



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
Asian Paints House
6A, Shantinagar,
Santacruz (East)
Mumbai 400 055
T : (022) 3981 8000
F : (022) 3981 8888
www.asianpaints.com

APL/SEC/13/251

22nd April, 2016

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400001

Sir(s),

Subject: Passing of Resolution by Postal ballot pursuant to Section 110 of the Companies Act.

The Company intends to pass a resolution through Postal Ballot under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for changing the place of keeping the Register and Index of Members under Section 88 of the Act and copies of Annual Returns under Section 92 of the Act.

Copy of the Notice along with Explanatory Statement and Postal Ballot Form is attached herewith for disseminating the same on the website of the Stock Exchange.

This is for your information and record.

For **ASIAN PAINTS LIMITED**

AUTHORISED SIGNATORY

cc. The National Stock Exchange of India Limited



Asian Paints Limited

CIN : L24220MH1945PLC004598

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

Email: investor.relations@asianpaints.com Website: www.asianpaints.com

Tel No.: 022 39818000 Fax No.: 022 39818888

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the following business by passing the Special Resolution set out below through Postal Ballot including voting through electronic means.

The Company is desirous of seeking your consent to the proposal contained in the Resolution set out below. A statement under Section 102 of the Companies Act, 2013, giving all material facts and the reasons for the Special Resolution is also annexed.

The Board of Directors, at its meeting held on 14th March, 2016, has appointed Shri Makarand M. Joshi, Partner, M/s. Makarand M. Joshi & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to read carefully the instructions given in the Postal Ballot Form, vote either for or against the Resolution and return the said Form duly completed and signed, in the postage prepaid self-addressed envelope so as to reach the Scrutinizer not later than 5.00 p.m. on 24th May, 2016 at the following address: Shri Makarand M. Joshi, Scrutinizer, C/o Asian Paints Limited, 6A, Shantinagar, Santacruz (East), Mumbai - 400 055. In accordance with Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged National Securities Depository Limited (NSDL), an agency authorised by the Ministry of Corporate Affairs, to provide remote electronic voting facility to its members. The procedure for electronic voting is also attached herewith.

Change of place of keeping and inspection of Register and Index of members, returns, etc.

To consider and, if thought fit, approve with or without modification(s) the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 88, 94 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and corresponding sections of the erstwhile Companies Act, 1956) and in supersession of all earlier resolutions passed in this regard, consent of the Members of the Company be and is hereby accorded for the maintenance of the Registers and Index of Members of the Company under Section 150 of the Companies Act, 1956 (corresponding to Section 88 of the Act) and copies of the returns prepared under Section 159 of the Companies Act, 1956 (corresponding to Section 92 of the Act), for the period(s) upto 31st March, 2003, required to be maintained under the Act shall be kept at the Registered Office of the Company.

RESOLVED FURTHER THAT the records of the Company including the Registers and Indexes of Members of the Company under Section 150 of the Companies Act, 1956 or Section 88 of the Act, as applicable and copies of the returns prepared under Section 159 of the Companies Act, 1956 or Section 92 of the Act, as applicable, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Article 144 of the Articles of Association of the Company, for the period(s) on or after 1 April, 2003, be shifted and maintained at M/s. TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai – 400 011, or at such other place within Mumbai, where the Registrar and Transfer Agent may shift its office from time to time.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof, if any, constituted by the Board) and/or the Company Secretary be and are hereby authorized 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 and to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary”.

BY ORDER OF THE BOARD

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

Date: 14th March, 2016

Place: Mumbai

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Company had appointed M/s. Sharepro Services (India) Private Limited (hereinafter referred to as "Sharepro Services") as its Registrar and Transfer Agent (hereinafter referred to as "R&TA") with effect from 1st April, 2003.

The Company had discovered certain irregularities at Sharepro Services, w.r.t. share related operations and dividend encashment activities. Further, operations of Sharepro Services are currently being investigated by Statutory Authorities over alleged misappropriation of dividends and securities of its client companies. With increasing rigor being placed on corporate compliances, advent of new regulations, intensified surveillance by the market regulator, and in order to protect the interest of shareholders, the Board of Directors of the Company are of the opinion that the Company should appoint another entity as its R&TA which could be reliable and has the capability in handling operations commensurate to the Company's size.

Accordingly, the Board of Directors of the Company at its meeting held on 14th March, 2016, on the recommendations of the Stakeholders Relationship Committee, have approved the appointment of M/s TSR Darashaw Limited, having its office at 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai – 400 011, as the R&TA of the Company with effect from 1st April, 2016.

In accordance with Section 94 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Register and Index of Members under Section 88 of the Act and copies of Annual Returns under Section 92 of the Act are required to be kept and maintained at the Registered Office of the Company, unless a Special Resolution is passed in a general meeting authorizing keeping of the register at any other place within the city, town or village in which the Registered Office is situated.

The Company proposes to shift its Register and Index of Members and Returns pertaining to the period(s) on or after 1st April, 2003 to the office of M/s. TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai – 400 011, Maharashtra.

Accordingly, the Company would maintain the Registers and Index of Members and copies of Annual Returns in the following manner:

Sr. No.	Details of records	Place of maintenance
1.	Register and Index of Members under Section 150 of the Companies Act, 1956 or Section 88 of the Companies Act, 2013 (as applicable) and copies of Annual Returns under Section 159 of the Companies Act, 1956 or Section 92 of the Companies Act, 2013 (as applicable) pertaining to the period(s) upto 31 st March, 2003	Registered Office of the Company: 6A, Shantinagar, Santacruz (East), Mumbai- 400 055
2.	Register and Index of Members under Section 150 of the Companies Act, 1956 or Section 88 of the Companies Act, 2013 (as applicable) and copies of Annual Returns under Section 159 of the Companies Act, 1956 or Section 92 of the Companies Act, 2013 (as applicable) pertaining to the period(s) on or after 1 st April, 2003	Registered Office of R&TA: M/s. TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai – 400 011

The Board of Directors of the Company recommend the Special Resolution as set out in the Postal Ballot Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Special Resolution as set out in the Postal Ballot Notice, except to the extent of their shareholding, if any, in the Company.

BY ORDER OF THE BOARD

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

Date: 14th March, 2016
Place: Mumbai



Asian Paints Limited

CIN : L24220MH1945PLC004598

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

Email: investor.relations@asianpaints.com Website: www.asianpaints.com

Tel No.: 022 39818000 Fax No.: 022 39818888

POSTAL BALLOT FORM

1 Name & Registered Address :
of the Sole / First named Member

2 Name(s) of Joint Holder(s), :
(if any)

3 Registered Folio No./ :
DP ID No.and Client ID No.

4 Number of equity shares held :
(Equity Shares of Re.1 each)

5. EVEN (e-Voting EVENT Number) :

6. User-ID :

7. Password :

8. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 14th March, 2016, by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Item No.	Particulars	Type of Resolution	No. of Shares	FOR	AGAINST
				I/We Assent to the Resolution	I/We Dissent to the Resolution
1.	To approve change of place of keeping and inspection of Register and Index of members, returns etc.	Special			

Place : Tel. No. / Mobile No :
Date : E-mail :

(Signature of the Shareholder)

Notes: (i) Please read the instructions printed overleaf carefully before exercising your vote
(ii) Last date for receipt of Postal Ballot form by the Scrutinizer is 24th May, 2016

Notes:

1. A statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. Relevant documents referred to in the accompanying Notice and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on 15th April, 2016. After the dispatch of the Notice, the Notice will also be displayed on the website of the Company (www.asianpaints.com) and on the website of NSDL (www.evoting.nsdl.com). Further, the date of dispatch of the Notice and the Explanatory Statement along with the postal ballot papers will be announced through advertisement in the following newspapers: (i) Business Standard & Free Press Journal in English language; and (ii) Punyanagri & Navshakti in Marathi language, having wide circulation in the district where the Registered Office of the Company is situated.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 and the Rules issued thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are being provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL. The process for electronic voting is provided under point no. 13.
5. Members who do not have access to e-voting facility may send duly completed Ballot form and return the Form in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer by 5.00 p.m. on 24th May, 2016 at the following address: Shri Makarand M. Joshi Scrutinizer, C/o Asian Paints Limited, 6A, Shantinagar, Santacruz (East), Mumbai – 400 055.
6. Electronic copy of the Postal Ballot Notice of the Company along with its Annexures is being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
7. Corporate members are requested to send a duly completed Ballot form accompanied by a certified copy of the Board Resolution together with attested signature(s) of the authorized signatory(ies), giving requisite authority to the person voting on the Postal Ballot form.
8. A shareholder may request for a duplicate Postal Ballot form, if so, required. However, the duly filled in duplicate form should reach the Scrutinizer not later than the date as specified at item no. 5 above.
9. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
10. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman or in his absence by any one authorized by the Chairman, on or after 26th May, 2016 at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and intimated through a Press Release in newspapers. The result will also be put up on the Company's website www.asianpaints.com. The resolution, if approved, will be taken as passed effectively on the date of declaration of the result.
11. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company on the cut-off date, i.e. 15th April, 2016. Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a general meeting of the Members.
12. In case of any queries, you may contact the Company at investor.relations@asianpaints.com or contact the R&TA, M/s. TSR Darashaw Limited, at csg-unit@tsrdarashaw.com or at the following address:
M/s. TSR Darashaw Limited
Unit: Asian Paints Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai – 400 011.
Tel No.: 022 6656 8484 Fax No: 022 6656 8494.
13. The instructions for Members for e-voting are as under:
 - A. In case a member receives an e-mail from NSDL [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
 1. Open the attached PDF file "e-voting.pdf" giving your Client ID No. (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file, if you are already registered with NSDL for e-voting.
 2. Launch internet browser and type the URL: <https://www.evoting.nsdl.com>.
 3. Click on "Shareholder - Login".
 4. Put User ID and password as initial password noted in step (1) above and click Login. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
 5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
 6. Home page of remote "e-voting" opens. Click on e-voting: Active Voting Cycles.
 7. Select "EVEN" of Asian Paints Limited. Members can cast their vote online from 25th April, 2016 (9.00 a.m.) till 24th May, 2016 (5.00 p.m.). e-voting shall not be allowed beyond the said time.
 8. Now you are ready for "e-voting" as "Cast Vote" page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 10. Institutional shareholders (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the Board Resolution together with their attested specimen signatures authorizing their representative to vote on their behalf, to the Scrutinizer through an e-mail on asianpaints.scrutinizer@asianpaints.com with a copy marked to evoting@nsdl.co.in.
 - B. In case a member receives physical copy of the Postal Ballot Notice by Post [for members whose e-mail addresses are not registered with the Company/Depository Participant(s)]:
 1. User ID and initial password - Printed Overleaf
 2. Please follow all steps from Sr. No. 2 to 10 as mentioned in (A) above to cast your vote.
 - C. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for members available in the "Downloads" section of www.evoting.nsdl.com.
 - D. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot Password" option available on the site to reset the password.