

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L24202MH1920PLC000825

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACG1376N

(ii) (a) Name of the company

KANSAI NEROLAC PAINTS LIM

(b) Registered office address

28th Floor, A-wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400013, Maharashtra

(c) \*e-mail ID of the company

investor@nerolac.com

(d) \*Telephone number with STD code

02240602500

(e) Website

www.nerolac.com

(iii) Date of Incorporation

02/09/1920

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LTD.	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh  
roli (West ), NA

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

AGM will be held on Friday, 28th June, 2024.

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Kansai Paint Co., Ltd., Japan		Holding	74.99
2	KNP Japan Pvt. Ltd.		Subsidiary	68
3	Kansai Paints Lanka (Private) Li +		Subsidiary	60
4	Kansai Nerolac Paints (Banglac +		Subsidiary	55
5	Nerofix Private Limited	U24299MH2019PTC328170	Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	850,000,000	808,379,580	808,379,580	808,379,580
Total amount of equity shares (in Rupees)	850,000,000	808,379,580	808,379,580	808,379,580

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	850,000,000	808,379,580	808,379,580	808,379,580
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	850,000,000	808,379,580	808,379,580	808,379,580

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	2,033,410	536,886,310	538919720	538,919,720	538,919,720	
<b>Increase during the year</b>	0	269,895,310	269895310	269,459,860	269,459,860	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	269,459,860	269459860	269,459,860	269,459,860	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		435,450	435450			
Dematerialization of shares from physical holding						
<b>Decrease during the year</b>	435,450	0	435450	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	435,450		435450			
Dematerialization of shares from physical holding						
<b>At the end of the year</b>	1,597,960	806,781,620	808379580	808,379,580	808,379,580	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE531A01024

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil  
 [Details being provided in a CD/Digital Media]  Yes  No  Not Applicable

Separate sheet attached for details of transfers  Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input style="width:100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width:100%;" type="text"/>	
Type of transfer	<input style="width:50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width:100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:100px;" type="text"/>
Ledger Folio of Transferor		<input style="width:100%;" type="text"/>	
Transferor's Name	<input style="width:150px;" type="text"/>	<input style="width:150px;" type="text"/>	<input style="width:150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width:100%;" type="text"/>	
Transferee's Name	<input style="width:150px;" type="text"/>	<input style="width:150px;" type="text"/>	<input style="width:150px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width:100%;" type="text"/>	
Type of transfer	<input style="width:50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width:100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:100px;" type="text"/>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0		0
Partly convertible debentures	0		0
Fully convertible debentures	0		0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

(i) Turnover

73,932,957,654.82

(ii) Net worth of the Company

56,531,229,779.51

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	606,203,847	74.99	0	
10.	Others	0	0	0	
	<b>Total</b>	606,203,847	74.99	0	0

Total number of shareholders (promoters)

1

(b) \*SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	60,872,044	7.53	0	
	(ii) Non-resident Indian (NRI)	2,420,513	0.3	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	65,705,097	8.13	0	
4.	Banks	11,413	0	0	
5.	Financial institutions	127,000	0.02	0	
6.	Foreign institutional investors	38,175,302	4.72	0	
7.	Mutual funds	27,538,686	3.41	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,755,029	0.71	0	
10.	Others      Alternate Investment Funds	1,570,649	0.19	0	
	<b>Total</b>	202,175,733	25.01	0	0

Total number of shareholders (other than promoters)

116,814

Total number of shareholders (Promoters+Public/  
Other than promoters)

116,815

(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company

147

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CAISSE DE DEPOT ET F				4,461,267	0.55
THE SCOTTISH ORIENT				3,968,795	0.49
FSSA INDIAN SUBCON				3,738,402	0.46
VANGUARD EMERGIN				2,833,873	0.35

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
VANGUARD TOTAL INTL				2,709,969	0.34
ISHARES CORE MSCI E				2,261,902	0.28
CARNEGIE INDIENFON				2,021,377	0.25
GOVERNMENT PENSIC				1,668,878	0.21
VANGUARD FIDUCIAR				1,383,833	0.17
ABU DHABI INVESTME				904,613	0.11
EMERGING MARKETS				847,063	0.1
EMERGING MARKETS				719,884	0.09
CANADA PENSION PL				604,866	0.07
ISHARES CORE MSCI E				544,881	0.07
ISHARES MSCI INDIA S				497,727	0.06
STATE STREET GLOBAL				442,526	0.05
COLLEGE RETIREMENT				411,897	0.05
VANGUARD FTSE ALL-				410,094	0.05
EMERGING MARKETS				373,965	0.05
CALIFORNIA PUBLIC E				350,343	0.04
GENERAL ORGANIZAT				345,529	0.04
FIRST SENTIER INVEST				272,908	0.03
SCHWAB EMERGING M				271,565	0.03
PUB EQUITIES EMERGI				265,639	0.03
PGGM WORLD EQUITY				252,736	0.03

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	83,760	114,007
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	3	0	3	0	0
<b>B. Non-Promoter</b>	1	3	1	3	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MR. P. P. SHAH	00066242	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MR. ANUJ JAIN	08091524	Managing Director	20,340	
MR. H. NISHIBAYASH	03169150	Director	0	
MS. SONIA SINGH	07108778	Director	0	
MR. T. TOMIOKA	08736654	Director	0	
MR. BHASKAR BHAT	00148778	Director	0	
MR. PRAVIN CHAUDH	02171823	Director	0	
MR. P. D. PAI	AAJPP1133C	CFO	0	
MR. G. T. GOVINDAR	AIDPG8250H	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MR. SHIGEKI TAKA	08736626	Director	26/06/2023	Resignation
MR. PRAVIN CHAU	02171823	Director	26/06/2023	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/06/2023	93,938	71	75

**B. BOARD MEETINGS**

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/04/2023	7	5	71.43

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	08/05/2023	7	7	100
3	03/08/2023	7	7	100
4	01/11/2023	7	7	100
5	15/12/2023	7	6	85.71
6	22/01/2024	7	6	85.71
7	05/02/2024	7	7	100
8	12/03/2024	7	6	85.71

**C. COMMITTEE MEETINGS**

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	08/05/2023	3	3	100
2	Nomination and Remuneration	08/05/2023	4	4	100
3	Nomination and Remuneration	13/06/2023	4	4	100
4	Audit Committee	03/08/2023	3	3	100
5	Risk Management	14/08/2023	5	5	100
6	Audit Committee	01/11/2023	3	3	100
7	Nomination and Remuneration	01/11/2023	4	4	100
8	Corporate Social Responsibility	24/11/2023	3	3	100
9	Audit Committee	15/12/2023	3	3	100
10	Audit Committee	05/02/2024	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MR. P. P. SHAH	8	8	100	11	11	100	
2	MR. ANUJ JAIN	8	8	100	5	5	100	
3	MR. H. NISHIKANTH	8	6	75	3	3	100	
4	MS. SONIA SINGH	8	8	100	13	13	100	
5	MR. T. TOMIC	8	6	75	0	0	0	
6	MR. BHASKAR	8	8	100	10	10	100	
7	MR. PRAVIN	6	6	100	0	0	0	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. ANUJ JAIN	MANAGING DIRECTOR	51,678,604	0	0	750,000	52,428,604
	Total		51,678,604	0	0	750,000	52,428,604

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. P. D. PAI	CFO	19,946,400	0	0	750,000	20,696,400
2	MR. G. T. GOVINDARAJAN	COMPANY SECRETARY	9,978,346	0	0	465,000	10,443,346
	Total		29,924,746	0	0	1,215,000	31,139,746

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. P. P. SHAH	DIRECTOR	0	4,500,000	0	525,000	5,025,000
2	MS. SONIA SINGH	DIRECTOR	0	4,000,000	0	575,000	4,575,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	MR. BHASKAR BH, +	DIRECTOR	0	2,600,000	0	500,000	3,100,000
	Total		0	11,100,000	0	1,600,000	12,700,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

MR. J. H. RANADE

Whether associate or fellow

Associate  Fellow

Certificate of practice number

2520

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no.  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

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**List of attachments**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**