

22nd June, 2017

Manager- Listing
National Stock Exchange of India Ltd.
Bandra-Kurla Complex,
Bandra (E),
Mumbai- 400 051

NSE SCRIP CODE : KANSAINER

Dear Sirs,

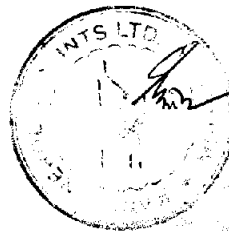
Sub: **Proceedings of 97th Annual General Meeting pursuant to Regulation 30 (6) read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) 2015.**

This is to inform you that at the 97th Annual General Meeting held on Wednesday, 21st June, 2017 of our Company, which meeting commenced at 11.00 a.m and concluded at 2.00 p.m. 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, a poll was ordered by the Chairman on the following resolutions enlisted in the Notice of 97th Annual General Meeting:

1. Ordinary Resolution to receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017 and Statement of Profit and Loss for the year ended, on that date and the Reports of the Directors and the Auditors thereon.
2. Ordinary Resolution to declare a normal dividend of ₹ 2.50 (250%) and a special dividend of ₹ 0.50 (50%) per Equity share, thus aggregating to a total dividend of ₹ 3.00 (300%) per Equity share of the nominal value of ₹ 1 each for the year ended 31st March, 2017.
3. Ordinary Resolution to appoint a Director in place of Mr. Masaru Tanaka (holding DIN 06566867), who retires by rotation and being eligible, offers himself for re-appointment.
4. Ordinary Resolution to appoint a Director in place of Mr. Hidenori Furukawa (holding DIN 06924589), who retires by rotation and being eligible, offers himself for re-appointment.

NEROLAC HOUSE
Ganpatrao Kadam Marg,
Lower Parel, Mumbai - 400013 India

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+91.22.2499 2500
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CIN No.: L24202MH1920PLCOO0825

5. Ordinary Resolution to approve the appointment of B S R & Co. LLP, Chartered Accountants (Firm's Registration No. 101248W/ W-100022) as the Statutory Auditors of the Company from the conclusion of this meeting till the conclusion of next AGM and that their remuneration be fixed by the Audit Committee.
6. Ordinary Resolution to ratify the remuneration of the Cost Auditor D. C. Dave & Co., Cost Accountants, (Firm's Registration No.000611) for the year ended 31st March, 2017, as recommended by the Audit Committee and approved by the Board of Directors.
7. Ordinary Resolution to ratify the remuneration of the Cost Auditor D. C. Dave & Co., Cost Accountants, (Firm's Registration No.000611) for the year ending 31st March, 2018, as recommended by the Audit Committee and approved by the Board of Directors.
8. Ordinary Resolution to approve the appointment of Mr. H. M. Bharuka (holding DIN 00306084) as the Vice Chairman and Managing Director of the Company for the period commencing from 3rd May, 2017 and ending on 31st March, 2022 on the remuneration and perquisites as set out in the draft Agreement to be entered between the Company and Mr. Bharuka.
9. Ordinary Resolution to appoint Mr. Katsuhiko Kato (holding DIN 07556964), who was appointed as a Director in casual vacancy and who holds office upto the date of this Annual General Meeting, as a Director of the Company.

Our Company had also provided remote e-voting facility to all the shareholders to cast their vote electronically on all the resolutions.

Enclosed herewith:

1. The Consolidated Scrutinizer's report on the results of the Remote e-voting and the physical voting conducted through poll at the AGM.
2. Details regarding voting results in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) 2015.

All the Resolutions were passed with requisite majority.

Kindly take the same on record.

For **KANSAI NEROLAC PAINTS LIMITED**


G.T.GOVINDARAJAN

COMPANY SECRETARY

Encl.: as above



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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

97th Annual General Meeting of Equity share holders of Kansai Nerolac Paints Limited

Held on Wednesday 21st June 2017 at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20 Kikhushru Dubhash Marg, behind Prince of Wales Museum, Kala Ghoda, Mumbai 400001

Dear Sir,

I, H. R. Thakur, Practicing Company Secretary Mumbai, was appointed by the Board of Directors of Kansai Nerolac Paints Limited ('the Company') as the Scrutinizer for conducting Remote e-voting and physical voting process at the 97th Annual General meeting of the Company held on Wednesday, 21st day of June, 2017.

My responsibility as the Scrutinizer for Remote e-voting and physical voting process is restricted to ascertaining the voting processes and make Scrutinizer's Report of the votes cast 'in favour' or "against" the resolutions contained in the notice of 97th Annual General Meeting ('AGM') of the Equity shares holders of the Company, based on the remote e-voting report generated from the website of Central Depository Services Limited ('CDSL'), and physical ballot report generated with the assistance of TSR Darashaw Limited, Registrar and Transfer Agents of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic and physical means on the resolutions contained in the notice to the AGM of members of the Company.

Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company had provided Remote e-voting facility with the detailed procedure and instructions contained in the Notice of the AGM.

The Company had also provided voting facility by physical ballots at AGM to those shareholders who were physically present at the meeting personally or by proxy and have not voted electronically.

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

- i. The members of the Company as on the "cut-off" date i.e. Wednesday 14th June 2017 were entitled to vote on the resolutions 1 to 9 as set out in the notice.
- ii. The remote e-voting period commenced on Saturday, 17th June 2017 at 9.00 a.m. (IST) and ended on Tuesday, 20th June 2017 at 5.00 p.m. (IST).
- iii. On 20th June 2017 after end of the Remote e-voting period, limited information report containing folio Number, name, address and number of shares held except votes cast by the members who voted electronically was generated from the portal of CDSL.
- iv. On 21st June 2017 the AGM was concluded with the Chairman announcing the poll for Equity Share holders who had attended the AGM in Person or through Proxy and not voted earlier though remote e-voting. A separate empty ballot box locked by myself was kept for polling.
- v. The ballot box was subsequently opened and votes cast through remote e-voting were unblocked after AGM in the presence of two witnesses, Mr. Sohan Ranade and Ms. Tejaswi Zope who are not in the employment of the Company. They have signed below in the confirmation.

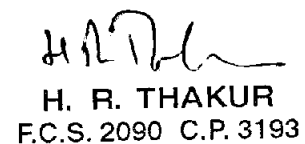


Sohan Ranade



Tejaswi Zope

- vi. Based on the report of remote e-voting generated from the portal of CDSL and physical ballot report generated with the assistance of TSR Darashaw Limited Registrar and Transfer Agents, the result of the Remote e-voting and physical voting is as under:-



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ORDINARY BUSINESS:
Item No. 1 Ordinary Resolution:

Ordinary Resolution to receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.

Voted in favour of the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	154	5,03,51,767	100
Physical Ballots at AGM	40	40,41,72,933	100
Total	194	45,45,24,700	100

Voted against the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	1	10	0
Physical Ballots at AGM	2	40	0
Total	3	50	0

Invalid votes:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	154
Total	3	154

The resolution was passed with requisite majority.

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Item No. 2 Ordinary Resolution:

Ordinary Resolution to declare a normal dividend of ₹ 2.50 (250%) and a special dividend of ₹ 0.50 (50%) per Equity share, thus aggregating to a total dividend of ₹ 3.00 (300%) per Equity share of the nominal value of ₹ 1 each for the year ended 31st March, 2017.

Voted in favour of the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	165	5,62,60,381	100
Physical Ballots at AGM	40	40,41,72,933	100
Total	205	46,04,33,314	100

Voted against the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	1	10	0
Physical Ballots at AGM	2	40	0
Total	3	50	0

Invalid votes:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	154
Total	3	154

The resolution was passed with requisite majority.


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Item No. 3 Ordinary Resolution:

Ordinary Resolution to appoint a Director in place of Mr. Masaru Tanaka (holding DIN 06566867), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in favour of the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	163	5,59,62,679	99.47
Physical Ballots at AGM	39	40,41,72,932	100
Total	202	46,01,35,611	99.94

Voted against the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	2	2,97,682	0.53
Physical Ballots at AGM	3	41	0
Total	5	2,97,723	0.06

Invalid votes:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	154
Total	3	154

The resolution was passed with requisite majority.

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Item No. 4 Ordinary Resolution:

Ordinary Resolution to appoint a Director in place of Mr. Hidenori Furukawa (holding DIN 06924589), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in favour of the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	163	5,59,62,679	99.47
Physical Ballots at AGM	39	40,41,72,973	100
Total	202	46,01,35,611	99.94

Voted against the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	2	2,97,682	0.53
Physical Ballots at AGM	3	41	0
Total	5	2,97,723	0.06

Invalid votes :

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	154
Total	3	154

The resolution was passed with requisite majority.

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Item No. 5 Ordinary Resolution:

Ordinary Resolution to approve the appointment of B S R & Co. LLP, Chartered Accountants (Firm's Registration No. 101248W/ W-100022) as the Statutory Auditors of the Company from the conclusion of this meeting till the conclusion of next AGM and that their remuneration be fixed by the Audit Committee.

Voted in favour of the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	163	5,60,89,694	99.70
Physical Ballots at AGM	37	40,41,72,892	100
Total	200	46,02,62,586	99.96

Voted against the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	2	1,70,667	0.30
Physical Ballots at AGM	5	81	0
Total	7	1,70,748	0.04

Invalid votes :

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	154
Total	3	154

The resolution was passed with requisite majority.

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Item No. 6 Ordinary Resolution:

Ordinary Resolution to ratify the remuneration of the Cost Auditor D. C. Dave & Co., Cost Accountants, (Firm's Registration No.0006111) for the year ended 31st March, 2017, as recommended by the Audit Committee and approved by the Board of Directors.

Voted in favour of the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	163	5,62,60,213	100
Physical Ballots at AGM	37	40,41,72,892	100
Total	200	46,04,33,105	100

Voted against the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	2	148	0
Physical Ballots at AGM	5	81	0
Total	7	229	0

Invalid votes:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	154
Total	3	154

The resolution was passed with requisite majority.

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Item No. 7 Ordinary Resolution:

Ordinary Resolution to ratify the remuneration of the Cost Auditor D. C. Dave & Co., Cost Accountants, (Firm's Registration No.0006111) for the year ending 31st March, 2018, as recommended by the Audit Committee and approved by the Board of Directors.

Voted in favour of the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	163	5,62,60,213	100
Physical Ballots at AGM	37	40,41,72,892	100
Total	200	46,04,33,105	100

Voted against the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	2	148	0
Physical Ballots at AGM	5	81	0
Total	7	229	0

Invalid votes:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	154
Total	3	154

The resolution was passed with requisite majority.

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Item No. 8 Ordinary Resolution:

Ordinary Resolution to approve the appointment of Mr. H. M. Bharuka (holding DIN 00306084) as the Vice Chairman and Managing Director of the Company for the period commencing from 3rd May, 2017 and ending on 31st March, 2022 on the remuneration and perquisites as set out in the draft Agreement to be entered between the Company and Mr. Bharuka.

Voted in favour of the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	163	5,60,89,694	100
Physical Ballots at AGM	39	40,41,72,932	100
Total	202	46,02,62,626	100

Voted against the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	1	10	0
Physical Ballots at AGM	3	41	0
Total	4	51	0

Invalid votes :

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	154
Total	3	154

The resolution was passed with requisite majority.

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Item No. 9 Ordinary Resolution:

Ordinary Resolution to appoint Mr. Katsuhiko Kato (holding DIN 07556964), who was appointed as a Director in casual vacancy and who holds office upto the date of this Annual General Meeting, as a Director of the Company.

Voted in favour of the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	160	5,59,39,762	99.43
Physical Ballots at AGM	39	40,41,72,932	100
Total	199	46,01,12,694	99.93

Voted against the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	5	3,20,599	0.57
Physical Ballots at AGM	3	41	0
Total	8	3,20,640	0.07

Invalid votes :

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	154
Total	3	154

The resolution was passed with requisite majority.

Note: *Percentage beyond 2 decimal points ignored under Rounding off.

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The poll papers and all other relevant records will be handed over to the Company Secretary in due course of time.

Date: 21st June 2017

Place: Mumbai

H. R. THAKUR
F.C.S. 2090 C.P. 3193

G. T. Govindarajan

Company Secretary

Kansai Nerolac Paints Limited

(Authorised by the Chairman of the meeting)

ANNEXURE

KANSAI NEROLAC PAINTS LIMITED

Date of the AGM	Wednesday, 21st June, 2017 at 11.00 a.m.
Total Number of shareholdes on record date	39178 (As on Cut-off date, i.e. 14-06-2017)
Number of Shareholders present in the meeting in person or through proxy:	
Promoters and Promoter Group	1
Public	84
Number of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	NA
Public	NA



KANSAI NEROLAC PAINTS LIMITED									
Resolution (1)									
Resolution required: Ordinary									
Ordinary Resolution to receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon									
Whether promoter/ promoter group are interested in the agenda/resolution : No									
	Category	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	404135898	0	0.00	0	0	0.00	0.00
		Poll		404135898	100.00	404135898	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		404135898	100.00	404135898	0	100.00	0.00
2	Public - Institutional holders	E-Voting	79294790	46695442	58.89	46695442	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		46695442	58.89	46695442	0	100.00	0.00
3	Public-Others	E-Voting	55489032	3656335	6.59	3656325	10	100.00	0.00
		Poll		37075	0.07	37035	40	99.89	0.11
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		3693410	6.66	3693360	50	100.00	0.00
	Total	E-Voting	538919720	50351777	9.34	50351767	10	100.00	0.00
		Poll		404172973	75.00	404172933	40	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		454524750	84.34	454524700	50	100.00	0.00



KANSAI NEROLAC PAINTS LIMITED	
Resolution (2)	
Resolution required: Ordinary	
Ordinary Resolution to declare a normal dividend of Rs. 2.50 (250%) and a special dividend of Re. 0.50 (50%) per Equity share, thus aggregating to a total dividend of Rs. 3.00 (300%) per Equity share of the nominal value of Re. 1 each for the year ended 31st March, 2017.	
Whether promoter/ promoter group are interested in the agenda/resolution : No	

	Category	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	404135898	0	0.00	0	0	0.00	0.00
		Poll		404135898	100.00	404135898	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		404135898	100.00	404135898	0	100.00	0.00
2	Public - Institutional holders	E-Voting	79294790	52604056	66.34	52604056	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		52604056	66.34	52604056	0	100.00	0.00
3	Public-Others	E-Voting	55489032	3656335	6.59	3656325	10	100.00	0.00
		Poll		37075	0.07	37035	40	99.89	0.11
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		3693410	6.66	3693360	50	100.00	0.00
	Total	E-Voting	538919720	56260391	10.44	56260381	10	100.00	0.00
		Poll		404172973	75.00	404172933	40	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		460433364	85.44	460433314	50	100.00	0.00



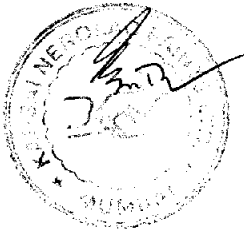
KANSAI NEROLAC PAINTS LIMITED	
Resolution (3)	
Resolution required: Ordinary	
Ordinary Resolution to appoint a Director in place of Mr. Masaru Tanaka (holding DIN 06566867), who retires by rotation and being eligible, offers himself for re-appointment.	
Whether promoter/ promoter group are interested in the agenda/resolution : Yes	

	Category	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/[5]*100	% of Votes against on votes polled [7]=[5]/[2]*100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	404135898	0	0.00	0	0	0.00	0.00
		Poll		404135898	100.00	404135898	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		404135898	100.00	404135898	0	100.00	0.00
2	Public - Institutional holders	E-Voting	79294790	52604056	66.34	52306384	297672	99.43	0.57
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		52604056	66.34	52306384	297672	99.43	0.57
3	Public-Others	E-Voting	55489032	3656305	6.59	3656295	10	100.00	0.00
		Poll		37075	0.07	37034	41	99.89	0.11
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		3693380	6.66	3693329	51	100.00	0.00
	Total	E-Voting	538919720	56260361	10.44	55962679	297682	99.47	0.53
		Poll		404172973	75.00	404172932	41	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		460433334	85.44	460135611	297723	99.94	0.06



KANSAI NEROLAC PAINTS LIMITED	
Resolution (4)	
Resolution required: Ordinary	
Ordinary Resolution to appoint a Director in place of Mr. Hidenori Furukawa (holding DIN 06924589), who retires by rotation and being eligible, offers himself for re-appointment.	
Whether promoter/ promoter group are interested in the agenda/resolution : Yes	

	Category	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	404135898	0	0.00	0	0	0.00	0.00
		Poll		404135898	100.00	404135898	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		404135898	100.00	404135898	0	100.00	0.00
2	Public - Institutional holders	E-Voting	79294790	52604056	66.34	52306384	297672	99.43	0.57
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		52604056	66.34	52306384	297672	99.43	0.57
3	Public-Others	E-Voting	55489032	3656305	6.59	3656295	10	100.00	0.00
		Poll		37075	0.07	37034	41	99.89	0.11
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		3693380	6.66	3693329	51	100.00	0.00
	Total	E-Voting	538919720	56260361	10.44	55962679	297682	99.47	0.53
		Poll		404172973	75.00	404172932	41	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		460433334	85.44	460135611	297723	99.94	0.06



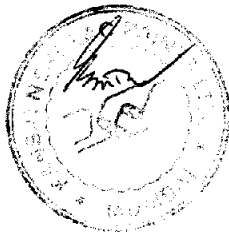
KANSAI NEROLAC PAINTS LIMITED	
Resolution (5)	
Resolution required: Ordinary	
Ordinary Resolution to approve the appointment of B S R & Co. LLP, Chartered Accountants (Firm's Registration No. 101248W/ W-100022) as the Statutory Auditors of the Company from the conclusion of this meeting till the conclusion of next AGM and that their remuneration be fixed by the Audit Committee.	
Whether promoter/ promoter group are interested in the agenda/resolution : No	

	Category	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	404135898	0	0.00	0	0	0.00	0.00
		Poll		404135898	100.00	404135898	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		404135898	100.00	404135898	0	100.00	0.00
2	Public - Institutional holders	E-Voting	79294790	52604056	66.34	52433399	170657	99.68	0.32
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		52604056	66.34	52433399	170657	99.68	0.32
3	Public-Others	E-Voting	55489032	3656305	6.59	3656295	10	100.00	0.00
		Poll		37075	0.07	36994	81	99.78	0.22
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		3693380	6.66	3693289	91	100.00	0.00
	Total	E-Voting	538919720	56260361	10.44	56089694	170667	99.70	0.30
		Poll		404172973	75.00	404172892	81	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		460433334	85.44	460262586	170748	99.96	0.04



KANSAI NEROLAC PAINTS LIMITED	
Resolution (6)	
Resolution required: Ordinary	
Ordinary Resolution to ratify the remuneration of the Cost Auditor D. C. Dave & Co., Cost Accountants, (Firm's Registration No.0006111) for the year ended 31st March, 2017, as recommended by the Audit Committee and approved by the Board of Directors.	
Whether promoter/ promoter group are interested in the agenda/resolution : No	

	Category	Mode of Voting	Total 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]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$
1	Promoter and Promoter Group	E-Voting	404135898	0	0.00	0	0	0.00	0.00
		Poll		404135898	100.00	404135898	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		404135898	100.00	404135898	0	100.00	0.00
2	Public - Institutional holders	E-Voting	79294790	52604056	66.34	52604056	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		52604056	66.34	52604056	0	100.00	0.00
3	Public-Others	E-Voting	55489032	3656305	6.59	3656157	148	100.00	0.00
		Poll		37075	0.07	36994	81	99.78	0.22
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		3693380	6.66	3693151	229	99.99	0.01
	Total	E-Voting	538919720	56260361	10.44	56260213	148	100.00	0.00
		Poll		404172973	75.00	404172892	81	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		460433334	85.44	460433105	229	100.00	0.00



KANSAI NEROLAC PAINTS LIMITED	
Resolution (7)	
Resolution required: Ordinary	
Ordinary Resolution to ratify the remuneration of the Cost Auditor D. C. Dave & Co., Cost Accountants, (Firm's Registration No.0006111) for the year ending 31st March, 2018, as recommended by the Audit Committee and approved by the Board of Directors.	
Whether promoter/ promoter group are interested in the agenda/resolution : No	

	Category	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	404135898	0	0.00	0	0	0.00	0.00
		Poll		404135898	100.00	404135898	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		404135898	100.00	404135898	0	100.00	0.00
2	Public - Institutional holders	E-Voting	79294790	52604056	66.34	52604056	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		52604056	66.34	52604056	0	100.00	0.00
3	Public-Others	E-Voting	55489032	3656305	6.59	3656157	148	100.00	0.00
		Poll		37075	0.07	36994	81	99.78	0.22
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		3693380	6.66	3693151	229	99.99	0.01
	Total	E-Voting	538919720	56260361	10.44	56260213	148	100.00	0.00
		Poll		404172973	75.00	404172892	81	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		460433334	85.44	460433105	229	100.00	0.00



KANSAI NEROLAC PAINTS LIMITED	
Resolution (8)	
Resolution required: Ordinary	
Ordinary Resolution to approve the appointment of Mr. H. M. Bharuka (holding DIN 00306084) as the Vice Chairman and Managing Director of the Company for the period commencing from 3rd May, 2017 and ending on 31st March, 2022 on the remuneration and perquisites as set out in the draft agreement to be entered between the Company and Mr. Bharuka.	
Whether promoter/ promoter group are interested in the agenda/resolution : No	

	Category	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	404135898	0	0.00	0	0	0.00	0.00
		Poll		404135898	100.00	404135898	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		404135898	100.00	404135898	0	100.00	0.00
2	Public - Institutional holders	E-Voting	79294790	52433399	66.12	52433399	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		52433399	66.12	52433399	0	100.00	0.00
3	Public-Others	E-Voting	55489032	3656305	6.59	3656295	10	100.00	0.00
		Poll		37075	0.07	37034	41	99.89	0.11
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		3693380	6.66	3693329	51	100.00	0.00
	Total	E-Voting	538919720	56089704	10.41	56089694	10	100.00	0.00
		Poll		404172973	75.00	404172932	41	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		460262677	85.40	460262626	51	100.00	0.00



KANSAI NEROLAC PAINTS LIMITED	
Resolution (9)	
Resolution required: Ordinary	
Ordinary Resolution to appoint Mr. Katsuhiko Kato (holding DIN 07556964), who was appointed as a Director in casual vacancy and who holds office upto the date of this Annual General Meeting, as a Director of the Company.	
Whether promoter/ promoter group are interested in the agenda/resolution : Yes	

	Category	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	E-Voting	404135898	0	0.00	0	0	0.00	0.00
		Poll		404135898	100.00	404135898	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		404135898	100.00	404135898	0	100.00	0.00
2	Public - Institutional holders	E-Voting	79294790	52604056	66.34	52284967	319089	99.39	0.61
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		52604056	66.34	52284967	319089	99.39	0.61
3	Public-Others	E-Voting	55489032	3656305	6.59	3654795	1510	99.96	0.04
		Poll		37075	0.07	37034	41	99.89	0.11
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		3693380	6.66	3691829	1551	99.96	0.04
	Total	E-Voting	538919720	56260361	10.44	55939762	320599	99.43	0.57
		Poll		404172973	75.00	404172932	41	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		460433334	85.44	460112694	320640	99.93	0.07

