SIDDHIKA

Invest in human

Ref – E/SCL/NSE

June 10, 2022

To,

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai– 400051

Company Trading Symbol: SIDDHIKA

Subject - Notice of the 12th Annual General Meeting, Intimation of Closure of Register of Members & Share Transfer Books and information regarding Remote e-voting

Dear Sir/Madam,

Notice of Annual General Meeting:

In compliance of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 12th Annual General Meeting of the Company scheduled to be held on 12th July, 2022 (Tuesday) at 11.00 A.M. through Video Conference/ Other Audio Visual Means (VC/OAVM) in accordance with the General Circular(s) issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

In compliance with the relevant circulars, the Annual Report for the year 2021-22 comprising the Notice of the AGM, Financial Statements along with Director's Report, Auditor's Report and other documents, will be sent to members of the Company holding shares either in physical form or in dematerialized form, at their email address registered with the Company / Depository Participants(s). Further, details about the manner of participation in the AGM and casting of votes electronically by shareholders are set out in the Notice of the AGM.

Book Closure period, Record Date and Cut-Off Date

Pursuant to Section 91 of the Companies Act, 2013 along with applicable rules and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notice is hereby given that the Register of Members and Share Transfer Books of the company would remain closed from 06th day of July, 2022 to 12th day of July, 2022 (both days inclusive) for the purpose of payment of Dividend on Equity shares of the Company and Annual General Meeting. The Cut-Off Date and Record Date for the purpose of e-voting (remote e-voting and e-voting at AGM) and dividend is July 05, 2022.

SIDDHIKA COATINGS LIMITED Delhi

SIDDHIKA

Invest in human

Information regarding E-voting:

Pursuant to section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the company is providing to its members the facility to cast their vote by electronic means (remote e-voting and e-voting at AGM) on all resolutions set forth in the Notice of AGM. The instructions for e-voting are mentioned in the AGM Notice. The cut-off date fixed for e - voting is 05/07/2022 (Tuesday). The remote e-voting period would commence on 07/07/2022 (Thursday), 09.00 a.m. (IST) and would end on 11/07/2022 (Monday) at 05.00 p.m. (IST).

The above is for your information and record.

Thanking You
Yours Faithfully,
For Siddhika Coatings Limited

SIDDHIKA COATINGS LIMITED Delhi

Ashish Kumar Sonwani
(Company Secretary & Compliance Officer)

Encl - Notice of 12th Annual General Meeting

SIDDHIKA
Invest in human

NOTICE

SIDDHIKA COATINGS LIMITED

Registered Office: L/9, Lower Ground Floor, Kalkaji, New Delhi – 110019
CIN: L45400DL2010PLC206024, Phone: 011-41601442
Website: www.siddhika.com, Email: contactus@siddhika.com

NOTICE is hereby given that the **12th ANNUAL GENERAL MEETING** of the Company will be held on **Tuesday 12th July, 2022 at 11 A.M. (IST)** through Video Conference/ Other Audio Visual Means (VC/OAVM) organized by the Company, to transact the following businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and the Auditors thereon.

a) **RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

b) **RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Shri Manvendra Pratap Singh (DIN: 07893345), who retires by rotation and being eligible, offers himself for re-appointment.

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Manvendra Pratap Singh (DIN: 07893345), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

3. To declare the final dividend of Rs 2.40 per share for the financial year 2021-22 on Equity Shares of the Company.

   "RESOLVED THAT a dividend at the rate of Rs 2.40/- (Two rupees and Forty paisa only) per equity share of 10/- (Ten rupees) each fully paid-up of the Company as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2022 and the same be paid out of the reserves of the Company.

SPECIAL BUSINESS:

4. To approve the re-appointment and remuneration payable to Mr. Charitra Maheshwari (DIN – 03055689) as a Managing director of the company for a period of five years

   To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and Articles of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force), the consent of the members/shareholders of the Company be and is hereby accorded to approve the re-appointment of Mr. Charitra Maheshwari (DIN – 03055689) as a Managing Director of the Company, for a period of five years with effect from July 01, 2022 to June 30, 2027.

   RESOLVED FURTHER THAT consent of the members be and is hereby accorded for revising the terms of remuneration payable to Mr. Charitra Maheshwari (DIN – 03055689) as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed Rs. 30,00,000/- Per annum (Rupees Thirty Lakh Only) per year with effect from April 01, 2022 to March 31, 2025 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors / Nomination and Remuneration Committee and Board of Directors in its meeting held on June 04, 2022 to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Charitra Maheshwari (DIN – 03055689) such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 of the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

   RESOLVED FURTHER THAT the Ministry of Corporate Affairs (MCA) through its notification dated 12th September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution.

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance-based incentive shall be paid to Rs. 30,00,000/- Per annum (Rupees Thirty Lakh Only) Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. To increase the overall managerial remuneration of the Directors of the company

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

"RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable beyond specified limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution.

RESOLVED FURTHER THAT where in any Financial Year, the Company has no profits or profits are inadequate, the overall managerial remuneration paid to Directors shall not exceed Rs. 1,00,00,000/- Per Annum (Rupees One Crore Only).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution

6. To increase managerial remuneration payable to Mr. Abhijeet Banerjee (DIN: 05132820), Executive Director in excess of 5% of the net profits of the Company

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT consent of the members be and is hereby accorded for revising the terms of remuneration payable to Mr. Abhijeet Banerjee (DIN: 05132820) as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed Rs 21,00,000/- Per annum (Rupees Twenty One Lacs Only) per year with effect from 01st April, 2022 to 31st March, 2025 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 of the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

RESOLVED FURTHER THAT the Ministry of Corporate Affairs (MCA) through its notification dated 12th September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution.

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance-based incentive shall be paid to Rs 21,00,000/- Per annum (Rupees Twenty One Lacs Only) Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

7. To increase managerial remuneration payable to Mr. Gaurav Agarwal (DIN: 06752256), Executive Director in excess of 5% of the net profits of the Company

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** consent of the members be and is hereby accorded for revising the terms of remuneration payable to Mr. Gaurav Agarwal (DIN: 06752256) as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed Rs 21,00,000/- Per annum (Rupees Twenty One Lacs Only) per year with effect from 01st April, 2022 to 31st March, 2025 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 of the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

RESOLVED FURTHER THAT the Ministry of Corporate Affairs (MCA) through its notification dated 12th September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution.

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance-based incentive shall be paid to Rs 21,00,000/- Per annum (Rupees Twenty One Lacs Only) Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

8. To increase managerial remuneration payable to Mr. Manvendra Pratap Singh (DIN: 07893345), Executive Director in excess of 5% of the net profits of the Company

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** consent of the members be and is hereby accorded for revising the terms of remuneration payable to Mr. Manvendra Pratap Singh (DIN: 07893345), as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed Rs 21,00,000/- Per annum (Rupees Twenty One Lacs Only) per year with effect from 01st April, 2022 to 31st March, 2025 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 of the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

RESOLVED FURTHER THAT the Ministry of Corporate Affairs (MCA) through its notification dated 12th September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution.

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance-based incentive shall be paid to Rs 21,00,000/- Per annum (Rupees Twenty One Lacs Only) Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Registered Office:
L-9, Lower Ground Floor,
Kalkaji, New Delhi – 110019

Date: 04 June, 2022
Place: New Delhi

By the order of Board of Directors

For Siddhika Coatings Limited

Sd/-
Ashish Kumar Sonwani
Company Secretary
M.No – 54535

Notes:

1. In view of disruptions caused by COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means (VC) till December 31, 2020, subject to compliance with various conditions mentioned therein. Similarly, SEBI vide Circular No. 79 dated May 12, 2020 and granted certain relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till December 31, 2020. Further, MCA vide General Circular No. 02/2021 dated January 13, 2021 and 05 May, 2022 extended the option to conduct the AGM through VC till December 31, 2022. Similarly, SEBI vide Circular No. 11 dated January 15, 2021 extended the relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till December 31, 2022.

   SEBI Circulars and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 12th AGM of your Company is being convened and conducted through VC.

2. The Company has facilitated the members to participate in the 12th AGM through VC facility provided by Central Depository Services Limited (CDSL). The instructions for participation by members are given in the subsequent paragraphs. Participation in AGM through VC shall be allowed on a first-come-first-served basis.

3. As per MCA Circulars, members attending the 12th AGM through VC will be reckoned for the purpose of quorum as per Section 103 of the Companies Act, 2013.

4. For exercising the votes by the members by electronic means, the Company has provided the facility of remote e-voting as well as e-voting during the AGM. The procedure for using the remote e-voting facility as well as e-voting during the AGM is given in the subsequent paragraphs.

5 Members joining the AGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the AGM, provided they have not cast their votes using remote e-voting facility. The members who have already cast their votes prior to AGM using the remote e-voting facility may also join the AGM though VC, but shall not be entitled to cast their votes again at the AGM.

6 As per the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and such proxy need not be a member of the Company. Since 12th AGM is being held through VC as per MCA Circulars and SEBI Circulars, physical attendance of the members has been dispensed with Accordingly, the facility for appointment of proxies by the members will not be available for the 12th AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. Similarly, as this AGM is being held through VC, the route map is not annexed to this notice.

7 Corporate members may authorize their representatives for casting the votes using remote e-voting facility or for participation and voting in the AGM using VC. Institutional Investors are encouraged to attend and vote at the AGM through VC.

9. In line with MCA Circulars and SEBI Circulars, the Annual Report for the financial year 2021-22 along with Notice of 12th AGM of the Company inter-alia indicating the process and manner of e-voting are being sent only by electronic mode to those members whose email IDs are registered with the Company/Depository Participant(s) for communication. Members may note that the aforesaid documents may also be downloaded from the Company's website www.siddhika.com and the website of National Stock Exchange of India Limited In line with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM Notice and Annual Report (including remote e-voting instructions) electronically.

10. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 will be available for electronic inspection by the members during the AGM. All the documents referred to in the Notice will also be available for electronic inspection by the members without any fee from the date of circulation of this notice up to the date of AGM i.e., July 12, 2022 Members seeking to inspect such documents may send an email to secretarial@siddhika.com.

11. The Register of Members and the Share Transfer books of the Company will remain closed from July 6, 2022 to July 12, 2022. (Both days inclusive)

12. Subject to the provisions of Section 123 of the Companies Act, 2013, Dividend as recommended by the Board of Directors, if declared, at the AGM, will be disbursed to those members whose name appear in the Register of Members (in respect of shares held in physical form) or in the records of Depositories as Beneficial Owners of Shares (in respect of shares in dematerialized form) as on July 05, 2022 (Record date).

13. Dividend will be paid electronically through various online transfer modes to those members who have updated their bank accounts. For members who are yet to update their bank account details, dividend warrants/demand drafts will be sent to their registered addresses through post.

VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized E-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restrictions on account of first come first served basis.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.siddhika.com. The Notice can also be accessed from the websites of the Stock Exchanges, National Stock Exchange of India Limited at www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e.www.evotingindia.com.

6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and May 05, 2022.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

1. The voting period begins from 9.00 A.M. (IST) July 07, 2022 and ends on 5.00 P.M. (IST) July 11, 2022 During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date July 05, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for E-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1.Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

	2.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4.Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1.If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

5. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company

- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For Physical shareholders other than individual shareholders holding shares in Demat.
PAN	• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

6. After entering these details appropriately, click on "SUBMIT" tab.

7. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

8. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

9. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

10. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

11. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

12.After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

13.Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

14.You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

15. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

16. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; contactus@siddhika.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENTS

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

ITEM NO. 04: To approve the re-appointment and remuneration payable to Mr. Charitra Maheshwari (DIN – 03055689) as a Managing director of the company for a period of five years

Terms and Conditions

The main terms and conditions for the re-appointment of Mr. Charitra Maheshwari (DIN – 03055689) as Managing Director (MD), are as follows:

- **Period:** From 01st July, 2022 to 30th June, 2027

a) Salary: Rs 2,10,000 Per Month

b) Benefits, Perquisites & Allowances: Nil

Details of Benefits, Perquisites and Allowances are as follows:

(i) Mediclaim and Personal Accident Insurance: Mediclaim and Personal Accident Insurance Policy for such amount as per the rules of the Company.

(ii) Contribution to Provident Fund: The Company's contribution to Provident Fund as per the applicable laws.

- **Limits on Remuneration**: The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013. e) Minimum Remuneration: In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Charitra Maheshwari (DIN – 03055689) shall not exceed Rs. 30,00,000/- (Rupees Thirty Lakh Only) per annum.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Charitra Maheshwari, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an Special resolution.

ITEM NO. 05: To increase the overall managerial remuneration of the Directors of the company

As per Section 197 of the Companies Act, 2013, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may be given to maximum permissible limit as per the provisions laid down in Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Special Resolution. Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on June 04, 2022 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year beyond specified limits under Section 197 and computed in the manner laid down in Section 198 of the Companies Act, 2013. Where in any Financial Year, the Company has no profits or profits are inadequate, the overall remuneration to Directors shall not exceed Rs. 1,00,00,000/- (Rupees One Crore Only).

Accordingly, the Board recommends the resolution set out at item no. 05 for approval of members as Special resolution Directors/Key Managerial Personnel of the Company/their relatives is in any way concerned or interested, in the said resolution.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (iv)

1. General information:
(1) Nature of industry – India Largest Paint Contractor Company
(2) Date or expected date of commencement of commercial production – Not Applicable
(3) In case of new companies, expected date of commencement of activities as per project approved -
by financial institutions appearing in the prospectus - Not Applicable
(4) Financial performance based on given indicators – Performance for the Year 2021-22

- Gross Revenue: Rs 20,75,38,525/-
- Profit After Tax: Rs 1,61,37,509/-
- Dividend: Rs 2.40 per share of Face Value of Rs 10 each
- EPS: 5.22

(5) Foreign investments or collaborations, if any - Not Applicable
II. Information about the appointee:
(1) Background details - He has over 26 Years of invaluable experience in Business, Marketing and relevant expertise in the Secretarial, Legal and Accounting Experience and effectively contributed towards the progress of the Company
(2) Past remuneration – Rs 1,78,500 per month
(3) Recognition or awards - Not Applicable
(4) Job profile and his suitability – He has been part of the group for the last 10 years and have lead successful growth of the Business
(5) Remuneration proposed – As mentioned in the resolution stated above
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the
position and person (in case of expatriates the relevant details would be with respect to the country of
his origin) – Considering the responsibility procured by him of the enhanced business activities of the Company proposed remuneration is commensurate with Industry Standards and Board level positions held in similar sized and similarly positioned businesses.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel – Not Applicable

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Charitra Maheshwari, Mr. Abhijeet Banerjee, Mr. Gaurav Agarwal and Mr. Manvendra Pratap Singh is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

ITEM NO. 06: To increase managerial remuneration payable to Mr. Abhijeet Banerjee (DIN: 05132820), Executive Director in excess of 5% of the net profits of the Company

Terms and Conditions

- **Period:** From 01st April, 2022 to 31st March, 2025
  a) Salary: Rs 1,75,000 per month
  b) Benefits, Perquisites & Allowances: Nil
- Details of Benefits, Perquisites and Allowances are as follows:

(iii) Mediclaim and Personal Accident Insurance: Mediclaim and Personal Accident Insurance Policy for such amount as per the rules of the Company.

(iv) Contribution to Provident Fund: The Company's contribution to Provident Fund as per the applicable laws.

- **Limits on Remuneration**: The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013. e) Minimum Remuneration: In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Abhijeet Banerjee (DIN: 05132820) shall not exceed Rs. 21,00,000/- (Rupees Twenty One Lakh Only) per annum.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Abhijeet Banerjee, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an special resolution.

ITEM NO. 07: To increase managerial remuneration payable to Mr. Gaurav Agarwal (DIN: 06752256), Executive Director in excess of 5% of the net profits of the Company

Terms and Conditions

- **Period:** From 01st April, 2022 to 31st March, 2025
  a) Salary: Rs 1,75,000 per month
  b) Benefits, Perquisites & Allowances: Nil
- Details of Benefits, Perquisites and Allowances are as follows:

(v) Mediclaim and Personal Accident Insurance: Mediclaim and Personal Accident Insurance Policy for such amount as per the rules of the Company.

(vi) Contribution to Provident Fund: The Company's contribution to Provident Fund as per the applicable laws.

- **Limits on Remuneration**: The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013. e) Minimum Remuneration: In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Gaurav Agarwal (DIN: 06752256) shall not exceed Rs. 21,00,000/- (Rupees Twenty One Lakh Only) per annum.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Gaurav Agarwal is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an special resolution.

ITEM NO. 08: To increase managerial remuneration payable to Mr. Manvendra Pratap Singh (DIN: 07893345), Executive Director in excess of 5% of the net profits of the Company

Terms and Conditions

- **Period:** From 01st April, 2022 to 31st March, 2025
  a) Salary: Rs 1,75,000 per month
  b) Benefits, Perquisites & Allowances: Nil
- Details of Benefits, Perquisites and Allowances are as follows:

(vii) Mediclaim and Personal Accident Insurance: Mediclaim and Personal Accident Insurance Policy for such amount as per the rules of the Company.

(viii) Contribution to Provident Fund: The Company's contribution to Provident Fund as per the applicable laws.

- **Limits on Remuneration**: The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013. e) Minimum Remuneration: In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Manvendra Pratap Singh (DIN: 07893345) shall not exceed Rs. 21,00,000/- (Rupees Twenty One Lakh Only) per annum.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Manvendra Pratap Singh, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an special resolution

Registered Office:
L-9, Lower Ground Floor,
Kalkaji, New Delhi – 110019

By the order of Board of Directors
For Siddhika Coatings Limited

Date: 04 June, 2022
Place: New Delhi

Sd/-
Ashish Kumar Sonwani
Company Secretary
M.No - 54535

Details of Managing Director seeking re-appointment at the 12th Annual General Meeting
(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

Name of Managing Director	Mr. Charitra Maheshwari
Director Identification No.	03055689
Date of Birth	30/12/1975
Date of first Appointment on the Board	09/10/2013
Qualification	B.A. from CSJM University Kanpur, Uttarpradesh.
Experience in specific Functional area	Mr. Charitra Maheshwari has done B.A. from CSJM University Kanpur, Uttarpradesh. He has over 26 Years of invaluable experience in Business, Marketing and relevant expertise in the Secretarial, Legal and Accounting Experience and effectively contributed towards the progress of the Company.
Remuneration last drawn from Company (in Rs)	Rs 21,42,000/- Per Annum
Remuneration sought to be paid	Not Exceeding 30,00,000/- Per Annum
Terms and Conditions of appointment / reappointment	As mentioned in the explanatory statement
Number of Board Meetings attended during the year	Seven
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	None
Membership/ Chairmanship of the Committee of the Company	Member in Audit Committee
Directorship held in other Indian companies	1. AB Coatings Private Limited 2. Siddhika Business Applications Private limited 3. Siddhika Consulting and Investment Private Limited
Membership/Chairmanship of the Committee of other Indian Companies	Nil
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board	Nil
Number of shares held in the Company (as on March 31, 2022)	2,58,150 (Equity Shares)