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/15/148

26th May, 2016

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

Sir(s),

Sub: **Compliance under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)**

This is with reference to our letter no. APL/SEC/13/251 dated 22nd April, 2016 enclosing the postal ballot notice dated 14th March, 2016, along with the annexures, for seeking consent of the members by way of special resolution with respect to change of the place of keeping and inspection of Register and Index of Members, returns, etc. of the Company.

In connection with the above and pursuant to Regulation 44 of the Listing Regulations, we would like to inform you that the aforesaid resolution has been passed by the members of the Company by requisite majority.

Please find enclosed the voting results and Report of the Scrutinizer on voting through postal ballot in accordance with Rule 22 of the Companies (Management and Administration) Rules, 2014.

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

Postal Ballot Voting Results

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Date of Postal Ballot Notice	**Notice dated 14th March, 2016 (Voting start date: 25th April, 2016 and Voting End Date: 24th May, 2016)**
Total number of shareholders on record date: (i.e. as on 15th April, 2016)	**1,65,272**
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter group Public	**Not applicable**
No. of shareholders attended the meeting through Video Conferencing: Promoter and Promoter group Public	**Not applicable**

Agenda: Change of place of keeping and inspection of Register and Index of members, returns, etc. of the Company

Resolution required: (Ordinary/ Special):			**Special Resolution**					
Whether promoter/ promoter group are interested in the agenda/ resolution?			**No**					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	506384482	498615212	98.47	498615212	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		**498615212**	**98.47**	**498615212**	**0**	**100**	**0**
Public- Institutions	E-Voting	246449608	190990453	77.50	190990453	0	100	0
	Postal Ballot		1008742	0.41	1008742	0	100	0
	Total		**191999195**	**77.91**	**191999195**	**0**	**100**	**0**
Public- Non Institutions	E-Voting	206363700	6108646	2.96	6107442	1204	99.98	0.02
	Postal Ballot		2627556	1.27	2620130	7426	99.72	0.28
	Total		**8736202**	4.23	**8727572**	**8630**	**99.90**	**0.10**
Total		**959197790**	**699350609**	**72.91**	**699341979**	**8630**	**100.00**	**0.00**

*No. of votes polled does not include 'no. of votes invalid'.

Voting rights on the shares transferred to 'Asian Paints Limited - Unclaimed Suspense Account' are frozen.

For **ASIAN PAINTS LIMITED**

Ashwin Choksi

ASHWIN CHOKSI
CHAIRMAN

ASIAN PAINTS LIMITED MUMBAI 400 055.

Place: Mumbai
Date: 26th May, 2015

MAKARAND M. JOSHI & CO.

Company Secretaries

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

Scrutinizer Report (Postal Ballot)

Shri. Ashwin Choksi
Chairman,
Asian Paints Limited,
6A, Shanti Nagar,
Santacruz (East),
Mumbai-400055

Dear Sir,

A. Pursuant to the resolution passed by the Board of Directors of Asian Paints Limited, having its Registered Office at 6A, Shantinagar, Santacruz (E), Mumbai – 400055, (hereinafter referred as the "Company") on 14th March, 2016, I, Makarand Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretary, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process (including voting through electronic mode) in respect of the Special Resolution as circulated in the postal ballot notice dated 14th March,2016.

B. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification (s) or re-enactment(s) for the time being in force), the Company had dispatched Notice and Postal Ballot Forms to its members whose name (s) appeared on the Register of Members / List of beneficiaries as on 15th April, 2016 ("cut-off date").

C. The Company had availed the services of National Securities Depositories Limited to provide the electronic voting facility to its members.

D. The voting period commenced on 25th April, 2016 (9:00 a.m.) and ended on 24th May, 2016 (5:00 p.m.) for physical ballots as well as for e-voting. The votes cast by the shareholders through the e-voting system were downloaded and collated.

E. The Postal Ballot forms were duly opened in my presence and scrutinized.

F. I did not find any defaced or mutilated ballot papers/forms and all the invalid ballot forms were marked and segregated.

G. The register, in accordance with Rule 22 (10) of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

MAKARAND M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

H. Based on the above mentioned process, the scrutiny was completed and a summary of the voted casted by postal ballot forms and through electronic means are given below:

Sr. No.	Particulars	No. of Postal Ballot forms/ votes cast	No. of shares	% of total paid up share capital
Physical Mode				
A.	Total no. of Postal Ballot forms received	1608	4129681	0.43
B.	Less: Invalid votes	272	493383	0.05
C.	Net valid Postal Ballot forms received	1336	3636298	0.38
Electronic Mode				
D.	Total no. of votes cast through electronic means	1544	695714311	72.53
E.	Less: Invalid votes	00	00	0.00
F.	Net valid votes cast through electronic means	1544	695714311	72.53
G.	Total Valid votes cast through Postal Ballot in physical and electronic mode	2880	699350609	72.91
H.	Votes cast through Postal Ballot with Assent on the Special Resolution (Physical Mode)	1311	3628872	0.38
I.	Votes cast through Postal Ballot with Assent on the Special Resolution (Electronic means)	1522	695713107	72.53
J.	Total Net Valid votes cast through Postal Ballot with Assent on the Special Resolution (Physical and electronic means)	2833	699341979	72.91
K.	Votes cast through Postal Ballot with Dissent on the Special Resolution (Physical Mode)	25	7426	0.00
L.	Votes cast through Postal Ballot with Dissent on the Special Resolution (Electronic means)	22	1204	0.00
M.	Total Net Valid votes cast through Postal Ballot with Dissent on the Special Resolution (Physical and electronic means)	47	8630	0.00

I. Register of Postal Ballot and all other relevant records of voting process given / provided / maintained in electronic and / or physical mode (including physical ballots) will remain in our custody until the Chairman considers, approved and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

MAKARAND M. JOSHI & CO. * COMPANY SECRETARIES * MUMBAI

Result of the Postal Ballot is as under:

Type of Resolution: **Special Resolution**

To approve the change of place of keeping and inspection of Register and Index of members, returns, etc. of the Company.

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	506384482	498615212	98.47	498615212	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**498615212**	**98.47**	**498615212**	**0**	**100.00**	**0.00**
Public – Institutional holders	E-Voting	246449608	190990453	77.50	190990453	0	100.00	0.00
	Postal Ballot		1008742	0.41	1008742	0	100.00	0.00
	Total		**191999195**	**77.91**	**191999195**	**0**	**100.00**	**0.00**
Public- Non Institution	E-Voting	206363700	6108646	2.96	6107442	1204	99.98	0.02
	Postal Ballot		2627556	1.27	2620130	7426	99.72	0.28
	Total		**8736202**	**4.23**	**8727572**	**8630**	**99.90**	**0.10**
Total		**959197790**	**699350609**	**72.91**	**699341979**	**8630**	**100.00**	**0.00**

*No. of votes polled does not include 'no. of votes invalid'.

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 M. JOSHI & CO. MUMBAI COMPANY SECRETARIES

Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 25th May, 2016