



Asian Paints Limited

Registered Office : 6A, Shantinagar, Santacruz (East), Mumbai - 400 055.
website: www.asianpaints.com, e-mail: investor.relations@asianpaints.com

POSTAL BALLOT NOTICE
(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, to transact the following special business by passing the resolutions set out below through Postal Ballot.

The Company is desirous of seeking your consent to the proposals contained in the resolutions set out below. An Explanatory Statement under Section 173(2) of the Act, giving all material facts and the reasons for the Special Resolutions is also annexed. You are requested to read carefully the instructions given in the Postal Ballot Form and return the said Form duly completed and signed, in the postage prepaid self addressed envelope so as to reach the Scrutinizer on or before December 9, 2012, at the Company's Registered Office at 6A, Shantinagar, Santacruz (East), Mumbai- 400 055.

The Company is pleased to offer to the members, e-voting facility as an alternative, in accordance with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. For this purpose, it has engaged National Securities Depositories Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA). The procedure for e-voting is given after the Explanatory Statement below.

SPECIAL BUSINESS:

ITEM NO.1:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 16, 17, 18 and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as “the Act”), including any statutory modification or re-enactment thereof for the time being in force, read with Section 192A of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Object Clause of the Memorandum of Association of the Company be and is hereby altered by inserting the following Clause 3-B after the existing Clause 3-A of the Memorandum of Association of the Company:

“Clause 3-B - To carry on the business of home improvement & decor including interior and exterior furnishers & decorators for home, offices, factories or any other building and for the purpose to manufacture, process, produce, prepare, make, sell, purchase, import, export, trade, market, all types of items/products of exterior and interior decoration/furnishing, modular furniture, modular kitchens, all kinds of kitchen appliances, wooden furniture, steel furniture including wood, mica, laminates, partitions, panel products, rods, laminates, plywood, doors, windows made from wood, board, aluminum, kitchenware, venetian blinds, grills, door closures, all types of fittings, bathroom faucets and other fixtures, hardware, glasses, mirrors, sun films, wall papers, wall cladding, leatherette cloth, sanitary fittings electric fittings and other accessories, fans, lamps, coolers, security items, all kinds of appliances and other products; all types of building materials including flooring materials which includes tiles, wooden flooring, flooring laminates, industrial flooring, carpets, rugs; all types of roofing materials, shingles; insulation materials, construction chemicals, water proofing; prefabricated building materials and other building material and architectural work”.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution to do all such acts, deeds, matters and things as may be necessary and to sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto”.

ITEM NO.2:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force, the approval of the members be and is hereby accorded to the Company for commencement of all or any of the businesses proposed in the Clause 3-B of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary and to sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto”.

BY ORDER OF THE BOARD OF DIRECTORS

JAYESH MERCHANT
CHIEF FINANCIAL OFFICER &
COMPANY SECRETARY

MUMBAI
OCTOBER 25, 2012

REGISTERED OFFICE:
6A,SHANTINAGAR, SANTACRUZ (EAST),
MUMBAI - 400 055.

NOTES:

1. An Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 in respect of the business specified above is annexed hereto.
2. Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as on October 30, 2012.
3. You are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self-addressed Business Reply Envelope so as to reach the Scrutinizer on or before December 9, 2012 at the following address:

Mr. Ashish H Shah
C/o Asian Paints Limited
6A, Shantinagar,
Santacruz (East),
Mumbai 400 055

4. In compliance with the provisions of Section 192A of the Companies Act, 1956 read with (Passing of Resolution by Postal Ballot) Rules, 2011, the Company also offers e-voting option to all the members. For this purpose, the Company has signed an agreement with NSDL for facilitating e-voting and is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

The instructions for Members for e-voting are as under:

- (a) In case of Members’ receiving e-mail from NSDL :
 - (i) Open e-mail and open PDF file viz; “Asian Paints e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Member - Login
 - (iv) Put User ID and password as initial password noted in step (i) above. Click Login
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles
 - (vii) Select “EVEN” of Asian Paints Limited
 - (viii) Now you are ready for e-Voting as Cast Vote page opens
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail asianpaintsscrutinizer@asianpaints.com with a copy marked to evoting@nsdl.co.in.
- (b) In case of Members receiving Postal Ballot Form by Post:
 - (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- (c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone No: 022-24994600
 - (d) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

5. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Ballot Form can obtain the Ballot Form from Registrar and Share Transfer Agent (R & T Agent), M/s. Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the address given at Sl. No. 3 above.
6. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman or in his absence by any one authorized by the Chairman, on December 17, 2012 at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and intimated through a Press Release in newspapers. The result will also be put up on the Company's website www.asianpaints.com. The resolution, if approved, will be taken as passed effectively on the date of declaration of the result.
7. In case of any queries, you may contact the Company at investor.relations@asianpaints.com or contact the Registrar and Transfer Agent, Sharepro Services (India) Private Limited at sharepro@shareproservices.com or at the following address:

M/s. Sharepro Services (India) Private Limited,
Unit: Asian Paints Limited
13AB, Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri-Kurla Road, Sakinaka,
Andheri (E), Mumbai - 400 072
Tel No. 67720300 / 67720400 /28511872
Fax No: 28591568

EXPLANATORY STATEMENT (PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956)

ITEM NO. 1 AND 2:

The resolutions mentioned at Item No. 1 and 2 of the Notice relate to the alteration of the Main Object Clause stated in the Memorandum of Association ("MOA") of the Company for inclusion in it a new Clause 3-B and authorising the Company to commence the new business as contained in the new Clause 3-B. The present business of the Company comprises developing, manufacturing, sale and distribution of paints, coatings and speciality products in India and elsewhere in the world. The Board of Directors of the Company is of the view that considering the opportunities available in the area of Home Improvement & Décor, the Company should enter into these businesses which can offer significant growth potential to the Company. The Board is of the opinion that the proposed businesses under the existing circumstances can be conveniently or advantageously be combined with the existing businesses of the Company in accordance with Section 17(1)(d) of the Companies Act, 1956 ('the Act').

To enable the Company to pursue the aforesaid businesses, it is proposed to alter the Main Object Clause as set out in the special resolution in Item No. 1 of the MOA of the Company. As per Sections 16, 17, 18 and other applicable provisions of the Act, the Main Object Clause of the MOA can be altered by a special resolution passed by the members of the Company. Section 192A of the Act read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, stipulates that the consent of the members of the Company for this purpose shall be obtained by means of Postal Ballot.

Section 149(2A) of the Act requires approval of the Members by way of special resolution for commencement of any new businesses. Accordingly, the members are requested to pass the special resolution as set out in Item No. 2 to enable the Company to commence any of the businesses mentioned in the proposed new Clause 3-B of the MOA of the Company.

A copy of (a) the existing Memorandum and Articles of Association of the Company and (b) the Memorandum of Association and Articles of Association incorporating the proposed alterations thereto will be available for inspection for the Members at the Registered Office upto December 9, 2012 from 10.30 am to 1.30 pm on all working days of the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 1 and 2 for approval of the members through Postal Ballot.

None of the Directors of the Company is, in any way, concerned or interested in this resolution, except to the extent of their shareholding in the Company.

BY ORDER OF THE BOARD OF DIRECTORS



**JAYESH MERCHANT
CHIEF FINANCIAL OFFICER &
COMPANY SECRETARY**

MUMBAI
OCTOBER 25, 2012

REGISTERED OFFICE:
6A, SHANTINAGAR, SANTACRUZ (EAST)
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