



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

ANNUAL REPORT 2017-2018

KYONKI HUM DIWARON PAR NAHI REHTE

SIRCA PAINTS INDIA LIMITED

(Formerly Known as Sircolor Wood Coatings Private Limited)

CIN: L24219DL2006PLC145092

Registered Office: 504, NDM-II, Netaji Subhash Place, Wazirpur, Pitampura, New Delhi-110034

Website: www.sircapaints.com, Email: admin.sircapaints.com

THIRTEEN ANNUAL GENERAL MEETING

Date & Day of AGM	27 th day of September, 2018 (Thursday)
Time of Meeting	11:00 A.M.
Venue of Meeting	Caspia Hotel, District Centre, Crossing, Opposite Galaxy Toyota, Outer Ring Rd, Haiderpur, Shalimar Bagh, New Delhi-110088
Book Closure Dates	21 st September, 2018 to 27 th September, 2018
Instruction To The Members	Members are requested to bring their copy of Annual Report at the meeting as the copies of the same will not be circulated at the AGM as a measure of economy and green initiative.

LISTING INITIAL PUBLIC OFFER “BELL” CEREMONY

SIRCA PAINTS INDIA LIMITED THIS YEAR HAS BEEN LISTED ON NSE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE ON 30TH MAY, 2018, WITH THE RESPONSE TO THIS FIRST OF ITS KIND ISSUE OVERWHELMING WITH AN OVERSUBSCRIPTION OF 10.99 TIMES WITH A SIGNIFICANT 3,84,72,100 APPLICATION RECEIVED FROM INVESTORS.

SIRCA Paints India Limited (“the Company”) fixed a price band of Rs 151-160 per share for its initial public offering through which it was estimated to raise Rs 78 crore. The main objective of the company to come up with IPO is to install new manufacturing unit, brand building of SIRCA and to meet working capital requirements. The company's IPO committee finalized allocation of up to 48, 69,600 Equity Shares of face value of Rs 10 for cash at a price band of Rs 151–160 per share.

Our Company has International Tie-ups with SIRCA S.P.A (Italy) and has Exclusive selling rights for India, Sri Lanka, Bangladesh, Nepal. SIRCA S.P.A is a shareholder of the Company, holding 3.83% in SIRCA India and is providing technical know-how for proposed manufacturing facility.

The Company is one of the leading premium PU Polish company in North India., After installation of the manufacturing facility under guidance of SIRCA S.P.A (Italy) company will engage in the business of manufacturing, production, formulate, develop, derive, discover, prepare, promote, pack or otherwise deal in all varieties of wood paints, glass paints, metallic paints and thinners, etc. At present company is engaged in buying, selling, import, export and otherwise deal in all kind of wood coatings.

About Sirca Paints India Limited: Sirca Paints India Limited is a well-established New Delhi based Company, having its presence in the paint industry for more than a decade. Promoter and MD, Mr. Sanjay Agarwal, a Chartered Accountant is having more than 20 years of experience in wood coating industry.

HERE SOME MOMENTS OF THE MUCH AWAITED DAY



World of Sirca



Concentrated Stains



PU Clear Finishes



PU Acrylic Clear Finishes



PU Pigmented Finishes



Polyester Finishes



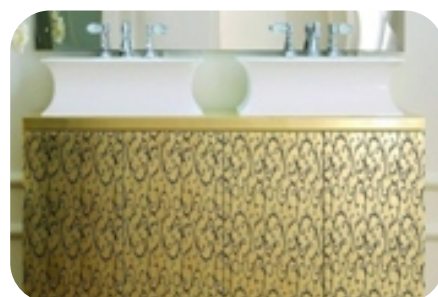
Water Borne Coating



Parquet Finishes



Special Effects



Leafing



Wood Care



Glass Coatings



Metal Coatings

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Our Board of Directors



Mr. Sanjay Agarwal
(Chairman cum Managing Director)



Mr. Gurjit Singh Bains
(Non Executive Director)



Mr. Apoorv Agarwal
(Joint Managing Director)





Mr. Sanjay Kapoor
(Non Executive and Independent Director)



Mrs. Archana Agarwal
(Non Executive and Independent Director)

CORPORATE INFORMATION

CHIEF FINANCIAL OFFICER	MR. BHARAT BHUSHAN ARORA
COMPANY SECRETARY & COMPLIANCE OFFICER	MR. CHAHAT MAHAJAN
STATUTORY AUDITOR	M/S RAJESH KUKREJA & ASSOCIATES, CHARTERED ACCOUNTANTS
REGISTRAR & SHARE TRANSFER AGENT	KARVY COMPUTERSHARE PRIVATE LIMITED Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 Tel : +91 40 6716 2222 Website: www.karisma.karvy.com E-mail: einward.ris@karvy.com Investor Grievance E-mail: sircapaints.ipo@karvy.com Contact Person : Mr. M Murali Krishna
COMPANY'S BANKER	 We understand your world Address: 23-A, NN Towers, community Centre (Near Rani Bagh) Road No 44, Pitampura New Delhi-110034.  Address: Ground Floor, Anchor No.2 D Mall, Plot No.1 Netaji Subhash Place, Pitampura 110034

WORK PLACE

Registered Office

504, NDM-II, Netaji Subhash Place,
Wazirpur, Pitampura,
New Delhi-110034

Website: www.sircapaints.com, Email: cs@sircapaints.com

CORPORATE OFFICE

Plot No-50, Badli industrial area
Phase-2, Delhi-110042

Ph: 011-42083083, 47533213
Email: admin@sircapaints.com

Branch Offices

Chennai: 2/377, Mugalivakkam Road, Near Ramachandra Colony, Manapakkam, Chennai-600116, Ph: 044-22523332, M: 9844185728 Email : sircolor@vsnl.net	Bangalore: IPA Associates, 29, 1st floor, 11 main, 7th cross, Chamarajpet, Bangalore-560018 M: 9844185728, Email: ipapaints@gmail.com
Mumbai: Unit-018, B Wing, ground floor, Solaris-I, opp. L&T Gate No-6, Saikvihar road, Andheri-E, Mumbai-400072 Ph: 022-28474772, M: 9920259122 Email : sirca@sircolor.in	Ahmedabad: Mr. Yazdi Gandhi 15, GF, Kirti sagar Tower, Bh. Hotel Fortune landmark, Usmanpura, Ashram road, Ahmedabad-380014 M: +91 9825125918 Email: sirca.ahmedabad@gmail.com
Surat: Mr. Yazdi Gandhi 505, GF, Balkrishna Apartment, Vesu, Surat-395007 M: +91 9825125918 Email: sirca.surat@gmail.com	Guwahati: Mr. Sankar Pratim Deb Fatsil Ambari, Ward No. 16, Lalita Devi Khemka, A.K. Deb Road, Guwahati, Kamrup, Metropolitan, Assam, 781025 M: +91 8822073553 Email: sirca.prashantab@gmail.com
Noida Mr. Vansh B-77, Sec-65, Noida (U.P.) M: +91 8750069534 Email : ordersircolornoida@gmail.com	Vijaywada Mr. V. Durga Prasad Plot No-223, Block No- C-08, New Autonagar, 1st Cross, 1st Road Kanur, Vijaywada-520007 (Andhra Pradesh) M: +91 9246757678 Email : sirca.durgaprasad@gmail.com

COMMITTEES OF BOARD

Audit Committee

Mr. Sanjay Kapoor	Chairman	Independent Director
Mrs. Archana Agarwal	Member	Independent Directors
Mr. Apoorv Agarwal	Member	Executive Director

Nomination and Remuneration Committee

Mrs. Archana Agarwal	Chairman	Independent Director
Mr. Sanjay Kapoor	Member	Independent Director
Mr. Gurjit Singh Bains	Member	Non Executive Director

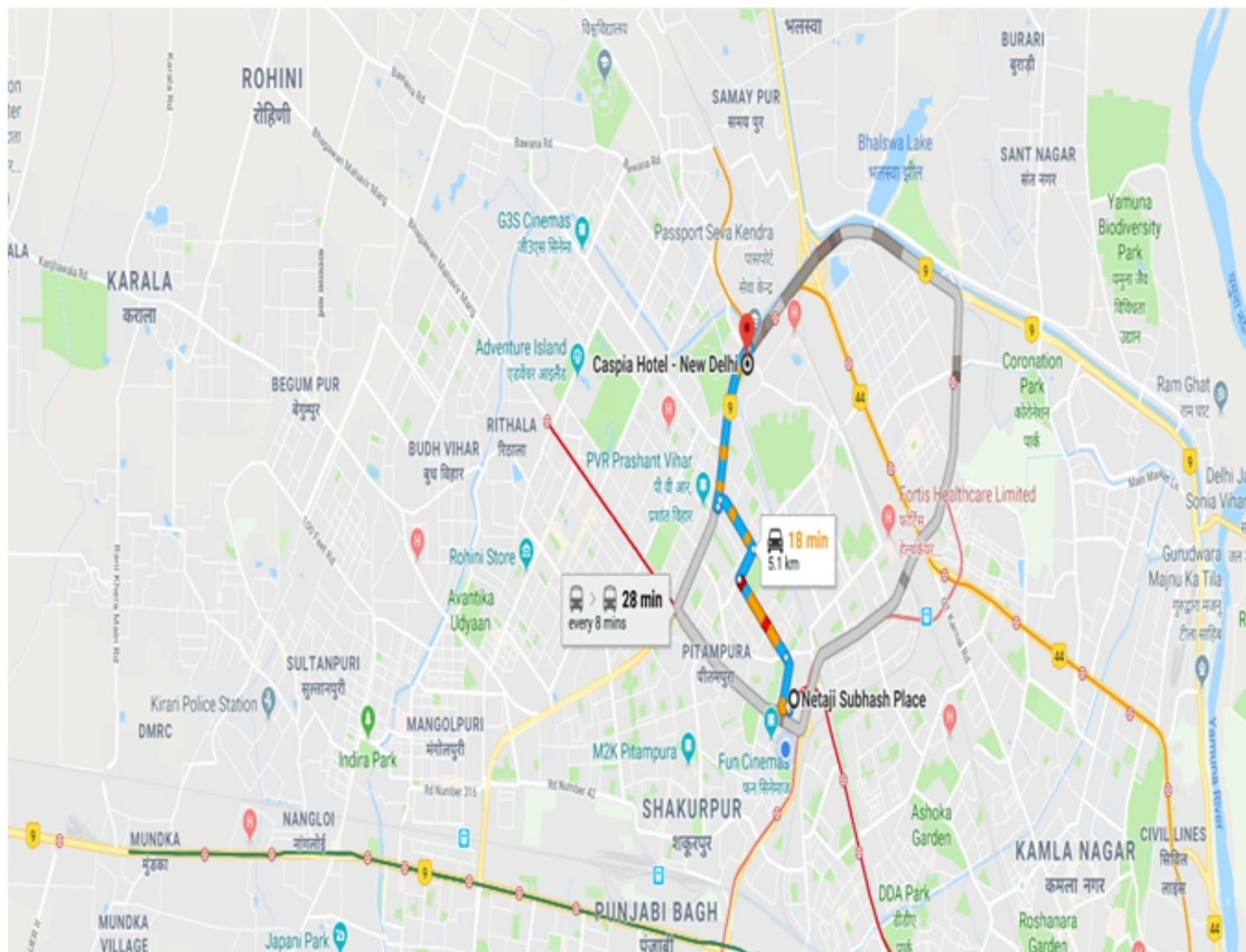
Stakeholder Relationship Committee

Mrs. Archana Agarwal	Chairman	Independent Director
Mr. Sanjay Kapoor	Member	Independent Director
Mr. Gurjit Singh Bains	Member	Non Executive Director

Corporate Social Responsibility Committee

Mr. Sanjay Agarwal	Chairman	Executive Director
Mr. Apoorv Agarwal	Member	Executive Director
Mrs. Archana Agarwal	Member	Independent Director

ROUTE MAP TO THE VENUE OF THE AGM



Notice
Sirca Paints India Limited
(Formerly Known as Sircolor Wood Coatings Private Limited)

Notice is hereby given that the 13th Annual General Meeting of the members of Sirca Paints India Limited (Formerly Known as Sircolor Wood Coatings Private Limited.) will be held on 27th September, 2018 on Thursday at 11.00 A.M at Caspia Hotel, District Centre, Crossing, Opposite Galaxy Toyota, Outer Ring Rd, Haiderpur, Shalimar Bagh, New Delhi-110088 to transact the following business:-

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt the **Audited Financial Statements of the Company for the financial year ended March 31, 2018** together with the **Report of the Board of Directors and Auditors** thereon and this regard, pass the following resolution as an **Ordinary resolution**:
2. To Appoint **Mr. Sanjay Agarwal (DIN:01302479) Chirman Cum Managing Director** of the Company, who retire by rotation and being eligible, offer himself for re-appointment as a director and in this regard, pass the following resolution as an **Ordinary Resolution**:

SPECIAL BUSINESS:

3. Appointment of **Mr. Ugo Pelosin (DIN: 08196294)** as a **Non Executive Director**.
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 152, 160**, and any other applicable provisions, if any, of the **Companies Act, 2013 ("Act")**, **Article and the Rules** made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), and Subject to the clauses of **Shareholder Agreement entered into with SIRCA S.p.A and approval of the members**, be and is hereby accorded to appoint **Mr. Ugo Pelosin (DIN: 08196294)** as a Non Executive Director (Non Independent Director) of the Company who is not eligible to retire by rotation and is respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from himself signifying his candidature for the office of director, be and is hereby appointed as director of the Company on the terms and conditions including remuneration by way of sitting fee as may be decided by the board and as per the Requirement of Shareholder Agreement entered into with SIRCA S.p.A with liberty to the Board of Directors (hereinafter referred as "the Board" which term shall deemed to be include "Nomination and Remuneration Committee of the of the Board") to alter and vary the terms and conditions of the said appointment or /and remuneration as may deem feet and as may be acceptable to Board of Directors of the Company, subject to same not exceeding the limit specified under the relevant provisions of the Companies Act, 2013 or any statutory modification or re-enactments thereof."

"RESOLVED FURTHER That Mr. Sanjay Agarwal, Managing Director and Mr. Chahat Mahajan Company Secretary of the Company be and are hereby authorize severally or/and jointly to digitally sign, authenticate and file the **E-From DIR-12** with the **Registrar of Companies, NCT of Delhi and Haryana** and to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

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

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

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting (AGM), as set out under item no.3 of the Notice is annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF AGM. PROXIES SUBMITTED ON BEHALF OF COMPANIES MUST BE SUPPORTED BY APPROPRIATE RESOLUTION.**
3. Pursuant to the provision of Section 105 of the Companies Act 2013, a person can act as a proxy on behalf of member not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as a proxy for any other member. A proxy holder prove his identity at the time of attending the meeting.
4. Corporate member intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send, a certified copy of relevant Board Resolution together with the respective specimen signature(s) of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
5. Where two or more bodies corporate are represented by a single individual, each of the bodies corporate will be treated as personally present by that individual. If the person is present in the Company in his personal Capacity as well as in the representative capacity of a trust, he will be as two for the quorum.
6. Attendance slip and Proxy form of the Meeting are annexed hereto as **Annexure-A & B**.
7. Member/proxies/authorized representatives are requested to hand over the Attendance Slip, duly signed in accordance with the specimen signature(s) registered along with a validly identity proof such as PAN Card, Passport, Aadhaar Card or Driving License with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
8. In case of Joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

9. Book Closure:

Pursuant to Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulation, 2015. Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2018 to 27th September, 2018 (both days inclusive).

10. Cut off Date:

- (i) This Notice is being sent to all the members whose name appears as on **24th August, 2018 in the register of members or beneficial owners as received from Karvy Computershare Private Limited, the Registrar and Share Transfer Agent.**
- (ii) A person whose name appeared on Register of Members or Register of Beneficiary Owners maintained by the depositories as on **20th September, 2018 ("Cut-off Date")** only shall be entitled to vote through Remote e-voting and at the AGM. The voting rights of member shall be in proportion to their share of the paid-up equity share capital of the company as on Cut-off date.

11. Communication to members

- (i) With a view to using natural resources responsibly, we request shareholders to update their email address, with their depository participants to enable the Company to send communication electronically.
- (ii) The Notice of AGM and **Annual Report 2017-2018** is being sent through electronic mode only to the members whose email address are registered with the Company /Depository Participant(s), unless any member has requested for physical copy of the report. For members who have not registered their emails addresses, physical copies of the Annual Report 2017-2018 are being sent by the permitted mode on there Registered Address with Karvy Computershare Private Limited, the Registrar and Share Transfer Agent
- (iii) Members also note that the Notice of the AGM and the Annual Report for F.Y. 2017-18 will also be available on the Company website <http://www.sircapaints.com/>

12. Updates

- (a) **In accordance with the amendments to Regulation 40 of Listing Regulations, to be made effective later, the Securities and Exchange Board of India (SEBI) revised the provisions relating to transfer of listed securities and has decided that requests for effective transfer of listed securities shall not be processed unless the securities are held dematerialization form with a Depository (National Securities Depository Limited and Central Depository Services (India) Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate, convenience and safety of transactions for investors. Member holding shares in Physical form are requested to convert their holding(s) to dematerialization form to eliminate all risk associated in physical shares.**
- (b) **The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly no resolution is proposed for ratification of Appointment of Auditors, who were appointed in the Annual General Meeting held on 27th September, 2018.**

13. Documents open for inspection:

- A. During the period beginning 24 (twenty-four) Hours Before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting to inspect the proxies lodged, at any time during the business hours of the Company. Provided not less than 3 (Three day) notice in writing of the intention so to inspect is given to the Company.
- B. Relevant documents referred to in the accompanying Notice and the statement pursuant to section 102 (1) of the Companies Act, 2013 are available for inspection at the registered office of the Company during the business hours on all days except Sunday and national holiday upto the date of AGM;
- C. The register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 and the Register of Contract and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

14. Voting through electronic means

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), members of the Company holding either in physical form or in dematerialized form may exercise his/her right to vote by electronic means (e-voting) in respect of the resolution(s) contained in this notice.
- ii. The Company is provided e-voting facility to its member to enable to cast their votes electronically. The Company has engaged the Services of **KARVY COMPUTERSHARE PRIVATE LIMITED (KCPL)**, as the authorized agency to provide remote e-voting facility (i.e the facility of casting votes by member by using an electronic voting system from a place other than the place of a general meeting.

- iii. Facility for voting through ballot/polling paper shall also be made available at the AGM and members attending the meeting who have not already cast their vote by remote e-voting be able to exercise their right to vote at the meeting.
- iv. The member who have cast their vote by remote e-voting prior to to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is cast by both the modes, then vote casted by e-voting shall prevail.
- v. During the period when facility for remote e-voting is provided, the members of the company, holding shares either in physical form or in dematerialized form, as on the cut- off date, may opt for remote e-voting.
- Vi. Once the vote on resolution is cast by a member, the member is not allowed to change it subsequently.
- Vii. The Board of Directors has appointed **Mr. Anand Kumar Singh (M/s. Anand Nimesh & Associates, Company Secretaries)** as the Scrutinizers, for conducting the voting/poll and remote e-voting process in a fair and transparent manner
- Viii. The Scrutinizer shall immediately after conclusion of voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnessed not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the meeting, who shall countersign the same.
- ix. The result shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by person authorized by him in writing and resolution shall be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favours of the resolution.
- x. The result declared along with Scrutinizer's Report(s) will be available on the website of the Company www.sircapaints.com and on the website of <https://evoting.karvy.com/> immediately after the declaration of the Result by the Chairman.
- xi. It is hereby clarified that the manner in which members have cast their votes, that is, affirming or negative the resolution, shall remain secret and not available to the Chairman, scrutinizer or any other person till the votes cast in the meeting.
- xii. Since the company provide to there members facility to exercise there right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the **cut-off date of 20th September, 2018** and not casting their vote electronically, may only cast their vote at the 13th Annual General Meeting.
- xiii. The cut-off date for the purpose of voting (including remote e-voting) is date **20th September, 2018**.
- xiv. Members are requested to carefully read the instructions for remote e-voting before casting their vote. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- xv. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	22 nd September, 2018 at 09:00 A.M
End of remote e-voting	26 th September, 2018 at 05:00 P.M

15. The procedure and instructions remote e-voting are as under:

- I. The voting period begins on **22.09.2018 at 9.00 A.M and end on 26.09.2018 at 05:00 P.M**. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. **20th September, 2018** may cast their vote electronically. The voting module shall be disabled by **KARVY COMPUTERSHARE PRIVATE LIMITED (KCPL)** for voting thereafter.

- II. Use the following URL for e-voting: **<https://evoting.karvy.com>**
- III. If you are already registered with Karvy for e-voting, you can use your existing user id and password for casting your votes.
- IV. Enter the login credentials i.e., user id and password mentioned in your email. Your Folio No./DP ID/Client ID will be your user id.
- V. After entering the details appropriately, click on LOGIN.
- VI. You will reach the password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VII. You need to login again with the new credentials.
- VIII. On successful login, the system will prompt you to select the EVENT i.e., **SIRCA PAINTS INDIA LIMITED**.
- IX. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- X. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- XI. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times for voting, till you have confirmed that you have voted on the resolution.
- XII. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through email cs@sircapaints.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name_EVENT No."
- XIII. Remote e-voting facility where members can cast their vote online shall be open from: **22nd September, 2018 (9.00 a.m.) till 26th September, 2018 (5.00 p.m.)**
- XIV. **In case of any queries, you may refer the Frequently Asked Questions (FAQs) section for shareholders and e-voting User Manual available at the "Downloads" section of <https://evoting.karvy.com> or contact Karvy on 1800 345 4001 (toll free).**
- XV. As already stated in the Notice of AGM, in addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the annual general meeting, the members attending the meeting who have not already cast their votes by remote e-voting will be able to exercise their right at the meeting. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

Please note -

- Keep your most updated email id registered with the Company / your DP, to receive timely communications.
- Notify change of address, or particulars of your bank account details, to the respective depository participant in case of shares held in demat mode / share transfer agent of the Company in case of shares held in physical mode, on or before 31st August, 2018.

XVI.GENERAL INSTRUCTIONS:

1. The Securities and Exchange Board of India (SEBI) has mandate the submission of permanent account number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN depository participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN details to the Registrar and Share Transfer Agents.
2. All documents referred to in the Notice will be available for inspection at the Company's Registered office during normal business hours on working days up to the date of the AGM.
3. A route map showing the directions to reach the venue of the 13th AGM is given along with this Annual Report as per the requirement of the Secretarial Standard- 2 on General Meetings.
4. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the members in respect of the shares held by them. Nomination forms can be obtained from the company Registrar and Share Transfer Agents by members holding shares in physical form. Members holding Shares electronic form may obtain Nomination forms from their respective depository participant

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circular stating that services of Notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far as requested to register their e-mail addresses, with the Registrar and Share Transfer Agent of the Company.

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

- Sd -

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

**Date: 14.08.2018
Place: New Delhi**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE
COMPANIES ACT, 2013.**

Item No. 3

The Board of Directors of the Company ("Board"), at its meeting held on 14.08.2018 has, and subject to the approval of members, be and is hereby appoint **Mr. Ugo Pelosin (DIN: 08196294)** as a director, as per Shareholder Agreement entered into with SIRCA S.p.A on **19 February 2018**,

It is proposed to seek members' approval for the appointment of and remuneration by way of sitting fee payable to **Mr. Ugo Pelosin (DIN: 08196294)** as Non Executive Director of the company, in terms of applicable provisions of the act.

The Board believes that new non-executive director seeking appointment at the Annual General Meeting of Shareholders can contribute significantly to the Company, and would be of immense benefit to the Company as his role, based on the performance evolution. Accordingly, the Board of Directors recommends to the shareholders the election of **Mr. Ugo Pelosin (DIN: 08196294)** as non-executive director.

The Company has received notice from the **Mr. Ugo Pelosin (DIN: 08196294)** consent in writing to act as a Director in form DIR-2 pursuant to **Rule 8 of Companies (Appointment and Qualifications of Directors), Rules, 2014** and Intimation in form **DIR-8 in terms of Companies (Appointment and Qualifications of Directors), Rules, 2014** to the effect that he is **not Disqualified Under Sub Section 2 of Section 164 of the Companies Act, 2013**.

a. Remuneration by way of sitting fee:

Sitting fee will be paid for attending meetings of the Board or Committee thereof as may be decided by the board and for meeting convened for any other purpose in the interest of business, all within regulatory limits.

In addition to the sitting fees and commission, Company may pay to such director such fair and reasonable expenditure, as may have been incurred by the director while performing his role as director of the Company.

b. General

The director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act to with regard to duties of directors.

He shall adhere by the Company code of Conduct.

He is a person of Non Citizen Indian, and he is not disqualified from being appointed as a Directors in terms of Section 164 of the Act and has given his consent to act as a director.

The Board recommends the Ordinary Resolution set out at **Item No. 3** of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned and interested, financial or otherwise in the resolution as set out in **Item No. 3**.

RELEVANT DETAILS FOR ITEM NO. 2 & 3

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

I. Brief Resume and other details for ITEM No. 2

Name of Director	Sanjay Agarwal
Date of Birth	05.02.1960
Expertise in specific functional areas	With 20 years of Experience in wood coating industry, he worked as a pioneer and leader in this segment and marked presence of brand Sirca in every part of India
Date of appointment	19.01.2006
No. of Equity Share held in the Company	58,79,646
Qualification	Chartered Accountant
List of outside Directorship held in Public Company	N.A
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman of CSR
Chairman/Member of the Committee of the Board of Directors of other Companies	NIL

I. Brief Resume and other details for ITEM No. 3

Name of Director	Ugo Pelosin
Date of Birth	01.07.1969
Expertise in specific functional areas	Export
Date of Appointment	
No. of Equity Share held in the Company	N.A
Qualification	B.COM
List of outside Directorship held in Public Company	N.A
Chairman/Member of the Committee of the Board of Directors of the Company	N.A
Chairman/Member of the Committee of the Board of Directors of other Companies	N.A

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

- Sd -
(Sanjay Agarwal)
Chairman Cum Managing Director
(DIN: 01302479)

Date: 14.08.2018
Place: New Delhi

Annexure-A

ATTENDANCE SLIP

Venue of the meeting : Caspia Hotel, District Centre, Crossing, Opposite Galaxy Toyota, Outer Ring Rd, Haiderpur, Shalimar Bagh, New Delhi - 110088

Day, Date & Time:

Full name of the member attending : _____

Ledger Folio No. / Client ID No. : _____

Number of shares held : _____

Name of Proxy : _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Annual General Meeting of the **SIRCA PAINTS INDIA LIMITED(Formerly Known as Sircolor Wood Coatings Pvt. Ltd.)**, at Caspia Hotel, District Centre, Crossing, Opposite Galaxy Toyota, Outer Ring Rd, Haiderpur, Shalimar Bagh, New Delhi-110088 on 27th September 2018.

(Member's /Proxy's Signature)

Note: Please fill attendance slip and hand it over at the entrance of the meeting venue.

Annexure-B

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L24219DL2006PTC145092

Name of the company: SIRCA PAINTS INDIA LIMITED

Registered office: 504, NDM-II, NetajiSubhash Place, Wazirpur, Pitampura, New Delhi-110034

Name of the member(s):.....
 Registered address:
 E-mail Id:.....
 Folio No:
 I/We, being the member(s) of Shares of the above named Company, hereby appoint
 Name:
 Address:
 E-mail Id:
 Signature:.....
 as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 27th, September 2018 at 11:00 A.M at Caspia Hotel, District Centre, Crossing, Opposite Galaxy Toyota, Outer Ring Rd, Haiderpur, Shalimar Bagh, New Delhi-110088 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Board of Directors and Auditors thereon and this regard, pass the following resolution as an Ordinary resolution .		
2.	To appoint Mr. Sanjay Agarwal (DIN:01302479) Managing Director of the Company, who retire by rotation and being eligible, offer himself for re-appointment as a director and this regard, pass the following resolution as an Ordinary resolution		
Special Business			
3.	Appointment of Mr. Ugo Pelosin (DIN: 08196294) as a Non Executive Director and this regard, pass the following resolution as an Ordinary resolution .		

Signed thisDay of2018
 Signature of shareholder
 Signature of proxy holder(s)

**Affix
Revenue
Stamp**

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting

Director's Report

To,

The Members of Sirca Paints India Limited

Dear Members,

Your Board of Director's take pleasure in presenting the 13th Annual Report on the business and operations of your Company along with the Audited Standalone Financial Statements for the year ended March 31, 2018.

1. FINANCIAL RESULT

A brief overview on standalone Financial Performance for the Financial Year ended March 31, 2018. is as follow:

Particulars	(Amount in Rs.)	(Amount in Rs.)
	Current Year 2017-18	Previous Year 2016-17
Revenue from Operations	89,22,07,788.03	82,51,00,331.50
Other Income	4,35,15,994.51	1,83,15,933.65
Total revenue (including other income)	93,57,23,782.54	84,34,16,265.15
Total Expenses	64,02,66,041.61	62,78,58,785.11
Profit /Loss before Exceptional and Extra ordinary items and Tax	29,54,57,740.93	21,55,57,480.04
Exceptional Items	-	-
Profit/Loss before extra ordinary item and tax	29,54,57,740.93	21,55,57,480.04
Extraordinary Item	-	-
Profit/Loss before tax	29,54,57,740.93	21,55,57,480.04
Tax Expenses		
Less: Current Tax	10,20,10,926.12	7,88,00,540
Add: Deferred Tax	4,51,506.11	2,77,451.69
Profit/Loss for the period from continuing operations	19,38,98,320.92	13,70,34,391.35
Profit/Loss for the period from discontinuing operations	-	-
Profit for the period	19,38,98,320.92	13,70,34,391.35

2. COMPANY'S PERFORMANCE REVIEW

- During the financial year **2017-18**, **revenue from operations** on standalone basis increased to **Rs. 892,207,788.03** as against **Rs. 825,100,331.50** in the previous year- a growth of **8.13%**.
- **Other income** increased to **Rs. 4,35,15,994.51** as against **Rs. 1,83,15,933.65** in the previous year- a growth of more than **50%**
- **Total Expenses** was increased to **Rs. 640,266,041.61** as against **627,858,785.11** in the previous year of **1.98%**
- **Profit after tax for the current year** is **193,898,320.92** against **Rs. 137,034,391.35** in the previous year –a growth of **41.49%**.

3. DIVIDEND

To maintain the liquidity of funds, the Board of Directors has decided not to declare any Dividend for the **Financial Year 17-18**. The Board assured you to present a much strong Financial Statements in coming years.

4. RESERVES

The Company does not propose to transfer/carry any amount to the General Reserve as there are no such mandatory requirements under Companies Act, 2013.

5. SHARE CAPITAL

- During the **Financial Year 2017-2018** Company has increased the **Authorised Share Capital** as on 14th November, 2017 from existing **Rs. 10, 00,000/-** (Rupee Ten Lac Only) divided into 1,00,000 (One Lac) Equity Shares of Rs. 10/- (Rupees Ten) each to **Rs. 20,00,00,000** (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 1, 99,00,000 (One Crore Ninety Nine Lac) Equity Shares of Rs. 10/- (Rupees Ten) each.
- As on **19th day of December, 2017** Company has Increased its Capital from existing **Rs. 10,00,000/-** (Rupee Ten Lac Only) Equity Shares of Rs. 10/- (Rupees Ten) each to **Rs. 12,30,00,000** (Rupees Twelve Crore Thirty Lacs Only) by Issued bonus shares in the **ratio of 122:1, 1,22,00,000 Bonus equity shares** of Rs. 10/- each be and are hereby allotted to the shareholders.
- As on **02nd February, 2018** Company Allot **400,000** (Four Lakh) Equity shares of Rs. 150 /- (One Hundred Fifty) each of the Company at premium of **Rs. 140**.
- As on **19th February 2018** Company Entered into the Agreement with **Sirca S.p.A**, a company duly incorporated under the laws of Italy, **Share Subscription and Shareholders Agreement (SSHA)** Under the SSSHA, it has been, inter alia, agreed that the Company shall issue and allot to Sirca S.p.A, 700,000 (Seven hundred thousand) equity shares, on **22nd February, 2018** Company Allotted **700,000** (Seven hundred thousand) equity shares of Rs. 120/- (One Hundred Twenty) each at premium of Rs. 110.

6. DEPOSIT

During the financial year 2017-18, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

7. CONVERSION & NAME CHANGE OF COMPANY

- Our Company has entered into a Distributorship Contract dated 1st January, 2018 with **SIRCA S.p.A ITALY** wherein Our Company got the Exclusive Right to promote the sale of PU & Metal Coating under trademark **SIRCA** in the territory of India, Sri Lanka, Bangladesh and Nepal.
- During the Year Company has Changed its Name from **SIRCOLOR WOOD COATINGS PRIVATE LIMITED** to **SIRCA PAINTS INDIA LIMITED** as on **03rd Day of May, 2017**.

- Further, the Status of the Company has also been Changed From **Private Limited Company to Public Limited Company** and Necessary Fresh Certificate to that effect has been issued by **ROC, Delhi Dated 17th January, 2018**. Consequent to conversion of the Company the name of the Company **Changed From SIRCA PAINTS INDIA PRIVATE LIMITED to SIRCA PAINTS INDIA LIMITED**.

8. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Directors of the Company confirm that:

- In the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable Accounting Standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- the Directors have 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 Companies as at 31st March, 2018 and of profit and Loss of the Company for the financial year ended 31st March, 2018;
- proper and sufficient care has been taken 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.
- the annual accounts have been prepared on a “going concern” principal;
- proper internal financial control laid down by the directors were followed by the Companies and that such internal financial controls are adequate and operating effectively; and;
- proper system to ensure compliance with the provisions of all applicable laws were in place and that such system are adequate and operating effectively.

9. 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 as **Annexure-I**. 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.

10. CORPORATE GOVERNANCE REPORT

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a Certificate of Auditors on its Compliance forms an integral part of this Report Annual Report as **Annexure-II**.

11. DIRECTORS AND KEY MANAGEERIAL PERSONNEL

Appointment of Directors

- As on 14/12/2017, Mr. Sanjay Kapoor (00383275) Appointed as Independent Director for a Period of Five Years.
- As on 03/01/2018, Mrs. Archana Agarwal (08038188) Appointed as Independent Director for a Period of Five Years.

Change in Designation

- As on 14/11/2017, Designation Change of Mr. Sanjay Agarwal (01302479) From Whole Time Director to Chairman Cum Managing Director for a Period of Five Years.
- As on 14/11/2017, Designation Change of Mr. Apoorv Agarwal (01302537) From Whole Time Director to Joint Managing Director for a Period of Five Years.

Appointment of Key Managerial Personnel

- As on 20/11/2017 Ms. Chanchal Gupta* Appointed as Company Secretary
- As on 26/12/2017 Mr. Bharat Bhushan Arora Appointed as Chief Financial Officer
- As on 21/02/2018 Mr. Chahat Mahajan Appointed as Company Secretary

***Ms. Chanchal Gupta had resigned from the post of Company Secretary w.e.f. 20/02/2018 and such vacancy was filled by Board of Directors at their Meeting held on 22/02/2018 by appointing Mr. Chahat Mahajan w.e.f. 21 /02/2018 as Company Secretary.**

12. NUMBER OF MEETINGS OF THE BOARD

During the year **2017-18, 20 (Twenty)** Board Meetings, **6 (Six)** Extra Ordinary General Meeting, **1 (One)** Nomination and Remuneration Committee Meetings, **1 (One)** Corporate Social Responsibility Committee Meeting were convened and held. The maximum interval between any two consecutive Board meetings did not exceed 120 days.

The details About to Composition of the Board and its Committees, Date of Meetings and attendance of the Directors and Members are provided in the Corporate Governance Report which is a part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013, SEBI Listing Regulations and other applicable provisions, if any.

13. EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a), an extract of annual return in the prescribed format i.e MGT 9 as per section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014 is appended as **Annexure-III** to the Director's Report.

14. PARTICULARS OF EMPLOYEES

Pursuant to Section 197(12) of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details/information related to the remuneration of Directors and Key Managerial Personnel are set out as **Annexure-IV** to the **Directors' Report**.

There is no information required to mention under Rule 5 (2) except statement showing details pertaining to names of the top ten employees in terms of remuneration drawn and various other details related as per Rule 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

Further, the Company has no such employee who falls under Rule 5 (2)(i), (ii) and (iii) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Amendment Rules, 2016.

15. DECLARATION BY AN INDEPENDENT DIRECTOR(S)

The Company had received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence, as prescribed under Sub Section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct.

16. NOMINATION AND REMUNERATION POLICY

This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of Director (Executive/ Non Executive) and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other employees. The detailed policy is available on the Company's website link at: **www.sircapaints.com**

17. COMMITTEES OF THE BOARD

As on **January 3rd, 2018**, the Board has constituted four committees: the audit committee, the nomination and remuneration committee, the stakeholder's relationship Committee and the corporate social responsibility Committee.

Our Committee's composition meets with the provisions of the Companies Act, 2013 & rules made there under and in accordance with the Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to the date. A detailed note on the composition of the Board and its committee's with other details regarding all the Committees are provided in the **Corporate Governance Report** which is a part of this report.

18. INITIAL PUBLIC OFFER

The Company has Come Out with Initial Public offering of 48,69,600 Equity Shares at Face Value of Rs. 10/- at a price band of Rs. 151-160 per share.

Your Directors are pleased to inform you that Company had successfully Completed Its, IPO with an oversubscription of 10.99 Times.

The Company Received the Trading Approval on 30th May, 2018 From National Stock Exchange To Trade the Shares on SME EMERGE Platform

The Company Confirmed that the Annual Listing Fee to NSE for the Financial Year 2018-2019 has been Paid.

The Company has paid the annual custody fees for the year 2018-19 to the depositories namely National Securities Depository Limited and Central Depository Services Limited. The shares of the Company are compulsorily traded in dematerialized form.

19. LOCK-IN SHARES

As per Regulation number 32 and 36 of SEBI (ICDR) Regulations, 2009. All pre Issue shareholding has to be locked-in for period of 3 year and 1 year.

The Details of Lock-in Summary are as follows:

CDSL

Sr. No.	Name of the Applicant	Quantity	Tenure
1.	SANJAY AGARWAL	37,00,000	3 YEAR
2.	SANJAY AGARWAL	21,79,646	1 YEAR
3.	BGB ITALIA S R L	34,36,989	1 YEAR
4.	ANITA AGARWAL	12,300	1 YEAR
5.	SRISHTI AGARWAL	12,300	1 YEAR
6.	AYUSHI AGARWAL	12,300	1 YEAR
Total		93,53,535	

NSDL

Sr. No	Name	Quantity	Tenure
1	GURJIT SINGH BAINS	25,77,465	I YEAR
2	GITA KIRTI AMBANI	4,00,000	I YEAR
3	APOORV AGARWAL	3,69,000	I YEAR
Total		33,46,465	

PHYSICAL SHARES

Sr. No	Name	Quantity	Tenure
1	SIRCA S.p.A	7,00,000	I YEAR

20. DETAILS OF SUBSIDIARY /JOINT VENTURES /ASSOCIATE COMPANIES

During the year, there are no Subsidiary, Joint Ventures and Associate Company(s) of the Company.

21. AUDITORS

I. Statutory Auditors

M/s Rajesh Kukreja & Associates, Chartered Accountants (Firm Registration No. 0004254N), were appointed as **Statutory Auditors** to Fill the Vacancy Caused by the **Resignation of M/S Kathuwala & Associates, Chartered Accountant (FRN:015735N)** of your Company at the General Meeting held on **14th November, 2017**, for a term of five consecutive years. As per the provisions of **Section 139 of the Companies Act, 2013**, the Appointment of the auditors is required to be ratified by members at every Annual General Meeting.

In accordance with the **Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs**, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

Statutory Auditors' Report

The report given by the Auditors on the financial statement of the company is part of this Statutory Auditors' Report. There has been no qualification, reservation or adverse remark or disclaimer given by the Auditors in their report.

II. Secretarial Auditors

The Board of Directors of the Company has appointed **M/s Karan Khurana & Associates**, as the **Secretarial Auditor** to conduct an audit of secretarial records for the **financial year 2018-19**.

III. Internal Auditor:

M/s S Mahajan & Co (FRN: 033060N), Chartered Accountants was appointed by the Board of Directors to perform the duties of **Internal Auditor** of the Company for the **financial year 2018-19**.

22. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company promotes ethical behavior in all its business activities and has put in place a Mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy which provides a channel to the employees and Directors to report to the Management, concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy.

The Company has provided email address of Vigilance and Ethics Officer in its policy to which all protected disclosures should be addressed. It is affirmed that no person has been denied access to the Audit Committee. The employees are encouraged to voice their concerns by way of whistle blowing and the policy provides complete confidentiality and safeguard of the employees who raises the whistle against such improper conduct. The Whistle Blower Policy has been communicated to all the Directors and employees of the Company through website of the Company i.e. **www.sircapaints.com**.

23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no such significant and material orders passed by the regulators or courts or tribunals, impacting the going concern status and company's operations in future.

24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

➔ Details of Loans:-

During the year, the Company has not directly or indirectly, given any loan to any person(s) or other body corporate.

➔ Details of Investments:-

During the year, the Company has not directly or indirectly acquire, by way of subscription, purchase, invest or otherwise, the securities of any other body corporate. Further former investments made and stand in the **Financial Statements** are mentioned in the Financial Statements annexed to this report.

➔ Details of Guarantee / Security Provided:-

During the year, the Company has not directly or indirectly, given any guarantee or provided any security in connection with a loan to any other body corporate or person(s).

25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the related party transactions which were repetitive in nature, entered on arm's length basis in the ordinary course of business and compliance with **Section 188 (1) of the Companies Act 2013** read with rules made there under, **Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** and other applicable provisions of the Law. However, none of the transactions with related parties fall under the scope of **Section 188(1) of the Companies Act, 2013** and no material related party transactions were entered during the Financial Year by your Company.

The Related Party Transactions Policy as approved by the Board, was uploaded on the Company's website pursuant to **Regulation 46 of the SEBI (LODR) Regulations, 2015** at the web link: <https://www.sircapaints.com/policies-programs-code>. The information relating to particulars of contracts or arrangements with related party prepared under Section 188(1) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rule, 2014 is in **Form AOC-2** is appended as **Annexure-VII** to the **Directors' Report** as required, although it's not applicable.

Details of the transactions with Related Parties are provided in the accompanying financial statements. Members may refer to **NOTE NO. 23.5** to the financial statements which sets out related party disclosures pursuant to **AS-18**.

26. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In terms of the provisions of Section 135 of the Act your Company has constituted a CSR Committee. The composition and terms of reference of the CSR Committee are provided in the Corporate Governance Report forming part of this report. The Company has also formulated a Corporate Social Responsibility (CSR) Policy in compliance with the provisions of the Companies Act. As part of its CSR contribution, the Company had utilized its contribution through **"Kartavya Janhit Foundation"** a registered under Society Registration Act XXI of 1860 having a registered Office at **Richmond Global School Campus, N.S. Road, Mianwali Nagar, Paschim Vihar, New Delhi-110087**, with the objectives of Spreading the education for all, Women and Child Development.

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any modification or re-enactment thereof, for the time being in force), the Annual Report on CSR activities is appended as **Annexure-VIII** to the **Directors' Report**. The policy on CSR is available on the website of the Company i.e. www.sircapaints.com.

27. BUSINESS RESPONSIBILITY STATEMENT

The same is not applicable to our Company. Since no initiative with respect to environmental, social etc has been taken.

28. CODE OF CONDUCT

The Board of Directors has approved a code of conduct which is applicable to members of the Board and all employees in the course of day to day business operations of the Company. The code has been placed on the Company's website www.sircapaints.com. The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and Senior Management personnel have confirmed compliance with the code.

29. DETAILS ON INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to Financial Statements. During the year, such controls were tested and no reportable material weakness in the design or operations were observed.

30. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

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:

(A) CONSERVATION OF ENERGY

The Company continues its attempts to improve energy conservation and utilization. Your company has not set up a manufacturing unit until now. However, we are in process of setting up the same. Your company is ensuring that every measure to conserve energy is taken in setting up in the manufacturing plant. We hopefully will provide the detailed disclosure of same in the Next Annual Report.

(B) TECHNOLOGY ABSORPTION

Your company keeps itself updated with latest technological innovations by way of constant communication, personal discussions and visit to overseas countries/ plants and benchmarking best industrial practices.

You company has entered into a Technical Knowhow agreement dated 16th February, 2018 with SIRCA S.P.A. It will take time for us implementing the same. This agreement was signed for providing even better products to the end user. Your company will only able to provide the detailed disclosure on the said agreement on and after the proper implementation of this agreement.

Since this being a continuous process, continuous up gradation does take place from time to time depending upon products/ process. Any fixed line of action other than above has not been envisaged.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

At present your company have not yet started the export of its product as we are still pursuing with the trade business. However, this one thing is on top of the list of our Action plan of coming year. We are planning to start the export of our products as early as possible.

Details of expenditure in foreign exchange and earnings are given in **NOTE NO. 23.7** of the financial statements.

31. SECRETARIAL STANDARD

The Company has complied with Secretarial Standard issued by the Institute of Company Secretaries of India on meetings of Board of Directors and General Meeting.

APPRECIATION

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

The Board conveys its appreciation for its customer, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

For and on behalf of the Board
Sirca Paints India Limited
(Formerly Known as Sircolor Wood Coatings Pvt. Ltd.)

- Sd -

SANJAY AGARWAL
DIN: 01302479
Chairman cum Managing Director

- Sd -

APOORV AGARWAL
DIN: 01302537
Joint Managing Director

Date: 14.08.2018
Place: New Delhi

ANNEXURE-I

Management Discussion and Analysis Report

The management of Sirca Paints India Limited is pleased to present the 'Management Discussion & Analysis Report' covering the performance for financial year 2017-18.

Overview

The Sirca Paints India Limited ("The Company") is a well known name in the wood coating and paints industry. The Company specializes in the production of coatings for wood. This living material, which is increasingly valuable and essential in ecological terms, deserves the best possible optimization and protection.

Sirca products are mainly intended for the furnishing segment and are often developed in collaboration with some of Italy's most prestigious furniture stores. The quality of the application, colour customization, and duration over time are all distinctive traits of Sirca coatings, which are flanked by an equally important production of polymers, for various segments ranging from technological structures to fashion design.

Our company philosophy has always focused on customer satisfaction with uncompromising integrity. We strive to carry products and new developments with the finest value and quality in the market. In order to meet our customers' expectations, we ensure that our sales team generates enthusiasm and respond with extra efforts in addressing our customers' needs.

The financial statements of the Company have been prepared in compliance with the requirements of the Companies Act, 2013 and generally accepted accounting principles and accounting standards prescribed in India. There are no material deviations from prescribed accounting standards. The Management of our Company accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. These estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements, the form and substance of transactions, the state of affairs and profits for the year reflect in a true and fair manner.

ECONOMIC ENVIRONMENT

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.

India's economy grew at its fastest in seven quarters in the January-March period, bolstered by strong performance in construction, manufacturing and public services, pointing to a persistent revival trend and bringing cheer to the government ahead of next year's general election. The full FY18 growth estimate was revised upward to 6.7 per cent from 6.6 per cent in the second advance estimate released in February. This is in line with the 6.75 per cent growth forecast by the Economic Survey and down from 7.1 per cent in FY17 with the slowdown being attributed to the lingering effect of demonetization and the rollout of the goods and services tax (GST) in July last year.

The Government has undertaken a number of economic and institutional reforms, which have led to significant upgradation in the ranking of Ease of Doing Business of the World Bank Report 2018. The recent upgrade of India's rating by the US based credit rating agency Moody's (Baa2 from Baa3) in recognition of the reforms agenda pursued by the Government is a major boost to investor confidence.

India ranked 100 among 190 countries assessed by the Doing Business Team in the Ease of Doing Business Report, 2018 with an improvement of 30 ranks over its rank of 130 in the Ease of Doing Business Report 2017. India saw an improvement in six out of ten indicators namely-Dealing with construction permits, getting credit, protecting minority investors, paying taxes, enforcing contracts and resolving insolvency.

INDUSTRIAL STRUCTURE AND DEVELOPMENT

The India paints & coatings market is estimated to register a growth rate of 7.10% during the forecast period (2018-2023). Architectural segment is estimated to lead the market, due to rapid rise in investments by the government in the country. Water-based coatings are expected to be the fastest-growing type, by technology.

The Indian paint and coating industry is expected to grow steadily in the short and medium term on the back of strong growth in Indian economy. India's young population represents a huge opportunity as more young Indians join the workforce and will have disposable income available. The trend toward nuclear family augurs well for the paint industry.

Indian paint industry, which is comprised of organized and a huge unorganized sector [accounts for 35 percent of the total volume] is expecting to reduce the proportion of unorganized sector with the implementation of Goods & Service Tax (GST). In the unorganized segment, there are about 2,000 units having small and medium sized paint manufacturing plants.

Currently, Asia accounts for 52 percent of the volume and 45 percent of the value of the global coatings market. Asia is also the fastest growing market. Rising population levels, more middle class consumers, massive infrastructure developments and widespread urbanization in the region have increased demand for paints and coatings for buildings, public infrastructures, individualized living spaces, automobiles, and a growing number and variety of consumer products. In 2017, the Asian coatings industry was estimated to have grown by 5.7 percent in volume and 6.3 percent in value. Not surprisingly, the largest coatings market in Asia is China, with 56 percent of the market and a value of US\$53.3 billion. The next largest Asian markets are India and Japan.

Indian Paint Association has highlighted that Indian paint market which was around INR 40,300 crores in 2014-15 is expected to reach INR 70,875 crores by 2019-2020. The Indian Paint Market consists of two types of paints:

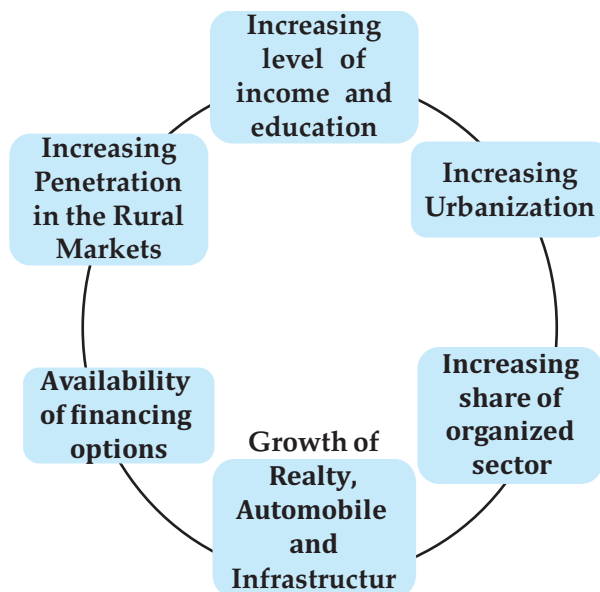
Decorative Paints: Major segments in decorative include exterior wall paints, interior wall paints, wood finishes and enamel and ancillary products such as primers, putties etc. Decorative paints account for over 75% of the overall paint market in India. Asian Paints is the market leader in this segment.

Industry Paints: Three main segments of the industrial sector include automotive coatings, powder coatings and protective coatings. User industries for industrial paints include automobiles engineering and consumer durables. The industrial paints segment is Far more technology intensive than the decorative segment.

Rising crude oil prices in the last few months have been a major cause of concern for Indian paint and coating producers as more than half of the raw materials used in the paint industry are petro-based. Rising raw material prices lead to increase in the prices of coating products, which has a negative effect on overall demand. Usage of environmentally friendly paints and coating products has been gaining market share in Indian market in recent years. However, a significant part of this demand is driven by environmental regulations.

OPPORTUNITIES AND THREATS

Various growth drivers for India Paint and Coating Industry are as follow:



The changing trend of disposable income shifting the Indian economy from a saving economy to spending economy. With more income at disposal people are opting for better products and paint is no exception. Growth in urbanization has resulted in a shift from temporary houses to permanent houses. People opting for permanent house in urban areas are looking for well-designed interior and exterior aspect. Infrastructure segment creates direct and indirect demand for paints through supporting the growth of the realty, automobile, FMCG and other industries where paint is used. The growth potential in the 3 sectors is immense and paint industry being dependent on these is expected to show strong growth.

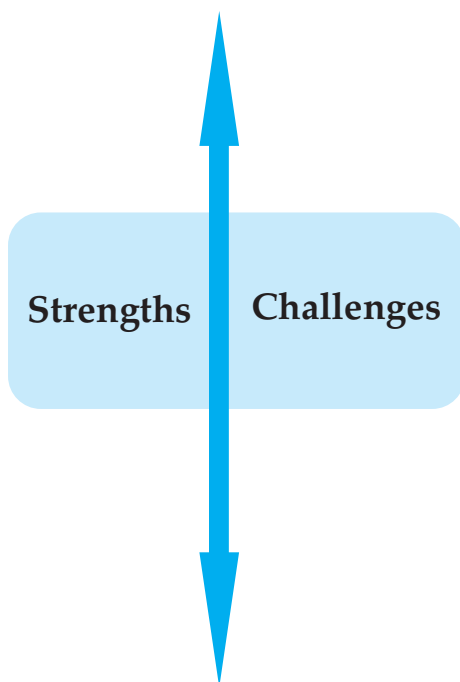
Various concerns for India Paint and Coating Industry are as follow:



The demand of decorative paints is cyclical in nature i.e. it increases for a period, then decreases and after certain period of time it again increases thus showing cyclical pattern. It happens because people generally have their houses white-wash during festive seasons. Also, once houses get painted, then it needs a white wash after 4-5 years. Further, The import policies plays a very significant role in determining the prices of paints because around 30% of the raw materials has to be imported from foreign countries. So, any change in import tax regime will have an impact on the costing.

STRENGTHS AND CHALLENGES

- Sirca is one of the leading wood coatings company in the world;
- Its operations are expanded to wide range of products classified as under:
 - Industrial;
 - Decorative; and
 - Wood Coatings
- Our company's product are of one of its kinds in India to bring variants in wood coating industry and to improve it even further, we are continuously involved in R & D activities with international facilities that help us stay at an edge in this industry.
- It is proposed to set up manufacturing unit in India, which will provide our company an overall ace in the paint and coating sector.



- As the Indian economy going through lot of turbulence, growth opportunities are bit contracted at present;
- Competition from local competitors who offer few products at lesser price;
- Raw material scarcity and volatility in prices

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Your company deals in following products:



The Performances of our products are covered in the “Review of operations” which form part of Director’s Report.

OUTLOOK

India has some of the best ingredients for the development of the paint and coatings industry. With 66 percent of its population under the age of 35, India is home to the largest population of young people in the world – 825 million. The median age of the country is just 27 years, much below 37 in the U.S. and 46 in Japan. India's demographic profile is changing in a way that is quite favorable to the growth of the paint and coatings industry.

Architectural, automotive, industrial, and wood, are some of the major end-user industries. The global paints & coatings market is dominated by architectural coatings (both in terms of revenue and volume). The global residential sector is growing consistently, owing to the recovering construction industry in Europe and increasing investments by the Indian and Chinese governments. This in turn, is boosting the demand for architectural coatings. Automotive OEM coatings are expected to register the fastest CAGR through the forecast period.

Indian automotive market is the third largest in Asia after Japan and China. The automotive paints market in India is projected to witness a CAGR of 10% till 2019. India's automotive paints market is primarily an OEM driven market as majority of the demand for automotive paint arises from OEM production. Automotive refinished market has also grown over the past few years but the demand for refinished automotive paint is comparatively lesser than OEM demand. Two Wheeler and Passenger Car are among the two major segments in India's automotive paints market, roughly contributing about three - fourth of the overall automotive paint consumption in volume.

Protective wood coating market is reported to catch up with fast pace along with increasing market efforts by suppliers, choice of high gloss interior and purchasing capacity of consumers. If compared to the consumption of paint only 2 percent was the share of protective wood coating 10 years back which has increased to 20 percent now. Combining tradition and technological innovation in the manufacture of coating for wood listening to individual requirements, loving the environment and being dedicated to beauty the industry has found solution with innovation in material that made its maintenance easy as it facilitates the applicators to manage staining and scratching with little efforts.

Our company is focusing on cost reduction measures as well as to improve processes to enhance customer satisfaction which will have a long term benefit in helping your company to achieve its goals and scale new heights in the growth path. To take the legacy ahead our company is all set to launch a manufacturing facility in India. This will not only help us in providing product at better economical rate but will also give us an overall ace in the Paint and coating Sector. Our Revenue from operations in Q1 of 2018 – 19 has grown by over 31 % on YoY basis. With good order book and customer support and the product variety in hand, we expect good growth in the whole year.

RISKS & CONCERNS

The Company's principal financial liabilities, other than derivatives, comprise borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations.

The Company's principal financial assets include loans, trade and other receivables, cash and cash equivalents that derive directly from its operations. The Company also holds short term investments.

The Company is exposed to financial risk in terms of market risk, credit risk, interest rates, foreign exchange rates, increase in commodity prices and liquidity risk. The Company's senior management oversees the management of these risks. Though the Company always remains cautious for such concerns, it always reviews its policy to check these concerns from time to time.

All operating divisions of the Company would identify the risks as perceived by them and take immediate steps to minimize the impact and at the same time submit a report to the next higher level of reporting.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company implemented suitable controls to ensure its operational, compliance and reporting objectives are achieved. The Company has adequate policies and procedures in place for its current size as well as the future growing needs. These policies and procedures play a pivotal role in the deployment of the internal controls. They are regularly reviewed to ensure both relevance and comprehensiveness, and compliance is ingrained into the management review process.

Adequacy of controls of the key processes is also being reviewed by the Internal Audit team. Suggestions to further strengthen the process are shared with the process owners and changes are suitably made. Significant findings, along with management response and status of action plans are also periodically shared with and reviewed by the Audit Committee. It ensures adequate internal financial control exist in design and operation.

INCREASE IN AUTHORISED SHARE CAPITAL

Consequent to and as part of process of listing of shares of the Company, as approved by the Registrar of Companies, NCT of Delhi and Haryana, the Authorised share capital of your company has been increased. Accordingly, the Authorised Share capital of the Company is now Rs. 20,00,00,000/- (Rupees twenty Crores only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten) each.

Clause V. of the Memorandum of Association of the Company stands substituted as under:-

- V. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity shares of Rs. 10/- (Ten) each.**

FINANCIAL PERFORMANCE

Revenue from Operation (Rs. in lakhs)	EBITDA (Rs. in lakhs)	Profit After Tax (Rs. in lakhs)	EPS (in %)
2017-18 8922.08	2017-18 3025.21	2017-18 1938.98	2017-18 15.61
2016-17 8251.003	2016-17 2204.71	2016-17 1370.34	2016-17 11.14

During the period under the review, the total increase in Gross sales Rs. 671.077 lakhs, this is 8.13% more than the previous year. Profit before tax for the period under the review is increased by Rs. 799.002 Lakhs, this is 37.06% more than the previous year.

HUMAN RESOURCE INITIATIVE

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

The details of Board and man power employed as on date is:

Category	No. of Employees
Management	
Managing Director & Joint Managing Director and other non executive Director	5
Administration, Accounts & Finance, Marketing	
Account and Finance	8
HR administration and office administration	23
Business development	3

Secretarial and Legal	1
Sales and Marketing	70
Dispatch & Packaging Department	32
Product Color Centre	11
Billing	2
Total	153

Our HR Department ensures competent and committed team engaged in building a culture of learning to achieve excellence in performance and employee satisfaction by enhancing their skills through Training & Development Programs for innovation & continual improvement of the employees.

At Sirca, we lay a lot of emphasis on transparent and open two- way communication between the management and the employee.

CAUTIONARY STATEMENT

Statements in this **Management Discussion and Analysis** describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in the infrastructure sector, significant changes in political and economic environment in India, exchange rate fluctuations, tax laws, litigation, labour relations and interest costs.

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

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

- Sd -

SANJAY AGARWAL

DIN: 01302479

Chairman cum Managing Director

- Sd -

APOORV AGARWAL

DIN: 01302537

Joint Managing Director

Date: 14.08.2018

Place: New Delhi

***Note:-**

Source of Information

1. *About Indian Economy Growth Rate & Statistics by IBEF;*
2. *Press Information Bureau (India's rank rises to 100 in World Bank's doing Business Report, 2018, dated 31/10/2017);*
3. *Confederation of Indian Industry;*
4. *Economic Times;*
5. *Consolidation of the paints and coatings market - By KPMG;*
6. *Techsci research;*
7. *Research Paper on Fundamental Analysis of Indian Paint Industry, by Dr. Kshitija Gandhi;*
8. *Innovation and Awareness helping wood coating market growth, by Ply Reporter;*
9. *Mordor Intelligence;*
10. *Growth Drivers of the Indian Paint Industry, by Niraj Satnalika*
11. *The Indian Paint Industry Economics Essay, By UK Essay.*

Report on Corporate Governance

ANNEXURE-II

The Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Corporate Governance is a set of standards which aims to improve the Company's image, efficiency and effectiveness. It is the road map, which guides and directs the Board of Directors of the Company to govern the affairs of the Company in a manner most beneficial to all the Shareholders, the Creditors, the Government and the Society at large.

The Securities and Exchange Board of India ("SEBI") on 2nd September, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") with an aim to consolidate and streamline the provisions of the Listing Agreements for different segments of capital markets to ensure better enforceability. The Listing Regulations were made effective from 1st December, 2015 (effective date).

Your company has accordingly entered into the uniform Listing Agreement with NSE SME exchange on 30th May, 2018. Our company has streamlined its philosophies, policies and work aptitudes as per the SEBI (LODR), 2015. With reference to the Regulation 15 of the SEBI (LODR), there are certain regulations which are not applicable on your company, however our company has make sure that they could comply with each far as possible.

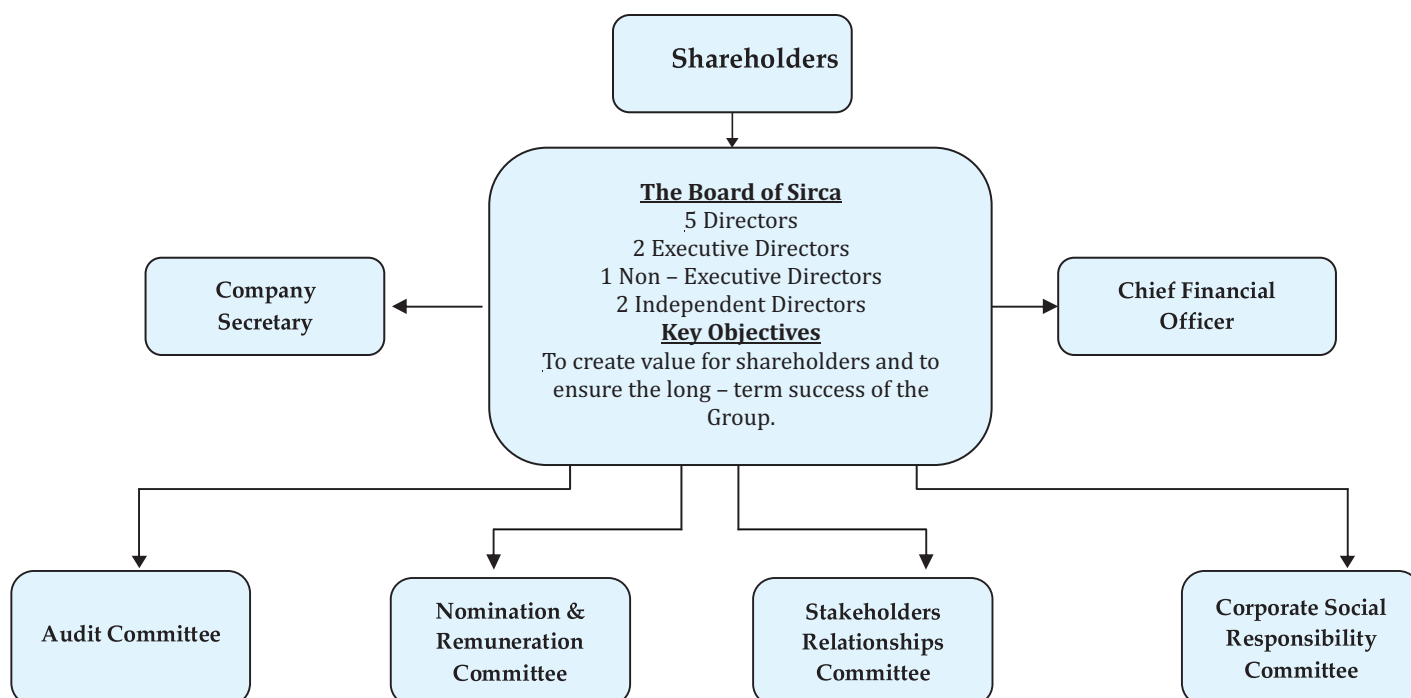
1. SIRCA Philosophy on Corporate Governance

Sirca's principals of corporate governance are based on three pillars which can be summarized as follow:



Sirca corporate philosophy envisages complete transparency and adequate disclosures with an ultimate aim of value creation for all players i.e., the shareholders and other stakeholders.

Our Corporate Governance Framework



1. Board of Directors

The composition of the Board is in conformity with Regulation 17 of Listing Regulations as well as the Companies Act, 2013. As on 31st March, 2018, your company has optimum mix of Executive, Non Executive, Independent and women directors. At present Board of your company comprise of 5 directors.

2.1 Compositions of Board of Directors are as follow:

S. No.	Name of Director	Category	Date of Appointment	No. of Other Directorships (As on 31.03.2017)	Date of Appointment	Total No. of Committee positions in Mandatory Committees (As on 31.03.2018)		
						Chairman	Member	Total
1.	Mr. Sanjay Agarwal (Chairman cum Managing Director) DIN: 01302479	Promoter, Executive Director	19/01/2006	-	19/01/2006	1	-	1
2.	Mr. Gurjit Singh Bains (Non Executive Director) DIN: 01977032	Promoter, Non Executive Director	19/01/2006	2	19/01/2006	-	2	2
3.	Mr. Apoorv Agarwal (Managing Director) DIN: 01302537	Promoter, Executive Director	19/01/2006	2	19/01/2006	-	2	2
4.	Mr. Sanjay Kapoor DIN: 06875087	Non Executive and Independent Director	14/12/2017	-	14/12/2017	1	2	3
5.	Mrs. Archana Agarwal DIN: 08038188	Non Executive and Independent Director	03/01/2018	-	03/01/2018	2	2	4

*No Director is member of Board of any other listed company.

The attendance of each Director at all meetings of Board of Directors and at the last Annual General Meeting held during the FY 2017-18:

Name of Directors					
Date of Board Meetings	Mr. Sanjay Agarwal	Mr. Gurjit Singh Bains	Mr. Apoorv Agarwal	*Mr. Sanjay Kapoor	**Mrs. Archana Agarwal
01.04.2017	Yes	Yes	Yes	-	-
14.04.2017	Yes	Yes	Yes	-	-
17.04.2017	Yes	Yes	Yes	-	-
01.05.2017	Yes	-	Yes	-	-
14.06.2017	Yes	-	Yes	-	-
04.09.2017	Yes	-	Yes	-	-

06.09.2017	Yes	-	Yes	-	-
16.10.2017	Yes	Yes	Yes	-	-
06.11.2017	Yes	Yes	Yes	-	-
20.11.2017	Yes	-	Yes	-	-
06.12.2017	Yes	-	Yes	Yes	-
19.12.2017	Yes	Yes	Yes	Yes	-
26.12.2017	Yes	-	Yes	Yes	-
03.01.2018	Yes	-	Yes	Yes	Yes
17.01.2018	Yes	-	Yes	Yes	Yes
02.02.2018	Yes	-	Yes	Yes	Yes
03.02.2018	Yes	-	Yes	Yes	Yes
22.02.2018	Yes	-	Yes	Yes	Yes
24.02.2018	Yes	-	Yes	Yes	Yes
07.03.2018	Yes	-	Yes	Yes	Yes

Date of Annual General Meeting	Name of Directors				
	Mr. Sanjay Agarwal	Mr. Gurjit Singh Bains	Mr. Apoorv Agarwal	*Mr. Sanjay Kapoor	**Mrs. Archana Agarwal
26.09.2017	Yes	-	Yes		

Notes

* **Mr. Sanjay Kapoor was appointed as Non Executive and Independent Director of the Company as on 14th Day of December, 2017;**

** **Mrs. Archana Agarwal was appointed as Non Executive and Independent Director in the Company as on 03rd Day of January, 2018.**

*** **Mr. Sanjay Kapoor was present as invitee in the Board meeting held on 06th Day of December, 2017;**

**** **Mrs. Archana Agarwal was present as invitee in the Board Meeting held on 03rd Day of January, 2018.**

Leave of absence was obtained by Directors and granted in all cases of absence 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.

The Board periodically reviews the compliance reports of laws applicable to the Company, as prepared.

2.2 Shareholding of Board of Directors:

S.No	Name of Director	Shareholding
1	Mr. Sanjay Agarwal	58,79,646
2	Mr. Gurjit Singh Bains	25,77,465
3	Mr. Apoorv Agarwal	3,69,000
4	Mr. Sanjay Kapoor	-
5	Mrs. Archana Agarwal	-

2.3 Disclosure of relationship between directors inter-se:

Following Directors are related to each other:

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

2.4 Information Placed before the Board:

The Board has complete access to all information of the Company, including inter-alia, the information to be placed before the Board of Directors as required under the Listing Regulations.

The important decisions taken at the Board/Board Committee Meetings are communicated to the concerned Departments/Divisions.

2.5 Evaluation of Board:

Your company has always been caution about the performance of members of Board. Even before the changing of statute of your company to a Listed Public Company & forming of any committees, it was always that every Director performs their best and contributes to the benefit & growth of Company. Credibility and ethics was always strong dimension of Board of your company.

Now on and after formation of Nomination & remuneration committee, the committee members pursuant to Section 178(2) of the Companies Act, 2013 read with Rules framed there under and after the listing of shares of the company, also in concert with Part D of Schedule II of Listing Regulations, continuously monitoring the performance of each Director, Board and various committees so formed.

The evaluation of the performance of each Director was based on level of participation in meetings, understanding the roles & responsibilities, understanding the strategic issues and challenges in the Company. The evaluation of the Performance of Board was based on board composition, experience & competencies, understanding of business and competitive environment, quality of discussions at the board meetings, time spent by the board on the Company's long term goals and strategies.

2.6 Independent Directors:

Your company had at the Extra Ordinary General Meeting held on **14th Day of December, 2017 and 03rd Day of January, 2018, appointed Mr. Sanjay Kapoor and Mrs. Archana Agarwal** as the non executive Independent Director of the Company for the term of Five years, pursuant to Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications or re-enactment thereof for the time being in force).

Independent Directors have submitted a declaration that they meet the criteria of Independence as per the provisions of Companies Act, 2013. Company has issued the formal letter of appointment to the Independent Directors in the manner provided under the Companies Act, 2013.

2.7 Meeting of Independent Directors:

The Independent Directors of the Company meet at least once in every financial year without the presence of Executive Directors or management personnels.

2.8 Familiarization Programme for Independent Directors:

On and after listing of the shares of your company, pursuant to Regulation 25(7) of the Listing Regulations it was required to form a Familiarization Programme to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes.

Such programmes/presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, services and product offerings, organization structure, finances, sales and marketing, human resources, technology, quality of products, facilities and risk management and such other areas as may arise from time to time. The above programme also includes the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities. The Company also circulates news and articles related to the industry from time to time and provide specific regulatory updates.

The Familiarization programme for Independent Directors in terms of Regulation 25(7) of the Listing Regulations is uploaded on the website of the Company and can be accessed through the following **link:** <https://www.sircapaints.com/policies-programs-code>.

3. Committees of the Board

3.1 In terms of the Listing Regulations, the Board of the Company has constituted the following Committees:-

- Audit Committee;
- Nomination & Remuneration Committee;
- Stakeholders Relationship Committee; and
- Corporate Social Responsibility Committee.

Name of Committee	Extract of Terms of Reference	Category and Composition		Meetings & Attendance
		Statutory Committee		
Audit Committee	<ul style="list-style-type: none"> Appoints the independent auditor and oversees the auditing process; Ensures legal and regulatory compliances including the effective implementation of the code of conduct; Ensures the integrity, accuracy and adequacy of accounting records; Reviews the business contingency planning process within the group. 	Name	Category	<ul style="list-style-type: none"> No Meeting Held during Financial Year 2017-2018
		Mr. Sanjay Kapoor	Chairman	
		Mrs. Archana Agarwal	Member	
		Mr. Apoorv Agarwal	Member	
Nomination and Remuneration Committee	<ul style="list-style-type: none"> Prepares and recommends governance principles applicable to the group; Keeps abreast of best corporate practices; Evaluate the effectiveness and qualifications of the Board and its committees; Responsible for Director's succession planning; Develops and recommends to the Board criteria for the selection of Directors and senior management. Details of policy of Nomination and Remuneration committee is given below. 	Name	Category	<ul style="list-style-type: none"> 1 (One) Committee meeting was held during the year i.e., as on 07th March, 2018 All the Directors were present in all meeting except Mr. Gurjit Singh Bains, But he Connected through Vedio Conferencing
		Mrs. Archana Agarwal	Chairman	
		Mr. Sanjay Kapoor	Member	
		Mr. Gurjit Singh Bains	Member	
Stakeholders Relationship Committee	<ul style="list-style-type: none"> Consider and resolve the grievances of security holders. Consider and approve issue of share certificates, transfer and transmission of securities, etc. Redressal of serious complaints received from shareholders/investors on non-receipt of shares after transfer in the physical form, complaints 	Name	Category	<ul style="list-style-type: none"> No Meeting Held during Financial Year 2017-2018
		Mrs. Archana Agarwal	Chairman	
		Mr. Sanjay Kapoor	Member	

Corporate Social Responsibility Committee	on Non-receipt of annual report, Non receipt of declared dividends etc.	Mr. Gurjit Singh Bains	Members	<ul style="list-style-type: none"> 01 (one) committee meeting was held during the year i.e., as on 17th January, 2018
	<ul style="list-style-type: none"> Set forth the policies relating to and to oversee the implementation of policy for Prevention of Insider ss and to review the concerns received under the MFL Code of Conduct. 	Name	Category	
	<ul style="list-style-type: none"> 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. 	Mr. Sanjay Agarwal	Chairman	
	<ul style="list-style-type: none"> Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy. 	Mr. Apoorv Agarwal	Member	
	<ul style="list-style-type: none"> Monitor the CSR Policy. Review all other matters as applicable under any provisions, laws, rules and regulations of the Companies Act, 2013. 	Mrs. Archana Agarwal	Member	

3.2 Remuneration of Directors :

The details of remuneration paid to the Executive and Non-Executive Directors during the financial year 2017-18 are given below:-

(Amount in Rs)					
Name of Director	Salary	Allowances & Perquisites	Contribution to PF	Sitting Fee	Total
Category A: Executive Directors					
Mr. Sanjay Agarwal	275000	275000	-	-	5,50,000
Mr. Apoorv Agarwal	100000	100000	-	-	2,00,000
Category B: Non-Executive Independent Directors/ Non-Executive Directors					
Mr. Gurjit Singh Bains	-	-	-	-	-
Mr. Sanjay Kapoor	-	-	-	-	-
Mrs. Archana Agarwal	-	-	-	-	-

3.3 Criteria of making payments to Non- Executive Directors:

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

3.4 Service contracts, notice period, severance fees:

The appointment of the Executive Directors is 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.

3.5 Stock option details:

The Company does not have any stock option scheme.

3.6 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.

4. General Body Meetings

4.1 Annual General Meeting:

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

Date	Location	Time	Items Approved by Special Resolution
26th September, 2015	504, NDM-II, NETAJI SUBHASH PLACE, WAZIRPUR, PITAMPURA, NEW DELHI- 110034	11:00 A.M	NIL

29th September, 2016	504, NDM-II, NETAJI SUBHASH PLACE, WAZIRPUR, PITAMPURA, NEW DELHI- 110034	11:00 A.M	NIL
26th September, 2017	504, NDM-II, NETAJI SUBHASH PLACE, WAZIRPUR, PITAMPURA, NEW DELHI- 110034	11:00 A.M	NIL

4.2 Extra ordinary General Meeting:

The location, time and resolutions passed in the extra ordinary General Meetings held in Financial Year 2017-2018 are given below:

Date	Location	Time	Resolution
25TH DAY OF APRIL, 2017	504, NDM-II, NETAJI SUBHASH PLACE, WAZIRPUR, PITAMPURA, NEW DELHI- 110034	10:00 A.M	<ul style="list-style-type: none"> • NAME CHANGE OF THE COMPANY
14TH DAY OF NOVEMBER, 2017	504, NDM-II, NETAJI SUBHASH PLACE, WAZIRPUR, PITAMPURA, NEW DELHI- 110034	11:00 A.M	<ul style="list-style-type: none"> • TO INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY • TO FILL THE CASUAL VACANCY OF THE STATUTORY AUDITORS OF THE COMPANY • TO CHANGE IN DESIGNATION OF MR. SANJAY AGGARWAL FROM WHOLE TIME DIRECTOR TO CHAIRMAN CUM MANAGING DIRECTOR • TO CHANGE IN DESIGNATION OF MR. APOORV AGGARWAL FROM WHOLE TIME DIRECTOR TO JOINT MANAGING DIRECTOR • TO APPROVE THE ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION
14TH DAY OF DECEMBER, 2017	504, NDM-II, NETAJI SUBHASH PLACE, WAZIRPUR, PITAMPURA, NEW DELHI- 110034	11:00 A.M	<ul style="list-style-type: none"> • TO APPOINTMENT OF MR. SANJAY KAPOOR AS AN INDEPENDENT DIRECTOR OF THE COMPANY • TO APPROVE THE ISSUE OF BONUS SHARES

3RD DAY OF JANUARY, 2018	504, NDM-II, NETAJI SUBHASH PLACE, WAZIRPUR, PITAMPURA, NEW DELHI-110034	11:00 A.M	<ul style="list-style-type: none"> • CONVERSION OF THE COMPANY FROM PRIVATE LIMITED COMPANY INTO PUBLIC LIMITED COMPANY • TO APPOINTMENT OF MS. ARCHANA AGARWAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY. • TO ISSUE OF SHARES ON PREFERENTIAL BASIS • INCREASE IN THE BORROWING POWERS OF THE COMPANY
6TH DAY OF FEBRUARY, 2018	504, NDM-II, NETAJI SUBHASH PLACE, WAZIRPUR, PITAMPURA, NEW DELHI-110034	11:00 A.M	<ul style="list-style-type: none"> • TO APPROVE THE ISSUE OF SHARE ON PREFERENTIAL BASIS
03RD DAY OF MARCH, 2018	504, NDM-II, NETAJI SUBHASH PLACE, WAZIRPUR, PITAMPURA, NEW DELHI-110034	11:00 A.M	<ul style="list-style-type: none"> • TO ADOPTION OF NEW SET OF ARTICLE OF ASSOCIATIONS OF THE COMPANY • TO APPROVE THE ISSUE OF SHARE IN THE COURSE OF AN INITIAL PUBLIC OFFERING. • INCREASING OF BORROWING POWER OF THE COMPANY

4.3 Postal Ballot:

No special resolution was put through postal ballot during the financial year 2017-18.

None of the business proposed to be transacted in the ensuing Annual General Meeting (AGM) require passing of a Special Resolution through postal ballot.

5. Means of Communications

5.1 Half Yearly and Annual Return:

On 30th May, 2018 your company listed their shares at the SME exchange of NSE.

Being an SME, your company needs to file half yearly and annual compliances only. We first submitted our financial results on 05th July, 2018, pursuant to the Listing Regulations requirements. As pursuant to regulation 47 of the SEBI (LODR), 2015 we are not required to publish the said information in the newspaper. However, the financial results are displayed on the NSE EMERGE website: https://www.nseindia.com/emerge/index_sme.htm.

5.2 Website, where displayed:

The financial results and the official news releases are also placed on the Company's website <https://www.sircapaints.com> in the 'Investor Relations' section.

6. General Shareholder Information

6.1 Date, time and venue of Annual General Meeting:

27th September, 2018 at 11:00 A.M at Caspia Hotel, District Centre, Crossing, Opposite Galaxy Toyota, Outer Ring Rd, Haiderpur, Shalimar Bagh, New Delhi-110088

6.2 Financial Year:

01st April, 2017 – 31st March, 2018

6.3 Dividend Payment Date

Not Applicable

6.4 Date of Book Closing

21st September, 2018 (Friday) to 27th September, 2018 (Thursday)

6.5 Registered Office

504, NDM-2, Netaji Subhash Place, Wazirpur, Pitampura, New Delhi -110034
Ph: +91 11 45733083

6.6 Corporate Office:

Plot No-50, Badli industrial area, Phase-2, Delhi-110042
Ph: 011-47533213

6.7 Corporate Identity Number (CIN):

L24219DL2006PLC145092

6.8 Website/Email

Website: www.sircapaints.com
Email: cs@sircapaints.com & admin@sircapaints.com

6.9 Depositories

<p>NSDL</p> <p>Address: Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013</p> <p>Tel.: (022) 2499 4200</p> <p>Email: info@nsdl.in</p>	<p>CDSL</p> <p>Address: Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013</p>
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6.10. ISIN:

INE792Z01011

6.11 Name and address of Stock Exchanges at which the Company's securities are listed:

On 30th May, 2018, your company's shares got listed on:
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400051.
Tel No: (022) 26598100 – 8114
Fax No: (022) 26598120

6.12 Stock Codes:

NSE: SIRCA

6.13 Registrar & Share Transfer Agents (RTA):

Karvy Computershare Pvt. Ltd.
7th floor | 701 | Hallmark Business Plaza |
Sant Dnyaneshwar Marg | Off Bandra Kurla Complex
Bandra East | Mumbai - 400 051 | India
Ph: +91 22 33055000

6.14 Distribution of shareholdings as on 31st March, 2018:

Range of Share holding Nominal Value	No. of Shareholders	Percentage of Shareholders	Total No. of Shares Held	Total percentage of Shareholding
Up to 5000				
5001 – 10000				
10001 – 20000	3	0.28	36900	0.28
20001 – 30000				
30001 – 40000				
40001 – 50000				
50001 – 100000				
100001 & above	6	99.72	13363100	99.72
Total	9	100	13400000	100

6.15 Categories of Shareholding as on 31st March, 2018:

(As on 31st March, 2018)

S.No	Category	No. of Shares
1	Physical	1,34,00,000
	Total	1,34,00,000

6.16 Dematerialization of shares and liquidity:

As on 31st March, 2018 Company is not listed on any Exchange so requirement of Dematerialisation is not Applicable on 31st March, 2018.

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

N.A.

7. Other Disclosure:

Particulars	Regulations	Details	Website
Related Party Transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Companies Act, 2013.	<ul style="list-style-type: none"> No material significant transactions that may have potential conflict with the interests of the Company have occurred during the financial year 2017 - 18. The POLICY ON DEALINGS & MATERIALITY OF RELATED PARTY TRANSACTIONS placed on the website of the Company. 	https://www.sircapaints.com/policies-programs-code
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	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
Whistle Blower Policy and Vigil Mechanism	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>	https://www.sircapaints.com/policies-programs-code
Policy on Archival and Preservation of Documents	Regulation 9 of SEBI Listing Regulations	The Company has adopted a Policy on Archival and Preservation of Documents.	https://www.sircapaints.com/policies-programs-code
Details of compliance with the mandatory requirements and adoption of non-mandatory	Regulation 27(1) as specified in Part E of Schedule II of SEBI (LODR)	The Company has complied with all mandatory requirements and The Company has also adopted few non-mandatory requirements listed in Regulation 27(1) as specified in Part E of Schedule II of the SEBI	https://www.sircapaints.com/policies-programs-code

requirements of SEBI (LODR) Regulations, 2015, relating to Corporate Governance	Regulations, 2015.	Listing Regulations.	
Accounting Treatment and Compliance with Accounting Standards	Companies (Indian Accounting Standards (IND AS) Rules, 2015 and Indian GAAP under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014	<ul style="list-style-type: none"> • The Company has followed and prepared the Financial Statements in accordance with the Generally Accepted Accounting Principles and Accounting Standards as prescribed in India. • The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements. 	-
MD & CFO Certification	Part B of Schedule II of SEBI Listing Regulations	<ul style="list-style-type: none"> • The Managing Director and the Chief Financial Officer have certified to the Board and have issued certificate, certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs for the Financial Year ended 31st March, 2018. • The Said Certificate is enclosed with the Annual report and annexed as Annexure-A to the Corporate Governance Report. 	-
Code of Conduct	Para D of Schedule V of SEBI (LODR) Regulations, 2015.	<ul style="list-style-type: none"> • 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. • The Code is applicable to the members of Board, the executive officers and all employees of the Company. • Declaration of code of conduct is given as below Table 	https://www.sircapaints.com/policies-programs-code
Prevention of Insider Trading	SEBI (Prohibition of insider trading) Regulations, 2015.	<ul style="list-style-type: none"> • The board has laid down Code of Conduct for insider trading in Compliance with regulation; • 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. 	https://www.sircapaints.com/policies-programs-code

It is informed to the shareholders that some of these policies, programmes & code are non mandatory for the company however as your company is imminent believer of adhering the compliance and is a law abiding one, we adopted these polices for betterment of the company.

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 -

Date: 14.08.2018
Place: New Delhi

(Sanjay Agarwal)
DIN: 01302479
Chairman Cum Managing Director

ANNEXURE "A" TO THE CORPORATE GOVERNANCE REPORT

This is to certify to the Board of Directors that;

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2018 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) these statements together present a true and fair view of Sirca Paints India Limited'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 Sirca Paints India Limited 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 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
- (i) Significant changes in internal control over financial reporting during the year.
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements. and
 - (iii) Instances of significant fraud of which we 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)
DIN: 01302479
Chairman cum Managing Director

- Sd -

(Bharat Bhushan Arora)
Chief Financial Officer
PAN:AAOPA8083F

Date: 05.07.2018

Place: New Delhi

ANNEXURE “B” TO THE CORPORATE GOVERNANCE REPORT

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF

SIRCA PAINTS INDIA LIMITED

We have examined the compliance of conditions of corporate governance by Sirca Paints India Limited (“the Company”) for the year ended on March 31, 2018, as stipulated in 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.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.

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 in the above mentioned Listing Regulations.

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.

Karan Khurana & Associates

Date: 14.08.2018

Place: New Delhi

- Sd -

**Karan Khurana
(Practicing Company Secretaries)**

ANNEXURE III

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018
Pursuant to Section 92 (3) of the Companies Act, 2013 read with Rule 12(1) of the Company
(Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L24219DL2006PLC145092
2.	Registration Date	19 th January, 2006
3.	Name of the Company	SIRCA PAINTS INDIA LIMITED
4.	Category/Sub-Category of the Company	Public (Listed) Company, Company Limited by Shares, Indian Non Government Company
5.	Address of the Registered office & Contact Details	504, NDM-II, NETAJI SUBHASH PLACE WAZIRPUR, PITAMPURA NEW DELHI- 110034. Ph: +91 11 42083083 Email: admin@sircapaints.com Website: www.sircapaints.com
6.	Whether listed company (Yes/No)	No *Listed on NSE EMERGE PLATFORM on 30th May, 2018
7.	Name, Address & Contact details of Registrar & Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad - 500 032 Tel: +91-40-67162222 Email: sircapaints.ipo@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company stated as prescribed:

Sr. No.	Name and Description of main products/services	NIC Code of the product /service	%to total turnover of the company
1	Import & Trading of Paints products	46634	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
NIL, as Company has no Holding, Subsidiary and Associate Company					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	51,102	5,11,020	51.11		62,85,546	6,28,55,460	46.91	4.2
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.		-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1) :-		51,102	5,11,020	51.11		62,85,546	6,28,55,460	46.91	4.2
(2) Foreign									
a) NRIs- Individuals	-	20,955	2,09,550	20.95	-	25,77,465	2,57,74,650	19.23	1.72
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	27,943	2,79,430	27.94	-	34,36,989	3,43,69,890	25.65	2.29

d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(2) :-		48,898	4,88,980	48.89	-	60,14,454	6,01,44,540	44.88	4.01
Total shareholding of Promoter (A)=(A)(1)+(A)(2)		1,00,000	10,00,000	100		1,23,00,000	12,30,00,000	91.79	8.21
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	
d) State Govt(s)	-	-	-	-	-	-	-	-	
e) Venture Capital Funds	-	-	-	-	-	-	-	-	
f) Insurance Companies	-	-	-	-	-	-	-	-	
g) FIIs	-	-	-	-	-	-	-	-	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	
i) Others (specify)	-	-	-	-	-	-	-	-	
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	7,00,000	70,00,000	5.22	5.22
b) Individuals	-	-	-	-	-	-	-	-	-

i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	4,00,000	40,00,000	2.99	2.99
c) Others- Hindu Undivided Family & IEPF	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	11,00,000	1,10,00,000	8.21	8.21
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	11,00,000	1,10,00,000	8.21	8.21
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)		1,00,000	10,00,000	100		1,34,00,000	13,40,00,000	100	

B) Shareholding of Promoter-

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total of the company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Sanjay Agarwal	48,102	48.10		58,79,646	43.88		4.22
2	Mr. Apoorv Agarwal	3,000	3		3,69,000	2.75		.25
3	Mr. Gurjit Singh Bains	20,955	20.96		25,77,465	19.23		1.73
4	M/S BGB Italia, S.r.L	27,943	27.94		34,36,989	25.65		2.29
5	Mrs. Anita Agarwal	-	-		12,300	.09		.09
6	Mrs. Ayushi Agarwal	-	-		12,300	.09		.09
7	Mrs. Srishti Agarwal	-	-		12,300	.09		.09
Total		1,00,000	100		1,23,00,000	91.78		8.76

C) Change in Promoters' Shareholding

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

1.	Mr. Sanjay Agarwal				
	At the beginning of the year	48,102	48.10	48,102	48.10
	Sale (other than consideration) (06.11.2017)	-	-	47,802	47.80
	Allotment (19.12.2017)	-	-	58,79,646	47.80
	At the end of the year	48,102	48.10	58,79,646	43.87
2.	Mr. Apoorv Agarwal				
	At the beginning of the year	3,000	3	3,000	3
	Allotment (19.12.2017)	-	-	3,69,000	3
	At the end of the year	3,000	3	3,69,000	2.75
3.	Mr. Gurjit Singh Bains				
	At the beginning of the year	20,955	20.96	20,955	20.96
	Allotment (19.12.2017)	-	-	2577465	20.96
	At the end of the year	20,955	20.96	2577465	19.23
4.	M/S BGB Italia, S.r.L				
	At the beginning of the year	27,943	27.94	27,943	27.94
	Allotment (19.12.2017)	-	-	34,36,989	27.94
	At the end of the year	27,943	27.94	34,36,989	25.65
5.	Mrs. Anita Agarwal				
	At the beginning of the year				
	Transferred (06.11.2017)	-	-	100	.1
	Allotment (19.12.2017)	-	-	12,300	.1
	At the end of the year	-	-	12,300	.09
6.	Mrs. Ayushi Agarwal				
	At the beginning of the year				
	Transferred (06.11.2017)	-	-	100	.1
	Allotment (19.12.2017)	-	-	12,300	.1

	At the end of the year	-	-	12,300	.09
7.	Mrs. Srishti Agarwal				
	At the beginning of the year				
	Transferred (06.11.2017)	-	-	100	.1
	Allotment (19.12.2017)	-	-	12,300	.1
	At the end of the year	-	-	12,300	.09

**During the Year following Allotment has been made Details are mentioned below Table:*

Date of Allotment	Number of Equity Shares	Name of the Allottees	Face Value (in Rs.)	Issue Price (in Rs.)
19.12.2017	1,22,00,000 (Bonus Share)	Sanjay Agarwal (58,31,844), Apoorv Agarwal (3,66,000), Gurjit Singh Bains (25,56,510), BGB Italia SRL (34,09,046), Anita Agarwal (12,200), Ayushi Agarwal (12,200), Srishti Agarwal (12,200)	10	N.A.
02.02.2018	4,00,000	Gita Kirti Ambani (4,00,000)	10	150
22.02.2018	7,00,000	Sirca SPA, Italy (7,00,000)	10	120

**Mr. Sanjay Agarwal Transfer 300 Shares to Anita Agarwal (100), Ayushi Agarwal (100), Srishti Agarwal (100) on 06.11.2017*

D) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr.No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year	Reason	Increase/ Decrease in Shareholding	Cumulative Shareholding during the Year/At the end of Year
--------	-------------------------------------	---	--------	------------------------------------	--

		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	GITA KIRTI AMBANI	-	-	ALLOTMENT 02.02.2018	4,00,000	2.99	4,00,000	2.99
2	SIRCA S.p.A	-	-	ALLOTMENT 22.02.2018	7,00,000	5.22	7,00,000	5.22

E) Shareholding of Directors and Key Managerial Personnel:

S.No.	Name of the Director/KMP	Designation	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Sanjay Agarwal	Chairman Cum Managing Director	At the beginning of the year	48,102	48.10	48,102	48.10
			Sale (Other than consideration (06.11.2017))	-	-	47,802	47.80
			Allotment (19.12.2017)	-	-	58,79,646	47.80
			At the end of the year	48,102	48.10	58,79,646	43.51

2.	Mr. Apoorv Agarwal	Joint Managing Director	At the beginning of the year	3,000	3	3,000	3
			Allotment (19.12.2017)	-	-	3,69,000	3
			At the end of the year	3,000	3	3,69,000	2.75
3.	Mr. Gurjit Singh Bains	Non Executive Director	At the beginning of the year	20,955	20.96	20,955	20.96
			Allotment (19.12.2017)	-	-	2577465	20.96
			At the end of the year	20,955	20.96	2577465	19.23
4.	Mrs. Archana Agarwal	Independent Director	At the beginning of the year	-	-	-	-
			Allotment/Transfer	-	-	-	-
			At the end of the year	-	-	-	-
5.	Mr. Sanjay Kapoor	Independent Director	At the beginning of the year	-	-	-	-
			Allotment/Transfer	-	-	-	-
			At the end of the year	-	-	-	-
6.	Mr. Bharat Bhushan Arora	Chief Financial Officer	At the beginning of the year	-	-	-	-

	(Appointed w.e.f 26.12.2017)		Allotment/Transfer	-	-	-	-
			At the end of the year	-	-	-	-
7.	Mr. Chahat Mahajan	Company Secretary & Compliance officer	At the beginning of the year	-	-	-	-
	(Appointed w.e.f 21.02.2018)		Allotment/Transfer	-	-	-	-
			At the end of the year	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,74,80,877.77	-	-	3,74,80,877.77
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3,74,80,877.77	-	-	3,74,80,877.77
Change in Indebtedness during the financial year				
• Addition	1,10,17,612.73	-	-	1,10,17,612.73
• Reduction	-	-	-	-

Net Change	1,10,17,612.73	-	-	1,10,17,612.73
Indebtedness at the end of the financial year				
i) Principal Amount	4,84,98,490.5	-	-	4,84,98,490.5
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4,84,98,490.5	-	-	4,84,98,490.5

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL FOR FY 2017-18.

A. Remuneration to Managing Directors, Whole-time Director and/or Manager:

Sr.No.	Particulars of Remuneration	Name of MD/WTM/ Manager		Total Amount
		Mr Sanjay Agarwal	Mr. Apoorv Agarwal	
1	Gross salary	66,00,000	24,00,000	90,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,75,000	1,00,000	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,75,000	1,00,000	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	66,00,000	24,00,000	90,00,000
	Ceiling as per the Act	Rs. 90,00,000 (being 10% of the net profits of the Company for the year ended March 31, 2018 computed as per Section 198 of the Companies Act, 2013.)		

B. Remuneration to other directors (Including Independent and Non Executive Directors)

Sr.No.	Particulars of Remuneration	Name of Directors			Total Amount
1	Non Executive Directors	Gurjit Singh Bains	Archana Agarwal	Mr. Sanjay Kapoor	
		Non-Executive Director	Independent Director	Independent Director	
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (B)				

Note: Total Managerial Remuneration (A+B) was paid during the FY. 2017-18 is Rs. 90,00,000 (Rupees Ninety Lakhs Only)

Note: Therefore as explained above our total Managerial Remuneration are within the limits as per Companies Act, 2013 and other applicable provisions, if any.

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sr.No.	Particulars of Remuneration	Key Managerial Personnel			
1		CFO	CS	CS	Total
		Bharat Bhushan Arora (1)	Chahat Mahajan (2)	Chanchal Gupta	(1+2)
	Gross salary:	2,07,581*	39,642*	1,02,850*	3,50,073
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				

2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	2,07,581	39,642	1,02,850*	3,50,073

- Ceiling limits and remuneration for above point VI (A) (B) & (C) are for the year 2017-18 and on gross basis of remuneration, not on received basis.
- Salary Drawn By Bharat Bhushan Arora (CFO) is From 26th December, 2017 to 31st March, 2018
- Salary Drawn By Chahat Mahajan(CS) is From 21st February, 2018 to 31st March, 2018
- Salary Drawn By Chanchal Gupta(CS) is From November, 2017 to 20th February, 2018

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES [During FY 2017-18]:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty/Punishment/Compounding			NONE		
B. DIRECTORS			NONE		
Penalty/Punishment/Compounding					
C. OTHER OFFICERS IN DEFAULT			NONE		
Penalty/Punishment/Compounding					

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

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

- Sd -

SANJAY AGARWAL
DIN: 01302479
Chairman cum Managing Director

- Sd -

APOORV AGARWAL
DIN: 01302537
Joint Managing Director

Date: 14.08.2018
Place: New Delhi

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) Ratio of the remuneration of each director to the median remuneration of the Employees of the Company for the financial year ended 2017-2018. The percentage increase in remuneration of Chief Executive Officer, Managing Director, Chief Financial Officer and Company Secretary during the financial year 2017-18 are as follows:

Name of Director/KMP and Designation	Designation	Ratio of remuneration of each director/to median remuneration of employees	% increase in remuneration in the financial year 2017-2018
Sanjay Agarwal	Managing Director	25.03	10
Apoorv Agarwal	Managing Director	9.10	33.3
*Bharat Bhushan	Chief Financial Officer	Not Applicable	Not applicable
*Chahat Mahajan	Company Secretary	Not Applicable	Not Applicable

Note:

- Mr. Chahat Mahajan has been appointed as Company Secretary of the company w.e.f 21st Day of February, 2018 so no increment has been made to him.
 - Mr. Bharat Bhushan Arora has been appointed as CFO of the company w.e.f 26th Day of December, 2017 so no increment has been made to him.
- (iii) The median remuneration of employees of the Company during the financial year 2017-18 was **21975** on the basis of monthly remuneration of all employees except the executive directors of the company and there was an increase of 9.875% in the median remuneration of the total Employees.
- (iv) The number of permanent employees on the rolls of the company during the financial year 2017-2018: **138**
- (v) **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;**

The average annual increase in the salaries of employees was around 64.07% other than the managerial personnel. Increase in the Managerial remuneration for the year was 15.38%.

- (vi) **Affirmation that the remuneration is as per the Remuneration Policy of the Company;**

The Company affirms that the remuneration of the Directors, Key managerial Personnel and other employees is as per the remuneration policy of the company.

(vii) The information required under Section 197 of the Act read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

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/-; **Not Applicable.**
- (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/-; **Not Applicable.**
- (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; **Not Applicable.**

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 & Designation	Remuneration	Nature of Employment, whether contractual or otherwise	Qualification & Experience	Date of Joining & Age (MM/DD/YYYY)	Last employment, if any	% of Equity Shares held, if any	Nature of relationship
1.	Baljeet Singh Bhury Zonal Sales Manager	11,55,000	On roll	MBA	10/01/2014	TSI Yatra Limited		-
2.	Sunny Bhardwaj Zonal Sales Manager	9,45,000	On roll	Graduate (BA)	04/02/2012	Jubilant Agri & Consumer Products Ltd		-
3.	DA Lakshmi Narayan Regional Sales Manager	8,51,612	On roll	Graduate (BA)	07/15/2017	Berger Paints India Ltd		

4.	Inder Pal Khurana Regional Head	7,70,000	On roll	Senior Secondary	05/01/2017	ICA Pidilite		
5.	Deepak Ahuja Regional Head	7,05,000	On roll	Senior Secondary	04/02/2012	Kapci Coating India Pvt Ltd		
6.	Seema Ahuja Senior Manager	5,82,000	On roll	B.Com (P)	07/01/2007	BPL Display Devices Limited		-
7.	Anup Aggarwal Manager	5,82,000	On roll	B.Com (P)	06/06/2011	Anamika Creations		-
8.	Chirag Jain Area Sales Manager	5,35,800	On roll	B.Com (P)	06/11/2015	V Agencies		-
9.	Vinit Sharma Senior Sales Executive	4,88,100	On roll	B.A (Hons) & MBA (Mktg)	09/01/2016	VR Agencies		-
10.	Sujeet Chawla Workshop Manager	4,63,500	On roll	Senior Secondary & IIT Diploma in Welding	04/01/2013	SRV Enterprises		

Note: Above mentioned particulars of Employees are on the basis of their last drawn monthly gross remuneration of FY17-18 for easy and fair calculations.

For and on behalf of the Board
SIRCA PAINTS INDIA LIMITED
(Formerly Known as Sircolor wood Coatings Pvt Ltd)

- Sd -

SANJAY AGARWAL
DIN: 01302479

Chairman cum Managing Director

- Sd -

APOORV AGARWAL
DIN: 01302537

Joint Managing Director

Date: 14.08.2018
Place: New Delhi

Annexure V

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.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

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
						N.A

For and on behalf of the Board
Sirca Paints India Limited
(Formerly Known as Sircolor Wood Coatings Pvt. Ltd.)

- Sd -

SANJAY AGARWAL
DIN: 01302479

Chairman cum Managing Director

- Sd -

APOORV AGARWAL
DIN: 01302537

Joint Managing Director

Date: 14.08.2018

Place: New Delhi

Annexure VI

Annual Report on Corporate Social Responsibility (CSR) Activities

<p>1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:-</p>	<p>Corporate Social Responsibility ('CSR') is an integral part of the social performance of the Company. Our CSR activities are to support inclusive socio-economic progress for the development of our country. Our focus areas comprise promotion of education, development of Educational Institutions, healthcare, research, empowering poor and marginalized and to enhance the livelihoods of millions of people while growing the business.</p> <p>In its CSR Policy, SIRCA is empowered to undertake all or any of the activities as specified under Schedule VII to the Companies Act, 2013 (the "Act").</p> <p>Our objectives as stated in our CSR policy, include:</p> <ol style="list-style-type: none"> Making a positive impact on society through economic development and reduction of our resource footprints; Taking responsibility for the actions of the Company while also encouraging a positive impact through supporting causes concerning the environment, communities and our stakeholders. <p>The Corporate Social Responsibility (CSR) Policy of the Company, as approved by the Board of Directors, is available on the Company's website at www.sircapaints.com.</p> <p>CSR activities are implemented by the in-house CSR committee members through "Kartavya Janhit Foundation" a registered under Society Registration Act XXI of 1860 having a registered Office at Richmond Global School Campus, N.S. Road, Mianwali Nagar, Paschim Vihar, New Delhi-110087</p>
<p>2. The Composition of the CSR Committee</p>	<ol style="list-style-type: none"> Mr. Mr. Sanjay Agarwal (Chairman) Mr. Apoorv Agarwal (Member) Mrs. Archana Agarwal (Member)
<p>3. Details of implementing agency</p>	<p>Kartavya Janhit Foundation situated at "Richmond Global School Campus, N.S. Road, Mianwali Nagar, Paschim Vihar, New Delhi-110087"</p>
<p>4. Average net profit of the company for last three financial years</p>	<p>Rs. 7,86,88,090 (Rupees Seven Crores Eighty Six Lakh Eighty Eight Thousand Ninety only)</p>
<p>5. Prescribed CSR Expenditure (two percent of the amount as in item 4</p>	<p>Rs. 15,73,762 (Rupees Fifteen Lakhs Seventy Three Thousand Seven Hundred Sixty Two only)</p>

<p>6. Details of CSR spent during the financial year:</p> <p>(a) Total amount to be spent for the financial year;</p> <p>(b) Amount unspent, if any;</p> <p>(c) Manner in which the amount spent during the financial year is detailed below.</p>	<p>Rs. 28,39,199 (Rupees Twenty Eight Lakhs Thirty Nine Thousand one Hundred and Eighty Eight only).</p> <p>NIL</p> <p>The manner in which the amount is spent is annexed.</p>
<p>7. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.</p>	<p>Not Applicable, Since no unspent amount.</p>
<p>8. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.</p>	<p>“The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and Policy of the Company.”</p>

Annexure to the Point 6(c)

S. No.	Particulars	Details
1	CSR project or activity identified	Educational
2	Sector in which the project is covered	Promoting the noble Cause of development of educational institutions of International Standards in India.
3	Projects or Programme (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Local area
4	Total Amount Outlay (budget project or Programme wise)	Rs. 28,39,199 (Rupees Twenty Eight Lakhs Thirty Nine Thousand one Hundred and Eighty Eight only).
5	Total Amount spent on the project or Programme Sub Heads; (1) Direct expenditure on projects or programmes (2) Overheads	Rs. 28,39,199 (Rupees Twenty Eight Lakhs Thirty Nine Thousand one Hundred and Eighty Eight only).
6	Total Cumulative expenditure up to the reporting period	CSR is Applicable on Company on Financial Year 2014-2015. The amount required to be spent by the Company during Financial Year 2014-2015 is Rs 3,83,801 , for the financial year 2015-16 is Rs. 8,81,636 and for the Financial year 2016-17 Rs.15,73,762 . The company has not spent the amount due to not find appropriate project. However The company has spent during the FY 2017-18 on 02.06.2017 of '28,39,199/-.
7	Amount Spent direct or through implementing agency	Through Implementing agency, Kartavya Janhit Foundation .

INDEPENDENT AUDITOR'S REPORT

To the members of

SIRCA PAINTS INDIA LIMITED

Report on the Financial Statements

1. We have audited the accompanying 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 Balance Sheet as at March 31st, 2018, the Statement of Profit and Loss and the Cash Flow statements for the year ended on 31st March, 2018 and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

Management's Responsibility for the Financial Statements

2. The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014.

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; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2018, its profit for the period ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "A" a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
8. As required by section 143(3) of the Act, we further 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 purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014
 - e. On the basis of written representations received from the directors as on March 31st, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on March, 31st, 2018, 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 over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report;
 - g. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us, we report as under:
 - i. The Company does not have any pending litigations which would impact financial position of the company;
 - ii. The Company did 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 not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

for RAJESH KUKREJA & ASSOCIATES
Chartered Accountants

Date :05/07/2018
Place: Delhi

- Sd -
[RAJESH KUKREJA]
Proprietor
M.No. 083496

Annexure "A"

To the Independent Auditors' Report on the Financial Statements of SIRCA PAINTS INDIA LIMITED formerly known as SIRCA PAINTS INDIA PRIVATE LIMITED, earlier known as SIRCOLOR WOOD COATINGS PRIVATE LIMITED

Referred to in paragraph 7 of Our Report of even date

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- 1.a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- c) According to the information and explanation given to us and on the basis of our examination of the record of the company, the title deeds of the immovable properties are held in the name of the Company.
- 2.a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act, hence reporting under clause (iii) of Paragraph 3 of the Order is not applicable to the Company.
4. As the company has not granted any loans, investments, guarantees and securities during the year, hence reporting under clause (iv) of Paragraph 3 of the Order is not applicable to the Company.
5. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013, hence reporting under clause (v) of Paragraph 3 of the Order is not applicable to the Company.
6. According to the information and explanation given to us, the Central Government has not prescribed maintenance of Cost Records under Sub section (1) of section 148 of the Act 2013. Accordingly reporting under clause (vi) of Paragraph 3 of the Order is not applicable to the Company.
- 7(a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor's Education & Protection Fund, Employee's State Insurance, Goods & Service Tax, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information & explanations given to us, no undisputed amounts payable in respect of the above said dues were outstanding for a period of more than six months from the date of becoming payable.
- b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Goods & Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and Government and dues to debenture holders.
9. According to the records of the company examined by us and as per the information and explanations given to us, the company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans.
10. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.
11. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. The Company is not a Nidhi Company and hence reporting under clause (xii) of Paragraph 3 of the Order is not applicable.
13. According to the records of the company examined by us and as per the information and explanations given to us, the company has not entered into any transaction with the related parties.
14. According to the records of the company examined by us and as per the information and explanation given to us, the company has made private placement/preferential allotment during the year under review and so in compliance to section 42 of the Companies Act, 2013. Further the company has used the funds raised as per the purpose for which funds have been raised.
15. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence reporting under clause (xv) of Paragraph 3 of the Order is not applicable to the Company.
16. In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

for RAJESH KUKREJA & ASSOCIATES
Chartered Accountants

Date :05/07/2018
Place: Delhi

- Sd -
[RAJESH KUKREJA]
Proprietor
M.No. 083496

ANNEXURE “B”

To the Independent Auditors' Report on the Financial Statements of SIRCA PAINTS INDIA LIMITED formerly known as SIRCA PAINTS INDIA PRIVATE LIMITED, earlier known as SIRCOLOR WOOD COATINGS PRIVATE LIMITED

Referred to in paragraph 8(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date
REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

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 31st, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India. 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 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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. 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 control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgement, 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 over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting 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 over financial reporting includes 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 payments 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 OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, the financial position of the Company as of the balance sheet date and the results of its operations and its cash flows for the period then ended in conformity with generally accepted accounting principles. An adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as of the balance sheet date, based on the internal control over financial reporting criteria established by the Company 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.

for RAJESH KUKREJA & ASSOCIATES
Chartered Accountants

Date :05/07/2018
Place: Delhi

- Sd -
[RAJESH KUKREJA]
Proprietor
M.No. 083496

SIRCA PAINTS INDIA LIMITED

*Formerly known as SIRCA PAINTS INDIA PRIVATE LIMITED, earlier known as SIRCOLOR WOOD COATINGS PRIVATE LIMITED
CIN - L24219DL2006PTC145092*

Balance Sheet as at 31st March, 2018

			Amount in Rs.	Amount in Rs.
	Particulars	Note No	As at March 31, 2018	As at March 31, 2017
	1	2	3	4
I.	EQUITY AND LIABILITIES			
(1)	Shareholder's Funds			
	(a) Share Capital	1	134,000,000.00	1,000,000.00
	(b) Reserves and Surplus	2	542,345,443.92	340,286,322.00
(2)	Non-Current Liabilities			
	(a) Long-term borrowings	3	2,161,366.00	282,917.00
	(b) Long term Provisions	4	1,278,895.00	-
(3)	Current Liabilities			
	(a) Short-term borrowings	5	46,337,124.50	37,197,960.77
	(b) Trade payables	6	69,366,838.35	93,652,000.86
	(c) Other current liabilities	7	48,153,984.76	61,904,771.54
	(d) Short-term provisions	8	102,010,926.12	78,800,540.38
	Total		945,654,578.65	613,124,512.55
II.	ASSETS			
(1)	Non-current assets			
	(a) Property, Plant and Equipments	9		
	(i) Tangible assets		200,012,040.21	66,167,233.28
	(ii) InTangible assets		-	-
	(iii) Capital work in progress		-	11,028,888.00
	(b) Non Current Investment	10	21,419,380.10	21,419,380.10
	(c) Long-Term Loan and Advances		-	-
	(d) Other Non Current Assets		1,514,800.00	-
	(e) Deferred Tax Asset		1,404,242.11	952,736.04
(2)	Current assets			
	(a) Inventories	11	148,521,903.18	101,467,319.04
	(b) Trade receivables	12	335,349,796.44	239,954,834.98
	(c) Cash and cash equivalents	13	146,513,514.40	133,348,068.35
	(d) Short-term loans and advances	14	2,199,066.08	1,764,093.00
	(e) Other current assets	15	88,719,836.13	37,021,959.76
	Total		945,654,578.65	613,124,512.55

The accompanying notes are integral part of the Financial Statements

For and On Behalf of the Board of Directors
SIRCA PAINTS INDIA LIMITED

In terms of our report of even date
For and on behalf of
Rajesh Kukreja & Associates
Chartered Accountants

- Sd -
Rajesh Kukreja
(Proprietor.)
Membership No.-083496

Place:-New Delhi
Date: 05/07/2018

- Sd -
Sanjay Agarwal
Chairman Cum Managing Director
DIN: 01302479

- Sd -
Bharat Bhushan Arora
Chief Financial Officer
PAN:AAOPA8083F

- Sd -
Apoorv Agarwal
Joint Managing Director
DIN: 01302537

- Sd -
Chahat Mahajan
Company Secretary
PAN:BJDPM4121K

SIRCA PAINTS INDIA LIMITED

Formerly known as SIRCA PAINTS INDIA PRIVATE LIMITED, earlier known as SIRCOLOR WOOD COATINGS PRIVATE LIMITED
CIN-L24219DL2006PTC145092

Statement of Profit and Loss for the year ended 31st March, 2018

	Particulars	Note No	Amount in Rs.	Amount in Rs.
			For the Year ending 31.03.2018	For the Year ending 31.03.2017
I.	Revenue from operations	16	892,207,788.03	825,100,331.50
II.	Other Income	17	43,515,994.51	18,315,933.65
III.	Total Revenue (I +II)		935,723,782.54	843,416,265.15
IV.	Expenses:			
	Purchase of Stock In Trade	18	498,446,669.31	530,232,529.69
	Changes in inventories of stock in Trade	19	(47,054,584.14)	(40,945,494.97)
	Employee benefit expense	20	57,196,145.14	37,566,193.00
	Finance costs	21	1,144,836.98	1,080,383.91
	Depreciation and amortization expense		5,978,014.46	3,970,969.14
	Other expenses	22	124,554,959.86	95,954,204.34
	Total Expenses		640,266,041.61	627,858,785.11
V.	Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)		295,457,740.93	215,557,480.04
VI.	Exceptional Items		-	-
VII.	Profit/(Loss) before extraordinary items and tax (V - VI)		295,457,740.93	215,557,480.04
VIII.	Extraordinary Items (Insurance Claim)			-
IX.	Profit / (Loss) before tax (VII - VIII)		295,457,740.93	215,557,480.04
X.	Tax expense:			
	(1) Current tax		102,010,926.12	78,800,540
	(2) Deferred tax		451,506.11	277,451.69
XI.	Profit (Loss) for the period from continuing operations (IX-X)		193,898,320.92	137,034,391.35
XIV.	Profit / (Loss) from Discontinuing operations (after tax) (XII-XIII)			
XV.	Profit / (Loss) for the period (XI + XIV)		193,898,320.92	137,034,391.35
XVI.	Earnings per equity share:	23		
	(1) Basic		15.61	11.14**
	(2) Diluted		15.61	11.14**

**** After considering allotment of bonus equity shares(Refer note 23.06)**

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

- Sd -

Rajesh Kukreja

(Proprietor.)

Membership No.-083496

Place:-New Delhi

Date: 05/07/2018

- Sd -

Sanjay Agarwal

Chairman Cum Managing Director

DIN: 01302479

- Sd -

Bharat Bhushan Arora

Chief Financial Officer

PAN:AAOPA8083F

- Sd -

Apoorv Agarwal

Joint Managing Director

DIN: 01302537

- Sd -

Chahat Mahajan

Company Secretary

PAN:BJDPM4121K

SIRCA PAINTS INDIA LIMITED

Formerly known as SIRCA PAINTS INDIA PRIVATE LIMITED, earlier known as SIRCOLOR WOOD COATINGS PRIVATE LIMITED

CIN-L24219DL2006PTC145092

Cash Flow For the year Ended March, 2018

	(Amount in Rs.)	(Amount in Rs.)
Particulars	2017-18	2016-17
Net profit as per profit and loss account before tax	295,457,741	215,557,480
Add : Non- cash Expenses :		
Depreciation	5,978,014	3,970,969
Provision for Gratuity	1,278,895	
Less: Payment of Income tax	128,583,634	-
Less: Payment for CSR	2,839,199	-
Less: Preliminary Expenses	1,514,800	
Operating Profit Before Working Capital Changes	169,777,017	219,528,449
Add or Less Changes in Working Capital:		
Decrease/(Increase) in Inventory	(47,054,584)	(41,078,781)
Decrease/(Increase) in Trade Receivable	(95,394,961)	(80,160,452)
Decrease/(Increase) in Short Term Loans & Advances	(434,973)	(31,856,598)
Decrease/(Increase) in Other Current Assets	(1,914,783)	(1,128,146)
Increase/(Decrease) in Trade Payable	(24,285,163)	34,608,146
Increase/(Decrease) in Other Current Liabilities	(13,750,787)	20,336,718
Increase/(Decrease) in Short term Provisions	-	(13,092,724)
Net Cash flow used in Operating Activities	(182,835,251)	107,156,613
Cash Flows from Investing Activities		
Purchase of Fixed Assets	(132,293,934)	(53,824,051)
Sale of Fixed Assets	3,500,000	-
Net Cash flow used in Investing Activities	(128,793,934)	(53,824,051)
Cash Flows from Financing Activities		
Proceed from shares issue	144,000,000	-
Increase in Short Term Loans & Advances (Liabilities)	9,139,164	(67,277,490)
Increase in Long Term Borrowings (Liabilities)	1,878,450	(2,034,640)
Net Cash flow from Financing Activities	155,017,614	(69,312,130)
NET INCREASE/(DECREASE) IN CASH	13,165,445	(15,979,569)
CASH & BANK AT THE BEGINNING OF YEAR	133,348,068	149,327,637
CASH & BANK AT THE END OF YEAR	146,513,514	133,348,068

For and on behalf of
RAJESH KUKREJA & ASSOCIATES
Chartered Accountants

For and On Behalf of the Board of Directors
SIRCA PAINTS INDIA LIMITED

- Sd -
Rajesh Kukreja
(Proprietor.)
Membership No.-083496

- Sd -
Sanjay Agarwal
Chairman Cum Managing Director
DIN: 01302479

- Sd -
Apoorv Agarwal
Joint Managing Director
DIN: 01302537

Place:-New Delhi
Date: 05/07/2018

- Sd -
Bharat Bhushan Arora
Chief Financial Officer
PAN:AAOPA8083F

- Sd -
Chahat Mahajan
Company Secretary
PAN:BJDPM4121K

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2018

NOTE 1 SHARE CAPITAL

Particulars	Figures as at 31st march, 2018		Figures as at 31st march, 2017	
	Number	Amount(In Rs.)	Number	Amount(In Rs.)
Authorised				
Equity share of Rs 10 each	13,400,000.00	134,000,000.00	100,000.00	1,000,000.00
Issued				
Equity share of Rs 10 each	13,400,000.00	134,000,000.00	100,000.00	1,000,000.00
Subscribed & Paid up				
Equity share of Rs 10 each	13,400,000.00	134,000,000.00	100,000.00	1,000,000.00
Total	13,400,000.00	134,000,000.00	100,000.00	1,000,000.00

Reconcilitaion of Shares Outstanding at the beginning and at the end of Year/Period

Particulars	Figures as at 31st march, 2018		Figures as at 31st march, 2017	
	Number	Amount(In Rs.)	Number	Amount(In Rs.)
Shares outstanding at the beginning of the year	100,000	1,000,000	100,000	1,000,000
Shares issued during the year	13,300,000	133,000,000	-	-
(Shares bought back during the year)	-	-	-	-
Shares outstanding at the end of the year	13,400,000	134,000,000	100,000	1,000,000

Aggregate number of bonus shares issued and shares issued for consideration other than cash during the five years immediately preceeding the reporting date

Particulars	Aggregate No. of shares of last 5 years		Aggregate No. of shares of last 5 years	
	3/31/2018	3/31/2017	3/31/2016	31-03-2015 & 31-03-2014
Equity Shares :				
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-
Fully paid up by way of bonus shares	12,200,000	-	-	-
Shares bought back	-	-	-	-

Details of shares holders holding more than 5% shares

Name of Equity Shareholders	No. of shares & %age of Holding			
	Figures as at 31st march, 2018		Figures as at 31st march, 2017	
	Number of Shares	%age of holding	Number of Shares	%age of holding
1. SANJAY AGARWAL	5,879,646	43.88%	48,102.00	48.10%
2. GURJIT SINGH BAIN	2,577,465	19.24%	20,955.00	20.96%
3. BGB ITALIA	3,436,989	25.65%	27,943.00	27.94%
9. SIRCA S.P.A. ITALY	700,000	5.22%	-	-

NOTE 2 RESERVES AND SURPLUS		
Particulars	Figures as at 31st march,2018	Figures as at 31st march,2017
	Amount (In Rs.)	Amount (In Rs.)
(A) Securities Premium Account		
Opening Balance	8,100,000.00	8,100,000.00
Add : Securities premium credited on share issue	133,000,000.00	-
Less : Premium utilised for various reasons	-	-
Premium on Redemption on Debentures	-	-
For Issuing Bonus shares	-	-
Closing Balance	141,100,000.00	8,100,000.00
(B) Revaluation Reserve		
Opening Balance	-	-
Add :Current Year Transfer	-	-
Less : Written Back in Current Year	-	-
Closing Balance	-	-
(C) General Reserve		
Opening Balance	-	-
Add :Current Year Transfer	-	-
Less : Written Back in Current Year	-	-
Less : Used for Bonus Share	-	-
Closing Balance	-	-
(D) Surplus Profit & Loss A/c		
Opening Balance	332,186,322.00	195,151,930.65
Add : Net Profit/(Net Loss) for the Current year	193,898,320.92	137,034,391.35
Less: Used for issue of Bonus Shares	122,000,000.00	-
CSR Expenses	2,839,199.00	-
Closing Balance	401,245,443.92	332,186,322.00
Total	542,345,443.92	340,286,322.00

NOTE 3 LONG TERM BORROWING

Particulars	Figures as at 31st march,2018	Figures as at 31st march,2017
	Amount (In Rs.)	Amount (In Rs.)
Secured		
(A) Term Loans		
From Banks		
- Car Loan from Kotak Mahindra Prime Limited/Toyota Finance \ ICICI Bank Ltd (This loan is secured by way of hypothecation of vehicle acquired out of this term loan) (Repayable in 36 monthly instalments)	3,678,413.90	1,349,024.00
Less:-Current Maturities of Long Term Debts	(1,517,047.90)	(1,066,107.00)
Total	2,161,366.00	282,917.00

NOTE 4 LONG TERM PROVISIONS

Particulars	Figures as at 31st march,2018	Figures as at 31st march,2017
	Amount (In Rs.)	Amount (In Rs.)
Provision for Post Employment Benefits		
Provision for Gratuity	1,278,895.00	-
Total	1,278,895.00	-

NOTE 5 SHORT TERM BORROWING

Particulars	Figures as at 31st march,2018	Figures as at 31st march,2017
	Amount (In Rs.)	Amount (In Rs.)
Secured		
(A) Loans repayable on demand		
From Banks		
Yes Bank- Overdraft (Secured Against FDR)	12,224,231.50	6,758,464.62
Yes Bank- Buyer's Credit (Secured Against FDR)	34,112,893	30,439,496.15
Total	46,337,124.50	37,197,960.77

NOTE 6 TRADE PAYABLE

Particulars	Figures as at 31st march,2018	Figures as at 31st march,2017
	Amount (In Rs.)	Amount (In Rs.)
Due to Micro, Small & Medium Enterprises	-	-
Due to Others	69,366,838.35	93,652,000.86
Total	69,366,838.35	93,652,000.86

NOTE 7 OTHER CURRENT LIABILITIES

Particulars	Figures as at 31st march,2018	Figures as at 31st march,2017
	Amount (In Rs.)	Amount (In Rs.)
(A) Current Maturities of long term Loans	1,517,047.90	1,066,107.00
(B) Other Payables		
Salary Payable	3,893,216.00	2,442,687.00
Duties and Taxes	16,934,284.64	4,404,873.73
Expenses Payable	25,111,748.69	52,556,920.50
Advance from Customer	660,900.03	1,125,166.81
Security Deposit Taken	36,787.50	309,016.50
Total	48,153,984.76	61,904,771.54

NOTE 8 SHORT TERM PROVISION

Particulars	Figures as at 31st march,2018	Figures as at 31st march,2017
	Amount (In Rs.)	Amount (In Rs.)
Provision for Income tax	102,010,926.12	78,800,540.38
Total	102,010,926.12	78,800,540.38

NOTE 10 NON CURRENT INVESTMENT

Particulars	Figures as at 31st march,2018	Figures as at 31st march,2017
	Amount (In Rs.)	Amount (In Rs.)
Other Investments		
(A) Investments in Equity Instruments	-	-
(B) Other Non current Investments	21,419,380.10	21,419,380.10
Grand Total (A+B)	21,419,380.10	21,419,380.10
Less : Provision For Dimution in the value of Investments	-	-
Total	21,419,380.10	21,419,380.10

NOTE 11 INVENTORIES

Particulars	Figures as at 31st march,2018	Figures as at 31st march,2017
	Amount (In Rs.)	Amount (In Rs.)
Stock in Trade	148,521,903.18	101,467,319.04
Total	148,521,903.18	101,467,319.04

NOTE 12 TRADE RECEIVABLES

Particulars	Figures as at 31st march,2018	Figures as at 31st march,2017
	Amount (In Rs.)	Amount (In Rs.)
Trade Receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, Considered good	-	-
Unsecured, Considered good	32,819,197.71	23,574,033.94
Unsecured, Considered doubtful	-	-
	32,819,197.71	23,574,033.94
Trade Receivables outstanding for a period less than six months from the date they are due for payment		
Secured, Considered good	-	-
Unsecured, Considered good	302,530,598.73	216,380,801.04
Unsecured, Considered doubtful	-	-
	302,530,598.73	216,380,801.04
Total	335,349,796.44	239,954,834.98

NOTE 13 CASH & BANK BALANCES

Particulars	Figures as at 31st march,2018	Figures as at 31st march,2017
	Amount (In Rs.)	Amount (In Rs.)
(A) Cash & Cash Equivalents		
Cash in hand	1,068,169.32	768,477.31
(B) Other Bank Balances		
Bank Balances	62,696,636.51	3,897,391.35
Other Bank Balances	-	-
Fixed Deposits		
Deposits with less than 12 months maturity	82,748,708.57	128,682,199.69
Deposits with more than 12 months maturity	-	-
<i>(13.1 Fixed Deposits are pledged with the banks against the credit limits.)</i>		
Total	146,513,514.40	133,348,068.35

NOTE 14 SHORT TERM LOAN & ADVANCES

Particulars	Figures as at 31st march,2018	Figures as at 31st march,2017
	Amount (In Rs.)	Amount (In Rs.)
(A) Loans and advances to related parties		
<i>(Unsecured, Considered good)</i>		
Directors	-	-
Other Officers of the company	-	-
Firms in which director is a partner	-	-
Private Company in which director is a member or director	-	-
	-	-
(B) Others		
<i>(Unsecured, Considered good)</i>		
Advances to Staff	820,934.00	173,000.00
Advances to Suppliers	358,882.08	671,843.00
Others	1,019,250.00	919,250.00
	2,199,066.08	1,764,093.00
Total	2,199,066.08	1,764,093.00

NOTE 15 OTHER CURRENT ASSETS

Particulars	Figures as at 31st march,2018	Figures as at 31st march,2017
	Amount (In Rs.)	Amount (In Rs.)
Interest accrued on FDR	2,357,396.03	5,344,180.66
Other Current Assets	86,362,440.10	31,677,779.10
Total	88,719,836.13	37,021,959.76

SIRCA PAINTS INDIA LIMITED

NOTE 9 - Property, Plant and Equipment, Capital work-In-Progress, Intangible Assets, Intangible assets under Development

(Amount in Rupees)

PARTICULARS	Full Year	GROSS BLOCK				Accumulated Depreciation				WDV AS ON	
		Rate	4/1/2017	Purchase during the year	Sales During the Year	3/31/2018	Depreciation upto 31.03.2017	Depreciation during the year	Depreciation Adjustments	Total	3/31/2018
LAND			47,012,975.00	105,718,120.00	-	152,731,095.00	-	-	-	-	152,731,095.00
factory plot nathupur			-	105,718,120.00	-	105,718,120.00	-	-	-	-	105,718,120.00
land badli			42,212,975.00	-	-	42,212,975.00	-	-	-	-	42,212,975.00
land vijay vihar			4,800,000.00	-	-	4,800,000.00	-	-	-	-	4,800,000.00
BUILDING	30	9.50%	29,830,688.00	10,721,808.00	3,500,000.00	37,052,496.00	6,890,466.00	2,890,004.61	(1,091,467.00)	8,689,003.61	28,363,492.39
Office netaji subhas place			15,301,800.00	-	-	15,301,800.00	5,798,999.00	902,766.10	-	6,701,765.10	8,600,034.91
Building C-47			1,726,199.00	2,864,389.00	-	4,590,588.00	-	405,957.64	-	405,957.64	4,184,630.37
factory building badli			9,302,689.00	7,857,419.00	-	17,160,108.00	-	1,581,280.88	-	1,581,280.88	15,578,827.12
factory bawana			3,500,000.00	-	3,500,000.00	-	1,091,467.00	-	(1,091,467.00)	-	-
PLANT & MACHINERY	15	18.10%	6,000,956.00	5,699,859.36	-	11,700,815.36	2,822,076.00	1,223,955.46	-	4,046,031.46	7,654,783.90
Plant & Machinery			6,000,956.00	1,757,203.44	-	7,758,159.44	2,822,076.00	828,353.71	-	3,650,429.71	4,107,729.73
Compressor			-	394,328.92	-	394,328.92	-	46,416.28	-	46,416.28	347,912.64
Filing Machine			-	593,200.00	-	593,200.00	-	72,966.84	-	72,966.84	520,233.16
Fire Fighting System			-	1,111,944.00	-	1,111,944.00	-	138,409.49	-	138,409.49	973,534.51
lift			-	1,779,183.00	-	1,779,183.00	-	130,588.03	-	130,588.03	1,648,594.97
weighing machine			-	64,000.00	-	64,000.00	-	7,221.12	-	7,221.12	56,778.88
CYCLE	10	25.89%	1,947.00	-	-	1,947.00	1,849.65	25.20	-	1,874.85	72.15
Cycle			1,947.00	-	-	1,947.00	1,849.65	25.20	-	1,874.85	72.15
Electrical installation and equipments	10	25.89%	-	1,343,950.91	-	1,343,950.91	-	203,676.52	-	203,676.52	1,140,274.39
Electrical instalation and equipments			-	1,343,950.91	-	1,343,950.91	-	203,676.52	-	203,676.52	1,140,274.39
Furniture & fixture	10	25.89%	2,338,140.00	2,926,727.37	-	5,264,867.37	1,776,435.00	649,938.72	-	2,426,373.72	2,838,493.65
Furniture & fixture			2,338,140.00	2,926,727.37	-	5,264,867.37	1,776,435.00	649,938.72	-	2,426,373.72	2,838,493.65
CAR	8	31.23%	12,173,457.00	4,814,052.00	-	16,987,509.00	8,802,628.00	1,683,242.29	-	10,485,870.29	6,501,638.71
CAR			12,173,457.00	4,814,052.00	-	16,987,509.00	8,802,628.00	1,683,242.29	-	10,485,870.29	6,501,638.71
OFFICE EQUIPMENT	5	45.07%	277,250.00	760,065.50	-	1,037,315.50	245,610.00	248,773.63	-	494,383.63	542,931.87
Office Equipment			277,250.00	760,065.50	-	1,037,315.50	245,610.00	248,773.63	-	494,383.63	542,931.87
AIRCONDITIONER			-	427,201.50	-	427,201.50	-	125,450.90	-	125,450.90	301,750.60
Projectors			-	33,242.00	-	33,242.00	-	8,702.35	-	8,702.35	24,539.65
solar inverter			-	50,000.00	-	50,000.00	-	12,348.49	-	12,348.49	37,651.51
water cooler			-	21,094.00	-	21,094.00	-	5,808.68	-	5,808.68	15,285.32
COMPUTER	3	63.16%	1,593,150.00	309,351.18	-	1,902,501.18	1,493,378.00	169,865.04	-	1,663,243.04	239,258.14
Computer			1,593,150.00	309,351.18	-	1,902,501.18	1,493,378.00	169,865.04	-	1,663,243.04	239,258.14
Grand Total			99,228,563.00	132,293,934.32	3,500,000.00	228,022,497.32	22,032,442.65	7,069,481.46	(1,091,467.00)	28,010,457.11	200,012,040.21
											77,196,120.35

NOTE 16 REVENUE FROM OPERATIONS

Particulars	Figures for the year ending 31st march, 2018	Figures for the year ending 31st march, 2017
	Amount (In Rs.)	Amount (In Rs.)
Sale of products	892,207,788.03	825,100,331.50
Sale of services	-	-
Other operating revenues	-	-
Total	892,207,788.03	825,100,331.50

16.01 Sales figures are exclusive of taxes

NOTE 17 OTHER INCOME

Particulars	Figures for the year ending 31st march, 2018	Figures for the year ending 31st march, 2017
	Amount (In Rs.)	Amount (In Rs.)
Interest Income		
Interest on FDR	8,181,452.32	10,834,420.59
Other Non-Operating Income		
Other Income	7,557,073.19	987,947.37
Foreign Currency Difference	-	6,493,565.69
Trans-1 Credit	27,777,469.00	-
Total	43,515,994.51	18,315,933.65

NOTE 18 PURCHASE OF STOCK IN TRADE

Particulars	Figures for the year ending 31st march, 2018	Figures for the year ending 31st march, 2017
	Amount (In Rs.)	Amount (In Rs.)
Purchase of Paints & Varnish	498,446,669.31	530,232,529.69
Total	498,446,669.31	530,232,529.69

NOTE 19 CHANGE IN INVENTORIES OF STOCK IN TRADE

Particulars	Figures for the year ending 31st march, 2018	Figures for the year ending 31st march, 2017
	Amount (In Rs.)	Amount (In Rs.)
Opening Stock	101,467,319.04	60,521,824.07
Less : Closing Stock	148,521,903.18	101,467,319.04
Total	(47,054,584.14)	(40,945,494.97)

NOTE 20 EMPLOYEE BENEFIT EXPENSE

Particulars	Figures for the year ending 31st march, 2018	Figures for the year ending 31st march, 2017
	Amount (In Rs.)	Amount (In Rs.)
(A) Salaries and Incentives	40,073,360.00	26,535,303.00
(B) Contributions to-		
(i) Provident Fund and ESIC	3,766,462.00	2,524,459.00
(C) Provisions For Gratuity	1,706,023.00	-
(D) Staff welfare expenses	1,015,150.14	691,131.00
(E) Salaries to Contractual Expenses	-	-
(F) Bonus	1,635,150.00	1,215,300.00
(G) Directors Remuneration	9,000,000.00	6,600,000.00
Total	57,196,145.14	37,566,193.00

NOTE 21 FINANCE COSTS

Particulars	Figures for the year ending 31st march, 2018	Figures for the year ending 31st march, 2017
	Amount (In Rs.)	Amount (In Rs.)
(A) Interest Expense		
Interest on secured loans	938,783.98	942,383.91
Interest Others	146,053.00	-
(B) Other Borrowing Costs		
Processing Fees	60,000.00	138,000.00
Total	1,144,836.98	1,080,383.91

NOTE 22 OTHER EXPENSES

Particulars	Figures for the year ending 31st march, 2018	Figures for the year ending 31st march, 2017
	Amount (In Rs.)	Amount (In Rs.)
Audit fees		
- Statutory audit	350,000.00	74,750.00
- Tax Audit	50,000.00	28,750.00
Advertisement	7,718,502.86	-
Bank Charges	681,308.46	199,647.20
Bad Debts	-	1,435,216.19
Sales Promotion Expenses	48,091,561.19	38,272,956.86
Commission	8,738,373.00	11,900,048.00
Compensation	5,899,000.10	5,435,950.55
Telephone Expenses	714,185.82	870,697.25
Consumable Stores	1,141,758.12	587,148.00
Electricity Expenses	1,966,721.00	1,103,053.00
Exhibition Expenses	6,659,420.19	4,609,296.69
Foreign Currency Fluctuation	5,317,353.19	-
Freight & Octroi	8,434,015.82	7,257,687.00
Insurance	594,113.28	785,529.00
Legal and professional charges	5,014,849.04	2,223,706.29
Miscellaneous expenses	476,304.26	138,591.77
Office Expenses	3,964,640.66	1,374,027.64
Packing & Forwarding Exp.	4,074,259.45	4,859,594.00
Postage and Courier	400,405.76	385,311.00
Printing and stationery	658,134.80	381,110.00
Preliminary Exp W/off	378,700.00	-
Property Tax	220,832.00	-
Rent	1,872,080.00	1,197,480.00
Repairs & maintenance	2,955,561.27	3,253,971.01
Travelling & conveyance Expenses	6,488,835.12	4,744,979.28
Duties & Taxes Paid	1,614,044.47	4,834,703.61
Security Charges	80,000.00	-
Total	124,554,959.86	95,954,204.34

Additional Notes to Financial Statement for the financial year ended 31st March, 2018

23.1 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, 1959/2013. The company is engaged in the business of all sole distribution of sirca wood coatings Italy, which has progressively grown up to a significant position on the wood coatings Italian market, becoming one of the four top companies in this segment. The company also has one of the most advanced production systems for alkyd resins, unsaturated polyesters, direct gloss polyesters and polyisocyanates, so Sirca can rely on a technical synergy that sets the company in the market with particular quality and competitiveness power. Our product range includes all PU products, saints, special effects, acrylic PU,

23.2 Auditors Remunerations

	Amount in Rs.	Amount in Rs.
	2017-18	2016-17
Statutory Auditors		
- As Statutory Auditors	350000.00	74750.00
- As Tax Auditors	50000.00	28750.00
	400000.00	103500.00

23.3 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects.

The gross amount required to be spent by the Company during this FY year is Rs 15,76,928.47, for the financial year 2015-16 is Rs. 8,84,802.29 and for the Financial year 2014-15 Rs. 3,83,801.44, total amounting to Rs.28,39,199/- The company has spent Rs. 28,39,199/- on 02/06/2017.

23.4 Segment Reporting

As the Company's business activity primarily falls within a single business and geographical segment, there are no additional disclosures to be provided in terms of Accounting Standard – 17 Segment Reporting.

23.5 Related Party Disclosure

I. Name of related parties and description of relationship:

- Holding Enterprise : NIL
- Subsidiaries : NIL
- Fellow Subsidiaries NIL
- Associates NIL
- Key Management Personnel :

Board of Directors:

- Mr. Sanjay Agarwal
- Mr. Apoorv Agarwal

CFO - Bharat Bhushan Arora

Company Secretary - Chahat Mahajan

II. Transaction carried out with related parties in the ordinary course of business is as follows:

- There is no related party transaction carried-out during the year except as mentioned here-below:-
- Key Management Personnel**

	Amount inRs	Amount inRs	Status
	2017-18	2016-17	
Salary to Directors and Relative			
i) Mr. Sanjay Agarwal	6,600,000.00	5,100,000.00	Director
ii) Mr. Apoorv Agarwal	2,400,000.00	1,500,000.00	Director
	9,000,000.00	6,600,000.00	

The above does not include retirement benefits

23.6 Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all diluting potential equity shares.

	<u>Amount in Rs.</u> <u>2017-18</u>	<u>Amount in Rs.</u> <u>2016-17</u>
Profit After Tax	193898320.92	137034391.35
Profit attributable to ordinary Shareholders	193898320.92	137034391.35
Weighted Average number of Equity Shares	12425000.00	12300000.00
Basic & Diluted Earning per Shares	15.61	11.14
Nominal Value of Per Shares	10.00	10.00
23.7 Expenditure in Foreign Currency on account of	<u>2017-18</u>	<u>2016-17</u>
A i) Foreign Travelling	-	-
ii) Exhibition/Promotion Expenses	-	-
iii) Salary	-	-
B Value of imported Raw Materials, Spare Parts and Components.	€ 4,269,123.30 Rs. 498,446,669.31	€ 3,822,183.72 Rs. 530,232,529.69
C Amount remitted in Foreign Currency during the year		
i) Dividend	-	-
ii) No of Non-Residents Share Holders	-	-
iii) No of Shares held by Non Residents	-	-
D Earning in Foreign Exchange		
i) Exports of Services	-	-
ii) Commission Income	€ 24,950.00 Rs. 1,916,547.93	-
E Issue of Shares to Non Resident Company	Rs. 84,000,000.00 € 1,054,878.81	-

23.8 CAPITAL COMMITMENTS

	<u>Amount in Rs.</u> <u>2017-18</u>	<u>Amount in Rs.</u> <u>2016-17</u>
1.(a) Capital Commitment:-		
Estimated amount of contracts remaining to be executed.	-	-
(b) Contingent liability not provided for as under :-		
(i) Claims not acknowledged as debt:-	-	-
(ii) Disputed Sales Tax demand for which appeal is pending considered to be untenable	-	-
(iii) Disputed Income Tax under appeal considered to be untenable	-	-
(iv) unexpired Bank Guarantees	-	-

23.9 MSMED ACT, 2006

Since the management does not possess the required information about the enterprises covered under MSMED Act, 2006 therefore comment on dues to units covered MSMED Act, 2006 is not possible.

24.10 The figures of previous year has been regrouped/rearranged /recasted to confirm to those of current year

24.11 Approval of Financial statements

The Financial statements were approved for issue by the Board by the Directors.

In terms of our report of even date
For and on behalf of
Rajesh Kukreja & Associates
Chartered Accountants

- Sd -
Rajesh Kukreja
(Proprietor.)
Membership No.-083496

Place:-New Delhi
Date: 05/07/2018

- Sd -
Sanjay Agarwal
Chairman Cum Managing Director
DIN: 01302479

- Sd -
Bharat Bhushan Arora
Chief Financial Officer
PAN:AAOPA8083F

For & On Behalf of the Board of Directors
SIRCA PAINTS INDIA LIMITED

- Sd -
Apoorv Agarwal
Joint Managing Director
DIN: 01302537

- Sd -
Chahat Mahajan
Company Secretary
PAN:BJDPM4121K

Significant Accounting Policies forming part of financial statement for year ended 31st March, 2018

A. Significant Accounting Policies:

A.1 Basis of preparation of Financial Statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other pronouncements of the Institute of Chartered Accountants of India ("ICAI") to the extent applicable. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The financial statements are presented in Indian rupees.

A.2 Summary of Significant Accounting Policies

1) Use of Estimates

The preparation of Financial Statements in conformity with generally accepted accounting principles ("GAAP") in India requires the management of the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities as at the date of the Financial Statements and reported amounts to income and expenditure during the year. Actual results could differ from the estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

2) Property, Plant & Equipment

Property, Plant & Equipment are stated at cost net of recoverable taxes, trade discounts and rebates less accumulated depreciation and impairment losses, if any. Such cost includes freight, duties, taxes and other incidental expenses related to the acquisition or construction of the respective assets.

Capital work-in-progress includes the cost of fixed assets that are not ready for use at the balance sheet date and advances paid to acquire fixed assets before the balance sheet date.

3) Depreciation

i. Property, Plant & Equipment

Depreciation on Property, Plant and Equipment is provided using written down value method on depreciable. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act

ii. Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation / depletion and impairment losses, if any.

Gains or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognized.

In compliance to As - 26 and Schedule II of Companies Act 2013, company will take the useful life of 10 years of Intangible Assets.

4) Revenue Recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably

There is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably. Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

Interest Income

Interest Income from a Financial Assets is recognised using effective interest rate method.

Dividend Income

Dividend Income is recognised when the Company's right to receive the amount has been established

5) Foreign currency transactions

Foreign currency transactions are recorded at the rate of exchange prevailing on the dates of the respective transactions. Exchange differences arising on foreign exchange transactions settle during the year are recognized in the profit and loss account of the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognized in the profit and loss account.

6) Provisions and Contingent Liabilities

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provisions or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

7) Taxation

Income tax expense comprise current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future;

8) Impairment of Non-Financial Assets - Property, Plant and Equipment and Intangible Assets

The Company will assess at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

9) Accounting for Investments

i. Definition:

- a) Investments are assets held by company for earning income by way of dividends, interest, and rentals, for capital appreciation, or for other benefits to the investing company. Assets held as stock-in-trade are not 'investments'.
- b) A current investment is an investment that is by its nature readily realizable and is intended to be held for not more than one year from the date on which such investment is made.
- c) A long term investment is an investment other than a current investment.

ii. Carrying Amount of Investments:

- a) Investments classified as current investments are carried in the financial statements at the lower of cost and fair value determined either on an individual investment basis or by category of investment, but not on an overall (or global) basis.
- b) Investments classified as long term investments are carried in the financial statements at cost. However, provision for diminution shall be made to recognize a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

10) Employee Benefits

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services. Post-Employment Benefits

Defined Contribution Plans

The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined Benefit Plans

The Company pays gratuity to the employees who have completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the LIC New Group Gratuity Cash Accumulation Plan.

11) Leases

- a) **Operating:** lease of assets under which significant risk and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payment under an operating lease are recognised an expense in the profit & Loss account, on a straight line method or other systematic basis over the lease term.
- b) **Finance:** lease assets acquired on which significant risk and reward of ownership effectively transferred to the company are capitalized at the lower of fair value or the amount to be paid under such lease arrangements. Such assets are amortized over the period of lease or the estimated life of such asset whichever is less.

12) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

For Rajesh Kukreja & Associates
Chartered Accountants

For & On Behalf of the Board of Directors
SIRCA PAINTS INDIA LIMITED

- Sd -
Rajesh Kukreja
(Proprietor.)
Membership No.-083496

- Sd -
Sanjay Agarwal
Chairman Cum Managing Director
DIN: 01302479

- Sd -
Apoorv Agarwal
Joint Managing Director
DIN: 01302537

Place:-New Delhi
Date: 05/07/2018

- Sd -
Bharat Bhushan Arora
Chief Financial Officer
PAN:AAOPA8083F

- Sd -
Chahat Mahajan
Company Secretary
PAN:BJDPM4121K



About Us

SIRCA INDIA specializes in the production of coatings for wood. Sirca Paints products are mainly intended for the furnishing segment and are often developed in collaboration with some of Italy's most prestigious furniture stores. Sirca India therefore constantly monitors the change or creation of new standards. The quality of the application, color customization, and duration Sirca India over time are all distinctive traits of Sirca wood coatings.