KANSAI NEROLAC PAINTS LIMITED

4th July, 2015

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: 95th Annual General Meeting – Compliance of Clause 35A of the Listing Agreement

This is to inform you that the 95th Annual General Meeting of our Company was held on Friday, 3rd July, 2015 at 3.00 p.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 (Resolutions 1 to 7), which are Ordinary 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 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 consolidated Scrutinizer's Report dated 3rd July, 2015, 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.: 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 95th Annual General Meeting held at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th 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, 3rd July, 2015 at 3.00 p.m.
2.	Total number of shareholders on record date	22387 (As on the Cut-off date, i.e. 26-06-2015)
3.	Number of shareholders present in the meeting in person or through proxy - Promoter or Promoter Group - Public	102 1 101
4.	Number of shareholders attended the meeting through Video Conferencing - Promoter or Promoter Group - Public	Not Provided. - -

KANSAI NEROLAC PAINTS LTD. * MUMBAI *

KANSAI NEROLAC PAINTS LIMITED

The following Resolutions for the 95th Annual General Meeting of the Company held on 3rd July, 2015 were passed with requisite majority either by Remote E-voting or by Poll conducted at the AGM.

Res: No.	Resolution
1	Ordinary Resolution to receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2	Ordinary Resolution to declare a dividend of Rs. 1.40 (140%) per Equity Share of the nominal value of Re. 1 each for the year ended 31st March, 2015.
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.
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.
5	Ordinary Resolution to approve the appointment of BSR & 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.
6	Ordinary Resolution to appoint Mr. H. Furukawa (holding DIN 06924589), who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting , as a Director of the Company
7	Ordinary Resolution to appoint Mr. S. Asatsuma (holding DIN 07045659), who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting, as a Director of the Company.

KANSAI NEROLAC PAINTS LTD. * MUMBAI *

KANSAI NEROLAC PAINTS LIMITED (CIN : L24202MH1920PLC000825)							
Clause 35A (Poll and e-Voting)							
Resolution 1							
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
Promoter and Promoter Group	373297600	373297600	100.000000	373297600	0	100.000000	0.000000
Public – Institutional holders	85374917	57843531	67.752372	57843531	0	100.000000	0.000000
Public-Others	80247203	3231408	4.026817	3231298	110	99.996596	0.003404
Total	**538919720**	**434372539**	**80.600602**	**434372429**	**110**	**99.999975**	**0.000025**

KANSAI NEROLAC PAINTS LIMITED (CIN : L24202MH1920PLC000825)							
Clause 35A (Poll and e-Voting)							
Resolution 2							
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
Promoter and Promoter Group	373297600	373297600	100.000000	373297600	0	100.000000	0.000000
Public – Institutional holders	85374917	61249491	71.741787	61249491	0	100.000000	0.000000
Public-Others	80247203	3231408	4.026817	3231408	0	100.000000	0.000000
Total	**538919720**	**437778499**	**81.232600**	**437778499**	**0**	**100.000000**	**0.000000**

KANSAI NEROLAC PAINTS LTD. MUMBAI

KANSAI NEROLAC PAINTS LIMITED (CIN : L24202MH1920PLC000825)							
Clause 35A (Poll and e-Voting)							
Resolution 3							
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
Promoter and Promoter Group	373297600	373297600	100.000000	373297600	0	100.000000	0.000000
Public – Institutional holders	85374917	61249491	71.741787	60238828	1010663	98.349924	1.650076
Public-Others	80247203	3231408	4.026817	3231408	0	100.000000	0.000000
Total	**538919720**	**437778499**	**81.232600**	**436767836**	**1010663**	**99.769138**	**0.230862**

KANSAI NEROLAC PAINTS LIMITED (CIN : L24202MH1920PLC000825)							
Clause 35A (Poll and e-Voting)							
Resolution 4							
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
Promoter and Promoter Group	373297600	373297600	100.000000	373297600	0	100.000000	0.000000
Public – Institutional holders	85374917	61249491	71.741787	57068833	4180658	93.174379	6.825621
Public-Others	80247203	3231408	4.026817	3231408	0	100.000000	0.000000
Total	**538919720**	**437778499**	**81.232600**	**433597841**	**4180658**	**99.045029**	**0.954971**

KANSAI NEROLAC PAINTS LTD. MUMBAI

KANSAI NEROLAC PAINTS LIMITED (CIN : L24202MH1920PLC000825)							
Clause 35A (Poll and e-Voting)							
Resolution 5							
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
Promoter and Promoter Group	373297600	373297600	100.000000	373297600	0	100.000000	0.000000
Public – Institutional holders	85374917	57843531	67.752372	57843531	0	100.000000	0.000000
Public-Others	80247203	3231408	4.026817	3230568	840	99.974005	0.025995
Total	**538919720**	**434372539**	**80.600602**	**434371699**	**840**	**99.999807**	**0.000193**

KANSAI NEROLAC PAINTS LIMITED (CIN : L24202MH1920PLC000825)							
Clause 35A (Poll and e-Voting)							
Resolution 6							
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
Promoter and Promoter Group	373297600	373297600	100.000000	373297600	0	100.000000	0.000000
Public – Institutional holders	85374917	61249491	71.741787	60041869	1207622	98.028356	1.971644
Public-Others	80247203	3231408	4.026817	3231408	0	100.000000	0.000000
Total	**538919720**	**437778499**	**81.232600**	**436570877**	**1207622**	**99.724148**	**0.275852**



KANSAI NEROLAC PAINTS LIMITED (CIN : L24202MH1920PLC000825)							
Clause 35A (Poll and e-Voting)							
Resolution 7							
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
Promoter and Promoter Group	373297600	373297600	100.000000	373297600	0	100.000000	0.000000
Public – Institutional holders	85374917	61249491	71.741787	60041869	1207622	98.028356	1.971644
Public-Others	80247203	3231408	4.026817	3231408	0	100.000000	0.000000
Total	**538919720**	**437778499**	**81.232600**	**436570877**	**1207622**	**99.724148**	**0.275852**

KANSAI NEROLAC PAINTS LTD. MUMBAI

Partners
Mrs. Ragini Chokshi
Mr. Makarand Patwardhan
Mr. Umashankar Hegde
Mr. Girish Desai

CS Ragini Chokshi & Co.
Company Secretaries

Tel. 022-22831120
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date 03/07/2015

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 95th Annual General Meeting (AGM) of the Equity Shareholders of Kansai Nerolac Paints Limited held on 3rd day of July, 2015 at 3.00 p.m at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th 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 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 95th AGM of the Equity Shareholders of the Company held on 3rd day of July, 2015 at 3.00 p.m at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th floor, 18/20, Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Kala Ghoda, Mumbai-400001.

The Notice dated 8th May, 2015 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.

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1430 MUMBAI

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 26th June, 2015 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 Monday, 29th June, 2015 at 5.00 p.m. (IST) and ended on Thursday, 2nd July, 2015 at 5.00 p.m. (IST).

On 2nd July, 2015, 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, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3rd floor, Rn.25 Mumbai-400 002.) and Ms. Rupa Kothari (Residing at 23 , Shanti 1 building, Carmichael Road, pedder Road, Mumbai 400026.) 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: Bhaviika Bharat Jain

Name: Rupa Kothari

The 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.

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, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3rd floor, Rn.25 Mumbai-400 002.) and (Residing at 23 , Shanti 1 building, Carmichael Road, pedder Road, Mumbai 400026.). They have signed below in confirmation of the votes being unblocked in their presence.

Name: Bhaviika Bharat Jain

Name: Rupa Kothari

RAGINI CHOKSHI & CO. Company Secretaries MUMBAI

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, 2015 including audited Balance Sheet as at 31st March, 2015 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	75	60888969	100%
Physical Ballot	37	373483460	99.99%
Total	112	434372429	99.99%

(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	0	0	NIL
Physical Ballot	5	110	0.01%
Total	5	110	0.01%

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	NIL	NIL
Physical Ballot	1	30

Note : Nine (9) shareholders holding 34,05,960 shares have opted for remote e-voting but did not vote on this particular resolution.

RAGINI CHOKSHI & CO. Company Secretaries C.P. 4536 MUMBAI

Resolution No.2: Ordinary Resolution to declare a dividend of Re. 1.40 (140%) per Equity share of the nominal value of Re. 1 each for the year ended 31st March, 2015.

(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	84	64294929	100%
Physical Ballot	42	373483570	100%
Total	126	437778499	100%

(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	0	0	NIL
Physical Ballot	0	0	NIL
Total	0	0	NIL

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	NIL	NIL
Physical Ballot	1	30

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	83	63284266	98.43%
Physical Ballot	42	373483570	100%
Total	125	436767836	99.77%

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

(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	1	1010663	1.57%
Physical Ballot	0	0	NIL
Total	1	1010663	0.23%

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	NIL	NIL
Physical Ballot	1	30

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	49	60114271	93.50%
Physical Ballot	42	373483570	100%
Total	91	433597841	99.04%

(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	35	4180658	6.5%
Physical Ballot	0	0	NIL
Total	35	4180658	0.96%



(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	NIL	NIL
Physical Ballot	1	30

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	75	60888969	100%
Physical Ballot	41	373482730	99.99%
Total	116	434371699	99.99%

(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	0	0	NIL
Physical Ballot	1	840	0.01%
Total	1	840	0.01%

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	NIL	NIL
Physical Ballot	1	30

Note : Nine (9) shareholders holding 34,05,960 shares have opted for remote e-voting but did not vote on this particular resolution.

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

Resolution No.6: Ordinary Resolution to appoint Mr. H. Furukawa (holding DIN 06924589), who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting, as a Director of the Company.

(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	82	63087307	98.12%
Physical Ballot	42	373483570	100%
Total	124	436570877	99.72%

(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	2	1207622	1.88%
Physical Ballot	0	0	NIL
Total	2	1207622	0.28%

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	NIL	NIL
Physical Ballot	1	30

Resolution No.7: Ordinary Resolution to appoint Mr. S. Asatsuma (holding DIN 07045659), who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting, as a Director of the Company.

(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	82	63087307	98.12%
Physical Ballot	42	373483570	100%
Total	124	436570877	99.72%

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

(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	2	1207622	1.88%
Physical Ballot	0	0	NIL
Total	2	1207622	0.28%

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	NIL	NIL
Physical Ballot	1	30

All the Resolutions at item nos. 1 to 7 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

Date: 03rd July, 2015

FOR RAGINI CHOKSHI & CO.

R. K. CHOKSHI

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

CHAIRMAN
KANSAI NEROLAC PAINTS LIMITED