

16th June, 2023

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| <p>1. Corporate Relationship Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.</p> | <p>2. Manager – Listing
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051.</p> |
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Sub.: Voting Results of the Postal Ballot of Kansai Nerolac Paints Limited

- Ref.: 1. Regulation 30 and Regulation 44(3) 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 further to our letter dated 16th May, 2023 and 17th May, 2023 regarding the Postal Ballot Notice dated 8th May, 2023 seeking approval of members of the Company in respect of the items set out in the Notice through remote e-voting system.

The remote evoting for casting the vote had commenced on Wednesday, 17th May, 2023 (9:00 am) (1ST) and ended on Thursday, 15th June, 2023. (5:00pm) (1ST).

Following special business items forming part of the Postal Ballot Notice, were considered and duly approved by the shareholders, with requisite majority.

Sr. No.	Special Business Items	Resolution to be passed
1.	Increase in the Authorised Share Capital of the Company from Rs. 66,50,00,000 divided into 66,50,00,000 Equity Shares of Re. 1 each to Rs. 85,00,00,000 divided into 85,00,00,000 Equity Shares of Re. 1 each.	Ordinary Resolution
2.	Alteration of the Memorandum of Association (MOA) of the Company to amend the existing Share Capital Clause in the MOA, consequent to increase in Authorised Share Capital from Rs. 66,50,00,000 divided into 66,50,00,000 Equity Shares of Re. 1 each to Rs. 85,00,00,000 divided into 85,00,00,000 Equity Shares of Re. 1 each.	Ordinary Resolution
3.	Alteration of the Articles of Association (AOA) of the Company to amend the existing Capital Clause in the AOA, consequent to increase in Authorised Share Capital from Rs. 66,50,00,000 divided into 66,50,00,000 Equity Shares of Re. 1 each to Rs. 85,00,00,000 divided into 85,00,00,000 Equity Shares of Re. 1 each.	Special Resolution
4.	Issue of Bonus Shares 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.	Special Resolution

Details of the results of remote e-voting by Postal Ballot are enclosed as Annexure A, in terms of Regulation 44(3) of the SEBI Listing Regulations and they will also be uploaded on the BSE and NSE's portal, separately.

The Scrutinizer's report dated 16th June, 2023, pursuant to Section 108 and 110 of the Companies Act 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, with respect to the results of remote e-voting by Postal Ballot is enclosed as Annexure B.

Please take the above submission on record.

For KANSAI NEROLAC PAINTS LIMITED

**G. T. GOVINDARAJAN
COMPANY SECRETARY**

Encl.: As above

General information about company	
Scrip code	500165
NSE Symbol	KANSAINER
MSEI Symbol	NOTLISTED
ISIN	INE531A01024
Name of the company	KANSAI NEROLAC PAINTS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	15-06-2023
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	Sohan J. Ranade
Firms Name	JHR & Associates
Qualification	CS
Membership Number	ACS 33416
Date of Board Meeting in which appointed	08-05-2023
Date of Issuance of Report to the company	16-06-2023

Kansai Nerolac Paints Ltd

Resolution Required : (Ordinary)			Resolution No. 1 Increase in the Authorised Share Capital of the Company from Rs. 66,50,00,000 divided into 66,50,00,000 Equity Shares of Re. 1 each to Rs. 85,00,00,000 divided into 85,00,00,000 Equity Shares of Re. 1 each.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	404135898	404135898	100.0000	404135898	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		404135898	100.0000	404135898	0	100.0000	0.0000
Public Institutions	E-Voting	88408032	69633140	78.7634	69575706	57434	99.9175	0.0825
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		69633140	78.7634	69575706	57434	99.9175	0.0825
Public Non Institutions	E-Voting	46375790	377686	0.8144	375899	1787	99.5269	0.4731
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		377686	0.8144	375899	1787	99.5269	0.4731
Total		538919720	474146724	87.9810	474087503	59221	99.9875	0.0125

Kansai Nerolac Paints Ltd

Resolution Required : (Ordinary)			Resolution No. 2					
			Alteration of the Memorandum of Association (MOA) of the Company to amend the existing Share Capital Clause in the MOA, consequent to increase in Authorised Share Capital from Rs. 66,50,00,000 divided into 66,50,00,000 Equity Shares of Re. 1 each to Rs. 85,00,00,000 divided into 85,00,00,000 Equity Shares of Re. 1 each.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	404135898	404135898	100.0000	404135898	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		404135898	100.0000	404135898	0	100.0000	0.0000
Public Institutions	E-Voting	88408032	69633140	78.7634	69633140	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		69633140	78.7634	69633140	0	100.0000	0.0000
Public Non Institutions	E-Voting	46375790	377978	0.8150	376178	1800	99.5238	0.4762
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		377978	0.8150	376178	1800	99.5238	0.4762
Total		538919720	474147016	87.9810	474145216	1800	99.9996	0.0004

Kansai Nerolac Paints Ltd

Resolution Required : (Special)			Resolution No. 3					
			Alteration of the Articles of Association (AOA) of the Company to amend the existing Capital Clause in the AOA, consequent to increase in Authorised Share Capital from Rs. 66,50,00,000 divided into 66,50,00,000 Equity Shares of Re. 1 each to Rs. 85,00,00,000 divided into 85,00,00,000 Equity Shares of Re. 1 each.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	404135898	404135898	100.0000	404135898	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		404135898	100.0000	404135898	0	100.0000	0.0000
Public Institutions	E-Voting	88408032	69633140	78.7634	69633140	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		69633140	78.7634	69633140	0	100.0000	0.0000
Public Non Institutions	E-Voting	46375790	377752	0.8145	375927	1825	99.5169	0.4831
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		377752	0.8145	375927	1825	99.5169	0.4831
Total		538919720	474146790	87.9810	474144965	1825	99.9996	0.0004

Kansai Nerolac Paints Ltd

Resolution Required : (Special)			Resolution No. 4					Issue of Bonus Shares 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.	
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes (As a shareholder of the Company)						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	404135898	404135898	100.0000	404135898	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		404135898	100.0000	404135898	0	100.0000	0.0000	
Public Institutions	E-Voting	88408032	69633140	78.7634	66843719	2789421	95.9941	4.0059	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		69633140	78.7634	66843719	2789421	95.9941	4.0059	
Public Non Institutions	E-Voting	46375790	377752	0.8145	376103	1649	99.5635	0.4365	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		377752	0.8145	376103	1649	99.5635	0.4365	
Total		538919720	474146790	87.9810	471355720	2791070	99.4113	0.5887	

SCRUTINISER'S REPORT ON POSTAL BALLOT

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

The Chairman
Kansai Nerolac Paints Limited,
Nerolac House, G K Marg
Lower Parel, Mumbai 400013

Dear Sir,

I, Sohan. J. Ranade, Partner of JHR & Associates Practicing Company Secretaries Thane, was appointed by the Board of Directors of Kansai Nerolac Paints Limited (CIN: L24202MH1920PLC000825) ('the Company') at their meeting held on Monday, 8th May, 2023 as the Scrutinizer for conducting the Postal Ballot voting process.

My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and make the Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolution contained in the notice of Postal Ballot. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolution contained in the notice.

The Company had provided Remote e-voting facility. The detailed procedure and instructions to use such facility were part of the notice of Postal Ballot.

Further to the above, I submit my report as under:-

- i. The Equity shareholders of the Company as on the "cut-off" date i.e Friday, 12th May, 2023 were entitled to vote on the resolution as set out in the notice.
- ii. The voting period commenced on Wednesday, 17th May, 2023 at 9.00 a.m. (IST) and ended on Thursday, 15th June, 2023 at 5.00 p.m. (IST).



- iii. On Tuesday, 16th May, 2023 the Company had completed the dispatch of electronic postal ballot notices to 90,920 members whose email IDs were registered with the Company and whose name(s) appeared on the Register of Members / list of beneficiaries as on, Friday, 12th May, 2023.
- iv. Out of the total electronic postal ballot notices sent to the shareholders, 2,607 were returned undelivered / bounced.
- v. The voting on the resolution as set out in the notice was allowed in electronic mode only.
- v. On Thursday, 15th June, 2023 after the end of Remote e-voting period, a detailed voting summary report was generated from the portal of National Securities Depository Limited ('NSDL') in the presence of two witnesses, Ms. Tejaswi Jogal and Ms. Khushbu Yadav who are not in the employment of the Company who have signed below in the confirmation.



Ms. Tejaswi Jogal



Ms. Khushbu Yadav

- vi. During the process of scrutiny, I did not find any invalid vote.
- vii. Based on the report of Remote e-voting generated from the portal of NSDL, the result of the Postal Ballot is as under: -

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Special Business:

Item No. 1: Ordinary Resolution

Increase in the Authorised Share Capital of the Company from Rs. 66,50,00,000 divided into 66,50,00,000 Equity Shares of Re. 1 each to Rs. 85,00,00,000 divided into 85,00,00,000 Equity Shares of Re. 1 each.

Voted in favour of the resolution:

Type of Voting	Number of Ballots	Number of Votes	Percentage
Remote E-voting	761	47,40,87,503	99.9875

Voted against the resolution:

Type of Voting	Number of Ballots	Number of Votes	Percentage
Remote E-voting	22	59,221	0.0125

Abstained / Less voted in Remote E-voting:

Type of voting	Number of Ballots	Number of Votes
Abstained	2	312
Less Voted	4	2,10,290
Total	6	2,10,602

The resolution was passed with requisite majority.



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Item No. 2: Ordinary Resolution

Alteration of the Memorandum of Association (MOA) of the Company to amend the existing Share Capital Clause in the MOA, consequent to increase in Authorised Share Capital from Rs. 66,50,00,000 divided into 66,50,00,000 Equity Shares of Re. 1 each to Rs. 85,00,00,000 divided into 85,00,00,000 Equity Shares of Re. 1 each

Voted in favour of the resolution:

Type of Voting	Number of Ballots	Number of Votes	Percentage
Remote E-voting	760	47,41,45,216	99.9996

Voted against the resolution:

Type of Voting	Number of Ballots	Number of Votes	Percentage
Remote E-voting	23	1,800	0.0004

Abstained / Less voted in Remote E-voting:

Type of voting	Number of Ballots	Number of Votes
Abstained	1	20
Less Voted	4	2,10,290
Total	5	2,10,310

The resolution was passed with requisite majority.



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Item No. 3: Special Resolution

Alteration of the Articles of Association (AOA) of the Company to amend the existing Capital Clause in the AOA, consequent to increase in Authorised Share Capital from Rs. 66,50,00,000 divided into 66,50,00,000 Equity Shares of Re. 1 each to Rs. 85,00,00,000 divided into 85,00,00,000 Equity Shares of Re. 1 each.

Voted in favour of the resolution:

Type of Voting	Number of Ballots	Number of Votes	Percentage
Remote E-voting	758	47,41,44,965	99.9996

Voted against the resolution:

Type of Voting	Number of Ballots	Number of Votes	Percentage
Remote E-voting	22	1,825	0.0004

Abstained / Less voted in Remote E-voting:

Type of voting	Number of Ballots	Number of Votes
Abstained	4	246
Less Voted	4	2,10,290
Total	8	2,10,536

The resolution was passed with requisite majority.

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Item No. 4: Special Resolution

Issue of Bonus Shares 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.

Voted in favour of the resolution:

Type of Voting	Number of Ballots	Number of Votes	Percentage
Remote E-voting	753	47,13,55,720	99.4113

Voted against the resolution:

Type of Voting	Number of Ballots	Number of Votes	Percentage
Remote E-voting	31	27,91,070	0.5887

Abstained / Less voted in Remote E-voting:

Type of voting	Number of Ballots	Number of Votes
Abstained	4	246
Less Voted	4	2,10,290
Total	8	2,10,536

The resolution was passed with requisite majority.

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Notes:

1. Percentage beyond 4 decimal points ignored under Rounding off.
2. Shareholders voting 'for' and 'against' simultaneously under evoting have been considered separately.

The relevant records will be handed over to the Company Secretary in due course of time.

For JHR & Associates
Company Secretaries



Sohan. J. Ranade
Partner
(ACS: 33416, CP:12520)

Date: 16th June, 2023

Place: Thane

UDIN: Due to ICSI Portal Issue, UDIN could not be generated.