

June 7, 2019

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| 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 |
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Sub.: Addendum to the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to the Notice of the Ninety-Ninth Annual General Meeting of Kansai Nerolac Paints Limited (“Company”) to be held on Friday, June 21, 2019

- Ref.: 1. Regulation 30 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,

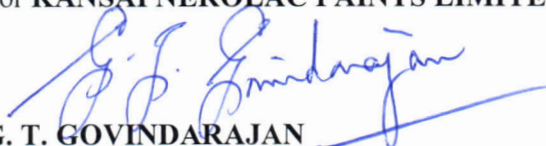
The addendum to the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to the notice of the Ninety-Ninth Annual General Meeting of the Company to be held on Friday, June 21, 2019, is enclosed herewith for your reference.

The same is also being separately sent to the shareholders of the Company, vide permitted modes of service.

This is for your information and record.

Yours faithfully,

For **KANSAI NEROLAC PAINTS LIMITED**


G. T. GOVINDARAJAN
COMPANY SECRETARY



Encl.: as above



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

Tel : +91-22-24934001 • Fax : +91-22-24936296 • Website: www.nerolac.com

Investors Relations e-mail ID : investor@nerolac.com • Corporate Identity Number (CIN) : L24202MH1920PLC000825

ADDENDUM TO THE EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE NINETY-NINTH ANNUAL GENERAL MEETING OF KANSAI NEROLAC PAINTS LIMITED TO BE HELD ON FRIDAY, 21ST JUNE, 2019 AT 11.00 A.M.

The following is to be considered as an addition, to be read as paragraph 4 of the Explanatory Statement under Section 102 of the Companies Act, 2013, relating to Item No. 5 of the Notice of the Ninety-Ninth Annual General Meeting of Kansai Nerolac Paints Limited, to be held on 21st June, 2019 ("99th AGM"):

"S R B C & CO LLP, Chartered Accountants, proposed to be appointed as the Statutory Auditors, is a reputed firm with wide industry experience. The Firm was established in the year 2002 and is a limited liability partnership firm ("LLP") incorporated in India. The Audit Firm has valid Peer Review certificate and is part of S. R. Batliboi & Affiliates network of audit firms. It is primarily engaged in providing audit and assurance services to its clients. The annual fees proposed to be paid to them, as recommended by the Audit Committee and approved by the Board of Directors, is Rs. 41.0 Lakhs for the existing scope of work of the retiring auditors, plus additional fees of Rs. 9.0 Lakhs towards additional scope of work with respect to quarterly consolidation of accounts, which has become mandatory from Financial Year 2019-20 under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The fees proposed are excluding out-of-pocket expenses and Goods and Service Tax (GST) as applicable. The fees could be revised by the Board of Directors on the recommendations of the Audit Committee, as and when necessitated. There is no material change in the fees proposed to be paid to S R B C & CO LLP, compared to the fees paid to the retiring auditors, B S R & Co. LLP."

This Addendum to Explanatory Statement to the Notice of the 99th AGM shall form an integral part of the Notice dated 2nd May, 2019 circulated to the Members of the Company and shall also be available on the Company's website www.nerolac.com and on the CDSL's e-voting website www.evotingindia.com. It shall also be available at the Registered Office of the Company during business hours on any working day, except Saturday.

Members are requested to read the Notice of the 99th AGM alongwith this Addendum while casting the vote on resolution proposed in Item No. 5 of the Notice of the 99th AGM.

For **KANSAI NEROLAC PAINTS LIMITED**

A handwritten signature in blue ink, appearing to read 'G. T. Govindarajan', is written over a blue circular stamp.

G. T. GOVINDARAJAN
COMPANY SECRETARY

Mumbai, 7th June, 2019

