



## Asian Paints Limited

Registered Office: 6A, Shantingar, Santacruz (East), Mumbai - 400 055

CIN : L24220MH1945PLC004598

Email: [investor.relations@asianpaints.com](mailto:investor.relations@asianpaints.com) Website: [www.asianpaints.com](http://www.asianpaints.com)

Tel No.: 022 39818000 Fax No.: 022 39818888

### POSTAL BALLOT NOTICE

Dear Member(s),

**NOTICE** is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the following business by passing the Special Resolution set out below through Postal Ballot.

The Company is desirous of seeking your consent to the proposals contained in the resolution set out below. A statement under Section 102 of the Companies Act, 2013, giving all material facts and the reasons for the Special Resolution is also annexed. You are requested to read carefully the instructions given in the Postal Ballot Form and return the said Form duly completed and signed, in the postage prepaid self-addressed envelope so as to reach the Scrutinizer on or before 26<sup>th</sup> September, 2015 at the Company's Registered Office at 6A, Shantinagar, Santacruz (East), Mumbai - 400 055.

In accordance with Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 35B of the Listing Agreement, the Company has engaged National Securities Depository Limited, an agency authorised by Ministry of Corporate Affairs, to provide electronic voting facility to its members. The procedure for e-voting is also attached herewith.

To consider and, if thought fit, approve with or without modification(s) the following resolution as a **Special Resolution**:

#### **Adoption of new Articles of Association of the Company in accordance with the provisions of the Companies Act, 2013**

**"RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

**BY ORDER OF THE BOARD OF DIRECTORS**

**JAYESH MERCHANT  
CFO & COMPANY SECRETARY,  
PRESIDENT – INDUSTRIAL JV**

Date : 21<sup>st</sup> July, 2015

Place : Mumbai

#### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The present Articles of Association ("AoA") of the Company were based on the Companies Act, 1956 and several regulations in the existing AoA of the Company contain references to specific sections of the Companies Act, 1956 and some of the regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

The Companies Act, 2013 is now largely in force and with its coming into effect, several Articles of the existing AoA of the Company require alterations, modifications or deletions. Given this position, it is considered to be appropriate and expedient to wholly replace the existing AoA by a new set of AoA.

The new AoA to be substituted in place of the existing AoA, *inter alia*, incorporates various provisions of the Companies Act, 2013 and also carries forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of the AoA is being uploaded on the Company's website [www.asianpaints.com](http://www.asianpaints.com) for perusal of the members and shall also be available for inspection for the members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays.

The Board of Directors of the Company recommend the Special Resolution as set in the Postal Ballot Notice for amendment of the AoA of the Company for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Special Resolution as set out in the Postal Ballot Notice, except to the extent of their shareholding, if any, in the Company.

**BY ORDER OF THE BOARD OF DIRECTORS**

**JAYESH MERCHANT  
CFO & COMPANY SECRETARY,  
PRESIDENT – INDUSTRIAL JVs**

Date : 21<sup>st</sup> July, 2015

Place : Mumbai



## Asian Paints Limited

Registered Office: 6A, Shantingar, Santacruz (East), Mumbai - 400 055

CIN : L24220MH1945PLC004598

Email: [investor.relations@asianpaints.com](mailto:investor.relations@asianpaints.com) Website: [www.asianpaints.com](http://www.asianpaints.com)

Tel No.: 022 39818000 Fax No.: 022 39818888

### POSTAL BALLOT FORM

1) Name of the first named  
shareholder (in block letters) :

2) Name(s) of the Joint Holder(s),  
if any :

3) Postal Address :

4) Registered Folio No. / Client ID No.\*  
(\*Applicable to investors holding  
Shares in dematerialized form) :

5) No. of shares :

I/we hereby exercise my/our vote(s) in respect of the Special Resolution enumerated below by recording, my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Particulars	Type of Resolution	No. of Shares held	FOR	AGAINST
			I/we assent to the resolution	I/we dissent to the resolution
Adoption of new Articles of Association of the Company in accordance with the provisions of the Companies Act, 2013	Special			

Place:

Date:

(Signature of the Shareholder)

### ELECTRONIC VOTING PARTICULARS

EVEN (E-voting event number)	USER ID	PASSWORD/PIN

#### Notes:

- Please read the instructions printed overleaf carefully before exercising your vote
- Last date for receipt of Postal Ballot form by the Scrutinizer is 26<sup>th</sup> September, 2015

Notes:

1. A statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. Relevant documents referred to in the accompanying Notice and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on 14<sup>th</sup> August, 2015.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 and the Rules issued thereunder and Clause 35B of the Listing Agreement, the members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL. The process for e-voting is provided under point no. 13.
5. Members who do not have access to e-voting facility may send duly completed Ballot form and return the Form duly completed in the attached self-addressed business reply envelope so as to reach the Scrutinizer by 5 pm on 26<sup>th</sup> September, 2015 at the following address:  
  
Shri Makarand M. Joshi  
Scrutinizer,  
C/o Asian Paints Limited  
6A, Shantinagar,  
Santacruz (East),  
Mumbai – 400 055
6. Electronic copy of the Postal Ballot Notice of the Company along with its Annexures is being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
7. Corporate members are requested to send a duly completed Ballot form accompanied by a certified copy of the Board Resolution together with attested signature(s) of the authorized signatory(ies), giving requisite authority to the person voting on the Postal Ballot form.
8. A shareholder may request for a duplicate Postal Ballot form, if so, required. However, the duly filled in duplicate form should reach the Scrutinizer not later than the date as specified at item no. 5 above.
9. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
10. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman or in his absence by any one authorized by the Chairman, on or after 28<sup>th</sup> September, 2015 at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and intimated through a Press Release in newspapers. The result will also be put up on the Company's website [www.asianpaints.com](http://www.asianpaints.com). The resolution, if approved, will be taken as passed effectively on the date of declaration of the result.
11. Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a general meeting of the Members.
12. In case of any queries, you may contact the Company at [investor.relations@asianpaints.com](mailto:investor.relations@asianpaints.com) or contact the Registrar and Transfer Agent, Sharepro Services (India) Private Limited, at [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com) or at the following address:  
  
M/s. Sharepro Services (India) Private Limited,  
Unit: Asian Paints Limited  
13AB, Samhita Warehousing Complex,  
2nd Floor, Sakinaka Telephone Exchange Lane,  
Off Andheri-Kurla Road, Sakinaka,  
Andheri (E), Mumbai - 400 072  
Tel No.: 022 67720300/400  
Fax No: 022 28591568
13. The instructions for Members for e-voting are as under:
  - A. In case a member receives an e-mail from NSDL [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
    1. Open the attached PDF file "e-Voting.pdf" giving your Client ID No. (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file, if you are already registered with NSDL for e-voting.
    2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.
    3. Click on "Shareholder - Login".
    4. Put User ID and password as initial password noted in step (1) above and click Login. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
    6. Home page of remote "e-voting" opens. Click on e-Voting: Active Voting Cycles.
    7. Select "EVEN" of Asian Paints Limited. Members can cast their vote online from 28<sup>th</sup> August, 2015 (9.00 am) till 26<sup>th</sup> September, 2015 (5.00 pm).  
  
Note: e-Voting shall not be allowed beyond the said time.
    8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
    9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
    10. Institutional shareholders (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the Board Resolution together with their attested specimen signatures authorizing their representative to vote on their behalf, to the Scrutinizer through an e-mail on [asianpaints.scrutinizer@asianpaints.com](mailto:asianpaints.scrutinizer@asianpaints.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - B. In case a member receives physical copy of the Postal Ballot Notice by Post [for members whose e-mail addresses are not registered with the Company/Depository Participant(s)]:
    1. User ID and initial password - Printed Overleaf
    2. Please follow all steps from Sr. No. 2 to 10 as mentioned in (A) above to cast your vote.