

### **NOTICE**

### **ASIAN PAINTS LIMITED**

CIN: L24220MH1945PLC004598

Registered Office: 6A, Shantinagar, Santacruz (E), Mumbai - 400 055

Website: www.asianpaints.com Email: investor.relations@asianpaints.com Tel No.: 022 6218 1000, Fax No.: 022 6218 1111

NOTICE is hereby given that the **SEVENTIETH ANNUAL GENERAL MEETING** of the Company will be held at Yashwantrao Chavan Pratishthan Auditorium, Y.B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021 on **Tuesday**, **28**<sup>th</sup> **June**, **2016** at 11.00 a.m. to transact the following business:

### **ORDINARY BUSINESS:**

- To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 together with the reports of the Board of Directors and Auditors thereon.
- 2. To declare final dividend on equity shares for the financial year ended 31st March, 2016.
- 3. To appoint a Director in place of Shri Mahendra Choksi (DIN: 00009367), who retires by rotation and being eligible, offers himself for re-appointment.
- 4. To appoint a Director in place of Shri Malav Dani (DIN: 01184336), who retires by rotation and being eligible, offers himself for re-appointment.
- To consider the appointment of M/s. B S R & Co., LLP, Chartered Accountants (Firm Registration Number – 101248W/W-100022) as Auditors of the Company and in this connection, to approve, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number 101248W/W-100022), be and are hereby appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company and shall be jointly and severally responsible with M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number - 117366W/W-100018) for the financial year 2016-17.

**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".

 To consider the appointment of M/s. Deloitte Haskins δ Sells LLP, Chartered Accountants (Firm Registration Number - 117366W/W-100018), as the Auditors of the Company and in this connection, to approve with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number 117366W/W-100018) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 75th Annual General Meeting, subject to ratification of appointment by the shareholders at every Annual General Meeting held after this Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors of the Company and shall be jointly and severally responsible with M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number 101248W/W-100022) for the financial year 2016-17.

**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".

### **SPECIAL BUSINESS:**

- To consider and, if thought fit, approve with or without modification(s) the following resolution as an Ordinary Resolution:
  - "RESOLVED THAT pursuant to 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 modification(s) or re-enactment(s) thereof for the time being in force) M/s. RA & Co., Cost Accountants (Firm Registration No. 000242) appointed as the Cost Auditors of the Company for conducting audit of the cost records, if required, for the financial year ending 31st March, 2017, be paid remuneration not exceeding ₹ 5.50 lacs (Rupees five lacs and fifty thousand only) excluding service tax and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit.

**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".

### **NOTES:**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the Annual General Meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty in number 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 percent of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member.
- 2. During the period beginning 24 hours before the time fixed for the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
- 3. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
- 4. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM to the Company's Registrar and Transfer Agent, TSR Darashaw Limited, Registered Office: 6-10, Haji Moosa Patrawala Industrial Estate, Near Famous Studio, 20, Dr. E Moses Road, Mahalaxmi, Mumbai 400 011 by not less than forty-eight (48) hours before commencement of the AGM.
- A route map showing directions to reach the venue of the 70<sup>th</sup> AGM is given along with this Annual Report as per the requirement of the "Secretarial Standards - 2" on General Meetings.
- 6. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.
- 7. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed hereto.
- Relevant documents referred to in the accompanying Notice and the 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 upto the date of the AGM.
  - The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
  - The Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of

- the Companies Act, 2013, will be available for inspection by the members at the AGM.
- The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 18<sup>th</sup> June, 2016 to Tuesday, 28<sup>th</sup> June, 2016 (both days inclusive).
- 10. Dividend recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after Wednesday, 29<sup>th</sup> June, 2016 to those members whose names appear on the Register of Members as on Friday, 17<sup>th</sup> June, 2016. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Friday, 17<sup>th</sup> June, 2016 as per the details furnished by the Depositories, viz. National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
  - 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 or its Registrar and Transfer Agents 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. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
- 11. In terms of Section 123 of the Companies Act, 2013 and Sections 205A, 205C of the Companies Act, 1956 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, in the year 2016-17, the Company would be transferring the unclaimed or unpaid final dividend for the year ended 31st March, 2009 to IEPF on or before 25th July, 2016 and also interim dividend for the year ended 31st March, 2010 to IEPF on or before 21st November, 2016. Members are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF.
  - As per the provisions of Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012, the Company has placed on its website (<a href="https://www.asianpaints.com">www.asianpaints.com</a>), the information on dividend which remains unclaimed with the Company as on Friday, 3<sup>rd</sup> July, 2015 i.e. date of the previous AGM. The information is also available on the website of the Ministry of Corporate Affairs (<a href="https://www.mca.gov.in">www.mca.gov.in</a>).
- 12. Electronic copy of the Notice convening the 70<sup>th</sup> AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are 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.
- 13. Members who have not registered their email address so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.
- 14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies

(Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 hereinafter referred to as 'Listing Regulations' (including any statutory modification(s) and / or re-enactment(s) for the time being in force), the members are provided with the following alternatives by which they may cast their votes:

- by electronic means through the remote e-voting platform provided by NSDL. The process for voting through e-voting is annexed hereto. The remote e-voting period will commence on Thursday, 23rd June, 2016 at 9.00 a.m. and will end on Monday, 27th June, 2016 at 5.00 p.m. During this period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date, i.e. Tuesday,  $21^{\text{st}}$  June, 2016, may cast their vote by remote e-voting. The remote e-voting module will be disabled by NSDL for voting thereafter.
- Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Shri Makarand Joshi, Practicing Company Secretary, (Membership No. 5533, COP: 3662), at the Registered Office of the Company not later than by 5.00 p.m. on Monday, 27th June, 2016. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Tuesday, 21<sup>st</sup> June, 2016 have the option to request for physical copy of the Ballot Form by sending an e-mail to  $\underline{investor.relations@asianpaints.com}$  or csg-unit@tsrdarashaw.com by mentioning their Folio / DP ID and Client ID No. Ballot Forms received

- after 5.00 p.m. on Monday, 27th June, 2016 will be treated as invalid. A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
- The facility of e-voting shall also be made available at the AGM venue for the members who have not cast their votes earlier.
- 15. Members who have cast their votes by remote e-voting or by Ballot Form prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again.
- 16. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. Tuesday, 21st June, 2016.
- 17. The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to TSR Darashaw Limited.
- 18. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to TSR Darashaw Limited, Company's R&T Agent. Members holding shares in electronic mode may contact their respective Depository Participants for availing this

19. Information required under Regulation 36(3) of the Listing Regulations (relating to Corporate Governance) with respect to the Directors retiring by rotation and being eligible seeking re-appointment is as under:

Name of the Director	Shri Mahendra Choksi
Director Identification Number	00009367
Date of appointment	27 <sup>th</sup> November, 1992
Brief resume of the Director including nature of expertise in specific functional areas	Shri Mahendra Choksi holds B.Chem. Engg., M.Sc.(Tech) PPV degrees. He has considerable knowledge and experience in the Chemical Industry, particularly in 'Synthetic Resins'. Shri Mahendra Choksi was a Director on the Board of the Company alongwith being in charge of Production & Process Engineering till 1st March, 1973 and he joined the Board again in the year 1992. He was holding the position of Managing Director in Resins and Plastics Limited till 31st August, 2002.
	Shri Mahendra Choksi has expertise in designing of Synthetic Resin Plant, Process & Production of synthetic Resins viz, Alkyd, Pure & Reduced Phenolics, Maliecs, Amino, Epoxy, Polyamides, Urathenes, Ketonics, Acrylics, Acrylic Emulsions.
No. of shares held in the Company	21,96,180
Directorships and Committee memberships held in other companies	NIL
(Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included.)	
Inter-se relationships between Directors	Brother of Shri Ashwin Choksi

Name of the Director	Shri Malav Dani
Director Identification Number	01184336
Date of appointment	21st October, 2013
Brief resume of the Director including nature of expertise in specific functional areas/	Shri Malav Dani holds B.S. (Bachelor of Science) degree from Purdue University and an MBA (Masters of Business Administration) from Columbia University. This was followed by a highly successful six-year stint at General Electric (GE), where he completed the Information Management Leadership Program (IMLP) & the Quality Six Sigma Black Belt Program. In 2012, Malav was appointed as the Managing Director of the Hitech Group. He was also appointed as the Chairman of Ease of Doing Business, Indian Merchants' Chamber in the year 2015.
	Shri Malav Dani is a recipient of the 'Yuva Icon Award' presented by Dr. A.P.J Abdul Kalam for displaying exemplary determination towards positively impacting the future of the nation. In addition to this, he has also received the 'Business Game Award' by NDTV Profit & British Trade Council, the 'Udyog Rattan Award' by Institute of Economic Studies & the 'Asia Pacific Entrepreneurship Award 2015, India' by Enterprise Asia. Competency building and Customer Centricity has remained integral to Shri Malav Dani's approach towards an 'entrepreneurial' organization that fosters an empowering environment for its people.
No. of shares held in the Company	33,05,510
Directorships and Committee memberships held in other companies (Excluding alternate directorship,	•
directorships in private limited companies, foreign companies and companies under Section 8 of	
the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included.)	Hitech Specialities Solutions Limited
Inter-se relationships between Directors	Son of Shri Ashwin Dani

The Board of Directors propose the appointment of Shri Mahendra Choksi and Shri Malav Dani as Non-executive Directors and recommend the resolutions as set out at Item Nos. 3 & 4 of the Notice for the approval of the members at the ensuing AGM.

Except Shri Mahendra Choksi and Shri Ashwin Choksi and their relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the re-appointment of Shri Mahendra Choksi as a Non-Executive Director of the Company.

Except Shri Malav Dani and Shri Ashwin Dani and their relatives, no other Director or Key Managerial Personnel of the Company or

their relatives are concerned or interested in the re-appointment of Shri Malav Dani as a Non-Executive Director of the Company.

For Asian Paints Limited

Jayesh Merchant CFO & Company Secretary, President – Industrial JVs

11<sup>th</sup> May, 2016

Registered Office:

6A, Shantinagar, Santacruz (E), Mumbai - 400 055.

## Annexure to Notice

# STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ITEM NO. 7:

The Board of Directors at its meeting held on 11<sup>th</sup> May, 2016, on the recommendations of the Audit Committee, had approved the appointment of Ms. RA & Co., Cost Accountants (Firm Registration No. 000242), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31<sup>st</sup> March, 2017, at a remuneration not exceeding ₹ 5.50 lacs (Rupees five lacs and fifty thousand only) excluding service tax and reimbursement of out of pocket expenses at actuals, if any, in connection with the audit.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the members of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out at Item No. 7 for ratification of remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company, if required, for the financial year ending 31st March, 2017.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Ordinary Resolution as set out at Item No. 7 of the Notice, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 7 of the Notice for approval by the members.

For Asian Paints Limited

Jayesh Merchant CFO & Company Secretary, President – Industrial JVs

11<sup>th</sup> May, 2016

**Registered Office:** 

6A, Shantinagar, Santacruz (E), Mumbai - 400 055.



# **Asian Paints Limited**

CIN: L24220MH1945PLC004598

Registered Office: 6A, Shantinagar, Santacruz (East), Mumbai - 400 055 Email: investor.relations@asianpaints.com, Website: www.asianpaints.com

Tel No.: 022 62181000, Fax No.: 022 62181111

### BALLOT FORM

		BALLUI FURIVI			
1.	Name(s) and Registered Address of the Sole / First named Member				
2.	Name(s) of Joint Holder(s), if any	:			
3.	Registered Folio Number / DP ID No.and Client ID No. (Applicable to investors holding shares in dematerialised form)	:			
4.	Number of shares held	:			
5.	REVEN (Remote e-Voting Event Numbe	r) :			
6.	User-ID	:			
7.	Password	:			
8.	I/We hereby exercise my/our vote(s) in rour assent or dissent to the said Resolut				
Sr. No.	Particulars		No. of Shares held	FOR I/We assent to the Resolutions	AGAINST I/We dissent to the Resolutions
1.	Adoption of the audited financial statements including of the Company for the financial year ended 31st Mar Board of Directors and Auditors' thereon				
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		held	the Resolutions	the Resolutions
1.	Adoption of the audited financial statements including audited consolidated financial statement of the Company for the financial year ended 31st March, 2016 together with the reports of the Board of Directors and Auditors' thereon			
2.	Declaration of final dividend on equity shares			
3.	Re-appointment of Shri Mahendra Choksi (DIN: 00009367) as a Director of the Company			
4.	Re-appointment of Shri Malav Dani (DIN:01184336) as a Director of the Company			
5.	Appointment of M/s. B S R & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company			
6.	Appointment of M/s. Deloitte Haskins & Sells, LLP, Chartered Accountants as the Statutory Auditors of the Company			
7.	Ratification of remuneration payable to M/s. RA & Co., Cost Accountants Cost Auditors of the Company for the financial year ending 31st March, 2017			

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Date:

(Signature of the Shareholder)

#### **GENERAL INSTRUCTIONS**

- 1 This Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility.
- A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and ballot shall be treated as invalid.
- 3 The scrutinizer will collate the votes downloaded from the remote e-voting system and votes received through ballot to declare the final result for each of the resolutions forming part of the Notice of the AGM.
- The results declared along with Scrutinizer's Report, shall be placed on the Company's website <a href="www.asianpaints.com">www.asianpaints.com</a> and on the website of the National Securities Depository Limited <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> within two (2) days of the passing of the Resolutions at the AGM of the Company on 28th June, 2016 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

### PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING THE BALLOT FORM

- a. Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as on 21st June, 2016.
- b. Please complete and sign the Ballot Form and return the form in the self-addressed Business Reply envelope so as to reach the Scrutinizer, Shri Makarand Joshi at Asian Paints Limited, 6A, Shantinagar, Santacruz (East), Mumbai 400 055 appointed by the Board of Directors of the Company on or before 27th June, 2016 (5.00 p.m.).
- c. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
- d. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.
- e. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. b above
- f. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. The Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- g. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

### PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY REMOTE E-VOTING

- 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 <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.
- 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 <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.
- 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 23<sup>rd</sup> June, 2016 (9:00 a.m.) till 27<sup>th</sup> June, 2016 (5:00 p.m.). 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 attend and vote on their behalf at the AGM to the Scrutinizer through an e-mail on <a href="mailto:asianpaints.com">asianpaints.com</a> with a copy marked to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>.
- B. In case a member receives physical copy of the Notice convening the AGM 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.
- C. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of <a href="https://www.evoting.nsdl">https://www.evoting.nsdl</a> com or contact NSDL at the toll free no. 1800-222-990

### D. OTHER INFORMATION

- 1. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- 2. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- 3. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- 4. Please note that, if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can accesse-Voting website of NSDL through their website viz.; <a href="https://www.icicidirect.com">www.icicidirect.com</a> for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website <a href="https://www.icicidirect.com">www.icicidirect.com</a>. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for thee-voting system of NSDL.