

May 29, 2020

1. Corporate Relationship Department  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.
2. Manager – Listing  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051.

**Sub.: Annual Report of Kansai Nerolac Paints Limited for the Financial Year 2019-20 along with the Notice of the 100th Annual General Meeting**

- Ref.: 1. Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**  
**2. Scrip Codes : BSE - 500165, NSE - KANSAINER**

Dear Sirs,

In terms of the provisions of Regulation 30 and Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Annual Report of Kansai Nerolac Paints Limited (“Company”) for the Financial Year 2019-20 (“Annual Report”) along with the Notice of the 100th Annual General Meeting (“AGM”) is enclosed herewith. The Notice of the AGM is given on Page nos. 70 to 84 of the Annual Report. *(1) Annual Report, which contains the Notice of the AGM and (2) Notice of the AGM are being filed separately for Stock Exchange disclosure purposes.*

The Annual Report contains the information to be given and disclosures required to be made in terms of Regulation 34(2) and 34(3) of the SEBI Listing Regulations.

We wish to inform you that the AGM will be held on Monday, June 22, 2020 at 12 noon, through Video Conferencing or Other Audio Visual Means. The AGM will be held without the physical presence of the Shareholders at a common venue. This is in view of the continuing COVID-19 pandemic and in compliance with the General Circular No. 20/ 2020 dated May 5, 2020 read with General Circular No. 14/ 2020 dated April 8, 2020 and General Circular No. 17/ 2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (“said SEBI Circular”) issued by the Securities and Exchange Board of India and relevant provisions of the Companies Act, 2013 and SEBI Listing Regulations.

Further, in accordance with the aforesaid MCA Circulars and said SEBI Circular, the Notice of the AGM along with the Annual Report is being sent only by electronic mode to those Shareholders whose email addresses are registered with the Company/ Depository Participants. The Annual Report together with the Notice of the AGM is being dispatched to the Shareholders today.

The agenda items proposed to be taken up at the AGM, all these being considered as unavoidable by the Board of Directors, are as mentioned below:

| Sr. No. | Agenda proposed to be taken up  | Resolution to be passed/<br>Manner of approval proposed |
|---------|---|---|
| 1.      | Adoption of audited financial statements (including the consolidated financial statements) of the Company for the year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.   | Ordinary Resolution                                     |
| 2.      | Declaration of a dividend of ₹ 3.15 (315%) per Equity Share of the nominal value of ₹ 1 each for the year ended March 31, 2020.   | Ordinary Resolution                                     |
| 3.      | Appointment of a Director in place of Mr. Anuj Jain, Whole-time Director (holding Director Identification Number 08091524), who retires by rotation and being eligible, offers himself for re-appointment.  | Ordinary Resolution                                     |
| 4.      | Ratification of remuneration of the Cost Auditor, D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), for the financial year ending March 31, 2021, as recommended by the Audit Committee and approved by the Board of Directors.                      | Ordinary Resolution                                     |
| 5.      | Appointment of Mr. Hitoshi Nishibayashi (holding Director Identification Number 03169150), as Non-Executive Director, liable to retire by rotation, to fill in the casual vacancy created by the resignation of Mr. Katsuhiko Kato.                                   | Ordinary Resolution                                     |
| 6.      | Appointment of Mr. Shigeki Takahara (holding Director Identification Number 08736626), as Non-Executive Director, liable to retire by rotation, to fill in the casual vacancy created by the resignation of Mr. Hidenori Furukawa.                                    | Ordinary Resolution                                     |
| 7.      | Appointment of Mr. Takashi Tomioka (holding Director Identification Number 08736654), as Non-Executive Director, liable to retire by rotation, to fill in the casual vacancy created by the resignation of Mr. Hideshi Hasebe.  | Ordinary Resolution                                     |
| 8.      | Appointment of Mr. Pradip Panalal Shah, Independent Director (holding Director Identification Number 00066242), as an Independent Director, to hold office for a second term of 5 (five) years with effect from January 30, 2020 upto and including January 29, 2025. | Special Resolution                                      |
| 9.      | Appointment of Mr. Noel Naval Tata, Independent Director (holding Director Identification Number 00024713), as an Independent Director, to hold office for a second term of 5 (five) years with effect from January 30, 2020 upto and including January 29, 2025.     | Special Resolution                                      |

| Sr.<br>No. | Agenda proposed to be taken up   | Resolution to be passed/<br>Manner of approval proposed |
|------------|--|---|
| 10.        | Appointment of Ms. Sonia Singh (holding Director Identification Number 07108778), who was appointed as an Additional Director of the Company and who holds office upto the date of the ensuing Annual General Meeting, as an Independent Director, to hold office for a term of 3 (three) years with effect from July 29, 2019 upto and including July 28, 2022. | Ordinary Resolution                                     |

Please take the above submission on record.

For **KANSAI NEROLAC PAINTS LIMITED**

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

Encl: As above

## KANSAI NEROLAC PAINTS LIMITED

Registered Office: 'Nerolac House', Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013.

Tel.: +91-22-24934001 • Fax: +91-22-24936296 • Website: [www.nerolac.com](http://www.nerolac.com)

Investors Relations Email ID: [investor@nerolac.com](mailto:investor@nerolac.com) • Corporate Identity Number (CIN): L24202MH1920PLC000825

### Notice

NOTICE is hereby given that the Hundredth Annual General Meeting of Kansai Nerolac Paints Limited will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), on Monday, 22nd June, 2020 at 12 noon, to transact the following business:

#### Ordinary Business:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend of ₹ 3.15 (315%) per Equity Share of the nominal value of ₹ 1 each for the year ended 31st March, 2020.
3. To appoint a Director in place of Mr. Anuj Jain, Whole-time Director (holding Director Identification Number 08091524), who retires by rotation and being eligible, offers himself for re-appointment.

#### Special Business:

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

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment or modification or re-enactment thereof, for the time being in force), the remuneration of the Cost Auditor, D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified.

RESOLVED FURTHER that the Board of Directors and/or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

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

"RESOLVED that pursuant to the provisions of Section 149, 152 and 161 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory amendment or modification or re-enactment thereof,

for the time being in force), Mr. Hitoshi Nishibayashi (holding Director Identification Number 03169150), who was appointed as a Director by the Board of Directors of the Company under Article 114 of the Articles of Association of the Company to fill in the casual vacancy created by the resignation of Mr. Katsuhiko Kato and who holds office upto the date of this Annual General Meeting in terms of Section 161(4) of the Companies Act, 2013, be and is hereby appointed as Non-Executive Director, liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors and/or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

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

"RESOLVED that pursuant to the provisions of Section 149, 152 and 161 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory amendment or modification or re-enactment thereof, for the time being in force), Mr. Shigeki Takahara (holding Director Identification Number 08736626), who was appointed as a Director by the Board of Directors of the Company under Article 114 of the Articles of Association of the Company to fill in the casual vacancy created by the resignation of Mr. Hidenori Furukawa and who holds office upto the date of this Annual General Meeting in terms of Section 161(4) of the Companies Act, 2013, be and is hereby appointed as Non-Executive Director, liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors and/or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

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

"RESOLVED that pursuant to the provisions of Section 149, 152 and 161 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory amendment or modification or re-enactment thereof, for the time being in force), Mr. Takashi Tomioka (holding Director Identification Number 08736654),

who was appointed as a Director by the Board of Directors of the Company under Article 114 of the Articles of Association of the Company to fill in the casual vacancy created by the resignation of Mr. Hideshi Hasebe (who was appointed as a Director by the Board of Directors of the Company to fill in the casual vacancy created by the resignation of Mr. Masaru Tanaka) and who holds office upto the date of this Annual General Meeting in terms of Section 161(4) of the Companies Act, 2013, be and is hereby appointed as Non-Executive Director, liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors and/or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution.”

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

“RESOLVED that pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment or modification or re-enactment thereof, for the time being in force), Mr. Pradip Panalal Shah, Independent Director (holding Director Identification Number 00066242), be and is hereby re-appointed as an Independent Director, to hold office for a second term of 5 (five) years with effect from 30th January, 2020 upto and including 29th January, 2025.

RESOLVED FURTHER that the Board of Directors and/or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution.”

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

“RESOLVED that pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment or modification or re-enactment thereof, for the time being in force), Mr. Noel Naval Tata, Independent Director (holding Director Identification Number 00024713), be and is hereby re-appointed as an Independent Director, to hold office for a second term of 5 (five) years with effect from 30th January, 2020 upto and including 29th January, 2025.

RESOLVED FURTHER that the Board of Directors and/or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution.”

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

“RESOLVED that pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment or modification or re-enactment thereof, for the time being in force), Ms. Sonia Singh (holding Director Identification Number 07108778), who was appointed as an Additional Director of the Company and who holds office upto the date of the ensuing Annual General Meeting, be and is hereby appointed as an Independent Director, to hold office for a term of 3 (three) years with effect from 29th July, 2019 upto and including 28th July, 2022.

RESOLVED FURTHER that the Board of Directors and/or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution.”

For and on behalf of the Board

**P. P. Shah**  
Chairman

Mumbai, 6th May, 2020

**NOTES:**

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/ 2020 dated 5th May, 2020, read with General Circular No. 14/ 2020 dated 8th April, 2020 and General Circular No. 17/ 2020 dated 13th April, 2020 (collectively referred to as “said Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has decided to convene its ensuing 100th AGM through VC/ OAVM,



and the Shareholders can attend and participate in the ensuing AGM through VC/ OAVM.

2. Explanatory Statement pursuant to Section 102 of the Act relating to Items nos. 4, 5, 6, 7, 8, 9 and 10 of the Notice of the 100th AGM, which are considered to be unavoidable by the Board of Directors of the Company, is annexed hereto. Also, relevant details in respect of Directors seeking re-appointment at the AGM, in terms of Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings are also annexed to this notice.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/ OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said Circulars read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 ("said SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI"), THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, hereinbelow). Such Corporate Members are requested to refer 'General Guidelines for Shareholders' provided in the Point No. 8 hereinbelow, for more information.

4. The Shareholders 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 hereinbelow in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), 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 restriction on account of 'first come first serve' basis.

5. The attendance of the Shareholders attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 19th June, 2020, through Email on [agm@nerolac.com](mailto:agm@nerolac.com). The same will be replied by/ on behalf of the Company suitably.

7. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 100th AGM of the Company *inter alia* indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 100th AGM of the Company will also be available on the website of the Company at [www.nerolac.com](http://www.nerolac.com). The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### 8. Voting through Electronic Means

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of "e-voting" to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given hereinbelow.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) ("remote e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM").

Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Monday, 15th June, 2020 as the "cut-off date" to determine the eligibility to vote by remote e-voting or e-voting at the AGM. 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. Monday, 15th June, 2020, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.

Only those Shareholders, who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.

The Company has appointed Mr. J. H. Ranade, Membership No. F4317 & Certificate of Practice No. 2520 or failing him Mr. Sohan J. Ranade, Membership No. A33416 & Certificate of Practice No. 12520 or failing him Ms. Tejaswi A. Zope, Membership No. A29608 & Certificate of Practice No. 14839, being Partners of JHR & Associates, Company Secretaries in practice, as the Scrutinizer to scrutinize the remote e-voting and the e-voting at the AGM in a fair and transparent manner.

#### Instructions for Shareholders for Remote e-voting:

The remote e-voting period begins on Thursday, 18th June, 2020 at 9.00 a.m. and ends on Sunday, 21st June, 2020 at 5.00 p.m. and the remote e-voting module shall be disabled by NSDL for voting thereafter.

#### How do I vote electronically using NSDL e-voting system?

*The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:*

#### Step 1: Log-in to NSDL e-voting system at [www.evoting.nsdl.com/](http://www.evoting.nsdl.com/)

How to Log-in to NSDL e-voting website?

- I. Visit the e-voting website of NSDL. Open web browser by typing the following URL: [www.evoting.nsdl.com/](http://www.evoting.nsdl.com/) either on a Personal Computer or on a mobile.
- II. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at [www.eservices.nsdl.com/](http://www.eservices.nsdl.com/) with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.*

#### IV. Your User ID details are given below :

| Manner of holding shares  | Your User ID  |
|---|---|
| a) For Shareholders who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.    |
| b) For Shareholders who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br><br>For example, if your Beneficiary ID is 12***** then your user ID is 12*****.   |
| c) For Shareholders holding shares in Physical Form.            | EVEN Number followed by Folio Number registered with the company.<br><br>For example, if folio number is 001*** and EVEN is 112933 then user ID is 112933001*** |

#### V. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your Email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your Email ID. You will be required to trace the Email sent to you from NSDL from your mailbox. You can open the Email and open the attachment i.e. a PDF file.

The password to open the PDF file is your 8 digit client ID for NSDL account or last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The PDF file contains your 'User ID' and your 'initial password'.

- (ii) If your Email ID is not registered, please follow steps mentioned below i.e. process for those Shareholders whose Email IDs are not registered.
- d) If you are unable to retrieve or have not received the 'initial password' or you have forgotten your password:
  - (i) If you are holding shares in your demat account with NSDL or CDSL: Click on "Forgot User Details/ Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (ii) If you are holding shares in physical mode: "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), by mentioning your demat account number/ folio number, your PAN, your name and your registered address.
  - (iv) **Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.**
- VI. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- VII. Now, you will have to click on "Login" button.
- VIII. After you click on the "Login" button, Home page of e-voting will open.

### Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

- I. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on "e-voting". Then, click on "Active Voting Cycles".
- II. After clicking on "Active Voting Cycles", you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- III. Select "EVEN" of "Kansai Nerolac Paints Limited", which is 112933.
- IV. Now you are ready for e-voting as the Voting page opens.

- V. Cast your vote by selecting appropriate options i.e. "Assent" or "Dissent", verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- VI. Upon confirmation, the message "Vote cast successfully" will be displayed.
- VII. You can also take the printout of the votes cast by you by clicking on the "print" option on the confirmation page.
- VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### Process for those Shareholders, whose Email IDs are not registered with the Company/ Depository Participants for procuring User ID and Password and registration of Email IDs for e-voting for the resolutions set out in this Notice:

- I. For Shareholders who hold shares in Dematerialized form:
  - a) Visit the link : <https://green.tsrdarashaw.com/green/events/login/kn>
  - b) Enter the DP ID & Client ID and PAN details and captcha code.
  - c) System will check the authenticity of the Client ID and PAN details.
  - d) On successful verification, system will allow you to enter your Email ID and mobile number.
  - e) Enter your Email ID and mobile number.
  - f) The system will then confirm the Email ID for the limited purpose of service of this AGM Notice.
- II. For Shareholders who hold shares in Physical form:
  - a) Visit the link : <https://green.tsrdarashaw.com/green/events/login/kn>
  - b) Enter the physical Folio Number and PAN details and captcha code.
  - c) In the event the PAN details are not available on record, Shareholder to enter one of the share certificate's number.
  - d) System will check the authenticity of the Folio Number and PAN details or the share certificate number.
  - e) On successful verification, system will allow you to enter your Email ID and mobile number.
  - f) Enter your Email ID and mobile number.



- g) If PAN details are not available, the system will prompt the Shareholder to upload a self-attested copy of the PAN card.
- h) The system will then confirm the Email ID for the limited purpose of service of this AGM Notice.

After successful submission of the Email ID, NSDL will Email a copy of this AGM Notice along with the remote e-voting User ID and Password.

#### **Instructions for Shareholders for e-voting at the AGM:**

- I. The procedure for e-voting at the AGM is same as the instructions mentioned above for remote e-voting.
- II. As mentioned hereinabove, only those Shareholders, who will be present at the AGM through VC/ OAVM facility and who would not have not cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- III. Shareholders who have voted through remote e-voting will be eligible to attend the AGM and their presence shall be counted for the purpose of quorum, however such Shareholders shall not be entitled to cast their vote again at the AGM.

#### **General Guidelines for Shareholders**

- I. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. whereby their authorized representative has been appointed to attend the AGM on their behalf, to the Company, together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jhr@jhrasso.com](mailto:jhr@jhrasso.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an

event, you will need to go through the “*Forgot User Details/Password?*” or “*Physical User Reset Password?*” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

#### **Other Information:**

- (i) In case of any queries with respect to remote e-voting or e-voting at the AGM, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll free no.: 1800-222-990 or can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) / 022-24994545 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in) / 022-24994553.
- (ii) Those persons, who have acquired shares and have become members of the Company after the dispatch 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. Monday, 15th June, 2020 shall view the Notice of the 100th AGM on the Company's website or on the website of NSDL.  
  
Such persons may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.
- (iii) Voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, 15th June, 2020. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (iv) Every Client ID No./ Folio No. will have one vote, irrespective of number of joint holders.

**Scrutinizer's Report and Declaration of results**

- (i) The Scrutinizer shall, after the conclusion of e-voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (ii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nerolac.com](http://www.nerolac.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

**9. Attending the AGM through VC/OAVM:**

Instructions for Shareholders for attending the AGM through VC/OAVM:

- I. Shareholders are being provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-voting system. Shareholders may access the same at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under "shareholders/ members" login by using the remote e-voting credentials.
- II. The link for VC/ OAVM will be available in "shareholders/ members" login where the EVEN of Company will be displayed.
- III. Shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned hereinabove in the Notice, to avoid last minute rush. Further, Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.
- IV. As mentioned above, the Shareholders 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 necessary procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Shareholders on 'first come first serve' basis. Further, a facility will

be provided to the Shareholders attending the meeting through VC/ OAVM, whereby they can pose questions concurrently, during the proceeding of the meeting.

- V. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email ID mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [agm@nerolac.com](mailto:agm@nerolac.com) from Tuesday 16th June, 2020 (from 9.00 a.m.) to Thursday, 18th June, 2020 (upto 5.00 p.m.). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- VI. Please note that Shareholders 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 are also encouraged to join the Meeting through Laptops for better experience.
- VII. Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance in the meeting.
- VIII. Shareholders who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) / 022-24994545 or Mr. Sagar Ghosalkar, Assistant Manager-NSDL at [sagar\\_ghosalkar@nsdl.co.in](mailto:sagar_ghosalkar@nsdl.co.in) / 022-24994553.
10. The Shareholders who are holding shares in dematerialized form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their Email ID at the earliest, to enable the Company to use the same for serving documents to them electronically, hereafter. Shareholders holding shares in physical form may kindly provide their Email ID to the Registrar & Transfer Agent of the Company viz. TSR Darashaw Consultants Private Limited ("TSR Darashaw"), by sending an e-mail at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com). The support of the Shareholders for the 'Green initiative' is solicited.

**11. Dividend**

- (i) The Board of Directors has recommended for consideration of the Shareholders a dividend of ₹ 3.15 (315%) per Equity share of the nominal value of ₹ 1 each for the year ended 31st March, 2020.
- (ii) The Register of Members and Share Transfer books of the Company will remain closed from Tuesday, 16th June, 2020 to Monday, 22nd June, 2020 (both days inclusive), for the purpose of AGM and Dividend. The Dividend, if declared, will be payable on or after Saturday, 27th June, 2020, to those Shareholders whose names are registered as such in the Register of Members of the Company as on Monday, 15th June, 2020 and to the beneficiary holders as per the beneficiary list as on Monday, 15th June, 2020 provided by the NSDL and CDSL, subject to deduction of tax at source where applicable.
- (iii) Payment of Dividend through electronic means
  - (a) The Company provides the facility to the Shareholders for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). In view of the outbreak of the COVID-19 pandemic and resultant difficulties involved in dispatching of physical dividend warrants, Shareholders holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), along with their Folio Number, to the Company or TSR Darashaw. Shareholders holding shares in dematerialized form are requested to provide the said details to their respective Depository Participants.
  - (b) In line with the General Circular No. 20/ 2020 dated 5th May, 2020 issued by the MCA, in case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), the Company shall upon normalization of the postal services, dispatch the dividend warrant/ cheque to such shareholder by post.
  - (c) Shareholders holding shares in dematerialized form are hereby informed that bank particulars registered against

their respective depository accounts will be used by the Company for payment of dividend. The Company/ TSR Darashaw cannot act on any request received directly from the Shareholders holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Shareholders.

- (iv) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to the Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their PAN with the Company/ TSR Darashaw (in case of shares held in physical mode) and their respective Depository Participants (in case of shares held in dematerialized form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by Email to [csg-exemptforms@tsrdarashaw.com](mailto:csg-exemptforms@tsrdarashaw.com) by 15th June, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Resident shareholders who are eligible for deduction of TDS at a concessional or Nil rate as per Section 197 of the Income-tax Act, 1961, can submit the certificate/letter issued by the Assessing Officer, to avail the benefit of lower rate of deduction or non-deduction of tax at source by Email to [csg-exemptforms@tsrdarashaw.com](mailto:csg-exemptforms@tsrdarashaw.com) by 15th June, 2020.

Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an Email to [csg-exemptforms@tsrdarashaw.com](mailto:csg-exemptforms@tsrdarashaw.com). The aforesaid declarations and documents need to be submitted by the Shareholders by 15th June, 2020.

- (v) In terms of the provisions of Sections 124 and 125 of the Act, dividend which remains unpaid/ unclaimed for a period of 7 (seven)

years from the date of declaration is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Accordingly, the unpaid/unclaimed dividend for the financial year 2011-12, has been transferred by the Company to the IEPF. Those Shareholders who have not encashed their dividends for the financial year 2012-13 are requested to lodge their claims in that regard with the Company or TSR Darashaw.

Further, in terms of the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), Equity Shares, in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of declaration, are also required to be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority pursuant to the IEPF Rules. Accordingly, in compliance with the aforesaid Rules, the Company has already transferred equity shares on which dividend remained unclaimed for 7 (seven) consecutive years starting from the financial year 2011-12 to the IEPF Suspense Account, after providing necessary intimations to the relevant Shareholders. Further, all equity shares of the Company on which dividend has not been paid or claimed for 7 (seven) consecutive years or more, shall be transferred by the Company to the IEPF from time to time.

Details of unpaid / unclaimed dividend and equity shares transferred to IEPF upto the financial year 2011-12 are uploaded on the website of the Company as well as that of the Ministry of Corporate Affairs, Government of India ("MCA"). No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF and IEPF Suspense Account, respectively, pursuant to the IEPF Rules. Shareholders can however claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making an online application in web Form No. IEPF-5, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in).

12. At the 99th AGM of the Company, held on 21st June, 2019, the Shareholders approved appointment of S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) as 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. Details of the remuneration paid to S R B C & CO LLP, Chartered Accountants, Statutory Auditors, during Financial Year 2019-20 are disclosed in the Financial Statements of the Company, which are part of the Annual Report of the Company.

13. In terms of the provisions of Regulation 40 of SEBI Listing Regulations and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. In view of the same, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/ TSR Darashaw.
15. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form and to the Company/ TSR Darashaw in case the shares are held by them in physical form.
16. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Shareholders holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the Shareholders holding shares in physical form, are requested to submit the said details to the Company or TSR Darashaw.
17. Shareholders are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or the TSR Darashaw.
18. Since the AGM will be held through Video Conferencing or Other Audio Visual Means, route map of venue of the AGM and admission slip is not attached to this Notice.



## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 4

In accordance with the Companies (Cost Records and Audit Rules) 2014, read with the Companies (Cost Records and Audit) Amendment Rules, 2016, the Company is required to conduct cost audit of its cost records pertaining to the products falling under the product categories – Organic & Inorganic Chemicals, Ores & Mineral Products, Plastics & Polymers and Rubbers & Allied Products or any other products required by the law, for the year ending 31st March, 2021. The products of the Company covered under the aforesaid categories are different types of thinners, floor coating products, powder coating products & hardeners and Construction Chemicals.

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has approved the appointment of D. C. Dave & Co., Cost Accountants as the Cost Auditor for the aforesaid product categories for the financial year 2020-21 on the same remuneration as was approved for the previous year i.e. ₹ 2,50,000 plus GST and out of pocket expenses.

D. C. Dave & Co., has also conveyed its willingness to act as cost auditor of the Company for the year ending 31st March, 2021. The eligibility and consent letter will be available for inspection of the Shareholders through electronic mode. Shareholders may write to the Company at [agm@nerolac.com](mailto:agm@nerolac.com) in that regard, by mentioning “Request for Inspection” in the subject of the Email.

In terms of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration recommended by the Audit Committee for the Cost Auditor and approved by the Board of Directors is required to be ratified subsequently by the Shareholders. Hence, the Ordinary Resolution set out in Item no. 4 of the Notice seeks approval of the Shareholders for the same.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution.

The Board recommends ratification of the remuneration of the Cost Auditor, D. C. Dave & Co. (Firm Registration No. 000611), Cost Accountants, as recommended by the Audit Committee and approved by the Board of Directors, as set out in Item no. 4 of the Notice, for approval of the Shareholders.

### ITEM NO. 5

Pursuant to Section 161(4) of the Companies Act, 2013 (“Act”) read with Article 114 of the Articles of Association of the Company, the Board of Directors of the Company (“Board”) had, on recommendation of the Nomination and Remuneration Committee of the Board, appointed Mr. Hitoshi Nishibayashi as a Director of the Company with

effect from 29th July, 2019, in the casual vacancy caused by the resignation of Mr. Katsuhiko Kato.

Pursuant to the provisions of Section 161 of the Act, the appointment of Mr. Nishibayashi shall be approved by the Shareholders at the ensuing Annual General Meeting.

Considering his knowledge and rich experience in the field of paint industry including his association with our Company as a Non-Executive Director for a period of about 4 years during 2010 to 2014 as a nominee of Kansai Paint Co. Ltd., Japan, the promoter of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board has recommended the appointment of Mr. Hitoshi Nishibayashi as a Non-Executive Director of the Company, liable to retire by rotation, subject however to the approval of Shareholders of the Company.

The Company has received a notice in writing as per the provisions of Section 160 of the Act, to propose the candidature of Mr. Nishibayashi for the office of the Non-Executive Director, to be appointed as such under the provisions the Act.

Accordingly, it is proposed to appoint Mr. Nishibayashi as Non-Executive Director of the Company and the Ordinary Resolution as set out in Item no. 5 of the Notice seeks approval of the Shareholders for the same.

A brief resume of Mr. Nishibayashi is provided in the annexure to the Notice.

Mr. Hitoshi Nishibayashi and his relatives can be considered to be concerned or interested in the proposed Ordinary Resolution, as set out in Item no. 5, to the extent it relates to the appointment of Mr. Nishibayashi.

Also, Mr. Takahara and Mr. Tomioka being the nominees of Kansai Paint Co. Ltd., Japan, the promoter of the Company, can be considered to be concerned or interested in the proposed Ordinary Resolution, as set out in Item no. 5, to the extent it relates to the appointment of a fellow nominee of Kansai Paint Co. Ltd., Japan.

None of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution, as set out in Item no. 5.

The Board recommends the appointment of Mr. Hitoshi Nishibayashi as a Non-Executive Director of the Company, as set out in Item no. 5 of the Notice, for approval of the Shareholders.

### ITEM NO. 6

Pursuant to Section 161(4) of the Companies Act, 2013 (“Act”) read with Article 114 of the Articles of Association of the Company, the Board of Directors of the Company (“Board”) had, on recommendation of the Nomination and Remuneration Committee of the Board, appointed Mr. Shigeki Takahara as a Director of the Company with effect from 7th May, 2020, in the casual vacancy caused by the resignation of Mr. Hidenori Furukawa.



Pursuant to the provisions of Section 161 of the Act, the appointment of Mr. Takahara shall be approved by the Shareholders at the ensuing Annual General Meeting.

Considering his knowledge and rich experience in the field of finance and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board has recommended the appointment of Mr. Shigeki Takahara as a Non-Executive Director of the Company, liable to retire by rotation, subject however to the approval of Shareholders of the Company.

The Company has received a notice in writing as per the provisions of Section 160 of the Act, to propose the candidature of Mr. Takahara for the office of the Non-Executive Director, to be appointed as such under the provisions the Act.

Accordingly, it is proposed to appoint Mr. Takahara as a Non-Executive Director of the Company and Ordinary Resolution as set out in Item no. 6 of the Notice seeks approval of the Shareholders for the same.

A brief resume of Mr. Takahara is provided in the annexure to the Notice.

Mr. Shigeki Takahara and his relatives can be considered to be concerned or interested in the proposed Ordinary Resolution, as set out in Item no. 6, to the extent it relates to the appointment of Mr. Takahara.

Also, Mr. Nishibayashi and Mr. Tomioka being the nominees of Kansai Paint Co. Ltd., Japan, the promoter of the Company, can be considered to be concerned or interested in the proposed Ordinary Resolution, as set out in Item no. 6, to the extent it relates to the appointment of a fellow nominee of Kansai Paint Co. Ltd., Japan.

None of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution, as set out in Item no. 6.

The Board recommends the appointment of Mr. Shigeki Takahara as a Non-Executive Director of the Company, as set out in Item no. 6 of the Notice, for approval of the Shareholders.

## ITEM NO. 7

Pursuant to Section 161(4) of the Companies Act, 2013 ("Act") read with Article 114 of the Articles of Association of the Company, the Board of Directors of the Company ("Board") had, on recommendation of the Nomination and Remuneration Committee of the Board, appointed Mr. Takashi Tomioka as a Director of the Company with effect from 7th May, 2020, in the casual vacancy caused by the resignation of Mr. Hideshi Hasebe (who was appointed as a Director to fill in the casual vacancy created by the resignation of Mr. Masaru Tanaka).

Pursuant to the provisions of Section 161 of the Act, the appointment of Mr. Tomioka shall be approved by the Shareholders at the ensuing Annual General Meeting.

Considering his knowledge and rich experience in the field of paint industry and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board has recommended the appointment of Mr. Takashi Tomioka as a Non-Executive Director of the Company, liable to retire by rotation, subject however to the approval of Shareholders of the Company.

The Company has received a notice in writing as per the provisions of Section 160 of the Act, to propose the candidature of Mr. Tomioka, for the office of the Non-Executive Director, to be appointed as such under the provisions the Act.

Accordingly, it is proposed to appoint Mr. Tomioka as a Non-Executive Director of the Company and Ordinary Resolution as set out in Item no. 7 of the Notice seeks approval of the Shareholders for the same.

A brief resume of Mr. Tomioka is provided in the annexure to the Notice.

Mr. Takashi Tomioka and his relatives can be considered to be concerned or interested in the proposed Ordinary Resolution, as set out in Item no. 7, to the extent it relates to the appointment of Mr. Tomioka.

Also, Mr. Nishibayashi and Mr. Takahara being the nominees of Kansai Paint Co. Ltd., Japan, the promoter of the Company, can be considered to be concerned or interested in the proposed Ordinary Resolution, as set out in Item no. 7, to the extent it relates to the appointment of a fellow nominee of Kansai Paint Co. Ltd., Japan.

None of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution, as set out in Item no. 7.

The Board recommends the appointment of Mr. Takashi Tomioka as Non-Executive Director of the Company, as set out in Item no. 7 of the Notice, for approval of the Shareholders.

## ITEM NO. 8

The Shareholders of the Company, by virtue of resolution passed through Postal Ballot conducted in February-March 2015 (results of which were announced on 16th March, 2015), had approved the appointment of Mr. Pradip Panalal Shah as an Independent Director of the Company, for a period of 5 (five) years from 30th January, 2015 to 29th January, 2020.

Considering his knowledge and rich experience in the field of business strategy and finance, performance evaluation based on his contribution to the Board during his tenure and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board approved the re-appointment of Mr. Pradip Panalal Shah as an Independent Director of the Company, for a period of 5 (five) years with effect from 30th January, 2020 upto and including 29th January, 2025, subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the

opinion of the Board, Mr. Shah fulfils the conditions specified in the Companies Act, 2013 ("Act") read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for being re-appointed as an Independent Director of the Company and he is independent of the management.

The Company has received a notice in writing as per the provisions of Section 160 of the Act, to propose the candidature of Mr. Shah, for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act and Regulation 17 of SEBI Listing Regulations. Mr. Shah has provided (a) his consent to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (b) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under 164(2) of the Act and (c) a declaration to the effect that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under SEBI Listing Regulations. Accordingly, it is proposed to re-appoint him as an Independent Director of the Company, as per the provisions of Section 149 of the Act and SEBI Listing Regulations and the Special Resolution set out in Item no. 8 of the Notice seeks approval of the Shareholders for the same.

A brief resume of Mr. Shah is provided in the annexure to the Notice.

A copy of the draft letter of appointment setting out the terms and conditions will be available for inspection of the Shareholders through electronic mode. Shareholders may write to the Company at [agm@nerolac.com](mailto:agm@nerolac.com) in that regard, by mentioning "Request for Inspection" in the subject of the Email.

Other than Mr. Shah and his relatives, none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, as set out in Item no. 8.

The Board recommends the re-appointment of Mr. Pradip Panalal Shah as an Independent Director of the Company, as set out in Item no. 8 of the Notice, for approval of the Shareholders.

## ITEM NO. 9

The Shareholders of the Company, by virtue of resolution passed through Postal Ballot conducted in February-March 2015 (results of which were announced on 16th March, 2015), had approved the appointment of Mr. Noel Naval Tata as an Independent Director of the Company, for a period of 5 (five) years from 30th January, 2015 to 29th January, 2020.

Considering his knowledge and rich experience in the field of business strategy and management, performance evaluation based on his contribution to the Board during his tenure and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board approved the re-appointment of Mr. Noel Naval Tata as an Independent Director of the Company, for a period of 5 (five) years with effect from 30th January, 2020 upto and including 29th January, 2025, subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the opinion of the Board, Mr. Tata fulfils the conditions specified in the Companies Act, 2013 ("Act") read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for being re-appointed as an Independent Director of the Company and he is independent of the management.

The Company has received a notice in writing as per the provisions of Section 160 of the Act, to propose the candidature of Mr. Tata, for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act and Regulation 17 of SEBI Listing Regulations. Mr. Tata has provided (a) his consent to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (b) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under 164(2) of the Act and (c) a declaration to the effect that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under SEBI Listing Regulations. Accordingly, it is proposed to re-appoint him as an Independent Director of the Company, as per the provisions of Section 149 of the Act and SEBI Listing Regulations and the Special Resolution set out in Item no. 9 of the Notice seeks approval of the Shareholders for the same.

A brief resume of Mr. Tata is provided in the annexure to the Notice.

A copy of the draft letter of appointment setting out the terms and conditions will be available for inspection of the Shareholders through electronic mode. Shareholders may write to the Company at [agm@nerolac.com](mailto:agm@nerolac.com) in that regard, by mentioning "Request for Inspection" in the subject of the Email.

Other than Mr. Tata and his relatives, none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, as set out in Item no. 9.

The Board recommends the re-appointment of Mr. Noel Naval Tata as an Independent Director of the Company, as set out in Item no. 9 of the Notice, for approval of the Shareholders.

**ITEM NO. 10**

Pursuant to applicable provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the Articles of Association of the Company, the Board of Directors of the Company ("Board") had, on recommendation of the Nomination and Remuneration Committee of the Board, appointed Ms. Sonia Singh as Additional Director of the Company with effect from 29th July, 2019, to hold office for a term of 3 (three) years, subject to the approval of Shareholders of the Company. Pursuant to the provisions of Section 161 of the Act, Ms. Singh will hold office upto the date of the ensuing Annual General Meeting.

The Company has received notice in writing as per the provisions of Section 160 of the Act, to propose the candidature of Ms. Singh, for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act and Regulation 17 of SEBI Listing Regulations. Ms. Singh has provided (a) her consent to act as a Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (b) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under 164 (2) of the Act and (c) a declaration to the effect that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under SEBI Listing Regulations.

Considering the rich experience and vast knowledge of Ms. Singh in the field of brand strategy, sales and marketing, her presence on the Board will be valuable to the Company. Further, in the opinion of the Board, Ms. Singh fulfils the conditions specified in the Act, read with the rules

made thereunder and SEBI Listing Regulations for being appointed as an Independent Director of the Company and she is independent of the management. It is proposed to appoint her as an Independent Director of the Company, as per the provisions of Section 149 of the Act and SEBI Listing Regulations. Hence, the Ordinary Resolution set out in Item no. 10 of the Notice seeks approval of the Shareholders for the same.

A brief resume of Ms. Singh is provided in the annexure to the Notice.

A copy of the draft letter of appointment setting out the terms and conditions will be available for inspection of the Shareholders through electronic mode. Shareholders may write to the Company at [agm@nerolac.com](mailto:agm@nerolac.com) in that regard, by mentioning "Request for Inspection" in the subject of the Email.

Other than Ms. Singh and her relatives, none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution, as set out in Item No. 10.

The Board recommends appointment of Ms. Sonia Singh as an Independent Director of the Company, as set out in Item no. 10 of the Notice, for approval of the Shareholders.

For and on behalf of the Board

**P. P. Shah**  
*Chairman*

Mumbai, 6th May, 2020

## Annexure to the Notice

**Details of the directors seeking appointment / re-appointment in the 100th Annual General Meeting, as set out in Item nos. 3, 5, 6, 7, 8, 9 and 10 of this Notice, in terms of Regulations 26(4) and 36(3) of the Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of Secretarial Standard-2 on General Meetings**

| Name of Director   | Mr. Anuj Jain  | Mr. Hitoshi Nishibayashi*  | Mr. Shigeki Takahara*  | Mr. Takashi Tomioka*   |
|--|--|--|--|--|
| Director Identification Number   | 08091524   | 03169150   | 08736626   | 08736654   |
| Age  | 51 years   | 56 years   | 61 years   | 47 years   |
| Qualifications and experience  | Mr. Anuj Jain is B.Sc., MMS (Marketing) and was Director – Decorative and Industrial Sales & Marketing of the Company prior to his appointment as a Whole-time Director. He is designated as Executive Director. | Mr. Hitoshi Nishibayashi is a graduate from Osaka University of Foreign Studies, Faculty of English studies. He joined Kansai Paint Co. Ltd., Japan (“KPJ”) in April 1987. He has worked in various divisions of KPJ and is presently an executive officer at Corporate Business Development Division of KPJ as well as a general manager at International division. He was associated with the Company in the capacity of a Non-Executive Director, for a period of about 4 years, during 2010 to 2014. | Mr. Shigeki Takahara graduated from Kobe University of Commerce, Faculty of Commerce and Economics. He worked with SSP Co., Ltd., MISUMI Group Inc., Pfizer Japan Inc. before joining Kansai Paint Co. Ltd., Japan (“KPJ”) in April 2020. He is presently a Managing Executive Officer of KPJ as well as General Manager of Corporate Planning & Finance Division. | Mr. Takashi Tomioka graduated from Tokyo Gakugei University, Faculty of Education. He has worked in various divisions of Kansai Paint Co. Ltd., Japan and is presently a general manager of Corporate Planning Office. |
| Date of First Appointment  | 1st April, 2018  | 29th July, 2019  | 7th May, 2020  | 7th May, 2020  |
| Directorships held in other public companies (excluding this Company, foreign companies and Section 8 companies) | Nil  | Nil  | Nil  | Nil  |
| Memberships / Chairmanships of committees of other public companies #  | Nil  | Nil  | Nil  | Nil  |
| Shareholding in the Company as on 31st March, 2020   | 13,560 Equity Shares   | Nil*   | Nil*   | Nil*   |

### Notes:

- \* Mr. Nishibayashi, Mr. Takahara and Mr. Tomioka are nominees of Kansai Paint Co. Ltd., Japan and they do not hold any share in their personal capacity.
- # In terms of the provisions of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/ Chairmanships in only two committees viz. Audit Committee and Stakeholders Relationship Committee (known by whichever name) are considered.

For other details such as the number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Report on Corporate Governance which is a part of this Annual Report.

| Name of Director   | Mr. Pradip Panalal Shah  | Mr. Noel Naval Tata   | Ms. Sonia Singh  |
|--|--|---|--|
| Director Identification Number   | 00066242   | 00024713  | 07108778   |
| Age  | 67 years   | 63 years  | 55 years   |
| Qualifications and experience  | Mr. Pradip Shah is a qualified Cost Accountant and ranked first in India in the Chartered Accountancy examinations. Mr. Shah also holds an MBA from Harvard Business School. He was the founder Managing Director of Credit Rating Information Services of India Limited (CRISIL), India's first and largest credit rating agency. Prior to founding CRISIL, Mr. Shah assisted in founding Housing Development Finance Corporation (HDFC) in 1977. Mr. Shah also served as a consultant to USAID, the World Bank and the Asian Development Bank. Mr. Shah started IndAsia, a corporate finance and private equity advisory business in April 1998. Prior to starting IndAsia, he helped establish the Indocean Fund in 1994. Mr. Shah has written a number of articles and given talks in India and abroad on credit rating, housing finance, capital markets, venture capital and other subjects. Besides our Company, he is a director of other reputed companies. | Mr. Noel Tata is a graduate of Sussex University (UK) and INSEAD. He is the Managing Director of Tata International Limited, Chairman of Trent Ltd. and is also the Chairman/director of various Tata companies.          | Ms. Sonia Singh is B.A. (Economics) from Hindu College, Delhi and is an alumnus of Faculty of Management Studies, Delhi, from where she attained her MBA. She has an experience of over 30 years with rich experience in creating new categories, new brands, and new functions and capabilities. Passionate about brands - crafting, building, sharpening, growing and developing, she brings in a track record of strong delivery, of creating things from scratch, of being a catalyst and of breaking paradigms. She led a variety of roles during her stints in Lakme and Hindustan Unilever Limited. She also has overseas experience with companies like Nokia, Pepsi, Friesland Foods, Heineken etc. She was also a Guest lecturer at the University of Warsaw for the executive MBA program through the University of Illinois USA and the Chartered Institute of Marketing, Warsaw. Ms. Singh has been an Independent Brand Strategist and at present, she is an Independent Director on the Board of Directors of Trent Limited, Axis Asset Management Company Limited and J. K. Helene Curtis Limited. |
| Date of First Appointment  | 30th January, 2007 (appointed as an Independent Director with effect from 30th January, 2015, in terms of the Companies Act, 2013) ^   | 27th October, 2007 (appointed as an Independent Director with effect from 30th January, 2015, in terms of the Companies Act, 2013) ^  | 29th July, 2019  |
| Directorships held in other public companies (excluding this Company, foreign companies and Section 8 companies) | <ol style="list-style-type: none"> <li>1. Pfizer Limited</li> <li>2. KSB Limited</li> <li>3. BASF India Limited</li> <li>4. Bajaj Auto Limited</li> <li>5. Bajaj Holdings &amp; Investment Limited</li> <li>6. Sonata Software Limited</li> <li>7. Godrej and Boyce Manufacturing Company Limited</li> <li>8. Kancor Ingredients Limited</li> </ol>  | <ol style="list-style-type: none"> <li>1. Trent Limited</li> <li>2. Voltas Limited</li> <li>3. Tata Investment Corporation Limited</li> <li>4. Titan Company Limited</li> <li>5. Tata International Limited</li> </ol>    | <ol style="list-style-type: none"> <li>1. Trent Limited</li> <li>2. J. K. Helene Curtis Limited</li> <li>3. Axis Asset Management Company Limited</li> </ol>   |
| Memberships / Chairmanships of committees of other public companies #  | Chairmanships- Audit Committee : <ol style="list-style-type: none"> <li>1. Sonata Software Limited</li> <li>2. Bajaj Holdings &amp; Investment Limited</li> </ol> Memberships - Audit Committee : <ol style="list-style-type: none"> <li>1. BASF India Limited</li> <li>2. Kancor Ingredients Limited</li> <li>3. KSB Limited</li> <li>4. Pfizer Limited</li> </ol>  | Chairmanships-Shareholders Relationship Committee: <ol style="list-style-type: none"> <li>1. Voltas Limited</li> </ol> Memberships - Audit Committee : <ol style="list-style-type: none"> <li>1. Trent Limited</li> </ol> | Nil  |
| Shareholding in the Company as on 31st March, 2020   | Nil  | Nil   | Nil  |

**Notes:**

^ Mr. Shah and Mr. Tata were appointed as Independent Directors of the Company with effect from 30th January, 2015, pursuant to Section 149 of the Companies Act, 2013 read with General Circular No. 14/2014 dated 9th June, 2014 issued by the Ministry of Corporate Affairs.

# In terms of the provisions of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/ Chairmanships in only two committees viz. Audit Committee and Stakeholders Relationship Committee (known by whichever name) are considered.

For other details such as the number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Report on Corporate Governance which is a part of this Annual Report.