



Asian Paints Limited
Asian Paints House
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Santacruz (E)
Mumbai 400 055
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www.asianpaints.com

APL/SEC/15/675

27th June, 2018

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

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

Sir(s),

Sub: Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“Listing Regulations”]

This is to inform you that the 72nd Annual General Meeting (“AGM”) of the Company was held on Tuesday, 26th June, 2018 at Yashwantrao Chavan Pratishthan Auditorium, Y.B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021 and business mentioned in the Notice dated 10th May, 2018 convening the AGM were transacted thereat.

In this regard, please find enclosed the following:

Proceedings of the AGM pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations	Appendix – 1
Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations	Appendix - 2
Consolidated Report of the Scrutinizer dated 26 th June, 2018, on remote e – voting and electronic voting at the AGM	Appendix – 3

The above results will be available on the website of the Company (www.asianpaints.com).

This is for your information and record.

Thanking you,

Yours truly,

For **ASIAN PAINTS LIMITED**


KBS ANAND
MANAGING DIRECTOR & CEO



Appendix – 1

BRIEF PROCEEDINGS OF THE 72nd ANNUAL GENERAL MEETING OF THE COMPANY

The 72nd Annual General Meeting (AGM) of the Company was held on Tuesday, 26th June, 2018 at Yashwantrao Chavan Pratishthan Auditorium, Y.B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021. The meeting commenced at 11.15 am. Mr. Jayesh Merchant, CFO & Company Secretary, President – Industrial JVs, welcomed all the Directors and the shareholders of the Company to the 72nd AGM of the Company.

He then requested Mr. Ashwin Choksi, Chairman of the Company to call the meeting to order.

The Chairman welcomed all his colleagues on the Board, shareholders and business partners of the Company. The requisite quorum being present, the Chairman called the meeting to order. All directors were present at the meeting. The Chairman then delivered his speech to the shareholders of the Company. Thereafter, Mr. Jayesh Merchant began reading the report of the Statutory Auditor's and the report of the Secretarial Auditor of the Company for the year ended 31st March, 2018 and with the permission of the members, the said reports were taken as read.

The Chairman then informed that the Company had provided the Members with a facility to cast their votes electronically, on all resolutions set forth in the Notice convening the 72nd AGM of the Company. Members who were present at the AGM and had not cast their votes through remote e-voting platform were provided with an opportunity to cast their votes, electronically at the AGM venue through tablet based e – voting.

Before formally convening the tablet based electronic voting, the members were allowed to raise their queries on the Agenda Items as set out in the Notice convening the 72nd AGM of the Company. Necessary clarifications were provided by the Chairman of the Company. The Chairman, thereafter, thanked all the members for their participation at the AGM and for their constructive suggestions and observations.

The Chairman informed that the Board of Directors of the Company at their meeting held on 10th May, 2018 had appointed, Mr. Makarand M. Joshi, Partner, M/s. Makarand M. Joshi & Co., Practicing Company Secretaries (Membership No. 5533, COP: 3662) as the Scrutinizer for the scrutiny of the votes cast through the remote e-voting platform and tablet based electronic voting at the AGM venue.

The Scrutinizer report was received and accordingly all the resolutions as set out in the Notice were declared as passed with requisite majority.



The following items of business, as per the Notice convening the 72nd AGM of the Company dated 10th May, 2018 were transacted at the meeting:

Sr. No.	Details of the Resolution	Mode of voting	Results
1.	Adoption of the financial statements of the Company for the financial year ended on 31 st March, 2018 together with the reports of the Board of Directors and Auditors' thereon	Remote e - voting and tablet-based e - voting at the AGM venue	Passed with requisite majority
2.	Declaration of dividend on equity shares for the financial year ended 31 st March, 2018		
3.	Re-appointment of Mr. Ashwin Choksi (DIN: 00009095), as a Director of the Company		
4.	Re-appointment of Mr. Ashwin Dani (DIN: 00009126), as a Director of the Company		
5.	Ratification of remuneration payable to M/s. RA & Co., Cost Accountants (Firm Registration Number 000242), Cost Auditors for the financial year ending 31 st March, 2019		

Detailed voting results for the votes cast through remote e-voting and tablet based electronic voting on all the resolutions as set out in the Notice of AGM are enclosed.



Appendix – 2

VOTING RESULTS OF THE 72ND AGM PURSUANT TO REGULATION 44 OF THE LISTING REGULATIONS

Date of AGM	26 th June, 2018
Total number of shareholders on record date (i.e. as on Tuesday, 19th June, 2018)	1,83,061
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	25
Public	135
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	Not Applicable
Public	



Resolution 1: Adoption of the financial statements of the Company for the financial year ended on 31st March, 2018 together with the reports of the Board of Directors and Auditors' thereon

Resolution required: (Ordinary/ Special): Ordinary Resolution

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

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	506384482	504625602	99.65	504625602	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		504625602	99.65	504625602	0	100.00	0.00
2	Public Institutional holders	E-Voting	257297387	216351809	84.09	215982883	368926	99.83	0.17
		Poll		0	0.00	0	0	0.00	0.00
		Total		216351809	84.09	215982883	368926	99.83	0.17
3	Public-Others	E-Voting	195515921	7498093	3.84	7498080	13	100.00	0.00
		Poll		64400	0.03	60899	3501	94.56	5.44
		Total		7562493	3.87	7558979	3514	99.95	0.05
Total			959197790	728539904	75.95	728167464	372440	99.95	0.05



Resolution 2: Declaration of dividend on equity shares for the financial year ended 31 st March, 2018									
Resolution required: (Ordinary/ Special):					Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/ resolution?					No				
Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	E-Voting	506384482	504625602	99.65	504625602	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		504625602	99.65	504625602	0	100.00	0.00
2	Public - Institutional holders	E-Voting	257297387	219646190	85.37	219646190	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		219646190	85.37	219646190	0	100.00	0.00
3	Public- Others	E-Voting	195515921	7508718	3.84	7508711	7	100.00	0.00
		Poll		64400	0.03	60899	3501	94.56	5.44
		Total		7573118	3.87	7569610	3508	99.95	0.05
Total			959197790	731844910	76.30	731841402	3508	100.00	0.00



Resolution 3: Re-appointment of Mr. Ashwin Choksi (DIN: 00009095), as a Director of the Company

Resolution required: (Ordinary/ Special): Ordinary Resolution

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

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=([2]/(1))*100	[4]	[5]	[6]=([4]/(2))*100	[7]=([5]/(2))*100
1	Promoter and Promoter Group	E-Voting	506384482	504625602	99.65	504625602	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		504625602	99.65	504625602	0	100.00	0.00
2	Public - Institutional holders	E-Voting	257297387	218753098	85.02	210236504	8516594	96.11	3.89
		Poll		0	0.00	0	0	0.00	0.00
		Total		218753098	85.02	210236504	8516594	96.11	3.89
3	Public-Others	E-Voting	195515921	7274968	3.72	7262851	12117	99.83	0.17
		Poll		64400	0.03	60899	3501	94.56	5.44
		Total		7339368	3.75	7323750	15618	99.79	0.21
Total			959197790	730718068	76.18	722185856	8532212	98.83	1.17



Resolution 4: Re-appointment of Mr. Ashwin Dani (DIN: 00009126), as a Director of the Company

Resolution required: (Ordinary/ Special): Ordinary Resolution

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

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	506384482	504625602	99.65	504625602	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		504625602	99.65	504625602	0	100.00	0.00
2	Public - Institutional holders	E-Voting	257297387	217674007	84.60	207278570	10395437	95.22	4.78
		Poll		0	0.00	0	0	0.00	0.00
		Total		217674007	84.60	207278570	10395437	95.22	4.78
3	Public-Others	E-Voting	195515921	7274650	3.72	7271816	2834	99.96	0.04
		Poll		64400	0.03	60899	3501	94.56	5.44
		Total		7339050	3.75	7332715	6335	99.91	0.09
Total			959197790	729638659	76.07	719236887	10401772	98.57	1.43



Resolution 5: Ratification of remuneration payable to M/s. RA & Co., Cost Accountants (Firm Registration Number 000242), Cost Auditors for the financial year ending 31st March, 2019

Resolution required: (Ordinary/ Special):	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	E-Voting	506384482	504625602	99.65	504625602	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		504625602	99.65	504625602	0	100.00	0.00
2	Public - Institutional holders	E-Voting	257297387	219646190	85.37	219479339	166851	99.92	0.08
		Poll		0	0.00	0	0	0.00	0.00
		Total		219646190	85.37	219479339	166851	99.92	0.08
3	Public-Others	E-Voting	195515921	7507967	3.84	7506392	1575	99.98	0.02
		Poll		64400	0.03	60899	3501	94.56	5.44
		Total		7572367	3.87	7567291	5076	99.93	0.07
Total			959197790	731844159	76.30	731672232	171927	99.98	0.02

Notes:

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

For **ASIAN PAINTS LIMITED**

Ashwin Chimanlal Choksi	Digitally signed by Ashwin Chimanlal Choksi Date: 2018.06.27 11:42:58 +05'30'
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ASHWIN CHOKSI
CHAIRMAN

Appendix – 3

MAKARAND M. JOSHI & CO.

Company Secretaries

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

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Annual General Meeting (AGM)

To
Shri Ashwin Choksi
Chairman

of 72nd Annual General Meeting of the shareholders of Asian Paints Limited (having its Registered Office at 6A, Shantinagar, Santacruz (E), Mumbai - 400055), held on Tuesday, 26th June, 2018 at Yashwantrao Chavan Pratishthan Auditorium, Y.B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai - 400021.

Re: Scrutinizer's Report on voting through Remote E-voting, and electronic voting at the AGM venue in terms of provisions of the Companies Act, 2013 read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- 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 10th May, 2018 to conduct the following:
- (i) **Remote e-voting** process done by 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) **Electronic 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 72nd AGM held on Tuesday, 26th June, 2018.
- 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 on Friday, 22nd June, 2018 at 9.00 a.m. and ended on Monday, 25th June, 2018 at 5.00 p.m. and the NSDL remote e-voting platform was unblocked thereafter.
- C. 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 there under were counted.

- D. On the basis of the votes exercised by the shareholders of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated 26th June, 2018.
- E. The Company had appointed NSDL for conducting the e-voting by the shareholders of the Company at the AGM. After the time fixed for closing of the poll (e-voting at AGM) by the Chairman, votes cast were 'closed'. The votes cast were unblocked in the presence of two witnesses on 26th June, 2018.
- F. The report on electronic voting done at the AGM was generated in my presence along with Mr. Omkar Dindorkar and Mr. Shivang Goyal.
- G. On the basis of the votes exercised by the shareholders of the Company by way of electronic voting at the AGM of the Company held on 26th June, 2018, I have issued Scrutinizer's Report dated 26th June, 2018.

Date of AGM	26th June, 2018
Total number of shareholders on record date (i.e. as on Tuesday, 19th June, 2018)	1,83,061
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	25
Public	135
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	Not Applicable
Public	Not Applicable

Resolution Item No. 1 - Ordinary Resolution:

Adoption of financial statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors' thereon

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2) *100	[7]=[5]/(2) *100
1	Promoter and Promoter Group	E-Voting	506384482	504625602	99.65	504625602	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		504625602	99.65	504625602	0	100.00	0.00
2	Public - Institutional holders	E-Voting	257297387	216351809	84.09	215982883	368926	99.83	0.17
		Poll		0	0.00	0	0	0.00	0.00
		Total		216351809	84.09	215982883	368926	99.83	0.17
3	Public-Others	E-Voting	195515921	7498093	3.84	7498080	13	100.00	0.00
		Poll		64400	0.03	60899	3501	94.56	5.44
		Total		7562493	3.87	7558979	3514	99.95	0.05
Total			959197790	728539904	75.95	728167464	372440	99.95	0.05

Resolution Item No. 2 - Ordinary Resolution:

Declaration of dividend on Equity Shares for the financial year ended 31st March, 2018

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2) *100	[7]=[5]/(2) *100
1	Promoter and Promoter Group	E-Voting	506384482	504625602	99.65	504625602	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		504625602	99.65	504625602	0	100.00	0.00
2	Public - Institutional holders	E-Voting	257297387	219646190	85.37	219646190	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		219646190	85.37	219646190	0	100.00	0.00
3	Public-Others	E-Voting	195515921	7508718	3.84	7508711	7	100.00	0.00
		Poll		64400	0.03	60899	3501	94.56	5.44
		Total		7573118	3.87	7569610	3508	99.95	0.05
Total			959197790	731844910	76.30	731841402	3508	100.00	0.00

Resolution Item No. 3 - Ordinary Resolution:

Re-appointment of Mr. Ashwin Choksi (DIN: 00009095) as a Non-Executive Director of the Company.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2) *100	[7]=[5]/(2) *100
1	Promoter and Promoter Group	E-Voting	506384482	504625602	99.65	504625602	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		504625602	99.65	504625602	0	100.00	0.00
2	Public - Institutional holders	E-Voting	257297387	218753098	85.02	210236504	8516594	96.11	3.89
		Poll		0	0.00	0	0	0.00	0.00
		Total		218753098	85.02	210236504	8516594	96.11	3.89
3	Public-Others	E-Voting	195515921	7274968	3.72	7262851	12117	99.83	0.17
		Poll		64400	0.03	60899	3501	94.56	5.44
		Total		7339368	3.75	7323750	15618	99.79	0.21
Total			959197790	730718068	76.18	722185856	8532212	98.83	1.17

Resolution Item No. 4 - Ordinary Resolution:

Re-appointment of Mr. Ashwin Dani (DIN: 00009126) as a Non-Executive Director of the Company

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)]*100	[4]	[5]	[6]=[4]/(2)]*100	[7]=[5]/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	504625602	99.65	504625602	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		504625602	99.65	504625602	0	100.00	0.00
2	Public - Institutional holders	E-Voting	257297387	217674007	84.60	207278570	10395437	95.22	4.78
		Poll		0	0.00	0	0	0.00	0.00
		Total		217674007	84.60	207278570	10395437	95.22	4.78
3	Public-Others	E-Voting	195515921	7274650	3.72	7271816	2834	99.96	0.04
		Poll		64400	0.03	60899	3501	94.56	5.44
		Total		7339050	3.75	7332715	6335	99.91	0.09
Total			959197790	729638659	76.07	719236887	10401772	98.57	1.43

Resolution Item No. 5 - Ordinary Resolution:

Ratification of remuneration payable to M/s. RA & Co., Cost Accountants (Firm Registration Number 000242), Cost Auditors, of the Company for the financial year ending 31st March, 2019

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2) *100	[7]=[5]/(2) *100
1	Promoter and Promoter Group	E-Voting	506384482	504625602	99.65	504625602	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		504625602	99.65	504625602	0	100.00	0.00
2	Public - Institutional holders	E-Voting	257297387	219646190	85.37	219479339	166851	99.92	0.08
		Poll		0	0.00	0	0	0.00	0.00
		Total		219646190	85.37	219479339	166851	99.92	0.08
3	Public-Others	E-Voting	195515921	7507967	3.84	7506392	1575	99.98	0.02
		Poll		64400	0.03	60899	3501	94.56	5.44
		Total		7572367	3.87	7567291	5076	99.93	0.07
Total			959197790	731844159	76.30	731672232	171927	99.98	0.02

H. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Electronic voting facilitated at the AGM venue.

It is to be noted that:

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

Thanking you,
Yours faithfully,

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

MAKARAND
MADHUSU
DAN JOSHI

**Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 26.06.2018**