KANSAI NEROLAC PAINTS LIMITED

March 29, 2019

1. Corporate Relationship Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

2. Manager – Listing
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Sub.: **Amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of Kansai Nerolac Paints Limited ("Company")**

Ref.: 1. **Regulation 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations")**
2. **Scrip Codes : BSE – 500165, NSE - KANSAINER**

Dear Sir/ Madam,

In terms of the provisions of the SEBI PIT Regulations, as amended vide Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has amended the provisions of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") and the revised Code, as attached, would be in place of the existing Code with effect from April 1, 2019.

The Code, as amended, is also being published on the website of the Company (i.e. www.nerolac.com).

The above is for your information and record.

For **KANSAI NEROLAC PAINTS LIMITED**

G. T. GOVINDARAJAN
COMPANY SECRETARY

KANSAI NEROLAC PAINTS LTD. MUMBAI

Encl: As above.

KANSAI NEROLAC PAINTS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[As envisaged under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI PIT Regulations**")]

Regulation 8(1) of the SEBI PIT Regulations requires a listed company to formulate and publish on its official website a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" in adherence to the principles set out in Schedule A to the SEBI PIT Regulations.

In view of the same, the Board of Directors of Kansai Nerolac Paints Limited ("**Company**") adopted this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("**Code**") with effect from May 15, 2015. Thereafter, pursuant to the amendments in SEBI PIT Regulations vide Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Board of Directors of the Company approved modifications in this Code with effect from April 1, 2019.

Accordingly, the Code for the Company, is hereby framed as under:

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

2. The Company shall ensure a uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.

3. The Chief Financial Officer of the Company is designated as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

4. The Company shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

6. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

7. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

8. The Company shall ensure handling of all unpublished price sensitive information on a need-to-know basis.

9. (a) Sharing of any unpublished price sensitive information in the ordinary course of business, performance of duties or discharge of legal obligations, by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants shall be considered as disclosure of Unpublished Price Sensitive Information for legitimate purpose, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

   (b) As any person in receipt of unpublished price sensitive information pursuant to legitimate purpose is considered as an Insider for the purpose of the SEBI PIT Regulations, due notice shall be given to such person(s) to maintain confidentiality of such unpublished price sensitive information, in compliance with the SEBI PIT Regulations.

10. This Code may be amended as may be required in accordance with the applicable provisions of the law from time to time.

11. This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.

Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, SEBI PIT Regulations or the Companies Act, 2013 and rules/ regulations made thereunder shall have the meanings respectively assigned to them in those legislations.