



28th May, 2025

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| <b>1. BSE Limited,</b><br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai - 400 001. | <b>2. National Stock Exchange of India Ltd.</b><br>Exchange Plaza, C-1, Block G,<br>Bandra Kurla Complex, Bandra (E),<br>Mumbai - 400 051. |
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**Sub.: Secretarial Compliance Report of Kansai Nerolac Paints Limited for the year ended 31st March, 2025**

**Ref.: 1. Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**  
**2. BSE Scrip Codes - 500165, NSE Symbol - KANSAINER**

Dear Sirs,

In terms of the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Secretarial Compliance Report of the Company, issued by JHR & Associates, Company Secretaries, for the year ended 31st March, 2025, in the prescribed format.

The above is for your information and record.

For **KANSAI NEROLAC PAINTS LIMITED**

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

Encl.: As above.

**Secretarial Compliance Report of Kansai Nerolac Paints Limited  
for the year ended on 31<sup>st</sup> March, 2025**

We, JHR & Associates, Practising Company Secretaries, Thane, have examined:

- (a) all the documents and records made available to us and explanation provided by Kansai Nerolac Paints Limited (CIN: L24202MH1920PLC000825) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31<sup>st</sup> March, 2025 ("Review Period") in respect of compliance with the provisions of: -
  - a) Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - b) Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ; **(Not Applicable during the review period)**



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not Applicable during the review period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not Applicable during the review period**);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018. and circulars/ guidelines issued thereunder

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there-under, except in respect of a matter as mentioned in **Annexure A** to the report.
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable.**
- II. The listed entity has complied with the provisions of Para 6 of SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019 in terms of appointment of Statutory Auditors of the Listed entity- **Not Applicable during the review period**





**JHR & Associates**

Company Secretaries

III. In Addition to the above the following affirmations are being provided hereunder:

Sr. No.	Particulars	Compliance Status	Observations
(a)	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	--
(b)	<b>Adoption and timely updation of the Policies:</b>  All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	--
(c)	<b>Maintenance and disclosures on Website:</b>  The Listed entity is maintaining a functional website  Timely dissemination of the documents/ information under a separate section on the website  Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	--



(d)	<b>Disqualification of Director:</b>  None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	--
(e)	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries	Yes	--
(f)	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	--
(g)	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	The Performance Evaluation was carried out in the first quarter of the financial year 2024-25.



(h)	<b>Related Party Transactions:</b>		
	<p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>Not Applicable</p>	<p>Omnibus and regular prior approvals of the Audit Committee has been obtained for all Related Party Transactions entered into by the Company.</p> <p>--</p>
(i)	<b>Disclosure of events or information:</b> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	--
(j)	<b>Prohibition of Insider Trading:</b> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	--



(k)	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Except as stated in Annexure A, there are no instances against the Company, its promoters, directors or subsidiaries by SEBI or Stock Exchange.	--
(l)	<b>Additional Non-compliances, if any:</b>	Nil	--

#### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



301, Sai-Krupa Co-operative Housing Society,  
B-Cabin, Shivaji Nagar, Opp. Anandashram Society  
Sane Guruji Path, Naupada, Thane (W) - 400602  
Contact us at : 022-40122520, +91 8976442434  
Email ID : info@jhrasso.com



**JHR & Associates**

Company Secretaries

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For JHR & Associates  
Company Secretaries



A handwritten signature in blue ink, appearing to read 'J. H. Ranade'.

J. H. Ranade  
Partner

(FCS: 4317, CP: 2520)

UDIN: F004317G000411955

Place: Thane

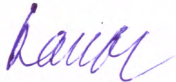
Date: 22<sup>nd</sup> May, 2025



## Annexure A

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response
1.	Reg 23(9) of LODR:  The listed entity shall submit to the stock exchange disclosures of related party transaction every six months on the date of publication of its standalone and consolidated financial results.	Reg 23(9) of LODR and 3 <sup>rd</sup> proviso thereunder	The disclosure had been made to BSE within the stipulated time, and inadvertently, the same got filed with NSE the next day morning.	NSE	Fine	The disclosure had been made to BSE within the stipulated time, and inadvertently, the same got filed with NSE the next day morning, which was considered as a delay by NSE.	5,000/-	The disclosure had been made to BSE within the stipulated time, and inadvertently, the same got filed with NSE the next day morning, which was considered as a delay by NSE and a fine had been imposed.	The disclosure had been made to BSE under the Regulation (on Related Party Transactions for the half year ended 30th September, 2024) within the stipulated time, on the same day of the Board meeting i.e. 6th November, 2024, inadvertently, the same got filed with NSE the next day morning. The Company explained the instance to NSE and paid off the fine to NSE.

For JHR & Associates  
Company Secretaries



J.H. Ranade  
(Partner)  
FCS 4317, CP: 2520



Place: Thane  
Date: 22nd May, 2025