



**Asian Paints Limited**  
Asian Paints House  
6A, Shantinagar  
Santacruz (E)  
Mumbai 400 055  
T : (022) 6218 1000  
F : (022) 6218 1111  
www.asianpaints.com

APL/SEC/20/31

26<sup>th</sup> February, 2019

BSE Limited  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street  
Fort, Mumbai – 400 001  
Scrip Code: 500820

The National stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1  
Block G, Bandra – Kurla Complex  
Bandra (East)  
Mumbai – 400 051  
Symbol: ASIANPAINT

Sir/Madam,

Sub: **Compliance under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

This is with reference to our letter no. APL/SEC/20/17 dated 25<sup>th</sup> January, 2019, wherein we had enclosed the Postal Ballot Notice (“Notice”) dated 21<sup>st</sup> December, 2018, along with Explanatory Statement and the Postal Ballot Form, for seeking approval of the shareholders of the Company for businesses as specified in the Notice.

In connection with the above, please find enclosed the following:

1. Voting results pursuant to Regulation 44(3) of Listing Regulations; and
2. Scrutinizer’s Report on voting through Postal Ballot (including voting by electronic means) dated 25<sup>th</sup> February, 2019.

The resolutions as specified in the Notice have been passed by the shareholders of the Company with requisite majority.





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Voting results along with the Scrutinizer's report will also be made available on the Company's website at [www.asianpaints.com](http://www.asianpaints.com).

This is for your information and records.

Thanking you,

Yours truly,

For **ASIAN PAINTS LIMITED**

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



Encl: A/a

**Postal Ballot Voting Results**

Disclosure pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Date of Postal Ballot Notice	Notice dated 21 <sup>st</sup> December, 2018 (Voting start date : 27 <sup>th</sup> January, 2019 Voting end date : 25 <sup>th</sup> February, 2019)
Total number of shareholders as on record date (i.e. as on Friday, 11 <sup>th</sup> January, 2019)	2,15,719
No. of shareholders present in the meeting either in person or through proxy:	Not applicable
Promoter and Promoter Group	
Public	
No. of shareholders attended the meeting through Video Conferencing:	Not applicable
Promoter and Promoter Group	
Public	



**Resolution 1: Appointment of Mr. Manish Choksi as a Non-Executive Director of the Company**

Resolution required: (Ordinary/Special)

Ordinary

Whether promoter/ promoter group interested in the agenda/ resolution

No

Sr. No.	Promoter/ Public	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	506384482	506384482	100.00	506384482	0	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2.	Public - Institutional holders	E-Voting	250396270	205102326	81.91	202343841	2758485	98.66	1.34
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>205102326</b>	<b>81.91</b>	<b>202343841</b>	<b>2758485</b>	<b>98.66</b>	<b>1.34</b>
3.	Public – Others	E-Voting	202417038	11527390	5.69	11502773	24617	99.79	0.21
		Postal Ballot		1113961	0.55	1060573	53388	95.21	4.79
		<b>Total</b>		<b>12641351</b>	<b>6.25</b>	<b>12563346</b>	<b>78005</b>	<b>99.38</b>	<b>0.62</b>
<b>Total</b>			<b>959197790</b>	<b>724128159</b>	<b>75.49</b>	<b>721291669</b>	<b>2836490</b>	<b>99.61</b>	<b>0.39</b>



**Resolution 2: Continuation of Directorship by Mr. Ashwin Dani as Non-Executive Director of the Company, liable to retire by rotation**

Resolution required: (Ordinary/Special) Special

Whether promoter/ promoter group interested in the agenda/ resolution No

Sr. No.	Promoter/ Public	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	506384482	506384482	100.00	506384482	0	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2.	Public - Institutional holders	E-Voting	250396270	201942037	80.65	199218311	2723726	98.65	1.35
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>201942037</b>	<b>80.65</b>	<b>199218311</b>	<b>2723726</b>	<b>98.65</b>	<b>1.35</b>
3.	Public - Others	E-Voting	202417038	11517846	5.69	11504658	13188	99.89	0.11
		Postal Ballot		1317048	0.65	1270958	46090	96.50	3.50
		<b>Total</b>		<b>12834894</b>	<b>6.34</b>	<b>12775616</b>	<b>59278</b>	<b>99.54</b>	<b>0.46</b>
<b>Total</b>			<b>959197790</b>	<b>721161413</b>	<b>75.18</b>	<b>718378409</b>	<b>2783004</b>	<b>99.61</b>	<b>0.39</b>



**Resolution 3: Re-appointment of Dr. S. Sivaram as an Independent Director of the Company to hold office for a second term from 1<sup>st</sup> April, 2019 to 30<sup>th</sup> September, 2021**

Resolution required: (Ordinary/Special) Special

Whether promoter/ promoter group interested in the agenda/ resolution No

Sr. No.	Promoter/ Public	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	506384482	506384482	100.00	506384482	0	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2.	Public - Institutional holders	E-Voting	250396270	203453686	81.25	186572963	16880723	91.70	8.30
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>203453686</b>	<b>81.25</b>	<b>186572963</b>	<b>16880723</b>	<b>91.70</b>	<b>8.30</b>
3.	Public - Others	E-Voting	202417038	7469032	3.69	6103377	1365655	81.72	18.28
		Postal Ballot		1274734	0.63	1205442	69292	94.56	5.44
		<b>Total</b>		<b>8743766</b>	<b>4.32</b>	<b>7308819</b>	<b>1434947</b>	<b>83.59</b>	<b>16.41</b>
<b>Total</b>			<b>959197790</b>	<b>718581934</b>	<b>74.91</b>	<b>700266264</b>	<b>18315670</b>	<b>97.45</b>	<b>2.55</b>





Resolution 4: Re-appointment of Mr. M. K. Sharma as an Independent Director of the Company to hold office for a second term from 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2022									
Resolution required: (Ordinary/Special)					Special				
Whether promoter/ promoter group interested in the agenda/ resolution					No				
Sr. No.	Promoter/ Public	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	506384482	506384482	100.00	506384482	0	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2.	Public - Institutional holders	E-Voting	250396270	205102326	81.91	194917648	10184678	95.03	4.97
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>205102326</b>	<b>81.91</b>	<b>194917648</b>	<b>10184678</b>	<b>95.03</b>	<b>4.97</b>
3.	Public - Others	E-Voting	202417038	11515929	5.69	11322903	193026	98.32	1.68
		Postal Ballot		1274854	0.63	1181680	93174	92.69	7.31
		<b>Total</b>		<b>12790783</b>	<b>6.32</b>	<b>12504583</b>	<b>286200</b>	<b>97.76</b>	<b>2.24</b>
<b>Total</b>			<b>959197790</b>	<b>724277591</b>	<b>75.51</b>	<b>713806713</b>	<b>10470878</b>	<b>98.55</b>	<b>1.45</b>



**Resolution 5: Re-appointment of Mr. Deepak Satwalekar as an Independent Director of the Company to hold office for a second term from 1<sup>st</sup> April, 2019 to 30<sup>th</sup> September, 2023**

Resolution required: (Ordinary/Special) Special

Whether promoter/ promoter group interested in the agenda/ resolution No

Sr. No.	Promoter/ Public	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	506384482	506384482	100.00	506384482	0	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2.	Public - Institutional holders	E-Voting	250396270	203453686	81.25	178392463	25061223	87.68	12.32
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>203453686</b>	<b>81.25</b>	<b>178392463</b>	<b>25061223</b>	<b>87.68</b>	<b>12.32</b>
3.	Public - Others	E-Voting	202417038	7468646	3.69	6120234	1348412	81.95	18.05
		Postal Ballot		1274740	0.63	1186340	88400	93.07	6.93
		<b>Total</b>		<b>8743386</b>	<b>4.32</b>	<b>7306574</b>	<b>1436812</b>	<b>83.57</b>	<b>16.43</b>
<b>Total</b>			<b>959197790</b>	<b>718581554</b>	<b>74.91</b>	<b>692083519</b>	<b>26498035</b>	<b>96.31</b>	<b>3.69</b>





**Resolution 6: Re-appointment of Mrs. Vibha Paul Rishi as an Independent Director of the Company to hold office for a second term from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024**

Resolution required: (Ordinary/Special) Special

Whether promoter/ promoter group interested in the agenda/ resolution No

Sr. No.	Promoter/ Public	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	506384482	506384482	100.00	506384482	0	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2.	Public - Institutional holders	E-Voting	250396270	205342326	82.01	203338207	2004119	99.02	0.98
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>205342326</b>	<b>82.01</b>	<b>203338207</b>	<b>2004119</b>	<b>99.02</b>	<b>0.98</b>
3.	Public - Others	E-Voting	202417038	11536382	5.70	11505003	31379	99.73	0.27
		Postal Ballot		1274744	0.63	1176646	98098	92.30	7.70
		<b>Total</b>		<b>12811126</b>	<b>6.33</b>	<b>12681649</b>	<b>129477</b>	<b>98.99</b>	<b>1.01</b>
<b>Total</b>			<b>959197790</b>	<b>724537934</b>	<b>75.54</b>	<b>722404338</b>	<b>2133596</b>	<b>99.71</b>	<b>0.29</b>



<b>Resolution 7: Appointment of Mr. Suresh Narayanan as an Independent Director on the Board of Directors of the Company to hold office for 5 (five) consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024</b>									
<b>Resolution required: (Ordinary/Special)</b>					Ordinary				
<b>Whether promoter/ promoter group interested in the agenda/ resolution</b>					No				
Sr. No.	Promoter/ Public	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
			<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
1.	Promoter and Promoter Group	E-Voting	<b>506384482</b>	506384482	100.00	506384482	0	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2.	Public - Institutional holders	E-Voting	<b>250396270</b>	205342326	82.01	203826439	1515887	99.26	0.74
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>205342326</b>	<b>82.01</b>	<b>203826439</b>	<b>1515887</b>	<b>99.26</b>	<b>0.74</b>
3.	Public - Others	E-Voting	<b>202417038</b>	11536297	5.70	11511142	25155	99.78	0.22
		Postal Ballot		1284185	0.63	1188181	96004	92.52	7.48
		<b>Total</b>		<b>12820482</b>	<b>6.33</b>	<b>12699323</b>	<b>121159</b>	<b>99.05</b>	<b>0.95</b>
<b>Total</b>			<b>959197790</b>	<b>724547290</b>	<b>75.54</b>	<b>722910244</b>	<b>1637046</b>	<b>99.77</b>	<b>0.23</b>



Resolution 8: Appointment of Mrs. Pallavi Shroff as an Independent Director on the Board of Directors of the Company to hold office for 5 (five) consecutive years from 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024									
Resolution required: (Ordinary/Special)						Ordinary			
Whether promoter/ promoter group interested in the agenda/ resolution						No			
Sr. No.	Promoter/ Public	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	506384482	506384482	100.00	506384482	0	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2.	Public - Institutional holders	E-Voting	250396270	205342326	82.01	204632096	710230	99.65	0.35
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>205342326</b>	<b>82.01</b>	<b>204632096</b>	<b>710230</b>	<b>99.65</b>	<b>0.35</b>
3.	Public – Others	E-Voting	202417038	11529873	5.70	11513167	16706	99.86	0.14
		Postal Ballot		1281830	0.63	1181957	99873	92.21	7.79
		<b>Total</b>		<b>12811703</b>	<b>6.33</b>	<b>12695124</b>	<b>116579</b>	<b>99.09</b>	<b>0.91</b>
<b>Total</b>			<b>959197790</b>	<b>724538511</b>	<b>75.54</b>	<b>723711702</b>	<b>826809</b>	<b>99.89</b>	<b>0.11</b>

Notes:

1. Voting rights on the shares transferred to 'Asian Paints Limited – Unclaimed Suspense Account' and those shares transferred to the 'Investor Education and Protection Fund' are frozen;
2. The votes polled does not include invalid votes; and
3. All the aforesaid resolutions were passed with requisite majority.

For ASIAN PAINTS LIMITED

*ashwin*  
ASHWIN DANI  
CHAIRMAN



# MAKARAND M. JOSHI & CO.

## Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

### Combined Scrutinizer Report on Voting through Postal Ballot and E-voting

To  
Shri Ashwin Dani  
The Chairman  
Asian Paints Limited

Dear Sir,

**Ref: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2014.**

- A. Pursuant to the resolution passed by the Board of Directors of Asian Paints Limited (hereinafter referred as "the Company") on 21<sup>st</sup> December, 2018, I, Makarand M Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process in respect of the Ordinary/Special Resolutions set out in the Postal Ballot Notice dated 21<sup>st</sup> December, 2018. ("Notice")
- B. Members approval were sought on the following Special Businesses:
- a) Appointment of Mr. Manish Choksi as a Non-Executive Director of the Company.
  - b) Continuation of Directorship by Mr. Ashwin Dani as Non-Executive Director of the Company, liable to retire by rotation.
  - c) Re-appointment of Dr. S. Sivaram as an Independent Director of the Company to hold office for a second term from 1<sup>st</sup> April, 2019 to 30<sup>th</sup> September, 2021.
  - d) Re-appointment of Mr. M. K. Sharma as an Independent Director of the Company to hold office for a second term from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2022.
  - e) Re-appointment of Mr. Deepak Satwalekar as an Independent Director of the Company to hold office for a second term from 1<sup>st</sup> April, 2019 to 30<sup>th</sup> September, 2023.
  - f) Re-appointment of Mrs. Vibha Paul Rishi as an Independent Director of the Company to hold office for a second term from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.
  - g) Appointment of Mr. Suresh Narayanan as an Independent Director on the Board of Directors of the Company to hold office for 5 (five) consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.
  - h) Appointment of Mrs. Pallavi Shroff as an Independent Director on the Board of Directors of the Company to hold office for 5 (five) consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.
- C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of

Notice along with explanatory statement and postal ballot form on Thursday, 24<sup>th</sup> January, 2019.

- D. The voting period commenced on Sunday, 27<sup>th</sup> January, 2019 (9:00 a.m.) and ended on 25<sup>th</sup> February, 2019 (5:00 p.m.) for voting through physical postal ballot form as well as through e-voting.
- E. The remote e-voting facility was provided by National Securities Depository Limited ("NSDL")
- F. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Register separately maintained for the purpose.
- G. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- H. The e-voting were unblocked at 5:00 p.m. on 25<sup>th</sup> February, 2019 and the e-voting summary statement was downloaded from e-voting website of NSDL.
- I. All ballot forms received/ votes cast up to 5:00 p.m. on 25<sup>th</sup> February, 2019 being the last date and time fixed by the Company for said purpose were considered for scrutiny.
- J. I did not find any defaced or mutilated ballot form and all the invalid postal ballot forms were marked and segregated.



K. Result of the Postal Ballot (e-voting and voting through Postal Ballot Forms) is as under;

**Resolution Item No. 1: Ordinary Resolution**

Appointment of Mr. Manish Choksi as a Non-Executive Director of the Company

Category	Mode of Voting	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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting	506384482	506384482	100.00	506384482	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	250396270	205102326	81.91	202343841	2758485	98.66	1.34
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>205102326</b>	<b>81.91</b>	<b>202343841</b>	<b>2758485</b>	<b>98.66</b>	<b>1.34</b>
Public Non Institutions	E-Voting	202417038	11527390	5.69	11502773	24617	99.79	0.21
	Postal Ballot		1113961	0.55	1060573	53388	95.21	4.79
	<b>Total</b>		<b>12641351</b>	<b>6.25</b>	<b>12563346</b>	<b>78005</b>	<b>99.38</b>	<b>0.62</b>
<b>Total</b>		<b>959197790</b>	<b>724128159</b>	<b>75.49</b>	<b>721291669</b>	<b>2836490</b>	<b>99.61</b>	<b>0.39</b>

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

**Resolution Item No. 2: Special Resolution**

Continuation of Directorship by Mr. Ashwin Dani as Non-Executive Director of the Company, liable to retire by rotation:

Category	Mode of Voting	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]= $\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	506384482	506384482	100.00	506384482	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	250396270	201942037	80.65	199218311	2723726	98.65	1.35
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>201942037</b>	<b>80.65</b>	<b>199218311</b>	<b>2723726</b>	<b>98.65</b>	<b>1.35</b>
Public Non Institutions	E-Voting	202417038	11517846	5.69	11504658	13188	99.89	0.11
	Postal Ballot		1317048	0.65	1270958	46090	96.50	3.50
	<b>Total</b>		<b>12834894</b>	<b>6.34</b>	<b>12775616</b>	<b>59278</b>	<b>99.54</b>	<b>0.46</b>
<b>Total</b>		<b>959197790</b>	<b>721161413</b>	<b>75.18</b>	<b>718378409</b>	<b>2783004</b>	<b>99.61</b>	<b>0.39</b>

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

**Resolution Item No. 3: Special Resolution**

Re-appointment of Dr. S. Sivaram as an Independent Director of the Company to hold office for a second term from 1<sup>st</sup> April, 2019 to 30<sup>th</sup> September, 2021:

Category	Mode of Voting	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	E-Voting	506384482	506384482	100.00	506384482	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	250396270	203453686	81.25	186572963	16880723	91.70	8.30
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>203453686</b>	<b>81.25</b>	<b>186572963</b>	<b>16880723</b>	<b>91.70</b>	<b>8.30</b>
Public Non Institutions	E-Voting	202417038	7469032	3.69	6103377	1365655	81.72	18.28
	Postal Ballot		1274734	0.63	1205442	69292	94.56	5.44
	<b>Total</b>		<b>8743766</b>	<b>4.32</b>	<b>7308819</b>	<b>1434947</b>	<b>83.59</b>	<b>16.41</b>
<b>Total</b>		<b>959197790</b>	<b>718581934</b>	<b>74.91</b>	<b>700266264</b>	<b>18315670</b>	<b>97.45</b>	<b>2.55</b>

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

**Resolution Item No. 4: Special Resolution**

Re-appointment of Mr. M. K. Sharma as an Independent Director of the Company to hold office for a second term from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2022:

Category	Mode of Voting	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	E-Voting	506384482	506384482	100.00	506384482	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		506384482	100.00	506384482	0	100.00	0.00
Public Institutions	E-Voting	250396270	205102326	81.91	194917648	10184678	95.03	4.97
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		205102326	81.91	194917648	10184678	95.03	4.97
Public Non Institutions	E-Voting	202417038	11515929	5.69	11322903	193026	98.32	1.68
	Postal Ballot		1274854	0.63	1181680	93174	92.69	7.31
	Total		12790783	6.32	12504583	286200	97.76	2.24
<b>Total</b>		<b>959197790</b>	<b>724277591</b>	<b>75.51</b>	<b>713806713</b>	<b>10470878</b>	<b>98.55</b>	<b>1.45</b>

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

**Resolution Item No. 5: Special Resolution**

Re-appointment of Mr. Deepak Satwalekar as an Independent Director of the Company to hold office for a second term from 1<sup>st</sup> April, 2019 to 30<sup>th</sup> September, 2023:

Category	Mode of Voting	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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting	506384482	506384482	100.00	506384482	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	250396270	203453686	81.25	178392463	25061223	87.68	12.32
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>203453686</b>	<b>81.25</b>	<b>178392463</b>	<b>25061223</b>	<b>87.68</b>	<b>12.32</b>
Public Non Institutions	E-Voting	202417038	7468646	3.69	6120234	1348412	81.95	18.05
	Postal Ballot		1274740	0.63	1186340	88400	93.07	6.93
	<b>Total</b>		<b>8743386</b>	<b>4.32</b>	<b>7306574</b>	<b>1436812</b>	<b>83.57</b>	<b>16.43</b>
<b>Total</b>		<b>959197790</b>	<b>718581554</b>	<b>74.91</b>	<b>692083519</b>	<b>26498035</b>	<b>96.31</b>	<b>3.69</b>

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



**Resolution Item No. 6: Special Resolution**

Re-appointment of Mrs. Vibha Paul Rishi as an Independent Director of the Company to hold office for a second term from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024:

Category	Mode of Voting	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]= $\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	506384482	506384482	100.00	506384482	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	250396270	205342326	82.01	203338207	2004119	99.02	0.98
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>205342326</b>	<b>82.01</b>	<b>203338207</b>	<b>2004119</b>	<b>99.02</b>	<b>0.98</b>
Public Non Institutions	E-Voting	202417038	11536382	5.70	11505003	31379	99.73	0.27
	Postal Ballot		1274744	0.63	1176646	98098	92.30	7.70
	<b>Total</b>		<b>12811126</b>	<b>6.33</b>	<b>12681649</b>	<b>129477</b>	<b>98.99</b>	<b>1.01</b>
<b>Total</b>		<b>959197790</b>	<b>724537934</b>	<b>75.54</b>	<b>722404338</b>	<b>2133596</b>	<b>99.71</b>	<b>0.29</b>

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

**Resolution Item No. 7: Ordinary Resolution**

Appointment of Mr. Suresh Narayanan as an Independent Director on the Board of Directors of the Company to hold office for 5 (five) consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024:

Category	Mode of Voting	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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting	506384482	506384482	100.00	506384482	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	250396270	205342326	82.01	203826439	1515887	99.26	0.74
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>205342326</b>	<b>82.01</b>	<b>203826439</b>	<b>1515887</b>	<b>99.26</b>	<b>0.74</b>
Public Non Institutions	E-Voting	202417038	11536297	5.70	11511142	25155	99.78	0.22
	Postal Ballot		1284185	0.63	1188181	96004	92.52	7.48
	<b>Total</b>		<b>12820482</b>	<b>6.33</b>	<b>12699323</b>	<b>121159</b>	<b>99.05</b>	<b>0.95</b>
<b>Total</b>		<b>959197790</b>	<b>724547290</b>	<b>75.54</b>	<b>722910244</b>	<b>1637046</b>	<b>99.77</b>	<b>0.23</b>

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

**Resolution Item No. 8: Ordinary Resolution**

Appointment of Mrs. Pallavi Shroff as an Independent Director on the Board of Directors of the Company to hold office for 5 (five) consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024:

Category	Mode of Voting	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	E-Voting	506384482	506384482	100.00	506384482	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>506384482</b>	<b>100.00</b>	<b>506384482</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	250396270	205342326	82.01	204632096	710230	99.65	0.35
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>205342326</b>	<b>82.01</b>	<b>204632096</b>	<b>710230</b>	<b>99.65</b>	<b>0.35</b>
Public Non Institutions	E-Voting	202417038	11529873	5.70	11513167	16706	99.86	0.14
	Postal Ballot		1281830	0.63	1181957	99873	92.21	7.79
	<b>Total</b>		<b>12811703</b>	<b>6.33</b>	<b>12695124</b>	<b>116579</b>	<b>99.09</b>	<b>0.91</b>
<b>Total</b>		<b>959197790</b>	<b>724538511</b>	<b>75.54</b>	<b>723711702</b>	<b>826809</b>	<b>99.89</b>	<b>0.11</b>

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

L. All the aforesaid resolutions were passed with requisite majority.

M. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of voting by Postal ballot.

Thanking you,  
Yours faithfully,

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

**MAKARAND**  
**MADHUSUDA**  
**N JOSHI**

Digitally signed by Makarand M. Joshi  
DN: cn=Makarand M. Joshi, o=Makarand M. Joshi & Co.,  
ou=Practicing Company Secretaries, email=makarand.joshi@makarandm.com,  
c=IN

**Makarand M Joshi**  
**Partner**  
**CP No. 3662**  
**Place: Mumbai**  
**Date: 25<sup>th</sup> February 2019**

Countersigned and received by

**For Asian Paints Limited**

**Chairman/ Authorized Signatory**  
**Place: Mumbai**  
**Date: 26<sup>th</sup> February 2019**