

APL/SEC/08/353

28th June, 2016

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

Sir,

Sub: **Outcome of the Annual General Meeting**

This is to inform you that the 70th Annual General Meeting (AGM) of the Company was held on Tuesday, 28th June, 2016 at 11.00 a.m. at Yashwantrao Chavan Pratishthan Auditorium, Y.B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021.

Please find enclosed the following:

- (a) Disclosure pursuant to Regulation 44 of the Listing Regulations pertaining to outcome of the AGM. The said disclosure be also considered as compliance in accordance with Regulation 30 of the Listing Regulations;
- (b) Consolidated Report of the Scrutinizers, dated 28th June, 2016, on remote e-voting, voting through Ballot forms and electronic voting at the AGM; and
- (c) Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

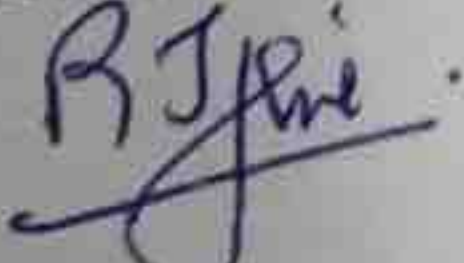
The above results are uploaded on the website of the Company (www.asianpaints.com).

This is for your information and record.

Thanking you,

Yours truly,

For **ASIAN PAINTS LIMITED**


AUTHORISED SIGNATORY

Cc: The National Stock Exchange of India Limited



Date of AGM	28th June, 2016
Total number of shareholders on record date (as on 21st June, 2016)	1,53,526
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	76
Public	90
No. of shareholders attended the meeting through Video Conferencing:	NA
Promoter and Promoter group	
Public	

Resolution 1: Adoption of audited financial statements including audited consolidated financial statements of the Company for the financial year ended 31st March, 2016 together with the reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/ Special):		Ordinary 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	Remote E-Voting Ballots E-Voting at the AGM Total	50,63,84,482	50,63,84,482 0 0	100.00 0 0	50,63,84,482 0 0	0 0 0	100.00 0 0	0 0 0
Public- Institutions	Remote E-Voting Ballots E-Voting at the AGM Total	25,24,14,411	50,63,84,482 19,33,30,354 2,58,000 0	100.00 76.59 0.1 0	50,63,84,482 19,33,30,354 2,58,000 0	0 0 0 0	100.00 100.00 100.00 0	0 0 0 0
Public- Non Institutions	Remote E-Voting Ballots E-Voting at the AGM Total	20,03,98,897	19,35,88,354 48,93,245 5,00,752 11,834 54,05,831	76.69 2.44 0.25 0.01 2.70	19,35,88,354 48,93,195 5,00,752 11,594 54,05,541	0 50 0 240 290	100.00 100.00 100.00 97.97 99.99	0 0 0 2.03 0.01
Total	Total	95,91,97,790	70,53,78,667	73.54	70,53,78,377	290	100.00	0



Resolution 2: Declaration of final dividend on equity shares for the financial year ended 31st March, 2016.

Resolution required: (Ordinary/ Special):

Ordinary 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	Remote E-Voting		50,63,84,482	100.00	50,63,84,482	0	100.00	0
	Ballots		0	0	0	0	0	0
	E-Voting at the AGM	50,63,84,482	0	0	0	0	0	0
	Total		50,63,84,482	100	50,63,84,482	0	100.00	0
Public- Institutions	Remote E-Voting		19,65,22,261	77.86	19,65,22,261	0	100.00	0
	Ballots	25,24,14,411	2,58,000	0.10	2,58,000	0	100.00	0
	E-Voting at the		0	0	0	0	0	0
	Total		19,67,80,261	77.96	19,67,80,261	0	100.00	0
Public- Non Institutions	Remote E-Voting		48,96,485	2.44	48,96,485	0	100.00	0
	Ballots	20,03,98,897	4,73,048	0.24	4,72,745	303	99.94	0.06
	E-Voting at the AGM		11,834	0.01	11,594	240	97.97	2.03
	Total		53,81,367	2.69	53,80,824	543	99.99	0.01
Total		95,91,97,790	70,85,46,110	73.87	70,85,45,567	543	100	0



Resolution 3: Appointment of Director in place of Shri Mahendra Choksi (DIN: 00009367), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special):		Ordinary 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
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
	Remote E-Voting		50,63,84,482	100.00	50,63,84,482	0	100.00	0
	Ballots		0	0	0	0	0	0
	E-Voting at the AGM	50,63,84,482	0	0	0	0	0	0
Public- Institutions	Total		50,63,84,482	100.00	50,63,84,482	0	100.00	0
	Remote E-Voting		19,49,98,853	77.25	18,67,17,534	82,81,319	95.75	4.25
	Ballots	25,24,14,411	2,58,000	0.10	2,58,000	0	100.00	0
	E-Voting at the Total		0	0	0	0	0	0
Public- Non Institutions	Remote E-Voting		19,52,56,853	77.36	18,69,75,534	82,81,319	95.76	4.24
	Ballots		48,93,150	2.44	48,92,191	959	99.98	0.02
	E-Voting at the AGM	20,03,98,897	4,72,048	0.24	4,71,842	206	99.96	0.04
	Total		11,834	0.01	11,594	240	97.97	2.03
Total			53,77,032	2.68	53,75,627	1,405	99.97	0.03
		95,91,97,790	70,70,18,367	73.71	69,87,35,643	82,82,724	98.83	1.17



Resolution 4: Appointment of Director in place of Shri Malav Dani (DIN:01184336), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special):

Ordinary 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
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
	Remote E-Voting		50,63,84,482	100.00	50,63,84,482	0	100.00	0
	Ballots		0	0	0	0	0	0
	E-Voting at the AGM	50,63,84,482	0	0	0	0	0	0
	Total		50,63,84,482	100.00	50,63,84,482	0	100.00	0
Public- Institutions	Remote E-Voting		19,50,03,133	77.26	18,83,58,169	66,44,964	96.59	3.41
	Ballots	25,24,14,411	2,58,000	0.10	2,58,000	0	100.00	0
	E-Voting at the AGM		0	0	0	0	0	0
	Total		19,52,61,133	77.36	18,86,16,169	66,44,964	96.60	3.40
Public- Non Institutions	Remote E-Voting		48,89,970	2.44	48,86,264	3,706	99.92	0.08
	Ballots	20,03,98,897	4,72,048	0.24	4,71,662	386	99.92	0.08
	E-Voting at the AGM		11,834	0.01	11,594	240	97.97	2.03
	Total		53,73,852	2.68	53,69,520	4,332	99.92	0.08
Total	Total	95,91,97,790	70,70,19,467	73.71	70,03,70,171	66,49,296	99.06	0.94



Resolution 5: Appointment of M/s. B S R & Co., LLP, Chartered Accountants (Firm Registration Number – 101248W/W-100022) as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company and shall be jointly and severally responsible with M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number - 117366W/W-100018) for the financial year 2016-17.

Resolution required: (Ordinary/ Special):		Ordinary 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 0	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	Remote E-Voting		50,63,84,482	100.00	50,63,84,482	0	100.00	0
	Ballots		0	0	0	0	0	0
	E-Voting at the AGM	50,63,84,482	0	0	0	0	0	0
	Total		50,63,84,482	100.00	50,63,84,482	0	100.00	0
Public- Institutions	Remote E-Voting		19,15,88,889	75.90	17,96,30,429	1,19,58,460	93.76	6.24
	Ballots	25,24,14,411	2,58,000	0.10	2,58,000	0	100.00	0
	E-Voting at the		0	0	0	0	0	0
	Total		19,18,46,889	76.00	17,98,88,429	1,19,58,460	93.77	6.23
Public- Non Institutions	Remote E-Voting		48,89,559	2.44	48,88,825	734	99.98	0.02
	Ballots	20,03,98,897	4,72,748	0.24	4,72,459	289	99.94	0.06
	E-Voting at the AGM		11,834	0.01	11,594	240	97.97	2.03
	Total		53,74,141	2.68	53,72,878	1,263	99.98	0.02
Total		95,91,97,790	70,36,05,512	73.35	69,16,45,789	1,19,59,723	98.30	1.70



Resolution 6: Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number - 117366W/W-100018), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 75th Annual General Meeting, subject to ratification of appointment by the shareholders at every Annual General Meeting held after this Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors of the Company and shall be jointly and severally responsible with M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number 101248W/W-100022) for the financial year 2016-17.

Resolution required: (Ordinary/ Special):			Ordinary 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	Remote E-Voting		50,63,84,482	100.00	50,63,84,482	0	100.00	0
	Ballots		0	0	0	0	0	0
	E-Voting at the AGM	50,63,84,482	0	0	0	0	0	0
	Total		50,63,84,482	100.00	50,63,84,482	0	100.00	0
Public- Institutions	Remote E-Voting		19,65,22,261	77.86	19,59,64,359	5,57,902	99.72	0.28
	Ballots	25,24,14,411	2,58,000	0.10	2,58,000	0	100.00	0
	E-Voting at the AGM		0	0	0	0	0	0
	Total		19,67,80,261	77.96	19,62,22,359	5,57,902	99.72	0.28
Public- Non Institutions	Remote E-Voting		48,90,985	2.44	48,88,363	2,622	99.95	0.05
	Ballots	20,03,98,897	4,72,048	0.24	4,71,582	466	99.90	0.10
	E-Voting at the AGM		11,834	0.01	11,594	240	97.97	2.03
	Total		53,74,867	2.68	53,71,539	3,328	99.94	0.06
Total		95,91,97,790	70,85,39,610	73.87	70,79,78,380	561,230	99.92	0.08



Resolution 7: Appointment of M/s. RA & Co., Cost Accountants (Firm Registration No. 000242) as the Cost Auditors of the Company for conducting audit of the cost records, if required, for the financial year ending 31st March, 2017

Resolution required: (Ordinary/ Special):		Ordinary 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
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Remote E-Voting		50,63,84,482	100.00	50,63,84,482	0	100.00	0
	Ballots		0	0	0	0	0	0
	E-Voting at the AGM	50,63,84,482	0	0	0	0	0	0
	Total		50,63,84,482	100.00	50,63,84,482	0	100.00	0
Public- Institutions	Remote E-Voting		19,65,22,261	77.86	19,65,22,261	0	100.00	0
	Ballots		2,58,000	0.1	2,58,000	0	100.00	0
	E-Voting at the AGM	25,24,14,411	0	0	0	0	0	0
	Total		19,67,80,261	77.96	19,67,80,261	0	100.00	0
	Public- Non Institutions	Remote E-Voting		48,96,005	2.44	48,75,872	20,133	99.59
	Ballots		4,80,858	0.24	4,80,296	562	99.88	0.12
	E-Voting at the AGM	20,03,98,897	11,834	0.01	11,594	240	97.97	2.03
	Total		53,88,697	2.69	53,67,762	20,935	99.61	0.39
	Total	95,91,97,790	70,85,53,440	73.87	70,85,32,505	20,935	100.00	0



Notes:

1. Voting rights w.r.t. the shares transferred to 'Asian Paints Limited – Unclaimed Suspense Account' were frozen.
2. The votes cast does not include invalid votes.
3. All the aforesaid resolutions were passed with requisite majority.

For **ASIAN PAINTS LIMITED**

Ashwin Choksi
By **ASHWIN CHOKSI**
CHAIRMAN



MAKARAND M. JOSHI & CO.

Company Secretaries

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

Consolidated Report of Scrutinizer on remote e-voting, Physical Ballot forms and voting at the Annual General Meeting

To,
Shri Ashwin Choksi
Chairman

of 70th Annual General Meeting of the shareholders of Asian Paints Limited (having its Registered Office at 6A, Shantinagar, Santacruz (E), Mumbai - 400055), held on Tuesday, 28th June, 2016 at Yashwantrao Chavan Pratishthan Auditorium, Y.B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai – 400021.

Dear Sir,

Re: Scrutinizer's Report on voting through remote e-voting, 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, 2016 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 Scrutiniser with Shri. Harshadkumar Shah, Member Scrutiniser) 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, 28th June, 2016.
- 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 Thursday, 23rd June, 2016 at 9.00 a.m. and ended on Monday, 27th June, 2016 at 5.00 p.m. and the NSDL remote e-voting platform was unblocked thereafter.

- C. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted. Votes cast through physical ballot forms received up to Monday, 27th June, 2016 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 28th June, 2016.
- F. The Company had appointed National Securities Depository Services Limited (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 28th June, 2016.
- G. The report on Electronic voting done at the AGM was generated in my presence along with, Mr. Saurabh Agarwal and Mr. Rohit Rai.
- 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 28th June, 2016, I have issued Scrutinizer's Report dated 28th June, 2016.
- 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:-

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, 2016 together with the reports of the Board of Directors and Auditors thereon

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	Remote E-Voting	50,63,84,482	50,63,84,482	100.00	50,63,84,482	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	E-Voting at the AGM		0	0.00	0	0	0.00	0.00
	Total		50,63,84,482	100.00	50,63,84,482	0	100.00	0.00
Public – Institutional holders	Remote E-Voting	25,24,14,411	1,93,33,0354	76.59	19,33,30,354	0	100.00	0.00
	Ballot		2,58,000	0.10	2,58,000	0	100.00	0.00
	E-Voting at the AGM		0	0.00	0	0	0.00	0.00
	Total		19,35,88,354	76.69	19,35,88,354	0	100.00	0.00
Public- Non Institution	Remote E-Voting	20,03,98,897	48,93,245	2.44	48,93,195	50	100.00	0.00
	Ballot		5,00,752	0.25	5,00,752	0	100.00	0.00
	E-Voting at the AGM		11,834	0.01	11,594	240	97.97	2.03
	Total		54,05,831	2.70	54,05,541	290	99.99	0.01
Total		95,91,97,790	70,53,78,667	73.54	70,53,78,377	290	100.00	0.00

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

Resolution Item No. 2 - Ordinary Resolution:

Declaration of final dividend on Equity Shares for the financial year ended 31st March, 2016

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	Remote E-Voting	50,63,84,482	50,63,84,482	100.00	50,63,84,482	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	E-Voting at the AGM		0	0.00	0	0	0.00	0.00
	Total		50,63,84,482	100.00	50,63,84,482	0	100.00	0.00
Public – Institutional holders	Remote E-Voting	25,24,14,411	19,65,22,261	77.86	19,65,22,261	0	100.00	0.00
	Ballot		2,58,000	0.10	2,58,000	0	100.00	0.00
	E-Voting at the AGM		0	0.00	0	0	0.00	0.00
	Total		19,67,80,261	77.96	19,67,80,261	0	100.00	0.00
Public- Non Institution	Remote E-Voting	20,03,98,897	48,96,485	2.44	48,96,485	0	100.00	0.00
	Ballot		4,73,048	0.24	4,72,745	303	99.94	0.06
	E-Voting at the AGM		11,834	0.01	11,594	240	97.97	2.03
	Total		53,81,367	2.69	53,80,824	543	99.99	0.01
Total		95,91,97,790	70,85,46,110	73.87	70,85,45,567	543	100.00	0.00

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

Resolution Item No. 3 - Ordinary Resolution:

Appointment of a Director in place of Shri. Mahendra Choksi (DIN: 00009367), who retires by rotation and being eligible, offers himself for re-appointment

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	Remote E-Voting	50,63,84,482	50,63,84,482	100.00	50,63,84,482	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	E-Voting at the AGM		0	0.00	0	0	0.00	0.00
	Total		50,63,84,482	100.00	50,63,84,482	0	100.00	0.00
Public – Institutional holders	Remote E-Voting	25,24,14,411	19,49,98,853	77.25	18,67,17,534	82,81,319	95.75	4.25
	Ballot		2,58,000	0.10	2,58,000	0	100.00	0.00
	E-Voting at the AGM		0	0.00	0	0	0.00	0.00
	Total		19,52,56,853	77.36	18,69,75,534	8,28,1319	95.76	4.24
Public- Non Institution	Remote E-Voting	20,03,98,897	48,93,150	2.44	48,92,191	959	99.98	0.02
	Ballot		4,72,048	0.24	4,71,842	206	99.96	0.04
	E-Voting at the AGM		11,834	0.01	11,594	240	97.97	2.03
	Total		53,77,032	2.68	53,75,627	1,405	99.97	0.03
Total		95,91,97,790	70,70,18,367	73.71	69,87,35,643	82,82,724	98.83	1.17

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

Resolution Item No. 4 - Ordinary Resolution:

Appointment of a Director in place of Shri Malav Dani (DIN: 01184336), who retires by rotation and being eligible, offers himself for re-appointment.

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	Remote E-Voting	50,63,84,482	50,63,84,482	100.00	50,63,84,482	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	E-Voting at the AGM		0	0.00	0	0	0.00	0.00
	Total		50,63,84,482	100.00	50,63,84,482	0	100.00	0.00
Public – Institutional holders	Remote E-Voting	25,24,14,411	19,50,03,133	77.26	18,83,58,169	66,44,964	96.59	3.41
	Ballot		2,58,000	0.10	2,58,000	0	100.00	0.00
	E-Voting at the AGM		0	0.00	0	0	0.00	0.00
	Total		19,52,61,133	77.36	18,86,16,169	66,44,964	96.60	3.40
Public- Non Institution	Remote E-Voting	20,03,98,897	48,89,970	2.44	48,86,264	3,706	99.92	0.08
	Ballot		4,72,048	0.24	4,71,662	386	99.92	0.08
	E-Voting at the AGM		11,834	0.01	11,594	240	97.97	2.03
	Total		53,73,852	2.68	53,69,520	4,332	99.92	0.08
Total		95,91,97,790	70,70,19,467	73.71	70,03,70,171	66,49,296	99.06	0.94

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

Resolution Item No. 5 - Ordinary Resolution:

Appointment of M/s. B S R & Co., LLP, Chartered Accountants (Firm Registration Number – 101248W/W-100022) as Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of the next AGM.

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	Remote E-Voting	50,63,84,482	50,63,84,482	100.00	50,63,84,482	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	E-Voting at the AGM		0	0.00	0	0	0.00	0.00
	Total		50,63,84,482	100.00	50,63,84,482	0	100.00	0.00
Public – Institutional holders	Remote E-Voting	25,24,14,411	19,15,88,889	75.90	17,96,30,429	1,19,58,460	93.76	6.24
	Ballot		2,58,000	0.10	2,58,000	0	100.00	0.00
	E-Voting at the AGM		0	0.00	0	0	0.00	0.00
	Total		19,18,46,889	76.00	17,98,88,429	1,19,58,460	93.77	6.23
Public- Non Institution	Remote E-Voting	20,03,98,897	48,89,559	2.44	48,88,825	734	99.98	0.02
	Ballot		4,72,748	0.24	4,72,459	289	99.94	0.06
	E-Voting at the AGM		11,834	0.01	11,594	240	97.97	2.03
	Total		53,74,141	2.68	53,72,878	1,263	99.98	0.02
Total		95,91,97,790	70,36,05,512	73.35	69,16,45,789	1,19,59,723	98.30	1.70

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

Resolution Item No. 6 - Ordinary Resolution:

Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number - 117366W/W-100018), as Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of the 75th AGM 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	Remote E-Voting	50,63,84,482	50,63,84,482	100.00	50,63,84,482	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	E-Voting at the AGM		0	0.00	0	0	0.00	0.00
	Total		50,63,84,482	100.00	50,63,84,482	0	100.00	0.00
Public – Institutional holders	Remote E-Voting	25,24,14,411	19,65,22,261	77.86	19,59,64,359	5,57,902	99.72	0.28
	Ballot		2,58,000	0.10	2,58,000	0	100.00	0.00
	E-Voting at the AGM		0	0.00	0	0	0.00	0.00
	Total		19,67,80,261	77.96	19,62,22,359	5,57,902	99.72	0.28
Public- Non Institution	Remote E-Voting	20,03,98,897	48,90,985	2.44	48,88,363	2,622	99.95	0.05
	Ballot		4,72,048	0.24	4,71,582	466	99.90	0.10
	E-Voting at the AGM		11,834	0.01	11,594	240	97.97	2.03
	Total		53,74,867	2.68	53,71,539	3,328	99.94	0.06
Total		95,91,97,790	70,85,39,610	73.87	70,79,78,380	56,1230	99.92	0.08

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

Resolution Item No. 7 - Ordinary Resolution:

Ratification of remuneration payable to the Cost Auditor, M/s. RA & Co., Cost Accountants (Firm Registration No.000242), appointed by the Board of Directors of the Company, to conduct the cost audit of the Company for the financial year ending 31st March, 2017

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	Remote E-Voting	50,63,84,482	50,63,84,482	100.00	50,63,84,482	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	E-Voting at the AGM		0	0.00	0	0	0.00	0.00
	Total		50,63,84,482	100.00	50,63,84,482	0	100.00	0.00
Public – Institutional holders	Remote E-Voting	25,24,14,411	19,65,22,261	77.86	19,65,22,261	0	100.00	0.00
	Ballot		2,58,000	0.10	2,58,000	0	100.00	0.00
	E-Voting at the AGM		0	0.00	0	0	0.00	0.00
	Total		19,67,80,261	77.96	19,67,80,261	0	100.00	0.00
Public- Non Institution	Remote E-Voting	20,03,98,897	48,96,005	2.44	48,75,872	20,133	99.59	0.41
	Ballot		4,80,858	0.24	4,80,296	562	99.88	0.12
	E-Voting at the AGM		11,834	0.01	11,594	240	97.97	2.03
	Total		53,88,697	2.69	53,67,762	20,935	99.61	0.39
Total		95,91,97,790	70,85,53,440	73.87	70,85,32,505	20,935	100.00	0.00

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

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
MADHUSUD
AN JOSHI

Digitally signed by MAKARAND
MADHUSUDAN JOSHI
DN: cn=MAKARAND MADHUSUDAN
JOSHI, c=IN, st=Maharashtra,
o=Parsons, ou=3181835,
serialNumber=1605e3992878324,
1604700e6d3949e4ba06642e3597,
#3908687c8d30f
Reason: Signature
Date: 2016.06.28 15:32:17 +05'30'

**Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 28.06.2016**