Asian Paints Limited
Asian Paints House
6A, Shantinagar
Santacruz (E)
Mumbai 400 055
T : (022) 6218 1000
F : (022) 6218 1111
www.asianpaints.com

APL/SEC/15/485

28th June, 2017

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

Sir,

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

This is to inform you that the 71st Annual General Meeting ("AGM") of the Company was held on Tuesday, 27th June, 2017 at 11.00 a.m. at Patkar Hall, Nathibai Thackersey Road, New Marine Lines, Mumbai – 400 020 and business mentioned in the Notice dated 11th May, 2017 convening the AGM were transacted.

In this regard, please find enclosed the following:

Proceedings of the AGM pursuant to Part A of Schedule III under Regulation 30 of the LODR Regulations	Annexure – 1
Voting results of the AGM pursuant to Regulation 44 of the LODR Regulations	Annexure - 2
Consolidated Report of the Scrutinizer dated 27th June, 2017, on remote e – voting, voting through Ballot forms and electronic voting at the AGM	Annexure – 3

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The above results are uploaded and are 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**

JAYESH MERCHANT
CFO & COMPANY SECRETARY,
PRESIDENT – INDUSTRIAL JVs

cc: The National Stock Exchange of India Limited

ANNEXURE – 1

BRIEF PROCEEDINGS OF THE 71ST ANNUAL GENERAL MEETING OF THE COMPANY

The 71st Annual General Meeting (AGM) of the Company was held on Tuesday, 27th June, 2017 at 11.00 a.m. at Patkar Hall, Nathibai Thackersey Road, New Marine Lines, Mumbai – 400 020. Mr. Jayesh Merchant, CFO & Company Secretary, President – Industrial JVs, welcomed all the Directors and the shareholders of the Company to the 71st 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 and Mr. R Seshsayee, who was attending his first AGM as a member of the Board of Directors of the Company, and shareholders 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 Auditors of the Company for the year ended 31st March, 2017 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 the facility to cast their vote electronically, on all resolutions set forth in the Notice convening the 71st Annual General Meeting of the Company. Members who were present at the AGM and had not cast their votes through remote e-voting or ballot forms were provided with an opportunity to cast their votes, electronically at the venue.

The following items of business, as per the Notice convening the 71st AGM of the Company dated 11th May, 2017 were transacted at the meeting.

1. Adoption of the financial statements of the Company for the financial year ended on 31st March, 2017 together with the reports of the Board of Directors and Auditors' thereon;
2. Declaration of dividend on equity shares for the financial year ended 31st March, 2017;
3. Re-appointment of Mr. Abhay Vakil (DIN: 00009151), as a Director of the Company;
4. Re-appointment of Ms. Amrita Vakil (DIN: 00170725), as a Director of the Company;
5. Ratification of appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number 117366W/W-100018) as Statutory Auditors of the Company;
6. Appointment of Mr. R Seshasayee (DIN: 00047985) as an Independent Director of the Company;
7. Re – appointment of Mr. K.B.S. Anand (DIN: 03518282) as the Managing Director & CEO of the Company for a period of 2 (two) years commencing from 1st April, 2018 to 31st March, 2020; and
8. Ratification of remuneration payable to M/s. RA & Co., Cost Accountants (Firm Registration Number 000242), Cost Auditors for the financial year ending 31st March, 2018.

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 this 71st AGM of the Company. Necessary clarifications were provided by the Chairman and the Managing Director of the Company. The Chairman, thereafter, thanked all the members for their participation at the AGM and for their constructive suggestions and comments.

The Chairman informed that the Board of Directors of the Company at their meeting held on 11th May, 2017 had appointed, Mr. Makarand M. Joshi, Partner, M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, as the Scrutinizer for the scrutiny of the votes cast through the remote e-voting platform and by way of Ballot forms.

He further informed the members that Mr. Harshadkumar Shah, shareholder of the Company, has been appointed as a member Scrutinizer in accordance with the Articles of Association of the Company.

Mr. Harshadkumar Shah, member Scrutinizer and Mr. Makarand M. Joshi, Partner, M/s. Makarand M. Joshi & Co., Practicing Company Secretaries were appointed to scrutinize the tablet based electronic voting process at the AGM venue.

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

The details of the voting results (remote e-voting, ballot and tablet based electronic voting) on all the resolutions as set out in the Notice of AGM are enclosed.

ANNEXURE - 2

Resolution Item No. 1 - Ordinary Resolution:

Adoption of Audited Financial Statements including Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	205260108	82.53	205260108	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		205260108	82.53	205260108	0	100.00	0.00	0	0.00
3	Public-Others	E-Voting	204104008	7436643	3.64	7436150	493	99.99	0.01	0	0.00
		Poll		126623	0.06	126623	0	100.00	0.00	0	0.00
		Postal Ballot		1112364	0.54	933066	3742	83.88	0.34	175556	15.78
		Total		8675630	4.25	8495839	4235	97.93	0.05	175556	2.02
	Total	E-Voting	959197790	712020373	74.23	712019880	493	100.00	0.00	0	0.00
		Poll		6945623	0.72	6945623	0	100.00	0.00	0	0.00
		Postal Ballot		1112364	0.12	933066	3742	83.88	0.34	175556	15.78
		Total		**720078360**	**75.07**	**719898569**	**4235**	**99.98**	**0.00**	**175556**	**0.02**



Resolution Item No. 2 - Ordinary Resolution:

Declaration of dividend on Equity Shares for the financial year ended 31st March, 2017.

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	207118711	83.28	207118711	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		207118711	83.28	207118711	0	100.00	0.00	0	0.00
3	Public-Others	E-Voting	204104008	7426668	3.64	7426668	0	100.00	0.00	0	0.00
		Poll		126623	0.06	126623	0	100.00	0.00	0	0.00
		Postal Ballot		1112368	0.55	904854	598	81.34	0.05	206916	18.60
		Total		8665659	4.25	8458145	598	97.61	0.01	206916	2.39
	Total	E-Voting		713869001	74.42	713869001	0	100.00	0.00	0	0.00
		Poll		6945623	0.72	6945623	0	100.00	0.00	0	0.00
		Postal Ballot		1112368	0.12	904854	598	81.34	0.05	206916	18.60
		Total	**959197790**	**721926992**	**75.26**	**721719478**	**598**	**99.97**	**0.00**	**206916**	**0.03**

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Resolution Item No. 3 - Ordinary Resolution:

Appointment of a Director in place of Mr. Abhay Vakil (DIN: 00009151), who retires by rotation and being eligible, offers himself for re-appointment

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	204963659	82.41	194988171	9975488	95.13	4.87	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		204963659	82.41	194988171	9975488	95.13	4.87	0	0.00
3	Public-Others	E-Voting	204104008	7436185	3.64	7435259	926	99.99	0.01	0	0.00
		Poll		126623	0.06	126623	0	100.00	0.00	0	0.00
		Postal Ballot		1112361	0.54	904479	604	81.31	0.05	207278	18.63
		Total		8675169	4.25	8466361	1530	97.59	0.02	207278	2.39
	Total	E-Voting	959197790	711723466	74.20	701747052	9976414	98.60	1.40	0	0.00
		Poll		6945623	0.72	6945623	0	100.00	0.00	0	0.00
		Postal Ballot		1112361	0.12	904479	604	81.31	0.05	207278	18.63
		Total	**959197790**	**719781450**	**75.04**	**709597154**	**9977018**	**98.59**	**1.39**	**207278**	**0.03**



Resolution Item No. 4 - Ordinary Resolution:

Appointment of a Director in place of Ms. Amrita Vakil (DIN: 00170725), who retires by rotation and being eligible, offers himself for re-appointment.

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	204963659	82.41	196809306	8154353	96.02	3.98	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		204963659	82.41	196809306	8154353	96.02	3.98	0	0.00
3	Public-Others	E-Voting	204104008	7436242	3.64	7425441	10801	99.85	0.15	0	0.00
		Poll		126623	0.06	126542	81	99.94	0.06	0	0.00
		Postal Ballot		1112368	0.55	904434	3847	81.31	0.35	204087	18.35
		Total		8675233	4.25	8456417	14729	97.48	0.17	204087	2.35
	Total	E-Voting		711723523	74.20	703558369	8165154	98.85	1.15	0	0.00
		Poll		6945623	0.72	6945542	81	100.00	0.00	0	0.00
		Postal Ballot		1112368	0.12	904434	3847	81.31	0.35	204087	18.35
		Total	**959197790**	**719781514**	**75.04**	**711408345**	**8169082**	**98.84**	**1.13**	**204087**	**0.03**



Resolution Item No. 5 - Ordinary Resolution:

Ratification of appointment of M/s. Deloitte Haskins and Sells., LLP, Chartered Accountants (Firm Registration Number – 117366W/W-100018) as Statutory Auditors of the Company .

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	205415319	82.59	200990442	4424877	97.85	2.15	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		205415319	82.59	200990442	4424877	97.85	2.15	0	0.00
3	Public-Others	E-Voting	204104008	7429401	3.64	7427806	1595	99.98	0.02	0	0.00
		Poll		126623	0.06	126623	0	100.00	0.00	0	0.00
		Postal Ballot		1112362	0.54	875298	761	78.69	0.07	236303	21.24
		Total		8668386	4.25	8429727	2356	97.25	0.03	236303	2.73
	Total	E-Voting	959197790	712168342	74.25	707741870	4426472	99.38	0.62	0	0.00
		Poll		6945623	0.72	6945623	0	100.00	0.00	0	0.00
		Postal Ballot		1112362	0.12	875298	761	78.69	0.07	236303	21.24
		Total	**959197790**	**720226327**	**75.09**	**715562791**	**4427233**	**99.35**	**0.61**	**236303**	**0.04**



Resolution Item No. 6 –Ordinary Resolution:

Appointment of Mr. R. Seshasayee (DIN: 00047985) as an Independent Director of the Company.

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	204963659	82.41	203817548	1146111	99.44	0.56	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		204963659	82.41	203817548	1146111	99.44	0.56	0	0.00
3	Public-Others	E-Voting	204104008	7434200	3.64	7416099	18101	99.76	0.24	0	0.00
		Poll		126623	0.06	126623	0	100.00	0.00	0	0.00
		Postal Ballot		1112368	0.55	871289	3108	78.33	0.28	237971	21.39
		Total		8673191	4.25	8414011	21209	97.01	0.24	237971	2.74
	Total	E-Voting		711721481	74.20	710557269	1164212	99.84	0.16	0	0.00
		Poll		6945623	0.72	6945623	0	100.00	0.00	0	0.00
		Postal Ballot		1112368	0.12	871289	3108	78.33	0.28	237971	21.39
		Total	**959197790**	**719779472**	**75.04**	**718374181**	**1167320**	**99.80**	**0.16**	**237971**	**0.04**



Resolution Item No. 7 - Ordinary Resolution:

Re-appointment of Mr. K. B. S. Anand (DIN: 03518282) as the Managing Director and CEO of the Company for a period of 2 (two) years commencing from 1st April, 2018 to 31st March, 2020

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	206552788	83.05	202140636	4412152	97.86	2.14	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		206552788	83.05	202140636	4412152	97.86	2.14	0	0.00
3	Public-Others	E-Voting	204104008	7435073	3.64	7434295	778	99.99	0.01	0	0.00
		Poll		126623	0.06	126623	0	100.00	0.00	0	0.00
		Postal Ballot		1112352	0.54	875070	629	78.67	0.06	236653	21.28
		Total		8674048	4.25	8435988	1407	97.26	0.02	236653	2.73
	Total	E-Voting	959197790	713311483	74.37	708898553	4412930	99.38	0.62	0	0.00
		Poll		6945623	0.72	6945623	0	100.00	0.00	0	0.00
		Postal Ballot		1112352	0.12	875070	629	78.67	0.06	236653	21.28
		Total	**959197790**	**721369458**	**75.21**	**716719246**	**4413559**	**99.36**	**0.61**	**236653**	**0.03**

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Resolution Item No. 8 - Ordinary Resolution:

Ratification of remuneration payable to M/s. RA and Co. Cost Accountants (Firm registration Number 000242), Cost Auditors, of the Company for the financial year ending 31st March, 2018

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	207118711	83.28	206544968	573743	99.72	0.28	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		207118711	83.28	206544968	573743	99.72	0.28	0	0.00
3	Public-Others	E-Voting	204104008	7430522	3.64	7427894	2628	99.96	0.04	0	0.00
		Poll		126623	0.06	126623	0	100.00	0.00	0	0.00
		Postal Ballot		1112368	0.55	871154	1703	78.32	0.15	239511	21.53
		Total		8669513	4.25	8425671	4331	97.19	0.05	239511	2.76
	Total	E-Voting	959197790	713872855	74.42	713296484	576371	99.92	0.08	0	0.00
		Poll		6945623	0.72	6945623	0	100.00	0.00	0	0.00
		Postal Ballot		1112368	0.12	871154	1703	78.32	0.15	239511	21.53
		Total	**959197790**	**721930846**	**75.26**	**721113261**	**578074**	**99.89**	**0.08**	**239511**	**0.03**

ASIAN PAINTS LIMITED MUMBAI 400 055.

Notes:

1. Voting rights w.r.t. the shares transferred to 'Asian Paints Limited – Unclaimed Suspense Account' were frozen.
2. All the aforesaid resolutions were passed with requisite majority.

For **ASIAN PAINTS LIMITED**

Ashwin Choksi

ASHWIN CHOKSI
CHAIRMAN



ANNEXURE - 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, voting through Ballot forms and electronic voting at the Annual General Meeting (AGM)

To,
Shri Ashwin Choksi
Chairman
of 71st Annual General Meeting of the shareholders of Asian Paints Limited (having its Registered Office at 6A, Shantinagar, Santacruz (E), Mumbai - 400055), held on Tuesday, 27th June, 2017 at Patkar Hall , Nathibai Thackersey Road, New Marine Lines, Mumbai – 400 020.

Re: Scrutinizer's Report on voting through Remote E-voting, voting through Ballot forms, 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 11th May, 2017 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) **Electronic Voting at the AGM** (as a Joint Scrutinizer with Shri. Harshadkumar Y. Shah , Member Scrutinizer) 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 Tuesday, 27th June, 2017.

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, 23rd June, 2017 at 9.00 a.m. and ended on Monday, 26th June, 2016 at 5.00 p.m. and the National Securities Depository Services Limited (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. Votes cast through physical ballot forms received up to Monday, 26th June, 2017 were considered.

D. The Company had also provided voting by Physical Ballot forms to the members who do not have access to remote e-voting.

E. 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 dated 27th June, 2017.

F. The Company had appointed NSDL for conducting the e-voting by the shareholders of the Company at the Annual General Meeting. 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 27th June, 2017.

G. The report on Electronic voting done at the AGM was generated in my presence along with Mr. Omkar Dindorkar and Mr. Shivang Goyal.

H. 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 27th June, 2017, I have issued Scrutinizer's Report dated 27th June, 2017.

Resolution Item No. 1 - Ordinary Resolution:

Adoption of Audited Financial Statements including Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	205260108	82.53	205260108	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		205260108	82.53	205260108	0	100.00	0.00	0	0.00
3	Public-Others	E-Voting	204104008	7436643	3.64	7436150	493	99.99	0.01	0	0.00
		Poll		126623	0.06	126623	0	100.00	0.00	0	0.00
		Postal Ballot		1112364	0.54	933066	3742	83.88	0.34	175556	15.78
		Total		8675630	4.25	8495839	4235	97.93	0.05	175556	2.02
	Total	E-Voting	959197790	712020373	74.23	712019880	493	100.00	0.00	0	0.00
		Poll		6945623	0.72	6945623	0	100.00	0.00	0	0.00
		Postal Ballot		1112364	0.12	933066	3742	83.88	0.34	175556	15.78
		Total		**720078360**	**75.07**	**719898569**	**4235**	**99.98**	**0.00**	**175556**	**0.02**

Resolution Item No. 2 - Ordinary Resolution:

Declaration of dividend on Equity Shares for the financial year ended 31st March, 2017.

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	207118711	83.28	207118711	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		207118711	83.28	207118711	0	100.00	0.00	0	0.00
3	Public-Others	E-Voting	204104008	7426668	3.64	7426668	0	100.00	0.00	0	0.00
		Poll		126623	0.06	126623	0	100.00	0.00	0	0.00
		Postal Ballot		1112368	0.55	904854	598	81.34	0.05	206916	18.60
		Total		8665659	4.25	8458145	598	97.61	0.01	206916	2.39
	Total	E-Voting		713869001	74.42	713869001	0	100.00	0.00	0	0.00
		Poll		6945623	0.72	6945623	0	100.00	0.00	0	0.00
		Postal Ballot		1112368	0.12	904854	598	81.34	0.05	206916	18.60
		Total	**959197790**	**721926992**	**75.26**	**721719478**	**598**	**99.97**	**0.00**	**206916**	**0.03**

Resolution Item No. 3 - Ordinary Resolution:

Appointment of a Director in place of Mr. Abhay Vakil (DIN: 00009151), who retires by rotation and being eligible, offers himself for re-appointment

	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**	**Invalid Votes**	**% of Votes invalid on votes polled**
			[1]	**[2]**	**[3]=[(2)/(1)]*100**	**[4]**	**[5]**	**[6]=[(4)/(2)]*100**	**[7]=[(5)/(2)]*100**	**[8]**	**[9]=[(8)/(2)]*100**
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	204963659	82.41	194988171	9975488	95.13	4.87	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		204963659	82.41	194988171	9975488	95.13	4.87	0	0.00
3	Public-Others	E-Voting	204104008	7436185	3.64	7435259	926	99.99	0.01	0	0.00
		Poll		126623	0.06	126623	0	100.00	0.00	0	0.00
		Postal Ballot		1112361	0.54	904479	604	81.31	0.05	207278	18.63
		Total		8675169	4.25	8466361	1530	97.59	0.02	207278	2.39
	Total	E-Voting	959197790	711723466	74.20	701747052	9976414	98.60	1.40	0	0.00
		Poll		6945623	0.72	6945623	0	100.00	0.00	0	0.00
		Postal Ballot		1112361	0.12	904479	604	81.31	0.05	207278	18.63
		Total	**959197790**	**719781450**	**75.04**	**709597154**	**9977018**	**98.59**	**1.39**	**207278**	**0.03**

Resolution Item No. 4 - Ordinary Resolution:

Appointment of a Director in place of Ms. Amrita Vakil (DIN: 00170725), who retires by rotation and being eligible, offers himself for re-appointment.

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	204963659	82.41	196809306	8154353	96.02	3.98	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		204963659	82.41	196809306	8154353	96.02	3.98	0	0.00
3	Public-Others	E-Voting	204104008	7436242	3.64	7425441	10801	99.85	0.15	0	0.00
		Poll		126623	0.06	126542	81	99.94	0.06	0	0.00
		Postal Ballot		1112368	0.55	904434	3847	81.31	0.35	204087	18.35
		Total		8675233	4.25	8456417	14729	97.48	0.17	204087	2.35
	Total	E-Voting	959197790	711723523	74.20	703558369	8165154	98.85	1.15	0	0.00
		Poll		6945623	0.72	6945542	81	100.00	0.00	0	0.00
		Postal Ballot		1112368	0.12	904434	3847	81.31	0.35	204087	18.35
		Total		**719781514**	**75.04**	**711408345**	**8169082**	**98.84**	**1.13**	**204087**	**0.03**

Resolution Item No. 5 - Ordinary Resolution:

Ratification of appointment of M/s. Deloitte Haskins and Sells., LLP, Chartered Accountants (Firm Registration Number – 117366W/W-100018) as Statutory Auditors of the Company .

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	205415319	82.59	200990442	4424877	97.85	2.15	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		205415319	82.59	200990442	4424877	97.85	2.15	0	0.00
3	Public-Others	E-Voting	204104008	7429401	3.64	7427806	1595	99.98	0.02	0	0.00
		Poll		126623	0.06	126623	0	100.00	0.00	0	0.00
		Postal Ballot		1112362	0.54	875298	761	78.69	0.07	236303	21.24
		Total		8668386	4.25	8429727	2356	97.25	0.03	236303	2.73
	Total	E-Voting	959197790	712168342	74.25	707741870	4426472	99.38	0.62	0	0.00
		Poll		6945623	0.72	6945623	0	100.00	0.00	0	0.00
		Postal Ballot		1112362	0.12	875298	761	78.69	0.07	236303	21.24
		Total	**959197790**	**720226327**	**75.09**	**715562791**	**4427233**	**99.35**	**0.61**	**236303**	**0.04**

Resolution Item No. 6 –Ordinary Resolution:

Appointment of Mr. R. Seshasayee as an Independent Director of the Company.

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	204963659	82.41	203817548	1146111	99.44	0.56	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		204963659	82.41	203817548	1146111	99.44	0.56	0	0.00
3	Public-Others	E-Voting	204104008	7434200	3.64	7416099	18101	99.76	0.24	0	0.00
		Poll		126623	0.06	126623	0	100.00	0.00	0	0.00
		Postal Ballot		1112368	0.55	871289	3108	78.33	0.28	237971	21.39
		Total		8673191	4.25	8414011	21209	97.01	0.24	237971	2.74
	Total	E-Voting		711721481	74.20	710557269	1164212	99.84	0.16	0	0.00
		Poll		6945623	0.72	6945623	0	100.00	0.00	0	0.00
		Postal Ballot		1112368	0.12	871289	3108	78.33	0.28	237971	21.39
		Total	**959197790**	**719779472**	**75.04**	**718374181**	**1167320**	**99.80**	**0.16**	**237971**	**0.04**

Resolution Item No. 7 - Ordinary Resolution:

Re-appointment of Mr. K. B. S. Anand (DIN: 03518282) as the Managing Director and CEO of the Company for a period of 2 (two) years commencing from 1st April, 2018 to 31st March, 2020

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	206552788	83.05	202140636	4412152	97.86	2.14	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		206552788	83.05	202140636	4412152	97.86	2.14	0	0.00
3	Public-Others	E-Voting	204104008	7435073	3.64	7434295	778	99.99	0.01	0	0.00
		Poll		126623	0.06	126623	0	100.00	0.00	0	0.00
		Postal Ballot		1112352	0.54	875070	629	78.67	0.06	236653	21.28
		Total		8674048	4.25	8435988	1407	97.26	0.02	236653	2.73
	Total	E-Voting	959197790	713311483	74.37	708898553	4412930	99.38	0.62	0	0.00
		Poll		6945623	0.72	6945623	0	100.00	0.00	0	0.00
		Postal Ballot		1112352	0.12	875070	629	78.67	0.06	236653	21.28
		Total	**959197790**	**721369458**	**75.21**	**716719246**	**4413559**	**99.36**	**0.61**	**236653**	**0.03**

Resolution Item No. 8 - Ordinary Resolution:

Ratification of remuneration payable to M/s. RA and Co. Cost Accountants (Firm registration Number 000242), Cost Auditors, of the Company for the financial year ended 31st March, 2018

	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	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	506384482	499323622	98.61	499323622	0	100.00	0.00	0	0.00
		Poll		6819000	1.35	6819000	0	100.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		506142622	99.95	506142622	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	248709300	207118711	83.28	206544968	573743	99.72	0.28	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00	0	0.00
		Total		207118711	83.28	206544968	573743	99.72	0.28	0	0.00
3	Public-Others	E-Voting	204104008	7430522	3.64	7427894	2628	99.96	0.04	0	0.00
		Poll		126623	0.06	126623	0	100.00	0.00	0	0.00
		Postal Ballot		1112368	0.55	871154	1703	78.32	0.15	239511	21.53
		Total		8669513	4.25	8425671	4331	97.19	0.05	239511	2.76
	Total	E-Voting		713872855	74.42	713296484	576371	99.92	0.08	0	0.00
		Poll		6945623	0.72	6945623	0	100.00	0.00	0	0.00
		Postal Ballot		1112368	0.12	871154	1703	78.32	0.15	239511	21.53
		Total	**959197790**	**721930846**	**75.26**	**721113261**	**578074**	**99.89**	**0.08**	**239511**	**0.03**

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 Electronic voting at the AGM:-

It is to be noted that Voting rights on the shares transferred to 'Asian Paints Limited – Unclaimed Suspense Account' are frozen.

Thanking you,
Yours faithfully,

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

MAKARAND MADHUSUDAN JOSHI

Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 27.06.2017