



**WE DESIGN SOLUTIONS THAT
PROTECT, INSPIRE AND TOUCH LIVES EVERY DAY**



We design solutions that protect, inspire and touch lives every day

This year when Nerolac redefined its vision, we embraced a much larger purpose: ***Designing solutions that protect, inspire and touch lives every day.***

With this vision to guide us, we have relentlessly worked on building or acquiring expertise to provide complete, end-to-end solutions to our customers. We have strengthened our presence in the construction chemical business through the acquisition of Perma Coatings. Not only construction chemicals, we have also made our presence felt in the adhesives, coil coating and floor coating customer segments. We continue exploring other niche categories. Manifestation of Nerolac in all walks of life will mean that we truly touch lives every day!

Nerolac has always been a thought leader. But being a thought leader also means constantly reinventing itself with times to stay ahead of the curve and serve the consumers better. In FY 2018-19, we initiated operations at the new state-of-the-art R&D facility. We also started commercial production at Sayakha. Facilities at Sayakha are considered to be the best-in-class.

Project “Uday” was initiated this year to achieve radical improvements in existing manufacturing operations. Nerolac adopted the acquisition route when it acquired RAK Paints, Bangladesh and Marpol. Marpol will help us further consolidate our leadership position in Powder Coatings. Technologically, Nerolac continued its forward-looking approach with the introduction of SAP Leonardo for Machine Learning in the area of sales. With so many new and exciting things on the horizon for Nerolac, we would not be making a fallacious statement if we say that Nerolac is only “99 years young”!

The capability of Nerolac to unlearn, relearn and reinvent itself is what keeps it buoyant in tough market conditions. Our new brand ambassador is someone who embodies this aspect of Nerolac. And may we say, he inspires and touches lives every day! It is indeed a pleasure for Nerolac to work with Ranveer Singh.

All-in-all, we believe that Nerolac is armed with enough ammunition to enter its 100th year and continue building its legacy via solutions that inspire!

DIRECTORS

P. P. SHAH (Chairman)
H. M. BHARUKA (Vice Chairman and Managing Director)
N. N. TATA
M. TANAKA
H. FURUKAWA
MRS. B. SOMAYA
K. KATO
A. JAIN (Whole-time Director)

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

Tel: +91-22-24934001

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Website: www.nerolac.com

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

Corporate Identity Number (CIN): L24202MH1920PLC000825

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Tel: +91-22-24934001 • Fax: +91-22-24936296 • Website: www.nerolac.com
Investors Relations e-mail ID: investor@nerolac.com • Corporate Identity Number (CIN): L24202MH1920PLC000825

NOTICE

NOTICE is hereby given that the Ninety-Ninth Annual General Meeting of KANSAI NEROLAC PAINTS LIMITED will be held at Walchand Hirachand Hall, 4th Floor, IMC Chamber of Commerce & Industry, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020, on Friday, 21st June, 2019 at 11.00 a.m., to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a normal dividend of ₹ 2.60 (260%) per Equity Share of the nominal value of ₹ 1 each for the year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Hidenori Furukawa (holding Director Identification Number 06924589), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Anuj Jain, Whole-time Director (holding Director Identification Number 08091524), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:
"RESOLVED that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003), be and are hereby appointed as Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years

from the conclusion of the 99th Annual General Meeting of the Company until the conclusion of the 104th Annual General Meeting of the Company, on such terms and conditions, including remuneration, as may be fixed by the Audit Committee or Board of Directors, from time to time."

Special Business:

6. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:
"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment or modification or re-enactment thereof, for the time being in force), the remuneration of the Cost Auditor, D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified."
7. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:
"RESOLVED that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remuneration not exceeding 1% (one percent) per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and/or Whole-time Directors)

in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each financial year beginning from the financial year ending on 31st March, 2019."

For and on behalf of the Board

P. P. Shah
Chairman

Mumbai, 2nd May, 2019

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 SUCH A 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 authorized 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 of the Notice of the Annual General Meeting (AGM) is annexed hereto. The relevant details in respect of Directors seeking re-appointment at the AGM, in terms of Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of Secretarial Standard-2 on General Meetings are also annexed.

4. Dividend:

- (i) The Board of Directors has recommended for consideration of the Members a normal dividend of ₹ 2.60 (260%) per Equity share of the nominal value of ₹ 1 each for the year ended 31st March, 2019.
- (ii) The Register of Members and Share Transfer books of the Company will remain closed from Saturday, 15th June, 2019 to Friday, 21st June, 2019 (both days inclusive), for the purpose of Annual General Meeting and Dividend. Dividend, if declared, will be payable on or after 26th June, 2019 to those members whose names are registered as such in the Register of Members of the Company as on Friday, 14th June, 2019 and to the Beneficiary holders as per the beneficiary list as on 14th June, 2019 provided by the NSDL and CDSL.
- (iii) Payment of Dividend through electronic means:
 - (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), along with their Folio Number, to the Company or the Registrar & Transfer Agent, TSR Darashaw Ltd. Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.
 - (b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company/TSR Darashaw Ltd. cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

(iv) In terms of the provisions of Sections 124 and 125 of the Act, dividend which remains unpaid/unclaimed for a period of 7 years from the date of declaration is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Accordingly, the unpaid/unclaimed dividend for the financial year 2010-11, has been transferred by the Company to the IEPF. Those Members who have not encashed their dividends for the financial year 2011-12 are requested to lodge their claims in that regard with the Company or TSR Darashaw Ltd.

Further, in terms of the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), Equity Shares, in respect of which dividend has not been paid or claimed for 7 consecutive years or more from the date of declaration, are also required to be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority pursuant to the IEPF Rules. Accordingly, in compliance with the aforesaid Rules, the Company has already transferred equity shares on which dividend remained unclaimed for 7 consecutive years starting from the financial year 2010-11 to the IEPF Suspense Account, after providing necessary intimations to the relevant shareholders. Further, all equity shares of the Company on which dividend has not been paid or claimed for 7 consecutive years or more, shall be transferred by the Company to the IEPF from time to time.

Details of unpaid/unclaimed dividend and equity shares transferred to IEPF for the financial year 2010-11 are uploaded on the website of the Company as well as that of the Ministry of Corporate Affairs, Government of India ("MCA"). No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF and IEPF Suspense Account, respectively, pursuant to the IEPF Rules. Members can however claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making an online application, the details of which are available at www.iepf.gov.in.

5. In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed 14th June, 2019 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. 14th June, 2019, shall be entitled to avail the facility of remote e-voting or voting in the general meeting.
6. 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 98th 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 Registrar & Transfer Agent (RTA), TSR Darashaw Ltd. For members who have not registered their email IDs, physical copies of the Annual Report are being sent.
7. 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 TSR Darashaw Ltd.
8. 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 csq-unit@tsrdarashaw.com. The Annual Report of the Company would also be made available on the Company's website www.nerolac.com. The support of the Shareholders for the 'Green Initiative' is solicited.

9. Voting through Electronic means

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI LODR Regulations, 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 on the resolutions proposed to be passed at the AGM, by electronic means. The Company has engaged the services of CDSL to provide the e-voting facility and the Members may cast their votes on electronic voting system through remote e-voting.

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. 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 AGM. The members who have already cast their vote by remote e-voting prior to the meeting may attend the meeting and their presence shall be counted for the purpose of quorum, but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mr. H. R. Thakur, Practising Company Secretary, as the Scrutiniser for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

Members holding shares in physical form or in demat form as on 14th June, 2019, the cut-off date shall only be eligible for e-voting.

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on Monday, 17th June, 2019 at 9.00 a.m. and ends on Thursday, 20th June, 2019 at 5.00 p.m. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 14th June, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members.

- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (iv).

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

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of KANSAL NEROLAC PAINTS LIMITED.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT" tab. 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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 linked in the login 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) 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.
10. Those persons, who have acquired shares and have become members of the Company after the dispatch 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. Friday, 14th June, 2019 shall view the Notice of the 99th AGM on the Company's website or on the website of CDSL. They may also refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com (under help section) or write an e-mail to helpdesk.evoting@cdslindia.com. Such Members may exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.

Voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 14th June, 2019.

Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.

11. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.nerolac.com and on the website of CDSL e-voting www.evotingindia.com immediately. 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.

12. In terms of the provisions of Regulation 40 of SEBI Listing Regulations and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
13. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialised form and to the Company or TSR Darashaw Ltd. in case the shares are held by them in physical form.
15. Members are requested to quote their Folio No. or DP ID-Client ID, as the case may be, in all correspondence with the Company or the RTA.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

B S R & Co. LLP, Chartered Accountants, were appointed as the Statutory Auditors of the Company, for a period of 5 years from the 94th AGM till the ensuing 99th AGM, pursuant to provisions of Section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. The appointment of B S R & Co. LLP, as Statutory Auditors of the Company was ratified by the Shareholders at the 98th AGM held on 21st June, 2018.

The term of B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company, will expire at the ensuing 99th AGM to be held on 21st June, 2019. Further, in terms of the provisions of the Companies Act, 2013, since they have completed a tenure of 10 years including their previous tenure as Auditors of the Company, they will not be eligible to for re-appointment as Statutory Auditors of the Company.

Accordingly, as per the recommendation of the Audit Committee, the Board has appointed S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003), as the Statutory Auditors of the Company, to hold office for a period of 5 years from the ensuing 99th AGM till the 104th AGM, subject to the approval of the Shareholders at the ensuing 99th AGM.

The Ordinary Resolution set out at Item no. 5 of the Notice seeks approval of the Shareholders for the appointment of S R B C & CO LLP, Chartered Accountants, as Statutory Auditors of the Company.

In accordance with Section 139 of the Act, S R B C & 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 Companies Act, 2013. 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/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution.

The Board recommends the appointment of S R B C & CO LLP, Chartered Accountants, as Statutory Auditors of the Company, as set out in Item No. 5 of the Notice, for approval of the Members.