



Customer Experience



CUSTOMER EXPERIENCE

Our Customers have always been at nucleus of all our operations at Kansai Nerolac Paints Ltd (KNPL). Driven by our vision, all the Company's efforts are channelled in the direction to serve our customers with superior coating systems built on innovative and superior products and world class service solutions. Over the years, the Company's endeavour has evolved from connecting to the customers to engaging and now moving towards creating a unique customer experience. This is a journey and we will always strive to try and create a satisfying experience for our valued customers.

This year the Company undertook initiatives to enhance the experience of its retail customers through a 360 degree approach; be it revisiting internal processes, introduction of new products, working towards the influencers' welfare or connecting to the consumers through various mediums. Every initiative was driven with the intent to enhance the *Customer Experience*.

Leveraging its enhanced and upgraded IT capabilities, the Company has worked to enhance the interaction experience of its dealers with the organisation. Up to the minute information has helped build a deeper relationship and an enhanced experience with the dealer. A 360 degree, faster and better access to information has helped the Company remain proactive and responsive to the customer. Company's Call Centre too was further equipped with systems to build dealer intimacy. Technology was leveraged via various initiatives to understand the pulse of the market such that the Company can improve its services for a flawless customer experience.

Keeping the customer interest at the centre of all its innovations, Nerolac also introduced many innovative products during the year both in Decorative and Industrial space. This year the Company re-launched its premium segment interior emulsion Impressions with High Definition Colour Technology for a rich customer experience. For enhanced protection from rains Excel Rain Guard was launched. Also, to cater to requirements of a section of its consumers Nerolac launched the all new statue paint, an emulsion meant exclusively for painting statues. In the automotive space too the Company launched eco-friendly plastic coatings for car reinforcing its commitment to environment conservation. New range of Powder Coating products were also acquired through technology tie up with Protech Canada which will allow KNPL to cater to a larger portfolio.

Building on the Digital and social media connect with consumers, the Company further enriched its communication strategy this year and rolled out new innovations using this medium.

Painter welfare is an integral part of Nerolac's philosophy. In order to build a deeper connect with this key user, the Company has revamped its flagship program NPP, Nerolac Premium Painter.

In the financial year 2014-15 the Company ensured that all the customer touch points are tapped for our decorative channel partners and the experience is enhanced for all its current and future customers.

DIRECTORS

P. P. SHAH	(Chairman)
D. M. KOTHARI	(Vice Chairman)
H. M. BHARUKA	(Managing Director)
N. N. TATA	
P. D. CHAUDHARI	(Wholetime Director)
M. TANAKA	
H. FURUKAWA	
MRS. B. SOMAYA	
S. ASATSUMA	

COMPANY SECRETARY

G. T. GOVINDARAJAN

BANKERS

- UNION BANK OF INDIA
- STANDARD CHARTERED BANK
- HDFC BANK LTD.
- BNP PARIBAS

AUDITORS

B S R & CO. LLP, MUMBAI

SOLICITORS

KANGA & CO., MUMBAI

REGISTERED OFFICE

NEROLAC HOUSE, GANPATRAO KADAM MARG,
LOWER PAREL, MUMBAI-400 013

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Fax: +91-22-24973704

Website: www.nerolac.com

Investors Relations e-mail Id: investor@nerolac.com

Corporate Identity Number (CIN): L24202MH1920PLC000825

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Investors Relations e-mail Id: investor@nerolac.com • Corporate Identity Number (CIN): L24202MH1920PLC000825

NOTICE

Notice is hereby given that the Ninety-Fifth Annual General Meeting of KANSAI NEROLAC PAINTS LIMITED will be held at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Kala Ghoda, Mumbai 400 001 on Friday, 3rd July, 2015 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare a dividend of ₹ 1.40 (140%) per Equity Share of the nominal value of ₹ 1 each for the year ended 31st March, 2015.
3. To appoint a Director in place of Mr. P. D. Chaudhari (holding DIN 02171823), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. M. Tanaka (holding DIN 06566867), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
"RESOLVED that pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), B S R & Co. LLP, Chartered Accountants (Registration No. 101248W), be and are hereby re-appointed as

Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and that their remuneration be fixed by the Audit Committee in addition to the reimbursement of service tax and actual out of pocket expenses incurred in connection with the audit of accounts of the Company for the financial year ending 31st March, 2016."

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
"RESOLVED that Mr. Hidenori Furukawa (holding DIN 06924589), who was appointed as an Additional Director of the Company pursuant to Article 113 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company."
7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
"RESOLVED that Mr. Shinji Asatsuma (holding DIN 07045659), who was appointed as an Additional Director of the Company pursuant to Article 113 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company."

For and on behalf of the Board

P. P. Shah
Chairman

Mumbai, 8th May, 2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The instrument of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

2. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signatures of their authorised representatives to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Item Nos. 5, 6 and 7 is annexed hereto.
4. The Board of Directors has recommended for consideration of the Members, a dividend of ₹ 1.40 (140%) per equity share of the nominal value of ₹ 1 each for the year ended 31st March, 2015.
5. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, 30th June, 2015, to Thursday, 2nd July, 2015 (both days inclusive) for the purpose of Annual General Meeting and Dividend. Dividend, if declared, will be payable on or after 8th July, 2015 to those members whose names are registered as such in the Register of Members of the Company as on 29th June, 2015 and to the Beneficiary holders as per the beneficiary list as on 29th June, 2015 provided by the NSDL and CDSL.
6. In accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed 26th June, 2015 as the "cut-off date" to determine the eligibility to vote by electronic means or in the general meeting. 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. 26th June, 2015, shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.

7. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the Annual General Meeting through electronic mode. Electronic copy of the Annual Report including Notice of the 95th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Admission Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same to the RTA. For members who have not registered their email IDs, physical copies of the Annual Report are being sent in the permitted mode.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to Sharepro Services (India) Private Limited.
9. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their e-mail address at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly provide their e-mail address to the RTA by sending an e-mail at sharepro@shareproservices.com. The Annual Report of the Company would also be made available on the Company's website www.nerolac.com.
10. **Voting through Electronic means**

In compliance with Section 108 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to provide its Shareholders with the facility

of "remote e-voting" (e-voting from a place other than venue of the AGM), to enable them to cast their votes at the 95th Annual General Meeting (AGM) and the business at the 95th AGM may be transacted through such voting. The Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the AGM, apart from the remote e-voting facility provided prior to the date of AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM. The Company has appointed Mrs. Ragini Chokshi, Partner of Ragini Chokshi & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutiniser shall make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, during the remote e-voting and voting at the AGM, not later than three days of conclusion of the meeting, to the Chairman or a person, authorised by him in writing. The Chairman or a person, authorised by him in writing, shall declare the results of the AGM forthwith. The results declared along with the Scrutiniser's report shall be placed on the Company's website and on the website of CDSL and shall be communicated to the Stock Exchanges.

The instructions for e-voting are as follows:

- (i) Members holding shares in physical form or in demat form as on 26th June, 2015, the cut-off date shall only be eligible for e-voting.
- (ii) The voting period begins on Monday, 29th June, 2015 at 5.00 p.m. and ends on Thursday, 2nd July, 2015 at 5.00 p.m. During this period the eligible shareholders of the Company, holding shares either in physical form or in demat form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.

- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the PIN, as provided on the Admission Slip, in the PAN field. In case the PIN is less than 8 digits enter the applicable number of 0's before the PIN after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with PIN 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details (Account Number) as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.

- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "Kansai Nerolac Paints Limited" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolutions you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast your vote again.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Those persons, who have acquired shares and have become Members of the Company after the despatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on the cut-off date i.e 26th June, 2015 shall view the Notice of the 95th AGM on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Annexure to Notice

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 5

The Shareholders of the Company have appointed B S R & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company from the conclusion of 94th AGM until the conclusion of the 99th Annual General Meeting. Pursuant to provisions of Section 139 (1) of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, the appointment of B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company will be subject to ratification by the shareholders at every Annual General Meeting of the Company.

In accordance with Section 139 of the Act, B S R & Co. LLP, Chartered Accountants have certified that they are eligible to be appointed as the Statutory Auditors of the Company and they satisfy the criteria as provided in Section 141 of the Act. The certificate is available for inspection of the Shareholders at the Registered Office of the Company during business hours on any working day, except Saturday.

None of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

ITEM NO. 6

Mr. Hidenori Furukawa was appointed as an Additional Director of the Company on 22nd July, 2014, as a nominee of Kansai Paint Co. Ltd., Japan (KPJ), the holding company. KPJ holds 37,32,97,600 Equity Shares of the face value of ₹ 1 each in the Company (69.27% of the paid-up share capital of the Company). Pursuant to Section 161 of the Companies Act, 2013, (the "Act") read with Article 113 of the Articles of Association of the Company, Mr. Furukawa holds office only upto the date of the forthcoming Annual General Meeting.

Notices in writing have been received from some Shareholders of the Company, pursuant to Section 160 of the Act, signifying their intention to propose Mr. Furukawa as a candidate for the office of Director. As required by Section 160 of the Act, the Shareholders giving notice have deposited a sum of ₹ 1,00,000 with the

Company which shall be refunded to the shareholder, if Mr. Furukawa is elected as a Director.

Mr. Furukawa, aged 56 years is a graduate from Graduate School of Engineering, Osaka University. Mr. Furukawa is Director, Managing Executive Officer in KPJ. Mr. Furukawa is responsible for the Production division in KPJ. The services of Mr. Furukawa have been and will be very useful to the Company. The Directors, therefore, recommend that he be appointed as a Director of the Company. If appointed, Mr. Furukawa will be liable to retire by rotation.

Mr. Furukawa is interested in the resolution at Item No. 6 of the accompanying Notice since it relates to his own appointment. Mr. M. Tanaka and Mr. S. Asatsuma are nominees of KPJ and accordingly, may be deemed to be concerned or interested in the Resolution. None of the other Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Mr. Furukawa is not related to any Director on the Board. Mr. Furukawa does not hold any shares in the Company in his personal capacity.

ITEM NO. 7

Mr. Shinji Asatsuma was appointed as an Additional Director of the Company on 30th January, 2015, as a nominee of Kansai Paint Co. Ltd., Japan (KPJ), the holding company. KPJ holds 37,32,97,600 Equity Shares of the face value of Re. 1 each in the Company (69.27% of the paid-up share capital of the Company). Pursuant to Section 161 of the Companies Act, 2013, (the "Act") read with Article 113 of the Articles of Association of the Company, Mr. Asatsuma holds office only upto the date of the forthcoming Annual General Meeting.

Notices in writing have been received from some Shareholders of the Company, pursuant to Section 160 of the Act, signifying their intention to propose Mr. Asatsuma as a candidate for the office of Director. As required by Section 160 of the Act, the Shareholders giving notice have deposited a sum of ₹ 1,00,000 with the Company which shall be refunded to the shareholder, if Mr. Asatsuma is elected as a Director.

Mr. Asatsuma, aged 54 years is from the faculty of Law, department of Law, Kieo University. Mr. Asatsuma is Executive Officer in KPJ. The services of Mr. Asatsuma have been and will be very useful to the Company. The

Directors, therefore, recommend that he be appointed as a Director of the Company. If appointed, Mr. Asatsuma will be liable to retire by rotation.

Mr. Asatsuma is interested in the resolution at Item No. 7 of the accompanying Notice since it relates to his own appointment. Mr. M. Tanaka and Mr. H. Furukawa are nominees of KPJ and accordingly, may be deemed to be concerned or interested in the Resolution. None of the other Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Mr. Asatsuma is not related to any Director on the Board. Mr. Asatsuma does not hold any shares in the Company in his personal capacity.

For and on behalf of the Board

P. P. Shah
Chairman

Mumbai, 8th May, 2015

Disclosure in terms of Clause 49 (VIII)(C)(5) of the Listing Agreement with the BSE and the NSE:

Name of the Director seeking appointment/ re-appointment	Shares held as on 31.3.2015 (Own or held by/ for other persons on beneficial basis)
(1) Mr. Masaru Tanaka	Nil*
(2) Mr. Hidenori Furukawa	Nil*
(3) Mr. Shinji Asatsuma	Nil*

* Mr. Tanaka, Mr. Furukawa and Mr. Asatsuma are the Nominees of Kansai Paint Co. Ltd., Japan. They do not hold any Share in their personal capacity.

Route Map to the venue of the AGM

