KANSAI NEROLAC PAINTS LIMITED

12th February, 2015

1. The Secretary
The BSE
Phiroze Jeejeebhoy Towers
Dalal Street,Mumbai – 400 001

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

BSE Scrip Code: 500165

NSE Scrip Code: KANSAINER

Dear Sirs,

Sub: Seeking approval of the Shareholders of the Company through Postal Ballot

Reference is made to our letters dated January 30, 2015, wherein we had informed the Exchange that the Board of Directors of the Company had approved the proposals of i) Sub-division of shares of the Company and ii) appointment of Mr. Pradip Shah, Mr. Noel Tata and Mrs. Brinda Somaya as Independent directors of the Company for a period of 5 years, subject to the approval of the shareholders of the Company.

It is hereby informed that the approval of the shareholders is sought through Postal Ballot. Pursuant to provisions of clause 35B of the Listing agreement, the shareholders will also be given the facility to vote electronically from the e-voting platform of CDSL.

The approval of the shareholders will be sought for the following resolutions:

Sr. No.	Resolutions	Type of Resolution
1	To sub-divide each Equity Share of the Company having a face value of Rs. 10 each into 10 Equity Shares of face value of Re. 1 each.	Ordinary
2	To amend the Clause V of the Memorandum of Association of the Company relating to Capital to reflect sub-division of the share capital.	Special

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

3	To amend Article 3 of the Articles of Association of the Company relating to Capital to reflect sub-division of share capital.	Special
4	To appoint Mr. Pradip P. Shah as an Independent Director of the Company for a period of 5 years commencing from January 30, 2015 upto and including January 29, 2020.	Ordinary
5	To appoint Mr. Noel N. Tata as an Independent Director of the Company for a period of 5 years commencing from January 30, 2015 upto and including January 29, 2020.	Ordinary
6	To appoint Mrs. Brinda Somaya as an Independent Director of the Company for a period of 5 years commencing from July 22, 2014 upto and including July 21, 2019.	Ordinary

Postal Ballot Notices along with the Postal Ballot Form are being sent today physically to all the shareholders whose names appear on the Register of Shareholders / List of Beneficial Owners as on February 6, 2015. Postal Ballot Notices are also being sent through e-mail to those shareholders whose e-mail Ids are registered with the Depository Participant/ Company. An advertisement will also be issued in the newspapers on February 13, 2015, specifying *inter-alia* about dispatch of Postal Ballot papers.

Mrs. Ragini Chokshi, Partner of Ragini Chokshi & Co., Practicing Company Secretaries, is the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The voting period for postal ballot as well as e-voting will commence from February 14, 2015 at 10.00 a.m and will end on March 15, 2015 at 6.00 p.m. The Company will announce the results of the voting on or before March 20, 2015.

For KANSAI NEROLAC PAINTS LIMITED

G. T. GOVINDARAJAN
COMPANY SECRETARY

Encl: Attachments: 1. Postal Ballot Notice and Postal Ballot form.
2. Copy of the advertisement that will be issued in the newspapers on February 13, 2015.