



Asian Paints Limited
Asian Paints House
6A, Shantinagar,
Santacruz (East)
Mumbai 400 055
www.asianpaints.com

APL/SEC/08/138

November 12, 2012

✓ BSE Limited
Corporate Relationship Department
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Sir(s),

Sub: Compliance under Clause 31(e) of the Listing Agreement

Pursuant to the captioned subject, please find enclosed the following:

1. Three (3) copies of the Notice of Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 for alteration of the main object clause of the Memorandum of Association of the Company under Sections 16, 17, 18 and 149 (2A) of the Companies Act, 1956.

Thanking you,

Yours faithfully,

For ASIAN PAINTS LIMITED


AUTHORISED SIGNATORY

Cc: The National Stock Exchange of India Limited

Encl.: a/a



Business Standard MUMBAI | WEEKEND, 10 NOVEMBER 2012

Asian Paints Limited
 Regd. Office: 6A, Shantnagar,
 Santacruz (East), Mumbai-400 055
 website: www.asianpaints.com
 email: investor.relations@asianpaints.com

**Notice to members pursuant to Section
 192A of the Companies Act, 1956**

Members are hereby informed that the Company has on November 9, 2012 completed the despatch of the Notice under Section 192A of the Companies Act, 1956, read with the ~~Ballot Notice~~ *Resolution by Postal Ballot* Rules, 2011 along with Postal in relation to the following matters by passing Special Resolutions;

1. Alteration of the main object clause of the Memorandum of Association of the Company pursuant to Sections 15, 17, 18 and other applicable clauses of the Companies Act, 1956 as set out in the Item No. 1 of the Postal Ballot Notice.
2. Commencement of all or any of the new line of the businesses as set out in the Item No. 1 of the Postal Ballot Notice pursuant to the provisions of Section 149 (2A) and other applicable provisions of the Companies Act, 1956

The Board of Directors of the Company has appointed Mr. Ashish Shah, Partner, Shah & Co., Chartered Accountants, Joint Statutory Auditors of the Company as the Scrutinizer for conducting the Postal Ballot. The date of commencement of voting is ~~November 12, 2012~~ *November 12, 2012* and the date of end of voting is ~~November 17, 2012~~ *November 17, 2012*.

Members are requested to vote by placing a tick mark at the appropriate place indicating the assent or dissent to the special resolution. For electronic mode of voting the members are requested to read the instructions printed in the Notice of Postal Ballot carefully.

Members may please return the form duly completed in all respects in the self-addressed ~~pre-paid postage envelope~~ *pre-paid postage envelope* attached along with the Notice so as to reach the Scrutinizer ~~and registered office~~ *and registered office*.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on December 17, 2012. The Postal Ballot result will be put on the Company's website www.asianpaints.com.

A Member may request for duplicate Postal Ballot Forms from the Company's Registrar and Transfer Agent, M/s. Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, Second Floor, Saki Naka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai-400 072, if so required.

For ASIAN PAINTS LIMITED
JAYESH MERCHANT
CHIEF FINANCIAL OFFICER &
COMPANY SECRETARY

Place : Mumbai
 Date : November 9, 2012

Sl. No.	Shareholder's Name	Shareholder's Address	Shareholder's Telephone No.	Shareholder's E-mail Address	Shareholder's Signature
1	Mr. Ashish Shah	Partner, Shah & Co., Chartered Accountants			
2	Mr. Jayesh Merchant	Chief Financial Officer & Company Secretary			
3	Mr. Ashish Shah	Partner, Shah & Co., Chartered Accountants			
4	Mr. Jayesh Merchant	Chief Financial Officer & Company Secretary			
5	Mr. Ashish Shah	Partner, Shah & Co., Chartered Accountants			
6	Mr. Jayesh Merchant	Chief Financial Officer & Company Secretary			
7	Mr. Ashish Shah	Partner, Shah & Co., Chartered Accountants			
8	Mr. Jayesh Merchant	Chief Financial Officer & Company Secretary			
9	Mr. Ashish Shah	Partner, Shah & Co., Chartered Accountants			
10	Mr. Jayesh Merchant	Chief Financial Officer & Company Secretary			

Business Standard MUMBAI | WEEKEND, 10 NOVEMBER 2012

Asian Paints Limited
 Regd. Office: 6A, Shantinagar,
 Santacruz (East), Mumbai-400 055
 website: www.asianpaints.com
 email: investor.relations@asianpaints.com

**Notice to members pursuant to Section
 102A of the Companies Act, 1956**

Members are hereby informed that the Company has on November 9, 2012 completed the despatch of the Notice under Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 along with Postal Ballot form and a prepaid self addressed reply envelope, for seeking members consent in relation to the following matters by passing Special Resolutions:

1. Alteration of the main object clause of the Memorandum of Association of the Company pursuant to Sections 18, 17, 18 and other applicable clauses of the Companies Act, 1956 as set out in the Item No. 1 of the Postal Ballot Notice.
2. Commencement of all or any of the new line of the businesses as set out in the Item No. 2 of the Postal Ballot Notice and other applicable provisions of the Companies Act, 1956.

The Board of Directors of the Company has appointed Mr. Ashish Shah, Partner, Shah & Co., Chartered Accountants, Joint Statutory Auditors of the Company as the Scrutinizer for conducting the Postal Ballot. The date of commencement of voting through Postal Ballot or electronic mode is November 10, 2012 and the date of end of voting is December 9, 2012.

Members are requested to place a tick mark at the appropriate place indicating the assent or dissent to the special resolution. For electronic mode of voting the members are requested to read the instructions printed in the Notice of Postal Ballot carefully.

Members may please return the form duly completed in all respects in the self-addressed pre-paid postage envelope attached along with the notice so as to reach the Scrutinizer at the Registered Office of the Company not later than December 9, 2012.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on December 17, 2012. The Postal Ballot result will be put on the Company's website www.asianpaints.com.

A Member may request for duplicate Postal Ballot Forms from the Company's Registrar and Transfer Agent, M/s. Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai-400 072, if so required.

For ASIAN PAINTS LIMITED
 ad/
JAYESH MERCHANT
 CHIEF FINANCIAL OFFICER &
 COMPANY SECRETARY

Place : Mumbai
 Date : November 9, 2012

Sl. No.	NAME OF THE MEMBER	ADDRESS	PHONE NO.	EMAIL ID	MOBILE NO.
1	MR. J. K. SHARMA	101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000	101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 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399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 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799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000		
2	MR. J. K. SHARMA	101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 75			

Asian Paints Limited
Registered Office : 6A, Shantinagar, Santacruz (East), Mumbai - 400 055.
Website : www.asianpaints.com, e-mail : investorrelations@asianpaints.com

POSTAL BALLOT NOTICE
(Pursuant to Section 172A of the Companies Act, 1956)

Dear Member(s),

NOTICE is hereby given pursuant to Section 172A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, to transact the following special business by passing the resolutions set out below through Postal Ballot.

The Company is desirous of seeking your consent to the proposals contained in the resolutions set out below. An Explanatory Statement under Section 173(2) of the Act, giving all material facts and the reasons for the Special Resolutions is also annexed. You are requested to read carefully the instructions given in the Postal Ballot Form and return the said Form duly completed and signed, in the postage prepaid self-addressed envelope so as to reach the Scrutinizer on or before December 9, 2012, at the Company's Registered Office at 6A, Shantinagar, Santacruz (East), Mumbai - 400 055.

The Company is pleased to offer to the members, e-voting facility as an alternative, in accordance with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. For this purpose, it has engaged National Securities Depositories Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA). The procedure for e-voting is given after the Explanatory Statement below.

SPECIAL BUSINESS:

ITEM NO.:

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

"RESOLVED THAT pursuant to the provisions of Sections 16, 17, 18 and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as 'the Act'), including any statutory modification or re-enactment thereof for the time being in force, read with Section 172A of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the following clause of the Memorandum of Association of the Company be and is hereby altered by inserting the following Clause 3-B in the existing Clause 3-A of the Memorandum of Association of the Company:

"Clause 3-B - To carry on the business of home improvement & decor including interior and exterior furnishes & decorators for home, offices, factories or any other building and for the purpose to manufacture, process, produce, prepare, make, sell, purchase, import, export, trade, market, all types of items/products of exterior and interior decoration/furnishing, modular furniture, modular kitchens, all kinds of kitchen appliances, wooden furniture, steel furniture including wood, mica, laminates, partitions, panel products, rods, laminates, plywood, doors, windows made from wood, board, aluminium, kitchenware, varnishes, blinds, grills, door closures, all types of fittings, bathroom fixtures and other fixtures, hardware, glasses, mirrors, sun films, wall papers, wall cladding, leatherette cloth, sanitary fittings, electric fittings and other accessories, fans, lamps, coolers, security items, all kinds of appliances and other products; all types of building materials including flooring materials which includes tiles, wooden flooring, flooring laminates, industrial flooring, carpets, rugs; all types of roofing materials, shingles; insulation materials, construction chemicals, water proofing, precast building materials and other building material and architectural work."

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

ITEM NO.:

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

"RESOLVED THAT pursuant to the provisions of Section 172A of the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force, the approval of the members be and is hereby accorded to the Company for commencement of all or any of the businesses proposed in the Clause 3-B of the Memorandum of Association of the Company.

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

BY ORDER OF THE BOARD OF DIRECTORS

JAYESH MERCHANT
CHIEF FINANCIAL OFFICER &
COMPANY SECRETARY

MUMBAI
OCTOBER 25, 2012

REGISTERED OFFICE:
6A, SHANTINAGAR, SANTACRUZ (EAST),

NOTES:

1. An Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 in respect of the business specified above is annexed hereto.
2. Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as on October 30, 2012.
3. You are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self-addressed Business Reply Envelope so as to reach the Scrutinizer on or before December 9, 2012 at the following address:

Mukulshish H Shah
C/o Asian Paints Limited
6A, Shantinagar,
Santacruz (East),
Mumbai 400 055

4. In compliance with the provisions of Section 172A of the Companies Act, 1956 read with (Passing of Resolution by Postal Ballot) Rules, 2011, the Company also offers e-voting option to all the members. For this purpose, the Company has signed an agreement with NSDL for facilitating e-voting and is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

The instructions for Members for e-voting are as under

- (a) In case of Members receiving e-mail from NSDL:

- (i) Open e-mail and open PDF file viz: 'Asian Paints e-Voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

- (iii) Click on Member - Login

- (iv) Put User ID and password as initial password noted in step (i) above. Click Login

Password change menu appears. Change the password with new password of your choice with minimum 8 digit characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (v) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles

- (vi) Select "EVEN" of Asian Paints Limited

- (vii) Now you are ready for e-Voting as Cast Vote page opens

- (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- (ix) Upon confirmation, the message "Vote cast successfully" will be displayed

- (x) Once you have voted on the resolution, you will not be allowed to modify your vote

- (xi) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail asianpaints@nsdl.com with a copy marked to evoting@nsdl.com

- (b) In case of Members receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from SI. No. (i) to SI. No. (xi) above to cast vote.

- (c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Member and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone No: 022-24996000

- (d) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

- (e) You can also update your mobile number and e-mail id in the user profile details of the ID which may be used for sending

**Asian Paints Limited**

Registered Office : 6A, Shantinagar, Santacruz (East), Mumbai - 400 055.
 website: www.asianpaints.com, e-mail: investor.relations@asianpaints.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Serial No.:

Name(s) of Member(s) including joint holder(s) :
 any (in block letters)

Registered Address of the Sole/
 First Member :

(3) Registered Folio No. / DPID No.* / Client ID No.* :
 (*Applicable to investors holding shares in demat form)

(4) No. of Shares held :

(5) I/We hereby exercise my/our vote in respect of the special resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark in the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Special Resolution for alteration of the Main Object Clause of the Memorandum of Association of the Company pursuant to Sections 16, 17, 18 and other applicable provisions of the Companies Act, 1956			
2	Special Resolution for commencement of all or any of the new businesses as set out in the Item No. 1 of the Postal Ballot Notice pursuant to the provisions of Section 149 (2A) and other applicable provisions of the Companies Act, 1956			

Place :

Date :

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note : Kindly read the instructions printed overleaf before filing the form.

Asian Paints Limited
Registered Office : 6A, Shantinagar, Santacruz (East), Mumbai - 400 055.
website: www.asianpaints.com, e-mail: investor.relations@asianpaints.com

POSTAL BALLOT NOTICE
(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, to transact the following special business by passing the resolutions set out below through Postal Ballot.

The Company is desirous of seeking your consent to the proposals contained in the resolutions set out below. An Explanatory Statement under Section 173(2) of the Act, giving all material facts and the reasons for the Special Resolutions is also annexed. You are requested to read carefully the instructions given in the Postal Ballot Form and return the said Form duly completed and signed, in the postage prepaid self addressed envelope so as to reach the Scrutinizer on or before December 9, 2012, at the Company's Registered Office at 6A, Shantinagar, Santacruz (East), Mumbai- 400 055.

The Company is pleased to offer to the members, e-voting facility as an alternative, in accordance with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. For this purpose it has engaged National Securities Depositories Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA). The procedure for e-voting is given after the Explanatory Statement below.

SPECIAL BUSINESS:

ITEM NO. 1:

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

"RESOLVED THAT pursuant to the provisions of Sections 16, 17, 18 and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act"), including any statutory modification or re-enactment thereof for the time being in force, read with Section 192A of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Object Clause of the Memorandum of Association of the Company be and is hereby altered by inserting the following Clause 3-B after the existing Clause 3-A of the Memorandum of Association of the Company:

"Clause 3-B - To carry on the business of home improvement & decor including interior and exterior furnishes & decorators for home, offices, factories or any other building and for the purposes manufacture, process, produce, prepare, make, sell, purchase, import, export, trade, market, all types of items/products of exterior and interior decoration/furnishing/modular furniture, modular kitchens, all kinds of kitchen appliances, wooden furniture, steel furniture including wood, mica, laminates, partitions, panel products, rods, laminates, plywood, doors, windows made from wood, board, aluminium, kitchenware, variation blinds, grills, floor closures, all types of fittings, bathroom faucets and chair fixtures, hardware, glasses, mirrors, sun films, wallpapers, wall cladding, leatherette cloth, sanitary fittings, electric fittings and other accessories, fans, lamps, coolers, security items, all kinds of appliances and other products; all types of building materials including flooring materials which includes tiles, wooden flooring, flooring laminates, industrial flooring, carpets, rugs; all types of roofing materials, shingles; insulation materials, construction chemicals, waterproofing, prefabricated building materials and other building material and architectural work".

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

ITEM NO. 2:

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

"RESOLVED THAT pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force, the approval of the members be and is hereby accorded to the Company for commencement of all or any of the businesses proposed in the Clause 3-B of the Memorandum of Association of the Company.

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

BY ORDER OF THE BOARD OF DIRECTORS

JAYESH MERCHANT
CHIEF FINANCIAL OFFICER &
COMPANY SECRETARY

MUMBAI
OCTOBER 25, 2012

REGISTERED OFFICE
6A, SHANTINAGAR, SANTACRUZ (EAST),
MUMBAI - 400 055.

1. An Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 in respect of the business specified above is annexed hereto.
2. Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as on October 30, 2012.
3. You are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self-addressed Business Reply Envelope so as to reach the Scrutinizer on or before December 9, 2012 at the following address:

Mr. Ashish H Shah
C/o Asian Paints Limited
6A, Shantinagar,
Santacruz (East),
Mumbai 400 055

4. In compliance with the provisions of Section 192A of the Companies Act, 1956 read with (Passing of Resolution by Postal Ballot) Rules, 2011, the Company also offers e-voting option to all the members. For this purpose, the Company has signed an agreement with NSDL for facilitating e-voting and is pleased to offer e-voting facility for the members to enable them to cast their vote electronically. Members have option to vote either through e-voting or through Postal Ballot Form. If a member has opted for e-voting, he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot & e-voting, the voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

The instructions for Members for e-voting are as under:

- (a) In case of Members receiving e-mail from NSDL :
 - (i) Open e-mail and open PDF file viz: "Asian Paints e-voting pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Member - Login
 - (iv) Put User ID and password as initial password noted in step (i) above. Click Login
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digit characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on E-Voting: Active Voting Cycle
 - (vii) Select "EVENT" of Asian Paints Limited
 - (viii) Now you are ready for e-Voting as Cast Vote page opens
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xii) Institutional members (i.e. other than individuals, MFIs, NRIs etc.) are required to send scanned copy (PDF/LPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail asianpaints.scri@nsdl.com with a copy marked to evoting@nsdl.co.in.

- (b) In case of Members receiving Postal Ballot form by Post
 - (i) Initial password is provided as below at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

- (i) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above to cast vote.
- (c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user name for Members available at the Downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone No: 022-29989600
- (d) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- (e) You can also update your mobile number and e-mail id in the user profile details of the following which may be used for sending future communication(s).

Asian Paints Limited

Registered Office : 6A, Shantinagar, Santacruz (East), Mumbai - 400 055.
website: www.asianpaints.com, e-mail: investorrelations@asianpaints.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Serial No.:

- (1) **Name(s) of Member(s)** including joint holder(s) :
if any (in block letters)
- (2) **Registered Address of the Sole/
First Member :**
- (3) **Registered Folio No. / DPID No.* / Client ID No.* :**
(*Applicable to investors holding shares in demat form)
- (4) **No. of Shares held :**
- (5) **I/We hereby exercise my/our vote in respect of the special resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark in the appropriate box below:**

Item No.	Description	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Special Resolution for alteration of the Main Object Clause of the Memorandum of Association of the Company pursuant to Sections 16, 17, 18 and other applicable provisions of the Companies Act, 1956			
2	Special Resolution for commencement of all or any of the new businesses as set out in the Item No. 1 of the Postal Ballot Notice pursuant to the provisions of Section 149 (2A) and other applicable provisions of the Companies Act, 1956			

Place :

Date :

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note : Kindly read the instructions printed overleaf before filing the form.
Last date for receipt of Postal Ballot Forms by the Scrutinizer is December 9, 2012.