

In accordance with Clause 35A of the Listing Agreement, the details of business transacted at the 68<sup>th</sup> Annual General Meeting of the Company are furnished below:

- Date of the AGM : 26<sup>th</sup> June, 2014
- Total number of shareholders on record date : 86562  
(i.e. 23<sup>rd</sup> May, 2014 – cut of date for e-voting purpose)
- No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group	44
Public	302

- No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group:	Not Arranged
Public:	

- Details of the Agenda

The following business was transacted by the shareholders:

Mode of voting: E-voting and Poll

**Resolution 1: Adoption of financial statements of the Company for the year ended 31<sup>st</sup> March, 2014 together with the Reports of Board of Directors and Auditors' thereon**

**Resolution required: Ordinary**

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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,036,244	70.96	187,036,244	0	100.00	0.00
Public- Others	189229928	452,104	0.24	452,084	20	99.99	0.01
<b>Total</b>	<b>959197790</b>	<b>693,862,980</b>	<b>72.34</b>	<b>693,862,960</b>	<b>20</b>	<b>99.99</b>	<b>0.01</b>



**Resolution 2: Declaration of final dividend and confirmation of the interim dividend of ₹ 1.10 (Rupee one and paise ten only) per equity share, paid during the financial year ended 31<sup>st</sup> March, 2014**

**Resolution required: Ordinary**

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
<b>Promoter and Promoter Group</b>	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
<b>Public – Institutional holders</b>	263593230	187,248,978	71.04	187,220,188	28,790	99.98	0.02
<b>Public- Others</b>	189229928	451,884	0.24	451,711	173	99.96	0.04
<b>Total</b>	<b>959197790</b>	<b>694,075,494</b>	<b>72.36</b>	<b>694,046,531</b>	<b>28,963</b>	<b>99.99</b>	<b>0.01</b>

**Resolution 3: Retirement of Shri Amar Vakil, a Director liable to retire by rotation, and not filling up the vacancy so created**

**Resolution required: Ordinary**

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
<b>Promoter and Promoter Group</b>	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
<b>Public – Institutional holders</b>	263593230	187,248,978	71.34	187,248,978	0	100.00	0.00
<b>Public- Others</b>	189229928	449,998	0.24	449,469	529	99.88	0.12
<b>Total</b>	<b>959197790</b>	<b>694,073,608</b>	<b>72.36</b>	<b>694,073,079</b>	<b>529</b>	<b>99.99</b>	<b>0.01</b>



**Resolution 4: Re-appointment of M/s. Shah & Co., Chartered Accountants (Firm Registration Number 109430W) and M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number 101248W), as the Joint Statutory Auditors of the Company and fixing their remuneration**

**Resolution required: Ordinary**

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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	184,872,132	70.14	184,244,078	628,054	99.66	0.34
Public- Others	189229928	451,288	0.24	450,943	345	99.92	0.08
<b>Total</b>	<b>959197790</b>	<b>691,698,052</b>	<b>72.11</b>	<b>691,069,653</b>	<b>628,399</b>	<b>99.91</b>	<b>0.09</b>

**Resolution 5: Appointment of Shri Malav Dani as a Non-Executive Director of the Company**

**Resolution required: Ordinary**

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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	18,7248,978	71.04	186,325,663	923,315	99.51	0.49
Public- Others	189229928	403,984	0.21	385,381	18,603	95.40	4.60
<b>Total</b>	<b>959197790</b>	<b>694,027,594</b>	<b>72.36</b>	<b>693,085,676</b>	<b>941,918</b>	<b>99.86</b>	<b>0.14</b>



**Resolution 6: Appointment of Ms. Amrita Vakil as a Non-Executive Director of the Company**

Resolution required: Ordinary

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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	186,296,873	952,105	99.49	0.51
Public- Others	189229928	450,544	0.24	436,106	14,438	96.80	3.20
<b>Total</b>	<b>959197790</b>	<b>694,074,154</b>	<b>72.36</b>	<b>69,310,7611</b>	<b>966,543</b>	<b>99.86</b>	<b>0.14</b>

**Resolution 7: Appointment of Shri Dipankar Basu as an Independent Director of the Company**

Resolution required: Ordinary

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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,226,755	71.03	183,470,663	3,756,092	97.99	2.01
Public- Others	189229928	450,873	0.24	427,216	23,657	94.75	5.25
<b>Total</b>	<b>959197790</b>	<b>694,052,260</b>	<b>72.36</b>	<b>690,272,511</b>	<b>3,779,749</b>	<b>99.46</b>	<b>0.54</b>



**Resolution 8: Appointment of Shri Mahendra Shah as an Independent Director of the Company**

Resolution required: Ordinary

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	183,518,809	3,730,169	98.01	1.99
Public- Others	189229928	450,823	0.24	435,110	15,713	96.51	3.49
<b>Total</b>	<b>959197790</b>	<b>694,074,433</b>	<b>72.36</b>	<b>690,328,551</b>	<b>3,745,882</b>	<b>99.46</b>	<b>0.54</b>

**Resolution 9: Appointment of Shri Deepak Satwalekar as an Independent Director of the Company**

Resolution required: Ordinary

Promoter/ Public	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)= [(2)/(1)]*10 0	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	183,518,809	3,730,169	98.01	1.99
Public- Others	189229928	450,959	0.24	449,771	1,188	99.74	0.26
<b>Total</b>	<b>959197790</b>	<b>69,4074,569</b>	<b>72.36</b>	<b>690,343,212</b>	<b>3,73,1357</b>	<b>99.46</b>	<b>0.54</b>



**Resolution 10: Appointment of Dr. S. Sivaram as an Independent Director of the Company**

Resolution required: Ordinary

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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,220,188	71.03	184,025,382	3,194,806	98.29	1.71
Public- Others	189229928	450,806	0.24	427,797	23,009	94.90	5.10
<b>Total</b>	<b>959197790</b>	<b>694,045,626</b>	<b>72.36</b>	<b>690,827,811</b>	<b>3,217,815</b>	<b>99.54</b>	<b>0.46</b>

**Resolution 11: Appointment of Shri S. Ramadorai as an Independent Director of the Company**

Resolution required: Ordinary

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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	186,848,607	70.89	108,706,837	78,141,770	58.18	41.82
Public- Others	189229928	449,669	0.24	448,456	1,213	99.73	0.27
<b>Total</b>	<b>959197790</b>	<b>693,672,908</b>	<b>72.32</b>	<b>615,529,925</b>	<b>781,42,983</b>	<b>88.73</b>	<b>11.27</b>



**Resolution 12: Appointment of Shri M. K. Sharma as an Independent Director of the Company**

Resolution required: Ordinary

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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,161,816	71.00	183,294,214	3,867,602	97.93	2.07
Public- Others	189229928	451,042	0.24	427,430	23,612	94.77	5.23
<b>Total</b>	<b>959197790</b>	<b>693,987,490</b>	<b>72.35</b>	<b>690,096,276</b>	<b>3,891,214</b>	<b>99.44</b>	<b>0.56</b>

**Resolution 13: Appointment of Mrs. Vibha Paul Rishi as an Independent Director of the Company**

Resolution required: Ordinary

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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	187,220,188	28,790	99.98	0.02
Public- Others	189229928	445,317	0.24	418,441	26,876	93.96	6.04
<b>Total</b>	<b>959197790</b>	<b>694,068,927</b>	<b>72.36</b>	<b>694,013,261</b>	<b>55,666</b>	<b>99.99</b>	<b>0.01</b>



**Resolution 14 : Re-appointment of Shri K B S Anand, Managing Director & CEO of the Company for a further period of three (3) years commencing from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2018 and fixing his remuneration**

**Resolution required: Ordinary**

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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	187,004,318	244,660	99.87	0.13
Public- Others	189229928	450,859	0.24	440,931	9,928	97.80	2.20
<b>Total</b>	<b>959197790</b>	<b>694,074,469</b>	<b>72.36</b>	<b>693,819,881</b>	<b>254,588</b>	<b>99.96</b>	<b>0.04</b>

**Resolution 15: Payment of remuneration to the Non-Executive Directors of the Company**

**Resolution required: Special**

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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	187,019,785	229,193	99.88	0.12
Public- Others	189229928	450,059	0.24	275,974	174,085	61.32	38.68
<b>Total</b>	<b>959197790</b>	<b>694,073,669</b>	<b>72.36</b>	<b>693,670,391</b>	<b>403,278</b>	<b>99.94</b>	<b>0.06</b>





**Resolution 16: Ratification of the remuneration payable to M/s. RA & Co. Cost Accountants, Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2015**

**Resolution required: Ordinary**

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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	187,248,978	0	100.00	0.00
Public- Others	189229928	451,807	0.24	451,281	526	99.88	0.12
<b>Total</b>	<b>959197790</b>	<b>694,075,417</b>	<b>72.36</b>	<b>694,074,891</b>	<b>526</b>	<b>99.99</b>	<b>0.01</b>

**Note:**

- (i) Pursuant to Clause 5A (II) of the Listing Agreement, voting rights on the shares transferred to the "Asian Paints Limited - Unclaimed Suspense Account" are frozen
- (ii) All the aforesaid resolutions were passed with requisite majority.

