Asian Paints Limited
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Santacruz (E)
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APL/SEC/20/369

5th August, 2020

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Fort, Mumbai – 400 001
Scrip Code: 500820

The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
Block G, Bandra – Kurla Complex,
Bandra (East),
Mumbai – 400 051
Symbol: ASIANPAINT

Sir(s),

Sub: **Compliance of Regulation 30 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"]**

This is to inform you that the 74th Annual General Meeting ("AGM") of the Company was held on Wendesday, 5th August, 2020 at 2.00 p.m. through video conferencing/other audio visual means in accordance with the circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regards and business(es) mentioned in the Notice dated 23rd June, 2020, convening the AGM were transacted thereat.

In this regard, please find enclosed the following:

Proceedings of the AGM pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations	Appendix – 1
Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations	Appendix - 2
Consolidated Report of the Scrutinizer dated 5th August, 2020, on remote e – voting and electronic voting at the AGM	Appendix – 3

The above results will also be available on the website of the Company (www.asianpaints.com) and on the website of National Securities Depository Limited (www.evoting.nsdl.com)

This is for your information and record.

Thanking you,

Yours truly,

For **ASIAN PAINTS LIMITED**

JEYAMURUGAN RAMALINGAM JEYAPANDIYAN
Digitally signed by JEYAMURUGAN RAMALINGAM JEYAPANDIYAN
Date: 2020.08.05 22:21:17 +05'30'

R J JEYAMURUGAN
CFO & COMPANY SECRETARY

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Appendix – 1

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BRIEF PROCEEDINGS OF THE 74TH ANNUAL GENERAL MEETING OF THE COMPANY

The 74th Annual General Meeting (AGM) of the Company was held on Wednesday, 5th August, 2020, through two-way Video Conference (VC) /Other Audio Visual Means (OAVM) in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The meeting commenced at 2.00 p.m.

Mr. Ashwin Dani, Chairman of the Company, chaired the proceedings of the meeting. He welcomed all the Directors and shareholders of the Company to the AGM.

The Chairman informed the members that the Company had taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote at the AGM.

The requisite quorum being present through Video Conference, the Chairman called the meeting to order. All Directors were present for the meeting. The Statutory, Secretarial and Cost Auditors were also present during the meeting.

The Chairman introduced all the Directors on the Board of Company and Mr. R J Jeyamurugam who was appointed as CFO & Company Secretary during the financial year 2019 – 20.

On request by the Chairman, Mr. R J Jeyamurugan, CFO & Company Secretary, then provided general instructions to the members regarding participation in the meeting. He, *inter alia,* informed the members that the documents which are statutorily required to be kept open were available electronically for inspection by the members during the AGM.

The Chairman then continued delivering his speech to the shareholders of the Company which included highlights on business performance, financials, outlook, etc.

The Notice convening the AGM and the Annual Report of the Company for the financial year ended 31st March, 2020, were taken as read as the same were already circulated to the members. As the Audit Report, did not contain any qualifications/adverse remarks it was not read at the meeting.

After conclusion of the speech, the Chairman informed the following:

- The remote e-voting period which had commenced on Friday, 31st July, 2020 at 9.00 a.m. ended on Tuesday, 4th August, 2020 at 5.00 p.m.
- The Company had provided a facility to the members to cast their votes electronically, on all resolutions set forth in the Notice convening the 74th AGM of the Company.
- The Board of Directors of the Company at their meeting held on 23rd June, 2020 had appointed, Mr. Makarand M. Joshi, Partner, M/s. Makarand M. Joshi & Co., Practicing

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Company Secretaries (Membership No. 5533, COP: 3662) as the Scrutinizer for scrutiny of the votes cast through the remote e-voting platform and electronic voting at the AGM.

Members who had not cast their votes through remote e-voting platform were provided with an opportunity to cast their votes, electronically during the AGM.

The members were then requested to raise their queries on the Agenda Items as set out in the Notice convening the 74th AGM of the Company. Total 14 speaker shareholders spoke/raised queries/made comments on the financial performance and other relevant matters. Necessary clarifications/responses were provided to the members by the Chairman of the Company.

The Chairman, thereafter, thanked all the members for their participation at the AGM and for their constructive suggestions and observations. He informed the members that voting on the NSDL platform would continue for another 15 miniutes to enable the members to cast their votes.

On completion of the e-voting process, the meeting concluded at 4:00 p.m.

The following items of business, as per the Notice convening the 74th AGM of the Company dated 23rd June, 2020 were transacted at the meeting:

Sr. No.	Details of the Resolution	Resolution required (Ordinary/ Special)
1.	Adoption of the financial statements of the Company for the financial year ended on 31st March, 2020 together with the reports of the Board of Directors and Auditors' thereon	Ordinary Resolution
2.	Declaration of dividend on equity shares for the financial year ended 31st March, 2020	Ordinary Resolution
3.	Re-appointment of Mr. Ashwin Dani (DIN: 00009126), as a Director of the Company	Ordinary Resolution
4.	Re-appointment of Ms. Amrita Vakil (DIN: 00170725), as a Director of the Company	Ordinary Resolution
5.	Appointment of Mr. Manish Choksi (DIN: 00026496) as a Non-executive Director of the Company, liable to retire by rotation	Ordinary Resolution
6.	Continuation of Mr. Ashwin Dani (DIN: 00009126) as a Non-Executive Director of the company in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, liable to retire by rotation.	Special Resolution
7.	Appointment of Mr. Amit Syngle (DIN: 07232566) as Director of the Company	Ordinary Resolution
8.	Appointment of Mr. Amit Syngle (DIN: 07232566) as Managing Director & CEO of the Company and to approve his remuneration as Managing Director & CEO	Ordinary Resolution

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Sr. No.	Details of the Resolution	Resolution required (Ordinary/ Special)
9.	Ratification of remuneration payable to M/s. RA & Co., Cost Accountants (Firm Registration Number 000242), Cost Auditors for the financial year ending 31st March, 2021	Ordinary Resolution

All the aforesaid resolutions were passed with requisite majority. Detailed voting results for the votes cast through remote e-voting and electronic voting at the AGM on all the resolutions as set out in the Notice of AGM are enclosed.

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Appendix – 2

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VOTING RESULTS OF THE 74th AGM PURSUANT TO REGULATION 44 OF THE LISTING REGULATIONS

Date of AGM	5th August, 2020
Total number of shareholders on record date (i.e. as on Wednesday, 29th July, 2020)	3,67,422
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	Not Applicable
Public	
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	34
Public	307

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Resolution 1: Adoption of the financial statements of the Company for the financial year ended on 31st March, 2020 together with the reports of the Board of Directors and Auditors' thereon	
Resolution required: (Ordinary/ Special):	Ordinary Resolution
Whether promoter/ promoter group interested in the agenda/ resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	208,019,364	79.27	208,019,364	0	100.00	0.00
		Poll		0	0	0	0	0.00	0.00
		Total		**208,019,364**	**79.27**	**208,019,364**	**0**	**100.00**	**0.00**
3	Public-Others	Remote E-Voting	190,380,862	7,805,642	4.10	7,803,297	2,345	99.97	0.03
		Poll		11,653	0.01	11,653	0	100.00	0.00
		Total		**7,817,295**	**4.11**	**7,814,950**	**2,345**	**99.97**	**0.03**
Total			**959,197,790**	**722,221,141**	**75.29**	**722,218,796**	**2,345**	**100.00**	**0.00**

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Resolution 2: Declaration of dividend on equity shares for the financial year ended 31st March, 2020	
Resolution required: (Ordinary/ Special):	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	209,461,796	79.82	209,387,045	74,751	99.96	0.04
		Poll		0	0.00	0	0	0.00	0.00
		Total		**209,461,796**	**79.82**	**209,387,045**	**74,751**	**99.96**	**0.04**
3	Public-Others	Remote E-Voting	190,380,862	7,805,657	4.10	7,801,798	3,859	99.95	0.05
		Poll		11,653	0.01	11,641	12	99.90	0.10
		Total		**7,817,310**	**4.11**	**7,813,439**	**3,871**	**99.95**	**0.05**
Total			**959,197,790**	**723,663,588**	**75.44**	**723,584,966**	**78,622**	**99.99**	**0.01**

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Resolution 3: Re-appointment of Mr. Ashwin Dani (DIN: 00009126), as a Director of the Company	
Resolution required: (Ordinary/ Special):	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	207,815,826	79.19	199,531,428	8,284,398	96.01	3.99
		Poll		0	0.00	0	0	0.00	0.00
		Total		207,815,826	79.19	199,531,428	8,284,398	96.01	3.99
3	Public-Others	Remote E-Voting	190,380,862	7,811,294	4.10	7,802,170	9,124	99.88	0.12
		Poll		11,693	0.01	11,678	15	99.87	0.13
		Total		**7,822,987**	**4.11**	**7,813,848**	**9,139**	**99.88**	**0.12**
Total			**959,197,790**	**722,023,295**	**75.27**	**713,729,758**	**8,293,537**	**98.85**	**1.15**

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Resolution 4: Re-appointment of Ms. Amrita Vakil (DIN: 00170725), as a Director of the Company	
Resolution required: (Ordinary/ Special):	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	207,815,826	79.19	200,754,947	7,060,879	96.60	3.40
		Poll		0	0.00	0	0	0.00	0.00
		Total		**207,815,826**	**79.19**	**200,754,947**	**7,060,879**	**96.60**	**3.40**
3	Public- Others	Remote E-Voting	190,380,862	7,804,233	4.10	7,786,950	17,283	99.78	0.22
		Poll		11,653	0.01	11,638	15	99.87	0.13
		Total		**7,815,886**	**4.11**	**7,798,588**	**17,298**	**99.78**	**0.22**
Total			**959,197,790**	**722,016,194**	**75.27**	**714,938,017**	**7,078,177**	**99.02**	**0.98**

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Resolution 5: Appointment of Mr. Manish Choksi (DIN: 00026496) as a Non-executive Director of the Company, liable to retire by rotation	
Resolution required: (Ordinary/ Special):	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	207,815,826	79.19	195,406,156	12,409,670	94.03	5.97
		Poll		0	0.00	0	0	0.00	0.00
		Total		**207,815,826**	**79.19**	**195,406,156**	**12,409,670**	**94.03**	**5.97**
3	Public-Others	Remote E-Voting	190,380,862	7,803,919	4.10	7,800,153	3,766	99.95	0.05
		Poll		11,643	0.01	11,628	15	99.87	0.13
		Total		**7,815,562**	**4.11**	**7,811,781**	**3,781**	**99.95**	**0.05**
Total			**959,197,790**	**722,015,870**	**75.27**	**709,602,419**	**12,413,451**	**98.28**	**1.72**

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Resolution 6: Continuation of Mr. Ashwin Dani (DIN: 00009126) as a Non-Executive Director of the Company in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, liable to retire by rotation.	
Resolution required: (Ordinary/ Special):	Special Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	207,815,826	79.19	201,103,979	6,711,847	96.77	3.23
		Poll		0	0.00	0	0	0.00	0.00
		Total		**207,815,826**	**79.19**	**201,103,979**	**6,711,847**	**96.77**	**3.23**
3	Public-Others	Remote E-Voting	190,380,862	9,176,117	4.82	9,170,460	5,657	99.94	0.06
		Poll		11,692	0.01	11,677	15	99.87	0.13
		Total		**9,187,809**	**4.83**	**9,182,137**	**5,672**	**99.94**	**0.06**
Total			**959,197,790**	**723,388,117**	**75.42**	**716,670,598**	**6,717,519**	**99.07**	**0.93**

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Resolution 7: Appointment of Mr. Amit Syngle (DIN: 07232566) as Director of the Company	
Resolution required: (Ordinary/ Special):	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	209,462,435	79.82	204,957,509	4,504,926	97.85	2.15
		Poll		0	0.00	0	0	0.00	0.00
		Total		**209,462,435**	**79.82**	**204,957,509**	**4,504,926**	**97.85**	**2.15**
3	Public- Others	Remote E-Voting	190,380,862	7,791,387	4.09	7,785,339	6,048	99.92	0.08
		Poll		11,653	0.01	11,653	0	100.00	0
		Total		**7,803,040**	**4.10**	**7,796,992**	**6,048**	**99.92**	**0.08**
Total			**959,197,790**	**723,649,957**	**75.44**	**719,138,983**	**4,510,974**	**99.38**	**0.62**

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Resolution 8: Appointment of Mr. Amit Syngle (DIN: 07232566) as Managing Director & CEO of the Company and to approve his remuneration as Managing Director & CEO	
Resolution required: (Ordinary/ Special):	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	209,374,422	79.78	207,673,539	1,700,883	99.19	0.81
		Poll		0	0.00	0	0	0.00	0.00
		Total		**209,374,422**	**79.78**	**207,673,539**	**1,700,883**	**99.19**	**0.81**
3	Public- Others	Remote E-Voting	190,380,862	7,791,434	4.09	7,787,343	4,091	99.95	0.05
		Poll		11,652	0.01	11,652	0	100.00	0
		Total		**7,803,086**	**4.10**	**7,798,995**	**4,091**	**99.95**	**0.05**
Total			**959,197,790**	**723,561,990**	**75.43**	**721,857,016**	**1,704,974**	**99.76**	**0.24**

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Resolution 9: Ratification of remuneration payable to M/s. RA & Co., Cost Accountants (Firm Registration Number 000242), Cost Auditors for the financial year ending 31st March, 2021	
Resolution required: (Ordinary/ Special):	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	209,510,440	79.83	209,435,689	74,751	99.96	0.04
		Poll		0	0.00	0	0	0.00	0.00
		Total		**209,510,440**	**79.83**	**209,435,689**	**74,751**	**99.96**	**0.04**
3	Public- Others	Remote E-Voting	190,380,862	7,789,869	4.09	7,784,873	4,996	99.94	0.06
		Poll		11,692	0.01	11,682	10	99.91	0.09
		Total		7,801,561	4.10	7,796,555	5,006	99.94	0.06
Total			**959,197,790**	**723,696,483**	**75.45**	**723,616,726**	**79,757**	**99.99**	**0.01**

Notes:
1. Voting rights on the shares transferred to 'Asian Paints Limited – Unclaimed Suspense Account' and those shares transferred to the 'Investor Education and Protection Fund' are frozen; and
2. All the aforesaid resolutions were passed with requisite majority.

For **ASIAN PAINTS LIMITED**

JEYAMURUGAN RAMALINGAM JEYAPANDIYAN

Digitally signed by JEYAMURUGAN RAMALINGAM JEYAPANDIYAN
Date: 2020.08.05 22:22:19 +05'30'

R J JEYAMURUGAN
CFO & COMPANY SECRETARY

Asian Paints Limited
Asian Paints House
6A, Shantinagar
Santacruz (E)
Mumbai 400 055
T : (022) 6218 1000
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www.asianpaints.com

Appendix – 3

MAKARAND M. JOSHI & CO.
Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080 (Ph) 022-21678136

Consolidated Report of Scrutinizer on
Remote e-voting and electronic voting at the Annual General Meeting (AGM)

To
Mr. R J Jeyamurugan
CFO & Company Secretary
Asian Paints Limited (herein after the "Company')

Consolidated Scrutinizer's Report on voting through Remote E-voting and electronic voting at the 74th AGM of the shareholders of Company, held on 5th August, 2020 at 2:00 PM through video conferencing ("VC") /other audio-visual means (OVAM) in terms of provisions of the Companies Act, 2013 (herein after the "Act") 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 Tuesday, 23rd June, 2020, to conduct the following:

(i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and

(ii) **Electronic Voting at the AGM** 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 74th AGM held on 5th August, 2020 at 2:00 PM.

B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the Electronic copy of the Notice convening the 74th AGM of the Company along with the process of electronic voting at the AGM and remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes in compliance with MCA Circulars dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 and SEBI Circular dated 12th May, 2020.

C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the Electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of Electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.

D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Friday, 31st July, 2020 at 9:00 AM and ended on Tuesday, 4th August, 2020 at 5:00 PM and the NSDL remote e-voting portal was blocked for voting thereafter.

E. 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 5th August, 2020, I have issued Scrutinizer's Report dated 5th August, 2020.

F. On the basis of the votes exercised by the shareholders of the Company through remote e-voting. I have issued separate Scrutinizer's Report dated 5th August, 2020.

Date of AGM	5th August, 2020
Total number of shareholders on record date (i.e. as on 29th July, 2020)	3,67,422
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	NA
Public	NA
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	34
Public	307

Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt:

A. Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of Board of Directors and Auditors thereon.

B. Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Report of Auditors thereon.

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	208,019,364	79.27	208,019,364	0	100.00	0.00
		Poll		0	0	0	0	0.00	0.00
		Total		**208,019,364**	**79.27**	**208,019,364**	**0**	**100.00**	**0.00**
3	Public-Others	Remote E-Voting	190,380,862	7,805,642	4.10	7,803,297	2,345	99.97	0.03
		Poll		11,653	0.01	11,653	0	100.00	0.00
		Total		**7,817,295**	**4.11**	**7,814,950**	**2,345**	**99.97**	**0.03**
Total			**959,197,790**	**722,221,141**	**75.29**	**722,218,796**	**2,345**	**100.00**	**0.00**

Resolution Item No. 2 - Ordinary Resolution:

To declare final dividend on equity shares for the financial year ended 31st March, 2020.

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	209,461,796	79.82	209,387,045	74,751	99.96	0.04
		Poll		0	0.00	0	0	0.00	0.00
		Total		**209,461,796**	**79.82**	**209,387,045**	**74,751**	**99.96**	**0.04**
3	Public-Others	Remote E-Voting	190,380,862	7,805,657	4.10	7,801,798	3,859	99.95	0.05
		Poll		11,653	0.01	11,641	12	99.90	0.10
		Total		**7,817,310**	**4.11**	**7,813,439**	**3,871**	**99.95**	**0.05**
Total			**959,197,790**	**723,663,588**	**75.44**	**723,584,966**	**78,622**	**99.99**	**0.01**

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Mr. Ashwin Dani (DIN: 00009126), who retires by rotation and being eligible, offers himself for re-appointment

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	207,815,826	79.19	199,531,428	8,284,398	96.01	3.99
		Poll		0	0.00	0	0	0.00	0.00
		Total		207,815,826	79.19	199,531,428	8,284,398	96.01	3.99
3	Public-Others	Remote E-Voting	190,380,862	7,811,294	4.10	7,802,170	9,124	99.88	0.12
		Poll		11,693	0.01	11,678	15	99.87	0.13
		Total		**7,822,987**	**4.11**	**7,813,848**	**9,139**	**99.88**	**0.12**
Total			**959,197,790**	**722,023,295**	**75.27**	**713,729,758**	**8,293,537**	**98.85**	**1.15**

Resolution Item No. 4 - Ordinary Resolution:

To appoint a Director in place of Ms. Amrita Vakil (DIN: 00170725), who retires by rotation and being eligible, offers herself for re-appointment

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	207,815,826	79.19	200,754,947	7,060,879	96.60	3.40
		Poll		0	0.00	0	0	0.00	0.00
		Total		**207,815,826**	**79.19**	**200,754,947**	**7,060,879**	**96.60**	**3.40**
3	Public-Others	Remote E-Voting	190,380,862	7,804,233	4.10	7,786,950	17,283	99.78	0.22
		Poll		11,653	0.01	11,638	15	99.87	0.13
		Total		**7,815,886**	**4.11**	**7,798,588**	**17,298**	**99.78**	**0.22**
Total			**959,197,790**	**722,016,194**	**75.27**	**714,938,017**	**7,078,177**	**99.02**	**0.98**

Resolution Item No. 5 - Ordinary Resolution:

To appoint Mr. Manish Choksi (DIN: 00026496) as a Non – Executive Director of the Company

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	207,815,826	79.19	195,406,156	12,409,670	94.03	5.97
		Poll		0	0.00	0	0	0.00	0.00
		Total		**207,815,826**	**79.19**	**195,406,156**	**12,409,670**	**94.03**	**5.97**
3	Public-Others	Remote E-Voting	190,380,862	7,803,919	4.10	7,800,153	3,766	99.95	0.05
		Poll		11,643	0.01	11,628	15	99.87	0.13
		Total		**7,815,562**	**4.11**	**7,811,781**	**3,781**	**99.95**	**0.05**
Total			**959,197,790**	**722,015,870**	**75.27**	**709,602,419**	**12,413,451**	**98.28**	**1.72**

Resolution Item No. 6 - Special Resolution:

To continue the directorship of Mr. Ashwin Dani (DIN: 00009126) as a Non – Executive Director of the Company

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	207,815,826	79.19	201,103,979	6,711,847	96.77	3.23
		Poll		0	0.00	0	0	0.00	0.00
		Total		**207,815,826**	**79.19**	**201,103,979**	**6,711,847**	**96.77**	**3.23**
3	Public-Others	Remote E-Voting	190,380,862	9,176,117	4.82	9,170,460	5,657	99.94	0.06
		Poll		11,692	0.01	11,677	15	99.87	0.13
		Total		**9,187,809**	**4.83**	**9,182,137**	**5,672**	**99.94**	**0.06**
Total			**959,197,790**	**723,388,117**	**75.42**	**716,670,598**	**6,717,519**	**99.07**	**0.93**

Resolution Item No. 7 – Ordinary Resolution:

To appoint Mr. Amit Syngle (DIN: 07232566) as a Director on the Board of Directors of the Company

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	209,462,435	79.82	204,957,509	4,504,926	97.85	2.15
		Poll		0	0.00	0	0	0.00	0.00
		Total		**209,462,435**	**79.82**	**204,957,509**	**4,504,926**	**97.85**	**2.15**
3	Public-Others	Remote E-Voting	190,380,862	7,791,387	4.09	7,785,339	6,048	99.92	0.08
		Poll		11,653	0.01	11,653	-	100.00	-
		Total		**7,803,040**	**4.10**	**7,796,992**	**6,048**	**99.92**	**0.08**
Total			**959,197,790**	**723,649,957**	**75.44**	**719,138,983**	**4,510,974**	**99.38**	**0.62**

Resolution Item No. 8 – Ordinary Resolution:

To appoint Mr. Amit Syngle (DIN: 07232566) as the Managing Director & CEO of the Company

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	209,374,422	79.78	207,673,539	1,700,883	99.19	0.81
		Poll		0	0.00	0	0	0.00	0.00
		Total		**209,374,422**	**79.78**	**207,673,539**	**1,700,883**	**99.19**	**0.81**
3	Public-Others	Remote E-Voting	190,380,862	7,791,434	4.09	7,787,343	4,091	99.95	0.05
		Poll		11,652	0.01	11,652	-	100.00	-
		Total		**7,803,086**	**4.10**	**7,798,995**	**4,091**	**99.95**	**0.05**
Total			**959,197,790**	**723,561,990**	**75.43**	**721,857,016**	**1,704,974**	**99.76**	**0.24**

Resolution Item No. 9 – Ordinary Resolution:

To ratify the remuneration payable to M/s RA & Co., Cost Accountants (Firm Registration Number 000242), the Cost Auditors of the Company for the financial year ending 31st March, 2021

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	506,384,654	506,384,482	100.00	506,384,482	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		**506,384,482**	**100.00**	**506,384,482**	**0**	**100.00**	**0.00**
2	Public - Institutional holders	Remote E-Voting	262,432,274	209,510,440	79.83	209,435,689	74,751	99.96	0.04
		Poll		0	0.00	0	0	0.00	0.00
		Total		**209,510,440**	**79.83**	**209,435,689**	**74,751**	**99.96**	**0.04**
3	Public-Others	Remote E-Voting	190,380,862	7,789,869	4.09	7,784,873	4,996	99.94	0.06
		Poll		11,692	0.01	11,682	10	99.91	0.09
		Total		7,801,561	4.10	7,796,555	5,006	99.94	0.06
Total			**959,197,790**	**723,696,483**	**75.45**	**723,616,726**	**79,757**	**99.99**	**0.01**

G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Electronic voting facilitated at the AGM.

It is to be noted that:

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account' and those shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include abstained votes.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,
Yours faithfully,

For Makarand M. Joshi & Co.,
Practicing Company Secretaries

Digitally signed by MAKARAND MADHUSUDAN JOSHI
DN: cn=MAKARAND MADHUSUDAN JOSHI, c=IN,
st=Maharashtra, o=Personal,
serialNumber=bea4609e399287838241404700ee8d3949a
e4badb642ed597e8360b687ca030f
Date: 2020.08.05 20:20:48 +05'30'

Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 5th August, 2020

For Asian Paints Limited

JEYAMURUGAN RAMALINGAM JEYAPANDIYAN
Digitally signed by JEYAMURUGAN RAMALINGAM JEYAPANDIYAN
Date: 2020.08.05 22:22:56 +05'30'

R J Jeyamurugan
CFO & Company Secretary

Place: Mumbai
Date: 5th August, 2020