

21st June, 2019

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|---|---|
| 1. Corporate Relationship Department<br><b>BSE Limited,</b><br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai – 400 001. | 2. Manager – Listing<br><b>National Stock Exchange of India Ltd.</b><br>Exchange Plaza, C-1, Block G,<br>Bandra Kurla Complex, Bandra (E),<br>Mumbai - 400 051. |
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**Sub.: Proceedings and Voting Results of the 99th Annual General Meeting of Kansai Nerolac Paints Limited (“the Company”)**

- Ref.: 1. Regulation 30(6) read with Part A of Schedule III and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**
- 2. Scrip Codes : BSE - 500165, NSE - KANSAINER**

Dear Sirs,

This is to inform you that the 99th Annual General Meeting of the Company was held today i.e. on Friday, 21st June, 2019 at Walchand Hirachand Hall, 4th Floor, IMC Chamber of Commerce & Industry, IMC Building, IMC Marg, Churchgate, Mumbai - 400020 (“said AGM”). The said AGM commenced at 11.00 a.m. and concluded at 12.30 p.m.

Following items forming part of the Notice for the said AGM, were considered and approved by the shareholders through Remote E-voting and physical voting conducted through poll at the said AGM (“Poll”) :-

Sr. No.	Agenda	Type of Resolution	Method of Voting
1.	Adoption of audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.	Ordinary Resolution	Remote E-voting and Poll
2.	Declaration of normal dividend of Rs. 2.60 (260%) per Equity Share of the nominal value of Re. 1 each for the year ended 31st March, 2019.	Ordinary Resolution	Remote E-voting and Poll
3.	Appointment of a Director in place of Mr. Hidenori Furukawa (holding Director Identification Number 06924589), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote E-voting and Poll



Head Office :  
 NEROLAC HOUSE  
 Ganpatrao Kadam Marg,  
 Lower Parel, Mumbai – 400013 India

Tel. : + 91.22.2493 4001  
 +91.22.2499 2500

CIN No.: L24202MH1920PLC000825

Sr. No.	Agenda	Type of Resolution	Method of Voting
4.	Appointment of a Director in place of Mr. Anuj Jain (holding Director Identification Number 08091524), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote E-voting and Poll
5.	Appointment of S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of the 99th Annual General Meeting of the Company until the conclusion of the 104th Annual General Meeting of the Company, on such terms and conditions, including remuneration, as may be fixed by the Audit Committee or Board of Directors, from time to time.	Ordinary Resolution	Remote E-voting and Poll
6.	Ratification of the remuneration of the Cost Auditor, D. C. Dave & Co., Cost Accountants, (Firm Registration No.000611) for the year ending 31st March, 2020, as recommended by the Audit Committee and approved by the Board of Directors.	Ordinary Resolution	Remote E-voting and Poll
7.	Payment of remuneration not exceeding 1% (one percent) per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and/or Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each financial year beginning from the financial year ending on 31st March, 2019.	Ordinary Resolution	Remote E-voting and Poll

All resolutions as set out in the Notice of the said AGM were duly approved by the Shareholders, with requisite majority.

Details of the results of Remote E-voting and Poll are enclosed as **Annexure A**, in terms of Regulation 44(3) of the SEBI Listing Regulations and they will also be uploaded on the BSE Listing portal and NEAPS portal, separately.




The Consolidated Scrutinizer's report dated 21st June, 2019, pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, with respect to the results of Remote E-voting and Poll is enclosed as **Annexure B**.

Further, please note that as required under Regulation 34 of the SEBI Listing Regulations, the Annual Report of the Company for the Financial Year 2018-19 and the Notice of the said AGM, has already been submitted with BSE and NSE on 28th May, 2019.

This is for your information and record.

For **KANSAI NEROLAC PAINTS LIMITED**



**G.T.GOVINDARAJAN**  
**COMPANY SECRETARY**



Encl.: as above



Kansai Nerolac Paints Limited

Date of the Annual General Meeting :	June 21, 2019
Total number of shareholders on record date (i.e. the Cut-off Date) :	53,923
No. of shareholders present in the meeting either in person or through authorized representatives or through proxy :	
• Promoter and Promoter Group:	1
• Public:	76
No. of shareholders attended the meeting through Video Conferencing :	
• Promoter and Promoter Group:	NIL
• Public:	NIL



Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			<b>Resolution No. 1</b> Adoption of audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon - <b>Ordinary Resolution</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	40,41,35,898	0	0.00	0	0	0.00	0.00
	Poll		40,41,35,898	100.00	40,41,35,898	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>40,41,35,898</b>	<b>40,41,35,898</b>	<b>100.00</b>	<b>40,41,35,898</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	Remote E-Voting	7,78,54,001	5,12,12,617	65.78	5,12,12,617	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>7,78,54,001</b>	<b>5,12,12,617</b>	<b>65.78</b>	<b>5,12,12,617</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	Remote E-Voting	5,69,29,821	3,48,787	0.61	3,48,677	110	99.97	0.03
	Poll		78,963	0.14	78,963	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>5,69,29,821</b>	<b>4,27,750</b>	<b>0.75</b>	<b>4,27,640</b>	<b>110</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>53,89,19,720</b>	<b>45,57,76,265</b>	<b>84.57</b>	<b>45,57,76,155</b>	<b>110</b>	<b>100.00</b>	<b>0.00</b>

**Notes:**

- Voting Rights of 1,90,500 Shares pertaining to 58 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
- The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.





Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)				Resolution No. 2 Declaration of normal dividend of Rs. 2.60 (260%) per Equity Share of the nominal value of Re. 1 each for the year ended 31st March, 2019 - Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting		0	0.00	0	0	0.00	0.00
	Poll	40,41,35,898	40,41,35,898	100.00	40,41,35,898	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>40,41,35,898</b>	<b>40,41,35,898</b>	<b>100.00</b>	<b>40,41,35,898</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	Remote E-Voting		6,28,27,724	80.70	6,28,27,724	0	100.00	0.00
	Poll	7,78,54,001	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>7,78,54,001</b>	<b>6,28,27,724</b>	<b>80.70</b>	<b>6,28,27,724</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	Remote E-Voting		3,48,787	0.61	3,48,677	110	99.97	0.03
	Poll	5,69,29,821	78,473	0.14	78,473	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>5,69,29,821</b>	<b>4,27,260</b>	<b>0.75</b>	<b>4,27,150</b>	<b>110</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>53,89,19,720</b>	<b>46,73,90,882</b>	<b>86.73</b>	<b>46,73,90,772</b>	<b>110</b>	<b>100.00</b>	<b>0.00</b>

**Notes:**

- Voting Rights of 1,90,500 Shares pertaining to 58 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
- The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.



Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			<b>Resolution No. 3</b> Appointment of a Director in place of Mr. Hidenori Furukawa (holding Director Identification Number 06924589), who retires by rotation and being eligible, offers himself for re-appointment - <b>Ordinary Resolution</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting		0	0.00	0	0	0.00	0.00
	Poll	40,41,35,898	40,41,35,898	100.00	40,41,35,898	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>40,41,35,898</b>	<b>40,41,35,898</b>	<b>100.00</b>	<b>40,41,35,898</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	Remote E-Voting		6,28,27,724	80.70	6,23,22,406	5,05,318	99.20	0.80
	Poll	7,78,54,001	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>7,78,54,001</b>	<b>6,28,27,724</b>	<b>80.70</b>	<b>6,23,22,406</b>	<b>5,05,318</b>	<b>99.20</b>	<b>0.80</b>
Public- Non Institutions	Remote E-Voting		3,48,787	0.61	3,48,657	130	99.96	0.04
	Poll	5,69,29,821	78,473	0.14	78,473	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>5,69,29,821</b>	<b>4,27,260</b>	<b>0.75</b>	<b>4,27,130</b>	<b>130</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>53,89,19,720</b>	<b>46,73,90,882</b>	<b>86.73</b>	<b>46,68,85,434</b>	<b>5,05,448</b>	<b>99.89</b>	<b>0.11</b>

**Notes:**

1. Voting Rights of 1,90,500 Shares pertaining to 58 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
2. The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.





Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			<b>Resolution No. 4</b> Appointment of a Director in place of Mr. Anuj Jain (holding Director Identification Number 08091524), who retires by rotation and being eligible, offers himself for re-appointment. - <b>Ordinary Resolution</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting		0	0.00	0	0	0.00	0.00
	Poll	40,41,35,898	40,41,35,898	100.00	40,41,35,898	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>40,41,35,898</b>	<b>40,41,35,898</b>	<b>100.00</b>	<b>40,41,35,898</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	Remote E-Voting		6,28,27,724	80.70	6,23,22,406	5,05,318	99.20	0.80
	Poll	7,78,54,001	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>7,78,54,001</b>	<b>6,28,27,724</b>	<b>80.70</b>	<b>6,23,22,406</b>	<b>5,05,318</b>	<b>99.20</b>	<b>0.80</b>
Public- Non Institutions	Remote E-Voting		3,48,787	0.61	3,28,768	20,019	94.26	5.74
	Poll	5,69,29,821	78,473	0.14	78,473	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>5,69,29,821</b>	<b>4,27,260</b>	<b>0.75</b>	<b>4,07,241</b>	<b>20,019</b>	<b>95.31</b>	<b>4.69</b>
<b>Total</b>		<b>53,89,19,720</b>	<b>46,73,90,882</b>	<b>86.73</b>	<b>46,68,65,545</b>	<b>5,25,337</b>	<b>99.89</b>	<b>0.11</b>

**Notes:**

- Voting Rights of 1,90,500 Shares pertaining to 58 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
- The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.





Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			<b>Resolution No. 5</b>					
			Appointment of S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of the 99th Annual General Meeting of the Company until the conclusion of the 104th Annual General Meeting of the Company, on such terms and conditions, including remuneration, as may be fixed by the Audit Committee or Board of Directors, from time to time. - <b>Ordinary Resolution</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	40,41,35,898	0	0.00	0	0	0.00	0.00
	Poll		40,41,35,898	100.00	40,41,35,898	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>40,41,35,898</b>	<b>40,41,35,898</b>	<b>100.00</b>	<b>40,41,35,898</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	Remote E-Voting	7,78,54,001	6,28,27,724	80.70	6,21,95,183	6,32,541	98.99	1.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>7,78,54,001</b>	<b>6,28,27,724</b>	<b>80.70</b>	<b>6,21,95,183</b>	<b>632,541</b>	<b>98.99</b>	<b>1.01</b>
Public- Non Institutions	Remote E-Voting	5,69,29,821	3,48,787	0.61	3,28,800	19,987	94.27	5.73
	Poll		78,463	0.14	78,423	40	99.95	0.05
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>5,69,29,821</b>	<b>4,27,250</b>	<b>0.75</b>	<b>4,07,223</b>	<b>20,027</b>	<b>95.31</b>	<b>4.69</b>
<b>Total</b>		<b>53,89,19,720</b>	<b>46,73,90,872</b>	<b>86.73</b>	<b>46,67,38,304</b>	<b>6,52,568</b>	<b>99.86</b>	<b>0.14</b>

**Notes:**

1. Voting Rights of 1,90,500 Shares pertaining to 58 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
2. The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.



Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			<b>Resolution No. 6</b> Ratification of the remuneration of the Cost Auditor, D. C. Dave & Co., Cost Accountants, (Firm Registration No.000611) for the year ending 31st March, 2020, as recommended by the Audit Committee and approved by the Board of Directors - <b>Ordinary Resolution</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	40,41,35,898	0	0.00	0	0	0.00	0.00
	Poll		40,41,35,898	100.00	40,41,35,898	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>40,41,35,898</b>	<b>40,41,35,898</b>	<b>100.00</b>	<b>40,41,35,898</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	Remote E-Voting	7,78,54,001	6,28,27,724	80.70	6,28,27,724	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>7,78,54,001</b>	<b>6,28,27,724</b>	<b>80.70</b>	<b>6,28,27,724</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	Remote E-Voting	5,69,29,821	3,48,787	0.61	3,48,677	110	99.97	0.03
	Poll		78,473	0.14	78,388	85	99.89	0.11
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>5,69,29,821</b>	<b>4,27,260</b>	<b>0.75</b>	<b>4,27,065</b>	<b>195</b>	<b>99.95</b>	<b>0.05</b>
<b>Total</b>		<b>53,89,19,720</b>	<b>46,73,90,882</b>	<b>86.73</b>	<b>46,73,90,687</b>	<b>195</b>	<b>100.00</b>	<b>0.00</b>

**Notes:**

1. Voting Rights of 1,90,500 Shares pertaining to 58 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
2. The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.





Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			<b>Resolution No. 7</b>					
			Payment of remuneration not exceeding 1% (one percent) per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and/or Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each financial year beginning from the financial year ending on 31st March, 2019 - <b>Ordinary Resolution</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	40,41,35,898	0	0.00	0	0	0.00	0.00
	Poll		40,41,35,898	100.00	40,41,35,898	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>40,41,35,898</b>	<b>40,41,35,898</b>	<b>100.00</b>	<b>40,41,35,898</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	Remote E-Voting	7,78,54,001	6,28,27,724	80.70	6,28,27,724	0	100.00	0.00
	Poll		0	0.00	0.00	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>7,78,54,001</b>	<b>6,28,27,724</b>	<b>80.70</b>	<b>6,28,27,724</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	Remote E-Voting	5,69,29,821	3,48,787	0.61	3,28,767	20,020	94.26	5.74
	Poll		78,463	0.14	78,463	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>5,69,29,821</b>	<b>4,27,250</b>	<b>0.75</b>	<b>4,07,230</b>	<b>20,020</b>	<b>95.31</b>	<b>4.69</b>
<b>Total</b>		<b>53,89,19,720</b>	<b>46,73,90,872</b>	<b>86.73</b>	<b>46,73,70,852</b>	<b>20,020</b>	<b>100.00</b>	<b>0.00</b>

**Notes:**

1. Voting Rights of 1,90,500 Shares pertaining to 58 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
2. The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.



**H. R. THAKUR**

M.Com, LLM, MBA(Pittsburg)

FCS, Grad. CWA

305/306 Happiness, City of Joy

J. S. Dossa Marg, Mulund (w)

Mumbai 400080

Mobile: 9322 213 056

**FORM NO. MGT-13****CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

99<sup>th</sup> Annual General Meeting of Equity Shareholders of Kansai Nerolac Paints Limited held on Friday, 21<sup>st</sup> June 2019 at 11.00 a.m at Walchand Hirachand Hall, 4th Floor, IMC Chamber of Commerce & Industry, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020.

Dear Sir,

I, H. R. Thakur, Practicing Company Secretary, was appointed by the Board of Directors of Kansai Nerolac Paints Limited ('the Company') as the Scrutinizer for conducting Remote e-voting and physical voting process at the 99<sup>th</sup> Annual General Meeting ('AGM') of the Company held on Friday, 21<sup>st</sup> June 2019.

The Company had provided the facility of Remote e-voting to all the Equity shareholders and the facility of voting through physical ballot papers at AGM ('poll') to those Equity shareholders who had attended AGM in person or by proxy or by authorised representative and had not cast their votes electronically on the resolutions contained in the notice of AGM.

My responsibility as the Scrutinizer for Remote e-voting and poll is restricted to ascertaining the voting processes and make Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions contained in the notice of AGM.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder in respect of resolutions contained in the notice to the AGM of the Company.

Further to the above, I submit my report as under: -

- i. The members of the Company as on the "cut-off" date i.e. Friday, 14<sup>th</sup> June, 2019 were entitled to vote on the resolutions 1 to 7 as set out in the notice.





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M.Com, LLM, MBA(Pittsburg)

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- ii. The Remote e-voting period commenced on Monday, 17<sup>th</sup> June, 2019 at 9.00 a.m. (IST) and ended on Thursday, 20<sup>th</sup> June, 2019 at 5.00 p.m. (IST).
- iii. On 20<sup>th</sup> June, 2019 after the end of the Remote e-voting period, a limited information report containing information such as folio Number, name, address and number of shares held etc. except votes cast by the members who voted electronically was generated from the portal of Central Depository Services (India) Limited ('CDSL').
- iv. After the time fixed for closing of the poll by Chairman, one separate ballot box kept for polling was locked in my presence with due identification marks placed by me. The voting facility was made available to those Equity shareholders who had attended the AGM in person or by proxy or by authorised representative and had not cast their votes electronically on the resolutions contained in the notice of the AGM.
- v. The locked ballot box was opened in the presence of two witnesses, Mr. Sohan Ranade and Ms. Sai Randive, who were not in the employment of the Company ('the witnesses') and the polling papers were diligently scrutinized and reconciled with the records maintained by the Company and TSR Darashaw Consultants Private Ltd, Registrar and Transfer Agents ('RTA') of the Company and the authorisations lodged with the Company.
- vi. The poll papers which were incomplete and/or which were otherwise found defective have been treated invalid and kept separately.
- vii. The votes cast through Remote e-voting were subsequently unblocked in the presence of the witnesses. They have signed below in the confirmation.

Mr. Sohan Ranade

Ms. Sai Randive

H. R. THAKUR  
F.C.S. 2090 C.P. 3193



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M.Com, LLM, MBA(Pittsburg)

FCS, Grad. CWA

305/306 Happiness, City of Joy

J. S. Dossa Marg, Mulund (w)

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Based on the report of poll generated with the assistance of RTA and the report of Remote e-voting generated from the portal of CDSL, the consolidated result of voting at AGM is as under:-

## ORDINARY BUSINESS:

Item No. 1:

**Ordinary Resolution** for adoption of audited financial statements (including the consolidated financial statements) of the Company for the year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors and the Auditors thereon.

### Voted in favour of the resolution:

Type of voting	Number of Members	Total number of votes	% of total number of valid votes cast*
Remote E-voting	121	5,15,61,294	100.00
Physical Ballots at AGM	31	40,42,14,861	100.00
Total	152	45,57,76,155	<u>100.00</u>

### Voted against the resolution:

Type of voting	Number of Members	Total number of votes	% of total number of valid votes cast*
Remote E-voting	5	110	0.00
Physical Ballots at AGM	0	0	0.00
Total	5	110	<u>0.00</u>

### Invalid / Abstained votes:

Type of voting	Number of Members	Total number of votes
Remote E-voting	10	1,16,15,107
Physical Ballots at AGM	1	4
Total	11	1,16,15,111

The resolution was passed with requisite majority.

**H. R. THAKUR**  
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M.Com, LLM, MBA(Pittsburg)

FCS, Grad. CWA

305/306 Happiness, City of Joy

J. S. Dossa Marg, Mulund (w)

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Item No. 2:

**Ordinary Resolution** for declaration of normal dividend of Rs. 2.60 (260%) per Equity Share of the nominal value of Re. 1 each for the year ended 31<sup>st</sup> March, 2019.

**Voted in favour of the resolution:**

Type of voting	Number of Members	Total number of votes	% of total number of valid votes cast*
Remote E-voting	131	6,31,76,401	100.00
Physical Ballots at AGM	30	40,42,14,371	100.00
Total	161	46,73,90,772	<u>100.00</u>

**Voted against the resolution:**

Type of voting	Number of Members	Total number of votes	% of total number of valid votes cast*
Remote E-voting	5	110	0.00
Physical Ballots at AGM	0	0	0.00
Total	5	110	<u>0.00</u>

**Invalid / Abstained votes:**

Type of voting	Number of Members	Total number of votes
Remote E-voting	0	0
Physical Ballots at AGM	2	494
Total	2	494

The resolution was passed with requisite majority.

H. R. THAKUR  
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M.Com, LLM, MBA(Pittsburg)

FCS, Grad. CWA

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J. S. Dossa Marg, Mulund (w)

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Item No. 3:

**Ordinary Resolution** for appointment of a Director in place of Mr. Hidenori Furukawa (holding Director Identification Number 06924589), who retires by rotation and being eligible, offers himself for re-appointment.

**Voted in favour of the resolution:**

Type of voting	Number of Members	Total number of votes	% of total number of valid votes cast*
Remote E-voting	125	6,26,71,063	99.20
Physical Ballots at AGM	30	40,42,14,371	100.00
Total	155	46,68,85,434	<b>99.89</b>

**Voted against the resolution:**

Type of voting	Number of Members	Total number of votes	% of total number of valid votes cast*
Remote E-voting	11	5,05,448	0.80
Physical Ballots at AGM	0	0	0.00
Total	11	5,05,448	<b>0.11</b>

**Invalid / Abstained votes:**

Type of voting	Number of Members	Total number of votes
Remote E-voting	0	0
Physical Ballots at AGM	2	494
Total	2	494

The resolution was passed with requisite majority.

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Item No. 4:

**Ordinary Resolution** for appointment of a Director in place of Mr. Anuj Jain (holding Director Identification Number 08091524), who retires by rotation and being eligible, offers himself for re-appointment.

**Voted in favour of the resolution:**

Type of voting	Number of Members	Total number of votes	% of total number of valid votes cast*
Remote E-voting	120	6,26,51,174	99.17
Physical Ballots at AGM	30	40,42,14,371	100.00
Total	150	46,68,65,545	<b>99.89</b>

**Voted against the resolution:**

Type of voting	Number of Members	Total number of votes	% of total number of valid votes cast*
Remote E-voting	16	5,25,337	0.83
Physical Ballots at AGM	0	0	0.00
Total	16	5,25,337	<b>0.11</b>

**Invalid / Abstained votes:**

Type of voting	Number of Members	Total number of votes
Remote E-voting	0	0
Physical Ballots at AGM	2	494
Total	2	494

The resolution was passed with requisite majority.

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Item No. 5:

**Ordinary Resolution** for appointment of S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of the 99<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 104<sup>th</sup> Annual General Meeting of the Company, on such terms and conditions, including remuneration, as may be fixed by the Audit Committee or Board of Directors, from time to time.

**Voted in favour of the resolution:**

Type of voting	Number of Members	Total number of votes	% of total number of valid votes cast*
Remote E-voting	123	6,25,23,983	98.97
Physical Ballots at AGM	27	40,42,14,321	100.00
Total	150	46,67,38,304	<b>99.86</b>

**Voted against the resolution:**

Type of voting	Number of Members	Total number of votes	% of total number of valid votes cast*
Remote E-voting	13	6,52,528	1.03
Physical Ballots at AGM	2	40	0.00
Total	15	6,52,568	<b>0.14</b>

**Invalid / Abstained votes:**

Type of voting	Number of Members	Total number of votes
Remote E-voting	0	0
Physical Ballots at AGM	3	504
Total	3	504

The resolution was passed with requisite majority.

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## SPECIAL BUSINESS:

Item No. 6:

**Ordinary Resolution** for ratification of the remuneration of the Cost Auditor, D. C. Dave & Co., Cost Accountants, (Firm Registration No. 000611) for the year ending 31<sup>st</sup> March, 2020, as recommended by the Audit Committee and approved by the Board of Directors.

### Voted in favour of the resolution:

Type of voting	Number of Members	Total number of votes	% of total number of valid votes cast*
Remote E-voting	131	6,31,76,401	100.00
Physical Ballots at AGM	27	40,42,14,286	100.00
Total	158	46,73,90,687	<u>100.00</u>

### Voted against the resolution:

Type of voting	Number of Members	Total number of votes	% of total number of valid votes cast*
Remote E-voting	5	110	0.00
Physical Ballots at AGM	3	85	0.00
Total	8	195	<u>0.00</u>

### Invalid / Abstained votes:

Type of voting	Number of Members	Total number of votes
Remote E-voting	0	0
Physical Ballots at AGM	2	494
Total	2	494

The resolution was passed with requisite majority.

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Item No.7:

**Ordinary Resolution** for payment of remuneration not exceeding 1% (one percent) per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and/or Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each financial year beginning from the financial year ending on 31<sup>st</sup> March, 2019.

**Voted in favour of the resolution:**

Type of voting	Number of Members	Total number of votes	% of total number of valid votes cast*
Remote E-voting	124	6,31,56,491	99.97
Physical Ballots at AGM	29	40,42,14,361	100.00
Total	153	46,73,70,852	<u>100.00</u>

**Voted against the resolution:**

Type of voting	Number of Members	Total number of votes	% of total number of valid votes cast*
Remote E-voting	12	20,020	0.03
Physical Ballots at AGM	0	0	0.00
Total	12	20,020	<u>0.00</u>

**Invalid / Abstained votes:**

Type of voting	Number of Members	Total number of votes cast
Remote E-voting	0	0
Physical Ballots at AGM	3	504
Total	3	504

The resolution was passed with requisite majority.

Note: \*Percentage beyond 2 decimal points ignored under Rounding off.

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The poll papers and all other relevant records will be handed over to the Company Secretary in due course of time.

Date: 21<sup>st</sup> June 2019

Place: Mumbai

H. R. THAKUR  
F.C.S. 2090 C.P. 3193

G.T. Govindarajan

Company Secretary, Kansai Nerolac Paints Limited

(Authorised by the Chairman of the meeting)