



Corporate Identification Number (CIN): L24220MH1945PLC004598
For Shares related queries, email to investor.relations@asianpaints.com
For Consumer queries, email to customercare@asianpaints.com

Asian Paints Limited
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APL/SEC/08/273

3rd July, 2015

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400 001

Sir,

Sub: **Outcome of the Annual General Meeting – Clause 35A of the Listing Agreement**

This is to inform you that the 69th Annual General Meeting (AGM) of the Company was held on Friday, 3rd July, 2015 at 11.00 a.m. at Yashwantrao Chavan Pratishthan Auditorium, Y.B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021.

Please find enclosed a disclosure pursuant to Clause 35A of the Listing Agreement pertaining to outcome of the AGM. The said disclosure be also considered as compliance with Clause 31(d) of the Listing Agreement.

The above results are uploaded on the website of the Company (www.asianpaints.com).

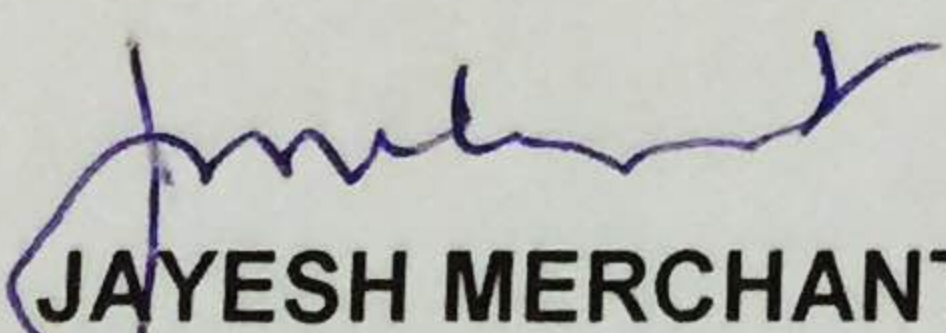
Further, we are also enclosing the Consolidated Report of the Scrutinizers on remote e-voting, voting through Physical Ballot forms and voting at the AGM.

This is for your information and record.

Thanking you,

Yours truly,

For **ASIAN PAINTS LIMITED**


JAYESH MERCHANT
CFO & COMPANY SECRETARY,
PRESIDENT – INDUSTRIAL JVs

Cc: The National Stock Exchange of India Limited

In accordance with Clause 35A of the Listing Agreement, the details of business transacted at the 69th Annual General Meeting of the Company are furnished below:

- **Date of the AGM** - 3rd July, 2015
- **Total number of shareholders on record date** - 1,62,693
(i.e. 26th June, 2015: cut-off date for voting purpose)
- **No. of Shareholders present in the meeting either in person or through proxy:**

Promoters and Promoter Group	29
Public	203

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

Promoters and Promoter Group:	Not Arranged
Public:	

- **Details of the Agenda:**

The following business was transacted by the shareholders:

Mode of voting for all Resolutions: Remote e-voting, Physical Ballot forms and voting at the AGM

Resolution 1: Adoption of the audited financial statements including consolidated financial statements of the Company for the financial year ended 31st March, 2015 together with the Reports of Board of Directors and Auditors' thereon

Resolution required: Ordinary

Promoter/ Public	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public – Institutional holders	257419229	179641493	69.786	179437883	203610	99.887	0.113
Public- Others	195394079	1491598	0.763	1481428	10170	99.318	0.682
Total	959197790	687517573	71.676	687303793	213780	99.969	0.031

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Resolution 2: Declaration of final dividend on equity shares**Resolution required: Ordinary**

Promoter/ Public	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public – Institutional holders	257419229	184297003	71.594	184297003	0	100	0
Public- Others	195394079	1493811	0.765	1483611	10200	99.317	0.683
Total	959197790	692175296	72.162	692165096	10200	99.999	0.001

Resolution 3: Re-appointment of Shri Ashwin Choksi (DIN: 00009095), a Director liable to retire by rotation**Resolution required: Ordinary**

Promoter/ Public	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public – Institutional holders	257419229	184297003	71.594	177130792	7166211	96.111	3.888
Public- Others	195394079	1492758	0.764	1481012	11746	99.213	0.787
Total	959197790	692174243	72.162	684996286	7177957	98.963	1.037

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Resolution 4: Re-appointment of Shri Ashwin Dani (DIN: 00009126), a Director liable to retire by rotation

Resolution required: Ordinary

Promoter/ Public	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public – Institutional holders	257419229	184297003	71.594	173578105	10718898	94.184	5.816
Public- Others	195394079	1479763	0.757	1467989	11774	99.204	0.796
Total	959197790	692161248	72.160	681430576	10730672	98.450	1.550

Resolution 5: Re-appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number 101248W/W - 100022), as the Auditors of the Company and fixing their remuneration

Resolution required: Ordinary

Promoter/ Public	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public – Institutional holders	257419229	182672569	70.963	176320579	6351990	96.523	3.477
Public- Others	195394079	1483356	0.759	1471139	12217	99.176	0.824
Total	959197790	690540407	71.991	684176200	6364207	99.078	0.922

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Resolution 6: Appointment of Shri Abhay Vakil (DIN: 00009151) as a Non-Executive Director of the Company

Resolution required: Ordinary

Promoter/ Public	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public – Institutional holders	257419229	181450123	70.488	170199983	11250140	93.800	6.200
Public- Others	195394079	1479851	0.757	1469108	10743	99.274	0.726
Total	959197790	689314456	71.863	678053573	11260883	98.366	1.634

Resolution 7: Ratification of the remuneration payable to M/s. RA & Co., Cost Accountants, Cost Auditors of the Company for the financial year ending 31st March, 2016

Resolution required: Ordinary

Promoter/ Public	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public – Institutional holders	257419229	184297003	71.594	184197440	99563	99.946	0.054
Public- Others	195394079	1444302	0.739	1429232	15070	98.957	1.043
Total	959197790	692125787	72.157	692011154	114633	99.983	0.0166

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Notes:

- (i) Pursuant to Clause 5A (II) of the Listing Agreement, voting rights on the shares transferred to the "Asian Paints Limited - Unclaimed Suspense Account" are frozen.
- (ii) The votes cast does not include invalid votes.
- (iii) All the aforesaid resolutions were passed with requisite majority.

For **ASIAN PAINTS LIMITED**

Ashwin Choksi

**ASHWIN CHOKSI
CHAIRMAN**



Place: Mumbai

Date: 3rd July, 2015

MAKARAND M. JOSHI & CO.

Company Secretaries

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

Consolidated Report of Scrutinizer on remote e-voting, Physical Ballot forms and voting at the Annual General Meeting

To,

The Chairman,

Of Annual General Meeting (AGM) of the Shareholders of **Asian Paints Limited** (hereinafter referred as the "Company"), held on Friday, 3rd July, 2015 at Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai – 400021.

Dear Sir,

Re: Scrutinizer's Report on voting through electronic mode, Physical Ballot forms and voting at the AGM in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder and applicable provisions of the Listing Agreement

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 18th May, 2015 to conduct the following
- (i) **Remote e-voting** process and to scrutinize the Physical Ballot forms received from the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Voting at the AGM** under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on Friday, 3rd July, 2015.
- B. The Company had availed the remote e-voting facility provided by National Securities Depository Services Limited (NSDL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from Tuesday, 30th June, 2015 (9.00 am) to Thursday, 2nd July, 2015 (5.00 pm) and the NSDL remote e-voting platform was unblocked thereafter.
- C. The Company has also provided voting by Physical Ballot forms to the members who do not have access to remote e-voting.



- D. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and voting through Physical Ballot forms, I have issued separate Scrutinizer's Report on dated 3rd July, 2015.
- E. After closure of the voting at the AGM, the report on voting done at the AGM was generated in my presence and diligently scrutinized.
- F. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast thereunder were counted. Votes cast through physical ballot forms received up to Thursday, 2nd July, 2015 were also considered.
- G. The report on voting done at the AGM was generated in my presence along with Shri Harshadkumar Shah, shareholder of the Company acting as Scrutinizer.
- H. On the basis of the votes exercised by the shareholders of the Company by way of voting at the AGM of the Company held on 3rd July, 2015, I along with Shri Harshadkumar Shah, shareholder of the Company acting as Scrutinizers, have issued Scrutinizer's Report dated 3rd July, 2015.
- I. 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 through Physical Ballot forms and the voting at the AGM:-



Resolution Item No. 1 -Ordinary Resolution

Adoption of the audited financial statements including audited consolidated financial statement of the Company for the financial year ended 31st March, 2015 together with the reports of the Board and Auditors' thereon.

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public – Institutional holders	257419229	179641493	69.786	179437883	203610	99.887	0.113
Public- Others	195394079	1491598	0.763	1481428	10170	99.318	0.682
Total	959197790	687517573	71.676	687303793	213780	99.969	0.031

* The number of votes cast doesn't include invalid votes



Resolution Item No. 2 -Ordinary Resolution

Declaration of final dividend on equity shares

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public – Institutional holders	257419229	184297003	71.594	184297003	0	100	0
Public- Others	195394079	1493811	0.765	1483611	10200	99.317	0.683
Total	959197790	692175296	72.162	692165096	10200	99.999	0.001

* The number of votes cast doesn't include invalid votes



Resolution Item No. 3 - Ordinary Resolution

Re-appointment of Shri Ashwin Choksi (DIN: 00009095) as a Director of the Company

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public – Institutional holders	257419229	184297003	71.594	177130792	7166211	96.111	3.888
Public- Others	195394079	1492758	0.764	1481012	11746	99.213	0.787
Total	959197790	692174243	72.162	684996286	7177957	98.963	1.037

* The number of votes cast doesn't include invalid votes



Resolution Item No. 4 - Ordinary Resolution

Re-appointment of Shri Ashwin Dani (DIN: 00009126) as a Director of the Company

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public – Institutional holders	257419229	184297003	71.594	173578105	10718898	94.184	5.816
Public- Others	195394079	1479763	0.757	1467989	11774	99.204	0.796
Total	959197790	692161248	72.160	681430576	10730672	98.450	1.550

* The number of votes cast doesn't include invalid votes



Resolution Item No. 5 - Ordinary Resolution

Appointment of M/s B S R & Co. LLP, Chartered Accountants (FRN No. 101248W/W – 100022) as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the next AGM and fixing their remuneration.

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public – Institutional holders	257419229	182672569	70.963	176320579	6351990	96.523	3.477
Public- Others	195394079	1483356	0.759	1471139	12217	99.176	0.824
Total	959197790	690540407	71.991	684176200	6364207	99.078	0.922

* The number of votes cast doesn't include invalid votes



Resolution Item No. 6 - Ordinary Resolution

Appointment of Shri Abhay Vakil (DIN: 00009151) as a Non-Executive Director of the Company

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public - Institutional holders	257419229	181450123	70.488	170199983	11250140	93.800	6.200
Public- Others	195394079	1479851	0.757	1469108	10743	99.274	0.726
Total	959197790	689314456	71.863	678053573	11260883	98.366	1.634

* The number of votes cast doesn't include invalid votes



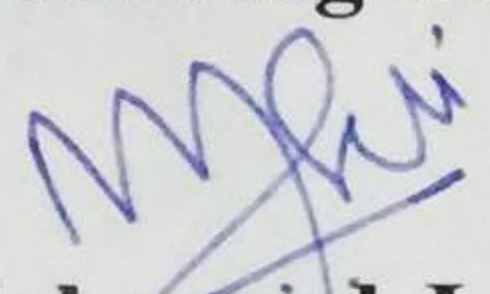
Resolution Item No. 7 - Ordinary Resolution

Ratification of remuneration payable to M/s. RA & Co., Cost Accountant (FRN: 000242) Cost Auditors of the Company for the financial year ending 31st March, 2016.

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	506384482	506384482	100	506384482	0	100	0
Public – Institutional holders	257419229	184297003	71.594	184197440	99563	99.946	0.054
Public-Others	195394079	1444302	0.739	1429232	15070	98.957	1.043
Total	959197790	692125787	72.157	692011154	114633	99.983	0.0166

* The number of votes cast doesn't include invalid votes

Thanking you,
Yours faithfully,
For Makarand M. Joshi & Co.,
Practicing Company Secretaries


Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 3rd July, 2015

