

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

26th February, 2019

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
25th 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 Regulations, 2015 ("Listing Regulations")

This is with reference to our letter no. APL/SEC/20/17 dated 25th January, 2019, wherein we had enclosed the Postal Ballot Notice ("Notice") dated 21st 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 25th 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.

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

Promoter and Promoter Group

Public



Res	olution required	: (Ordinary/	Special)		Ordinary	Ordinary						
	ether promoter/	promoter (group interest	ted in the age	nda/ No	4						
Sr. No.	Promoter/ Public	Mode of Voting	Total 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			
	ă i		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]}* 100	[7]={[5]/[2]}*100			
1.	Promoter and Promoter Group	E-Voting		506384482	100.00	506384482	0	100.00	0.00			
		Postal Ballot	506384482	0	0.00	0	0	0.00	0.00			
		Total		506384482	100.00	506384482	0	100.00	0.00			
2.	Public -	E-Voting		205102326	81.91	202343841	2758485	98.66	1.34			
	Institutional holders	Postal Ballot	250396270	0	0.00	0	0	0.00	0.00			
		Total		205102326	81.91	202343841	2758485	98.66	1.34			
3.	Public –	E-Voting		11527390	5.69	11502773	24617	99.79	0.21			
	Others	Postal Ballot	202417038	1113961	0.55	1060573	53388	95.21	4.79			
		Total		12641351	6.25	12563346	78005	99.38	0.62			
Total			959197790	724128159	75.49	721291669	2836490	99.61	0.39			



Res	olution require	ed: (Ordina	ry/Special)		22	Special				
	ether promote	r/ promote	r group inte	rested in the	agenda/	No			9	
Sr. No.	Promoter/ Public	Mode of Voting	Total No. of shares held	No. of votes polled	% of Vo Polled outstan share	on ding	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	58 B B		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
1.	Promoter	E-Voting	ĺ	506384482	100.0	00	506384482	0	100.00	0.00
	and Promoter	Postal Ballot	506384482	0	0.00)	0	0	0.00	0.00
0.	Group	Total	V	506384482	100.0	00	506384482	0	100.00	0.00
2.	Public -	E-Voting		201942037	80.6	5	199218311	2723726	98.65	1.35
	Institutional holders	Postal Ballot	250396270	0	0.00)	0	0	0.00	0.00
	_	Total		201942037	80.6	5	199218311	2723726	98.65	1.35
3.	Public -	E-Voting		11517846	5.69)	11504658	13188	99.89	0.11
	Others	Postal Ballot	202417038	1317048	0.65	5	1270958	46090	96.50	3.50
		Total		12834894	6.34		12775616	59278	99.54	0.46
MER	Total 95		959197790	721161413	75.1	8	718378409	2783004	99.61	0.39



Resolution 3: Re-appointment of Dr. S. Sivaram as an Independent Director of the Company to hold office for a second term from 1st April, 2019 to 30th September, 2021 Resolution required: (Ordinary/Special) Special Whether promoter/ promoter group interested in the agenda/ resolution Promoter/ Mode of Total No. No. of Sr. % of Votes % of Votes No. of No. of % of Votes in **Public** No. Voting of shares votes Polled on Votes - in Votes against on favour on held. polled outstanding favour **Against** votes polled votes polled shares [1] [2] [3]={[2]/[1]}*100 [4] [5] [6]={[4]/[2]}*100 [7]={[5]/[2]}*100 Promoter E-Voting 1. 506384482 100.00 506384482 0 100.00 0.00 and 0 0.00 Postal 0 0.00 0 0.00 506384482 Promoter Ballot Group Total 506384482 100.00 506384482 0 100.00 0.00 E-Voting Public -81.25 203453686 186572963 16880723 91.70 8.30 Institutional Postal 0 0.00 0 0 0.00 0.00 250396270 holders **Ballot** Total 81.25 203453686 186572963 16880723 91.70 8.30 Public -3. E-Voting 7469032 3.69 6103377 1365655 81.72 18.28 Others Postal 1274734 0.63 1205442 69292 5.44 94.56 202417038 **Ballot** Total 8743766 4.32 7308819 1434947 83.59 16.41 Total 718581934 74.91 700266264 18315670 959197790 97.45 2.55



Resolution 4: Re-appointment of Mr. M. K. Sharma as an Independent Director of the Company to hold office for a second term from 1st April, 2019 to 31st March, 2022 Resolution required: (Ordinary/Special) Special Whether promoter/ promoter group interested in the agenda/ resolution Promoter/ Mode of Total No. % of Votes % of Votes Sr. No. of No. of No. of % of Votes in Voting Polled on Public of shares votes Votes - in Votes against on No. favour on held polled outstanding favour **Against** votes polled votes polled shares [1] [2] [3]={[2]/[1]}*100 [4] [5] . [6]={[4]/[2]}*100 [7]={[5]/[2]}*100 E-Voting 506384482 506384482 1. Promoter 100.00 0 100.00 0.00 and 0.00 Postal 0 0 0 0.00 0.00 506384482 Promoter Ballot Group **Total** 506384482 100.00 506384482 100.00 0.00 0 E-Voting 205102326 81.91 95.03 4.97 2. Public -194917648 10184678 Institutional Postal 0 0.00 0 0 0.00 0.00 250396270 holders **Ballot** 205102326 **Total** 81.91 194917648 10184678 95.03 4.97 3. Public -E-Voting 11515929 5.69 11322903 193026 98.32 1.68 Others Postal 1274854 0.63 1181680 93174 92.69 7.31 202417038 Ballot **Total** 12790783 6.32 12504583 286200 97.76 2.24 Total 724277591 75.51 713806713 10470878 98.55 1.45 959197790



Resolution 5: Re-appointment of Mr. Deepak Satwalekar as an Independent Director of the Company to hold office for a second term from 1st April, 2019 to 30th September, 2023 Resolution required: (Ordinary/Special) Special Whether promoter/ promoter group interested in the agenda/ resolution Mode of Total No. % of Votes Sr. Promoter/ No. of % of Votes No. of No. of % of Votes in Voting **Public** of shares votes Polled on Votes - in Votes against on No. favour on votes polled held polled outstanding favour Against votes polled shares [1] [2] [3]={[2]/[1]}*100 [4] [5] [6]={[4]/[2]}*100 [7]={[5]/[2]}*100 E-Voting 506384482 100.00 506384482 100.00 0.00 0 Promoter and 0.00 0.00 Postal 0 0.00 0 0 506384482 Promoter Ballot Group 506384482 100.00 506384482 0 100.00 0.00 **Total** 203453686 81.25 87.68 12.32 2. E-Voting 178392463 25061223 Public -Institutional Postal 0 0.00 0 0 0.00 0.00 250396270 holders Ballot 12.32 **Total** 203453686 81.25 178392463 25061223 87.68 Public -E-Voting 7468646 3.69 6120234 1348412 81.95 18.05 Others Postal 1274740 0.63 93.07 1186340 88400 6.93 202417038 **Ballot** 8743386 4.32 83.57 16.43 7306574 1436812 Total 96,31 3.69 Total 718581554 74.91 26498035 959197790 692083519



Resolution 6: Re-appointment of Mrs. Vibha Paul Rishi as an Independent Director of the Company to hold office for a second term from 1st April, 2019 to 31st March, 2024 Resolution required: (Ordinary/Special) Special Whether promoter/ promoter group interested in the agenda/ No resolution Promoter/ Mode of Total No. No. of votes % of Votes % of Votes % of Votes in Sr. No. of No. of No. **Public** Voting of shares polled Polled on Votes - in Votes against on favour on held outstanding **Against** votes polled favour votes polled shares [2] [1] -[3]={[2]/[1]}*100 [4] ... [5] [6]={[4]/[2]}*100 [7]={[5]/[2]}*100 506384482 1. Promoter and E-Voting 100.00 506384482 0 100.00 0.00 Promoter Postal 0.00 0.00 0 0 0 0.00 506384482 Group Ballot **Total** 506384482 100:00 506384482 0 100.00 0.00 2. Public -E-Voting 205342326 82.01 2004119 203338207 99.02 0.98 Institutional Postal 0 0.00 0 0 0.00 0.00 250396270 holders **Ballot** 205342326 Total 82.01 203338207 0.98 2004119 99.02 Public - Others 5.70 E-Voting 11536382 11505003 3. 31379 0.27 99.73 Postal 1274744 0.63 1176646 98098 92.30 7.70 202417038 Ballot Total 12811126 6.33 12681649 129477 98.99 1.01 Total 75.54 959197790 724537934 722404338 2133596 99.71 0.29



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 1st April, 2019 to 31st March, 2024 Resolution required: (Ordinary/Special) Ordinary Whether promoter/ promoter group interested in the agenda/ resolution Mode of Total No. Sr. Promoter/ No. of % of Votes % of Votes in % of Votes No. of No. of No. **Public** Voting of shares votes Votes against on Polled on Votes - in favour on polled outstanding held favour votes polled votes polled Against shares [1] [2] [3]={[2]/[1]}*100 [4] [5] [6]={[4]/[2]}*100 [7]={[5]/[2]}*100 1. Promoter and E-Voting 506384482 100.00 506384482 0 100.00 0.00 Promoter Postal 0.00 0.00 0 0 0 0.00 506384482 Group Ballot **Total** 506384482 100.00 506384482 0 100.00 0.00 2. Public -E-Voting 1515887 205342326 82.01 203826439 99.26 0.74 Institutional Postal 0 0 0.00 0 0.00 0.00 250396270 holders **Ballot** Total 205342326 82.01 203826439 1515887 99.26 0.74 Public -E-Voting 11536297 3. 5.70 11511142 25155 99.78 0.22 Others 1284185 0.63 1188181 96004 92.52 Postal 7.48 202417038 Ballot Total 12820482 6.33 12699323 121159 99.05 0.95 Total 724547290 75.54 722910244 1637046 99.77 0.23 959197790



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 1st April, 2019 to 31st March, 2024

Resolution required: (Ordinary/Special)

Ordinary

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

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	E-Voting	0.00	506384482	100.00	506384482	0	100.00	0.00
	and Promoter	Postal Ballot	506384482	0	0.00	0	0	0.00	0.00
	Group	Total		506384482	100.00	506384482	0	100.00	0.00
2.	Public -	E-Voting	250396270	205342326	82.01	204632096	710230	99.65	0.35
	Institutional holders	Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		205342326	82.01	204632096	710230	99.65	0.35
3.	Public -	E-Voting		11529873	5.70	11513167	16706	99.86	0.14
	Others	Postal Ballot	202417038	1281830	0.63	1181957	99873	92.21	7.79
		Total		12811703	6.33	12695124	116579	99.09	0.91
1 14	Total		959197790	724538511	75.54	723711702	826809	99.89	0.11

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 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 21st 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 21st 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 1st April, 2019 to 30th 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 1st April, 2019 to 31st March, 2022.
 - Re-appointment of Mr. Deepak Satwalekar as an Independent Director of the Company to hold office for a second term from 1st April, 2019 to 30th 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 1st April, 2019 to 31st 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 1st April, 2019 to 31st 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 1st April, 2019 to 31st 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, 24th January, 2019.
- D. The voting period commenced on Sunday, 27th January, 2019 (9:00 a.m.) and ended on 25th 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 evoting 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 25th 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 25th 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 allthe 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: OrdinaryResolution

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.	[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and	E-Voting		506384482	100.00	506384482	0	100.00	0.00
Promoter Group	Postal Ballot	506384482	Ó.	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	202343841	2758485	98.66	1,34
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		205102326	81.91	202343841	2758485	98.66	1.34
Public Non Institutions	E-Voting		11527390	5.69	1 15027 73	24617	99.79	0.21
	Postal Ballot	202417038	1113961	0.55	1060573	53388	95,21	4.79
	Total		12641351	6,25	12563346	78005	99.38	0.62
Total	727 (1.00)	959197790	724128159	75.49	721291669	2836490	99.61	0.39

Resolution Item No. 2: Special Resolution

Continuation of Directorship by Mr. Ashwin Daní 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
	16	[1]	[2]	[3]=[[2]/[1]]*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and	E-Voting		506384482	100,00	506384482	0	100.00	0.00
Promoter Group	Postal Ballot	506384482	0	0.00	0	0	0.00	0.00
× -•	Total		506384482	100.00	506384482	0	100.00	0.00
Public Institutions	E-Voting	250396270	201942037	80,65	199218311	2723726	98.65	1.35
,	Postal Ballot		•,	0.00	0	0	0.00	0.00
	Total		201942037	80.65	199218311	2723726	98.65	1.35
Public Non Institutions	E-Voting		11517846	5.69	11504658	13188	99.89	0.11
Historia	Postal Ballot	202417038	1317048	0.65	1270958	46090	96.50	3.50
	Total		12834894	6.34	12775616	59278	99.54	0.46
Total	2 (2) (2)	959197790	721161413	75.18	718378409	2783004	99.61	0.39

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^{st} April, 2019 to 30^{th} 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	E-Voting		506384482	100.00	506384482	0	100.00	0.00
Promoter Group	Postal Ballot	506384482	0	0.00	0	0	0.00	0.00
	Total		506384482	100.00	506384482	0	100.00	0.00
Public Institutions	E-Voting		203453686	81.25	186572963	16880723	91.70	8.30
24 13	Postal Ballot	250396270	0	0.00	0	0	0.00	0.00
	Total		203453686	81.25	186572963	16880723	91.70	8.30
Public Non Institutions	E-Voting		7469032	3.69	6103377	1365655	81.72	18.28
	Postal Ballot	202417038	1274734	0.63	1205442	69292	94.56	5.44
	Total		8743766	4.32	7308819	1434947	83,59	16.41
Total		959197790	718581934	74.91	700266264	18315670	97.45	2.55

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 1st April, 2019 to 31st 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	E-Voting		506384482	100.00	506384482	0	100.00	0.00
Promoter Group	Postal Ballot	506384482	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		11515929	5.69	11322903	193026	98.32	1.68
	Postal Ballot	202417038	1274854	0,63	1181680	93174	92.69	7,31
	Total		12790783	6.32	12504583	286200	97.76	2.24
Total		959197790	724277591	75.51	713806713	10470878	98.55	1.45

^{*}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^{st} April, 2019 to 30^{th} 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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]=[[5]/[2]]*100
Promoter and	E-Voting		506384482	100.00	506384482	0	100.00	0.00
Promoter Group	Postal Ballot	506384482	0	0.00	0	0	0.00	0.00
	Total		506384482	100.00	506384482	0	100.00	0.00
Public Institutions	E-Voting	250396270	203453686	81.25	178392463	25061223	87.68	12.32
713	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		203453686	81.25	178392463	25061223	87.68	12.32
Public Non Institutions	E-Voting	à	7468646	3.69	6120234	1348412	81.95	18.05
	Postal Ballot	202417038	1274740	0.63	1186340	88400	93.07	6.93
	Total		8743386	4.32	7306574	1436812	83.57	16.43
Total		959197790	718581554	74.91	692083519	26498035	96.31	3.69

^{*}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^{st} April, 2019 to 31^{st} 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	E-Voting		506384482	100.00	506384482	0.	100.00	0.00
Promoter Group	Postal Ballot	506384482	0	0.00	0	0	0.00	0.00
	Total		506384482	100.00	506384482	0	100.00	0.00
Public Institutions	E-Voting	250396270	205342326	82.01	203338207	2004119	99.02	0.98
	Postal Ballot		0	0.00	a	0	0.00	0.00
	Total		205342326	82.01	203338207	2004119	99.02	0.98
Public Non Institutions	E-Voting		11536382	5.70	11505003	31379	99.73	0.27
	Postal Ballot	202417038	1274744	0.63	1176646	98098	92.30	7.70
	Total		12811126	6.33	12681649	129477	98.99	1.01
Total		959197790	724537934	75.54	722404338	2133596	99.71	0.29

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 1st April, 2019 to 31st 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	E-Voting	1 - 1 -	506384482	100.00	506384482	0	100.00	0.00
Promoter Group	Postal Ballot	506384482	O.	0.00	.0	0	0.00	0.00
	Total	0	506384482	100.00	506384482	0	100.00	0.00
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
	Total		205342326	82.01	203826439	1515887	99.26	0.74
Public Non Institutions	E-Voting	B	11536297	5.70	11511142	25155	99.78	0.22
noute (Marie	Postal Ballot	202417038	1284185	0.63	1188181	96004	92.52	7.48
	Total		12820482	6.33	12699323	121159	99,05	0.95
Total		959197790	724547290	75.54	722910244	1637046	99.77	0.23

^{*}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 1st April, 2019 to 31st 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	E-Voting		506384482	100.00	506384482	0	100.00	0.00
Group	Postal Ballot	506384482	0	0.00	0	0	0.00	0.00
	Total		506384482	100.00	506384482	0	100.00	0.00
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
	Total		205342326	82.01	204632096	710230	99.65	0.35
Public Non Institutions	E-Voting		11529873	5.70	11513167	16706	99.86	0.14
	Postal Ballot	202417038	1281830	0.63	1181957	99873	92.21	7.79
	Total		12811703	6.33	12695124	116579	99.09	0.91
Total		959197790	724538511	75.54	723711702	826809	99.89	0,11

- 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
MADHUSUDA
Silverial for the street of the str

Makarand M Joshi Partner CP No. 3662 Place: Mumbai

Date: 25th February 2019

Countersigned and received by

For Asian Paints Limited

Chairman/ Authorised Signatory

Place: Mumbai

Date: 26th February 2019