net Block 01.04.2023	Gross Block				Accumulated Depreciation			Closing Block NET WDV as on 31.03.2024
				01.04.2023	Purchase During the Year	Sales During the Year	31.03.2024	Dep Reversal	Total Dep for the year	Total Depreciation upto 31.03.2024	
Software	3	63.16%	14.18	36.21	34.68		70.88	14.61	36.63	34.26	
Technical Know How			491.85	491.85			491.85	-	-	491.85	
<b>Grand Total</b>			<b>506.04</b>	<b>528.06</b>	<b>34.68</b>	<b>-</b>	<b>562.73</b>	<b>14.61</b>	<b>36.63</b>	<b>526.11</b>	

**Note 5: Capital work in progress****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Building in Nathupur	-	-
Plant in Nathupur	584.49	542.92
<b>Total</b>	<b>584.49</b>	<b>542.92</b>

Amount in CWIP for the year ended 31.03.2024

**(Rupees in Lakhs)**

CWIP	Less Than			More Than	
	1 Year	1-2 Years	2-3 Years	3 Year	Total
Projects In Progress	584.49	-	-	-	<b>584.49</b>
Projects temporarily Suspended	-	-	-	-	-
	<b>584.49</b>	-	-	-	<b>584.49</b>

Amount in CWIP for the year ended 31.03.2023

**(Rupees in Lakhs)**

CWIP	Less Than			More Than	
	1 Year	1-2 Years	2-3 Years	3 Year	Total
Projects In Progress	542.92	-	-	-	<b>542.92</b>
Projects temporarily Suspended	-	-	-	-	-
	<b>542.92</b>	-	-	-	<b>542.92</b>

**Note 6: Intangible asset under development****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Technical Know How	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 7: Loans****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
<b>Security deposit</b>		
Unsecured, considered good	-	10.61
<b>Total</b>	<b>-</b>	<b>10.61</b>

**Note 8: Other Financial assets****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Amount Paid to electricity department	17.42	-
Investment in Wholly owned Subsy	10.00	10.00
Security deposit (i)	80.62	-
<b>Total</b>	<b>108.04</b>	<b>10.00</b>

(i) Security deposit paid for renting of properties.

**Note 9: Other non-current assets****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Capital advances		
Unsecured, considered good	233.12	172.92
Balance With Revenue Authorities	-	-
Other advances	-	-
Security deposit	-	83.21
<b>Total</b>	<b>233.12</b>	<b>256.13</b>

**Note 10: Deferred tax asset****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Deferred Tax</b>	<b>57.54</b>	<b>48.29</b>
Property, Plant & Equipment and intangible assets	18.60	2.56
Expected Credit Loss	6.81	15.32
Gratuity Liability	8.02	12.96
Other	24.11	17.45
35D expense (I.P.O. Expenses)	-	-
<b>Total</b>	<b>57.54</b>	<b>48.29</b>

**Reconciliation of movement in deferred tax balances with the amount recognized in Statement of Profit and Loss and Other Equity****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Opening Balance	48.29	49.44
Closing Balance	57.54	48.29
<b>Net movement in deferred tax balances</b>	<b>(9.25)</b>	<b>1.15</b>
Recognized in Statement of Profit and Loss	(9.25)	1.15
Recognized in Other Equity	-	-
	(9.25)	1.15

**Note 11: Inventories****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
<b>(At cost or net realisable value, which ever is lower)</b>		
Raw Material	1,282.12	1,086.78
Finished Goods	8,251.96	8,949.19
<b>Total</b>	<b>9,534.08</b>	<b>10,035.97</b>

**Note 12: Trade Receivables****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Sundry Debtors	6,618.86	5,174.70
	<b>6,618.86</b>	<b>5,174.70</b>
Less: Allowance for credit losses	64.78	38.22
<b>Total</b>	<b>6,554.08</b>	<b>5,136.47</b>

Trade receivables - Billed

Trade receivables - Billed (unsecured) consist of the following:

**(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Trade receivables - Billed	6,618.86	5,174.70
Less: Allowance for doubtful trade receivables - Billed	64.78	38.22
Considered good	<b>6,554.08</b>	<b>5,136.48</b>

**Ageing for trade receivables - outstanding as at March 31, 2024 is as follows:****(Rupees in Lakhs)**

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade receivables - Billed</b>							
Undisputed trade receivables - considered good		5,760.44	394.11	109.56	89.07	69.38	<b>6,422.56</b>
Undisputed trade receivables - which have significant increase in credit risk							
Undisputed trade receivables - credit impaired							
Disputed trade receivables - considered good							
Disputed trade receivables - which have significant increase in credit risk		2.63	16.35	22.89	39.61	114.82	<b>196.30</b>
Disputed trade receivables - credit impaired							
		5,763.07	410.46	132.45	128.68	184.20	<b>6,618.86</b>
Less: Allowance for doubtful trade receivables - Billed						64.78	<b>64.78</b>
Trade receivables - Unbilled							
		5,763.07	410.46	132.45	128.68	119.42	<b>6,554.08</b>

**Ageing for trade receivables - outstanding as at March 31, 2023 is as follows:****(Rupees in Lakhs)**

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade receivables - Billed</b>							
Undisputed trade receivables - considered good		4,567.45	188.69	161.12	30.72	19.64	<b>4,967.62</b>
Undisputed trade receivables - which have significant increase in credit risk							
Undisputed trade receivables - credit impaired							
Disputed trade receivables - considered good							
Disputed trade receivables - which have significant increase in credit risk		0.41	12.22	55.32	51.08	88.06	<b>207.09</b>
Disputed trade receivables - credit impaired							
		4,567.86	200.91	216.44	81.80	107.70	<b>5,174.71</b>
Less: Allowance for doubtful trade receivables - Billed						38.22	<b>38.22</b>
Trade receivables - Unbilled							
		<b>4,567.86</b>	<b>200.91</b>	<b>216.44</b>	<b>81.80</b>	<b>69.48</b>	<b>5,136.49</b>



**Note 13: Cash and cash equivalents****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Balances with banks		
- on Current accounts	3,285.21	3,025.57
- Cheque in hand	969.68	-
Cash on hand	14.33	8.84
<b>Total</b>	<b>4,269.21</b>	<b>3,034.42</b>

**Note 14: Other bank balances****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Fixed Deposits held with banks	2,691.81	2,133.89
<b>Total</b>	<b>2,691.81</b>	<b>2,133.89</b>

**Note 15: Other financial assets****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Interest accrued on Investments	252.30	34.23
Interest accrued on FDR	76.10	41.82
Accrued Income	62.85	22.58
Advances to Staff	18.82	13.90
Short Term Investments#	4,386.34	3,426.21
<b>Total</b>	<b>4,796.41</b>	<b>3,538.74</b>

# Market Value as on 31.03.2024 - Rs. 4,65,460,754

**Note 16: Current Tax Assets (net)****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Advance tax and TDS	1,820.01	2,086.63
Less: Provision for taxation	(1,816.16)	(1,598.70)
<b>Total</b>	<b>3.85</b>	<b>487.94</b>

**Note 17: Other current assets****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Balance With Revenue Authorities	28.46	74.81
Prepaid expenses	56.45	36.72
Advance to suppliers	286.18	407.71
Branch Difference	-	(0.00)
Other advances	61.45	-
GST Reversed (Pending Payment)	0.53	0.62
	-	-
<b>Total</b>	<b>433.07</b>	<b>519.87</b>

**Note 18: Non Current assets classified as held for sale****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Land and Buildings	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 19: Share Capital****(Rupees in Lakhs)**

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of shares	Amount	No. of Shares	Amount
<b>Authorised</b>				
6,00,00,000 shares Equity Shares of INR 10 each	6,00,00,000	6,000.00	3,20,00,000	3,200.00
	6,00,00,000	6,000.00	3,20,00,000	3,200.00
<b>Issues, Subscribed and Paid up</b>				
5,48,08,800 shares Equity Shares of INR 10 each	5,48,08,800	5,480.88	2,74,04,400	2,740.44
	5,48,08,800	5,480.88	2,74,04,400	2,740.44

(a) The Company has only one class of equity shares. Each shareholder is eligible for one vote per share. The dividend proposed by the Board is subject to the approval of shareholders except in the case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to their shareholding.

**(b) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year****(Rupees in Lakhs)**

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	Amount (rupee in lakhs)	No. of Shares	Amount (rupee in lakhs)
Balance as at the beginning of the year	2,74,04,400	2,740.44	2,74,04,400	2,740.44
Add: Equity shares issued during the year	2,74,04,400	2,740.44		
Balance as at the end of the year	<b>5,48,08,800</b>	<b>5,480.88</b>	<b>2,74,04,400</b>	<b>2,740.44</b>

**(c) Details of Shareholders holding more than 5 % shares in the Company**

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	Holding %	No. of Shares	Holding %
SANJAY AGARWAL	1,77,60,960	32.41	88,80,480	32.41
GURJIT SINGH BAINS	77,32,394	14.11	38,66,197	14.11
BGB ITALIA	1,03,10,966	18.81	51,55,483	18.81
SIRCA S.P.A. ITALY	21,00,000	3.83	10,50,000	3.83

**(d) Shareholding of Promoters**

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	Holding %	No. of Shares	Holding %
SANJAY AGARWAL	17,760,960	32.41	88,80,480	32.41
ANITA AGARWAL	36,900	0.07	18,450	0.07
APOORV AGARWAL	11,07,000	2.02	5,53,500	2.02
AYUSHI AGARWAL	36,900	0.07	18,450	0.07
SRISHTI AGARWAL	36,900	0.07	18,450	0.07
GURJIT SINGH BAINS	77,32,394	14.11	38,66,197	14.11
BGB ITALIA	1,03,10,966	18.81	51,55,483	18.81
<b>Total</b>	<b>3,70,22,020</b>	<b>67.55</b>	<b>1,85,11,010</b>	<b>67.55</b>

**Note 20: Other Equity****As at 31.03.2024 (Rupees in Lakhs)**

Particulars	Security premium reserve	Retained Earnings	Other Comprehensive Income	Total
<b>Opening balance as at 01.04.2023</b>	<b>8,373.28</b>	<b>15,420.31</b>	<b>18.65</b>	<b>23,812.23</b>
Add: Profit for the year	-	<b>5,143.72</b>	-	<b>5,143.72</b>
Add : Bonus Share Issued	-	<b>(2,740.44)</b>	-	<b>(2,740.44)</b>
Add : Provision for dividend	-	<b>(822.13)</b>	-	<b>(822.13)</b>
Add: OCI Income	-	-	<b>(2.44)</b>	<b>(2.44)</b>
<b>Closing balance as at 31.03.2024</b>	<b>8,373.28</b>	<b>17,001.45</b>	<b>16.20</b>	<b>25,390.93</b>

**The nature of reserves are as follows:**

1. Securities premium reserve is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013 (the "Companies Act").
2. Other Comprehensive Income represents remeasurement gain/(loss) arising on defined benefit plans of Company.
3. Retained Earnings is a free reserves that is available for distribution of dividends.

**As at 31.03.2023 (Rupees in Lakhs)**

Particulars	Security premium reserve	Retained Earnings	Other Comprehensive Income	Total
<b>Opening balance as at 01.04.2022</b>	<b>8,373.28</b>	<b>11,373.19</b>	<b>28.28</b>	<b>19,774.75</b>
Add: Profit for the year	-	<b>4,611.08</b>	-	<b>4,611.08</b>
Add : Provision for Income Tax (21-22)	-	<b>(15.88)</b>	-	<b>(15.88)</b>
Add : Provision for Dividend	-	<b>(548.09)</b>	-	<b>(548.09)</b>
Add: OCI Income	-	-	<b>(9.63)</b>	<b>(9.63)</b>
<b>Closing balance as at 31.03.2023</b>	<b>8,373.28</b>	<b>15,420.31</b>	<b>18.65</b>	<b>23,812.23</b>

**Note 21: Financial Liability****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Secured</b>		
Security Deposit	54.10	32.95
(Amount received for Distributorship)	-	-
Unclaimed Dividend	32.00	-
<b>Total</b>	<b>55.22</b>	<b>32.95</b>

**Note 22: Long term provision****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Secured</b>		
<b>Provision for Gratuity</b>	4.88	26.13
	-	-
PROVISION FOR GRATUITY - NON CURRENT	193.44	125.96
Less: LIC Gratuity fund (Asset)	(188.56)	(99.84)
Add: LIC Gratuity fund (Liab)	-	-
Less: Ind AS Accounting entries	-	-
Less: Ind AS Accounting entries - after Ind AS valuation	-	-
<b>Total</b>	<b>4.88</b>	<b>26.13</b>

**Note 23: Trade Payables****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Creditor for supplies and services (MSME)	915.90	625.94
Creditor for supplies and services (NON MSME)	2,337.95	3,029.47
<b>Total</b>	<b>3,253.85</b>	<b>3,655.41</b>

Ageing for trade payables outstanding as at March 31, 2024 is as follows:

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade payables</b>						
MSME*	915.90					<b>915.90</b>
Others		2,331.22				<b>2,331.22</b>
Disputed dues - MSME*						-
Disputed dues - Others				1.55	5.18	<b>6.73</b>
Accrued expenses						-
	<b>915.90</b>	<b>2,331.22</b>	-	<b>1.55</b>	<b>5.18</b>	<b>3,253.85</b>

\*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006

Ageing for trade payables outstanding as at March 31, 2023 is as follows:

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade payables</b>						
MSME*	625.94					<b>625.94</b>
Others		3,022.48	0.26	5.18		<b>3,027.92</b>
Disputed dues - MSME*						-
Disputed dues - Others			1.55			<b>1.55</b>
Accrued expenses						-
	<b>625.94</b>	<b>3,022.48</b>	<b>1.81</b>	<b>5.18</b>	-	<b>3,655.41</b>

\*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006

**Note 24: Short term borrowings****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Short term Borrowings	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 25: Other financial liability****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Expenses payable	66.07	377.74
Security deposit (Amount received for Distributorship)	26.05	37.75
Employee dues	223.39	159.29
Unclaimed dividend	0.28	1.12
<b>Total</b>	<b>315.79</b>	<b>575.90</b>

**Note 26: Other current liability****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Statutory dues	397.00	189.19
Contract liability	168.07	147.18
Short Term Liability	26.43	24.44
<b>Total</b>	<b>591.50</b>	<b>360.81</b>

**Note 27: Current tax liability****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Provision for taxation	-	-
Less: Advance tax and TDS	-	-
<b>Total</b>	-	-

**Note 28: Revenue from operations****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
(a) Sales of Products	31,172.03	26,774.94
	<b>31,172.03</b>	<b>26,774.94</b>

**Note 29: Other Income****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Finance income	466.33	331.62
Miscellaneous income	16.65	2.89
Foreign currency fluctuations	126.88	145.09
Gain on sale of capital assets	18.06	1.16
Recoverability from Loss in Transit	8.08	3.64
	<b>636.00</b>	<b>484.40</b>

**Note 30: Cost of Material Consumed****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Opening stock	1,086.78	771.94
Add: Purchase of raw material	10,162.73	8,046.84
Less: Closing stock of Raw Material & WIP	(1,282.12)	(1,086.78)
	<b>9,967.39</b>	<b>7,732.00</b>

**Note 31: Purchase of traded goods****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Purchase of Paints & Varnish	6,218.21	9,763.51
	<b>6,218.21</b>	<b>9,763.51</b>

31.01 Purchase Include custom duty of Rs.6,20,33,399.24 {(2022-23) 9,49,17,059.58}

**Note 32: Changes in stock of traded goods****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
<b>Opening Stock</b>	-	
Finished goods	8,949.19	6,196.60
	<b>8,949.19</b>	<b>6,196.60</b>
<b>Closing Stock</b>		
Finished goods	8,251.96	8,949.19
	<b>8,251.96</b>	<b>8,949.19</b>
	<b>697.23</b>	<b>(2,752.59)</b>

32.01 Closing Stock Include Stock in transit Rs. 1,00,51,474.97 {(2022-23) 27,42,357.47/-}

**Note 33: Employee benefit expenses****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Salaries and wages	2,777.55	2,061.48
Directors Remuneration	200.10	174.00
Stipend	7.35	13.49
Gratuity expenses	58.27	35.54
Employer Contribution to provident fund and ESIC	154.04	121.14
Staff welfare expenses	51.12	35.15
	<b>3,248.42</b>	<b>2,440.79</b>

**Note 34: Finance costs****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Other Interest	0.89	1.51
Bank Charges	1.13	2.37
	<b>2.02</b>	<b>3.89</b>

**Note 35: Depreciation and amortization expenses****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Depreciation on Property, plant & equipment	580.83	438.13
Amortization of intangible assets	14.61	2.93
	<b>595.43</b>	<b>441.06</b>

**Note 36: Impairment of non-current assets****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Impairment of land & building classified as held for sale	-	-
	-	-

**Note 37: Other expenses****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
<b>Manufacturing Expenses</b>		
Consumable Stores	241.31	153.56
Freight & Octroi	839.09	630.37
Miscellaneous Expenses	46.72	48.17
Clearing & Forwarding Exp.	39.17	67.53
<b>Selling, Distribution &amp; Administration Expenses</b>		
Professional & Legal Expenses	143.43	72.59
Rates & Taxes	-	2.70
Interest on MSME	-	0.39
CSR Expense	85.00	66.02
Repair & Maintenance	124.79	89.14
Telephone Expenses	16.94	9.98
Electricity Expenses	89.88	60.59
Insurance	59.99	48.51
Office Expenses	24.82	25.14
Postage & Courier	19.08	18.33
Printing & Stationery	15.81	12.71
Property Tax	4.10	2.38
Rent	260.01	235.19
Security Charges	30.59	25.77
Audit Fees (refer point (a) below)	6.00	4.00
Advertisement	270.89	61.84
Bad Debts	26.87	20.38
Loss Due to Theft	-	1.84
Commission	152.57	198.62
Discount & Compensation	52.93	373.84
Exhibition Expenses	104.57	68.76
Branch Handling Charges	2.90	18.18
Demand & Penalty	1.55	7.00
Sales Promotion Expenses	992.72	537.73
Travelling & Conveyance	507.70	405.29
Foreign Currency Fluctuation	13.36	146.20
Loss In Transit	-	7.00
	<b>4,172.78</b>	<b>3,419.75</b>

**a) Details of auditor remuneration and out-of-pocket expenses****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Statutory audit fees	6.00	4.00
Tax audit fees	-	-
Out of pocket expenses	-	-
	<b>6.00</b>	<b>4.00</b>

**Note 38: Income Tax Expenses****(i) Income tax expense in the statement of profit and loss comprises:****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Current tax	1,772.10	1,598.70
Taxation for earlier years	-	-
Deferred tax	(9.26)	1.15
<b>Total</b>	<b>1,762.84</b>	<b>1,599.85</b>

**(ii) A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below:****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Profit before income taxes (A)	6,906.56	6,210.93
Tax Rate (B)	25.17%	25.17%
Tax Expense at Statutory tax rates (A*B)	1,738.38	1,563.29
<b>Adjustments:</b>		
Add: Taxation for earlier years		
Add: Tax effect of permanent differences		
Add: Other adjustments	33.72	35.40
<b>Income tax expense</b>	<b>1,772.10</b>	<b>1,598.70</b>
<b>Current Tax expense reported in the Statement of Profit and Loss</b>	<b>1,772.10</b>	<b>1,598.70</b>

**Note 39: Earning per shares****(Amount in Rupees)**

Particulars	April'23 to March'24	April'22 to March'23
Profit after tax	51,43,71,812.15	46,11,08,451.47
Weighted average number of equity shares (For basic and diluted EPS)	5,48,08,800.00	5,48,08,800.00
Nominal value of Ordinary Shares	10.00	10.00
Basic and Diluted Earnings per Ordinary Share	9.38	8.41

**Note 40: Segment Reporting**

The Company activity during the year revolves around manufacturing and trading of wood coating products. Considering the nature of Company's business and operations, as well as based on review of operating results by the chief operating decision maker to make decision about resource allocation and performance measurement, there is only one reportable business segment viz. "Wood Coating Products" and a single geographical segment in accordance with the requirement of Ind AS 108 - "Operating Segments". Accordingly no separate disclosures has been made for segment reporting under Ind AS 108.

**Note 41: Restated Statement of Related Party Disclosure****(a) List of related parties and related party relationship**

Related party relationship	Party	Relation
<b>Key Management Personal (KMP)</b>		
Chairman	Sanjay Agarwal	
Joint Managing Director	Apoorv Agarwal	Son of Managing Director
Chief Financial Officer	Shallu Arora	
<b>Relatives of KMP</b>	Ayushi Agarwal	Daughter of Managing Director
	Chirag Goel	Son-in -Law of Managing Director
<b>Promoter Group (Other than KMP)</b>	Anita Agarwal	Wife of Managing Director
	Ayushi Agarwal	Daughter of Managing Director
	Srishti Agarwal	Wife of Apoorv Agarwal
	BGB Italia	Gurjit Singh Bains(Non Executive Director) is act as director and holding more than 20% of Paid up Capital
<b>Company Secretary</b>	Hira Kumar	

**(b) Related party transactions during the year****(Rupees in Lakhs)**

Particular	April'23 - March'24	April'22 - March'23
<b>Key Management Personal (KMP)</b>		
Remuneration to KMP	234.41	201.20
Remuneration to KMP Relatives	47.98	37.20
Director Sitting Fees	2.65	2.60
Bonus to KMP	7.56	6.26
Bonus to KMP Relatives	1.43	1.21
Dividend Paid to promoter group	156.32	104.22
Dividend Paid to KMP	399.01	266.00



**Outstanding balances as at end of the year****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Remuneration to KMP	19.65	16.85
Remuneration to KMP Relatives	3.67	3.10
Director Sitting Fees	0.33	0.26

\* Employer PF Contribution not included in remuneration.

**Note 42: Capital management**

The Company's capital management objective is to maximise the total shareholder return by optimising cost of capital through flexible capital structure that supports growth.

The Company determines the amount of capital required on the basis of annual operating plan and long-term strategic plans. The funding requirements are met mostly through internal accruals and some short-term borrowings. The Company monitors the capital structure on the basis of Net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

In all the financial years presented in these financial statements Company has negative net debts and has met its capital requirements through internal accruals. For the purpose of capital management, capital includes issued equity capital, securities premium and all other reserves. Net debt includes short-term borrowings as reduced by cash and cash equivalents, fixed deposits held with bank and margin money held with banks.

**Note 43: Financial Instruments**

This note gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments. The significant accounting policy in relation to financial instruments is contained in Note 2.9.

**(a) Financial assets and liabilities**

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2024, & March 31, 2023.

**As at 31.03.2024****(Rupees in Lakhs)**

Particular	Amortized Cost	Derivative instrument #	Total carrying and fair value
<b>Financial Assets*</b>			
Loans	-	-	-
Trade receivables	6,554.08	-	6,554.08
Cash and cash equivalents	4,269.21	-	4,269.21
Other bank balances	2,691.81	-	2,691.81
Derivative asset		-	-
Other financial assets	4,796.41	-	4,796.41
	<b>18,311.52</b>	-	<b>18,311.52</b>
<b>Financial Liability</b>			
Borrowings	-	-	-
Trade payables	3,253.85	-	3,253.85
Other financial liabilities	315.79	-	315.79
	<b>3,569.64</b>	-	<b>3,569.64</b>

As at 31.03.2023

(Rupees in Lakhs)

Particular	Amortized Cost	Derivative instrument	Total carrying and fair value
<b>Financial Assets*</b>			
Loans	10.61	-	10.61
Trade receivables	5,136.47	-	5,136.47
Cash and cash equivalents	3,034.42	-	3,034.42
Other bank balances	2,133.89	-	2,133.89
Derivative asset	-	-	-
Other financial assets	3,538.74	-	3,538.74
	<b>13,854.13</b>	-	<b>13,854.13</b>
<b>Financial Liability</b>			
Borrowings	-	-	-
Trade payables	3,655.41	-	3,655.41
Other financial liabilities	575.90	-	575.90
	<b>4,231.32</b>	-	<b>4,231.32</b>

\* The fair value of all other financial asset and liability carried at amortize cost is equal to their carrying value

**(b) Fair value hierarchy**

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

**Quoted prices in an active market (Level 1):** This level of hierarchy includes financial assets that are measured by reference to quoted prices in active markets for identical assets or liabilities. Company does not hold any asset/liability that fall into this category.

**Valuation techniques with observable inputs (Level 2):** This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). This level of hierarchy includes Company's over-the-counter (OTC) derivative contracts.

**Valuation techniques with significant unobservable inputs (Level 3):** This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Company does not hold any asset/liability that fall into this category.

(Rupees in Lakhs)

Particular	Level - 2	
	As at 31.03.2024	As at 31.03.2023
<b>Financial instruments at FVTPL</b>		
Foreign currency forward contracts	-	-

**(c) Derivative financial instruments**

Derivative instruments used by the Company primarily include forward exchange contracts. All transactions in derivative financial instruments are undertaken to manage risks arising from underlying business activities. The Company does not hold or issue derivative financial instruments for trading purpose.

(Rupees in Lakhs)

Particular	As at 31.03.2024	As at 31.03.2023
forward exchange contracts - Assets	-	-
forward exchange contracts - Liability	-	-
Notional value of above contract	-	-

**(d) Financial risk management**

The Company's activities are primarily exposed to a credit risk and market risk arising from movement in foreign exchange rates i.e. foreign exchange risk.

**(i) Market risk - Foreign currency exchange rate risk:**

The Company make significant amount of purchases in foreign currency which exposes the Company to the risk of fluctuation in foreign currency exchange rates which may have a potential impact on the statement of profit and loss and equity.

In order to protect itself from foreign currency movements, Company often enters into forward exchange contracts from scheduled bank for its anticipated receipts. The exposure is such contract is disclosed in Note 43(c) above.

The foreign currency exposure of company is as follows:

Particular	(Rupees in Lakhs)	
	As at 31.03.2024	As at 31.03.2023
<b>A. Trade Payables - EURO</b>		
INR (In Lakhs)	842.18	1,821.69
EURO (In Lakhs)	9.43	20.44
<b>Sensitivity analysis (In Lakhs)</b>		
Strengthen of foreign currency by 5%	-42.11	-91.08
Weakening of foreign currency by 5%	42.11	91.08

**(ii) Credit risk**

The credit risk exposure of the Company primarily arises from Cash and cash equivalents, trade receivables, derivative financial instruments, financial assets measured at amortised cost. Credit risk arises from the possibility that the counter party may not be able to settle their obligations. To manage trade receivable, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts and aging of such receivables.

None of the financial instruments of the Company results in material concentration of credit risks.

**Note 44: Employee benefit Plan****(A) Defined benefit Plan**

The defined benefit plan operated by the Company is as below:

**Retiring gratuity**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 26 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company has taken a gratuity plan from Life Insurance Corporation (LIC) and annual contributions are made to this plan. The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation.

The defined benefit plans expose the Company to a number of actuarial risks as below:

**(a) Interest risk:** A decrease in the bond interest rate will increase the plan liability.

**(b) Salary risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

**(c) Longevity risk:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. An increase in the life expectancy of the plan participants will increase the plan's liability.

The following table sets out the amounts recognised in the financial statements in respect of retiring gratuity plan:

All figures are presented in Rs. Lakhs

**(i) Change in Defined Benefit Obligation (DBO) during the year****(Rupees in Lakhs)**

Particulars	31.03.2024	31.03.2023
Present value of DBO at the beginning of the year	150.39	107.30
Service cost	54.47	35.14
Interest cost	11.29	7.82
Actuarial loss arising from changes in financial assumptions	8.79	(4.33)
Actuarial loss arising from changes in experience adjustments	(1.31)	13.53
Benefits paid	(3.78)	(9.07)
<b>Present value of DBO at the end of the year</b>	<b>219.85</b>	<b>150.39</b>

**(ii) Change in fair value of plan assets during the year****(Rupees in Lakhs)**

Particulars	31.03.2024	31.03.2023
Fair value of plan assets at the beginning of the year	99.83	101.89
Asset Transfer In/(Out)	-	(102.66)
Interest income	12.54	7.01
Employer contribution	79.97	102.66
Benefits paid	(3.78)	(9.07)
Fair value of plan assets at the end of the year	<b>188.56</b>	<b>99.83</b>

**(iii) Actuarial (Gain)/Loss on Plan Asset****(Rupees in Lakhs)**

Particulars	31.03.2024	31.03.2023
Expected Interest Income	7.49	7.43
Actual Income on Plan Asset	12.53	7.01
<b>Actuarial gain / (loss) on Assets</b>	<b>5.04</b>	<b>(0.42)</b>

**(iv) Amounts recognised in the Balance Sheet**

Particulars	31.03.2024	31.03.2023
Present value of DBO at the end of the year	219.87	150.40
Fair value of plan assets at the end of the year	188.56	99.84
<b>Net Liability recognised in the Balance Sheet</b>	<b>31.31</b>	<b>50.56</b>

**(v) Components of employer expense****(Rupees in Lakhs)**

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Service cost	54.47	35.14
Net Interest cost	3.80	0.39
<b>Expense recognised in Statement of Profit and Loss</b>	<b>58.27</b>	<b>35.53</b>

**(vi) Other comprehensive income****(Rupees in Lakhs)**

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Actuarial gain / (loss) on liabilities	(7.48)	(9.21)
Actuarial gain / (loss) on assets	5.04	(0.42)
<b>Remeasurements recognised in other comprehensive income</b>	<b>(2.44)</b>	<b>(9.63)</b>

**(vii) Nature and extent of investment details of the plan assets****(Rupees in Lakhs)**

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
State and Central Securities	0%	0%
Bonds	0%	0%
Special deposits	0%	0%
Insurer managed fund	100%	100%

**(viii) Assumptions****(Rupees in Lakhs)**

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Discount Rate	7.21%	7.29%
Rate of increase in Compensation levels	6%	6%
Rate of Return on Plan Assets	7.51%	NA
Average future service (in Years)	28.24 Years	28.00 Years

**(ix) Sensitivity Analysis****(Rupees in Lakhs)**

Particulars	As at 31.03.24	As at 31.03.23
Base Liability	219.87	150.40
Increase Discount Rate by 0.5%	205.52	141.27
Decrease Discount Rate by 0.5%	235.82	160.54
Increase Salary Inflation by 1%	252.58	170.91
Decrease Salary Inflation by 1%	192.99	133.51
Increase Withdrawal Rate by 1%	222.89	153.26
Decrease Withdrawal Rate by 1%	216.03	146.86

**(x) Maturity Profile of Defined Benefit Obligation (Valued on undiscounted basis)****(Rupees in Lakhs)**

Particulars	As at 31.03.24	As at 31.03.23
Year 1	28.04	26.05
Year 2	4.36	2.93
Year 3	9.64	3.73
Year 4	6.20	8.05
Year 5	6.56	4.94
After 5th Year	731.40	491.25
	<b>786.20</b>	<b>536.96</b>

**(B) Defined Contribution Plan****Provident fund and pension**

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the employee provident fund organization (EPFO). The total expenses recognised in the statement of profit and loss during the year on account of defined contribution plans amounted to Rs.58.27 Lakhs (PY: Rs. 35.53 Lakhs)

**Note 45: DIVIDEND ON EQUITY SHARE**

The Board of Directors of the Company have proposed final dividend of Rs 1.50 (Rupees one and fifty paise only) per equity share of the face value of Rs 10 each for the financial year ended 31 March 2024 which is further subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. The Board of Directors have made payment of final dividend of Rs 1.50 (Rupees one and fifty paise only) per equity share of the face value of Rs 10 each for the financial year ended 31 March 2023.

## INDEPENDENT AUDITOR'S REPORT

To The Members of Sirca Paints India Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying Consolidated financial statements of Sirca Paints India Limited formerly known as **SIRCA PAINTS INDIA PRIVATE LIMITED, earlier known as SIRCOLOR WOOD COATINGS PRIVATE LIMITED** (“the Parent”) and its Subsidiary ( the parent and its subsidiary together referred as “the Group”) , which comprise the Consolidated balance sheet as at March 31, 2024, the consolidated statement of profit and loss (including other comprehensive income), the Consolidated statement of changes in equity and the Consolidated statement of Cash Flows for the year ended on that date, and the notes to the Consolidated financial statements including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements, give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India), of the Consolidated state of affairs of the Group as at March 31, 2024 and their Consolidated profit , their Consolidated total comprehensive income, their Consolidated changes in equity and its Consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**(a) Revenue recognition (refer note no. 2.4 & 28 of the Standalone financial Statements)**

The key audit matters	How the matter was addressed in our report
<p>Revenue from the sale of goods (hereinafter referred to as “Revenue”) is recognised when the Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery. The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred.</p>	<p>Assessing the appropriateness of the Company’s revenue recognition accounting policies in line with Ind AS 115 (“Revenue from Contracts with Customers”) and testing thereof. Our other audit procedures with regard to revenue recognition include testing controls, automated and manual, around dispatches/deliveries, E -Way bill Verification, inventory reconciliations and circularization of receivable balances, substantive testing for cut-offs and analytical review procedures. Testing the supporting documentation for sales transactions recorded during the period closer to the year end and subsequent to the year end, including examination of credit notes issued after the year end to determine whether revenue was recognised in the correct period. Performing analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and testing.</p>

**(b) Discounts and incentives (Refer note 2.4 and 28 of the Standalone Financial Statements)**

The key audit matters	How the matter was addressed in our report
<p>Discounts and incentives to dealers / customers are administered through various schemes including incentives. These are material items of business cost. The calculation of the amount of expense to be recognized is both voluminous, complex and involves significant judgement. There is a risk that such liabilities for discounts and incentives may be inaccurately recognised.</p>	<p>Our audit procedures included assessment of the design and implementation of controls, in addition to testing the effectiveness of key controls in respect of recognition of the liabilities for such discounts and incentives. We have considered each significant type of discount recognized and assessed the appropriateness of the judgement applied while recognising the liability including the methodology and inputs used in calculating the amount and in some cases, re-performed the calculation. Our audit procedures also included verification of appropriate authorization, analytical review including comparison of budgeted amount and actual charge for the year and review of historical trends in respect of these liabilities.</p>

**Information Other than the Financial Statements and Auditor’s Report Thereon**

The company’s management and Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the company’s annual report but does not include the Consolidated financial statements, Standalone financial statements and our auditor’s reports thereon.

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

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibility of Management and Board of Directors for the Consolidated Financial Statements**

The company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated state of affairs, Consolidated profit/loss and other comprehensive income, Consolidated changes in equity and Consolidated cash flow of the Group in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, management and respective Board of Directors of the companies included in the Group are responsible for assessing the ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.



As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the Consolidated financial statements made by the Management and respective Board of Directors of the companies included in the Group.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;
  - b) In our opinion, proper books of account as required by law related to the preparation of the aforesaid Consolidated Financial Statements have been kept by the Company's so far as it appears from our examination of those books;
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Cash Flow and the Consolidated statement of changes in equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
  - d) In our opinion, the aforesaid Consolidated financial statements comply with the Ind AS specified under Section 133 of the Act;
  - e) On the basis of the written representations received from the directors of the company as on March 31, 2024 taken on record by the Board of Directors and auditors reports of the subsidiary companies in India, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f) With respect to the adequacy of the internal financial controls with reference to Consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors report of the company and its subsidiary incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of those Company's internal financial controls over financial reporting.
2. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Group does not have any pending litigations which would impact on the financial position of the company.
  - ii. The Group does not have any long-term contracts including derivative contracts, as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.
  - iv. a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that , to the best of their knowledge and belief , no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiary to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or

otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or any of such subsidiary or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiary from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiary shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
- v. The final dividend paid by the Company during the current year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend. As stated in note 45 to the financial statements, the Board of Directors of the Company have proposed final dividend for the current year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software:
- (i) In case of both holding and subsidiary company incorporated in India, the feature of recorded audit trail (edit log) was not enabled at the database level to log any direct data changes for the accounting software used for maintaining the books of account relating to payroll, consolidation process and certain noneditable fields/tables of the accounting software used for maintaining general ledger.

Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

- vii. With respect to the matter to be included in the Auditors’ Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the company and its subsidiaries to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

- (i) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

**For Rajesh Kukreja & Associates**

Chartered Accountants  
(Firm's Registration No.004254N )

**Sudarshan Lal Marwah**

Partner  
(Membership No.007604)

New Delhi, 18th May, 2024

## Annexure “A” To The Independent Auditor’s Report on the Consolidated financial statements of Sirca Paints India Limited for the year ended 31st March, 2024

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

### Report on the Internal Financial Controls Over Financial Reporting under section 143(3)(i) of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended March 31, 2024. We have audited the internal financial controls over financial reporting of **Sirca Paints India Limited formerly known as SIRCA PAINTS INDIA PRIVATE LIMITED, earlier known as SIRCOLOR WOOD COATINGS PRIVATE LIMITED** (“the Company”) and its subsidiary company incorporated in India.

#### Management’s Responsibility for Internal Financial Controls

The respective Boards of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”) and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system with reference to financial statements.

### **Meaning of Internal Financial Controls with reference to Financial Statements**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls with reference to financial statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal financial control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For Rajesh Kukreja & Associates**

Chartered Accountants  
(Firm's Registration No.004254N)

**Sudarshan Lal Marwah**

Partner  
(Membership No.007604)

## CONSOLIDATED BALANCE SHEET

Particulars	NOTE	(Rupees in Lakhs)	
		As at MARCH 31, 2024	As at MARCH 31, 2023
<b>ASSETS</b>			
1. NON CURRENT ASSETS			
(A) PROPERTY, PLANT AND EQUIPMENT	3	5,301.23	4,942.59
(B) INTANGIBLE ASSETS	4	526.11	506.04
(C) CAPITAL WORK IN PROGRESS	5	584.49	542.92
(D) INTANGIBLE ASSET UNDER DEVELOPMENT	6	-	-
(E) FINANCIAL ASSETS			
(I) LOANS	7	-	10.61
(II) OTHER FINANCIAL ASSETS	8	98.04	-
(F) OTHER NON CURRENT ASSETS	9	233.55	256.13
(G) DEFERRED TAX ASSET	10	57.54	48.29
		<b>6,800.96</b>	<b>6,306.57</b>
2. CURRENT ASSETS			
(A) INVENTORIES	11	9,534.08	10,035.97
(B) FINANCIAL ASSETS			
(I) TRADE RECEIVABLES	12	6,554.08	5,136.47
(II) CASH AND CASH EQUIVALENTS	13	4,274.09	3,039.87
(III) OTHER BANK BALANCES	14	2,691.81	2,133.89
(IV) OTHER FINANCIAL ASSETS	15	4,796.41	3,538.74
(C) CURRENT TAX ASSETS (NET)	16	5.31	489.26
(D) OTHER CURRENT ASSETS	17	433.07	520.22
		<b>28,288.85</b>	<b>24,894.43</b>
3. NON CURRENT ASSETS CLASSIFIED AS HELD FOR SALE	18		
<b>TOTAL - ASSETS</b>		<b>35,089.82</b>	<b>31,201.00</b>

## CONSOLIDATED BALANCE SHEET

Particulars	NOTE	(Rupees in Lakhs)	
		As at MARCH 31, 2024	As at MARCH 31, 2023
<b>EQUITY AND LIABILITIES</b>			
<b>1. EQUITY</b>			
(A) SHARE CAPITAL	19	5,480.88	2,740.44
(B) OTHER EQUITY	20	25,387.49	23,809.14
<b>SUB-TOTAL-EQUITY</b>		<b>30,868.37</b>	<b>26,549.58</b>
<b>(2) LIABILITIES</b>			
<b>(A) NON CURRENT LIABILITIES</b>			
(I) FINANCIAL LIABILITIES	21	55.22	32.95
(II) LONG TERM PROVISION	22	4.88	26.13
		<b>60.11</b>	<b>59.08</b>
<b>(B) CURRENT LIABILITIES</b>			
(A) FINANCIAL LIABILITIES			
(I) TRADE PAYABLES	23		
(A) TOTAL OUTSTANDING DUES OF MICRO ENTERPRISES AND SMALL ENTERPRISES		915.90	625.94
(B) TOTAL OUTSTANDING DUES OF CREDITORS OTHER THAN MICRO ENTERPRISES AND SMALL ENTERPRISES		2,337.95	3,029.48
(II) SHORT TERM BORROWINGS	24	-	-
(III) OTHER FINANCIAL LIABILITY	25	315.99	576.10
(B) OTHER CURRENT LIABILITY	26	591.50	360.81
(C) CURRENT TAX LIABILITY (NET)	27	-	-
		<b>4,161.34</b>	<b>4,592.34</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>		<b>35,089.82</b>	<b>31,201.00</b>

The accompanying notes are integral part of the Financial Statements  
In terms of our report of even date  
For and on behalf of

**Rajesh Kukreja & Associates**  
Chartered Accountants  
FRN:- 0004254N

**SUDARSHAN LAL MARWAH**  
(PARTNER)  
MEMBERSHIP NO.-007604

**SANJAY AGARWAL**  
Chairman cum Managing Director  
DIN: 01302479

**SHALLU**  
Chief Financial Officer  
PAN:- DCDPS8801K

**APOORV AGARWAL**  
Joint Managing Director  
DIN: 01302537

**HIRA KUMAR**  
Company Secretary  
PAN:-AZOPK3543K

**For and on behalf of the Board of Directors**  
**Sirca Paints India Limited**



# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Rupees in Lakhs)

	Particular	Note	Year Ended 31.03.2024	Year Ended 31.03.2023
I	Revenue from operations	28	31,172.03	26,774.94
II	Other Income	29	636.00	484.40
III	<b>Total Income (I + II)</b>		<b>31,808.03</b>	<b>27,259.34</b>
IV	<b>EXPENSES</b>			
	Cost of Material Consumed	30	9,967.39	7,732.00
	Purchase of traded goods	31	6,218.21	9,763.51
	Changes in stock of traded goods	32	697.23	(2,752.59)
	Employee benefit expenses	33	3,248.42	2,440.79
	Finance costs	34	2.02	3.89
	Depreciation and amortization expenses	35	595.43	441.06
	Impairment of non-current assets	36	-	-
	Other expenses	37	4,173.26	3,420.31
	<b>Total Expenses (IV)</b>		<b>24,901.95</b>	<b>21,048.97</b>
V	<b>Profit before tax (III - IV)</b>		<b>6,906.08</b>	<b>6,210.37</b>
VI	<b>Tax Expense</b>	38		
	Current tax		1,771.98	1,598.55
	Taxation for earlier years		-	-
	Deferred tax		(9.26)	1.15
	<b>Total tax expense</b>		<b>1,762.72</b>	<b>1,599.70</b>
VII	<b>Profit after tax (V-VI)</b>		<b>5,143.36</b>	<b>4,610.67</b>
VIII	<b>Other Comprehensive Income</b>			
	<b>Items that will not be reclassified to profit or loss</b>			
	Remeasurement gain/(loss) on defined benefit plan		(2.44)	(9.63)
	<b>Items that will be reclassified to profit or loss</b>			
			<b>(2.44)</b>	<b>(9.63)</b>
IX	<b>Total Comprehensive Income for the year (VII+VIII)</b>		<b>5,140.92</b>	<b>4,601.04</b>
X	<b>Earnings per equity share</b>			
	Basic / Diluted	39	9.38	8.41

\*\*\* Company has allotted 27404400 equity shares on 12.05.2023 as Bonus Shares to the beneficial owner of equity shares holders as on 11.05.2023 being the record date.

\*\*\*\*Calculation of EPS has been done after considering the Bonus shares allotted on 12.05.2023.

The accompanying notes are integral part of the Financial Statements

In terms of our report of even date

For and on behalf of

**For and on behalf of the Board of Directors**  
**Sirca Paints India Limited**

**Rajesh Kukreja & Associates**  
Chartered Accountants  
FRN:- 0004254N

**Sanjay Agarwal**  
Chairman Cum Managing Director  
DIN: 01302479

**Apoorv Agarwal**  
Joint Managing Director  
DIN: 01302537

**Sudarshan Lal Marwah**  
(Partner)  
Membership No.-007604

**Shallu**  
Chief Financial Officer  
PAN:- DCDPS8801K

**Hira Kumar**  
Company Secretary  
PAN:-AZOPK3543K

New Delhi, May 18, 2024

# CONSOLIDATED STATEMENT OF CASH FLOW

(Rupees in Lakhs)

	Particular	Year Ended 31.03.2024	Year Ended 31.03.2023
A	<b>Cash Flow from Operating activities:</b>		
	<b>Profit before taxes</b>	<b>6,906.08</b>	<b>6,210.37</b>
	Adjustments for:		
	Depreciation and amortization expenses	595.43	441.06
	Impairment of non-current assets	-	-
	Gain on fair valuation of forwards contracts	-	-
	Expected Credit Loss	-	-
	(Profit)/Loss on sale of assets	(18.06)	(1.16)
	Finance Income	(466.33)	(331.62)
	Finance expenses	2.02	3.89
	Other non cash items	(2.44)	(8.61)
	<b>Operating profit before working capital changes</b>	<b>7,016.68</b>	<b>6,313.92</b>
	Adjustments for:		
	Trade receivables	(1,417.61)	(573.91)
	Financial assets and other current/non-current asset	(1,147.93)	(3,584.04)
	Inventories	501.89	(3,067.43)
	Trade payables	(401.57)	515.17
	Financial liabilities and other current/non-current liabilities	(28.40)	414.24
	<b>Cash generated from operations</b>	<b>4,523.07</b>	<b>17.96</b>
	Direct tax paid (net of refunds)	(1,283.42)	(1,887.99)
	<b>Net Cash from Operating Activities.....A</b>	<b>3,239.64</b>	<b>(1,870.03)</b>
B	<b>Cash Flow from Investing Activities:</b>		
	Purchase of fixed assets including WIP	(1,247.56)	(1,007.83)
	Sale of fixed assets	245.32	11.68
	Investments & Securities	(87.43)	-
	Movement in fixed deposits with banks	(557.92)	1,602.17
	Interest received	466.33	331.62
	<b>Net cash used in Investing Activities ..... B</b>	<b>(1,181.27)</b>	<b>937.64</b>
C	<b>Cash Flow from Financing activities:</b>		
	Proceeds from issue of equity shares (Net of transaction cost)	-	-
	Net Proceeds/(Repayment) of borrowings	-	-
	Interest and other finance costs paid	(2.02)	(3.89)
	Dividend Paid (Including Dividend distribution tax)	(822.13)	(548.09)
	<b>Net Cash used in Financing Activities ..... C</b>	<b>(824.15)</b>	<b>(551.98)</b>
	<b>Net increase or (decrease) in cash or cash equivalents ( A+B+C)</b>	<b>1,234.22</b>	<b>(1,484.36)</b>
	<b>Cash &amp; Cash equivalents as at 1st April</b>	<b>3,039.87</b>	<b>4,524.23</b>
	<b>Cash &amp; Cash equivalents as at 31th March</b>	<b>4,274.09</b>	<b>3,039.87</b>

The above cash flow statement has been prepared under the "Indirect Method" as set out in the Ind AS-7 statement of Cash Flow.

The accompanying notes are integral part of the Financial Statements  
In terms of our report of even date  
For and on behalf of

For and on behalf of the Board of Directors  
Sirca Paints India Limited

**Rajesh Kukreja & Associates**  
Chartered Accountants  
FRN:- 0004254N

**SANJAY AGARWAL**  
Chairman cum Managing Director  
DIN: 01302479

**APOORV AGARWAL**  
Joint Managing Director  
DIN: 01302537

**SUDARSHAN LAL MARWAH**  
(PARTNER)  
MEMBERSHIP NO.-007604

**SHALLU**  
Chief Financial Officer  
PAN:- DCDPS8801K

**HIRA KUMAR**  
Company Secretary  
PAN:-AZOPK3543K

New Delhi, May 18, 2024

**Note 3: Property, Plant and Equipment**

Particular	Useful Life Year	Rate	Net Block	Gross Block			Accumulated Depreciation			Closing Block		
				01.04.2023	01.04.2023	Purchase During the Year	Sales During the Year	31-03-2024	Dep Reversal		Total Dep for the year	Total Depreciation upto 31.03.2024
<b>LAND</b>	-	-	<b>1,820.28</b>	<b>1,820.28</b>	-	-	-	-	-	-	-	<b>1,820.28</b>
Factory Plot Nathupur	-	-	1,096.08	1,096.08	-	-	-	-	-	-	-	1,096.08
Land Kirti Nagar	-	-	724.20	724.20	-	-	-	-	-	-	-	724.20
<b>BUILDING</b>	<b>30</b>	<b>9.50%</b>	<b>1,456.89</b>	<b>1,878.44</b>	<b>11.15</b>	<b>200.99</b>	<b>1,688.60</b>	<b>72.22</b>	<b>131.50</b>	<b>480.84</b>	<b>1,207.76</b>	
Building Kirti Nagar	-	-	461.24	530.47	-	-	530.47	-	42.39	111.62	418.85	
Factory Building Nathupur	-	-	868.76	1,158.13	-	-	1,158.13	-	79.85	369.22	788.91	
DLF Flat	-	-	126.89	189.84	11.15	200.99	-	72.22	9.26	-	-	
<b>PLANT &amp; MACHINERY</b>	<b>15</b>	<b>18.10%</b>	<b>1,248.98</b>	<b>1,776.15</b>	<b>929.75</b>	<b>112.53</b>	<b>2,593.37</b>	<b>14.68</b>	<b>312.64</b>	<b>825.13</b>	<b>1,768.24</b>	
Plant & Machinery	-	-	963.33	1,333.57	798.77	3.66	2,128.68	1.81	260.79	629.21	1,499.48	
Solvent Tank	-	-	18.96	33.41	-	-	33.41	-	3.21	17.67	15.75	
Compressor	-	-	7.42	15.27	-	-	15.27	-	1.26	9.11	6.17	
Automatic Tinting Machine	-	-	116.22	157.77	100.07	108.16	149.67	12.78	21.69	50.46	99.21	
SS Mixing Thinner Tank	-	-	45.66	65.62	-	-	65.62	-	7.74	27.70	37.92	
Filling Machine	-	-	6.04	13.20	-	-	13.20	-	1.02	8.19	5.01	
Fire Fighting System	-	-	67.00	116.03	19.22	-	135.26	-	11.45	60.48	74.78	
Lift	-	-	6.63	10.05	-	-	10.05	-	1.12	4.54	5.51	
Lab Equipment's	-	-	13.25	24.13	8.45	0.17	32.40	0.08	3.43	14.22	18.18	
Weighing Machine	-	-	4.46	7.10	3.23	0.54	9.80	-	0.92	3.56	6.24	
<b>Electrical Installation and Equipment's</b>	<b>10</b>	<b>25.89%</b>	<b>102.94</b>	<b>195.67</b>	<b>6.79</b>	<b>-</b>	<b>202.46</b>	<b>-</b>	<b>25.71</b>	<b>118.44</b>	<b>84.02</b>	
Electrical Instalation and Equipments	-	-	102.94	195.67	6.79	-	202.46	-	25.71	118.44	84.02	
<b>Furniture &amp; Fixture</b>	<b>10</b>	<b>25.89%</b>	<b>237.92</b>	<b>448.59</b>	<b>58.67</b>	<b>-</b>	<b>507.26</b>	<b>-</b>	<b>59.26</b>	<b>269.93</b>	<b>237.32</b>	
Furniture & Fixture	-	-	160.78	313.07	35.56	-	348.63	-	39.45	191.74	156.89	
Studio Account	-	-	77.14	135.52	23.11	-	158.63	-	19.81	78.19	80.43	
<b>Motor Vehicle</b>	<b>8</b>	<b>31.23%</b>	<b>14.75</b>	<b>157.33</b>	<b>129.19</b>	<b>25.84</b>	<b>260.68</b>	<b>22.48</b>	<b>18.74</b>	<b>138.84</b>	<b>121.84</b>	
CAR	-	-	14.49	156.33	129.19	25.84	259.68	22.48	18.66	138.03	121.65	
SCOOTER	-	-	0.26	1.00	-	-	1.00	-	0.07	0.81	0.19	
<b>OFFICE EQUIPMENT</b>	<b>5</b>	<b>45.07%</b>	<b>37.82</b>	<b>115.58</b>	<b>9.98</b>	<b>0.01</b>	<b>125.55</b>	<b>0.01</b>	<b>16.23</b>	<b>93.99</b>	<b>31.56</b>	
Office Equipment	-	-	21.43	59.05	9.44	0.01	68.48	0.01	9.83	47.45	21.03	
AIR CONDITIONER	-	-	16.28	55.10	0.54	-	55.63	-	6.37	45.19	10.45	
Projectors	-	-	0.02	0.33	-	-	0.33	-	0.00	0.32	0.02	
Solar Inverter	-	-	0.03	0.50	-	-	0.50	-	0.010	0.48	0.02	
Water cooler	-	-	0.07	0.61	-	-	0.61	-	0.03	0.56	0.04	
<b>COMPUTER</b>	<b>3</b>	<b>63.16%</b>	<b>23.03</b>	<b>77.36</b>	<b>25.80</b>	<b>2.03</b>	<b>101.13</b>	<b>0.17</b>	<b>16.75</b>	<b>70.92</b>	<b>30.21</b>	
Computer	-	-	18.48	66.10	20.54	0.74	85.91	-	13.67	61.29	24.62	
Printer	-	-	4.54	11.26	5.25	1.29	15.23	0.17	3.08	9.63	5.59	
<b>Grand Total</b>	<b>-</b>	<b>-</b>	<b>4,942.59</b>	<b>6,469.40</b>	<b>1,171.31</b>	<b>341.39</b>	<b>7299.32</b>	<b>109.55</b>	<b>580.83</b>	<b>1,998.10</b>	<b>5,301.23</b>	

**Note 4: Amortization on Intangible Assets**

Particular	Useful Life Year	Rate	Net Block	Gross Block				Accumulated Depreciation			Closing Block
				01.04.2023	Purchase During the Year	Sales During the Year	31.03.2024	Dep Reversal	Total Dep for the year	Total Depreciation upto 31.03.2024	
Software	3	63.16%	14.18	36.21	34.68		70.88	14.61	36.63	34.26	
Technical Know How			491.85	491.85			491.85	-	-	491.85	
<b>Grand Total</b>			<b>506.04</b>	<b>528.06</b>	<b>34.68</b>	<b>-</b>	<b>562.73</b>	<b>14.61</b>	<b>36.63</b>	<b>526.11</b>	

**Note 5: Capital work in progress****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Building in Nathupur	-	-
Plant in Nathupur	584.49	542.92
<b>Total</b>	<b>584.49</b>	<b>542.92</b>

Amount in CWIP for the year ended 31.03.2024

**(Rupees in Lakhs)**

CWIP	Less Than			More Than	
	1 Year	1-2 Years	2-3 Years	3 Year	Total
Projects In Progress	584.49	-	-	-	<b>584.49</b>
Projects temporarily Suspended	-	-	-	-	-
	584.49	-	-	-	<b>584.49</b>

Amount in CWIP for the year ended 31.03.2023

**(Rupees in Lakhs)**

CWIP	Less Than			More Than	
	1 Year	1-2 Years	2-3 Years	3 Year	Total
Projects In Progress	542.92	-	-	-	<b>542.92</b>
Projects temporarily Suspended	-	-	-	-	-
	542.92	-	-	-	<b>542.92</b>

**Note 6: Intangible asset under development****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Technical Know How	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 7: Loans****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
<b>Security deposit</b>		
Unsecured, considered good	-	10.61
<b>Total</b>	<b>-</b>	<b>10.61</b>

**Note 8: Other Financial assets****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Amount Paid to electricity department	17.42	-
Investment in Wholly owned Subsy	-	-
Security deposit (i)	80.62	-
<b>Total</b>	<b>98.04</b>	<b>-</b>

(i) Security deposit paid for renting of properties.

**Note 9: Other non-current assets****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
<b>Capital advances</b>		
Unsecured, considered good	233.12	172.92
Balance With Revenue Authorities	0.32	-
Other advances	0.10	-
Security deposit	-	83.21
<b>Total</b>	<b>233.55</b>	<b>256.13</b>

**Note 10: Deferred tax asset****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Deferred Tax</b>	<b>57.54</b>	<b>48.29</b>
Property, Plant & Equipment and intangible assets	18.60	2.56
Expected Credit Loss	6.81	15.32
Gratuity Liability	8.02	12.96
Other	24.11	17.45
35D expense (I.P.O. Expenses)	-	-
<b>Total</b>	<b>57.54</b>	<b>48.29</b>

Reconciliation of movement in deferred tax balances with the amount recognized in Statement of Profit and Loss and Other Equity

**(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Opening Balance	48.29	49.44
Closing Balance	57.54	48.29
Net movement in deferred tax balances	<b>(9.26)</b>	<b>1.15</b>
Recognized in Statement of Profit and Loss	(9.26)	1.15
Recognized in Other Equity		
<b>Total</b>	<b>(9.26)</b>	<b>1.15</b>

**Note 11: Inventories****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
<b>(At cost or net realisable value, which ever is lower)</b>		
Raw Material	1,282.12	1,086.78
Finished Goods	8,251.96	8,949.19
<b>Total</b>	<b>9,534.08</b>	<b>10,035.97</b>

**Note 12: Trade Receivables****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Sundry Debtors	6,618.86	5,174.70
	<b>6,618.86</b>	<b>5,174.70</b>
Less: Allowance for credit losses	64.78	38.22
<b>Total</b>	<b>6,554.08</b>	<b>5,136.47</b>

Trade receivables - Billed

Trade receivables - Billed (unsecured) consist of the following:

	As at 31.03.2024	As at 31.03.2023
Trade receivables - Billed	6,618.86	5,174.70
Less: Allowance for doubtful trade receivables - Billed	64.78	38.22
Considered good	<b>6,554.08</b>	<b>5,136.48</b>

**Ageing for trade receivables – outstanding as at March 31, 2024 is as follows:****(Rupees in Lakhs)**

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade receivables</b>							
Undisputed trade receivables – considered good		5,760.44	394.11	109.56	89.07	69.38	<b>6,422.56</b>
Undisputed trade receivables – which have significant increase in credit risk							
Undisputed trade receivables – credit impaired							-
Disputed trade receivables – considered good							
Disputed trade receivables – which have significant increase in credit risk		2.63	16.35	22.89	39.61	114.82	<b>196.30</b>
Disputed trade receivables – credit impaired							
		5,763.07	410.46	132.45	128.68	184.20	<b>6,618.86</b>
Less: Allowance for doubtful trade receivables - Billed						64.78	<b>64.78</b>
Trade receivables - Unbilled							
		5,763.07	410.46	132.45	128.68	119.42	<b>6,554.08</b>

**Ageing for trade receivables outstanding as at March 31, 2023 is as follows:****(Rupees in Lakhs)**

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade receivables</b>							
Undisputed trade receivables – considered good		4,567.45	188.69	161.12	30.72	19.64	<b>4,967.62</b>
Undisputed trade receivables – which have significant increase in credit risk							
Undisputed trade receivables – credit impaired							-
Disputed trade receivables – considered good							
Disputed trade receivables – which have significant increase in credit risk		0.41	12.22	55.32	51.08	88.06	<b>207.09</b>
Disputed trade receivables – credit impaired							
		4,567.86	200.91	216.44	81.80	107.70	<b>5,174.71</b>
Less: Allowance for doubtful trade receivables - Billed						38.22	<b>38.22</b>
Trade receivables - Unbilled							
		<b>4,567.86</b>	<b>200.91</b>	<b>216.44</b>	<b>81.80</b>	<b>69.48</b>	<b>5,136.49</b>

**Note 13: Cash and cash equivalents****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Balances with banks		
' - on Current accounts	3,290.09	3,031.02
' - Cheque in hand	969.68	-
Cash on hand	14.33	8.84
<b>Total</b>	<b>4,274.09</b>	<b>3,039.87</b>

**Note 14: Other bank balances****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Fixed Deposits held with banks	2,691.81	2,133.89
<b>Total</b>	<b>2,691.81</b>	<b>2,133.89</b>

**Note 15: Other financial assets****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Interest accrued on Investments	252.30	34.23
Interest accrued on FDR	76.10	41.82
Accrued Income	62.85	22.58
Advances to Staff	18.82	13.90
Short Term Investments	4,386.34	3,426.21
<b>Total</b>	<b>4,796.41</b>	<b>3,538.74</b>

# Market Value as on 31.03.2024 - Rs. 4,65,460,754

**Note 16: Current Tax Assets (net)****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
<b>Advance tax and TDS</b>	1,820.03	2,086.63
Less: Provision for taxation	(1,814.72)	(1,597.37)
<b>Total</b>	<b>5.13</b>	<b>489.26</b>

**Note 17: Other current assets****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Balance With Revenue Authorities	28.46	75.07
Prepaid expenses	56.45	36.72
Advance to suppliers	286.18	407.71
Branch Difference	-	-
Other advances	61.45	0.10
GST Reversed (Pending Payment)	0.53	0.62
<b>Total</b>	<b>433.07</b>	<b>520.22</b>

**Note 18: Non Current assets classified as held for sale****(Rupees in Lakhs)**

Particular	As at 31.03.2024	As at 31.03.2023
Land and Buildings	-	-
<b>Total</b>	<b>-</b>	<b>-</b>



**Note 19: Share Capital****(Rupees in Lakhs)**

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of shares	Amount (Rupees in Lakhs)	No. of Shares	Amount (Rupees in Lakhs)
<b>Authorised</b>				
6,00,00,000 shares Equity Shares of INR 10 each	60,000,000	6,000.00	32,000,000	3,200.00
	60,000,000	6,000.00	32,000,000	3,200.00
<b>Issues, Subscribed and Paid up</b>				
5,48,08,800 shares Equity Shares of INR 10 each	54,808,800	5,480.88	27,404,400	2,740.44
	54,808,800	5,480.88	27,404,400	2,740.44

(a) The Company has only one class of equity shares. Each shareholder is eligible for one vote per share. The dividend proposed by the Board is subject to the approval of shareholders except in the case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to their shareholding.

(b) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	Amount (Rupees in Lakhs)	No. of Shares	Amount (Rupees in Lakhs)
Balance as at the beginning of the year	27,404,400	2,740.44	27,404,400	2,740.44
Add: Equity shares issued during the year	27,404,400	2,740.44		
Balance as at the end of the year	<b>54,808,800</b>	<b>5,480.88</b>	<b>27,404,400</b>	<b>2,740.44</b>

(c) Details of Shareholders holding more than 5 % shares in the Company

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	Holding %	No. of Shares	Holding %
SANJAY AGARWAL	17,760,960	32.41	8,880,480	32.41
GURJIT SINGH BAINS	7,732,394	14.11	3,866,197	14.11
BGB ITALIA	10,310,966	18.81	5,155,483	18.81
SIRCA S.P.A. ITALY	2,100,000	3.83	1,050,000	3.83

(d) Shareholding of Promoters

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	Holding %	No. of Shares	Holding %
SANJAY AGARWAL	17,760,960	32.41	8,880,480	32.41
ANITA AGARWAL	36,900	0.07	18,450	0.07
APOORV AGARWAL	11,07,000	2.02	553,500	2.02
AYUSHI AGARWAL	36,900	0.07	18,450	0.07
SRISHTI AGARWAL	36,900	0.07	18,450	0.07
GURJIT SINGH BAINS	7,732,394	14.11	3,866,197	14.11
BGB ITALIA	10,310,966	18.81	5,155,483	18.81
<b>Total</b>	<b>3,70,22,020</b>	<b>67.55</b>	<b>18,511,010</b>	<b>67.55</b>

**Note 20: Other Equity****As at 31.03.2024 (Rupees in Lakhs)**

Particulars	Security premium reserve	Retained Earnings	Other Comprehensive Income	Total
<b>Opening balance as at 01.04.2023</b>	<b>8,373.28</b>	<b>15,417.22</b>	<b>18.65</b>	<b>23,809.14</b>
Add: Profit for the year		<b>5,143.36</b>		<b>5,143.36</b>
Add : Bonus Share Issued		<b>(2,740.44)</b>		<b>(2,740.44)</b>
Add : Provision for dividend		<b>(822.13)</b>		<b>(822.13)</b>
Add: OCI Income			<b>(2.44)</b>	<b>(2.44)</b>
<b>Closing balance as at 31.03.2024</b>	<b>8,373.28</b>	<b>16,998.01</b>	<b>16.20</b>	<b>25,387.49</b>

**The nature of reserves are as follows:**

1. Securities premium reserve is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013 (the "Companies Act").
2. Other Comprehensive Income represents remeasurement gain/(loss) arising on defined benefit plans of Company.
3. Retained Earnings is a free reserves that is available for distribution of dividends.

**As at 31.03.2023 (Rupees in Lakhs)**

Particulars	Security premium reserve	Retained Earnings	Other Comprehensive Income	Total
<b>Opening balance as at 01.04.2022</b>	<b>8,373.28</b>	<b>11,370.52</b>	<b>28.28</b>	<b>19,772.08</b>
Add: Profit for the year	-	<b>4,610.67</b>	-	<b>4,610.67</b>
Add : Provision for Income Tax (21-22)	-	<b>(15.88)</b>	-	<b>(15.88)</b>
Add : Provision for Dividend	-	<b>(548.09)</b>	-	<b>(548.09)</b>
Add: OCI Income	-	-	<b>(9.63)</b>	<b>(9.63)</b>
<b>Closing balance as at 31.03.2023</b>	<b>8,373.28</b>	<b>15,417.22</b>	<b>18.65</b>	<b>23,809.14</b>

**Note 21: Financial Liability****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Secured</b>		
Security Deposit	54.10	32.95
(Amount received for Distributorship)	-	-
Unclaimed Dividend	1.12	
<b>Total</b>	<b>55.22</b>	<b>32.95</b>

**Note 22: Long term provision****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Secured</b>		
<b>Provision for Gratuity</b>	4.88	26.13
	-	-
PROVISION FOR GRATUITY - NON CURRENT	193.44	125.96
Less: LIC Gratuity fund (Asset)	(188.56)	(99.84)
Add: LIC Gratuity fund (Liab)	-	-
Less: Ind AS Accounting entries	-	-
Less: Ind AS Accounting entries - after Ind AS valuation	-	-
<b>Total</b>	<b>4.88</b>	<b>26.13</b>

**Note 23: Trade Payables****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Creditor for supplies and services (MSME)	915.90	625.94
Creditor for supplies and services (NON MSME)	2,337.95	3,029.48
<b>Total</b>	<b>3,253.86</b>	<b>3,655.42</b>

Ageing for trade payables outstanding as at March 31, 2024 is as follows:

**(Rupees in Lakhs)**

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade payables</b>						
MSME*	915.90					<b>915.90</b>
Others		2,331.23				<b>2,331.23</b>
Disputed dues - MSME*						-
Disputed dues - Others				1.55	5.18	<b>6.73</b>
Accrued expenses						-
	<b>915.90</b>	<b>2,331.23</b>		<b>1.55</b>	<b>5.18</b>	<b>3,253.86</b>

\*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006

Ageing for trade payables outstanding as at March 31, 2023 is as follows:

**(Rupees in Lakhs)**

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade payables</b>						
MSME*	625.94					<b>625.94</b>
Others		3,022.50	0.26	5.18		<b>3,027.93</b>
Disputed dues - MSME*						-
Disputed dues - Others			1.55			<b>1.55</b>
Accrued expenses						-
	<b>625.94</b>	<b>3,022.50</b>	<b>1.81</b>	<b>5.18</b>	-	<b>3,655.42</b>

\*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006

**Note 24: Short term borrowings****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Short term Borrowings	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 25: Other financial liability****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Expenses payable	66.27	377.94
Security deposit	26.05	37.75
Employee dues	223.39	159.29
Unclaimed dividend	0.28	1.12
<b>Total</b>	<b>315.99</b>	<b>576.10</b>

**Note 26: Other current liability****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Statutory dues	397.00	189.19
Contract liability	168.07	147.18
Short Term Liability	26.43	24.44
<b>Total</b>	<b>591.50</b>	<b>360.81</b>

**Note 27: Current tax liability****(Rupees in Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Provision for taxation	-	-
Less: Advance tax and TDS	-	-
<b>Total</b>	-	-

**Note 28: Revenue from operations****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
(a) Sales of Products	31,172.03	26,774.94
	<b>31,172.03</b>	<b>26,774.94</b>

**Note 29: Other Income****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Finance income	466.33	331.62
Miscellaneous income	16.65	2.89
Foreign currency fluctuations	126.88	145.09
Gain on sale of capital assets	18.06	1.16
Recoverability from Loss in Transit	8.08	3.64
	<b>636.00</b>	<b>484.40</b>

**Note 30: Cost of Material Consumed****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Opening stock	1,086.78	771.94
Add: Purchase of raw material	10,162.73	8,046.84
Less: Closing stock of Raw Material & WIP	(1,282.12)	(1,086.78)
	<b>9,967.39</b>	<b>7,732.00</b>

**Note 31: Purchase of traded goods****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Purchase of Paints & Varnish	6,218.21	9,763.51
	<b>6,218.21</b>	<b>9,763.51</b>

31.01 Purchase Include custom duty of Rs.6,20,33,399.24 {(2022-23) 9,49,17,059.58}

**Note 32: Changes in stock of traded goods****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
<b>Opening Stock</b>	-	
Finished goods	8,949.19	6,196.60
	<b>8,949.19</b>	<b>6,196.60</b>
<b>Closing Stock</b>		
Finished goods	8,251.96	8,949.19
	<b>8,251.96</b>	<b>8,949.19</b>
	<b>697.23</b>	<b>(2752.59)</b>

32.01 Closing Stock Include Stock in transit Rs. 1,00,51,474.97 {(2022-23) 27,42,357.47/-}

**Note 33: Employee benefit expenses****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Salaries and wages	2,777.55	2,061.48
Directors Remuneration	200.10	174.00
Stipend	7.35	13.49
Gratuity expenses	58.27	35.54
Employer Contribution to provident fund and ESIC	154.04	121.14
Staff welfare expenses	51.12	35.15
	<b>3,248.42</b>	<b>2,440.79</b>

**Note 34: Finance costs****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Other Interest	0.89	1.51
Bank Charges	1.13	2.37
	<b>2.02</b>	<b>3.89</b>

**Note 35: Depreciation and amortization expenses****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Depreciation on Property, plant & equipment	580.83	438.13
Amortization of intangible assets	14.61	2.93
	<b>595.43</b>	<b>441.06</b>

**Note 36: Impairment of non-current assets****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
Impairment of land & building classified as held for sale	-	-
	-	-

**Note 37: Other expenses****(Rupees in Lakhs)**

Particulars	April'23 to March'24	April'22 to March'23
<b>Manufacturing Expenses</b>		
Consumable Stores	241.31	153.56
Freight & Octroi	839.09	630.37
Miscellaneous Expenses	46.73	48.17
Clearing & Forwarding Exp.	39.17	67.53
<b>Selling, Distribution &amp; Administration Expenses</b>		
Professional & Legal Expenses	143.71	72.94
Rates & Taxes	-	2.70
Interest on MSME	-	0.39
CSR Expense	85.00	66.02
Repair & Maintenance	124.79	89.14
Telephone Expenses	16.94	9.98
Electricity Expenses	89.88	60.59
Insurance	59.99	48.51
Office Expenses	24.82	25.14
Postage & Courier	19.08	18.33
Printing & Stationery	15.81	12.71
Property Tax	4.10	2.38
Rent	260.01	235.19
Security Charges	30.59	25.77
Audit Fees (refer point (a) below)	6.20	4.20
Advertisement	270.89	61.84
Bad Debts	26.87	20.38
Loss Due to Theft	-	1.84
Commission	152.57	198.62
Discount & Compensation	52.93	373.84
Exhibition Expenses	104.57	68.76
Branch Handling Charges	2.90	18.18
Demand & Penalty	1.55	7.00
Sales Promotion Expenses	992.72	537.73
Travelling & Conveyance	507.70	405.29
Foreign Currency Fluctuation	13.36	146.20
Loss In Transit	-	7.00
	<b>4,173.26</b>	<b>3,420.31</b>

## a) Details of auditor remuneration and out-of-pocket expenses

(Rupees in Lakhs)

Particulars	April'23 to March'24	April'22 to March'23
Statutory audit fees	6.2	4.2
Tax audit fees	-	-
Out of pocket expenses	-	-
	<b>6.2</b>	<b>4.2</b>

**Note 38: Income Tax Expenses**

## (i) Income tax expense in the statement of profit and loss comprises:

(Rupees in Lakhs)

Particulars	April'23 to March'24	April'22 to March'23
Current tax	1,771.98	1,598.55
Taxation for earlier years	-	-
Deferred tax	(9.26)	1.15
<b>Total</b>	<b>1,762.72</b>	<b>1,599.70</b>

## (ii) A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below:

(Rupees in Lakhs)

Particulars	April'23 to March'24	April'22 to March'23
Profit before income taxes (A)	6,906.08	6,210.37
Tax Rate (B)	25.17%	25.17%
Tax Expense at Statutory tax rates (A*B)	1,738.26	1,563.15
<b>Adjustments:</b>		
Add: Taxation for earlier years		
Add: Tax effect of permanent differences		
Add: Other adjustments	33.72	35.40
<b>Income tax expense</b>	<b>1,771.98</b>	<b>1,598.55</b>
<b>Current Tax expense reported in the Statement of Profit and Loss</b>	<b>1,771.98</b>	<b>1,598.55</b>

**Note 39: Earning per shares**

Particulars	April'23 to March'24	April'22 to March'23
Profit after tax	514,335,871	461,066,933
Weighted average number of equity shares (For basic and diluted EPS)	54,808,800	54,808,800
Nominal value of Ordinary Shares	10.00	10.00
Basic and Diluted Earnings per Ordinary Share	9.38	8.41