

KANSAI NEROLAC PAINTS LIMITED

Registered Office : Nerolac House, Ganpatrao Kadam Marg,
Lower Parel, Mumbai - 400 013
Tel: +91-22-24834001, Fax: +91-22-24873704,
Website: www.nerolac.com
Investors Relations E-mail ID: investor@nerolac.com,
CIN: L24202MH1920PLC000825

NOTICE

NOTICE is hereby given that the 96th Annual General Meeting (AGM) of the Company will be held on Wednesday, 22nd June, 2016 at 11.00 a.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kalkhushru Dubash Marg, Behind Prince of Wales Museum, Kala Ghoda, Mumbai 400 001.

The physical copy of the Annual Report including the Notice convening the AGM has been posted to the members on 28th May, 2016. The same has been sent by e-mail on 30th / 31st May, 2016 to those members who have registered their e-mail IDs with the Company / Depository Participant(s) for communication purposes. The Annual Report including Notice of 96th AGM of the Company is available on the website of the Company and also available for inspection at the registered office of the Company during office hours on working days, except Saturday.

In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Shareholders with facility of "remote e-voting" (e-voting from a place other than venue of the AGM), through E-Voting Services provided by Central Depository Services (India) Limited (CDSL), to enable them to cast their votes at the 96th AGM.

In accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed June 15, 2016 as the "cut-off date" to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. June 15, 2016, shall be entitled to avail the facility of remote e-voting or voting in the general meeting.

The remote e-voting period begins on Saturday, June 16, 2016 at 9.00 a.m and ends on Tuesday, June 21, 2016 at 5.00 p.m. During this period the eligible shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the AGM. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Notice of the AGM forming part of the Annual Report is displayed on the website of the Company at http://www.nerolac.com/download/pdf_management/annual_report_2016.pdf and on the website of CDSL at <http://www.cdslindia.com/GoGreen/downloadGoGreen.aspx?gogreenid=G64874>

Those persons who have acquired shares and have become members of the Company after the despatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on the cut-off date i.e. June 15, 2016 shall view the Notice of the 96th AGM on the Company's website or on the website of CDSL. Such members shall exercise their voting rights through remote e-voting by following the procedure as mentioned in the Notice of AGM under "Voting through Electronic means", or by voting at the AGM.

In case of any queries / grievances relating to voting by electronic means, the Shareholders may contact at the following address: Mr. Mehboob Lakhani, Asst. Manager- Central Depository Services (India) Ltd., 16th Floor, P.J. Towers, Dalal Street, Mumbai- 400 001; Contact No: 18002005533 e-mail : helpdesk.evoting@cdslindia.com

NOTICE is also given under Section 91 of the Companies Act, 2013 that the Register of Members and Transfer Books of the Company will remain closed from Thursday, June 16, 2016 to Wednesday, June 22, 2016, (both days inclusive) for the purpose of the Annual General Meeting and payment of Dividend of Rs. 3.05 (Three Rupees and Five Paise only) including a special dividend of Re. 1.25 (One Rupee and Twenty Five Paise only) per equity share of the face value of Re. 1 each, for the year ended 31st March, 2016, if declared at the ensuing Annual General Meeting. Dividend, when declared, will be paid only to those members whose names are registered as such in the Register of Members of the Company or in the Register of Beneficiary Holders as per the Beneficiary list provided by the NSDL and CDSL as on 15th June, 2016.

For any shares-related queries / correspondence, the Shareholders are requested to contact TSR Darashaw Ltd. (who are now our Registrar & Share Transfer Agent in place of Sharepro Services India Pvt. Ltd.), at the following address:

TSR Darashaw Ltd.
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.
Tel. No.: +91 22 66568484 Fax No.: 91 22 66568484
E-mail: csg-unit@tsrdarashaw.com

For KANSAI NEROLAC PAINTS LIMITED

Place : Mumbai
Date : 31st May, 2016

G T GOVINDARAJAN
COMPANY SECRETARY

