

October 20, 2020

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| <p>1. Corporate Relationship Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.</p> | <p>2. Manager – Listing
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051.</p> |
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Sub.: Proceedings and Voting Results of the National Company Law Tribunal Convened Meeting of Equity Shareholders of Kansai Nerolac Paints Limited held on October 20, 2020 at 12.00 p.m. (IST)

- Ref.: 1. Regulation 30 and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**
2. Scrip Codes: BSE - 500165, NSE - KANSAINER

Dear Sirs,

This is to inform you that the National Company Law Tribunal convened Meeting of Equity Shareholders of Kansai Nerolac Paints Limited (“Company”) was held today i.e. Tuesday, October 20, 2020, through Video Conferencing/ Other Audio Visual Means, without the physical presence of the Shareholders at a common venue. This is pursuant to an Order dated 21st February, 2020, in Company Scheme Application No. 4110 of 2019 read with the Order dated 4th September, 2020 and 18th September, 2020, in Company Application No. 1023 of 2020 passed by the National Company Law Tribunal, Mumbai Bench. The meeting was held in compliance with the said Orders 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.

The said meeting commenced at 12.00 p.m. and concluded at 1.00 p.m.

The following agenda was considered, for which the meeting was convened and approved by the shareholders through remote e-voting system (e-voting from a place other than venue of the said meeting) (“remote e-voting”) as well as e-voting during the proceeding of the said meeting (“e-voting at the meeting”):

Sr. No.	Agenda taken up	Requisite Majority	Method of Voting
1.	Approval of the Scheme of Merger by Absorption amongst Marpol Private Limited, Perma Construction Aids Private Limited (wholly-owned subsidiaries), with Kansai Nerolac Paints Limited on a going concern basis under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.	Majority of Equity Shareholders representing three-fourths in value	Remote e-voting and e-voting at the AGM

The resolution as set out in the Notice of the said meeting was duly approved by the Equity Shareholders, with requisite majority.

Details of the results of remote e-voting and e-voting at the meeting of Equity Shareholders of the Company is 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.

Mr. J. H. Ranade, Partner of JHR & Associates, Company Secretaries in Practice was the Scrutinizer to scrutinize the remote e-voting and the e-voting at the National Company Law Tribunal Convened Meeting. The Scrutinizer's report dated October 20, 2020, 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 e-voting at the meeting is enclosed as **Annexure B**.

Please take the above submission on record.

For **KANSAI NEROLAC PAINTS LIMITED**

G. T. GOVINDARAJAN
COMPANY SECRETARY

Encl: As above

Kansai Nerolac Paints Limited								
Resolution required:		Approval of the Scheme of Merger by Absorption amongst Marpol Private Limited, Perma Construction Aids Private Limited (wholly-owned subsidiaries), with Kansai Nerolac Paints Limited on a going concern basis under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The Resolution was passed by the Shareholders at the NCLT convened meeting of Equity Shareholders of the Company on 20th October, 2020 by majority as required under Sec. 230(6) of the Companies Act, 2013.						
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	40,41,35,898	100.00	40,41,35,898	0	100.00	0.00
	Poll (i.e. E-voting at the AGM)		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.
	Total	40,41,35,898	40,41,35,898	100.00	40,41,35,898	0	100.00	0.00
Public- Institutions	Remote E-Voting	8,73,09,232	6,09,80,684	69.84	6,09,80,684	0	100.00	0.00
	Poll (i.e. E-voting at the AGM)		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.
	Total	8,73,09,232	6,09,80,684	69.84	6,09,80,684	0	100.00	0.00
Public- Non Institutions	Remote E-Voting	4,74,74,590	1,36,634	0.29	1,15,502	21132	84.53	15.47
	Poll (i.e. E-voting at the AGM)		-	0.00	-	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4,74,74,590	1,36,634	0.29	1,15,502	21132	84.53	15.47
Total		53,89,19,720	46,52,53,216	86.33	46,52,32,084	21132	99.9955	0.0045

301, Sai-Krupa Co-operative Housing Society,
B-Cabin, Shivaji Nagar, Opp. Anandashram Society,
Sane Guruji Path, Naupada, Thane (W) 400 602.
Contact us at : 022-2544 2434, +91 89764 42434
info@jhrasso.com | jhranade24@gmail.com



JHR & Associates

Company Secretaries

CONSOLIDATED SCRUTINIZER'S REPORT

To, Mr. Pradip Panalal Shah

The Chairman of Meeting of the Equity shareholders of Kansai Nerolac Paints Limited convened by the Hon'ble National Company Law Tribunal, Mumbai Bench pursuant to the order dated 21st February, 2020, in Company Scheme Application No. 4110 of 2019 read with the orders dated 4th September, 2020 and 18th September 2020 in Company Application No. 1023 of 2020 for the purpose of approving the Scheme of Merger by Absorption amongst Marpol Private Limited and Perma Construction Aids Private Limited ('wholly owned subsidiaries') with Kansai Nerolac Paints Limited.

Dear Sir,

I, J. H. Ranade, Partner of JHR & Associates, Practicing Company Secretaries Thane, was appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') as the Scrutinizer at the NCLT convened Meeting of the Equity shareholders of Kansai Nerolac Paints Limited held on Tuesday, 20th October, 2020 ('the meeting') to scrutinize the remote e-voting and e-voting at the meeting.

My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and make Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolution contained in the notice of the meeting. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder and also the directions of NCLT relating to voting on the resolutions contained in the notice of the meeting.

The Company had provided the facility of remote e-voting to all the eligible shareholders and the facility of e-voting at the meeting to those eligible shareholders who attended the meeting through VC /OAVM and have not voted earlier through remote e-voting.

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

- i. The Equity shareholders of the Company as on the "cut-off" date i.e. Tuesday, 13th October, 2020 were entitled to vote on the resolution as set out in the notice.



- ii. The remote e-voting period commenced on Friday, 16th October, 2020 at 9.00 a.m. (IST) and ended on Monday, 19th October, 2020 at 5.00 p.m. (IST).
- iii. On Monday, 19th October, 2020 after the end of the remote e-voting period, a limited information report containing information such as folio number, name and number of shares held etc. except votes cast by the members who voted through remote e-voting was generated from the portal of National Securities Depository Limited ('NSDL').
- iv. After the conclusion of the business of the meeting, the facility of e-voting at the meeting was kept open for fifteen (15) minutes.
- v. After the closure of e-voting at the meeting, the votes cast through e-voting at the meeting and through remote e-voting were unblocked in the presence of two witnesses, Ms. Gauri Godbole and Mr. Sohan Ranade who are not in the employment of the Company and have signed below in the confirmation.



Ms. Gauri Godbole



Mr. Sohan Ranade

- vi. During the process of scrutiny, I did not find any invalid vote.

Based on the consolidated report of remote e-voting and e-voting at the meeting generated from the portal of NSDL, the result of the voting at the meeting is as under:-



Resolution No. 1

Approval of the Scheme of Merger by Absorption amongst Marpol Private Limited, Perma Construction Aids Private Limited (wholly-owned subsidiaries), with Kansai Nerolac Paints Limited on a going concern basis under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Voted in favour of the resolution:

Type of Voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	245	46,52,28,867	99.9955
E-voting at the meeting	13	3,217	100.0000
Total	258	46,52,32,084	99.9955

Voted against the resolution:

Type of Voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	8	21,132	0.0045
E-voting at the meeting	0	0	0.0000
Total	8	21,132	0.0045

Abstained / Less voted:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	1	33,091
E-voting at the meeting	0	0
Total	1	33,091

The resolution was passed with requisite majority.



301, Sai-Krupa Co-operative Housing Society,
B-Cabin, Shivaji Nagar, Opp. Anandashram Society,
Sane Guruji Path, Naupada, Thane (W) 400 602.
Contact us at : 022-2544 2434, +91 89764 42434
info@jhrasso.com | jhranade24@gmail.com



JHR & Associates

Company Secretaries

*Percentage beyond 4 decimal points ignored under Rounding off.

JHR & Associates
Company Secretaries



A handwritten signature in black ink, appearing to read 'Ranade'.

J. H. Ranade
Partner

(FCS: 4317, CP:2520)

Date: 20th October 2020

Place: Thane

UDIN: F004317B001008342

A handwritten signature in black ink, appearing to read 'G. T. Govindarajan'.

Mr. G. T. Govindarajan

Company Secretary

(Authorised by the Chairman of the meeting)