

14th September, 2022

1. Corporate Relationship Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.
2. Manager – Listing
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051.

Sub.: Outcome of the Board Meeting of Kansai Nerolac Paints Limited held on 14th September, 2022

Ref.: 1. Regulation 30 (read with Schedule III - Part A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

2. Scrip Codes: BSE - 500165, NSE - KANSAINER

Dear Sirs,

This is to inform you that the Board of Directors of Kansai Nerolac Paints Limited has, at its meeting held today i.e. on Wednesday, 14th September, 2022, *inter alia* considered and approved, formulation of Employee Stock Option Scheme, viz., Kansai Nerolac Paints Limited – Restricted Stock Unit Plan 2022 (“RSU Plan 2022”/ “Plan”), in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, with the authority to grant not exceeding 53,89,197 (Fifty three lakhs eighty nine thousand one hundred ninety seven) Restricted Stock Units (“RSU”) to such employees as may be determined by the Nomination and Remuneration Committee in terms of the Plan, in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 53,89,197 (Fifty three lakhs eighty nine thousand one hundred ninety seven) equity shares of face value of Re. 1 (One) each fully paid up, with each such RSU conferring a right upon the employees to apply for one equity share in the Company in accordance with the terms and conditions as may be decided under the Plan, subject to approval of the shareholders through postal ballot and such other regulatory/statutory approvals as may be necessary. The details of the postal ballot will be disclosed in due course.

The requisite disclosure as per Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 is as under:

a) Brief details of options granted	The Board of Directors has approved the formulation of Employee Stock Option Scheme, viz., Kansai Nerolac Paints Limited – Restricted Stock Unit Plan 2022 (“RSU Plan 2022”/ “Plan”), in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, with the authority to grant not exceeding 53,89,197 Restricted Stock Units (“RSU”) to such employees as may be determined by the Nomination and Remuneration Committee in terms of the Plan, in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 53,89,197 equity shares of face value of Re. 1 each fully paid up, with each such RSU conferring a
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	<p>right upon the employees to apply for one equity share in the Company in accordance with the terms and conditions as may be decided under the Plan, subject to approval of the shareholders through postal ballot and such other regulatory/statutory approvals as may be necessary.</p> <p>Options can be granted only after approval of the Plan by the shareholders.</p>
b) Whether the Scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable)	Yes.
c) Total number of shares covered by these Options	53,89,197 (Fifty three lakhs eighty nine thousand one hundred ninety seven) equity shares of the Company.
d) Pricing formula	At face value of the equity share of the Company as on date of exercise of RSUs.
e) Options vested	Not Applicable as on date as the Plan is subject to approval of the shareholders.
f) Time within which Option may be exercised	The Plan, which is subject to approval of the shareholders, provides that the vested RSUs shall be exercised within a period of 4 (four) years from the date of vesting of such RSUs.
g) Options exercised	Not Applicable as on date as the Plan is subject to approval of the shareholders.
h) Money realized by exercise of Options	Not Applicable as on date as the Plan is subject to approval of the shareholders.
i) The total number of shares arising as a result of exercise of Option	Not Applicable as on date as the Plan is subject to approval of the shareholders.
j) Options lapsed	Not Applicable as on date as the Plan is subject to approval of the shareholders.
k) Variation of terms of Options	Not Applicable as on date as the Plan is subject to approval of the shareholders.
l) Brief details of significant terms	Subject to approval of the shareholders to the Plan, RSUs shall vest after the minimum vesting period of 1 (one) year but not later than the maximum period of 4 (four) years from the date of grant of RSUs.

m) Subsequent changes or cancellation or exercise of such Options	Not Applicable as on date as the Plan is subject to approval of the shareholders.
n) Diluted earnings per share pursuant to issue of equity shares on exercise of Options	Not Applicable as on date as the Plan is subject to approval of the shareholders and the RSUs are yet to be exercised.

Conversion ratio

Subject to approval of the shareholders to the Plan, each RSU shall carry the right to be issued one equity share of the Company.

The Board Meeting commenced at 2 p.m. and concluded at 7.10 p.m.

For **KANSAI NEROLAC PAINTS LIMITED**

G. T. GOVINDARAJAN
COMPANY SECRETARY

