

APL/SEC/16/169

11th August, 2017

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

Sir/Madam,

Sub: Compliance under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 47 of the Listing Regulations, please find enclosed copies of notice given to shareholders informing them about the National Company Law Tribunal ("NCLT") Convened Meeting of the Equity Shareholders of the Company to be held on **Thursday, 14th September, 2017 at 11.00 a.m. at Patkar Hall, Nathibai Thackersey Road, New Marine Lines, Mumbai – 400 020**, for consideration of proposed Scheme of Amalgamation of Asian Paints (International) Limited ('Transferor Company') with Asian Paints Limited ('Applicant Company' or 'Transferee Company' or 'Company') published in the following newspapers today:

- i. All India Edition of Business Standard, except Kochi and Pune which will be published tomorrow;
- ii. Mumbai Edition of The Free Press Journal;

This is for your information and record.

Thanking you,

Yours truly,

For **ASIAN PAINTS LIMITED**



AUTHROISED SIGNATORY

cc: The National Stock Exchange of India Limited





Asian Paints Limited
CIN : L24220MH1945PLC004598
Regd. Office: 6A, Shantinagar, Santacruz (East), Mumbai-400 055
website: www.asianpaints.com; email: investor.relations@asianpaints.com
Tel. No.: (022) 6218 1000 Fax No.: (022) 6218 1111

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI
COMPANY SCHEME APPLICATION NO. 713 OF 2017**

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230-232 and 234 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force);

And

In the matter of Scheme of Amalgamation of Asian Paints (International) Limited ("Transferor Company") with Asian Paints Limited ("Applicant Company" or "Transferee Company").

Asian Paints Limited

....Applicant Company

**ADVERTISEMENT OF NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF
THE APPLICANT COMPANY**

FORM NO. CAA.2

Notice is hereby given that by an order dated July 27, 2017, the Mumbai Bench of the Hon'ble National Company Law Tribunal ("Tribunal") has directed a meeting to be held of the equity shareholders of the Applicant Company for the purpose of considering, and if thought fit, approving with or without modifications, the proposed Scheme of Amalgamation of Asian Paints (International) Limited ("Transferor Company") with Asian Paints Limited ("Transferee Company" or "Applicant Company" or "Company").

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of the equity shareholders of the Applicant Company is proposed to be held at Patkar Hall, Nathibai Thackersey Road, New Marine Lines, Mumbai - 400 020 on Thursday, September 14, 2017 at 11.00 a.m. at which time and place the equity shareholders are requested to attend.

Copy of the Scheme of Amalgamation and of the Explanatory Statement under Sections 102, 230 and 232 of the Companies Act, 2013 read with Rules issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force) can be obtained free of charge at the registered office of the Applicant Company. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the company at 6A, Shantinagar, Santacruz (East), Mumbai - 400 055, not later than 48 hours before the meeting. Forms of proxy can be had at the registered office of the Company.

The Tribunal has appointed Mr. Ashwin Choksi, Chairman of the Company or Mr. Ashwin Dani, Vice - Chairman of the Company or Mr. KBS Anand, Managing Director & CEO of the Company as the Chairperson of the said meeting. The said Scheme of Amalgamation, if approved by the equity shareholders of the Company at the meeting, will be subject to the subsequent approval of the Tribunal.

Pursuant to the directions issued by the Tribunal, and in accordance with the provisions of Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the equity shareholders of the Applicant Company have been given an option to vote on the Resolution of the Scheme as per draft proposed in the Notice dated August 9, 2017 by way of Ballot or through remote e-voting facility. The Notice convening the said meeting, Proxy Form and Ballot Form have been sent to the members, electronically, to the e-mail IDs registered by them with the Company/Depository Participant(s) and have been despatched by the permitted mode to those members who have not registered their e-mail IDs with the Company/Depository Participant(s). (i) The Company has engaged the services of National Securities Depository Limited (NSDL) for providing its members the facility of "remote e-voting". The remote e-voting period commences at 9.00 am on Monday, August 14, 2017 and ends at 5.00 pm on Wednesday, September 13, 2017. Voting through remote e-voting shall not be permitted beyond 5.00 p.m. on Wednesday, September 13, 2017; (ii) Members who do not have access to remote e-voting facility, may send duly completed Ballot Form so as to reach the Scrutinizer appointed by the Tribunal, Mr. S. N. Ananthasubramanian (Certificate of Practice No. 1774) and failing him, Ms. Aparna Gadgil (Certificate of Practice No. 8430), at the Registered Office of the Company not later than Wednesday, September 13, 2017 (5:00 pm). Ballot Forms received after 5.00 p.m. on Wednesday, September 13, 2017 will be treated as invalid; and (iii) Electronic voting shall also be made available at the venue of the said meeting and the members who have not cast their vote through remote e-voting or ballot shall be able to vote at the meeting.

Members who have cast their vote through remote e-voting or postal ballot can attend the meeting but shall not be entitled to cast their vote again.

The cut-off date for determining the eligibility of members for voting through remote e-voting, Ballot form and voting at the meeting is Friday, July 28, 2017.

A member can also download the Notice of the meeting from the following links: www.asianpaints.com or www.evoting.nsdl.com.

The result of the voting shall be announced by the Chairman of the Meeting on or after Friday, September 15, 2017, upon receipt of Scrutinizer's report and same shall be displayed on the website of the Company at www.asianpaints.com and on the website of NSDL at www.evoting.nsdl.com besides uploading the same on the website of BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com on the said date.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the downloads section of www.evoting.nsdl.com or contact Mr. Rajiv Ranjan, Assistant Manager, NSDL by sending an email to evoting@nsdl.co.in or contact NSDL at following telephone no. (022) 2499 4738 / 1800 222 990.

Sd/-

Ashwin Choksi
DIN: 00009095

Chairman Appointed for the Meeting

Date: August 10, 2017
Place: Mumbai



Asian Paints Limited
CIN : L24220MH1945PLC004598
Regd. Office: 6A, Shantinagar, Santacruz (East), Mumbai-400 055
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Sd/-

Ashwin Choksi
DIN: 00009095

Chairman Appointed for the Meeting

Date: August 10, 2017
Place: Mumbai