KANSAI NEROLAC PAINTS LIMITED

21st June, 2014

Manager – Listing,
National Stock Exchange of India Limited
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051

Dear Sir,

Scrip Code: KANSAINER

Sub: 94th Annual General Meeting – Compliance of Clause 35A of the Listing Agreement

This is to inform you that the 94th Annual General Meeting of our Company was held on Friday, 20th June, 2014 at 3.00 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 2nd 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 (Resolutions 1 to 7) have been passed by the Shareholders by requisite majority either by e-voting or through voting by poll conducted at the Annual General Meeting.**

In compliance with the requirements under Clause 35A of the Listing Agreement with the Stock Exchanges, we are furnishing relevant details pertaining to the aforesaid Annual General Meeting in the prescribed format as an Annexure. This also be treated as compliance with Clause 31 (d) of the listing agreement.

A copy each, of the Scrutinizers's Reports dated 18th June, 2014 on e-voting and dated 20th June, 2014 on voting by poll, are attached herewith.

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

Thanking you,

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
Fax.: +91-22-2497 3704

CIN NO.: L24202MH1920PLC000825

www.nerolac.com

ANNEXURE

KANSAI NEROLAC PAINTS LIMITED Regd. Office: Nerolac House, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013		
Details in respect of the 94th Annual General Meeting held at M. C. Ghia Hall, Bhogilal Hargovindas Building, 2nd Floor, 18/20, Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Kala Ghoda, Mumbai 400 001 pursuant to Clause 35A of the Listing Agreement with the Stock Exchanges.		
1.	Date of the AGM	Friday, 20th June, 2014 at 3.00 p.m.
2.	Total number of shareholders on record date	9610
3.	Number of shareholders present in the meeting in person or through proxy - Promoter or Promoter Group - Public Number of Shareholders who participated in e-voting	 1 94 25
4.	Number of shareholders attended the meeting through Video Conferencing - Promoter or Promoter Group - Public	 Nil Nil

KANSAI NEROLAC PAINTS LTD. MUMBAI

KANSAI NEROLAC PAINTS LIMITED

Details of the Agenda

Resolution No. 1 - Adoption of Financial Statements of the Company for the year ended 31st March, 2014 (Ordinary Resolution)

Promoter / Public	No.of shares held (1)	No. of votes Polled (2)	% of Votes polled on Outstanding shares (3) = [(2) /(1)*100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6) = [(4) /(2)*100	% of Votes Against on Votes polled (7) = [(5) /(2)*100
			Mode of Voting (E-voting)				
Promoter and Promoter Group	37329760	37329760	100.00	37329760	0	100.00	0.00
Public - Institutional holders	8941146	4750761	53.13	4750761	0	100.00	0.00
Public - Others	7621066	397976	5.22	397976	0	100.00	0.00
TOTAL (A)	53891972	42478497	78.82	42478497	0	100.00	0.00
			Mode of Voting (Poll)				
Promoter and Promoter Group	37329760	0	0.00	0	0	0.00	0.00
Public - Institutional holders	8941146	1635120	18.29	1635120	0	100.00	0.00
Public - Others	7621066	7295	0.09	7295	0	100.00	0.00
TOTAL (B)	53891972	1642415	3.05	1642415	0	100.00	0.00
			Results of voting : Merged (E-voting + Poll)				
Promoter and Promoter Group	37329760	37329760	100.00	37329760	0	100.00	0.00
Public - Institutional holders	8941146	6385881	71.42	6385881	0	100.00	0.00
Public - Others	7621066	405271	5.32	405271	0	100.00	0.00
TOTAL (A) + (B)	53891972	44120912	81.87	44120912	0	100.00	0.00

Resolution No. 2 - Declaration of Dividend at the rate of Rs.11 per Equity share of the face value Rs.10 each (110%) (Ordinary Resolution)

Promoter / Public	No.of shares held (1)	No. of votes Polled (2)	% of Votes polled on Outstanding shares (3) = [(2) /(1)*100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6) = [(4) /(2)*100	% of Votes Against on Votes polled (7) = [(5) /(2)*100
			Mode of Voting (E-voting)				
Promoter and Promoter Group	37329760	37329760	100.00	37329760	0	100.00	0.00
Public - Institutional holders	8941146	4922419	55.05	4922419	0	100.00	0.00
Public - Others	7621066	397976	5.22	397976	0	100.00	0.00
TOTAL (A)	53981972	42650155	79.14	42650155	0	100.00	0.00
			Mode of Voting (Poll)				
Promoter and Promoter Group	37329760	0	0.00	0	0	0.00	0.00
Public - Institutional holders	8941146	1635120	18.29	1635120	0	100.00	0.00
Public - Others	7621066	7067	0.09	7067	0	100.00	0.00
TOTAL (B)	53981972	1642187	3.05	1642187	0	100.00	0.00
			Results of voting : Merged (E-voting + Poll)				
Promoter and Promoter Group	37329760	37329760	100.00	37329760	0	100.00	0.00
Public - Institutional holders	8941146	6557539	73.34	6557539	0	100.00	0.00
Public - Others	7621066	405043	5.31	405043	0	100.00	0.00
TOTAL (A) + (B)	53891972	44292342	82.19	44292342	0	100.00	0.00

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Resolution No. 3 - Vacancy casued due to retirement of Dr.J.J.Irani as a Director be not filled at this meeting (Ordinary Resolution)

Promoter / Public	No.of shares held (1)	No. of votes Polled (2)	% of Votes polled on Outstanding shares (3) = [(2) /(1)*100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6) = [(4) /(2)*100	% of Votes Against on Votes polled (7) = [(5) /(2)*100
Mode of Voting (E-voting)							
Promoter and Promoter Group	37329760	37329760	100.00	37329760	0	100.00	0.00
Public - Institutional holders	8941146	4747183	53.09	4747183	0	100.00	0.00
Public - Others	7621066	397976	5.22	397976	0	100.00	0.00
TOTAL (A)	53891972	42474919	78.81	42474919	0	100.00	0.00
Mode of Voting (Poll)							
Promoter and Promoter Group	37329760	0	0.00	0	0	0.00	0.00
Public - Institutional holders	8941146	1635120	18.29	1635120	0	100.00	0.00
Public - Others	7621066	7295	0.10	7286	9	99.88	0.12
TOTAL (B)	53891972	1642415	3.05	1242406	9	100.00	0.00
Results of voting : Merged (E-voting + Poll)							
Promoter and Promoter Group	37329760	37329760	100.00	37329760	0	100.00	0.00
Public - Institutional holders	8941146	6382303	71.38	6382303	0	100.00	0.00
Public - Others	7621066	405271	5.32	405262	9	99.9998	0.0002
TOTAL (A) + (B)	53891972	44117334	81.86	44117325	9	99.9998	0.0002

Resolution No. 4 - Re-appointment of Mr. H.Nishibayashi as a Director of the Company (Ordinary Resolution)

Promoter / Public	No.of shares held (1)	No. of votes Polled (2)	% of Votes polled on Outstanding shares (3) = [(2) /(1)*100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6) = [(4) /(2)*100	% of Votes Against on Votes polled (7) = [(5) /(2)*100
Mode of Voting (E-voting)							
Promoter and Promoter Group	37329760	37329760	100.00	37329760	0	100.00	0.00
Public - Institutional holders	8941146	746496	8.35	746496	0	100.00	0.00
Public - Others	7621066	399983	5.25	397976	2007	99.50	0.50
TOTAL (A)	53891972	38476239	71.4	38474232	2007	99.99	0.01
Mode of Voting (Poll)							
Promoter and Promoter Group	37329760	0	0.00	0	0	0.00	0.00
Public - Institutional holders	8941146	1439388	16.10	1395718	43670	96.97	3.03
Public - Others	7621066	7295	0.10	7286	9	99.88	0.12
TOTAL (B)	53891972	1446683	2.68	1403004	43679	96.98	3.02
Results of voting : Merged (E-voting + Poll)							
Promoter and Promoter Group	37329760	37329760	100.00	37329760	0	100.00	0.00
Public - Institutional holders	8941146	2185884	24.45	2142214	43670	98.00	2.00
Public - Others	7621066	407278	5.34	405262	2016	99.51	0.49
TOTAL (A) + (B)	53891972	39922922	74.08	39877236	45686	99.89	0.11



KANSAI NEROLAC PAINTS LIMITED

Resolution No. 5 - Appointment of B S R & Co. LLP, Chartered Accountants as the Auditors of the Company for a term of 5 years (Ordinary Resolution)

Promoter / Public	No.of shares held (1)	No. of votes Polled (2)	% of Votes polled on Outstanding shares (3) = [(2) /(1)*100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6) = [(4) /(2)*100	% of Votes Against on Votes polled (7) = [(5) /(2)*100
Mode of Voting (E-voting)							
Promoter and Promoter Group	37329760	37329760	100.00	37329760	0	100.00	0.00
Public - Institutional holders	8941146	4750761	53.13	4750761	0	100.00	0.00
Public - Others	7621066	397976	5.22	397976	0	100.00	0.00
TOTAL (A)	53891972	42478497	78.82	42478497	0	100.00	0.00
Mode of Voting (Poll)							
Promoter and Promoter Group	37329760	0	0.00	0	0	0.00	0.00
Public - Institutional holders	8941146	1635120	18.29	1635120	0	100.00	0.00
Public - Others	7621066	7295	0.10	7286	9	99.88	0.12
TOTAL (B)	53891972	1642415	3.05	1642406	9	100.00	0.00
Results of voting : Merged (E-voting + Poll)							
Promoter and Promoter Group	37329760	37329760	100.00	37329760	0	100.00	0.00
Public - Institutional holders	8941146	6385881	71.42	6385881	0	100.00	0.00
Public - Others	7621066	405271	5.32	405262	9	99.9998	0.0002
TOTAL (A) + (B)	53891972	44120912	81.87	44120903	9	99.9998	0.0002

Resolution No. 6 - Ratification of the remuneration of the Cost Auditor, N.I.Mehta & Co., Cost Accountants for the year ended 31.3.2015 (Ordinary Resolution)

Promoter / Public	No.of shares held (1)	No. of votes Polled (2)	% of Votes polled on Outstanding shares (3) = [(2) /(1)*100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6) = [(4) /(2)*100	% of Votes Against on Votes polled (7) = [(5) /(2)*100
Mode of Voting (E-voting)							
Promoter and Promoter Group	37329760	37329760	100.00	37329760	0	100.00	0.00
Public - Institutional holders	8941146	4750761	53.13	4750761	0	100.00	0.00
Public - Others	7621066	397976	5.22	397976	0	100.00	0.00
TOTAL (A)	53891972	42478497	78.82	42478497	0	100.00	0.00
Mode of Voting (Poll)							
Promoter and Promoter Group	37329760	0	0.00	0	0	0.00	0.00
Public - Institutional holders	8941146	1635120	18.29	1635210	0	100.00	0.00
Public - Others	7621066	7295	0.10	7286	9	99.88	0.12
TOTAL (B)	53891972	1642415	3.05	1642406	9	100.00	0.00
Results of voting : Merged (E-voting + Poll)							
Promoter and Promoter Group	37329760	37329760	100.00	37329760	0	100.00	0.00
Public - Institutional holders	8941146	6385881	71.42	6385881	0	100.00	0.00
Public - Others	7621066	405271	5.32	405262	9	99.9998	0.0002
TOTAL (A) + (B)	53891972	44120912	81.87	44120903	9	99.9998	0.0002

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Resolution No. 7 - Appointment of Mr. D.M.Kothari as an Independent Director of the Company for a term of five consecutive years from the date of this AGM (Ordinary Resolution)

Promoter / Public	No.of shares held (1)	No. of votes Polled (2)	% of Votes polled on Outstanding shares (3) = [(2) /(1)*100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6) = [(4) /(2)*100	% of Votes Against on Votes polled (7) = [(5) /(2)*100
Mode of Voting (E-voting)							
Promoter and Promoter Group	37329760	37329760	100.00	37329760	0	100.00	0.00
Public - Institutional holders	8941146	4747183	53.09	4747183	0	100.00	0.00
Public - Others	7621066	397976	5.22	397976	0	100.00	0.00
TOTAL (A)	53891972	42474919	78.81	42474919	0	100.00	0.00
Mode of Voting (Poll)							
Promoter and Promoter Group	37329760	0	0.00	0	0	0.00	0.00
Public - Institutional holders	8941146	1635120	18.29	1053437	581683	64.43	35.57
Public - Others	7621066	7290	0.10	7290	0	100.00	0.00
TOTAL (B)	53891972	1642410	3.05	1060727	581683	64.58	35.42
Results of voting : Merged (E-voting + Poll)							
Promoter and Promoter Group	37329760	37329760	100.00	37329760	0	100.00	0.00
Public - Institutional holders	8941146	6382303	71.38	5800620	581683	90.89	9.11
Public - Others	7621066	405266	5.32	405266	0	100.00	0.00
TOTAL (A) + (B)	53891972	44117329	81.86	43535646	581683	98.68	1.32

KANSAI NEROLAC PAINTS LTD. MUMBAI

Partners
Mrs.RaginiChokshi
Mr.GirishM.Desai
Mr.MakarandPatwardhan

RaginiChokshi&Co.
CompanySecretaries

Tel.:02222831120
02222831134

34,KamerBuilding,5thFloor,38CawasjiPatelStreet,Fort,Mumbai400001
Email:ragini.c@rediffmail.com,mail@csraginichokshi.com

Date: 18/06/2014

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,

94th Annual General Meeting (AGM) of the Equity Shareholders of Kansai Nerolac Paints Limited, to be held on 20th day of June, 2014. at 3.00 p.m at M.C Ghia Hall, Bhogilal Hargovindas Building, 2nd 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 5th Floor, 38,Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as a Scrutinizer of Kansai Nerolac Paints Limited("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned Resolutions, at the 94th Annual General Meeting of the Equity Shareholders of Kansai Nerolac Paints Limited to be held on 20th day of June, 2014 at 3.00 pm at M.C. Ghia Hall, Bhogilal Hargovindas Building, 2nd floor, 18/20, Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Kala Ghoda, Mumbai-400001. We submit our report as under:

1. The e-voting period remained open from Saturday 14th June, 2014 at 10.01 hrs to Monday 16th June, 2014 at 18.00 hrs.

2. The Shareholders holding shares as on "Cut off" date i.e. on 16th May, 2014 were entitled to vote on the proposed resolutions (item no. 1 to 7 as set out in the Notice of the 94th AGM of Kansai Nerolac Paints Limited.)

3. The votes were unblocked on 16th June, 2014 around 6.05 p.m in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3rd floor, Rn.25 Mumbai-400 002.) and Mr. Sumit R. Sharma (Residing at 603, Vihan Bldg. wall Bhatt Rd. Goregaon East Mumbai-400063) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Bhavika

Name: Bhaviika Bharat Jain

Sharma

Name: Sumit R. Sharma

4. Thereafter, details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited".

5. Details of e-voting as under:-

<u>Resolution No.1</u>: Ordinary Resolution to consider and adopt the audited financial statements of the Company for the year ended 31st March, 2014 and the Reports of the Directors and the Auditors thereon.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
19	42478497	100%

RAGINI CHOKSHI & CO. Company Secretaries C.P. No. MUMBAI

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

<u>Resolution No.2</u>: Ordinary Resolution to declare a dividend. [The Board of Directors has recommended a dividend of Rs. 11 per Equity share of the face value of Rs. 10 each (i.e. 110%)] .

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
25	42650155	100%

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No.3: Ordinary Resolution that the vacancy caused by the retiring Director, Dr. J.J. Irani who has not sought re-appointment, be not filled in at this meeting or at any adjournment thereof.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
18	42474919	100%

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No.4: Ordinary Resolution to appoint a Director in place of Mr. H. Nishibayashi who retires by rotation and being eligible, offers himself for re-appointment.

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
17	38474232	99.99%

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
1	2007	0.01%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

<u>Resolution No.5</u>: Ordinary Resolution for appointment of B S R & Co. LLP, Chartered Accountants as the Auditors of the Company for a term of 5 years from the conclusion of this 94th Annual General Meeting until the conclusion of the 99th Annual General Meeting of the Company, subject to the ratification by the shareholders at every Annual General Meeting, and that their remuneration be fixed by the Audit Committee.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
19	42478497	100%

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1438 MUMBAI

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No.6: **Ordinary Resolution for ratification of the remuneration of the Cost Auditor, N. I. Mehta & Co., Cost Accountants, for the year ended 31st March, 2015, as recommended by the Audit Committee and approved by the Board of Directors.**

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
19	42478497	100%

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No.7: Ordinary Resolution for appointment of Mr. D.M. Kothari, Director of the Company who retires by rotation at the Annual General Meeting, as an Independent Director of the Company to hold office for a term of five consecutive years from the date of this Annual General Meeting.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
18	42474919	100%

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

6. The register, all other papers and relevant records relating to electronic voting 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,

For Ragini Chokshi & Co.

R. K. Chokshi

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

Mrs. Ragini Chokshi
Partner
Membership No. 2390
C.P. No. 1436

J J Irani

CHAIRMAN
KANSAI NEROLAC PAINTS LIMITED

Partners
Mrs.RaginiChokshi
Mr.GirishM.Desai
Mr.MakarandPatwardhan

RaginiChokshi&Co.
CompanySecretaries

Tel.:02222831120
02222831134

34,KamerBuilding,5thFloor,38CawasjiPatelStreet,Fort,Mumbai400001
Email:ragini.c@rediffmail.com,mail@csraginichokshi.com

Date: 20/06/2014

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman,

94th Annual General Meeting (AGM) of the Equity Shareholders of Kansai Nerolac Paints Limited, held on 20th day of June, 2014. at 3.00 p.m at M.C.Ghia Hall, Bhogilal Hargovindas Building, 2nd 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 5th Floor, 38,Cawasji Patel Street, Fort, Mumbai-400001, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at 94th Annual General Meeting of the Equity Shareholders of Kansai Nerolac Paints Limited ,held on 20th day of June, 2014 at 3.00 pm at M.C. Ghia Hall, Bhogilal Hargovindas Building, 2nd floor, 18/20, Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Kala Ghoda, Mumbai-400001, submit our report as under:

1. 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.

2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Sharepro Services India Private Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with Company.

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

4. The result of the Poll is as under:

<u>Resolution No.1</u>: Ordinary Resolution to consider and adopt the audited financial statements of the Company for the year ended 31st March, 2014 and the Reports of the Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1642415	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

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(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

<u>Resolution No.2</u>: Ordinary Resolution to declare a dividend. [The Board of Directors has recommended a dividend of Rs. 11 per Equity share of the face value of Rs. 10 each (i.e. 110%)] .

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	1642187	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

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Resolution No.3: Ordinary Resolution that the vacancy caused by the retiring Director, Dr. J.J. Irani who has not sought re-appointment, be not filled in at this meeting or at any adjournment thereof.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	1642406	99.9995%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	9	0.0005

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

Resolution No.4: Ordinary Resolution to appoint a Director in place of Mr. H. Nishibayashi who retires by rotation and being eligible, offers himself for re-appointment.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	1403004	96.9807%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	43679	3.0193%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

<u>Resolution No.5</u>: Ordinary Resolution for appointment of B S R & Co. LLP, Chartered Accountants as the Auditors of the Company for a term of 5 years from the conclusion of this 94th Annual General Meeting until the conclusion of the 99th Annual General Meeting of the Company, subject to the ratification by the shareholders at every Annual General Meeting, and that their remuneration be fixed by the Audit Committee.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	1642406	99.9995%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	9	0.0005%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

<u>Resolution No.6</u>: Ordinary Resolution for ratification of the remuneration of the Cost Auditor, N. I. Mehta & Co., Cost Accountants, for the year ended 31st March, 2015, as recommended by the Audit Committee and approved by the Board of Directors.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
52	1642406	99.9995%

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
4	9	0.0005%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

<u>Resolution No.7</u>: Ordinary Resolution for appointment of Mr. D.M. Kothari, Director of the Company who retires by rotation at the Annual General Meeting, as an Independent Director of the Company to hold office for a term of five consecutive years from the date of this Annual General Meeting.



(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
46	1060727	64.5836%

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
9	581683	35.4164%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



6. The poll paper and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping

Thanking You,

Yours faithfully,

Place: Mumbai

Date: 20/06/2014

FOR RAGINI CHOKSHI & CO.

R. K. Chokshi

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

MRS. RAGINI CHOKSHI
(Partner)
C.P. Number :1436

Membership number:2390

J. J. Irani

CHAIRMAN

KANSAI NEROLAC PAINTS LIMITED