



Asian Paints Limited
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APL/SEC/10/397

27th June, 2014

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400 001

Sir,

Sub: Outcome of the Annual General Meeting – Clause 35A of the Listing Agreement

This is to inform that the 68th Annual General Meeting of the Company was held on Thursday, 26th June, 2014 at 3.00 p.m. at Yashwantrao Chavan Pratishthan Auditorium, Y.B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021.

Please find enclosed disclosure pursuant to Clause 35A of the Listing Agreement pertaining to outcome of the AGM. The said disclosure be also considered as compliance with Clause 31(d) of the Listing Agreement.

This is for your information & record.

Thanking you,

Yours truly,

For **ASIAN PAINTS LIMITED**

ASHWIN CHOKSI
CHAIRMAN

Cc: The National Stock Exchange of India Limited

Corporate Identification Number (CIN): L24220MH1945PLC004598
For Shares related queries, email to investorrelations@asianpaints.com
For Consumer queries/complaints/Dealership enquiries,
email to customercare@asianpaints.com
For HR related queries, email to careers@asianpaints.com
For Media related queries, email to proffice@asianpaints.com

In accordance with Clause 35A of the Listing Agreement, the details of business transacted at the 68th Annual General Meeting of the Company are furnished below:

- Date of the AGM : 26th June, 2014
- Total number of shareholders on record date : 86562
(i.e. 23rd May, 2014 – cut of date for e-voting purpose)
- No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group	44
Public	302

- No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group:	Not Arranged
Public:	

- Details of the Agenda

The following business was transacted by the shareholders:

Mode of voting: E-voting and Poll

Resolution 1: Adoption of financial statements of the Company for the year ended 31st March, 2014 together with the Reports of Board of Directors and Auditors' thereon

Resolution required: Ordinary

Promoter/ Public	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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,036,244	70.96	187,036,244	0	100.00	0.00
Public- Others	189229928	452,104	0.24	452,084	20	99.99	0.01
Total	959197790	693,862,980	72.34	693,862,960	20	99.99	0.01



Resolution 2: Declaration of final dividend and confirmation of the interim dividend of ₹ 1.10 (Rupee one and paise ten only) per equity share, paid during the financial year ended 31st March, 2014

Resolution required: Ordinary

Promoter/ Public	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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	187,220,188	28,790	99.98	0.02
Public- Others	189229928	451,884	0.24	451,711	173	99.96	0.04
Total	959197790	694,075,494	72.36	694,046,531	28,963	99.99	0.01

Resolution 3: Retirement of Shri Amar Vakil, a Director liable to retire by rotation, and not filling up the vacancy so created

Resolution required: Ordinary

Promoter/ Public	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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.34	187,248,978	0	100.00	0.00
Public- Others	189229928	449,998	0.24	449,469	529	99.88	0.12
Total	959197790	694,073,608	72.36	694,073,079	529	99.99	0.01



Resolution 4: Re-appointment of M/s. Shah & Co., Chartered Accountants (Firm Registration Number 109430W) and M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number 101248W), as the Joint Statutory Auditors of the Company and fixing their remuneration

Resolution required: Ordinary

Promoter/ Public	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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	184,872,132	70.14	184,244,078	628,054	99.66	0.34
Public- Others	189229928	451,288	0.24	450,943	345	99.92	0.08
Total	959197790	691,698,052	72.11	691,069,653	628,399	99.91	0.09

Resolution 5: Appointment of Shri Malav Dani as a Non-Executive Director of the Company

Resolution required: Ordinary

Promoter/ Public	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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	18,7248,978	71.04	186,325,663	923,315	99.51	0.49
Public- Others	189229928	403,984	0.21	385,381	18,603	95.40	4.60
Total	959197790	694,027,594	72.36	693,085,676	941,918	99.86	0.14



Resolution 6: Appointment of Ms. Amrita Vakil as a Non-Executive Director of the Company**Resolution required: Ordinary**

Promoter/ Public	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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	186,296,873	952,105	99.49	0.51
Public- Others	189229928	450,544	0.24	436,106	14,438	96.80	3.20
Total	959197790	694,074,154	72.36	69,310,7611	966,543	99.86	0.14

Resolution 7: Appointment of Shri Dipankar Basu as an Independent Director of the Company**Resolution required: Ordinary**

Promoter/ Public	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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,226,755	71.03	183,470,663	3,756,092	97.99	2.01
Public- Others	189229928	450,873	0.24	427,216	23,657	94.75	5.25
Total	959197790	694,052,260	72.36	690,272,511	3,779,749	99.46	0.54



Resolution 8: Appointment of Shri Mahendra Shah as an Independent Director of the Company**Resolution required: Ordinary**

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	183,518,809	3,730,169	98.01	1.99
Public- Others	189229928	450,823	0.24	435,110	15,713	96.51	3.49
Total	959197790	694,074,433	72.36	690,328,551	3,745,882	99.46	0.54

Resolution 9: Appointment of Shri Deepak Satwalekar as an Independent Director of the Company**Resolution required: Ordinary**

Promoter/ Public	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)]*10 0	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	183,518,809	3,730,169	98.01	1.99
Public- Others	189229928	450,959	0.24	449,771	1,188	99.74	0.26
Total	959197790	69,4074,569	72.36	690,343,212	3,73,1357	99.46	0.54



Resolution 10: Appointment of Dr. S. Sivaram as an Independent Director of the Company**Resolution required: Ordinary**

Promoter/ Public	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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,220,188	71.03	184,025,382	3,194,806	98.29	1.71
Public- Others	189229928	450,806	0.24	427,797	23,009	94.90	5.10
Total	959197790	694,045,626	72.36	690,827,811	3,217,815	99.54	0.46

Resolution 11: Appointment of Shri S. Ramadorai as an Independent Director of the Company**Resolution required: Ordinary**

Promoter/ Public	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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	186,848,607	70.89	108,706,837	78,141,770	58.18	41.82
Public- Others	189229928	449,669	0.24	448,456	1,213	99.73	0.27
Total	959197790	693,672,908	72.32	615,529,925	781,42,983	88.73	11.27



Resolution 12: Appointment of Shri M. K. Sharma as an Independent Director of the Company**Resolution required: Ordinary**

Promoter/ Public	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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,161,816	71.00	183,294,214	3,867,602	97.93	2.07
Public- Others	189229928	451,042	0.24	427,430	23,612	94.77	5.23
Total	959197790	693,987,490	72.35	690,096,276	3,891,214	99.44	0.56

Resolution 13: Appointment of Mrs. Vibha Paul Rishi as an Independent Director of the Company**Resolution required: Ordinary**

Promoter/ Public	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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	187,220,188	28,790	99.98	0.02
Public- Others	189229928	445,317	0.24	418,441	26,876	93.96	6.04
Total	959197790	694,068,927	72.36	694,013,261	55,666	99.99	0.01



Resolution 14 : Re-appointment of Shri K B S Anand, Managing Director & CEO of the Company for a further period of three (3) years commencing from 1st April, 2015 to 31st March, 2018 and fixing his remuneration

Resolution required: Ordinary

Promoter/ Public	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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	187,004,318	244,660	99.87	0.13
Public- Others	189229928	450,859	0.24	440,931	9,928	97.80	2.20
Total	959197790	694,074,469	72.36	693,819,881	254,588	99.96	0.04

Resolution 15: Payment of remuneration to the Non-Executive Directors of the Company

Resolution required: Special

Promoter/ Public	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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	187,019,785	229,193	99.88	0.12
Public- Others	189229928	450,059	0.24	275,974	174,085	61.32	38.68
Total	959197790	694,073,669	72.36	693,670,391	403,278	99.94	0.06



Resolution 16: Ratification of the remuneration payable to M/s. RA & Co. Cost Accountants, Cost Auditors of the Company for the financial year ending 31st March, 2015

Resolution required: Ordinary

Promoter/ Public	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	506374632	506,374,632	100.00	506,374,632	0	100.00	0.00
Public – Institutional holders	263593230	187,248,978	71.04	187,248,978	0	100.00	0.00
Public- Others	189229928	451,807	0.24	451,281	526	99.88	0.12
Total	959197790	694,075,417	72.36	694,074,891	526	99.99	0.01

Note:

- (i) Pursuant to Clause 5A (II) of the Listing Agreement, voting rights on the shares transferred to the "Asian Paints Limited - Unclaimed Suspense Account" are frozen
- (ii) All the aforesaid resolutions were passed with requisite majority.

