

23rd June, 2016

1 of 16



**KANSAI  
NEROLAC**  
PAINTS LIMITED

1. The Secretary  
**The BSE**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001
2. Manager- Listing  
**National Stock Exchange of India Limited**  
Bandra-Kurla Complex,  
Bandra (E)  
Mumbai- 400 051

**BSE SCRIP CODE : 500165**

**NSE SCRIP CODE : KANSAINER**

Dear Sirs,

**Sub: 96th Annual General Meeting – Compliance of Regulation 44(3) of the SEBI  
(Listing Obligations & Disclosure Requirements) Regulations, 2015**

This is to inform you that the 96th Annual General Meeting of our Company was held on Wednesday, 22nd June, 2016 at 11.00 a.m. at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Kala Ghoda, Mumbai 400 001. **All the items of business as mentioned in the Notice convening the said Annual General Meeting have been transacted and all the Resolutions have been passed by the Shareholders by requisite majority either by remote e-voting or through voting by poll conducted at the Annual General Meeting.**

In compliance with the requirements under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are furnishing relevant details pertaining to the aforesaid Annual General Meeting in the prescribed format as an Annexure.

A consolidated Scrutinizer's Report dated 22nd June, 2016, on remote e-voting and poll is attached herewith.

Please take the above intimation on records and acknowledge the receipt.

Yours faithfully,

For **KANSAI NEROLAC PAINTS LIMITED**

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

Encl: as above

NEROLAC HOUSE  
Ganpatrao Kadam Marg,  
Lower Parel, Mumbai - 400013 India

Tel.: + 91.22.2493 4001  
+91.22.2499 2500  
Fax: +91.22.2497 3704

CIN No.: L24202MH1920PLCOOO825

## ANNEXURE

## KANSAI NEROLAC PAINTS LIMITED

|                                                                           |                                                 |
|---------------------------------------------------------------------------|-------------------------------------------------|
| Date of the AGM                                                           | Wednesday, 22nd June, 2016 at 11.00 a.m.        |
| Total number of shareholders on record date                               | 25209 (As on the Cut-off date, i.e. 15-06-2016) |
| Number of shareholders present in the meeting in person or through proxy: |                                                 |
| Promoters and Promoter Group                                              | 1                                               |
| Public                                                                    | 64                                              |
| Number of shareholders attended the meeting through Video Conferencing:   | Not Provided.                                   |
| Promoters and Promoter Group                                              | NA                                              |
| Public                                                                    | NA                                              |



## KANSAI NEROLAC PAINTS LIMITED

Ordinary Resolution to receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.

Whether promoter/ promoter group are interested in the agenda/resolution: No

## Resolution No 1

|   | Promoter/Public                | Mode of Voting                | Total 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]                 | $[3] = \frac{[(2)]}{[(1)]} * 1$         | [4]                    | [5]                    | $[6] = \frac{[(4)]}{[(2)]} * 100$    | $[7] = \frac{[(5)]}{[(2)]} * 100$  |
| 1 | Promoter and Promoter Group    | E-Voting                      | 398719340                | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|   |                                | Poll                          | 398719340                | 398719340           | 100.00                                  | 398719340              | 0                      | 100.00                               | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 398719340                | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 398719340                | 398719340           | 100.00                                  | 398719340              | 0                      | 100.00                               | 0.00                               |
| 2 | Public - Institutional holders | E-Voting                      | 72218448                 | 41703462            | 57.75                                   | 41703462               | 0                      | 100.00                               | 0.00                               |
|   |                                | Poll                          | 72218448                 | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 72218448                 | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 72218448                 | 41703462            | 57.75                                   | 41703462               | 0                      | 100.00                               | 0.00                               |
| 3 | Public-Others                  | E-Voting                      | 67981932                 | 2632781             | 3.87                                    | 2632781                | 0                      | 100.00                               | 0.00                               |
|   |                                | Poll                          | 67981932                 | 74333               | 0.11                                    | 72923                  | 1410                   | 98.10                                | 1.90                               |
|   |                                | Postal Ballot (if applicable) | 67981932                 | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 67981932                 | 2707114             | 3.98                                    | 2705704                | 1410                   | 99.95                                | 0.05                               |
|   | Total                          | E-Voting                      | 538919720                | 44336243            | 8.23                                    | 44336243               | 0                      | 100.00                               | 0.00                               |
|   |                                | Poll                          | 538919720                | 398793673           | 74.00                                   | 398792263              | 1410                   | 100.00                               | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 538919720                | 0                   | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 538919720                | 443129916           | 82.23                                   | 443128506              | 1410                   | 99.9997                              | 0.0003                             |



## KANSAI NEROLAC PAINTS LIMITED

Ordinary Resolution to declare a dividend of Rs. 3.05 (305%), including a special dividend of Rs. 1.25 (125%), per Equity share of the nominal value of Rs. 1 each for the year ended 31st March, 2016.

Whether promoter/ promoter group are interested in the agenda/resolution: No  
Resolution No 2

|   | Promoter/Public                | Mode of Voting                | Total 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                  |
| 1 | Promoter and Promoter Group    | E-Voting                      | 398719340                | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Poll                          | 398719340                | 398719340           | 100.00                                  | 398719340                | 0                      | 100.00                               | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 398719340                | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 398719340                | 398719340           | 100.00                                  | 398719340                | 0                      | 100.00                               | 0.00                               |
| 2 | Public - Institutional holders | E-Voting                      | 72218448                 | 47174062            | 65.32                                   | 47174062                 | 0                      | 100.00                               | 0.00                               |
|   |                                | Poll                          | 72218448                 | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 72218448                 | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 72218448                 | 47174062            | 65.32                                   | 47174062                 | 0                      | 100.00                               | 0.00                               |
| 3 | Public-Others                  | E-Voting                      | 67981932                 | 2632781             | 3.87                                    | 2632781                  | 0                      | 100.00                               | 0.00                               |
|   |                                | Poll                          | 67981932                 | 74333               | 0.11                                    | 73033                    | 1300                   | 98.25                                | 1.75                               |
|   |                                | Postal Ballot (if applicable) | 67981932                 | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 67981932                 | 2707114             | 3.98                                    | 2705814                  | 1300                   | 99.95                                | 0.05                               |
|   | Total                          | E-Voting                      | 538919720                | 49806843            | 9.24                                    | 49806843                 | 0                      | 100.00                               | 0.00                               |
|   |                                | Poll                          | 538919720                | 398793673           | 74.00                                   | 398792373                | 1300                   | 100.00                               | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 538919720                | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 538919720                | 448600516           | 83.24                                   | 448599216                | 1300                   | 99.9997                              | 0.0003                             |



## KANSAI NEROLAC PAINTS LIMITED

Ordinary Resolution to appoint a Director in place of Mr. P. D. Chaudhari (holding DIN 02171823), who retires by rotation and being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/resolution: No  
Resolution No 3

|   | Promoter/Public                | Mode of Voting                | Total 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                  |
| 1 | Promoter and Promoter Group    | E-Voting                      | 398719340                | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Poll                          | 398719340                | 398719340           | 100.00                                  | 398719340                | 0                      | 100.00                               | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 398719340                | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 398719340                | 398719340           | 100.00                                  | 398719340                | 0                      | 100.00                               | 0.00                               |
| 2 | Public - Institutional holders | E-Voting                      | 72218448                 | 47174062            | 65.32                                   | 46222607                 | 951455                 | 97.98                                | 2.02                               |
|   |                                | Poll                          | 72218448                 | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 72218448                 | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 72218448                 | 47174062            | 65.32                                   | 46222607                 | 951455                 | 97.98                                | 2.02                               |
| 3 | Public-Others                  | E-Voting                      | 67981932                 | 2632781             | 3.87                                    | 2632781                  | 0                      | 100.00                               | 0.00                               |
|   |                                | Poll                          | 67981932                 | 74333               | 0.11                                    | 72923                    | 1410                   | 98.10                                | 1.90                               |
|   |                                | Postal Ballot (if applicable) | 67981932                 | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 67981932                 | 2707114             | 3.98                                    | 2705704                  | 1410                   | 99.95                                | 0.05                               |
|   | Total                          | E-Voting                      | 538919720                | 49806843            | 9.24                                    | 48855388                 | 951455                 | 98.09                                | 1.91                               |
|   |                                | Poll                          | 538919720                | 398793673           | 74.00                                   | 398792263                | 1410                   | 100.00                               | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 538919720                | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 538919720                | 448600516           | 83.24                                   | 447647651                | 952865                 | 99.79                                | 0.21                               |



## KANSAI NEROLAC PAINTS LIMITED

Ordinary Resolution to appoint a Director in place of Mr. M. Tanaka (holding DIN 06566867), who retires by rotation and being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/resolution: Yes

## Resolution No 4

|   | Promoter/Public                | Mode of Voting                | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares<br>[3]=[2]/(1)*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>[6]=[4]/(2)*100 | % of Votes against on votes polled<br>[7]=[5]/(2)*100 |
|---|--------------------------------|-------------------------------|--------------------------|---------------------|------------------------------------------------------------|--------------------------|------------------------|---------------------------------------------------------|-------------------------------------------------------|
|   |                                |                               | [1]                      | [2]                 |                                                            | [4]                      | [5]                    |                                                         |                                                       |
| 1 | Promoter and Promoter Group    | E-Voting                      | 398719340                | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |
|   |                                | Poll                          | 398719340                | 398719340           | 100.00                                                     | 398719340                | 0                      | 100.00                                                  | 0.00                                                  |
|   |                                | Postal Ballot (if applicable) | 398719340                | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |
|   |                                | Total                         | 398719340                | 398719340           | 100.00                                                     | 398719340                | 0                      | 100.00                                                  | 0.00                                                  |
| 2 | Public - Institutional holders | E-Voting                      | 72218448                 | 47174062            | 65.32                                                      | 46029792                 | 1144270                | 97.57                                                   | 2.43                                                  |
|   |                                | Poll                          | 72218448                 | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |
|   |                                | Postal Ballot (if applicable) | 72218448                 | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |
|   |                                | Total                         | 72218448                 | 47174062            | 65.32                                                      | 46029792                 | 1144270                | 97.57                                                   | 2.43                                                  |
| 3 | Public-Others                  | E-Voting                      | 67981932                 | 2632781             | 3.87                                                       | 2632781                  | 0                      | 100.00                                                  | 0.00                                                  |
|   |                                | Poll                          | 67981932                 | 74333               | 0.11                                                       | 72923                    | 1410                   | 98.10                                                   | 1.90                                                  |
|   |                                | Postal Ballot (if applicable) | 67981932                 | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |
|   |                                | Total                         | 67981932                 | 2707114             | 3.98                                                       | 2705704                  | 1410                   | 99.95                                                   | 0.05                                                  |
|   | Total                          | E-Voting                      | 538919720                | 49806843            | 9.24                                                       | 48662573                 | 1144270                | 97.70                                                   | 2.30                                                  |
|   |                                | Poll                          | 538919720                | 398793673           | 74.00                                                      | 398792263                | 1410                   | 100.00                                                  | 0.00                                                  |
|   |                                | Postal Ballot (if applicable) | 538919720                | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |
|   |                                | Total                         | 538919720                | 448600516           | 83.24                                                      | 447454836                | 1145680                | 99.74                                                   | 0.26                                                  |



## KANSAI NEROLAC PAINTS LIMITED

Ordinary Resolution to approve the appointment of B S R & Co. LLP, Chartered Accountants ( Registration No. 101248W/W-100022) as the Auditors of the Company from the conclusion of this meeting till the conclusion of next AGM.

Whether promoter/ promoter group are interested in the agenda/resolution: No

## Resolution No 5

|   | Promoter/Public                | Mode of Voting                | Total 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]                 | $[3]=\frac{[2]}{[1]}*100$               | [4]                      | [5]                    | $[6]=\frac{[4]}{[2]}*100$            | $[7]=\frac{[5]}{[2]}*100$          |
| 1 | Promoter and Promoter Group    | E-Voting                      | 398719340                | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Poll                          | 398719340                | 398719340           | 100.00                                  | 398719340                | 0                      | 100.00                               | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 398719340                | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 398719340                | 398719340           | 100.00                                  | 398719340                | 0                      | 100.00                               | 0.00                               |
| 2 | Public - Institutional holders | E-Voting                      | 72218448                 | 47174062            | 65.32                                   | 47174062                 | 0                      | 100.00                               | 0.00                               |
|   |                                | Poll                          | 72218448                 | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 72218448                 | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 72218448                 | 47174062            | 65.32                                   | 47174062                 | 0                      | 100.00                               | 0.00                               |
| 3 | Public-Others                  | E-Voting                      | 67981932                 | 2632781             | 3.87                                    | 2632766                  | 15                     | 100.00                               | 0.00                               |
|   |                                | Poll                          | 67981932                 | 74333               | 0.11                                    | 72923                    | 1410                   | 98.10                                | 1.90                               |
|   |                                | Postal Ballot (if applicable) | 67981932                 | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 67981932                 | 2707114             | 3.98                                    | 2705689                  | 1425                   | 99.95                                | 0.05                               |
|   | Total                          | E-Voting                      | 538919720                | 49806843            | 9.24                                    | 49806828                 | 15                     | 100.00                               | 0.00                               |
|   |                                | Poll                          | 538919720                | 398793673           | 74.00                                   | 398792263                | 1410                   | 100.00                               | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 538919720                | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 538919720                | 448600516           | 83.24                                   | 448599091                | 1425                   | 99.9997                              | 0.0003                             |



## KANSAI NEROLAC PAINTS LIMITED

Special Resolution for keeping the Register of Members, Index of Members, Annual Returns or any other documents as may be required under the Companies Act, 2013 and the Rules related thereto, at the office of the Registrar and Share Transfer Agent, TSR Darashaw Ltd. in Mumbai.

Whether promoter/ promoter group are interested in the agenda/resolution: No

## Resolution No 6

|   | Promoter/Public                | Mode of Voting                | Total 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                    |
| 1 | Promoter and Promoter Group    | E-Voting                      | 398719340                | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Poll                          | 398719340                | 398719340           | 100.00                                  | 398719340                | 0                      | 100.00                               | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 398719340                | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 398719340                | 398719340           | 100.00                                  | 398719340                | 0                      | 100.00                               | 0.00                               |
| 2 | Public - Institutional holders | E-Voting                      | 72218448                 | 47174062            | 65.32                                   | 47174062                 | 0                      | 100.00                               | 0.00                               |
|   |                                | Poll                          | 72218448                 | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 72218448                 | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 72218448                 | 47174062            | 65.32                                   | 47174062                 | 0                      | 100.00                               | 0.00                               |
| 3 | Public-Others                  | E-Voting                      | 67981932                 | 2632781             | 3.87                                    | 2632781                  | 0                      | 100.00                               | 0.00                               |
|   |                                | Poll                          | 67981932                 | 74333               | 0.11                                    | 72923                    | 1410                   | 98.10                                | 1.90                               |
|   |                                | Postal Ballot (if applicable) | 67981932                 | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 67981932                 | 2707114             | 3.98                                    | 2705704                  | 1410                   | 99.95                                | 0.05                               |
|   | Total                          | E-Voting                      | 538919720                | 49806843            | 9.24                                    | 49806843                 | 0                      | 100.00                               | 0.00                               |
|   |                                | Poll                          | 538919720                | 398793673           | 74.00                                   | 398792263                | 1410                   | 100.00                               | 0.00                               |
|   |                                | Postal Ballot (if applicable) | 538919720                | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|   |                                | Total                         | 538919720                | 448600516           | 83.24                                   | 448599106                | 1410                   | 99.9997                              | 0.0003                             |





# Ragini Chokshi & Co.

## Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.  
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com  
web: csraginichokshi.com

Tel. : 022-2283 1120  
022-2283 1134

Date : 22<sup>nd</sup> - 6 - 2016

### Consolidated Scrutinizer's Report

[Pursuant to section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman of 96<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Kansai Nerolac Paints Limited held on 22<sup>nd</sup> day of June, 2016 at 11.00 a.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> floor, 18/20, Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Kala Ghoda, Mumbai- 400001.

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34, Kamer Bldg, 5<sup>th</sup> Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as a Scrutinizer by the Board of Directors of Kansai Nerolac Paints Limited (the Company) for the purpose of:

- (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll) voting process under the provisions of section 109 of the 2013 Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice to the 96<sup>th</sup> AGM of the Equity Shareholders of the Company held on 22<sup>nd</sup> day of June, 2016 at 11.00 a.m at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> floor, 18/20, Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Kala Ghoda, Mumbai-400001.

The Notice dated 27<sup>th</sup> April, 2016 convening the AGM along with the statement setting out material facts under Section 102 of the 2013 Act were sent to the shareholders in respect of the below mentioned resolutions to be passed at AGM of the Equity Shareholders of the Company. The Company had availed the e - voting facility offered by Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting by the Shareholders of the Company. The Company also provided voting by physical ballot at the venue of the AGM to those members who attended the AGM and who had not voted electronically.



The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 15<sup>th</sup> June, 2016 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company .

The period for remote e-voting commenced on Saturday 18<sup>th</sup> June, 2016 at 9 a.m. (IST) and ended on Tuesday 21<sup>st</sup> June, 2016 at 5 pm (IST).

On 21<sup>st</sup> June, 2016, after the end of the Remote e-voting period, I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no., and number of shares held by the member could be seen to ensure that these members do not vote again at the AGM. However the manner in which the votes were cast by the members were not available.

Further, the Chairman announced the poll at the AGM for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses, Mr.Shailendra Kumar Dwivedi (Residing at Room no.5 Sai Nagar Madhisland Madh jetty road Malad (west) Mumbai 400061) and Mr. Pradip Dhuri (Residing at Subhas Nagar bldg. no. 2 room no.49 Chembur Mumbai 400071) who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



Name: Shailendra Kumar Dwivedi

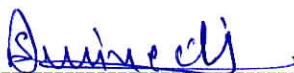


Name: Pradip dhuri

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. TSR Darashaw Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with Company.

The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through e-voting were unblocked after the AGM in the presence of two witnesses, Mr. Shailendra Kumar Dwivedi (Residing at Room no.5 Sai Nagar Madhisland Madh jetty road Malad (west) Mumbai 400061.) and Mr. Pradip Dhuri (Residing at Subhas Nagar bldg. no. 2 room no.49 Chembur Mumbai 400071.). They have signed below in confirmation of the votes being unblocked in their presence.



Name: Shailendra Kumar Dwivedi



Name: Pradip Dhuri



I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of CDSL and also the ballot forms received during the poll process at the AGM.

**The Consolidated Report on the result of the remote e-voting and voting at the meeting through poll (physical ballot) in respect of the said Resolutions is as under:**

**Resolution No.1: Ordinary Resolution to receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.**

(i) Voted **in favour** of the resolution:

| Type of Voting   | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------|-------------------------|------------------------------|---------------------------------------|
| *Remote e-Voting | 110                     | 44336243                     | 100                                   |
| Physical Ballot  | 36                      | 398792263                    | 99.9997                               |
| Total            | 146                     | 443128506                    | 99.9997                               |

(ii) Voted **against** the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting | NIL                     | NIL                          | NIL                                   |
| Physical Ballot | 06                      | 1410                         | 0.0003                                |
| Total           | 06                      | 1410                         | 0.0003                                |

(iii) **Invalid** votes:

| Particulars     | Total number of members voted. | Total number of votes cast by them |
|-----------------|--------------------------------|------------------------------------|
| Remote e-Voting | NIL                            | NIL                                |
| Physical Ballot | NIL                            | NIL                                |

**\*Note : Six (6) shareholders holding 54,70,600 shares have opted for remote e-voting but did not vote on this particular resolution.**



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**Resolution No.2: Ordinary Resolution to declare a dividend of Re. 3.05 (305%), including a special dividend of Re. 1.25 (125%), per Equity share of the nominal value of Re. 1 each for the year ended 31st March, 2016.**

(i) Voted **in favour** of the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting | 116                     | 49806843                     | 100                                   |
| Physical Ballot | 41                      | 398792373                    | 99.999 7                              |
| Total           | 157                     | 448599216                    | 99.999 7                              |

(ii) Voted **against** the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting | NIL                     | NIL                          | NIL                                   |
| Physical Ballot | 01                      | 1300                         | 0.0003                                |
| Total           | 01                      | 1300                         | 0.0003                                |

(iii) **Invalid** votes:

| Particulars     | Total number of members voted. | Total number of votes cast by them |
|-----------------|--------------------------------|------------------------------------|
| Remote e-Voting | NIL                            | NIL                                |
| Physical Ballot | NIL                            | NIL                                |



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**Resolution No.3: Ordinary Resolution to appoint a Director in place of Mr. P. D. Chaudhari (holding DIN 02171823), who retires by rotation and being eligible, offers himself for re-appointment.**

(i) Voted **in favour** of the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting | 115                     | 48855388                     | 98.09                                 |
| Physical Ballot | 36                      | 398792263                    | 99.99                                 |
| Total           | 151                     | 447647651                    | 99.79                                 |

(ii) Voted **against** the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting | 01                      | 951455                       | 1.91                                  |
| Physical Ballot | 06                      | 1410                         | 0.01                                  |
| Total           | 07                      | 952865                       | 0.21                                  |

(iii) **Invalid** votes:

| Particulars     | Total number of members voted. | Total number of votes cast by them |
|-----------------|--------------------------------|------------------------------------|
| Remote e-Voting | NIL                            | NIL                                |
| Physical Ballot | NIL                            | NIL                                |

**Resolution No.4: Ordinary Resolution to appoint a Director in place of Mr. M. Tanaka (holding DIN 06566867), who retires by rotation and being eligible, offers himself for re-appointment.**



(i) Voted **in favour** of the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting | 114                     | 48662573                     | 97.70                                 |
| Physical Ballot | 36                      | 398792263                    | 99.99                                 |
| Total           | 150                     | 447454836                    | 99.74                                 |

(ii) Voted **against** the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting | 02                      | 1144270                      | 2.30                                  |
| Physical Ballot | 06                      | 1410                         | 0.01                                  |
| Total           | 08                      | 1145680                      | 0.26                                  |

(iii) **Invalid** votes:

| Particulars     | Total number of members voted. | Total number of votes cast by them |
|-----------------|--------------------------------|------------------------------------|
| Remote e-Voting | NIL                            | NIL                                |
| Physical Ballot | NIL                            | NIL                                |

**Resolution No.5: Ordinary Resolution to approve the appointment of B S R & Co. LLP, Chartered Accountants ( Firm's Registration No. 101248W/W-100022) as the Statutory Auditors of the Company from the conclusion of this meeting till the conclusion of next AGM.**

(i) Voted **in favour** of the resolution:

| Type of Voting   | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------|-------------------------|------------------------------|---------------------------------------|
| *Remote e-Voting | 115                     | 49806828                     | 99.99                                 |
| Physical Ballot  | 36                      | 398792263                    | 99.99                                 |
| Total            | 151                     | 448599091                    | 99.9997                               |



(ii) Voted **against** the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting | 01                      | 15                           | 0.01                                  |
| Physical Ballot | 06                      | 1410                         | 0.01                                  |
| Total           | 07                      | 1425                         | 0.0003                                |

(iii) **Invalid** votes:

| Particulars     | Total number of members voted. | Total number of votes cast by them |
|-----------------|--------------------------------|------------------------------------|
| Remote e-Voting | NIL                            | NIL                                |
| Physical Ballot | NIL                            | NIL                                |

**Resolution No.6:** Special Resolution for keeping the Register of Members, Index of Members, Annual Returns or any other documents as may be required under the Companies Act, 2013 and the Rules related thereto, at the office of the Registrar and Share Transfer Agent, TSR Darashaw Ltd. in Mumbai.

(i) Voted **in favour** of the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting | 116                     | 49806843                     | 100                                   |
| Physical Ballot | 36                      | 398792263                    | 99.9997                               |
| Total           | 152                     | 448599106                    | 99.999 7                              |

(ii) Voted **against** the resolution:

| Type of Voting  | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting | NIL                     | NIL                          | NIL                                   |
| Physical Ballot | 06                      | 1410                         | 0.0003                                |
| Total           | 06                      | 1410                         | 0.000 3                               |



(iii) **Invalid** votes:

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| Particulars     | Total number of members voted. | Total number of votes cast by them |
|-----------------|--------------------------------|------------------------------------|
| Remote e-Voting | NIL                            | NIL                                |
| Physical Ballot | NIL                            | NIL                                |

All the Resolutions at item nos. 1 to 6 have been passed with requisite majority.

The register, all other papers and relevant records relating to remote e-voting/physical ballot forms and voting at the meeting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

Place: Mumbai

**FOR RAGINI CHOKSHI & CO.**

Date: 22<sup>nd</sup> June, 2016



*R. K. Chokshi*

**MRS. RAGINI CHOKSHI**  
(Partner)  
C.P. Number: 1436  
Membership number: 2390

A handwritten signature in blue ink, appearing to be "Rajesh".

**CHAIRMAN**  
**KANSAI NEROLAC PAINTS LIMITED**

