

KANSAI NEROLAC PAINTS LIMITED

Registered Office: 'Nerolac House', Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Maharashtra.
Tel.: +91-22 40602500 / 40602501 • **Website:** www.nerolac.com • **Investors Relations e-mail ID:** investor@nerolac.com
Corporate Identity Number (CIN): L24202MH1920PLC000825

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, 17th May, 2023 at 9:00 a.m. (IST)	Thursday, 15th June, 2023 at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), as amended and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide Circular No. 11/2022 dated 28th December, 2022, read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated 31st December, 2020, Circular No. 10/2021 dated 23rd June, 2021, Circular No. 20/2021 dated 8th December, 2021 and Circular No. 2/2022 dated 5th May, 2022 (collectively the "MCA Circulars"), to transact the special business as set out hereunder, by way of postal ballot.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the special business setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ("Notice") for your consideration and forms part of this Notice.

In line with the relevant MCA Circulars, Kansai Nerolac Paints Limited ("Company") is sending this Notice in electronic form to those Shareholders whose e-mail addresses are registered with the Company/ Depository Participant(s) Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules made thereunder the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.nerolac.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Thursday, 15th June, 2023. The remote e-voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

Item No. 1

Increase in the Authorised Share Capital of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED that in accordance with the provisions of Section 61, Section 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) and amendment(s) thereto or re-enactments thereof, for the time being in force), applicable provisions of the Articles of Association, the existing Authorised Share Capital of Rs. 66,50,00,000 (Rupees Sixty Six Crores and Fifty Lakhs) divided into 66,50,00,000 (Sixty Six Crores and Fifty Lakhs) Equity Shares of Re. 1 each be increased to Rs. 85,00,00,000 (Rupees Eighty Five Crores) divided into 85,00,00,000 (Eighty Five Crores) Equity Shares of Re. 1 each.

RESOLVED FURTHER that the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution.”

Item No. 2

Alteration of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and applicable provisions of the Articles of Association of the Company, the existing Clause V of the Memorandum of Association of the Company be altered by substituting with the following new Clause V:

‘V. The Share Capital of the Company is Rs. 85,00,00,000 (Rupees Eighty Five Crores) divided into 85,00,00,000 (Eighty Five Crores) Equity shares of Re. 1 each with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege, or subject to any postponement of rights, or to any conditions or restrictions; and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.’

RESOLVED FURTHER that the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution.”

Item No. 3

Alteration of the Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the existing Article 3 of the Articles of Association of the Company be altered by substituting with the following new Article 3:

‘3. The Authorised Share Capital of the Company is Rs. 85,00,00,000 (Rupees Eighty Five Crores) divided into 85,00,00,000 (Eighty Five Crores) Equity Shares of Re. 1 each.’

RESOLVED FURTHER that the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution.”

Item No. 4

Issue of Bonus Shares

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED that :

- (a) pursuant to Article 178 of the Articles of Association of the Company, provisions of Section 63 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, including any other applicable regulations and guidelines issued by SEBI and Reserve Bank of India in this regard and the conditions and modifications, if any, as may be prescribed and agreed to by the Board of Directors of the Company, a sum of Rs. 26,94,59,860 (Rupees Twenty six crores ninety four lakhs fifty nine thousand eight hundred sixty) of the amount standing to the credit of the Securities Premium Account and General Reserve be and is hereby capitalized and transferred from the Securities Premium Account / General Reserve to Share Capital and be applied for allotment of New Equity Shares of Re.1 each as Bonus Shares to the holders of the existing Equity Shares of the Company and whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories, on such date as may be fixed in this regard by the Board of Directors (“Record Date”) in the proportion of 1 (One) New Equity Share of Re.1 each for every 2 (Two) existing Equity Shares held by the Members of the Company, upon the footing that they will be entitled thereto for all purposes as capital and not as income;
- (b) the said New Equity Shares of Re. 1 each, when issued and allotted, shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with and carry the same rights as the existing Equity Shares of the Company save and except that they shall not rank for dividend declared or to be declared for or in respect of any financial year prior to the financial year in which the New Equity Shares are allotted;
- (c) no letter of allotment shall be issued to the allottees; in the case of Members who hold equity shares in dematerialised form, the New Equity Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold Equity Shares in physical form, the New Equity Shares shall be credited in compliance with the guidelines issued SEBI and relevant authorities, in this regard;
- (d) no fractions arising out of the issue and allotment of New Equity Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements shall be consolidated and the New Equity Shares, in lieu thereof, shall be allotted by the Board to the Nominees appointed by the Board, who shall hold the same as Trustees for the Members entitled thereto and sell the said Equity Shares so arising, at the then prevailing market rate and distribute the net sale proceeds thereof, after adjusting therefrom the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlement;
- (e) for the purpose of giving effect to this Resolution and for the removal of any difficulties, the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized to (i) do such acts, deeds, matters and things and give such directions as may be necessary or desirable, proper or expedient for the purpose of giving effect to the resolution including but not limited to making appropriate adjustments to the Restricted Stock Units under the Restricted Stock Units Plan 2022 of the Company and to settle any question or difficulty whatsoever that may arise with regard to the issue, allotment and distribution of the said New Equity Shares and (ii) accept on behalf of the Company, alterations or modifications if any, relating to the issue of the New Equity Shares that may be required by the authorities, as the Board in its discretion thinks fit and proper.”

For and on behalf of the Board

P. P. Shah
Chairman

Mumbai, 8th May, 2023

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Act, relating to the special business which are considered to be unavoidable by the Board of Directors of the Company is annexed hereto.
2. The Shareholders, seeking any information with regard to the special business, are requested to write to the Company on or before Thursday, 15th June, 2023, through e-mail on postalballot@nerolac.com. The same will be replied by/on behalf of the Company suitably.
3. In line with the relevant MCA Circulars, the Notice inter alia indicating the process and manner of remote e-voting is being sent by e-mail, to all the Shareholders whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.
4. Further, in terms of the applicable provisions of the Act and SEBI Listing Regulations read with the relevant MCA Circulars, the Notice will also be available on the website of the Company at www.nerolac.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited (“NSDL”) i.e. www.evoting.nsdl.com.

5. Voting through electronic means

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations and the relevant MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted by Postal Ballot through electronic means. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency.

The Company has fixed Friday, 12th May, 2023 as the “cut-off date” to determine the eligibility to vote by remote e-voting. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e. Friday, 12th May, 2023, shall be entitled to avail the facility of remote e-voting.

6. The Company has appointed Mr. J. H. Ranade, Membership No. F4317 & Certificate of Practice No. 2520 or failing him Mr. Sohan J. Ranade, Membership No. A33416 & Certificate of Practice No. 12520 or failing him Ms. Tejaswi Jogal, Membership No. A29608 & Certificate of Practice No. 14839 (anyone of them), being Partners of JHR & Associates, Company Secretaries in practice, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
7. The Scrutinizer after scrutiny of the votes cast, will submit his report on the result of the Postal Ballot to the Chairman or any other person authorized by him. The Scrutinizer’s decision on the validity of votes cast will be final. The results of the voting by Postal Ballot along with the Scrutinizer’s Report will be announced by the Chairman of the Company or any other person authorized by him on or before Saturday, 17th June, 2023.
8. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website at www.nerolac.com and on the website of NSDL i.e. www.evoting.nsdl.com. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
9. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Thursday, 15th June, 2023.
10. The Shareholders who are holding shares in dematerialized form and have not yet registered their e-mail IDs with their Depository Participant(s) are requested to register their e-mail ID at the earliest, to enable the Company to use the same for serving documents to them electronically, hereafter. The Shareholders holding shares in physical form may refer to process detailed on <https://tcplindia.co.in/home-KYC.html> and proceed accordingly. The support of the Shareholders for the ‘Green initiative’ is solicited.

11. Process to cast votes through remote e-voting:

The remote e-voting period begins on Wednesday, 17th May, 2023 at 9:00 a.m. and ends on Thursday, 15th June, 2023 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 12th May, 2023, may cast their vote electronically. The voting right of Shareholders

shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 12th May, 2023. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.





The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123921 then user ID is 123921001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - (a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jhr@jhrasso.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-voting”** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/ Password?”** or **“Physical User Reset Password?”** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager - NSDL at evoting@nsdl.co.in.

Process for those shareholders whose e-mail IDs are not registered, for procuring User ID and Password and registration of e-mail ids for remote e-voting:

1. If your e-mail address is not registered with the Depository Participant(s) (if shares held in electronic form)/ Company (if shares held in physical form), you may register on or before Thursday, 8th June, 2023, 5:00 p.m. (IST) to receive the Postal Ballot Notice by completing the process as under:
 - i. Visit the link https://tcpl.linkintime.co.in/EmailReg/Email_Register.html.
 - ii. Select the name of the Company 'Kansai Nerolac Paints Limited' from dropdown.
 - iii. Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form)/Folio no. and Certificate no. (if shares held in physical form), shareholder name, PAN, mobile no. and e-mail ID.
 - iv. System will send One Time Password ("OTP") on mobile no. and e-mail ID.
 - v. Enter OTP received on mobile no. and e-mail ID.
 - vi. Click on submit button.
 - vii. System will then confirm the recording of the e-mail address for receiving the Notice.
2. In case shares are held in demat mode, please provide DP ID Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, copy of client master or Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to evoting@nsdl.co.in for procuring the User ID and Password for e-voting. If you are an individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

For and on behalf of the Board

P. P. Shah
Chairman

Mumbai, 8th May, 2023

EXPLANATORY STATEMENT FOR RESOLUTIONS MENTIONED UNDER ITEM NO. 1, 2, 3 AND 4 PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

As at 31st March 2023, the issued, subscribed and paid up Share Capital of the Company stood at Rs. 53.89 Crores and free reserves together with the Securities Premium account as on that date was Rs. 4,549.44 Crores. In order to bring the paid up Share Capital of the Company in line with the capital employed in the business, the Board of Directors has proposed to issue Bonus shares to the Equity Shareholders of the Company in proportion of 1 (One) New Equity Share for every 2 (Two) existing Equity Shares. For this purpose it is proposed to capitalize a sum of Rs. 26,94,59,860 (Rupees Twenty six crores ninety four lakhs fifty nine thousand eight hundred sixty) which will be drawn from Securities Premium Account and General Reserve as mentioned in the Resolution.

The terms and conditions of the proposed issue are set out in the Special Resolution set at Item No. 4 of the Notice and are subject to such approvals as may be necessary.

The Article 4 of the Articles of Association of the Company, requires the Shareholders to approve the increase of capital by the creation of new shares.

In order to facilitate the capitalization of reserves as set out in the Resolution at Item No. 4 of the Notice, the Authorised Share Capital of the Company is being increased from Rs. 66,50,00,000 (Rupees Sixty Six Crores and Fifty Lakhs) divided into 66,50,00,000 (Sixty Six Crores and Fifty Lakhs) Equity Shares of Re. 1 each to Rs. 85,00,00,000 (Rupees Eighty Five Crores) divided into 85,00,00,000 (Eighty Five Crores) Equity Shares of Re. 1 each. as indicated in the Resolution set out in Item No.1 of the Notice. Consequently, Clause V of the Memorandum of Association and Article 3 of the Articles of Association are proposed to be altered as indicated in the Resolutions set out in Item Nos. 2 and 3 of the Notice.

The issue of Bonus Shares would inter alia, require appropriate adjustments with respect to the Restricted Stock Units ("RSUs") under the Restricted Stock Units Plan 2022 of the Company pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto, such that all RSUs which are available for grant and those already granted but not exercised as on the Record Date shall be proportionately adjusted.

The Resolutions at Item No. 1 to 3 seek the approval of the Shareholders to increase the Authorised Share Capital, alter the Memorandum and Articles of Association and issue Bonus Shares on the terms and conditions set out in Resolution at Item No. 4. The Board recommends the Resolutions set forth in Item No. 1 to 4 above for approval of the Shareholders.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Resolutions set out in Item Nos. 1, 2 and 3. The Directors and / or Key Managerial Personnel of the Company and / or their relatives, may be deemed to be concerned or interested in Resolution set out in Item No. 4 relating to the issue of the Bonus Shares to the extent of their shareholdings in the Company and RSUs held by them in the Company, if any or to the extent of the shareholdings of the companies/institutions/trust of which they are directors, employees, members or trustees without any beneficial interest.

For and on behalf of the Board

P. P. Shah
Chairman

Mumbai, 8th May, 2023