

NOTICE

ASIAN PAINTS LIMITED

CIN: (L24220MH1945PLC004598)

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

Website: www.asianpaints.com

Email: investor.relations@asianpaints.com

Tel No.: 022 3981 8000, Fax No.: 022 3981 8888

NOTICE is hereby given that the **SIXTY-EIGHTH ANNUAL GENERAL MEETING OF ASIAN PAINTS LIMITED** will be held at Yashwantrao Chavan Pratisthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021 on Thursday, 26th June, 2014 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon.
2. To consider and declare payment of final dividend and confirm the interim dividend of ₹ 1.10 (Rupee one and paise ten only) per equity share, declared and paid during the financial year ended 31st March, 2014.

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Shri Amar Vakil (DIN: 00009252), a Director liable to retire by rotation, does not wish to seek re-appointment as a Director of the Company.

RESOLVED FURTHER THAT the vacancy on the Board of Directors of the Company so created be not filled”.

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s. Shah & Co., Chartered Accountants (Firm Registration Number 109430W) and M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number 101248W), be and are hereby appointed as Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors”.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Shri Malav Dani who was appointed as a Director of the Company with effect from 21st October, 2013 in the casual vacancy caused by the resignation of Mrs. Ina Dani and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

6. To consider, and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Ms. Amrita Vakil, who was appointed as an Additional Director of the Company with effect from 14th May, 2014 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory

modification(s) or re-enactment thereof for the time being in force), Shri Dipankar Basu, Director of the Company in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised 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”.

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Mahendra Shah, Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised 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”.

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause

49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Deepak M. Satwalekar, Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised 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”.

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. S. Sivaram, Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised 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”.

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory

modification(s) or re-enactment thereof for the time being in force), Shri S. Ramadorai, Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised 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”.

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri M.K. Sharma, Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised 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”.

13. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mrs. Vibha Paul Rishi who was appointed as an Additional Director by the Board of Directors of the Company with effect from 14th May, 2014, pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification

of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised 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”.

14. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri K.B.S. Anand as the Managing Director & CEO of the Company for a period of three (3) years commencing from 1st April, 2015 to 31st March, 2018.

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the Agreement to be entered into by Shri K.B.S. Anand with the Company for the aforesaid appointment and as set out in the statement annexed to the Notice including the following:

Remuneration:

A. Basic Salary:

For the period from 1st April, 2015 to 31st March, 2018: not exceeding ₹ 16,56,000 (Rupees sixteen lacs fifty six thousand only) per month with an increment not exceeding 20% per annum at the discretion of the Board of Directors of the Company.

B. Commission:

The Managing Director & CEO shall be paid commission

with effect from 1st April, 2015, at the maximum of 0.75% for each financial year on the net profit of the Company as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013, as may be determined by the Board of Directors from time to time.

Perquisites:

- A. The Managing Director & CEO will be provided furnished accommodation and in case no accommodation is provided by the Company, the Managing Director & CEO shall be entitled to House Rent Allowance not exceeding ₹ 3,50,000 (Rupees three lacs fifty thousand only) per month.
- B. Provident Fund: 12% of the basic salary.
- C. Superannuation: 15% of the basic salary.
The contribution stated at (B) and (C) is subject to any changes effected in the schemes / rules of the respective funds as per the policy of the Company.
- D. Car: Provision of Company cars for official and for personal purpose of the Managing Director & CEO including maintenance expenses.
- E. Telephone: Provision of 2 (two) telephones at the residence of the Managing Director & CEO and internet broadband and reimbursement of internet, mobile and telephone expenses. Personal international calls shall be billed by the Company to the Managing Director & CEO.
- F. Other Perquisites: The perquisites other than A, B, C, D and E above shall be within an overall limit of 55% of annual basic salary per annum of the Managing Director & CEO. Such other perquisites will include leave travel assistance, utilities expenses, reimbursement of personal driver's salary, payment of club fees (maximum of 2 clubs) excluding entrance fees, etc. but exclusive of reimbursement of medical expenses, any insurance premium paid as per the policy of the Company and reimbursement of petrol expenses (subject to a limit of 300 litres per month). The perquisites shall be valued as per the Income Tax Act, 1961, wherever applicable.

Benefits and Amenities:

- A. Gratuity: Benefits in accordance with the rules and regulations in force in the Company from time to time.
- B. Leave: Leave on full pay and allowances at the rate of one month for every eleven months of service with liberty to accumulate such leave for a period of three

months. Leave encashment for a maximum of three months accumulated leave to be permitted at the end of the term. In addition he shall be entitled to Sick Leave as per the policy of the Company.

- C. Loan and Other Schemes: Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time subject to applicable laws.
- D. Other benefits and amenities: Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.
- E. Reimbursement of costs, charges and expenses: The Company shall pay or reimburse to the Managing Director & CEO and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Shri K.B.S Anand remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Shri K.B.S. Anand in the light of further progress of the Company which shall be in accordance with the prescribed provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto”.

15. To consider, and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Non-Executive Directors of the Company (i.e. Directors other than the Managing Director and/or the Whole-time Directors) be paid remuneration by way of commission in addition to the sitting fees for attending the meetings of the Board of Directors and/or Committees thereof, as the Board of Directors may determine from time to time as remuneration computed on the basis of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, for each financial year, not exceeding one (1) percent of the net profits of the Company to all such Directors together.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised 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”.

16. To consider and if thought fit, to pass 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. RA & Co., Cost Accountants (Firm Registration Number 000242) appointed as the Cost Auditors of the Company for audit of the cost accounting records of the Company for the financial year ending 31st March, 2015, be paid remuneration amounting to ₹ 6,00,000 (Rupees six lacs only) excluding out of pocket expenses, if any.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised 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:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF. A Proxy need not be a

member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.

2. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 18th June, 2014 to 26th June, 2014 (both days inclusive).
6. Dividend recommended by the Board of Directors, if approved by the Members at the Annual General Meeting, will be paid on or after 27th June, 2014 to those members whose names appear on the Register of Members as on 17th June, 2014. 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 17th June, 2014, as per the details furnished by the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
7. The Company is presently using National – ECS (NECS) for dividend remittance. Members holding shares in physical form are requested to notify/send the following:

- Any change in their address/mandate/bank details;
 - Particulars of their bank account, in case the same have not been sent earlier to the Company's Registrar and Transfer Agent at: Sharepro Services (India) Private Limited, Unit: Asian Paints Limited, 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai - 400 021 or Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka, Telephone Exchange Lane, Off Andheri - Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072 at the earliest but not later than 17th June, 2014.
8. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants. The address/bank mandate as furnished to the Company by the respective Depositories viz., NSDL and CDSL will be printed on the dividend warrants.
 9. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form annexed as a part of the Annual Report and send the same to the office of the Registrar and Transfer Agent of the Company.
 10. 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 dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
 11. Corporate Members are requested to send to the Company's Registrar and Transfer Agent, a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
 12. In terms of Sections 205A and 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 2014-15, the Company has transferred the unclaimed or unpaid second interim dividend for the year ended 31st March, 2007 to IEPF on or before 12th April, 2014 and would be transferring, final dividend for the year ended 31st March, 2007 and first interim dividend for the financial year ended 31st March, 2008, to the IEPF on or before 25th July, 2014 and 18th November, 2014, respectively. Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF.
 13. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the 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 the Company's Registrar and Transfer Agent.
 14. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
 15. Electronic copy of the Notice convening the 68th Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance slip and Proxy form is being sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 68th Annual General Meeting of the Company, along with the Annual Report, the process of e-voting and the Attendance slip and Proxy form is being sent to the members in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.

For Asian Paints Limited



Jayesh Merchant
CFO & Company Secretary,
President – Industrial JVs

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

14th May, 2014

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5:

The Board of Directors at their meeting held on 21st October, 2013 appointed Shri Malav Dani (relative of the Company's Director, Shri Ashwin Dani) as a Non-Executive Director of the Company due to the casual vacancy created by the resignation of Mrs. Ina Dani who in terms of Section 161 of the Companies Act, 2013 holds office upto the date of this Annual General Meeting. The Company has received notice pursuant to Section 160 of the Companies Act, 2013 from a member proposing the appointment of Shri Malav Dani as a Director.

Director Identification Number	01184336
Date of joining the Board	21 st October, 2013
Profile of the Director	Shri Malav Dani has completed his B.S. in Business Management, from Purdue University in USA and MBA from Columbia University, USA. He was working with GE for six years on key business initiatives and has also worked on the customer centricity initiatives with Asian Paints Limited. In the year 2007, he joined Coatings Specialties (India) Limited as an Executive Director. In the year 2012, he was appointed as the Managing Director of Hitech Plast Limited. Shri Malav Dani was the honorary Director for the VOLACT program initiated by SOSVA an NGO working with the Gates Foundation to provide medical supplies for the AIDS programme. He was also involved in the activities of Young Leaders' Forum of the Indian Merchants' Chamber.
No. of shares held in the Company	3305510
Directorships and Committee memberships in other companies*	<ul style="list-style-type: none"> • Hitech Plast Limited, Member - Investor Grievances and Share Transfer Committee • Coatings Specialties (India) Limited • Rangudyan Insurance Broking Services Limited • Clear Mipak Packaging Solutions Limited

*Directorships and Committee memberships in Asian Paints Limited and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Investor Grievance Committees of only public Companies have been included in the aforesaid table.

The Board of Directors propose the appointment of Shri Malav Dani as Director and recommend the resolution as set out in Item No. 5 for the approval of the shareholders at the ensuing Annual General Meeting.

Other than Shri Malav Dani, Shri Ashwin Dani and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No. 5 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

ITEM NO. 6:

The Board of Directors at their meeting held on 14th May, 2014 appointed Ms. Amrita Vakil (relative of the Company's Director Shri Amar Vakil) as an Additional Director in terms of Section 161 of the Companies Act, 2013 who holds office upto the date of this Annual General Meeting. The Company has received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of Ms. Amrita Vakil as a Director.

Director Identification Number	00170725
Date of joining the Board	14 th May, 2014
Profile of the Director	Ms. Amrita Vakil holds a Bachelor's of Science Degree in Human Resources and Economics Degree from Michigan State University, East Lansing, Michigan. She began her career at Asian Paints Limited, in 2003 in the Human Resource department and was responsible for end-to-end training of the executives of the Company. She was also instrumental in the launch of employees' intranet portal of Asian Paints Limited. In 2005, she joined Frost & Sullivan, an American Consulting Company as a Senior HR Executive and managed a Generalist HR profile. She handled HR operations for all their India & Middle East offices. She spent a total of 5 years at Frost and Sullivan and then she quit the organization to pursue her passion in the hospitality sector and she continues to work towards it.
No. of shares held in the Company	2566680
Directorships and Committee memberships in other companies*	<ul style="list-style-type: none"> • Suptaswar Investments and Trading Company Limited • Murahar Investments and Trading Company Limited

*Directorships and Committee memberships in Asian Paints Limited and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Investor Grievance Committees of only public Companies have been included in the aforesaid table.

The Board of Directors propose the appointment of Ms. Amrita Vakil as the Director and recommend the resolution as set out in Item No. 6 for the approval of the shareholders at the ensuing Annual General Meeting.

Other than Ms Amrita Vakil, Shri Amar Vakil and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No. 6 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

ITEM NO. 7 TO 13:

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Shri Dipankar Basu, Shri Mahendra Shah, Shri Deepak M. Satwalekar, Dr. S. Sivaram, Shri S. Ramadorai, Shri M.K. Sharma and Mrs. Vibha Paul Rishi as Independent Directors of the Company up to 5 (five) consecutive years up to 31st March, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors.

A brief profile along with other details of the Independent Directors are as follows:

Name of the Director	Shri Dipankar Basu
Director Identification Number	00009653
Date of joining the Board	15 th April, 2000
Profile of the Director	Shri Dipankar Basu holds M.A. degree in Economics. He is the Non-Executive Chairman of Peerless General Finance & Investment Co. Limited and Peerless Securities Limited along with occupying directorships on the Board of few other companies. Shri Basu was a former Chairman of State Bank of India. He was also a member of the Narasimham Committee on Banking Sector Reforms during 1997-98. After retirement, Shri Basu served as a member of the Disinvestment Commission set up by the Government of India from 1996 to 1999. He is currently a member of the Investment Advisory Committee of the Army Group Insurance Fund and the Empowered Committee of Reserve Bank of India for External Commercial Borrowings.
No. of shares held in the Company	Nil
Directorships and Committee memberships in other companies*	<ul style="list-style-type: none"> • Deepak Fertilizers & Petrochemicals Corporation Limited, Chairman – Shareholders' Grievance Committee • Peerless General Finance & Investment Co. Limited • Peerless Securities Limited • Chambal Fertilizers & Chemicals Limited • RAIN CII Carbon (Vizag) Limited, Member–Audit Committee • RAIN Industries Limited, Member–Audit Committee
Name of the Director	Shri Mahendra Shah
Director Identification Number	00009786
Date of joining the Board	6 th June, 2001
Profile of the Director	Shri Mahendra Shah, who holds a Bachelor's degree in Electrical Engineering from University of Mumbai and a Master's degree in Industrial Engineering from New York University. He was the Managing Director of The Indian Card Clothing Co. Limited from 1985 until his retirement in 2001. Shri Shah was also the Managing Partner of the India operations of the multi-national trading cum- finance companies of The Pan-Africa/ The Plenum Group, headquartered in Hongkong. During his professional career, Shri Shah was also Chairman of several panels of the Textile Machinery Manufacturers' Associations representing the industry's interests with the Government of India in formulation of Government policies. He also led an all India Textile Machinery Manufacturers' delegation to Nigeria with distinction. He currently serves on the Boards of various companies.
No. of shares held in the Company	Nil
Directorships and Committee memberships in other companies*	<ul style="list-style-type: none"> • ICC International Agencies Limited
Name of the Director	Shri Deepak M. Satwalekar
Director Identification Number	00009627
Date of joining the Board	30 th May, 2000
Profile of the Director	Shri Deepak M. Satwalekar holds a degree in Technology from the Indian Institute of Technology (IIT), Bombay and an MBA from The American University, Washington D.C. He has been a consultant to the World Bank, the Asian Development Bank, United States Agency for International Development (USAID) and the United Nations Centre for Human Settlement (HABITAT). He was involved in policy work as a member of the Steering Committee on Urban Infrastructure and Housing for the Ninth Five Year Plan of the Government of India and Chairman of the Working group on avoidance of conflict of interest in the financial services sector set up by the Reserve Bank of India. Shri Deepak M. Satwalekar was holding the position of Managing Director & CEO of HDFC Standard Life Insurance Co. Limited, before his retirement in November 2008. Earlier, he served as the Managing Director of Housing Development Finance Corporation from 1993 to 2000.
No. of shares held in the Company	Nil
Directorships and Committee memberships in other companies*	<ul style="list-style-type: none"> • IL&FS Transportation Networks Limited • Piramal Enterprises Limited, Chairman – Investor's Grievance Committee • The Tata Power Company Limited, Member–Audit Committee

Name of the Director	Dr. S. Sivaram
Director Identification Number	00009900
Date of joining the Board	7 th April, 2001
Profile of the Director	Dr. S. Sivaram holds a M.Sc. degree in chemistry from the Indian Institute of Technology, Kanpur and a Ph. D and D. Sc (h.c) from Purdue University, W. Lafayette, Indiana, USA. He was a Research Associate at the Institute of Polymer Science, University of Akron, Akron, Ohio, USA. He is a scientist of distinction, having held leadership roles in R&D, in both, industry and academia. Dr. Sivaram has over forty years of experience in research in polymer synthesis, high performance polymers and surface chemistry of polymers. He has received wide recognition for his scientific contributions with several awards and honors. He is an elected Fellow of all the learned academies of science and engineering in India. The President of India honored him with "Padma Shri" in 2006 for his outstanding contributions in the field of science, technology and institution building. He has authored over two hundred peer reviewed scientific publications, authored/edited three books and is cited as an inventor in fifty US patents and forty seven Indian patents. He serves on the Editorial Board of several national and International journals in chemistry and polymer science.
No. of shares held in the Company	Nil
Directorships and Committee memberships in other companies*	<ul style="list-style-type: none"> • Apcotex Industries Limited • GMM Pfadler Limited, Member–Audit Committee • Deepak Nitrate Limited
Name of the Director	Shri S. Ramadorai
Director Identification Number	00000002
Date of joining the Board	16 th September, 2009
Profile of the Director	Shri Ramadorai holds a Bachelors degree in Physics from Delhi University, a Bachelor of Engineering degree in Electronics and Telecommunications from the Indian Institute of Science, Bangalore and a Masters degree in Computer Science from the University of California – UCLA (USA). He has been in public service since February, 2011. Currently he is the Chairman of National Skill Development Agency (NSDA) in the rank of a Cabinet Minister along with being the Chairman of the National Skill Development Corporation (NSDC). Shri Ramadorai continues as the Vice - Chairman of Tata Consultancy Services Limited, a company he has been associated with for the past 41 years. In recognition of his commitment and dedication to the IT industry he was awarded the Padma Bhushan in January, 2006. In April, 2009, he was awarded the CBE (Commander of the Order of the British Empire) by Her Majesty Queen Elizabeth II for his contribution to the Indo-British economic relations. He also holds directorships on the Board of a number of major companies.
No. of shares held in the Company	Nil
Directorships and Committee memberships in other companies*	<ul style="list-style-type: none"> • Tata Consultancy Services Limited, Member - Shareholders/ Investors Grievance Committee • Tata Industries Limited • Tata Technologies Limited, Member – Audit Committee • CMC Limited • Hindustan Unilever Limited, Member – Audit Committee • Piramal Enterprises Limited • Tata Elxsi Limited, Member – Audit Committee • Tata Teleservices (Maharashtra) Limited, Member – Audit Committee • Tata Communications Limited • Tata Advanced Systems Limited, Chairman – Audit Committee • BSE Limited, Chairman – Share Allotment and Shareholders/Investors' Grievance Committee, Member-Audit Committee • Tata Lockheed Martin Aerostructures Limited • Tara Aerospace Systems Limited
Name of the Director	Shri M. K. Sharma
Director Identification Number	00327684
Date of joining the Board	25 th October, 2012
Profile of the Director	Shri M.K. Sharma holds a Bachelors degrees in Arts and Law, and Post Graduate Diplomas in Personnel Management and Labour Laws. He has also attended the Advanced Management Programme at the Harvard Business School. Shri Sharma joined Hindustan Unilever Limited (HUL) in the year 1974 and subsequently joined the Management Committee of HUL in 1990. He has served on the Board of HUL for 12 years, with seven years as Vice Chairman of HUL starting from 2000 till his retirement in 2007. He has vast and rich experience in the field of Mergers and Acquisition, Corporate Restructuring and Law. Shri Sharma has served as a member of Corporate Law Committee formed by the Ministry of Company Affairs and Naresh Chandra Committee on Corporate Governance. He is a Director on the Boards of a number of major companies along with being actively involved in several industry associations and respected academic institutions.
No. of shares held in the Company	Nil
Directorships and Committee memberships in other companies*	<ul style="list-style-type: none"> • ICICI Lombard General Insurance Company Limited • Thomas Cook (India) Limited, Member – Audit Committee, Member – Shareholders/ Investors Grievance Committee • Wipro Limited, Member – Audit Committee • International Paper APPM Limited, Member – Audit Committee • India Infradebt Limited • Blue Star Limited, Member – Audit Committee • IKYA Human Capital Solutions Limited • ICICI Prudential Asset Management Company Limited • Sterling Holiday Resorts (India) Limited

Name of the Director	Mrs. Vibha Paul Rishi
Director Identification Number	05180796
Date of joining the Board	14 th May, 2014
Profile of the Director	Mrs. Vibha Paul Rishi is an alumna of FMS, Delhi. She started her career with the Tata Administrative Services and was part of the founding team of Titan Watches. Mrs. Rishi was an Executive Director – Brand and Human Capital of Max India Limited. She is a seasoned marketing professional with extensive experience in Indian and international markets, coupled with an abiding passion for people. Her last role was as the Director, Marketing and Customer Strategy at the Future Group, India's largest retail group. Prior to this she spent 17 years at PepsiCo in marketing and innovation roles in India, US and UK. She was one of the founding team employees of PepsiCo when they set up in India. She was also associated with Pratham, a NGO that works to provide education to underprivileged children in India.
No. of shares held in the Company	Nil
Directorships and Committee memberships in other companies*	<ul style="list-style-type: none"> • Entertainment Network (India) Limited • Future Consumer Enterprise Limited, Member – Audit Committee

*Directorships and Committee memberships in Asian Paints Limited and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Investor Grievance Committees of only public Companies have been included in the aforesaid table.

The Board of Directors at its meeting held on 14th May, 2014 have appointed Mrs. Vibha Paul Rishi as an Additional Director on the Board of Directors of the Company. The Board of Directors believe that the association of the aforementioned Independent Directors with the Company shall be beneficial to the progress of the Company and hence, the Board recommends the appointment of Shri Dipankar Basu, Shri Mahendra Shah, Shri Deepak M. Satwalekar, Dr. S. Sivaram, Shri S. Ramadorai, Shri M.K. Sharma and Mrs. Vibha Paul Rishi as Independent Directors as set out in Item Nos. 7 to 13 for the approval of the shareholders at the ensuing Annual General Meeting.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are independent of the management. Further, all the aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Other than the Independent Directors of the Company and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolutions as set out in Item Nos. 7 to 13 of this Notice. This

explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

ITEM NO. 14:

At the sixty-sixth Annual General Meeting of the Company held on 25th June, 2012 the shareholders, pursuant to the provisions of Sections 198, 269, 309 and Schedule XIII and such other applicable provisions, if any, of the Companies Act, 1956, accorded their approval through an Ordinary Resolution to the appointment of Shri K.B.S. Anand, as the Managing Director & CEO of the Company for a period of three (3) years commencing from 1st April, 2012 to 31st March, 2015.

The Board of Directors at their meeting held on 14th May, 2014 based on the recommendations of the Nomination and Remuneration Committee at their meeting held on 13th May, 2014, approved the re-appointment of Shri K.B.S. Anand as the Managing Director & CEO of the Company for a period of three (3) years commencing from 1st April, 2015 to 31st March, 2018, not liable to retire by rotation. The Board also approved the terms and conditions of his appointment including remuneration, as recommended by the Nomination and Remuneration Committee, in accordance with the provisions of Sections 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment

Name of the Director	Shri K.B.S. Anand
Director Identification Number	03518282
Date of joining the Board	1 st April, 2012
Profile of the Director	Shri K.B.S. Anand is a Mechanical Engineer with Post Graduation in Management (IIM Calcutta). He joined the Company in the year 1979 and has held various positions in Decorative Sales/Industrial Sales/Chemical Sales functions of the Company. For eight years, he was in the manufacturing function looking after Kasma and Patancheru Plants of the Company. From 1998 to 2008, he served as Vice President – Sales and Marketing for the Decorative Business Unit of the Company. Prior to his appointment as Managing Director & CEO, he held the position of President – Decorative Business Unit from 2008 to 2012. He was appointed as the Managing Director & CEO of the Company since 1 st April, 2012.
No. of shares held in the Company	270
Directorships and Committee memberships in other companies*	NIL

*Directorships and Committee memberships in Asian Paints Limited and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Investor Grievance Committees of only public Companies have been included in the aforesaid table.

thereof, for the time being in force), subject to the approval of the shareholders at the ensuing Annual General Meeting.

The terms and conditions as to the appointment of Shri K.B.S. Anand are briefly mentioned as under:

1. The appointment of Shri K.B.S. Anand as the Managing Director shall be subject to the supervision and control of the Board of Directors of the Company. The Managing Director & CEO shall manage the business and affairs of the Company and exercise such powers as are vested in the Managing Director & CEO by the Board of Directors subject to any limitation or conditions which may be prescribed by the Act or the provisions of Memorandum and/ or Articles of Association of the Company or the Board of Directors or by the Company in General Meeting.
2. The Managing Director & CEO of the Company shall devote his whole time and attention to the business of the Company and shall use his best endeavour to promote its interest and welfare, excluding cases where he is appointed or nominated as a Director on the Board of any of the Company's subsidiaries, Joint Ventures and other associate Companies.
3. The Managing Director & CEO shall maintain confidentiality of as any information or knowledge in connection with the business affairs of the Company, obtained by him during the course of his tenure as the Managing Director & CEO or at any time thereafter.
4. The Managing Director & CEO after ceasing to be a Managing Director & CEO shall not either on his behalf or on behalf of any other person solicit business in competition with the Company from any clients of the Company.
5. Subject to the provisions of the Companies Act, 2013 and applicable provisions of the Companies Act, 1956, the Managing Director & CEO, while he continues to hold office of the Managing Director & CEO, shall not be liable to

retire by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation or retirement of Directors in fixing the number of Directors to retire, but shall *ipso facto* and immediately cease to be the Managing Director & CEO, if he ceases to hold office of a Director due to any cause.

6. Notwithstanding the fact that the Managing Director & CEO was appointed as a Director, forthwith upon termination of this employment agreement for any reasons whatsoever, he shall be deemed to have vacated his office as a Director in accordance with the provisions of Section 164(2) of the Companies Act, 2013.
7. The Agreement may be terminated by the Managing Director & CEO or the Company by giving, not less than six calendar months notice in writing. The Company shall be entitled to terminate the employment agreement forthwith at any time by paying him six months' basic salary in lieu of such notice.

Notwithstanding anything to the contrary herein, wherein any financial year during the currency of the tenure of the Managing Director & CEO, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director & CEO, remuneration, perquisites, benefits and amenities not exceeding the ceiling for the time being laid down in Schedule V of the Companies Act, 2013 and as may be decided by the Board of Directors of the Company and subject to such sanctions and approvals as may be necessary.

The scope and quantum of remuneration, perquisites, benefits and amenities specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and/ or the rules and regulations made thereunder and/ or such guidelines as may be notified by the regulatory authorities from time to time.

Shri K.B.S. Anand satisfies all the conditions as set out in Part I of Schedule V as also under sub-section 13 of Section 196 of

the Companies Act, 2013 for being eligible to be appointed as a Managing Director & CEO of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors are of the opinion that the appointment of Shri K.B.S. Anand as the Managing Director & CEO is in the best interest of the Company and accordingly, recommend the resolution set out in Items No. 14 for approval of the members.

Other than Shri K.B.S. Anand and his relatives, none of the other Directors, Key Managerial personnel or their relatives are interested or concerned in the proposed Resolution at Item No. 14 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

ITEM NO. 15:

At the Annual General Meeting held on 26th June, 2009, shareholders of the Company had accorded approval by a Special Resolution for payment of commission to the Non-Executive Directors of the Company for a period of five (5) years commencing from 26th June, 2009. The shareholders had then authorised the Board of Directors to determine the amount of commission payable to the Non-Executive Directors of the Company but not exceeding one percent of the net profits of the Company to all such Directors together, for each financial year.

Section 197 of the Companies Act, 2013, *inter-alia*, provides that the remuneration payable to the Non-Executive Directors shall not exceed one (1) percent of the net profits of the Company for one financial year, if the Company has a Managing or a Whole-time Director or Manager.

In view of the above, it is proposed to pay remuneration to the Non- Executive Directors of the Company, all together, not exceeding one (1) percent of the net profits of the Company for each financial year, calculated in accordance with the provisions of Companies Act, 2013, subject to the approval of the shareholders.

The aforesaid remuneration is exclusive of any fees payable to directors by way of fee for attending meetings of the Board

or Committee thereof and reimbursement of expenses for participating in such meetings.

Other than the Non-Executive Directors and their relatives, none of the Directors, Key Managerial personnel or their relatives are interested or concerned in the proposed Special Resolution at Item No. 15 of this Notice.

ITEM NO. 16:

The Board of Directors at its meeting held on 14th May, 2014 appointed M/s. 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 31st March, 2015, at a remuneration amounting to ₹ 6,00,000 (Rupees six lacs only) excluding out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 16 for ratification by the shareholders at the ensuing Annual General Meeting of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No. 16 of this Notice.

For Asian Paints Limited



Jayesh Merchant
CFO & Company Secretary,
President – Industrial JVs

Registered Office:

6A, Shantinagar,
Santacruz (East),
Mumbai - 400 055

14th May, 2014

Form No. SH-13
Nomination Form

*[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies
(Share Capital and Debentures) Rules 2014]*

To,
Asian Paints Limited
6A, Shantinagar,
Santacruz (East),
Mumbai – 400055

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio. No	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S —

- (a) Name:
(b) Date of Birth:
(c) Father's/Mother's/Spouse's name:
(d) Occupation:
(e) Nationality:
(f) Address:
(g) E-mail id:
(h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR--

- (a) Date of birth:
(b) Date of attaining majority:
(c) Name of guardian:
(d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder (s): _____

Signature: _____

Witness with name and address: _____



asianpaints

Asian Paints Limited

CIN: (L24220MH1945PLC004598)

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

ATTENDANCE SLIP

(To be presented at the entrance)

DP ID _____

Folio No./Client ID _____

I/We hereby record my/our presence at the 68th ANNUAL GENERAL MEETING of the Company at Yashwantrao Chavan Pratisthan Auditorium, Y.B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai - 400021 on Thursday, 26th June, 2014 at 3.00 p.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member/ Proxy



asianpaints

Asian Paints Limited

CIN: (L24220MH1945PLC004598)

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

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered address:
E-mail Id:
Folio No. / Client ID:
DP ID:

I/ We being the member(s) of _____ shares of the above named Company hereby appoint:

- (1) Name: _____
Address: _____
E-mail Id: _____ or failing him;
- (2) Name: _____
Address: _____
E-mail Id: _____ or failing him;
- (3) Name: _____
Address: _____
E-mail Id: _____ or failing him;

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the 68th Annual General Meeting of the Company to be held on Thursday, 26th June, 2014 at 3.00 p.m. at Yashwantrao Chavan Pratisthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai – 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	RESOLUTIONS		
		For	Against
1	Ordinary Business		
2	Consider and adopt Financial Statements of the Company for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors' thereon		
3	Declaration of final dividend and confirm the interim dividend of ₹ 1.10 (Rupees one and paise ten only) paid during the financial year ended 31st March, 2014		
4	Shri Amar Vakil who retires by rotation and who does not wish to seek re-appointment as a Director of the Company and not filling up of the vacancy so created		
	Appointment of Joint Statutory Auditors of the Company and fixing their remuneration		



Resolution No	RESOLUTIONS		
	Special Business		
5	Appointment of Shri Malav Dani as a Non-Executive Director of the Company		
6	Appointment of Ms. Amrita Vakil as a Non-Executive Director of the Company		
7	Appointment of Shri Dipankar Basu as an Independent Director		
8	Appointment of Shri Mahendra Shah as an Independent Director		
9	Appointment of Shri Deepak M. Satwalekar as an Independent Director		
10	Appointment of Dr. S. Sivaram as an Independent Director		
11	Appointment of Shri S. Ramadorai as an Independent Director		
12	Appointment of Shri M.K. Sharma as an Independent Director		
13	Appointment of Mrs. Vibha Paul Rishi as an Independent Director		
14	Re-appointment of Shri K.B.S. Anand, Managing Director & CEO of the Company for a period of three (3) years commencing from 1 st April, 2015 to 31 st March, 2018 and fixing his remuneration		
15	Payment of remuneration to Non-Executive Directors		
16	Ratification of the remuneration payable to M/s. RA & Co., Cost Auditors of the Company for the financial year ending 31 st March, 2015		

Signed this _____ day of _____ 2014

Signature of the Shareholder _____

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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Asian Paints Limited, 6A, Shantinagar,
Santacruz (East), Mumbai 400 055.

CIN: L24220MH1945PLC004598

Email: investor.relations@asianpaints.com

www.asianpaints.com