

June 22, 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 100th Annual General Meeting of Kansai Nerolac Paints Limited

- 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 100th Annual General Meeting of Kansai Nerolac Paints Limited (“Company”) was held today i.e. Monday, June 22, 2020, through Video Conferencing/ Other Audio Visual Means, without the physical presence of the Shareholders at a common venue (“said AGM”). This is 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

The said AGM commenced at 12 noon and concluded at 1.51 p.m.

Following items forming part of the Notice for the said AGM, were considered and approved by the shareholders through 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”) :

Sr. No.	Agenda proposed to be taken up	Type of Resolution	Method of Voting
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	Remote e-voting and e-voting at the AGM
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	Remote e-voting and e-voting at the AGM
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	Remote e-voting and e-voting at the AGM

Sr. No.	Agenda proposed to be taken up	Type of Resolution	Method of Voting
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	Remote e-voting and e-voting at the AGM
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	Remote e-voting and e-voting at the AGM
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	Remote e-voting and e-voting at the AGM
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	Remote e-voting and e-voting at the AGM
8.	Re-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	Remote e-voting and e-voting at the AGM
9.	Re-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	Remote e-voting and e-voting at the AGM
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	Remote e-voting and e-voting at the AGM

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

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

The Consolidated Scrutinizer's report dated June 22, 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 AGM is enclosed as **Annexure B**.

Further, please note that as required under Regulation 34 of the SEBI Listing Regulations, the Annual Report of the Company for the Financial Year 2019-20 and the Notice of the said AGM, has already been submitted with the Stock Exchanges on May 29, 2020.

Please take the above submission on record.

For **KANSAI NEROLAC PAINTS LIMITED**

G. T. GOVINDARAJAN
COMPANY SECRETARY

Encl: As above

Kansai Nerolac Paints Limited

Date of the Annual General Meeting :	June 22, 2020
Total number of shareholders on record date (i.e. the Cut-off Date) :	58,792
No. of shareholders present in the meeting either in person or through authorized representatives or through proxy:	-
· Promoter and Promoter Group:	-
· Public:	-
No. of shareholders attended the meeting through Video Conferencing :	90
· Promoter and Promoter Group:	1
· Public:	89

Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			Resolution No. 1 Adoption of 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 - Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	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	8,64,32,510	5,33,34,162	61.71	5,33,34,162	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	8,64,32,510	5,33,34,162	61.71	5,33,34,162	0	100.00	0.00
Public- Non Institutions	Remote E-Voting	4,83,51,312	1,44,438	0.30	1,44,438	0	100.00	0.00
	Poll (i.e. E-voting at the AGM)		17,745	0.04	17,745	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4,83,51,312	1,62,183	0.34	1,62,183	0	100.00	0.00
Total		53,89,19,720	45,76,32,243	84.92	45,76,32,243	0	100.00	0.00

Notes:

1. Voting Rights of 1,30,720 Shares pertaining to 39 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
2. The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.

Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			Resolution No. 2 Declaration of a dividend of ₹ 3.15 (315%) per Equity Share of the nominal value of ₹ 1 each for the year ended 31st March, 2020 - Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	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	8,64,32,510	6,89,00,128	79.72	6,89,00,128	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	8,64,32,510	6,89,00,128	79.72	6,89,00,128	0	100.00	0.00
Public- Non Institutions	Remote E-Voting	4,83,51,312	1,44,438	0.30	1,44,438	0	100.00	0.00
	Poll (i.e. E-voting at the AGM)		17,745	0.04	17,745	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4,83,51,312	1,62,183	0.34	1,62,183	0	100.00	0.00
Total		53,89,19,720	47,31,98,209	87.80	47,31,98,209	0	100.00	0.00

Notes:

1. Voting Rights of 1,30,720 Shares pertaining to 39 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
2. The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.

Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			Resolution No. 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					
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	8,64,32,510	6,84,07,295	79.15	6,76,61,717	7,45,578	98.91	1.09
	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	8,64,32,510	6,84,07,295	79.15	6,76,61,717	7,45,578	98.91	1.09
Public- Non Institutions	Remote E-Voting	4,83,51,312	1,41,800	0.29	1,40,390	1,410	99.01	0.99
	Poll (i.e. E-voting at the AGM)		17,745	0.04	17,695	50	99.72	0.28
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4,83,51,312	1,59,545	0.33	1,58,085	1,460	99.08	0.92
Total		53,89,19,720	47,27,02,738	87.71	47,19,55,700	7,47,038	99.84	0.16

Notes:

1. Voting Rights of 1,30,720 Shares pertaining to 39 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
2. The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.

Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			Resolution No. 4 Ratification of remuneration of the Cost Auditor, D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), for the financial year ending 31st March, 2021, as recommended by the Audit Committee and approved by the Board of Directors - Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	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	8,64,32,510	6,89,00,128	79.72	6,89,00,128	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	8,64,32,510	6,89,00,128	79.72	6,89,00,128	0	100.00	0.00
Public- Non Institutions	Remote E-Voting	4,83,51,312	1,44,438	0.30	1,43,925	513	99.64	0.36
	Poll (i.e. E-voting at the AGM)		17,745	0.04	17,695	50	99.72	0.28
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4,83,51,312	1,62,183	0.34	1,61,620	563	99.65	0.35
Total		53,89,19,720	47,31,98,209	87.80	47,31,97,646	563	100.00	0.00

Notes:

1. Voting Rights of 1,30,720 Shares pertaining to 39 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
2. The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.

Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			Resolution No. 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					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	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	8,64,32,510	6,84,07,295	79.15	6,76,61,717	7,45,578	98.91	1.09
	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	8,64,32,510	6,84,07,295	79.15	6,76,61,717	7,45,578	98.91	1.09
Public- Non Institutions	Remote E-Voting	4,83,51,312	1,44,200	0.30	1,44,200	0	100.00	0.00
	Poll (i.e. E-voting at the AGM)		17,745	0.04	17,745	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4,83,51,312	1,61,945	0.33	1,61,945	0	100.00	0.00
Total		53,89,19,720	47,27,05,138	87.71	47,19,59,560	7,45,578	99.84	0.16

Notes:

1. Voting Rights of 1,30,720 Shares pertaining to 39 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
2. The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.

Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			Resolution No. 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					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	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	8,64,32,510	6,84,07,295	79.15	6,76,61,717	7,45,578	98.91	1.09
	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	8,64,32,510	6,84,07,295	79.15	6,76,61,717	7,45,578	98.91	1.09
Public- Non Institutions	Remote E-Voting	4,83,51,312	1,44,200	0.30	1,44,200	0	100.00	0.00
	Poll (i.e. E-voting at the AGM)		17,745	0.04	17,745	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4,83,51,312	1,61,945	0.33	1,61,945	0.00	100.00	0.00
Total		53,89,19,720	47,27,05,138	87.71	47,19,59,560	7,45,578	99.84	0.16

Notes:

1. Voting Rights of 1,30,720 Shares pertaining to 39 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
2. The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.

Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			Resolution No. 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					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	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	8,64,32,510	6,84,07,295	79.15	6,76,61,717	7,45,578	98.91	1.09
	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	8,64,32,510	6,84,07,295	79.15	6,76,61,717	7,45,578	98.91	1.09
Public- Non Institutions	Remote E-Voting	4,83,51,312	1,44,200	0.30	1,44,200	0	100.00	0.00
	Poll (i.e. E-voting at the AGM)		17,745	0.04	17,745	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4,83,51,312	1,61,945	0.33	1,61,945	0	100.00	0.00
Total		53,89,19,720	47,27,05,138	87.71	47,19,59,560	7,45,578	99.84	0.16

Notes:

1. Voting Rights of 1,30,720 Shares pertaining to 39 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
2. The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.

Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			Resolution No. 8 Re-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 30th January, 2020 upto and including 29th January, 2025 - Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	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	8,64,32,510	6,80,90,469	78.78	6,25,78,045	55,12,424	91.90	8.10
	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	8,64,32,510	6,80,90,469	78.78	6,25,78,045	55,12,424	91.90	8.10
Public- Non Institutions	Remote E-Voting	4,83,51,312	1,41,800	0.29	1,41,775	25	99.98	0.02
	Poll (i.e. E-voting at the AGM)		17,745	0.04	17,695	50	99.72	0.28
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4,83,51,312	1,59,545	0.33	1,59,470	75	99.95	0.05
Total		53,89,19,720	47,23,85,912	87.65	46,68,73,413	55,12,499	98.83	1.17

Notes:

1. Voting Rights of 1,30,720 Shares pertaining to 39 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
2. The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.

Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			Resolution No. 9 Re-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 30th January, 2020 upto and including 29th January, 2025 - Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	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	8,64,32,510	6,80,90,469	78.78	6,60,55,854	20,34,615	97.01	2.99
	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	8,64,32,510	6,80,90,469	78.78	6,60,55,854	20,34,615	97.01	2.99
Public- Non Institutions	Remote E-Voting	4,83,51,312	1,44,154	0.30	1,44,144	10	99.99	0.01
	Poll (i.e. E-voting at the AGM)		17,745	0.04	17,745	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4,83,51,312	1,61,899	0.33	1,61,889	10	99.99	0.01
Total		53,89,19,720	47,23,88,266	87.65	47,03,53,641	20,34,625	99.57	0.43

Notes:

1. Voting Rights of 1,30,720 Shares pertaining to 39 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
2. The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.

Kansai Nerolac Paints Limited								
Resolution required: (Ordinary/ Special)			Resolution No. 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 19, 2019 upto and including July 28, 2022 - Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	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
Public- Institutions	Remote E-Voting	8,64,32,510	6,64,96,879	76.94	6,64,96,879	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		8,64,32,510	6,64,96,879	76.94	6,64,96,879	0	100.00
Public- Non Institutions	Remote E-Voting	4,83,51,312	42,489	0.09	41,079	1,410	96.68	3.32
	Poll (i.e. E-voting at the AGM)		17,745	0.04	17,695	50	99.72	0.28
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4,83,51,312	60,234	0.12	58,774	1,460	97.58
Total		53,89,19,720	47,06,93,011	87.34	47,06,91,551	1,460	100.00	0.00

Notes:

1. Voting Rights of 1,30,720 Shares pertaining to 39 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
2. The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.

CONSOLIDATED SCRUTINIZER'S REPORT

Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014

To,
The Chairman
100th Annual General Meeting of the Equity shareholders of Kansai Nerolac Paints Limited held on Monday, 22nd June 2020 through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

Dear Sir,

I, J. H. Ranade, Partner of JHR & Associates Practicing Company Secretaries Thane, was appointed by the Board of Directors of Kansai Nerolac Paints Limited (CIN: L24202MH1920PLC000825) ('the Company') as the Scrutinizer at the 100th Annual General meeting ('AGM') of the Company held on Monday, 22nd June, 2020 to scrutinize the remote e-voting and e-voting at AGM.

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

The Company had provided the facility of remote e-voting to all the eligible shareholders and the facility of e-voting at AGM 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. Monday 15th June, 2020 were entitled to vote on the resolution nos 1 to 10 as set out in the notice of AGM.



- ii. The remote e-voting period commenced on Thursday, 18th June, 2020 at 9.00 a.m. (IST) and ended on Sunday, 21st June, 2020 at 5.00 p.m. (IST).
- iii. On Sunday, 21st June, 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 AGM, the facility of e-voting at AGM was enabled for 15 (Fifteen) minutes.
- v. After the closure of e-voting at AGM, the votes cast through e-voting at AGM and through remote e-voting prior to the date of AGM were unblocked in the presence of two witnesses, Ms. Urvashi and Mr. Sohan Ranade who are not in the employment of the Company and have signed below in the confirmation.


Ms. Urvashi


Mr. Sohan Ranade

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

Based on the reports provided by NSDL and TSR Darashaw Consultants Private Limited ('R&T') the result of the voting at AGM is as under:-



ORDINARY BUSINESS:

Item No. 1: Ordinary Resolution

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.

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	214	45,76,14,498	100.00
E-voting at AGM	31	17,745	100.00
Total	245	45,76,32,243	100.00

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	0	0	0.00
E-voting at AGM	0	0	0.00
Total	0	0	0.00

Abstained / Less voted:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	17	1,56,49,658
E-voting at AGM	0	0
Total	17	1,56,49,658

The resolution was passed with requisite majority.



Item No. 2: Ordinary Resolution

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.

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	230	47,31,80,464	100.00
E-voting at AGM	31	17,745	100.00
Total	261	47,31,98,209	100.00

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	0	0	0.00
E-voting at AGM	0	0	0.00
Total	0	0	0.00

Abstained / Less voted:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	1	83,692
E-voting at AGM	0	0
Total	1	83,692

The resolution was passed with requisite majority.



Item No. 3: Ordinary Resolution

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.

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	218	47,19,38,005	99.84
E-voting at AGM	30	17,695	99.72
Total	248	47,19,55,700	99.84

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	6	7,46,988	0.16
E-voting at AGM	1	50	0.28
Total	7	7,47,038	0.16

Abstained / Less voted:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	7	5,79,163
E-voting at AGM	0	0
Total	7	5,79,163

The resolution was passed with requisite majority.



SPECIAL BUSINESS:

Item No. 4: Ordinary Resolution

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.

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	226	47,31,79,951	100.00
E-voting at AGM	30	17,695	99.72
Total	256	47,31,97,646	100.00

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	4	513	0.00
E-voting at AGM	1	50	0.28
Total	5	563	0.00

Abstained / Less voted:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	1	83,692
E-voting at AGM	0	0
Total	1	83,692

The resolution was passed with requisite majority.



Item No. 5: Ordinary Resolution

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.

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	221	47,19,41,815	99.84
E-voting at AGM	31	17,745	100.00
Total	252	47,19,59,560	99.84

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	4	7,45,578	0.16
E-voting at AGM	0	0	0.00
Total	4	7,45,578	0.16

Abstained / Less voted:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	6	5,76,763
E-voting at AGM	0	0
Total	6	5,76,763

The resolution was passed with requisite majority.



Item No. 6: Ordinary Resolution

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.

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	221	47,19,41,815	99.84
E-voting at AGM	31	17,745	100.00
Total	252	47,19,59,560	99.84

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	4	7,45,578	0.16
E-voting at AGM	0	0	0.00
Total	4	7,45,578	0.16

Abstained / Less voted:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	6	5,76,763
E-voting at AGM	0	0
Total	6	5,76,763

The resolution was passed with requisite majority.



Item No. 7: Ordinary Resolution

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.

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	221	47,19,41,815	99.84
E-voting at AGM	31	17,745	100.00
Total	252	47,19,59,560	99.84

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	4	7,45,578	0.16
E-voting at AGM	0	0	0.00
Total	4	7,45,578	0.16

Abstained / Less voted:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	6	5,76,763
E-voting at AGM	0	0
Total	6	5,76,763

The resolution was passed with requisite majority.



Item No. 8: Special Resolution

Re-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.

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	173	46,68,55,718	98.83
E-voting at AGM	30	17,695	99.72
Total	203	46,68,73,413	98.83

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	50	55,12,449	1.17
E-voting at AGM	1	50	0.28
Total	51	55,12,499	1.17

Abstained / Less voted:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	8	8,95,989
E-voting at AGM	0	0
Total	8	8,95,989

The resolution was passed with requisite majority.



Item No. 9: Special Resolution

Re-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.

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	198	47,03,35,896	99.57
E-voting at AGM	31	17,745	100.00
Total	229	47,03,53,641	99.57

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	25	20,34,625	0.43
E-voting at AGM	0	0	0.00
Total	25	20,34,625	0.43

Abstained / Less voted:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	9	8,93,635
E-voting at AGM	0	0
Total	9	8,93,635

The resolution was passed with requisite majority.

Item No. 10: Ordinary Resolution

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.

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	220	47,06,73,856	100.00
E-voting at AGM	30	17,695	99.72
Total	250	47,06,91,551	100.00

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	2	1,410	0.00
E-voting at AGM	1	50	0.28
Total	3	1,460	0.00

Abstained / Less voted:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	9	25,88,890
E-voting at AGM	0	0
Total	9	25,88,890

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 | jhrnade24@gmail.com



JHR & Associates


Company Secretaries

*Percentage beyond 2 decimal points ignored under Rounding off.

Date: 22nd June 2020

Place: Thane

UDIN: F004317B000366338


Mr G. T. Govindarajan
Company Secretary
(Authorised by the Chairman of the meeting)



JHR & Associates
Company Secretaries


J. H. Ranade
Partner
(FCS: 4317, CP:2520)

