

RESULT OF POSTAL BALLOT

Resolution required: Special Resolution

Mode of voting: Postal Ballot (voting by post and through electronic means)

Agenda: Adoption of new Articles of Association of the Company in accordance with the provisions of the Companies Act, 2013

Promoter/ Public	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
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public – Institutional holders	259785856	187263723	72.08	181729965	5533758	97.04	2.96
Public- Others	193027452	4167438	2.16	4133797	33641	99.19	0.81
Total	959197790	697815643	72.75	692248244	5567399	99.20	0.80

Based on the above, the resolution has been passed with requisite majority.

Notes:

- (i) * The votes cast do not include invalid votes.
- (ii) Pursuant to Clause 5A (II) of the Listing Agreement, voting rights on the shares transferred to "Asian Paints Limited – Unclaimed Suspense Account" are frozen.

For ASIAN PAINTS LIMITED


JAYESH MERCHANT
CFO & COMPANY SECRETARY,
PRESIDENT – INDUSTRIAL JVs



Place: Mumbai

Date: 29th September, 2015

Corporate Identification Number (CIN): L24220MH1945PLC004598

For Shares related queries, email to investor.relations@asianpaints.com

For Consumer queries, email to customercare@asianpaints.com

MAKARAND M. JOSHI & CO.

Company Secretaries

"Ecstasy, 803/804, 9th Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai – 400080

Scrutinizer Report (Postal Ballot)

Shri Ashwin Choksi
Chairman,
Asian Paints Limited,
6A, Shanti Nagar,
Santacruz (East),
Mumbai-400055

Dear Sir,

- A. Pursuant to the resolution passed by the Board of Directors of Asian Paints Limited, having its Registered Office at 6A, Shantinagar, Santacruz (E), Mumbai – 400 055, (hereinafter referred as the "Company") on 21st July, 2015, I, Makarand Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretary, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process (including voting through electronic mode) in respect of the Special Resolution as circulated in the postal ballot notice dated 21st July, 2015.
- B. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Company had dispatched Notice and Postal Ballot Forms to its members whose name(s) appeared on the Register of Members / List of beneficiaries as on 14th August, 2015 ("cut-off date").
- C. The Company had availed the services of National Securities Depositories Limited to provide the electronic voting facility to its members.
- D. The voting period commenced on 28th August, 2015 (9:00 a.m.) and ended on 26th September, 2015 (5:00 p.m.) for physical ballots as well as for e-voting. The votes cast by the shareholders through the e-voting system were downloaded and collated.
- E. The Postal Ballot forms were duly opened in my presence and scrutinized.



- F. I did not find any defaced or mutilated ballot papers/forms and all the invalid ballot forms were marked and segregated.
- G. The register, in accordance with Rule 22 (10) of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
- H. Based on the above mentioned process, the scrutiny was completed and a summary of the voted casted by postal ballot forms and through electronic means are given below:



Sr. No.	Particulars	No. of Postal Ballot forms/votes cast	No. of shares	% of total paid up share capital
Physical Mode				
A.	Total no. of Postal Ballot forms received	1769	10036723	1.05
B.	Less: Invalid votes	198	354419	0.04
C.	Net valid Postal Ballot forms received	1571	9682304	1.01
Electronic Mode				
D.	Total no. of votes cast through electronic means	1716	688133339	71.74
E.	Less: Invalid votes	0	0	0.00
F.	Net valid votes cast through electronic means	1716	688133339	71.74
G.	Total Valid votes cast through Postal Ballot in physical and electronic mode	3287	697815643	72.75
H.	Votes cast through Postal Ballot with Assent on the Special Resolution (Physical Mode)	1549	9658686	1.01
I.	Votes cast through Postal Ballot with Assent on the Special Resolution (Electronic means)	1669	682589558	71.16
J.	Total Net Valid votes cast through Postal Ballot with Assent on the Special Resolution (Physical and electronic means)	3218	692248244	72.17
K.	Votes cast through Postal Ballot with Dissent on the Special Resolution (Physical Mode)	22	23618	0.00
L.	Votes cast through Postal Ballot with Dissent on the Special Resolution (Electronic means)	47	5543781	0.58
M.	Total Net Valid votes cast through Postal Ballot with Dissent on the Special Resolution (Physical and electronic means)	69	5567399	0.58



Result of the Postal Ballot is as under:

Type of Resolution: Special Resolution

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

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*No. of votes polled does not include 'no. of votes invalid'.

Thanking you,
Yours faithfully,

For Makarand M. Joshi & Co.,
Practicing Company Secretaries


Makarand Joshi
Partner

CP No. 3662

Place: Mumbai

Date: 28th September, 2015

